



Letter of Offer
Wednesday, August 17, 2022
For Eligible Shareholders Only

KCL INFRA PROJECTS LIMITED

Corporate Identification Number: L45201MH1995PLC167630

Our Company was originally incorporated on July 21, 1995, as 'Kadamb Constructions Private Limited' as a private limited company under the provisions of the Companies Act, 1956, with the Registrar of Companies, Rajasthan, Jaipur. Thereafter, our Company was converted into a public limited company and the name of our Company was changed to 'Kadamb Constructions Limited', and a Certificate of Incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Rajasthan, Jaipur on September 26, 1995. Further, the name of our Company was changed to 'KCL Infra Projects Limited' pursuant to shareholders resolution passed on September 30, 2009, and the name of the Company was changed w.e.f. November 10, 2009. For further details refer to the section titled 'General Information' beginning on Page 36 of this Letter of Offer.

Registered Office: B-3, 204, Saket Complex, Thane (West) - 400601, Maharashtra, India;

Corporate Office: 46-47, KCL Business Park, PU-4 Commercial, Behind C21 Mall, A.B. Road, Indore - 452010, Madhya Pradesh, India;

Contact Details: +91-9425052211/+91-9301300600;

Contact Person: Mrs. Shivani Gupta, Company Secretary and Compliance Officer; **Email-ID:** kclindia@yahoo.co.in, info@kclinfra.com, cs@kclinfra.com;

Website: www.kclinfra.com;

FOR PRIVATE CIRCULATION TO THE EQUITY SHAREHOLDERS OF OUR COMPANY

THE PROMOTERS OF THE COMPANY ARE MANISHA JHAWAR, MANAN JHAWAR, MOHAN JHAWAR, MOHAN DEOKISHAN JHAWAR HUF, AND PRAMOD DEOKISHAN JHAWAR HUF

RIGHTS ISSUE OF UP TO 23,69,79,000 (TWENTY-THREE CRORES SIXTY-NINE LAKHS SEVENTY-NINE THOUSAND) PARTLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS.2.00/- (RUPEES TWO ONLY) ('EQUITY SHARES') EACH AT A PRICE OF RS.2.00/- (RUPEES TWO ONLY) PER RIGHT SHARE BEING AT PAR WITH THE EXISTING FACE VALUE OF THE EQUITY SHARES ('ISSUE PRICE') ('RIGHT SHARES') FOR AN AMOUNT AGGREGATING UP TO RS.47,39,58,000.00/- (RUPEES FORTY-SEVEN CRORES THIRTY-NINE LAKHS FIFTY-EIGHT THOUSAND ONLY) ON A RIGHTS ISSUE BASIS TO THE ELIGIBLE SHAREHOLDERS OF KCL INFRA PROJECTS LIMITED ('COMPANY' OR 'ISSUER') IN THE RATIO OF 9 (NINE) RIGHTS SHARES FOR EVERY 1 (ONE) EQUITY SHARE HELD BY SUCH ELIGIBLE SHAREHOLDERS AS ON FRIDAY, AUGUST 05, 2022, BEING THE RECORD DATE ('ISSUE'). THE ISSUE PRICE IS AT PAR WITH THE EXISTING FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, KINDLY REFER TO THE SECTION TITLED 'TERMS OF THE ISSUE' BEGINNING ON PAGE 117 OF THIS LETTER OF OFFER.

*Assuming full subscription and receipt of all Call Monies with respect to Rights Shares.

PAYMENT METHOD OF THE ISSUE

AMOUNT PAYABLE PER RIGHT SHARE	FACE VALUE	PREMIUM	TOTAL
On Application	Re.0.50/-	Nil	Re.0.50/-
One or more subsequent Call(s) as determined by our Board at its sole discretion, from time to time	Rs.1.50/-	Nil	Rs.1.50/-
Total	Rs.2.00/-	Nil	Rs.2.00/-

WILFUL DEFAULTERS OR FRAUDULENT BORROWERS

Neither our Company, nor our Promoters, or Directors are or have been categorized as wilful defaulters or fraudulent borrowers by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India.

GENERAL RISK

Investment in equity and equity related securities involves a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue including the risks involved. The Right Shares have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Investors are advised to refer 'Risk Factors' beginning on page 20 of this Letter of Offer before investing in the Issue.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares of our Company are listed and traded on the BSE Limited. Our Company has received in-principle approval from BSE Limited for listing of the Right Shares pursuant to its letter bearing reference number 'DCS/RIGHT/KK/FIP/2200/2022-23' dated Wednesday, May 11, 2022. Our Company shall also make application to BSE Limited to obtain trading approval for the Rights Entitlements as enshrined under the SEBI circular bearing reference number 'SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020'. For the purposes of this Issue, the Designated Stock Exchange is BSE Limited.

LEAD MANAGER TO THE ISSUE

CAPITALSQUARE[®]

Teaming together to create value

CAPITALSQUARE ADVISORS PRIVATE LIMITED

205-209, 2nd Floor, AARPEE Center, MIDC Road No 11, CTS 70, Andheri (East), Mumbai - 400093, Maharashtra, India;

Contact Number: +91-22-66849999/ 145/ 138;

Website: www.capitalsquare.in;

E-mail/Investor grievance ID: mb@capitalsquare.in;

Contact Person: Mr. Tanmoy Banerjee/ Ms. Pankita Patel;

SEBI Registration Number: INM000012219;

Validity: Permanent

REGISTRAR TO THE ISSUE



ADROIT CORPORATE SERVICES PRIVATE LIMITED

18-20, Jafrebhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (East), Mumbai-400059, Maharashtra, India;

Contact Number: +91-22-42270400;

Website: www.adroitcorporate.com;

E-mail/Investor grievance ID: info@adroitcorporate.com;

Contact Person: Ms. Diviya Nadar;

SEBI Registration Number: INR000002227;

Validity: Permanent;

ISSUE PROGRAMME

ISSUE OPENING DATE	LAST DATE FOR MARKET RENUNCIATION*	ISSUE CLOSING DATE**
MONDAY, AUGUST 22, 2022	MONDAY, AUGUST 29, 2022	MONDAY, SEPTEMBER 05, 2022

*Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

**This Issue will remain open for a minimum 15 (Fifteen) days. However, the Board of Directors will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).



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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

DEFINITIONS

This Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Letter of Offer is intended for the convenience of the reader/prospective Applicant only and is not exhaustive.

This Letter of Offer uses the definitions and abbreviations set forth below, which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, or policies shall be to such legislation, act, regulation, rules, guidelines, or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

In this Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to ‘the/our Company’, ‘we’, ‘our’, ‘us’, or similar terms are to KCL Infra Projects Limited as the context requires, and references to ‘you’ are to the Eligible Shareholders and/ or prospective Investors in this Issue.

The words and expressions used in this Letter of Offer, but not defined herein, shall have the same meaning (to the extent applicable) ascribed to such terms under the SEBI (ICDR) Regulations, the Companies Act, 2013, the SCRA, the Depositories Act, and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in section titled ‘*Industry Overview*’, ‘*Statement of Tax Benefits*’, ‘*Financial Information*’, ‘*Outstanding Litigations, Defaults, and Material Developments*’ and ‘*Terms of the Issue*’ on page 54, 50, 64, 107 and 117 respectively, shall have the meaning given to such terms in such sections.

CONVENTIONAL/ GENERAL TERMS

Term	Description
KCL Infra Projects Limited/ the Company/ our Company	KCL Infra Projects Limited, a public limited company incorporated under the provisions of the Companies Act, 1956, as amended from time to time;
We/ us/ our	Unless the context otherwise indicates or implies, refers to KCL Infra Projects Limited;
ASBA	Application Supported by Blocked Amount;
AoA/ Articles of Association	The Articles of Association of KCL Infra Projects Limited, as amended from time to time;
Audit Committee	The committee of the Board of Directors constituted as our Company’s audit committee in accordance with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013;
Audited Financial Statements	The audited financial statements of our Company prepared in accordance with Indian Accounting Standards for the Financial Years ending March 31, 2022, and March 31, 2021;
Auditors/ Statutory Auditors/ Peer Review Auditor	The current statutory auditors of our Company M/s Scan & Co, Chartered Accountants (formerly known as M.S. Singhatwadia & Co);
Board of Directors/ Board	Board of Directors of our Company;
Company ISIN	International Securities Identification Number of our Company being INE469F01026;
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, being Mrs. Shivani Gupta;
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company, being Mr. Sunny Khande;
Depositories Act	The Depositories Act, 1996 and amendments thereto;
Directors	Directors on our Board, as may be appointed from time to time;
DP/ Depository Participant	Depository Participant as defined under the Depositories Act;
Eligible Shareholder(s)	Eligible holder(s) of the Equity Shares of KCL Infra Projects Limited as on the Record Date;
Equity Shares	Fully paid-up equity shares of the Company having face value of Rs.2.00/- (Rupees Two only);
Independent Director	Independent directors on the Board and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI (LODR) Regulations. For details of the Independent Directors, please refer to section titled ‘ <i>Our Management</i> ’ beginning on page 61 of this Letter of Offer;



Term	Description
Key Management Personnel /KMP	Key management personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013. For details, please refer to section titled ‘Our Management’ beginning on page 61 of this Letter of Offer;
MoA/ Memorandum of Association	The Memorandum of Association of KCL Infra Projects Limited, as amended from time to time;
Nomination and Remuneration Committee	The committee of the Board of directors reconstituted as our Company’s Nomination and Remuneration Committee in accordance with Regulation 19 of the SEBI (LODR) Regulations and Section 178 of the Companies Act, 2013;
Promoters	Mohan Jhavar, Mohan Jhavar HUF, Manisha Jhavar, Pramod Jhavar HUF, and Manan Jhavar.
Promoter Group	Persons and entities forming part of the promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations and as disclosed by our Company in the filings made with the BSE Limited under the SEBI (LODR) Regulations;
Registered Office	B-3, 204, Saket Complex, Thane (West)- 400601, Maharashtra, India
Rights Issue Committee	The committee of the Board of Directors constituted as our Company’s Rights Issue Committee comprising of Mr. Mohan Jhavar as the Chairman, Mr. Rahul Khande as the Member, and Mrs. Sunita Vora as the Member and Mr. Archit Yadav as the Member;
Stakeholders’ Relationship Committee	The committee of the Board of Directors constituted as our Company’s Stakeholders’ Relationship Committee in accordance with Regulation 20 of the SEBI (LODR) Regulations Section 178 of the Companies Act, 2013;
Stock Exchange/ Designated Stock Exchange	BSE Limited;
Unaudited Limited Reviewed Financial Statements	The unaudited limited reviewed financial statements of our Company prepared in accordance with Indian Accounting Standards for quarter ending June 30, 2022;

ISSUE RELATED TERMS

Term	Description
Abridged Letter of Offer	Abridged Letter of Offer to be sent to the Eligible Shareholders with respect to the Issue in accordance with the provisions of the SEBI (ICDR) Regulations and the Companies Act;
Additional Right Shares	The Right Shares applied or allotted under this Issue in addition to the Rights Entitlement;
Allot/Allotment/Allotted	Unless the context requires, the allotment of Right Shares pursuant to this Issue;
Allotment Account	The account opened with the Banker to the Issue, into which the Application Money lying to the credit of the escrow account(s) and Application amounts by ASBA blocked in the ASBA Account, with respect to successful Investors will be transferred on the Transfer Date in accordance with Section 40 (3) of the Companies Act;
Allotment Account Banks	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, Kotak Mahindra Bank Limited;
Allotment Advice	Note, advice, or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Right Shares pursuant to this Issue after approval of the Basis of Allotment by the Designated Stock Exchange;
Allotment Date	Date on which the Allotment is made pursuant to this Issue;
Allottees	Person(s) who are Allotted Rights Shares pursuant to the Allotment;
Applicant(s)/ Investor(s)	Eligible Shareholder(s) and/or Renouncee(s) who are entitled to make an application for the Right Shares pursuant to this Issue in terms of the Letter of Offer, including an ASBA Investor;
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch(es) of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Shares at the Issue Price;
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Investor to make an application for the Allotment of Equity Shares in the Issue;



Term	Description
Application Money	Aggregate amount payable at the time of Application Re.0.50/- (Fifty Paise Only) in respect of the Right Shares applied for in this Issue at the Issue Price;
Application Supported by Blocked Amount or ASBA	Application (whether physical or electronic) used by ASBA Investors to make an application authorizing the SCSB to block the Application Money in the specified bank account maintained with such SCSB;
ASBA Account	Account maintained with a SCSBs and specified in the Application Form or plain paper application, as the case may be, by the Applicant for blocking the amount mentioned in the Application Form or the plain paper application, in case of Eligible Shareholders, as the case may be;
ASBA Applicant /ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including Renouncees) shall make an application for an Issue only through ASBA facility;
ASBA Bid	Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations;
ASBA Circulars	Collectively, SEBI circular bearing reference numbers 'SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009', 'CIR/CFD/DIL/1/2011 dated April 29, 2011', 'SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020', 'SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022' and any other circular issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard
Bankers to the Issue/ Refund Bank	Collectively, the Escrow Collection Bank, Allotment Account Bank, and the Refund Bank to the Issue, in this case being Kotak Mahindra Bank Limited;
Bankers to the Issue Agreement	Agreement dated Friday, July 15, 2022, entered into by and amongst our Company, the Lead Manager and the Registrar to the Issue, and the Bankers to the Issue for collection of the Application Money from Investors transfer of funds to the Allotment Account from the Escrow Account and SCSBs, release of funds from Allotment Account to our Company and other persons and where applicable, refunds of the amounts collected from Investors and providing such other facilities and services as specified in the agreement;
Basis of Allotment	The basis on which the Right Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange in the Issue, and which is described in the section titled ' Terms of the Issue ' beginning on page 117 of this Letter of Offer;
Call(s)	The notice issued by our Company to the holders of the Right Shares as on the Call Record Date for making a payment of the Call Monies;
Call Money(ies)	The balance amount payable by the holders of the Rights Shares pursuant to the Payment Schedule, being Re.0.50/- (Fifty Paise Only) per Rights Shares after payment of the Application Money;
Call Record Date	A record date fixed by our Company for the purpose of determining the names of the holders of Rights Shares for the purpose of issuing of the Call
Consolidated certificate	The certificate that would be issued for Rights Shares Allotted to each folio in case of Eligible Shareholders who hold Equity Shares in physical form
Controlling Branches /Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange, a list of which is available on a list of which is available on the website of SEBI accessible at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes , updated from time to time, or at such other website(s) as may be prescribed by the SEBI from time to time
Demographic Details	Details of Investors including the Investor's address, PAN, DP-ID, Client-ID, bank account details and occupation, where applicable;
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , updated from time to time, or at such other website as may be prescribed by SEBI from time to time;
Designated Stock Exchange	The designated stock exchange for this Issue being BSE Limited;



Term	Description
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996;
Draft Letter of Offer/ DLoF	This draft letter of offer dated Thursday, March 17, 2022, filed with BSE Limited, in accordance with the SEBI (ICDR) Regulations, for their observations and in-principle approval;
Eligible Shareholders	Existing Equity Shareholders as on Friday, August 05, 2022, being the Record Date. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders
Escrow Account	One or more no-lien and non-interest bearing accounts with the Escrow Collection Bank for the purposes of collecting the Application Money from Eligible Shareholders as on Friday, August 05, 2022, being the Record Date for making an Application through the ASBA facility;
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being Kotak Mahindra Bank Limited;
Fraudulent Borrower	Fraudulent Borrower as defined under Regulations 2(1)(III) of the SEBI (ICDR) Regulations
Issue/ Rights Issue	Rights Issue of up to 23,69,79,000 (Twenty-Three Crores Sixty-Nine Lakhs Seventy-Nine Thousand) partly paid-up Equity Shares of our Company for cash at a price of Rs.2.00/- (Rupees Two Only) per Right Shares aggregating up to on a rights basis to the Eligible Shareholders of our Company in the ratio of 9 (Nine) Right Shares for every 1 (One) Equity Share held by the Eligible Shareholders of our Company on Friday, August 05, 2022, being the Record Date; On Application, Investors will have to pay Re.0.50/- (Fifty Paise Only) per Rights Share which constitutes 25.00% (Twenty-Five Percent) of the Issue Price and the balance Re.1.50/- (One Rupee and Fifty Paise Only) per Rights Share which constitutes 75.00% (Seventy-Five percent) of the Issue Price, will have to be paid, on one or more subsequent Call(s), as determined by the Board of Directors at its sole discretion, from time to time;
Issue Closing Date	Monday, September 05, 2022;
Issue Materials	Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter or any offering materials, corrigendum, or advertisements in connection with this Issue
Issue Opening Date	Monday, August 22, 2022;
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/ Investors can submit their Applications, in accordance with the SEBI (ICDR) Regulations;
Issue Price	Rs.2.00/- (Rupees Two Only) per Right Share issued in 1 (One) Rights Entitlement being at par with the existing face value of Equity Shares; On Application, Investors will have to pay Re.0.50/- (Fifty Paise Only) per Rights Share which constitutes 25.00% (Twenty-Five Percent) of the Issue Price and the balance Re.1.50/- (One Rupee and Fifty Paise Only) per Rights Share which constitutes 75.00% (Seventy-Five Percent) of the Issue Price, will have to be paid, on one or more subsequent Call(s), as determined by the Board of Directors at its sole discretion, from time to time;
Issue Proceeds	The proceeds of the Issue that are available to our Company;
Issue Size	Amount aggregating up to Rs.47,39,58,000.00/- (Rupees Forty-Seven Crores Thirty-Nine Lakhs Fifty-Eight Thousand Only);
Lead Manager to the Issue	CapitalSquare Advisors Private Limited;
Letter of Offer/ LoF	The final letter of offer to be filed with the BSE Limited after incorporating the observations received from the BSE Limited on the Draft Letter of Offer, dated Wednesday, August 17, 2022;
Multiple Application Forms	Multiple Application Forms submitted by an Eligible Shareholder/Renouncee in respect of the Rights Entitlements available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application;
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, please refer to the section titled ' Objects of the Issue ' beginning on page 44 of this Letter of Offer;
Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renouncees;



Term	Description
Non-Institutional Investors/ NIIs	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI (ICDR) Regulations;
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws;
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stockbroker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before Monday, August 29, 2022;
Payment Schedule	Payment schedule under which 25.00% (Twenty-Five Percent) of the Issue Price being Re.0.50/- (Fifty Paise Only) per Right Share is payable on Application, and the balance unpaid capital constituting 75.00% (Seventy-Five Percent) of the Issue Price being Re.1.50/- (One Rupee and Fifty Paise Only) will have to be paid, on one or more subsequent Call(s), as determined by our Board at its sole discretion, from time to time;
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations;
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Right Shares, being Friday, August 05, 2022;
Refund Bank	The Bankers to the Issue with whom the refund account will be opened, in this case being Kotak Mahindra Bank Limited;
Refund through electronic transfer of Funds	Refunds through NECS, Direct Credit, RTGS, NEFT or ASBA process, as applicable;
Registrar to the Issue	Adroit Corporate Services Private Limited;
Registrar Agreement	Agreement dated Tuesday, March 08, 2022, entered into between our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue;
Renouncees	Any persons who have acquired Rights Entitlements from the Equity Shareholders through renunciation in accordance with the SEBI circular bearing reference number 'SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020';
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from Monday, August 22, 2022, being the Issue Opening Date. Such period shall close on Monday, August 29, 2022, in case of On Market Renunciation. Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to Monday, September 05, 2022, being the Issue Closing Date;
Retail Individual Investors/ RIIs	An individual Investor (including an HUF applying through karta) who has applied for Rights Shares and whose Application Money is not more than Rs.2,00,000.00/- (Rupees Two Lakhs Only) in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations;
Rights Entitlement (s)/ RES	The number of Right Shares that an Investor is entitled to in proportion to the number of Equity Shares held by the Investor on Friday, August 05, 2022, being Record Date, in this case being 9 (Nine) Right Shares for every 1 (One) Equity Share held by an Eligible Shareholder; The Rights Entitlements with a separate ISIN 'INE469F20018' will be credited to your demat account before the date of opening of the Issue, against the Equity Shares held by the Equity Shareholders as on the Record Date, pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circular, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Shareholders before the Issue Opening Date;
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Shareholders. The Rights Entitlements are also accessible on the website of our Company;
Right Shares	Equity Shares of our Company to be Allotted pursuant to this Issue
SEBI Rights Issue Circulars	SEBI circular bearing reference numbers 'SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020', and 'SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022' and any other circular issued by SEBI in this regard;



Term	Description
Self-Certified Syndicate Banks/SCSB(s)	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time;
Transfer Date	The date on which the amount held in the escrow account(s) and the Application Money blocked in the ASBA Account will be transferred to the Allotment Account in respect of successful Applicant(s), upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange;
Wilful Defaulter or Fraudulent Borrower	A Company or person categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, including any Company whose director or promoter is categorized as such, as defined under Regulation 2 (1) (III) of the SEBI (ICDR) Regulations;
Working Day(s)	In terms of Regulation 2(1)(mmm) of SEBI (ICDR) Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays, and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI;

ABBREVIATIONS

Term	Description
AIF	Alternative Investment Fund as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;
Aadhar	Aadhar card;
Arbitration Act	Arbitration and Conciliation Act, 1996;
AS	Accounting Standards issued by the Institute of Chartered Accountants of India;
CAF	Common Application Form;
Category I AIF	AIFs who are registered as 'Category I Alternative Investment Funds' under the SEBI (AIF) Regulations;
Category I FPIs	FPIs who are registered as 'Category I foreign portfolio investors' under the SEBI (FPI) Regulations;
Category II AIF	AIFs who are registered as 'Category II Alternative Investment Funds' under the SEBI (AIF) Regulations;
Category II FPIs	FPIs who are registered as 'Category II foreign portfolio investors' under the SEBI (FPI) Regulations;
Category III AIF	AIFs who are registered as 'Category III Alternative Investment Funds' under the SEBI (AIF) Regulations;
CDSL	Central Depository Services (India) Limited;
Central Government	Central Government of India;
CFO	Chief Financial Officer;
CIN	Corporate Identification Number;
CIT	Commissioner of Income Tax;
CLRA	Contract Labour (Regulation and Abolition) Act, 1970;
Companies Act, 2013	Companies Act, 2013 along with rules made thereunder;
Companies Act, 1956	Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections);
Consolidated FDI Policy	Consolidated FDI Policy dated October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India;
COVID-19	A public health emergency of international concern as declared by the World Health Organization on



Term	Description
	January 30, 2020, and a pandemic on March 11, 2020;
CSR	Corporate Social Responsibility;
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
Depositories Act	The Depositories Act, 1996, including subsequent amendments thereto;
DIN	Director Identification Number;
DP	Depository Participant;
DP-ID	Depository Participant's Identification;
DR	Depository Receipts;
EBITDA	Profit/(loss) after tax for the year adjusted for income tax expense, finance costs, depreciation, and amortisation expense, as presented in the statement of profit and loss;
EGM	Extraordinary General Meeting;
EEA	European Economic Area;
EPC Services	Engineering, Procurement, and Construction services;
EPS	Earning per Equity Share;
FCNR Account	Foreign Currency Non-Resident Account;
FDI	Foreign Direct Investment;
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations made thereunder;
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019;
FII(s)	Foreign Institutional Investors registered with SEBI under applicable laws;
FIPB	Foreign Investment Promotion Board;
FPIs	Foreign portfolio investors as defined under the SEBI (FPI) Regulations;
Fugitive Offender	Economic An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI;
FY/ Financial Year	Period of 12 months ended March 31 of that particular year, unless otherwise stated;
GAAP	Generally Accepted Accounting Principles;
GDP	Gross Domestic Product;
GDR	Global Depository Receipt;
GNPA	Gross Net Performing Assets;
GoI / Government	The Government of India;
GST	Goods and Services Tax;
HUF	Hindu Undivided Family;
Ind AS	Indian Accounting Standards;
ICAI	The Institute of Chartered Accountants of India;
ICSI	The Institute of Company Secretaries of India;
IFSC	Indian Financial System Code;
IFRS	International Financial Reporting Standards;
Indian GAAP/ I-GAAP	Generally Accepted Accounting Principles In India;
Income Tax Act/ IT Act	The Income Tax Act, 1961 and amendments thereto;
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended;
INR / ₹ / Rs./ Indian Rupees	Indian Rupee, the official currency of the Republic of India;
IST	Indian Standard Time;
IT	Information Technology;
MCA	The Ministry of Corporate Affairs, Government of India;
MICR	Magnetic Ink Character Recognition;
Mn / mn	Million;
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996;
N.A. or NA	Not Applicable;



Term	Description
NACH	National Automated Clearing House;
NAV	Net Asset Value;
NCT	National Capital Territory, Delhi;
NCLT	National Company Law Tribunal;
NCLAT	National Company Law Appellate Tribunal;
NEFT	National Electronic Fund Transfer;
Net Worth	The aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account, and debit or credit balance of the profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure, and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, writeback of depreciation and amalgamation;
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect;
NR/ Non- Resident	A person resident outside India, as defined under the FEMA and includes an NRI, FPIs registered with SEBI and FVCIs registered with SEBI;
NRE	Account Non-resident external account;
NRI	Non-resident Indian;
NSDL	National Securities Depository Limited;
NSE	National Stock Exchange of India Limited;
OCB	Overseas Corporate Body;
p.a.	Per annum;
P/E Ratio	Price/Earnings Ratio;
PAN	Permanent account number;
PAT	Profit after Tax;
RBI	Reserve Bank of India;
RBI Act	Reserve Bank of India Act, 1934;
RoNW	Return on Net Worth;
RTGS	Real Time Gross Settlement;
SCORES	SEBI Complaints Redress System;
SCRA	Securities Contracts (Regulation) Act, 1956;
SCRR	Securities Contracts (Regulation) Rules, 1957;
SEBI	Securities and Exchange Board of India;
SEBI Act	Securities and Exchange Board of India Act, 1992;
SEBI (AIF) Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;
SEBI (FPI) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019;
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments thereto;
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto;
Securities Act	United States Securities Act of 1933, as amended;
STT	Securities transaction tax;
Trade Mark Act	Trade Marks Act, 1999 and the rules thereunder, including subsequent amendments thereto;
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be;



NOTICE TO OVERSEAS INVESTORS

The distribution of the Issue Material and the Issue of Rights Entitlements or the Rights Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons in whose possession the Issue Material may come are required to inform themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Shareholders as on Record Date and will dispatch the Issue Material through email and courier to such Eligible Shareholders who have a registered address in India or have provided an Indian address to our Company. The Letter of Offer will be provided, through email and courier, by the Registrar on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses to our Company or who are in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Those overseas shareholders, who have not updated our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials. Investors can also access the Issue Material from the websites of the Registrar, our Company, BSE Limited.

No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer has been filed with BSE for observations. Accordingly, the Rights Entitlements or the Rights Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Receipt of the Issue Materials will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, under such circumstances, Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Issue Materials should not, in connection with the Issue of Rights Entitlements or the Rights Shares, distribute or send the same in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If Issue Materials are received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Entitlements, or the Rights Shares referred to in the Issue Materials.

Any person who makes an application to acquire the Rights Entitlement or the Rights Shares offered in this Issue will be deemed to have declared, represented, warranted, and agreed that she/he is authorized to acquire the Rights Entitlement or the Rights Shares in compliance with all applicable laws and regulations prevailing in her/his jurisdiction. Our Company, the Registrar or any other person acting on behalf of us reserve the right to treat any Application Form as invalid where we believe that the Application Form is incomplete, or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to Allot or issue any Rights Entitlement or Rights Shares in respect of any such Application Form.

Neither the delivery of Issue Materials nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to the date of the Letter of Offer.

The contents of the Issue Materials should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state, or local tax or legal consequences as a result of the offer of Right Entitlements or Rights Shares. As a result, each Investor should consult its own counsel, business advisor, and tax advisor as to the legal, business, tax, and related matters concerning the offer of the Rights Entitlement or the Rights Shares. In addition, our Company is not making any representation to any offeree or purchaser of the Rights Entitlement or the Rights Shares regarding the legality of an investment in the Rights Entitlement or the Rights Shares by such offeree or purchaser under any applicable laws or regulations.

NO OFFER IN THE UNITED STATES

The Right Entitlements or the Rights Shares of our Company have not been and will not be registered under the Securities Act, or any U.S. state securities laws and may not be offered, sold, resold, or otherwise transferred within the United States of America or the territories or possessions thereof, except in a transaction exempt from the registration requirements of the Securities Act. The rights referred to in the Issue Materials are being offered in India, but not in the United States. The offering to which the Issue Materials relate to is not and are under no circumstances to be construed as, an offering of any Right Entitlement or the Rights Shares for sale in the United States or as a solicitation therein of an offer to buy any of the said Right Entitlement or the Rights Shares. Accordingly, the Issue Materials should not be forwarded to or transmitted in or into the United States at any time.



Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Right Entitlements or the Rights Shares and wishing to hold such Rights Shares in registered form must provide an address for registration of the Equity Shares in India. Any person who acquires Right Entitlements or Rights Shares will be deemed to have declared, represented, warranted, and agreed, that:

1. It is not and that at the time of subscribing for the Right Entitlements or the Rights Shares, it will not be, in the United States when the buy order is made,
2. It does not have a registered address (and is not otherwise located) in the United States, and
3. It is authorized to acquire the Right Entitlements or the Rights Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat as invalid any Application Form which:

1. Does not include the certification set out in the Application Form to the effect that the subscriber does not have a registered address (and is not otherwise located) in the United States and is authorized to acquire the rights and the Equity Shares in compliance with all applicable laws and regulations;
2. Appears to our Company or its agents to have been executed in or dispatched from the United States;
3. Where a registered Indian address is not provided; or
4. Where our Company believes that the Application Form is incomplete, or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Entitlement or the Right in respect of any such Application Form.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.



PRESENTATION OF FINANCIAL INFORMATION AND USE OF MARKET DATA

CERTAIN CONVENTIONS

In this Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to the/our 'Company', 'we', 'our', 'us', or similar terms are to KCL Infra Projects Limited or, as the context requires, and references to 'you' are to the Equity Shareholders and/ or prospective Investors in the Equity Shares.

Unless otherwise specified, any time mentioned in this Letter of Offer is in Indian Standard Time.

Unless indicated otherwise, all references to a year in this Letter of Offer are to a calendar year.

FINANCIAL DATA

Unless stated otherwise, the financial data in this Letter of Offer is derived from the Unaudited Standalone Financial Results for the quarter ending December 31, 2021, and the Audited Standalone Financial Statement of our Company for the Financial Year ending March 31, 2021, which have been prepared in accordance with Ind As, Accounting Standards, Companies Act, 2013. For further details, please refer to the section titled '**Financial Information**' beginning on page 64 of this Letter of Offer.

In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures.

CURRENCY OF PRESENTATION

All references in this Letter of Offer to 'Rupees', 'Rs.', '₹', 'Indian Rupees' and 'INR' are to Rupees, the official currency of the Republic of India.

All references to 'U.S. \$', 'U.S. Dollar', 'USD' or '\$' are to United States Dollars, the official currency of the United States of America.

Please Note:

One lakh is equal to 100 thousand;

One crore is equal to 10 million/100 lakhs;

One million is equal to 1,000,000/10 lakhs;

One billion is equal to 1,000 million/100 crores;



FORWARD LOOKING STATEMENTS

We have included statements in this Letter of Offer which contain words or phrases such as ‘will’, ‘may’, ‘aim’, ‘is likely to result’, ‘believe’, ‘expect’, ‘continue’, ‘anticipate’, ‘estimate’, ‘intend’, ‘plan’, ‘contemplate’, ‘seek to’, ‘future’, ‘objective’, ‘goal’, ‘project’, ‘should’, ‘pursue’ and similar expressions or variations of such expressions, that are ‘forward looking statements’.

Further, actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties or assumptions associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in its industry and incidents of any natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

1. Uncertainty of the continuing impact of the COVID-19 pandemic on our business and operations;
2. General economic and business conditions in India and in the markets in which we operate and in the local, regional, and national economies;
3. Changes in laws and regulations relating to the sectors and industry in which we operate;
4. Realization of Contingent Liabilities;
5. Occurrence of uninsured losses;
6. Factors affecting the industry in which we operate;
7. Our ability to meet our capital expenditure requirements;
8. Our ability to successfully implement our growth strategy and expansion plans and to successfully launch and implement various projects and business plans for which funds are being raised through this Issue;
9. Fluctuations in operating costs;
10. Our ability to attract and retain qualified personnel;
11. Our failure to keep pace with rapid changes in technology;
12. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
13. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
14. Any adverse outcome in the legal proceedings in which we/our group companies are involved;
15. Other factors beyond our control;
16. Our ability to manage risks that arise from these factors;
17. Changes in Government policies and Regulatory actions that apply to or affect our business;
18. Conflicts of interest with affiliated companies, the promoter group and other related parties;



19. The performance of the financial markets in India and globally.

For a further discussion of factors that could cause the actual results to differ, please refer to the section titled '**Risk Factors**' beginning on page 20 of this Letter of Offer. By their nature, certain market risk disclosures are only estimates and could materially be different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance. Our Company or advisors does not have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI and BSE's requirements, our Company shall ensure that Investors in India are informed of material developments until the time of the grant of listing and trading permission by the BSE.



SECTION II – SUMMARY OF THE LETTER OF OFFER

The following is a general summary of certain disclosures included in this Letter of Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Letter of Offer or all details relevant to prospective Investors. This summary should be read in conjunction with and is qualified by, the more detailed information appearing in this Letter of Offer, including the sections titled '**Risk Factors**', '**Objects of the Issue**', '**Business Overview**' and '**Outstanding Litigations, Defaults and Material Developments**' beginning on pages 20, 44, 56, and 107 of this Letter of Offer, respectively.

SUMMARY OF OUR BUSINESS

Our Company was originally incorporated on July 21, 1995, as 'Kadamb Constructions Private Limited' as a private limited company under the provisions of the Companies Act, 1956, with the Registrar of Companies, Rajasthan, Jaipur. Thereafter, our Company was converted into a public limited company pursuant to shareholders resolution passed on September 08, 1995, and the name of our Company was changed to 'Kadamb Constructions Limited', and a Certificate of Incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Rajasthan, Jaipur on September 26, 1995. Further, the name of our Company was changed to 'KCL Infra Projects Limited' pursuant to shareholders resolution passed on September 30, 2009, and the name of the Company was changed w.e.f. November 10, 2009.

Our Company is listed on the BSE Limited effective from June 07, 1996, bearing Scrip Code 531784, bearing Scrip Symbol 'KCLINFRA'. The ISIN of our company is INE469F01026. Our Company was previously also listed on Metropolitan Stock Exchange of India Limited (MSEI) effective from June 30, 2016. The Company voluntarily got delisted on from MSEI effective from March 15, 2022.

The Company is engaged in development in engineering and construction and strive to provide quality work economically. Our projects include all infrastructure works e.g., civil engineering, road construction, high-rise buildings for both commercial and residential usage. For further details, please refer to the chapter titled '**Business Overview**' beginning on page 56 of this Letter of Offer.

OBJECTS OF THE ISSUE

The details of Issue Proceeds are set forth in the following table:

Particulars	Amount
Gross Proceeds from the Issue#	Rs.47,39,58,000.00/-
Less: Estimated Issue related Expenses	Rs.1,00,00,000.00/-
Net Proceeds from the Issue	Rs.46,39,58,000.00/-

#Assuming full subscription and receipt of all Call Monies with respect to Rights Shares.

*The Issue size will not exceed Rs.47,39,58,000.00/- (Rupees Forty-Seven Crores Thirty-Nine Lakhs Fifty-Eight Thousand Only). If there is any reduction in the amount on account of or at the time of finalization of Issue Price and Rights Entitlements Ratio, the same will be adjusted against General Corporate Purpose.

The intended use of the Net Proceeds of the Issue by our Company is set forth in the following table:

Sr. No.	Particulars	Amount
1.	Working Capital requirements;	Rs.35,00,00,000.00/-
2.	General Corporate purposes#	Rs.11,39,58,000.00/-
	Total Net Proceeds	Rs.46,39,58,000.00/-

For further details, please refer to the chapter titled '**Objects of the Issue**' beginning on page 44 of this Letter of Offer.



SUBSCRIPTION TO THE ISSUE BY OUR PROMOTER AND PROMOTER GROUP

The Promoters of our Company through their letter dated January 21, 2022, have confirmed that they intend to subscribe in part or to full extent of its Rights Entitlement in this Issue and to the extent of unsubscribed portion (if any) of this Issue and that they shall not renounce their Rights Entitlements except within the Promoter Group, in accordance with the provisions of Regulation 86 of the SEBI (ICDR) Regulations.

Our Promoter and certain members of our Promoter Group have also confirmed that they intend to apply for and subscribe to additional Right Shares and any Equity Shares offered in the Issue that remain unsubscribed, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI (LODR) Regulations.

Any such subscription for Right Shares over and above the Rights Entitlement of the Promoters of our Company, if allotted, may result in an increase in their shareholding percentage in the Company. The allotment of Right Shares of the Company subscribed by the Promoter and other members of the Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI (SAST) Regulations. This Issue shall not result in a change of control of the management of our Company in accordance with the provisions of SEBI (SAST) Regulations. Our Company is in compliance with Regulation 38 of the SEBI (LODR) Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

FINANCIAL INFORMATION

The following table sets forth the summary financial information derived from the Audited Financial Statements for Financial Years ending March 31, 2022, and March 31, 2021, prepared in accordance with IND AS and the Companies Act, 2013:

Particulars	Unaudited Limited Reviewed Financial Statements for the quarter ending June 30, 2022	Audited Financial Statements for the Financial Year ending March 31	
		March 31, 2022	March 31, 2021
Equity Share Capital	Rs.5,26,62,000.00/-	Rs.5,26,62,000.00/-	Rs.5,26,62,000.00/-
Net Worth	Rs.19,91,43,323.00/-	Rs.19,74,52,676.00/-	Rs.19,26,45,174.00/-
Total Income	Rs.1,93,61,503.00/-	Rs.16,30,67,227.00/-	Rs.5,11,58,346.00/-
Profit / (loss) after tax	Rs.16,90,647.00/-	Rs.48,07,502.00/-	Rs.9,74,693.00/-
Basic and diluted EPS	Re.0.06/-	Re.0.18/-	Re.0.04/-
Net asset value per Equity Share	Rs.7.56/-	Rs.7.50/-	Rs.7.32/-
Total borrowings	Rs.3,75,73,480.00/-	Rs.3,69,25,569.00/-	Rs.3,89,53,191.00/-

AUDITOR QUALIFICATIONS

For further details on auditor qualifications, please refer to section titled '*Financial Statements*' beginning on page 64 of this Letter of Offer.

OUTSTANDING LITIGATIONS

Nature of cases	Number of cases	Amount involved
Litigations involving our Company		
Litigation Involving Actions by Statutory/Regulatory Authorities	Nil	Nil
Litigation involving Tax Liabilities	1	Rs.1,65,524.00/-
Proceedings involving issues of moral turpitude or criminal liability on the part of our Company	Nil	Nil
Proceedings involving Material Violations of Statutory Regulations by our Company	Nil	Nil
Matters involving economic offences where proceedings have been initiated against our Company	Nil	Nil
Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	Nil	Nil
Litigation involving our Directors, Promoters and Promoter Group	Nil	Nil



Nature of cases	Number of cases	Amount involved
Litigation involving our Group Companies	Nil	Nil

For further details, please refer to section titled '*Outstanding Litigations, Defaults and Material Developments*' beginning on page 107 of this Letter of Offer.

RISK FACTORS

For details of potential risks associated with our ongoing business activities and industry, investment in Equity Shares, material litigations which impact the business of the Company and other economic factors, please refer to the section titled '*Risk Factors*' beginning on page 20 of this Letter of Offer.

CONTINGENT LIABILITIES

For details of the contingent liabilities, as reported in the Financial Statements, please refer to the section titled '*Financial Statements*' beginning on page 64 of this Letter of Offer.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as reported in the Financial Statements, please refer to the section titled '*Financial Statements*' beginning on page 64 of this Letter of Offer.

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Directors and their relatives have financed the purchase, by any other person of Equity Shares other than in the normal course of the business of the financing entity during the period of 6 (Six) months immediately preceding the date of this Letter of Offer.

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Our Company has not issued any Equity Shares for consideration other than cash during the last 1 (One) year immediately preceding the date of filing this Letter of Offer.



SECTION III – RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider each of the following risk factors and all other information set forth in this Letter of Offer, including in **‘Business Overview’**, **‘Industry Overview’**, and **‘Financial Statements’** beginning on pages 56, 54, and 64 respectively in this Letter of Offer, before making an investment in our Equity Shares.

The risks and uncertainties described below are not the only risks that we currently face; additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, financial condition, results of operations, and cash flows. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, financial condition, and results of operations could suffer, the trading price and the value of your investment in, our Equity Shares could decline and you may lose all or part of your investment. To the extent the COVID-19 pandemic has adversely affected and may affect our business and financial results, it may also have the effect of increasing many of the other risks described in this section, such as those relating to non-payment or default by borrowers. In making an investment decision with respect to this Issue, you must rely on your own examination of our Company and the terms of this Issue, including the merits and risks involved. You should consult your tax, financial, and legal advisors about the consequences of an investment in our Equity Shares and its impact on you.

This Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from such forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Letter of Offer.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context otherwise requires, in this section, reference to ‘we’, ‘us’, ‘our’ refers to our Company.

INTERNAL RISK FACTORS

1. Outstanding litigations filed by and against our Company, our Directors, Promoters and Promoter Group.

Currently, there is an outstanding demand against the Company. The details are as follows:

Financial year	Case number	Amount
2014-2015 (VAT)	CS0000000567630	Rs.1,65,524.00/-
	Total	Rs.1,65,524.00/-

Except as stated above, there are no other litigations cases against our Company, Promoters, Directors, and Promoter Group. There is no assurance that in future, we, our Promoters, our Directors, or Promoter Group may not face legal proceedings and any adverse decision in such legal proceedings may impact our business. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition, and results of operations.

Further, in the past there have been instances of non-compliances with various relevant regulatory authorities by our Company, the details of which have been encapsulated as under:

Sr. No.	Name of the Competent Authority	Regulatory Charges	Regulatory Action
1.	MSEI	Failed to adhere to various rules/regulations/bye-laws of the Exchange/SEBI	Suspended from trading from March 08, 2022
2.	MSEI	Failure to pay Annual Listing Fee in compliance with the provisions of SEBI (LODR) Regulations	Suspended from trading from November 22, 2021
3.	BSE Limited	Failure to submit shareholding pattern for the quarter ending March 31, 2020	Imposed fine of Rs.37,760.00/- (Rupees Thirty-Seven Thousand Seven Hundred and Sixty Only)



Sr. No.	Name of the Competent Authority	Regulatory Charges	Regulatory Action
4.	BSE Limited	Failure to submit investors' complaints for the quarter ending March 31, 2020	Imposed fine of Rs.18,880.00/- (Rupees Eighteen Thousand Eight Hundred and Eighty Only)

Currently, there are no litigations cases against our Company, Promoters, Directors, and Promoter Group. Further, there is no assurance that in future, we, our Promoters, our Directors, or Promoter Group may not face legal proceedings and any adverse decision in such legal proceedings may impact our business. If a significant portion of the liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations.

For further details, kindly refer to the section titled '*Outstanding Litigations, Defaults and Material Developments*' beginning on page 107 of this Letter of Offer.

2. ***We require number of approvals, NOCs, licenses in ordinary course of our Business.***

We need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course of our business. Any failure to renew the approvals that will expire, or to failure/delay to apply for and obtain the required approvals, licences, registrations or permits, or any suspension or revocation of any of the approvals, licences, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects.

We cannot assure you that the approvals, licences, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action.

Our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business, financial condition, results of operations and prospects.

3. ***We cannot assure you that the construction of our projects/work sites will be free from any and all defects.***

We are committed to maintain quality of works and also adheres to all the standards, even though we cannot assure you that we will always finish the construction of our projects/work sites in accordance with the requisite specifications or that the construction of our projects/work sites will be free from any and all defects. In the event of discovery of defects/faults in our work, or due to damages to our construction due to factors beyond our control, or any of the other reasons, we may incur significant contractual liabilities and losses under our projects contracts and such losses may materially and adversely affect our financial performance and results of operations. Further, it may result in cancellation by customers of any commitment to the projects and/ or refund of any advance deposited with us by any customer due to dissatisfaction among our customers, which may affect our business, financial condition and results of operations.

Further, construction or development of these new projects involves various implementation risks including construction delays, delay or disruption in supply of raw materials, delays in clearance of land, unanticipated cost increases, force majeure events or cost overruns. We may be further subject to regulatory risks, financing risks and the risks that these projects may ultimately prove to be unprofitable. In particular:

- a) some of the drawings for the sites on which these projects are expected to be developed may not be accurate;
- b) we may encounter unforeseen engineering problems, disputes with workers, force majeure events and unanticipated costs due to defective plans and specifications;
- c) We may experience shortages of, and price increases in, materials and skilled and unskilled labour, and inflation in key supply markets.
- d) Geological, construction, excavation, regulatory and equipment problems with respect to operating projects and projects under construction.
- e) we may experience adverse changes in market demand or prices for the services that our projects are expected to provide;
- f) other unanticipated circumstances or cost increases.



4. ***We are dependent on third parties for the supply of raw materials, services, and finished goods.***

Our business is significantly affected by the availability, cost and quality of the raw materials and bought out items, which we need to construct, develop and provide for our projects, and services. The prices and supply of raw materials and bought out items depend on factors not under our control, including domestic and international general economic conditions, competition, availability of quality suppliers, production levels, transportation costs and import duties.

Although we may enter into back-to-back supplier contracts or provide for price contingencies in our contracts to limit our exposure, if, for any reason, our primary suppliers of raw materials and bought out items should curtail or discontinue their delivery of such materials to us in the quantities we need, provide us with raw materials and bought out items that do not meet our specifications, or at prices that are not competitive or not expected by us, our ability to meet our material requirements for our projects could be impaired, our construction schedules could be disrupted and our results of operations and business could suffer.

Further, we depend on few suppliers who cater to a significant part of our business needs. If any of our key suppliers for a particular project is unable to continue providing the raw materials and bought out items we need, at prices and on terms and conditions we consider acceptable, we will be required to obtain these items from other suppliers and our results of operations and business could suffer as a result.

5. ***We own a large fleet of equipment, resulting in increased fixed costs to our Company. In the event we are not able to generate adequate cash flows it may have a material adverse impact on our operations.***

We own a large fleet of modern construction equipment and minimally lease or hire equipment, resulting in increased fixed costs to our Company. In the event, we are unable to generate or maintain adequate revenue by successfully bidding for projects or recover payments from our clients in a timely manner or at all, it could have a material adverse effect on our financial condition and operations.

Further, we maintain a workforce based upon our current and anticipated workloads. If our Company does not receive future contract awards or if these awards are delayed, it could incur significant costs in the interim. Our estimate of the future performance depends on, among other things, whether and when we will be awarded new contracts. While our estimates are based upon best judgment, these estimates can be unreliable and may frequently change based upon newly available information. The uncertainty of the contract being awarded and its timing can present difficulties in matching workforce size with contract needs. If a contract, which we expect will be awarded, is delayed or not received, our Company could incur costs due to maintaining underutilized staff and facilities, which could have a material adverse effect on our profitability, financial condition and results of operations and financial condition.

6. ***We may be unable to identify or acquire new projects and our bids for new projects may not always be successful, which may stunt our business growth further may cause underutilization of our workforce and equipment bank.***

Undertaking new projects depends on various factors such as our ability to identify projects on a cost-effective basis or integrate acquired operation into our existing business. If we are unable to identify or acquire new projects matching our expertise and profit expatriation, we may be subject to uncertainties in our business.

As a part of our business, we bid for new projects on-going basis. Projects are awarded following competitive bidding processes and satisfaction of other prescribed pre-qualification criteria. Once the prospective bidders satisfy the pre-qualification criteria of the tender, the project is usually awarded based on the price of the contract quoted by the prospective bidder, therefore we cannot assure about successful bids of projects in future every time and this may lead to adverse impact on financial performance of the Company.

Further, we estimate our future workload largely based on whether and when we will receive certain new contract awards. While our estimates are based upon our best judgment, these estimates can be unreliable and may frequently change based on newly available information. In a project where timing is uncertain, it is particularly difficult to predict whether or when we will receive a contract award. The uncertainty of contract awards and timing can present difficulties in matching our workforce size and equipment bank with our contract needs. In planning our growth, we have been adding to our workforce and equipment bank as we anticipate inflow of additional orders. We maintain our workforce and utilize our equipment based upon current and anticipated workloads. If we do not receive future contract awards or if these awards are delayed or reduced, we may incur significant costs from maintaining the under-utilized workforce and equipment bank, and may further lack working capital to pay our equipment loan installments on time or at all, which may result in reduced profitability for us or cause us to default under our equipment loans. As such, our financial condition and results of operation may be adversely affected.



7. On successful bidding we need to provide performance security and any failure in doing so may result in forfeiture of the bid security and termination of the contract.

In our business, on successful bidding of any project by our Company, we are required to deliver a performance security or bank guarantee to the authority for each project and are also required to ensure that the performance security is valid and enforceable until we remedy any defects during the defect liability period under the relevant contract. Delay or inability in providing a performance security within the stipulated period with respect to the project may result in termination of the contract or enforcing of the bid security which can adversely affect our financial performance.

8. We experienced negative cash flows in the past.

We experienced negative cash flows in the past. Sustained negative cash flows could impact our growth and business. We experienced negative cash flows from some activities as per the periods indicated below as per our Financial Statements.

Particulars of Net Cash Flow from	Unaudited Limited Reviewed Financial Statements for the quarter ending June 30, 2022	Audited Financial Statements for the Financial Year ending March 31	
		2022	2021
Operating Activities	Rs.2,72,82,948.00/-	Rs.8,51,12,271.00/-	(Rs.3,41,56,025.00/-)
Investing Activities	(Rs.7,67,44,538.00/-)	(Rs.6,95,56,118.00/-)	Rs.2,27,39,001.00/-
Financing Activities	Rs.39,54,38,140.00/-	(Rs.63,62,897.00/-)	Rs.1,19,89,189.00/-

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans, and make new investments without raising finance from external resources. If we continue to experience negative cash flows from operations in the future, it could adversely affect our business, results of operations and financial condition. For further details kindly refer to the section titled '**Financial Statements**' beginning on page 64 of this Letter of Offer.

9. Trade Receivables form a substantial part of our current assets. Failure to manage our trade receivables could have an adverse effect on our net sales, profitability, cash flow and liquidity.

The trade receivables outstanding for the quarter ending June 30, 2022, is Rs.8,83,52,004.00/- (Rupees Eight Crores Eighty-Three Lakhs Fifty-Two Thousand and Four Only), and as on March 31, 2022, is Rs.11,37,86,842/- (Rupees Eleven Crores Thirty-Seven Lakhs Eighty-Six Thousand Eight Hundred and Forty-Two Only). Our business is working capital intensive and hence, trade receivables form a substantial part of our current assets. The results of operations of our business are dependent on our ability to effectively manage our trade receivables.

To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and ensure that suitable terms and conditions are given to them to ensure our continued relationship with them. However, if our management fails to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

10. Our insurance policies do not cover all risks, specifically risks like terrorism, etc. In the event of the occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.

Our Company has obtained insurance coverage in respect of certain risks. Our significant insurance policies consist of, among others, standard fire and special perils, fidelity guarantee, plate glass insurance, etc. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like terrorism, etc. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.



11. ***Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.***

Our Company may retain all our future earnings, if any, for use in the operations, and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value.

12. ***Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.***

Modernization and technology up-gradation is essential to provide better products. Although we strive to keep our technology in line with the latest standards, we may be required to implement new technology or upgrade the existing employed by us. Further, the costs in upgrading our technology could be significant which could substantially affect our finances and operations.

13. ***We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.***

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations, and goodwill could be adversely affected.

14. ***We are dependent on our Promoters, directors, and key managerial personnel of our Company for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.***

Our Promoters, Directors and key managerial personnel collectively have vast experience in the industry and are difficult to replace. They provide expertise, which enables us to make well informed decisions in relation to our business and our prospects. For further details of our Directors and key managerial personnel, please refer to section titled '***Our Management***' beginning on page 61 of this Letter of Offer. Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Also, the loss of any of the management or other key personnel may adversely affect the operations, finances, and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to expand our business. Further, our future performance will depend upon the skills, efforts, expertise, and continued services of these persons and our ability to attract and retain qualified senior and mid-level managers. The loss of their services or those of any other members of management could impair our ability to implement our strategy and may have a material adverse effect on our business, financial condition, and results of operations.

15. ***Our funding requirements and deployment of the issue proceeds are based on management estimates and have not been independently appraised by any bank or financial institution.***

Our funding requirements and the deployment of the proceeds of the Issue are based on management estimates and our current business plan. The fund requirements and intended use of proceeds have not been appraised by bank or financial institution and are based on our estimates. In view of the competitive and dynamic nature of our business, we may have to revise our expenditure and fund requirements as a result of variations including in the cost structure, changes in estimates and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the expenditure for a particular purpose from its planned expenditure at the discretion of our board. In addition, schedule of implementation as described herein are based on management's current expectations and are subject to change due to various factors some of which may not be in our control.

For further details, please refer to the section titled '***Objects of the Issue***' on page 44 of this Letter of Offer.



16. *The deployment of funds is entirely at our discretion and as per the details mentioned in the section titled ‘Objects of the Issue’.*

As the issue size shall be less than Rs.1,00,00,00,000.00/- (Rupees Ten Thousand Lakhs Only), under Regulation 82 of the SEBI (ICDR) Regulations it is not required that a monitoring agency be appointed by our Company, for overseeing the deployment and utilization of funds raised through this Issue. Therefore, the deployment of the funds towards the Objects of this Issue is entirely at the discretion of our Board of Directors and is not subject to monitoring by external independent agency. Our Board of Directors along with the Audit Committee will monitor the utilization of Issue proceeds and shall have the flexibility in applying the proceeds of this Issue. However, the management of our Company shall not have the power to alter the objects of this Issue except with the approval of the Shareholders of the Company given by way of a special resolution in a general meeting, in the manner specified in Section 27 of the Companies Act, 2013. Additionally, the dissenting shareholders being those shareholders who have not agreed to the proposal to vary the objects of this Issue, our Promoter shall provide them with an opportunity to exit at such price, and in such manner and conditions as may be specified by the SEBI, in respect to the same.

For further details, please refer to the section titled ‘*Objects of the Issue*’ on page 44 of this Letter of Offer.

17. *As the Equity Shares of our Company are listed on BSE Limited, our Company is subject to certain obligations and reporting requirements under the SEBI (LODR) Regulations and comply with other SEBI regulations. Any non-compliances/delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties.*

The Equity Shares of our Company are listed on BSE Limited, therefore we are subject to the obligations and reporting requirements prescribed under the SEBI (LODR) Regulations, to the extent applicable, and have to adhere to and comply with other applicable Regulations framed by SEBI. Our Company endeavours to comply with all such obligations and reporting requirements, any non-compliance which might have been committed by us, may result into BSE Limited and/or SEBI imposing penalties, issuing warnings and show cause notices against us and/or taking actions as provided under the SEBI Act and the rules and regulations made there under and applicable SEBI Circulars. Any such adverse regulatory action or development could affect our business reputation, divert management attention, and result in a material adverse effect on our business prospects and financial performance and on the trading price of the Equity Shares.

18. *We have not independently verified certain data in this Letter of Offer.*

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

These facts and statistics are included in the section titled ‘*Industry Overview*’ on page 54 of this Letter of Offer. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere

ISSUE SPECIFIC FACTORS

19. *Investment in Right Shares is exposed to certain risks. From the Call Record Date for each Call prior to the final Call, the trading of the Right Shares would be suspended for an applicable period under the applicable law. Further, the Right Shares will not be traded with effect from the Call Record Date for the final call fixed for the determination of the Investors liable to pay Call Monies, as determined by our Board at its sole discretion, from time to time. The holders of the Right Shares will not be able to trade in these securities till they are credited to the holders’ account as fully paid-up. Further, until the subsistence of Right Shares, we may not be able to undertake certain forms of equity capital raising.*

The Issue Price is Rs.2.00/- (Rupees Two Only) per Rights Share. On Application, Investors will have to pay Re.0.50/- (Fifty Paise Only) comprising of 25.00% (Twenty-Five Percent) of the Issue Price per Rights Share. The balance amount of Re.1.50/- (One Rupee and Fifty Paise Only) will be payable by the Rights Shareholders on subsequent Calls after payment of the Application Money.



The Right Shares offered under this Issue will be listed under a separate ISIN. An active market for trading may not develop for the Right Shares. This may affect the liquidity of the Right Shares and restrict your ability to sell them.

If our Company does not receive the Call Money as per the timelines stipulated in the Call notice, unless extended by our Board, the defaulting Rights Shareholders will be liable to pay interest as may be fixed by our Board unless waived or our Company may forfeit the Right Shares, in accordance with the Companies Act, 2013 and our Articles of Association. In case our Company declares any dividend, Rights Shareholders are only entitled to dividend in proportion to the amount paid-up, and the voting rights (exercisable on a poll) by Investors shall also be proportional to such investor's share of the paid-up equity capital of our Company. Therefore, the rights of holders of the Right Shares will not be *pari-passu* with the rights of the other shareholders of our Company in case of non-payment of Call Monies.

The ISIN representing partly paid-up Right Shares will be terminated after the Call Record Date for the final Call. On payment of the final Call in respect of the partly paid-up Right Shares, such partly paid-up Right Shares would be converted into fully paid-up Equity Shares and shall be listed and identified under the existing ISIN for our fully paid-up Equity Shares. Our Company would fix a Call Record Date for the purpose of determining the list of allottees to whom the notice for the Final Call would be sent. From the Call Record Date for each Call prior to the Final Call, the trading of the Right Shares would be suspended for an applicable period under the applicable law. Further, with effect from the Call Record Date, trading in the partly paid-up Right Shares for which final Call have been made, would be suspended prior to the Call Record Date, for such period as may be applicable under the rules and regulations. Furthermore, the holders of the partly paid-up Right Shares will not be able to trade in these Equity Shares until they are credited to the holders' account as fully paid-up Right Shares. Similarly, for an applicable period, from the Call Record Date for each Call, the trading of the Right Shares would be suspended under the applicable law. Further, there is little history of trading of partly paid-up shares in India and therefore there could be less liquidity in this segment, which may cause the price of the Right Shares to fall and may limit ability of Investors to sell the Right Shares. There may also be a risk of the Right Shares not forming part of the index.

Further, until the subsistence of Right Shares, we cannot undertake further rights issues, further public offers, or bonus issues. In terms of Regulation 62 and Regulation 104 of the SEBI (ICDR) Regulations, an issuer making a rights issue or further public offer is required to ensure that all its existing partly paid-up equity shares have either been fully paid-up or have been forfeited. Additionally, a bonus issue will not be permitted under law till the subsistence of partly paid-up equity shares in terms of Regulation 293 of the SEBI (ICDR) Regulations.

20. ***Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.***

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements.

21. ***The Rights Entitlement of Physical Shareholders may lapse in case they fail to furnish the details of their demat account to the Registrar.***

In accordance with the SEBI Circular bearing reference number 'SEBI/HO/CFD/DIL2/CIR/P/2020/13' dated January 22, 2020, the credit of Rights Entitlements and Allotment of Right Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than to our Company or the Registrar to the Offer not later than Thursday, September 01, 2022, being 2 (Two) clear Working Days prior to Monday, September 05, 2022, being the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least by Friday, September 02, 2022, being at least 1 (One) day before Monday, September 05, 2022, being the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than Thursday, September 01, 2022, being 2 (Two) Working Days prior to Monday, September 05, 2022, being the Issue Closing Date,



shall lapse. Further, pursuant to a press release dated December 03, 2018, issued by the SEBI, with effect from April 01, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

22. *Non-receipt of complete Call Money(ies) may have an impact of a consequential shortfall in Net Proceeds.*

The Calls shall be deemed to have been made at the time when the resolution authorizing such calls is passed at the meeting of our Company's Board of Directors. The Calls may be revoked or postponed at the discretion of our Company's Board of Directors, from time to time. Pursuant to the provisions of the Articles of Association, the Investors would be given at least 30 days' notice for the payment of the Calls. Our Company's Board of Directors may, from time to time at its discretion, extend the time fixed for the payments of the Calls. Our Company, at its sole discretion, may send reminders for the calls as it deems fit, and if it does not receive the Call Money(ies) as per the timelines stipulated, it would forfeit the Application Money. Non-receipt of complete Call Money(ies) and a consequential forfeiture of the Application Money may lead to a shortfall in the Net Proceeds, which may have to be met out of internal accruals and may impact the business and capital expenditure plans. For further details, please refer to the section titled '**Objects of the Issue**' on page 44 of this Letter of Offer.

23. *SEBI has recently, by way of Rights Issue Circulars streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Letter of Offer.*

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI Rights Issue Circulars and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see '**Terms of the Issue**' on page 117 of this Letter of Offer.

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Right Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account titled as '*Escrow Demat A/c – KCL Infra Projects Limited managed by Adroit Corporate Services Pvt. Ltd.*' opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:

- (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
- (b) Equity Shares held in the account of IEPF authority; or
- (c) The demat accounts of the Eligible Shareholder which are frozen or suspended for debit or credit or details of which are unavailable with our Company or with the Registrar on the Record Date; or
- (d) Equity Shares held by Eligible Shareholders holding Equity Shares in the physical form on the Record Date the details of demat accounts are not provided by Eligible Shareholders to our Company or Registrar; or
- (e) Credit of the Rights Entitlements returned/reversed/failed; or
- (f) The ownership of the Equity Shares currently under dispute, including any court proceedings.

24. *Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoter or members of our Promoter Group may adversely affect the trading price of the Equity Shares.*

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoter and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity



Shares. We cannot assure you that our Promoter and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

25. *You may be subject to Indian taxes arising out of capital gains on the sale of the Right Shares and Rights Entitlement.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian Company are generally taxable in India. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 (Twelve) months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares.

Further, the Finance Act, 2019, which has been notified with effect from April 01, 2019, stipulates the sale, transfer and issue of securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, and the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have been notified on December 10, 2019 and have come into effect from July 01, 2020.

The Finance Act, 2020 has also provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident.

26. *You may not receive the Equity Shares that you subscribe in the Issue until 15 (Fifteen) days after the date on which this Issue closes, which will subject you to market risk.*

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 (Fifteen) days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

27. *There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.*

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by BSE until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on BSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

28. *Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.*

Under the Companies Act, any Company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares voted on such resolution, unless our Company has obtained government approval to issue without such rights. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless



we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

29. ***Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Rupees on the Stock Exchange. Any dividends in respect of our Equity Shares will also be paid in Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

30. ***Sale of Equity Shares by our Promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any instance of disinvestments of equity shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

31. ***Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a Company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian Company than as shareholder of a corporation in another jurisdiction.

EXTERNAL RISK FACTORS

32. ***The outbreak of Novel Coronavirus, or outbreak of any other severe communicable disease could have a potential impact on our business, financial condition, and results of operations.***

The outbreak, or threatened outbreak, of any severe epidemic caused due to viruses (particularly the Novel Coronavirus) could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our customers and suppliers, which could adversely affect our business, financial condition and results of operations. The outbreak of Novel Coronavirus has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines, shelter in place orders, and shutdowns. These measures have impacted and may further impact our workforce and operations, the operations of our customers, and those of our respective vendors and suppliers. There is currently substantial medical uncertainty regarding Novel Coronavirus. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of Novel Coronavirus remain uncertain and could be severe. Our ability to meet our ongoing disclosure obligations might be adversely affected, despite our best efforts. If any of our employees were suspected of contracting Novel Coronavirus or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities used for our operations. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general.

The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of Novel Coronavirus will cause an economic slowdown and it is possible that it could cause a global recession. The spread of Novel Coronavirus has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees, customers, partners, and suppliers. There is no certainty that such measures will be sufficient to mitigate the risks posed by the outbreak, and our ability to perform critical functions could be harmed.



The extent to which the Novel Coronavirus further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions taken globally to contain the coronavirus or treat its impact, among others. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events. We are still assessing our business operations and system supports and the impact Novel Coronavirus may have on our results and financial condition, but there can be no assurance that this analysis will enable us to avoid part or all of any impact from the spread of Novel Coronavirus or its consequences, including downturns in business sentiment generally or in our sector in particular. The degree to which Novel Coronavirus impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity, the actions taken to contain the outbreak or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. The above risks can threaten the safe operation of our facilities and cause disruption of operational activities, environmental harm, and loss of life, injuries and impact the wellbeing of our people.

Further in case the lockdown is extended, it could result in muted economic growth or give rise to a recessionary economic scenario, in India and globally, which could adversely affect the business, prospects, results of operations and financial condition of our Company.

33. *Significant differences exist between Ind AS, Indian GAAP and other accounting principles, such as US GAAP and International Financial Reporting Standards ('IFRS'), which investors may be more familiar with and consider material to their assessment of our financial condition.*

The Financial Statements of our Company for the Financial Year ending March 31, 2021, March 31, 2020, and March 31, 2019, have been prepared in accordance with the GAAP, the Companies Act, 2013.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Letter of Offer, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Financial Information included in this Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI (ICDR) Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Letter of Offer should accordingly be limited.

34. *Political, economic or other factors that are beyond our control may have adversely affect our business and results of operations.*

The Indian economy is influenced by economic developments in other countries. These factors could depress economic activity which could have an adverse effect on our business, financial condition and results of operations. Any financial disruption could have an adverse effect on our business and future financial performance.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our services may be adversely affected by an economic downturn in domestic, regional and global economies.

Economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, and volatility in exchange currency rates, and annual rainfall which affects agricultural production.

Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

35. *A slowdown in economic growth in India could cause our business to suffer.*

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy.



Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- (i) Any increase in Indian interest rates or inflation;
- (ii) Any scarcity of credit or other financing in India;
- (iii) Prevailing income conditions among Indian consumers and Indian corporations;
- (iv) Changes in India's tax, trade, fiscal or monetary policies;
- (v) Political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- (vi) Prevailing regional or global economic conditions; and
- (vii) Other significant regulatory or economic developments in or affecting India.

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

36. *Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects and results of operations.*

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The Government of India has issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards (hereinafter referred to as '**ICDS**'), thereby creating a new framework for the computation of taxable income. The ICDS became applicable from the assessment year for Fiscal 2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

The General Anti Avoidance Rules (hereinafter referred to as '**GAAR**') have been made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

A comprehensive national GST regime that combines taxes and levies by the Central and State Governments into a unified rate structure, which came into effect from July 1, 2017. We cannot provide any assurance as to any aspect of the tax regime following implementation of the GST. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.



Any increase in taxes and levies, or the imposition of new taxes and levies in the future, could increase the cost of production and operating expenses. Taxes and other levies imposed by the central or state governments in India that affect our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. The central and state tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the central or state governments may adversely affect our competitive position and profitability.

37. ***Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

There are concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares.

38. ***Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.



39. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.*

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

Further, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

40. *The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.*

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business.

Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

41. *We are subject to regulatory, economic, social and political uncertainties and other factors beyond our control.*

We are incorporated in India and we conduct our corporate affairs and our business in India. Consequently, our business, operations, financial performance will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.



SECTION IV – INTRODUCTION

THE ISSUE

This Issue has been authorised by way of a resolution passed by our Board of Directors on March 07, 2022, in pursuance of Section 62 of the Companies Act, 2013.

The following is a summary of the Issue, which should be read in conjunction with, and is qualified in its entirety by, more detailed information in ***‘Terms of the Issue’*** on page 117 of this Letter of Offer.

Equity Shares outstanding prior to the Issue	2,63,31,000 (Two Crores Sixty-Three Lakhs Thirty-One Thousand) Equity Shares;
Right Shares offered in the Issue	Up to 23,69,79,000 (Twenty-Three Crores Sixty-Nine Lakhs Seventy-Nine Thousand) partly paid-up Right Shares*;
Equity Shares outstanding after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	26,33,10,000 (Twenty-Six Crores Thirty-Three Lakhs Ten Thousand) Equity Shares comprising of 2,63,31,000 (Two Crores Sixty-Three Lakhs Thirty-One Thousand) Equity Shares and 23,69,79,000 (Twenty-Three Crores Sixty-Nine Lakhs Seventy-Nine Thousand) partly paid-up Right Shares*;
Rights Entitlement	9 (Nine) Right Shares for every 1 (One) Equity Share held on the Friday, August 05, 2022, being the Record Date;
Fractional Entitlement	As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. In terms of present ratio, there will no fractional shares.
Record Date	Friday, August 05, 2022;
Face Value per Equity Share	Rs.2.00/- (Rupees Two Only) each;
Issue Price per Equity Share	Rs.2.00/- (Rupees Two Only) per Right Share issued in 1 (One) Rights Entitlement being at par with the existing face value of Equity Shares; On Application, Investors will have to pay Re.0.50/- (Fifty Paise Only) per Rights Share which constitutes 25.00% (Twenty-Five Percent) of the Issue Price and the balance Re.1.50/- (One Rupee and Fifty Paise Only) per Rights Share which constitutes 75.00% (Seventy-Five Percent) of the Issue Price, will have to be paid, on one or more subsequent Call(s), as determined by the Board of Directors at its sole discretion, from time to time;
Issue Size	Up to Rs.47,39,58,000.00/- (Rupees Forty-Seven Crores Thirty-Nine Lakhs Fifty-Eight Thousand Only);
Terms of the Issue	Please refer to the section titled <i>‘Terms of the Issue’</i> beginning on page 117 of this Letter of Offer.
Use of Issue Proceeds	Please refer to the section titled <i>‘Objects of the Issue’</i> beginning on page 44 of this Letter of Offer.
Security Code/ Scrip Details	ISIN: INE469F01026; BSE Scrip Code: 531784; BSE Scrip ID: KCLINFRA; ISIN for Rights Entitlements: INE469F20018;

TERMS OF PAYMENT

Amount payable per Right Share	Face Value	Premium	Total
On Application	Re.0.50/-	Nil	Re.0.50/-
On One or more subsequent Call(s) as determined by our Board at its sole discretion, from time to time*	Rs.1.50/-	Nil	Rs.1.50/-
Total	Rs.2.00/-	Nil	Rs.2.00/-

*Our Company shall have the right to call up the remaining paid-up capital in one or more Call(s), as determined by our Board at its sole discretion, from time to time;



ISSUE SCHEDULE

Issue Opening Date	Monday, August 22, 2022
Last date for On Market Renunciation of Rights	Monday, August 29, 2022
Issue Closing Date	Monday, September 05, 2022



GENERAL INFORMATION

Our Company was originally incorporated on July 21, 1995, as 'Kadamb Constructions Private Limited' as a private limited company under the provisions of the Companies Act, 1956, with the Registrar of Companies, Rajasthan, Jaipur. Thereafter, our Company was converted into a public limited company pursuant to shareholders resolution passed on September 08, 1995 and the name of our Company was changed to 'Kadamb Constructions Limited', and a Certificate of Incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Rajasthan, Jaipur on September 26, 1995. Further, the name of our Company was changed to 'KCL Infraprojects Limited' pursuant to shareholders resolution passed on September 30, 2009 and the name of the Company was changed w.e.f. November 10, 2009.

Our Company is listed on the BSE Limited effective from June 07, 1996, bearing Scrip Code 531784 and Scrip Symbol 'KCLINFRA'. The ISIN of our company is INE469F01026. Our Company was previously also listed on Metropolitan Stock Exchange of India Limited (MSEI) effective from June 30, 2016. The Company voluntarily got delisted on from MSEI effective from March 15, 2022.

REGISTERED OFFICE AND CORPORATE OFFICE OF OUR COMPANY

Company	KCL Infra Projects Limited;
Registered Office Address	B-3/204, Saket Complex Thane (West), Thane-400601, Maharashtra, India;
Corporate Office Address	KCL Business Park, 3rdFloor, Plot No. 46 - 47, PU-4 Commercial Behind C-21 Mall, A.B. Road Indore – 452010, Madhya Pradesh, India;
Contact Details	+91-9425052211/+91-9301300600;
Email-ID	kclindia@yahoo.co.in , info@kclinfra.com , cs@kclinfra.com
Website	www.kclinfra.com ;
Corporate Identification Number	L45201MH1995PLC167630;
Registration Number	167630

ADDRESS OF THE REGISTRAR OF COMPANIES

Registrar of Companies, Maharashtra, Mumbai

100, Everest, Marine Drive, Mumbai - 400002, Maharashtra, India.

BOARD OF DIRECTORS

Name	Designation	DIN	Address
Mr. Mohan Jhawar	Promoter – Managing Director	00495473	121/2, Shanti Niketan Behind Niranjapur, Indore - 452010, Madhya Pradesh, India;
Mr. Rahul Khande	Executive Director	08095192	Flat No. 403, Block H The Address Township Pheonix Green Indore - 452001, Madhya Pradesh, India;
Mr. Manoj Kumar Chaurasiya	Non-Executive Director	08302587	50/903, Ashirwad Bhawan Jamdar Khana Chiteradi, Gwalior - 474001, Madhya Pradesh, India;
Mr. Moeenuddin Makrani	Non-Executive Independent Director	08546964	73 Majestic colony, near Masjid Khajrana, Indore - 452016, Madhya Pradesh, India;
Mr. Archit Yadav	Non-Executive Independent Director	07971657	Flat No. 302 Sahaj Plaza Plot 3 Shri Krishan Avenue Phase Khandwa Road Limbodi, Indore - 452001, Madhya Pradesh, India;
Ms. Sunita Vora	Non-Executive Independent Director	06486614	106/3 Anoop Nagar, Indore - 452001, Madhya Pradesh, India;

For further details of our Board of Directors, please refer to the section titled '*Our Management*' beginning on page 61 of this Letter of Offer.



Company Secretary	Chief Financial Officer
Mrs. Shivani Gupta Address: B-3/204, Saket Complex Thane (West), Thane-400601, Maharashtra, India; Corporate Office: 46-47, KCL Business Park, PU-4 Commercial, Behind C21 Mall, A.B. Road, Indore – 452010, Madhya Pradesh, India Contact Details: +91-9425052211/+91-9301300600; Email-ID: cs@kclinfra.com	Mr. Sunny Khande Address: B-3/204, Saket Complex Thane (West), Thane – 400601, Maharashtra, India; Contact Details: +91-9425052211/+91-9301300600; Email-ID: info@kclinfra.com
Statutory Auditors	Internal Auditor
M/s. Scan & Co., Chartered Accountants Address: Flat No-2003, A Wing, Sea View, Motilal Nagar 2, Goregaon West, Mumbai – 400069, Maharashtra, India; Firm Registration Number: 113954W; Contact Person: Mr. Aman Saluja; Membership Number: 181347; E-mail ID: caamansaluja03@gmail.com ; Contact Details: +91-9009379555;	M/s. Jain Tiwaddi and Associates, Chartered Accountants Address: Hiranandani Crystal Plaza, Office No. 19, B Wing, 2nd Floor, Kharghar, Navi Mumbai – 410210, Maharashtra, India; Firm Registration number: 149433W; Contact Person: CA Aditya Tiwaddi; Contact Details: +91-9967251230; Email-ID: jaintiwaddi@gmail.com
Lead Manager to the Issue	Registrar to the Issue/ Registrar and Share Transfer Agent
CapitalSquare Advisors Private Limited 205-209, 2 nd Floor, AARPEE Center, MIDC Road No. 11, CTS 70, Andheri (East), Mumbai – 400093, Maharashtra, India; Contact Details: +91-22-66849999; Website: www.capitalsquare.in ; Email ID/ Investor Grievance ID: mb@capitalsquare.in; Contact Person: Mr. Tanmoy Banerjee/Ms. Pankita Patel; SEBI Registration No: INM000012219; Validity: Permanent;	Adroit Corporate Services Private Limited 18-20, Jafrebhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400059, Maharashtra, India; Contact Details: 022-42270400; E-mail ID/ Investor grievance e-mail: info@adroitcorporate.com ; Website: www.adroitcorporate.com ; Contact Person: Ms. Diviya Kumari Nadar; SEBI Registration Number: INR000002227; Validity: Permanent
Banker to our Company	Legal advisor to the Issue
State Bank of India 27A 28A Basant Vihar Colony, AB Rd, Near Satya Sai School, Indore, M.P. 452010 (Branch Code- 11763). Contact Person: Ms. Kavita Jat E-mail ID: sbi.11763@sbi.co.in Contact Details: 9880017968 Website: www.sbi.co.in	Juris NextGen LLP Address: LGF, E-56, Greater Kailash Enclave Part-I, New Delhi 110048, Delhi, India; Contact details: 011-42662177-78-79; Email ID: office@jurisnextgen.com ; Contact Person: Mr. Rajesh Sharma
Banker to the Issue and Refund Banker	
Kotak Mahindra Bank Limited Address: Kotak Infinity, 6th Floor, Building No. 21, Infinity Park, Off Western Express Highway General AK Vaidya Marg, Malad (East), Mumbai – 400 097 Maharashtra, India.; Contact Person: Kushal Patankar; E-mail ID: cmsipo@kotak.com ; Contact Details: 022-66056588; Fax Number: 022-67132416; Website: www.kotak.com ; SEBI Registration Number: INBI00000927; CIN: L65110MH1985PLC038137;	

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

CapitalSquare Advisors Private Limited being the sole Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to this Issue. Hence a statement of inter-se allocation of responsibilities is not required.



SELF-CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Shares Allotted.

CONTACT PERSON FOR GRIEVANCES RELATING TO ISSUE RELATED MATTER

Investors may contact the Registrar or the Company Secretary and Compliance Officer of our Company for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), E-mail address of the sole/ first holder, folio number or demat account number, number of Rights Shares applied for, amount blocked, ASBA Account number, and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please refer to the section titled '**Terms of the Issue**' beginning on page 117 of this Letter of Offer.

EXPERT

Except as stated below, our Company has not obtained any expert opinion:

Our Company has received a written consent from our Statutory Auditors, M/s. Scan & Co., Chartered Accountants, to include their name in this Letter of Offer and as an 'expert', as defined under Section 2 (38) of the Companies Act, 2013, to the extent and in their capacity as statutory auditors of our Company and in respect of the inclusion of the Audited Financial Statements and the statement of special tax benefits dated January 22, 2022, included in this Letter of Offer, and such consent has not been withdrawn as of the date of this Letter of Offer.

SELF-CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

ISSUE SCHEDULE

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Last Date for credit of Rights Entitlements	Friday, August 19, 2022
Issue Opening Date	Monday, August 22, 2022
Last Date for On Market Renunciation of Rights Entitlements#	Monday, August 29, 2022
Issue Closing Date*	Monday, September 05, 2022
Finalization of Basis of Allotment (on or about)	Wednesday, September 14, 2022
Date of Allotment (on or about)	Thursday, September 15, 2022
Date of credit (on or about)	Monday, September 19, 2022
Date of listing (on or about)	Tuesday, September 20, 2022

Note:

#Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to Monday, September 05, 2022, being the Issue Closing Date;



**Our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from Monday, August 22, 2022, being the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after Monday, September 05, 2022, being the Issue Closing Date.*

Please note that if Eligible Shareholders holding Equity Shares who have not provided the details of their demat accounts to our Company or to the Registrar to the Issue, they are required to provide their demat account details to our Company or the Registrar to the Offer not later than Thursday, September 01, 2022, being 2 (Two) Working Days prior to Monday, September 05, 2022, being the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, by Friday, September 02, 2022, being at least 1 (One) day before Monday, September 05, 2022, being the Issue Closing Date.

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Our Company, the Lead Manager or the Registrar to the Issue will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the Applications are submitted well in advance before the Issue Closing Date, due to prevailing COVID-19 related conditions. For details on submitting Application Forms, please refer to the section titled '**Terms of the Issue**' beginning on page 117 of this Letter of Offer.

The details of the Rights Entitlements with respect to each Eligible Shareholders can be accessed by such respective Eligible Shareholders on the website of the Registrar to the Issue at www.adroitcorporate.com after keying in their respective details along with other security control measures implemented there at. For further details, please refer to the paragraph titled see 'Credit of Rights Entitlements in demat accounts of Eligible Shareholders' under the section titled '**Terms of the Issue**' beginning on page 117 of this Letter of Offer.

Please note that if no Application is made by the Eligible Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under this Issue.

CREDIT RATING

As this proposed Issue is of Right Shares, the appointment of a credit rating agency is not required.

DEBENTURE TRUSTEE

As this proposed Issue is of Right Shares, the appointment of debenture trustee is not required.

MONITORING AGENCY

Since the Issue size does not exceed Rs.1,00,00,00,000.00/- (Rupees Ten Thousand Lakhs Only, there is no requirement to appoint a monitoring agency in relation to the Issue under SEBI (ICDR) Regulation.

APPRAISING ENTITY

None of the purposes for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution or any other independent agency.

UNDERWRITING

This Issue is not underwritten, and our Company has not entered into any underwriting arrangement.



FILING

Since the size of this Issue falls below the threshold of Rs.50,00,00,000.00/- (Rupees Fifty Crores Only), the Letter of Offer has been filed with the BSE and not with SEBI. However, a copy of the Letter of Offer shall be submitted with SEBI for information and dissemination and will be filed with the BSE.

MINIMUM SUBSCRIPTION

Pursuant to the SEBI (ICDR) Regulations, our Company is not required to achieve minimum subscription for the Rights Issue on account of the following reason:

1. Objects of the issue being other than capital expenditure for a project; and
2. Our Promoter and Promoter Group have confirmed that they will subscribe to their right entitlement and will not renounce rights except to the extent of renunciation within the promoter group.



CAPITAL STRUCTURE

The capital structure of our Company and related information as on date of this Letter of Offer, prior to and after the proposed Issue, is set forth below:

Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price
Authorized Equity Share capital		
27,50,00,000 (Twenty-Seven Crore Fifty Lakhs) Equity Shares	Rs.55,00,00,000.00/-	-
Issued, subscribed and paid-up Equity Share capital before this Issue		
2,63,31,000 (Two Crore Sixty-Three Lakhs and Thirty-One Thousand) Equity Shares	Rs.5,26,62,000.00/-	-
Present Issue in terms of this Letter of Offer^(a)		
23,69,79,000 (Twenty-Three Crores Sixty-Nine Lakhs Seventy-Nine Thousand) partly paid-up Right Shares at par with the existing face value of the Equity Shares, at an Issue Price of Rs.2.00/- (Rupees Two Only) per Equity Share ^(b)	Rs.47,39,58,000.00/-	Rs.47,39,58,000.00/-
Issued, subscribed and paid-up Equity Share capital after the Issue		
2,63,31,000 (Two Crores Sixty-Three Lakhs Thirty-One Thousand) Equity Shares	Rs.5,26,62,000.00/-	
23,69,79,000 (Twenty-Three Crores Sixty-Nine Lakhs Seventy-Nine Thousand) partly-paid up equity shares	Rs.47,39,58,000.00/-	
Securities premium account		
Before the Issue ^(c)	Rs.10,11,77,000.00/-	
After all the Calls are made in respect of this Issue ^(d)	Rs.10,11,77,000.00/-*	

Notes:

- (a) The present Issue has been authorized by our Board of Directors pursuant to the resolution passed in their meeting conducted on March 07, 2022;
- (b) On Application, Investors will have to pay Re.0.50/- (Fifty Paise) per Rights Share which constitutes 25.00% (Twenty-Five Percent) of the Issue Price and the balance Re.1.50/- (One Rupee and Fifty Paise) per Rights Share which constitutes 75.00% (Seventy-Five Percent) of the Issue Price, will have to be paid, on two more additional calls as may be decided by the Board/ Committee of the Board from time to time.
- (c) Assuming full subscription and receipt of all Call Monies for allotment of Right Shares;
- (d) Subject to finalization of Basis of Allotment, Allotment and deduction of Issue expenses;

NOTES TO THE CAPITAL STRUCTURE

- The Equity Shares of our Company are fully paid-up and except for the issue of Right Shares there are no partly paid-up Equity Shares as on the date of this Letter of Offer;
- At any given time, there shall be only one denomination of the Equity Shares. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;
- As on the date of this Letter of Offer, our Company has not issued any special voting Right Shares and there are no outstanding Equity Shares having special voting rights;
- The ex-rights price arrived in accordance with the formula prescribed Regulation 10 (4) (b) of the SEBI (SAST) Regulations, in connection with the Issue is Rs.2.06/- (Two Rupees and Zero Six Paise Only);



5. Details of outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares

Except for this Issue of partly paid-up Rights Shares, as on the date of this Letter of Offer, our Company does not have any outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares;

6. Details of stock option scheme of our Company

As on the date of this Letter of Offer, our Company does not have a stock option scheme;

7. Details of Equity Shares held by the promoter and promoter group including the details of lock-in, pledge of and encumbrance on such Equity Shares

As on the date of this Letter of Offer, none of the Equity Shares held by the members of the Promoter and Promoter Group of the Company are locked-in, pledged and encumbered;

8. Details of Equity Shares acquired by the promoter and promoter group in the last one year prior to the filing of this Letter of Offer

None of the members of the Promoter and Promoter Group of the Company have acquired any Equity Shares in the last one year prior to the filing of this Letter of Offer;

9. Intention and participation by the promoter and promoter group

The Promoters of our Company through its letters dated January 21, 2022, have confirmed that they intend to subscribe in part or to the full extent of its Rights Entitlement in this Issue and to the extent of unsubscribed portion (if any) of this Issue and that they shall not renounce their Rights Entitlements except within the Promoter Group, in accordance with the provisions of Regulation 86 of the SEBI (ICDR) Regulations.

Further, the Promoters and certain members of our Promoter Group may also apply for additional Equity Shares along with their Rights Entitlement and/or renunciation. Such subscriptions of Equity Shares over and above its Rights Entitlement, if allotted, may result in an increase in their percentage shareholding above its current percentage shareholding. Any acquisition of additional Equity Shares shall not result in change of control of the management of the Company in accordance with provisions of the SEBI (SAST) Regulations and shall be exempted subject to fulfillment of the conditions of Regulation 10 of the SEBI (SAST) Regulations. The Promoters acknowledge and undertake that their investment would be restricted to ensure that the public shareholding in the Company after this Issue does not fall below the permissible minimum level as specified in the listing conditions or Regulation 38 of SEBI (LODR) Regulations.

No person connected with this Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Investor for making an application in this Issue, except for fees or commission for services rendered in relation to the Issue;

10. Shareholding Pattern of our company

The shareholding pattern of our Company as on June 30, 2021, is as follows:

Particulars	URL of BSE's website
Summary statement holding of specified securities	https://www.bseindia.com/stock-share-price/kcl-infra-projects-ltd/kclinfra/531784/shareholding-pattern/
Statement showing shareholding pattern of the Promoter and Promoter Group	https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=531784&qtrid=114.00&QtrName=June%202022
Statement showing shareholding pattern of the Public shareholder	https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=531784&qtrid=114.00&QtrName=June%202022
Statement showing shareholding pattern of the Non-Promoter- Non Public shareholder	https://www.bseindia.com/corporates/shpNonProPublic.aspx?scripcd=531784&qtrid=114.00&QtrName=June%202022



Particulars	URL of BSE's website
Details of Disclosure by Trading Members (TM) holding 1% or more of the Total No. of Shares	https://www.bseindia.com/corporates/shpdrPerCent.aspx?scripcd=531784&qtrid=114.00&CompName=KCL%20Infra%20Projects%20Ltd&QtrName=June%202022&Type=TM

Details of Public shareholders holding more than 1% of the pre-Issue paid up capital of our Company as on date of this Letter of Offer

Category of shareholder	No. of shareholders	No. of fully paid up Equity Shares held	Total no. Equity Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form
Patwa Finlease Limited	1	12,00,712	12,00,712	4.56%	12,00,712	4.56%	12,00,712
Sureshchandra Shahra	1	8,26,500	8,26,500	3.14%	8,26,500	3.14%	8,26,500
Saroj Devi Chhabra	1	4,87,470	4,87,470	1.85%	4,87,470	1.85%	4,87,470
Utkarsh Trivedi	1	4,77,734	4,77,734	1.81%	4,77,734	1.81%	4,77,734
Keshav Kumar Nachani	1	3,75,000	3,75,000	1.42%	3,75,000	1.42%	3,75,000
Kamal Nachani	1	3,75,000	3,75,000	1.42%	3,75,000	1.42%	3,75,000
Rameshwar Patel	1	3,43,000	3,43,000	1.30%	3,43,000	1.30%	3,43,000
Newgen International Private Limited	1	3,10,418	3,10,418	1.18%	3,10,418	1.18%	3,10,418
Total	8	43,95,834	43,95,834	16.68%	43,95,834	16.68	43,95,834



SECTION V – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

Our Company proposes to utilize the Net Proceeds to:

1. Working Capital requirements
2. General Corporate purposes

The main object clause of the Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association.

ISSUE PROCEEDS

The details of Issue Proceeds are set forth in the following table:

Particulars	Amount
Gross Proceeds from the Issue	Rs.47,39,58,000.00/-
Less: Estimated Issue related Expenses	Rs.1,00,00,000.00/-
Net Proceeds from the Issue	Rs.46,39,58,000.00/-

#Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.

REQUIREMENT OF FUNDS AND UTILISATION OF NET PROCEEDS

The intended use of the Net Proceeds of the Issue by our Company is set forth in the following table:

Sr. No.	Particulars	Amount
3.	Working Capital requirements;	Rs.35,00,00,000.00/-
4.	General Corporate purposes#	Rs.11,39,58,000.00/-
	Total Net Proceeds	Rs.46,39,58,000.00/-

#The amount to be utilized for General corporate purposes will not exceed 25.00% (Twenty-Five Percent) of the Gross Proceeds;

UTILIZATION OF NET PROCEEDS AND SCHEDULE OF IMPLEMENTATION

We propose to deploy the Net Proceeds towards the aforesaid objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

Sr. No.	Particulars	Amount to be deployed from Net Proceeds in the Financial Year ending March 31, 2023
1.	Working Capital requirements;	Rs.35,00,00,000.00/-
2.	General Corporate purposes#	Rs.11,39,58,000.00/-
	Total Net Proceeds	Rs.46,39,58,000.00/-

#The amount to be utilized for General corporate purposes will not exceed 25.00% (Twenty-Five Percent) of the Gross Proceeds;

MEANS OF FINANCE

Our Company proposes to meet the entire requirement of funds for the objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75.00% (Seventy-Five Percent) of the stated means of finance for the aforesaid object, excluding the amount to be raised from the Issue.

The fund requirement and deployment are based on our management estimates and has not been appraised by any bank or financial institution or any other independent agencies. The fund requirement above is based on our current business plan and our Company may



have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management.

DETAILS OF THE OBJECTS OF THE ISSUE

The details in relation to objects of the Issue are set forth herein below:

1. Working Capital

Our business is predominantly working capital intensive. Presently, we fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals. We operate in a highly competitive and dynamic market conditions and may have to revise our estimates from time to time on account of external circumstances, business or strategy, foreseeable opportunity. Consequently, our fund requirements may also change.

The details of our Company's working capital as of March 31, 2022, and March 31, 2021, and the source of funding of the same are provided in the table below:

Sr. No.	Particulars	Unaudited Limited Reviewed Financial Statements for the Quarter ending June 30, 2022		Audited Financial Statements for the Financial Year ending			
		March 31, 2022		March 31, 2022		March 31, 2021	
		Amount	Holding Period	Amount	Holding Period	Amount	Holding Period
1.	Current Assets						
a)	Inventories	Rs.8,83,52,004/-	360-420	Rs.6,35,01,956.00/-	360-420	Rs.6,41,00,083.00/-	360-420
b)	Trade receivables	Rs.11,66,87,532/-	180-275	Rs.11,37,86,842.00/-	180-275	Rs.13,49,15,046.00/-	180-275
c)	Cash and cash equivalents	Rs.6,45,470/-	0	Rs.1,05,63,720.00/-	0	Rs.13,70,212.00/-	0
d)	Short term loans and advances	Rs.1,15,11,011/-	240-360	Rs.1,16,95,140.00/-	240-360	Rs.3,92,876.00/-	240-360
e)	Other current assets	Rs.3,21,49,515/-	100-180	Rs.69,80,168.00/-	100-180	Rs.45,35,941.00/-	100-180
	Sub-Total (1)	Rs.24,93,45,532.00/-	--	Rs.20,65,27,826.00/-	--	Rs.20,53,14,158.00/-	--
2.	Current liabilities						
a)	Short term borrowings	Nil	200-360	Nil	200-360	Rs.5,57,874.00/-	200-360
b)	Other financial liabilities	Rs. 8,90,96,504.00/-	300-360	Rs.6,46,64,221.00/-	300-360	Rs.40,79,020.00/-	300-360
c)	Trade payables	Rs.13,45,01,964.00/-	85-150	Rs.11,48,34,090.00/-	85-150	Rs.10,60,05,934.00/-	85-150
d)	Other current liabilities	Rs.4,19,35,870.00/-	100-200	Rs.44,26,908.00/-	100-200	Rs.11,55,715.00/-	100-200
e)	Short term provisions	Nil	95-180	Nil	95-180	Rs.2,26,481.00/-	95-180
	Sub-Total (2)	Rs.26,55,34,338.00/-	--	Rs.18,39,25,219.00/-	--	Rs.11,20,25,024.00/-	--
3.	Net Working capital (1-2)	(Rs.1,61,88,806.00)/-	--	Rs.2,26,02,607.00/-	--	Rs.9,32,89,134.00/-	--
4.	Means of Finance						
a)	Short Term Borrowings	Nil	--	Nil	--	Rs.5,57,874.00/-	255-360
b)	Company's Fund	Rs.19,74,52,676.00/-	--	Rs.19,26,45,174.00/-	--	Rs.19,16,70,481.00/-	--
c)	Current Years's Profit	Rs.16,90,647.00/-	--	Rs.48,07,502.00/-	--	Rs.9,74,693.00/-	--
	Sub-Total (4)	Rs.19,91,43,323.00/-	--	Rs.19,74,52,676.00/-	--	Rs.19,32,03,048.00/-	--



The working capital details for the Financial Year March 31, 2021, with their holding levels and sources of funds have been certified by our statutory auditor, M/s Scan & Co, Chartered Accountants pursuant to their certificate dated Thursday, May 05, 2022, bearing unique document identification number '22181347AILYMK1464'. Further, the working capital details for the Financial Year ending March 31, 2022, and the quarter ending June 30, 2022, with their holding levels and sources of funds have been certified by our statutory auditor, M/s Scan & Co, Chartered Accountants pursuant to their certificate dated Tuesday, August 09, 2022, bearing unique document identification number '22181347AORNOS5986'.

On the basis of our existing working capital requirements and estimated working capital requirements, our Rights Committee pursuant to its resolution dated Thursday, May 05, 2022, has approved the projected working capital requirements for the Financial Year ending March 31, 2023, the details of which are specified as under:

Sr. No.	Particulars	Projected for the Financial Year ending March 31, 2023	
		Amount	Holding Period
1.	Current Assets		
a)	Inventories	Rs.20,25,00,000.00/-	360-420
b)	Trade receivables	Rs.25,59,79,008.00/-	180-275
c)	Cash and cash equivalents	Rs.1,26,50,000.00/-	0
d)	Short term loans and advances	Rs.26,58,000.00/-	240-360
e)	Other current assets	Rs.68,78,500.00/-	100-180
	Sub-Total (1)	Rs.48,06,65,508.00/-	
2.	Current liabilities		
a)	Short term borrowings	Rs.5,57,874.00/-	200-360
b)	Other financial liabilities	Rs.2,24,50,000.00/-	300-360
c)	Trade payables	Rs.1,25,68,500.00/-	85-150
d)	Other current liabilities	Rs.10,00,000.00/-	100-200
	Short term provisions	Rs.8,00,000.00/-	95-180
	Sub-Total (2)	Rs.3,73,76,374.00/-	
3.	Net Working capital (1-2)	Rs.44,32,89,134.00/-	
4.	Means of Finance		
a)	Short Term Borrowings	Rs.5,57,874.00/-	255-360
b)	Net-worth/ internal accruals	Rs.20,86,45,174.00/-	--
c)	Net proceeds from this Issue	Rs.35,00,00,000.00/-	--
	Sub-Total (4)	Rs.44,32,89,134.00/-	

The estimated working capital details for the Financial Year ending March 31, 2023, has been certified by our statutory auditor, M/s Scan & Co, Chartered Accountants pursuant to their certificate Thursday, May 05, 2022, bearing unique document identification number 22181347AILYMK1464. The balance portion of our long-term working capital requirement will be arranged from existing equity, internal accruals, and borrowings from banks.

Assumptions

The basis of estimation of working capital requirement is set out as below:

Particulars	Assumptions
Inventory (Work in Progress)	Due to operating cycle of 12-24 months of our construction projects
Trade Receivables	Due to debt collection period of 8-14 months of our Company
Trade Payables	Due to price fluctuation and increase in market price of raw material we have formulated the policy of procuring the same in advance

The said information has been certified by our statutory auditor, M/s Scan & Co, Chartered Accountants pursuant to their certificate dated Thursday, May 05, 2022.



Notes to Working Capital Requirement:

- 1) The incremental working capital requirements are based on historical Company data and estimation of the future requirements based on the orders executed in Financial Year ending March 31, 2020, and to be executed in the Financial Year ending March 31, 2021, and March 31, 2022, considering the growth in activities of our Company.
- 2) Our Company proposes to utilize Rs.35,00,00,000.00/- (Rupees Thirty-Five Crores) from the Net Proceeds towards funding our working capital requirements. In addition to the Net Proceeds, our Company expects that the funding pattern for working capital requirements for Financial Year ending March 31, 2022, which will comprise of working capital facilities and internal accruals.

2. General Corporate purposes

The remaining net proceeds, if any, shall be utilized towards general corporate purposes and the amount to be utilized for general corporate purposes shall be 25.00% (Twenty-Five Percent) of the Gross Proceeds. Such utilization towards general corporate purposes shall be to drive our business growth, amongst other things including but not limited to funding our growth opportunities, strengthening marketing capabilities and brand building exercises, strategic initiatives and any other purpose as permitted by applicable laws; subject to meeting regulatory requirements and obtaining necessary approvals/ consents, as applicable and includes expenses consist of fees payable to the Lead Manager, Legal Counsel, processing fee to the SCSBs, Registrars to the Issue, printing and stationery expenses, advertising expenses and all other incidental and miscellaneous expenses for listing the Right Shares on the Stock Exchange.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company from time to time. Our Board will have flexibility in utilizing surplus amounts, if any. Unless until the amount is not used, the company will utilise the idle funds as per its decisions in Government securities or having higher return than Government securities.

The main object clause of the Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised through the issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association.

3. Expenses for the Issue

The Issue related expenses consist of fees payable to the Lead Manager, processing fee to the SCSBs, Registrars to the Issue, printing and stationery expenses, advertising expenses and all other incidental and miscellaneous expenses for listing the Right Shares on the BSE Limited. Our Company will need approximately Rs.1,00,00,000.00/- (Rupees One Crores Only) towards these expenses, a break-up of the same is as follows:

Activity	Estimated Expense	% of Estimated Issue Size Expenses	% of Estimated Issue Size
Fees of the Lead Manager, Registrar, legal advisor, and other intermediaries	Rs.30,00,000.00/-	30.00%	0.63%
Statutory Fees payable including depositories, BSE Limited	Rs.3,00,000.00/-	3.00%	0.06%
Statutory Advertising, Marketing, Printing, and Distribution	Rs.39,00,000.00/-	39.00%	0.81%
Other expenses (including miscellaneous expenses and stamp duty)	Rs.28,00,000.00/-	28.00%	0.58%
Total estimated Issue expenses*	Rs.1,00,00,000.00/-	100.00%	2.08%

** Subject to finalization of Basis of Allotment and actual Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards general corporate purposes. All Issue related expenses will be paid out of the Gross Proceeds from the Issue.*

SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS

We will be receiving 25% (Twenty Five Percent) of the Net Proceeds on Application and the balance shall be received by our Company in subsequent Calls (the timing of which shall be determined by the Board of Directors at its sole discretion). Accordingly, our Company retains the right to utilize the Net Proceeds to meet the stated Objects. The following table lays out the detailed schedule of utilization of Net Proceeds in respect of the same upon receipt of (a) Application Money; and (b) Call Money.



SOURCES OF FINANCING OF FUNDS ALREADY DEPLOYED

As on date, our Company has not deployed any funds towards '*Objects of the Issue*'.

APPRAISAL OF THE OBJECTS

None of the Objects of the Issue for which the Net Proceeds will be utilized have been appraised by any bank or financial institution.

STRATEGIC AND/ OR FINANCIAL PARTNERS

There are no strategic and financial partners to the objects of the issue.

BRIDGE FINANCING FACILITIES

Our Company have not raised or availed any bridge financing facilities for meeting the expenses as stated under the Objects of the Issue.

INTERIM USE OF FUNDS

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company intends to deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or make any such investment as may be allowed by SEBI from time to time.

MONITORING OF UTILIZATION OF FUNDS

Since the proceeds from this Issue are less than Rs.10,000 Lakhs, in terms of Regulation 41(1) of the SEBI (ICDR) Regulations, our Company is not required to appoint a monitoring agency for this Issue. However, as per SEBI (LODR) Regulation, the Board of Directors of the Company would be monitoring the utilization of the proceeds of the Issue. The Company will disclose the utilization of the Issue Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate investments, if any, of unutilized Issue Proceeds in the Financial Statements of the Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchange.

We will also on an annual basis, prepare a statement of the funds which have been utilized for purposes other than those stated in this Letter of Offer, if any, and place it before the Audit Committee and the Board. Such disclosure will be made only until all the Issue Proceeds have been utilized in full. Pursuant to Regulation 32 of the SEBI (LODR) Regulation, the Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Issue Proceeds. In accordance with Regulation 32 of the SEBI (LODR) Regulation, the Company shall furnish to the Stock Exchange, on a quarterly basis, a statement on material deviations, if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results after placing the same before the Audit Committee.

VARIATION IN OBJECTS

In accordance with applicable provisions of the Companies Act, 2013, and applicable rules, except in circumstances of business exigencies, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the '*Postal Ballot Notice*') shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where the Registered Office is situated.

KEY INDUSTRY REGULATIONS FOR THE OBJECTS OF THE ISSUE

No additional provisions of any acts, regulations, rules, and other laws are or will be applicable to the Company for the proposed Objects of the Issue.



INTEREST OF PROMOTERS, PROMOTER GROUP AND DIRECTORS, AS APPLICABLE TO THE OBJECTS OF THE ISSUE

The Promoters of our Company through its letters dated January 21, 2022, have undertaken to subscribe, in part or in full extent of their Rights Entitlement among themselves subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR. None of our Promoters, members of the Promoter Group and the Directors have any interest in the Objects of the Issue.

OTHER CONFIRMATIONS

Except disclosed above, there is no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Promoter, Directors or Key Management Personnel of our Company and no part of the Net Proceeds will be paid as consideration to any of them. Except disclosed above, none of our Promoters, members of Promoter Group or Directors are interested in the Objects of the Issue. No part of the proceeds from the Issue will be paid by the Company as consideration to our Group Companies, our Directors, or Key Managerial Personnel.

Our Company does not require any material government and regulatory approvals in relation to the Objects of the Issue.



STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
KCL Infra Projects Limited,
B-3, 204, Saket Complex, Thane (West) - 400601,
Maharashtra, India

Dear Sir,

Subject: Proposed rights issue of equity shares of face value of ₹2.00 (Rupees Two only) ('Equity Shares') of KCL Infra Projects Limited ('Company' and such offering, the 'Issue')

This certificate is issued in accordance with the terms of our engagement letter dated January 22, 2022.

The preparation of the Statement is the responsibility of the management of the Company for the 'Issue', including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

We have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the ICAI.

The Management of the Company has prepared 'Statement of possible special tax benefits' under direct tax laws i.e. Income Tax Rules, 1962 ('Income Tax Laws'), and indirect tax laws i.e. the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, the rules and regulations, circulars and notifications issued there under, Foreign Trade Policy presently in force in India available to the Company and its shareholders.

The Company has requested us to confirm statement attached in the Annexure I and II, are available to the Company and its shareholders.

We hereby confirm that the enclosed Annexures, prepared by the Company, provides the possible special tax benefits available to the Company. The benefits discussed in the enclosed Statement cover only special tax benefits available to the Company and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. Neither are we suggesting nor advising the investor to invest in the Issue based on this statement.

We do not express any opinion or provide any assurance as to whether:

1. The Company or its shareholders will continue to obtain these benefits in future; or
2. The conditions prescribed for availing the benefits have been/would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We hereby consent to the extracts of this certificate being used in the draft letter of offer / letter of offer of the Company in connection with the Issue or in any other documents in connection with the Issue, and the submission of this certificate as may be necessary, to any regulatory authority and / or for the records to be maintained by the Lead Manager in connection with the Issue and in accordance with applicable law, and for the purpose of any defense the Lead Manager may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents.

This certificate may also be relied upon by the Company, Lead Manager, their affiliates and the legal counsel in relation to the Issue.



The above certificate shall not be used for any other purpose without our prior consent in writing and we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Yours faithfully,

For SCAN & CO
Chartered Accountants
(FRN No: 113954W)
CA Aman Saluja
(Partner)
(Membership No: 181347)
Place of Signature: Mumbai
Date: January 22, 2022
UDIN: 22181347AAAAA2403

Encl: As above



ANNEXURE I

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO KCL INFRA PROJECTS LIMITED ('COMPANY') AND ITS SHAREHOLDERS

1. Under the Income Tax Act, 1961 ('Act')

a. Special tax benefits available to the Company under the Act

There are no special tax benefits available to the Company.

b. Special tax benefits available to the shareholders under the Act

There are no special tax benefits available to the shareholders of the Company.

Notes

1. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares;
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law;
3. The above statement of possible tax benefits is as per the current direct tax laws relevant for the assessment year 2021-22;
4. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company;
5. In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant DTAA, if any, between India and the country in which the non-resident has fiscal domicile;
6. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes;

For and on behalf of KCL Infra Projects Limited

Mohan Jhawar

Managing Director

Date: January 21, 2022

Place: Indore



ANNEXURE II

STATEMENT OF INDIRECT TAX BENEFITS AVAILABLE TO KCL INFRA PROJECTS LIMITED ('COMPANY') AND ITS SHAREHOLDERS

1. **Under the The Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ('GST Act'), the Customs Act, 1962 ('Customs Act') and the Customs Tariff Act, 1975 ('Tariff Act') (collectively referred to as 'Indirect Tax')**

- a. **Special tax benefits available to the Company under the Indirect Tax**

There are no special indirect tax benefits available to the Company.

- b. **Special tax benefits available to the shareholders under the Indirect Tax**

There are no special indirect tax benefits applicable in the hands of shareholders for investing in the shares of the Company.

Notes

1. The above statement is based upon the provisions of the specified Indirect Tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure;
2. The above statement covers only above-mentioned Indirect Tax laws benefits and does not cover any direct tax law benefits or benefit under any other law;
3. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice;
4. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes;

For and on behalf of KCL Infra Projects Limited

Mohan Jhawar

Managing Director

Date: January 21, 2022

Place: Indore



SECTION VI – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.

Introduction

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads, and urban infrastructure development.

Market Size

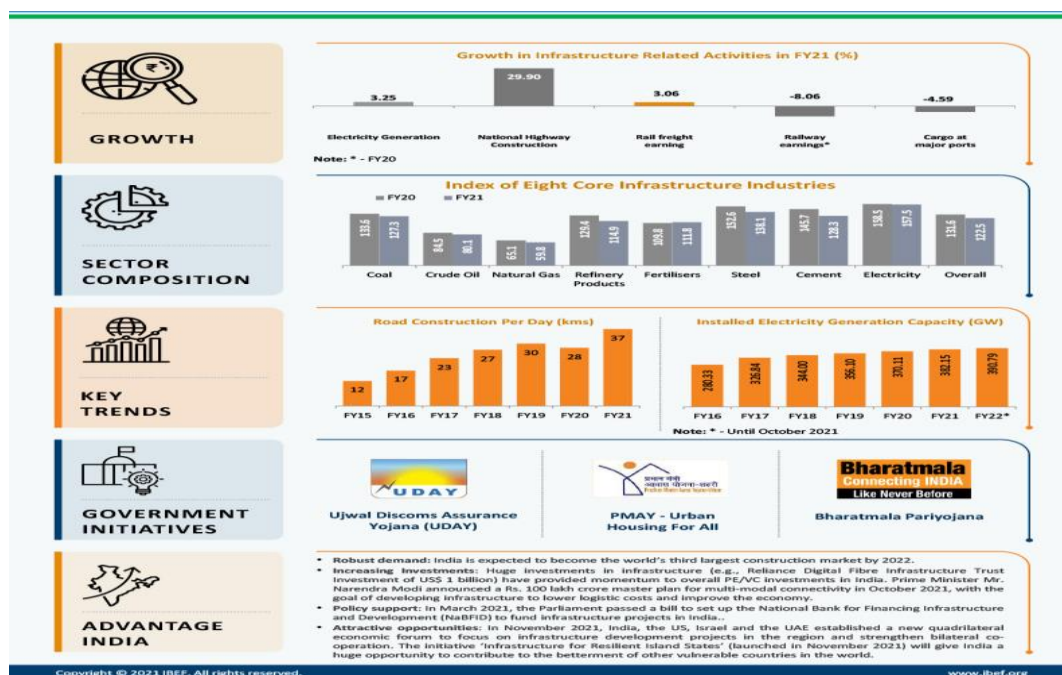
According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDIs in the construction development sector (townships, housing, built up infrastructure and construction development projects) and construction (infrastructure) activities stood at US\$ 26.14 billion and US\$ 25.38 billion, respectively, between April 2000 and June 2021. In FY21, infrastructure activities accounted for 13% share of the total FDI inflows of US\$ 81.72 billion.

Government Initiative and investment

In Union Budget 2021, the government has given a massive push to the infrastructure sector by allocating ₹233,083 crore (US\$ 32.02 billion) to enhance the transport infrastructure. The government expanded the 'National Infrastructure Pipeline (NIP)' to 7,400 projects. ~217 projects worth ₹1.10 lakh crore (US\$ 15.09 billion) were completed as of 2020. Through the NIP, the government invested US\$ 1.4 trillion in infrastructure development as of July 2021. The key highlights of the Budget 2021 are as follows:

- In November 2021, the Asian Development Bank (ADB) has approved a US\$ 250-million loan to support development of the National Industrial Corridor Development Programme (NICDP). This is a part of the US\$ 500-million loan to build 11 industrial corridors bridging 17 states.
- In November 2021, India, the US, Israel and the UAE established a new quadrilateral economic forum to focus on infrastructure development projects in the region and strengthen bilateral co-operation.
- The initiative 'Infrastructure for Resilient Island States' (launched in November 2021) will give India a huge opportunity to contribute to the betterment of other vulnerable countries in the world.
- In October 2021, the Union Cabinet of India approved the PM GatiShakti National Master Plan—including implementation, monitoring and support mechanism—for providing multi-modal connectivity.
- As a part of the GatiShakti National Master Plan, the government is planning to launch geospatial digital platform to facilitate planning and monitoring of projects ranging from telecom networks, gas pipelines to road and railways.
- In October 2021, the Dubai government and India, inked an agreement to develop infrastructure such as industrial parks, IT towers, multipurpose towers, logistics centres, a medical college and a specialised hospital in Jammu & Kashmir.
- In FY22, government initiatives such the National Infrastructure Pipeline, National Monetisation Pipeline, Bharatmala Pariyojana, changes in the Hybrid Annuity Model (HAM) and fast pace of asset monetization to boost road construction.
- As of October 2021, the Ministry of Road Transport and Highways constructed national highways extending 4,450 kms compared with 4,956 kms, as of October 2020.
- In September 2021, National Mineral Development Corporation Ltd. (NMDC) R&D Centre collaborated with CSIR-IMMT (Institute of Minerals and Materials Technology) to pursue combined research projects on iron ore mining technologies.
- In September 2021, the Indian government announced road projects worth ₹1 lakh crore (US\$ 13.48 billion) to develop road infrastructure in Jammu and Kashmir. The region also recorded growth in national highways, from 7 in 2014 to 11 in 2021.

- On September 29, 2021, NTPC Renewable Energy Ltd (REL), a 100% subsidiary of NTPC Ltd, signed its first green term loan agreement with Bank of India for ₹500 crore (US\$ 67.28 million) at a competitive rate and a tenor of 15 years for its 470 MW solar projects in Rajasthan and 200 MW solar projects in Gujarat.
- In August 2021, the Government of India, the Central Water Commission (CWC), government representatives from 10 participating states and the World Bank signed a US\$ 250 million project to support the Indian government's long-term dam safety programme and improve safety and performance of existing dams across various states.
- The Second Dam Rehabilitation and Improvement Project (DRIP-2) will strengthen dam safety by building dam safety guidelines, bring in global experience and introduce innovative technologies. The project will be implemented in ~120 dams across Chhattisgarh, Gujarat, Kerala, Madhya Pradesh, Maharashtra, Manipur, Meghalaya, Odisha, Rajasthan and Tamil Nadu, and at the national level through the CWC.
- In August 2021, Union Minister of Road Transport Highways, Mr. Nitin Gadkari announced to launch 1,080-km (road construction) projects worth ₹25,370 crore (US\$ 3.4 billion) in Gujarat under the Bharatmala Pariyojana—the ambitious road and highways project that aims to build highways from Maharashtra, Gujarat, Rajasthan, Punjab, Haryana and then cover the entire string of Himalayan territories.



Road Ahead

The infrastructure sector has become the biggest focus area for the Government of India. India plans to spend US\$ 1.4 trillion on infrastructure during 2019-23 to have a sustainable development of the country. The Government has suggested investment of ₹5,00,000 crore (US\$ 750 billion) for railways infrastructure from 2018-30.

India and Japan have joined hands for infrastructure development in India's Northeast states and are also setting up an India-Japan Coordination Forum for Development of Northeast to undertake strategic infrastructure projects for the region.



BUSINESS OVERVIEW

OVERVIEW

Our Company was originally incorporated on July 21, 1995, as 'Kadamb Constructions Private Limited' as a private limited company under the provisions of the Companies Act, 1956, with the Registrar of Companies, Rajasthan, Jaipur. Thereafter, our Company was converted into a public limited company and the name of our Company was changed to 'Kadamb Constructions Limited', and a Certificate of Incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Rajasthan, Jaipur on September 26, 1995. Further, the name of our Company was changed to 'KCL Infraprojects Limited' pursuant to shareholders resolution passed on September 30, 2009, and the name of the Company was changed w.e.f. November 10, 2009.

KCL Infra Projects Limited has been established in July 1995. Our Company is an innovative infrastructure company focused on development & growth. Led by pioneer Mohan Jhwar, the company is engaged in the development in engineering and construction and strive to provide quality work economically. Our projects include all infrastructure works e.g. civil engineering, road construction, high-rise buildings for both commercial and residential usage.

Our company is a well-known entity in the road construction, canal, dam and many other works in constructions and development of infra projects. Our Promoter is knowledgeable in this industry with project management and execution being his forte, also he is well versed in various fields of mining engineering in India. He leads his teams to victory as far as execution and completion goes.

Our Company has been committed to provide a better living experience to its customers through constant innovation. Most of these initiatives have been taken beyond Our Company's regular line of business. Our Company has been focused on providing the most ethical and performance based financial services since its inception. We believe in offering a highly process driven and diligent trading experience for our clients.

OUR FINANCIAL PERFORMANCE

Particulars	Unaudited Limited Reviewed Financial Statements for the Quarter ending June 30, 2022	Audited Financial Statements for the Financial Year ending	
		March 31, 2022	March 31, 2022
Equity Share Capital	Rs.5,26,62,000.00/-	Rs.5,26,62,000.00/-	Rs.5,26,62,000.00/-
Net Worth	Rs.19,91,43,323.00/-	Rs.19,74,52,676.00/-	Rs.19,26,45,174.00/-
Total Income	Rs.1,93,61,503.00/-	Rs.16,30,67,227.00/-	Rs.5,11,58,346.00/-
Profit / (loss) after tax	Rs.16,90,647.00/-	Rs.48,07,502.00/-	Rs.9,74,693.00/-
Basic and diluted EPS	Re.0.06/-	Re.0.18/-	Re.0.04/-
Net asset value per Equity Share	Rs.7.56/-	Rs.7.50/-	Rs.7.32/-
Total borrowings	Rs.3,75,73,480.00/-	Rs.3,69,25,569.00/-	Rs.3,89,53,191.00/-

#Please note that the Company does not prepare Balance sheet and Cash Flow statements for quarter ending June 30, 2022.

COMPETITIVE STRENGTHS

Diversified Businesses

Our Company is in the business of Construction & Infrastructure, Consultancy Services and Trading, Derivative Equity and Unit. The diversified business model of our Company works as a hedge against any recessionary environment in a particular industry where we have our business, for example the recent Covid-19 pandemic which has affected the infrastructure sector.

Strong execution and implementation capabilities

We have demonstrated strong project execution capabilities consistently over a period. Historically, our focus has been on large-scale, complex and high value projects. Owing to our vast experience and having completed high value, technologically advanced and technically complex projects, we believe that we are in a position to meet the pre-qualification requirements necessary to enter the competitive bidding process for potential heavy infrastructure sectors.



Large fleet of equipment and robust systems and processes

We own a large and sophisticated fleet of complex construction equipment. Access to a wide range of equipment facilitates us to better meet the varied requirements of our clients. We believe that access to advanced technology provides a critical competitive advantage in our industry, particularly, for the execution of large-scale projects.

We have put in place robust systems and processes. We have capable teams for bid management, estimating costs, technical diligence, project management and execution. We also have effective and efficient contracting and legal teams.

Experienced Management Team

Our Promoters and Directors have been involved in the day- to- day business and management of our Company. We have a highly qualified, experienced, and dedicated management team and a skilled workforce. Additionally, we enter into contracts with sub-contractors to engage workmen on a contract labour basis from time to time. We believe that a large pool of engineering and technical workers is essential for the efficient and effective execution of our projects, and our highly experienced staff with expertise in various types of construction projects ensures that our projects are staffed with the most capable people. We believe that our management team's experience and their understanding of the infrastructure industry will enable us to continue to take advantage of both current and future market opportunities.

OUR STRATEGIES

Strengthen internal systems and continue to focus on technology and operational efficiency

Information technology is a part of almost every aspect of our operations. Our growing dependence on IT infrastructure, applications, data management and other internal processes require us to ensure the reliability and functionality of our IT systems. We intend to strengthen our IT systems and other internal processes to reduce manual intervention, improve reliability and efficiency of our business.

Given the nature of our industry, cost competitiveness is a key component of our success. We believe we have low execution costs which is partly attributable to our integrated operations and investment in technology. Further, the scale of our operations provides us with a significant advantage in reducing costs and sustaining our cost advantage. We also believe that operational efficiency, i.e., maintaining quality, minimizing costs and ensuring timely completion of our projects depends largely on the skill and workmanship of our employees. As competition for qualified personnel and skilled labour is increasing among construction companies in India and as we pursue growth opportunities, we seek to attract, train and retain qualified personnel and skilled labour by increasing our focus on training our staff in basic and advanced engineering and construction technology and skills. We also seek to offer our engineering and technical personnel a wide range of work experience and learning opportunities by providing them with an opportunity to work on a variety of large and complex construction projects.

Develop client relations

We plan to grow our business primarily by growing the number of client relationships and service offerings, as we believe that increased client relationships will add stability to our business. We aim to provide for fast and efficient execution of client requirements. Long-term relations are built on trust and continuous meeting with the requirements of the customers.

HEALTH, SAFETY AND ENVIRONMENT

We are committed to globally accepted best practices and compliance with applicable health, safety and environmental legislation and other requirements in our operations. In order to ensure effective implementation of our practices, we have implemented a safety, health and environment policy wherein we have committed to, inter alia, the maintenance of a safe workplace and providing the necessary training to employees in our workplace. We believe that we comply in all material respects with applicable occupational health and safety laws, regulations and other contractual requirements relevant to health and safety of employees and subcontractors at our project sites and manufacturing facilities.

COMPETITION

The construction industry in India is very competitive. Our competition depends on various factors, such as the type of project, total contract value, potential margins, complexity, location of the project and risks relating to revenue generation. While service quality, technical ability, performance record, experience, health and safety records and the availability of skilled personnel are key factors in client decisions among competitors, price often is the deciding factor in most tender awards. Thus we believe that our large network and comprehensive service offering as well as our established reputation enables us to compete effectively in the market.



HISTORY AND CORPORATE STRUCTURE

BRIEF CORPORATE HISTORY OF OUR COMPANY

Our Company was originally incorporated on July 21, 1995, as 'Kadamb Constructions Private Limited' as a private limited company under the provisions of the Companies Act, 1956, with the Registrar of Companies, Rajasthan, Jaipur. Thereafter, our Company was converted into a public limited company and the name of our Company was changed to 'Kadamb Constructions Limited', and a Certificate of Incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Rajasthan, Jaipur on September 26, 1995. Further, the name of our Company was changed to 'KCL Infraprojects Limited' pursuant to shareholders resolution passed on September 30, 2009, and the name of the Company was changed w.e.f. November 10, 2009.

Our Company is listed on the BSE Limited effective from June 07, 1996, bearing Scrip Code 531784 and bearing Scrip Symbol 'KCLINFRA'. The ISIN of our company is INE469F01026. Our Company was previously also listed on Metropolitan Stock Exchange of India Limited (MSEI) effective from June 30, 2016. The Company voluntarily got delisted on from MSEI effective from March 15, 2022.

CHANGES IN OUR REGISTERED OFFICE

Our Company's Registered Office is currently situated B-3/204, Saket Complex Thane (West), Thane-400601, Maharashtra, India.

Details of changes in the address of the Registered Office of our Company are set forth as under:

Particulars of Address		Effective Date	Reason for Change
From	To		
211-212, Shalimar Complex, Church Road, M.I. Road, Jaipur-302001, Rajasthan, India	14, Kasturba Nagar, Jaipur-302019, Rajasthan, India	October 07, 2005	Administrative Convenience
14, Kasturba Nagar, Jaipur-302019, Rajasthan, India	B-3/204, Saket Complex Thane (West), Thane-400601, Maharashtra, India	December 22, 2006	Administrative Convenience
B-3/204, Saket Complex Thane (West), Thane-400601, Maharashtra, India	C-11, Rinka Park, Geeta Nagar, Bhayandar West, Thane-401101, Maharashtra, India	January 15, 2011	Administrative Convenience
C-11, Rinka Park, Geeta Nagar, Bhayandar West, Thane-401101, Maharashtra, India	402, Radhakrishnan Apartment, Vijay Homes, Bangladesh Naka, Bhayander West, Thane-401101, Maharashtra, India	May 30, 2015	Administrative Convenience
402, Radhakrishnan Apartment, Vijay Homes, Bangladesh Naka, Bhayander West, Thane-401101, Maharashtra, India	B-3/204, Saket Complex Thane (West), Thane-400601, Maharashtra, India.	August 13, 2016	Administrative Convenience

MAIN OBJECTS OF OUR COMPANY

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

- To carry on the business in or outside India of construction works and that of EPC contractors for all kinds of viz, Road , Bridge Buildings Industrial/ residential/ commercial or other Factories, factory sheds, industrial complexes, hostels, cinema houses, hospitals townships, construct ,erect ,build ,rebuild ,repair , remodel ,demolish ,develop, improve, curve, pave and maintain building structures , houses apartments , clubs, holiday resorts, places of worship, highways ,paths ,streets, sideways ,courts, alleys , pavements and to do other similar construction, leveling of paving work, land developments and /or of soil investigation and contractor of central public work department, other Government bodies or semi Government bodies or civil bodies or private bodies.
- To act as technical advisors , consultants, surveyors, administrators, receivers agents and providers of technical knowhow management, financial and technical consultancy and other services in various areas including inn handling and management of construction and to offer engineering, procurement, construction, commissioning, operation , maintenance to any firm ,company ,body corporate, person ,institution, government ,public or local authority or trust , whether in our outside India and to do research in the development of new projects and to undertake , aid, promote and coordinate project studies, communicate and arrange and enter into technical ,financial ,legal and management agreement and arrangements provide management , personnel, supervisor.
- To do farming ,harvesting ,process and manufacture , import ,export, buy, sell or otherwise deal in all types of agriculture crops, products, including of the food grains , oil seeds , oil, tea, coffee , produce of ayurvedic medicines , flowers tea, diary business and to process and



manufacture ,import , export , buy sell, or otherwise deal in types and semi-precious metals, jeweler of all kinds of diamonds, precious and semi-precious stones of all varieties , items of handicrafts, garments, carpet, during, rugs, paintings, brassware, leather, wares, wood wares, and to process and manufacture, import, export, buy, sell or otherwise deal in all types of petroleum and energy products, by-products thereof, and to carry on the business of all other commodities and securities in spot markets and in futures and all kinds of derivatives of all the above commodities and securities and to act as brokers, sub brokers, market makers, arbitrageurs, investors and/or hedgers in agricultural products, metals including precious metals, precious stones, diamonds, petroleum and energy products and all other commodities and securities, in sport markets and in futures and all kinds of derivatives of all the above commodities and securities in India or any part of the world.

4. To act as a financial consultants, advisors and consultants in investment and capital market, to manage portfolio investments, to acquire or hold one or more membership/sub-broker ship in stock/security and or commodity exchange including the Bombay Stock Exchange, Mumbai, National Stock Exchange, commodity exchanges including of NCDEX and or sub-broker thereof, clearing houses or associations or otherwise in India or any part of the world to act as brokers, dealers and agents in connection with the securities, building commodities, any kind of precious metals or otherwise syndicate any financial arrangements whether in domestic market or in international market or whether by way of loans or guarantees or export and yard credits and to acquire and hold membership of any associations of bankers, merchant bankers, insurance, companies, brokers, security dealers or commodity dealer or any other associations, membership of which will or is likely in any way to facilitate the conduct of the company's business and participate in trading, settlement and other activities of commodity exchange/s (including national multi-commodity exchange/s) facilitating, for itself or for clients, traders and clearing/settlement of trades in spots, in futures and in derivatives of all the above commodities permitted under the laws of India.
5. To act as management consultant, financial consultant, information technology consultant, technical consultants, project consultants, agents, managers and provide advice, service, consultancy on the matter relating to administration, management, investments organizational structure, commercial, legal economic, labour, industrial, technical, material, statistical, accounts, internal checks, direct or indirect taxes, man power planning, selection, training of personnel, marketing, advertising, market research and survey, getting foreign collaboration and collaboration, and to undertake the work of BPO, KPO, Service provider in India and or any part of the world and to render other services as may be ancillary or incidental to any of the foregoing matters and problems.
6. To undertake, promote, assist or engage in all kinds of online as well as manual research and development work required to promote, assist or engage in setting up hospitals and facilities for manufacturing medical equipment. To carry on the business of design, construction and running of all kinds of hospitals, diagnosis, surgeries, replacement, implant, fertility, dispensaries, clinics, laboratories and health clubs. To design, manufacture, import, export, buy, sell, install, maintain and deal in any kind of pharmaceuticals, chemicals, ayurvedic, medicines and drugs, improve all kinds of equipment and instrumentation for hospitals, dispensaries, clinics, laboratories and health clubs. To educate and train medical students, other medical professionals and provide diploma for the same, to provide suitable accommodation primarily for patients and others and to undertake all or any of the business activities incidental thereto
7. To carry on the business of producing, developing, designing, executing, exporting, importing trading, exchanging, selling, buying , to give or take on lease, licensing and to generally deal in all types of raw films, chemicals, photographic and optical goods, cinematographic films, video cassettes, apparatus, recorders, machinery and equipment pertaining to or required for the film developing, printing , processing, editing, and other related works ,To carry on the business of production of television programmes, television serials, films, news based programmes, current affair programmes, talk shows, chat shows, game shows and any other entertainment based content, programmes in different Indian & other regional languages to broadcast on satellite television, web, internet, radio, OTT also to carry on business as broadcasters, channel operators, publishers in India and abroad undertake all or any of the business activities incidental thereto. To carry on the business of producing, developing, designing, executing, exporting, importing trading, exchanging, selling, buying , to give or take on lease, licensing and to generally deal in all types of raw films, chemicals, photographic and optical goods, cinematographic films, video cassettes, apparatus, recorders, machinery and equipment pertaining to or required for the film developing, printing , processing, editing, and other related works ,To carry on the business of production of television programmes, television serials, films, news based programmes, current affair programmes, talk shows, chat shows, game shows and any other entertainment based content, programmes in different Indian & other regional languages to broadcast on satellite television, web, internet, radio, OTT also to carry on business as broadcasters, channel operators, publishers in India and abroad undertake all or any of the business activities incidental thereto.
8. To carry on the business of providing services as human resource managers, consultants advisors and to provide contractual advise guidance on employment matters and related education to carry on in India or elsewhere the business to provide, commercialize, control, develop, establish, handle, operate, organize, promote, service, supervise, represent and to act as consultants or deal in all types of job placement and employment listings that are geared toward recruiters and job seekers. other human resource services associated with contractual services including termination and outplacement required to individuals, bodies, corporate, societies, undertakings, institutions, associations, government, local authorities etc. To carry on in India or elsewhere the business to provide, commercialize, control, develop, establish, handle, operate, organize, promote, service, supervise, represent and to act as consultants or deal in all types of job placement and employment listings that are geared toward recruiters and job seekers.



CHANGES IN MEMORANDUM OF ASSOCIATION

The following changes have been made in the Memorandum of Association of our Company since inception:

Sr. No.	Particulars	Date of Meeting	Type of Meeting
1.	Clause I of the Memorandum of Association of the Company changed to reflect changed name of the company as Kadamb Construction Limited pursuant to Conversion of Company from Private Limited to Public Limited.	Information Not Available	-
2.	Clause II of the Memorandum of Association of the Company changed to reflect change in registered office address of the company from the State of Rajasthan to State of Maharashtra.	February 18, 2006	Extra-Ordinary General Meeting
3.	Clause III of the Memorandum of Association of the Company changed to reflect change in Object Clause of the Company.	February 18, 2006	Extra-Ordinary General Meeting
4.	Subdivision of the Authorized share capital of Rs.5,50,00,000.00/- (Rupees Five Crores Fifty-Lakhs Only) equity shares having face value of Rs.10.00/- (Rupees Ten Only) divided into 55,00,000 (Fifty-Five Lakhs) Equity Shares of Rs.10.00/- (Rupees Ten Only) each to Rs.5,50,00,000.00/- (Rupees Five Crores and Fifty-Lakhs Only) divided into 2,75,00,000 (Two Crores Seventy-Five Lakhs) Equity Shares of Rs.2.00/- (Rupees Two Only) each.	September 30, 2009	Annual General Meeting
5.	Clause I of the Memorandum of Association of the Company changed to reflect the change in the name of the Company from Kadamb Constructions Limited to KCL Infra Projects Limited.	September 30, 2009	Annual General Meeting
6.	Authorized share capital of Rs.5,50,00,000.00/- (Rupees Five Crore Fifty-Lakhs) consisting of 2,75,00,000 (Two Crore Seventy-Five Lakhs) Equity Shares to Rs.55,00,00,000.00/- (Rupees Fifty-Five Crores) divided 27,50,00,000 (Twenty-Seven Crores and Fifty Lakhs) Equity Shares.	November 30, 2021	Annual General Meeting



OUR MANAGEMENT

BOARD OF DIRECTORS

As on date of this Letter of Offer, our Company currently has 6 (Six) directors on its Board, 1 (One) managing director, 1 (One) Executive Director and 1 (One) Non-Executive Director and 3 (Three) Independent Director. The present composition of our Board of Directors and its committees are in accordance with the corporate governance requirements provided under the Companies Act and SEBI (LODR) Regulations, to the extent applicable.

The following table sets forth details regarding our Board of Directors as on the date of this Letter of Offer:

Name, Designation, Address, Occupation, Term, Nationality, Date of Birth and DIN	Age	Other directorships
Mr. Mohan Jhavar <i>Designation:</i> Promoter – Managing Director <i>Address:</i> 121/2, Shanti Niketan Behind Niranjapur, Indore - 452010, Madhya Pradesh, India; <i>Occupation:</i> Business; <i>Current Term:</i> Liable to retire by rotation; <i>Period of Directorship:</i> Since October 06, 2005; <i>Nationality:</i> Indian; <i>Date of Birth:</i> August 30, 1967; <i>DIN:</i> 00495473.	54 years	KCL Entertainment Private Limited
Mr. Rahul Khande <i>Designation:</i> Executive Director; <i>Address:</i> Flat No. 403, Block H The Address Township Pheonix Green Indore - 452001, Madhya Pradesh, India; <i>Occupation:</i> Business; <i>Current Term:</i> Liable to retire by rotation; <i>Period of Directorship:</i> Since March 30, 2018; <i>Nationality:</i> Indian; <i>Date of Birth:</i> August 16, 1990; <i>DIN:</i> 08095192.	31 years	No other directorships
Mr. Manoj Chaurasiya <i>Designation:</i> Non-Executive Director; <i>Address:</i> 50/903, Ashirwad Bhawan Jamdar Khana Chiteradi, Gwalior - 474001, Madhya Pradesh, India; <i>Occupation:</i> Business; <i>Current Term:</i> Liable to retire by rotation; <i>Period of Directorship:</i> Since September 07, 2019; <i>Nationality:</i> Indian; <i>Date of Birth:</i> July 02, 1975; <i>DIN:</i> 08302587.	46 years	PIIT Services Private Limited
Mr. Moeenuddin Makrani <i>Designation:</i> Independent Director <i>Address:</i> 73 Majestic colony, near Masjid Khajrana, Indore - 452016, Madhya Pradesh, India; <i>Occupation:</i> Business; <i>Current Term:</i> Not Liable to retire by rotation; <i>Period of Directorship:</i> Since February 14, 2020; <i>Nationality:</i> Indian; <i>Date of Birth:</i> March 11, 1963; <i>DIN:</i> 08546964.	58 years	Makrani Infratech LLP
Mr. Archit Yadav <i>Designation:</i> Independent Director; <i>Address:</i> Flat No. 302 Sahaj Plaza Plot 3 Shri Krishan Avenue Phase Khandwa Road Limbodi, Indore - 452001, Madhya Pradesh, India; <i>Occupation:</i> Business;	35 years	Kaushal Edtech Limited Gurukul Private



Name, Designation, Address, Occupation, Term, Nationality, Date of Birth and DIN		Age	Other directorships
<i>Term</i> <i>Period of Directorship</i> <i>Nationality</i> <i>Date of Birth</i> <i>DIN</i>	Not Liable to retire by rotation; Since September 07, 2019; Indian; Since November 14, 1986; 07971657.		
Ms. Sunita Vora <i>Designation</i> <i>Address</i> <i>Occupation</i> <i>Term</i> <i>Period of Directorship</i> <i>Nationality</i> <i>Date of Birth</i> <i>DIN</i>	Independent Director; 106/3 Anoop Nagar, Indore - 452001, Madhya Pradesh, India; Business; Not Liable to retire by rotation; Since May 30, 2013; Indian; November 09, 1973; 06486614.	48 years	Spiriflix Ventures Private Limited

Past Directorships in suspended companies

None of our Directors are, or were a director of any listed company, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorships in such companies during the last 5 (Five) years preceding the date of this Letter of Offer.

Past Directorships in delisted companies

Further, none of our directors are or were a director of any listed company, which has been, or was delisted from any stock exchange during the term of their directorship in such Company during the last 10 (Ten) years preceding the date of this Letter of Offer.

Relationship between Directors

As on the date of this Letter of Offer, the Directors are not related to each other.

Arrangement or understanding with major Shareholders, customers, suppliers, or others

Our Company has not entered into any arrangement or understanding with major shareholders, customers, suppliers, or others pursuant to which any of the above-mentioned directors have been appointed in the Board.

Details of service contracts entered with Directors

Our Company has not entered into any service contracts with the present Board of Directors for providing benefits upon termination of employment.

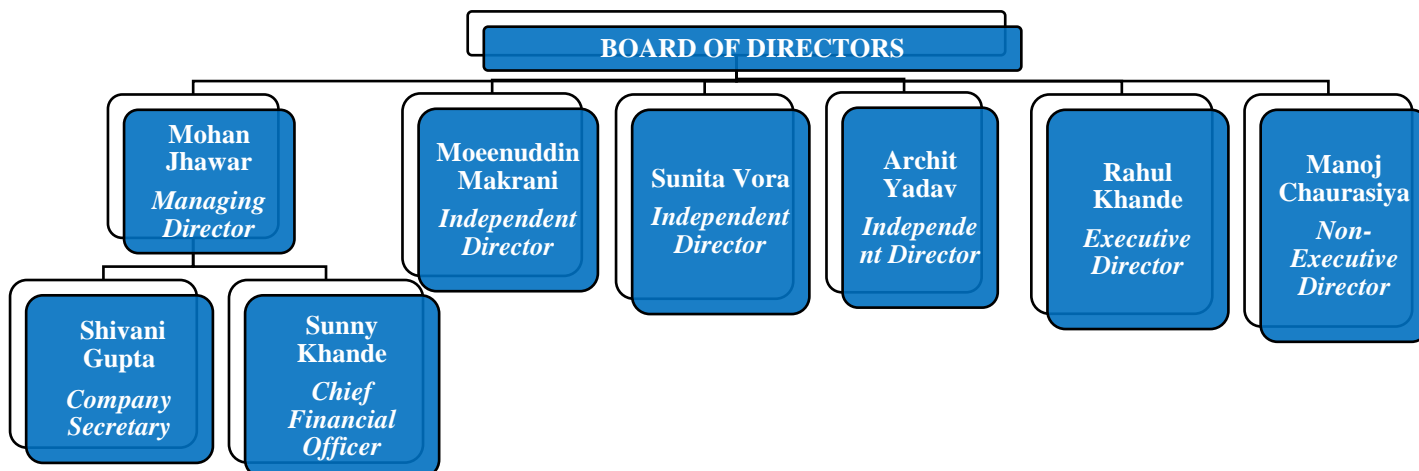
KEY MANAGERIAL PERSONNEL

Status of Key Managerial Personnel		Age
Mr. Mohan Jhavar <i>Designation</i> <i>Address</i> <i>Date of Appointment</i> <i>Nationality</i> <i>Educational Qualification</i>	Managing Director; 121/2, Shanti Niketan Behind Niranjapur, Indore - 452010, Madhya Pradesh, India; October 06, 2005; Indian; Chartered Accountant.	54 years
Mr. Sunny Khande <i>Designation</i> <i>Address</i> <i>Date of Appointment</i> <i>Nationality</i> <i>Educational Qualification</i>	Chief Financial Officer; B-3/204, Saket Complex Thane (West), Thane - 400601, Maharashtra, India; May 16, 2016; Indian; B.Com.	29 years



Status of Key Managerial Personnel		Age
Mrs. Shivani Gupta <i>Designation</i> <i>Address</i> <i>Date of Appointment</i> <i>Nationality</i> <i>Educational Qualification</i>	Company Secretary and Compliance Officer; B-3/204, Saket Complex Thane (West), Thane - 400601, Maharashtra, India; September 01, 2021; Indian; Company Secretary.	29 years

ORGANISATIONAL STRUCTURE





SECTION VII – FINANCIAL INFORMATION

UNAUDITED LIMITED REVIEWED FINANCIALS STATEMENTS FOR THE QUARTER ENDING JUNE 30, 2022

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2022					
Sr. No.	Particulars	Three Months Ended			Year Ended
		30.6.2022	31.3.2022	30.6.2021	31.03.2022
		Unaudited	Audited	Unaudited	Audited
	Income				
1)	Revenue from Operations	1,46,44,551	11,70,62,312	1,72,81,800	15,57,14,806
	Other Income	47,16,952	14,23,082	20,20,732	73,52,421
	Total Income	1,93,61,503	11,84,85,394	1,93,02,532	16,30,67,227
2)	Expenses				
(a)	Purchases of stock-in-trade	3,96,96,844	9,94,83,739	1,01,33,671	13,90,07,550
(b)	change in inventory of finished goods, work-in-progress, stock-in-trade	(2,48,50,408)	(76,69,708)	78,67,038	5,98,487
(c)	Employee benefits expenses	2,69,445	4,71,005	2,53,850	16,93,336
(d)	Finance costs	11,39,799	11,45,105	2,96,228	69,71,815
(e)	Depreciation and amortisation expenses	1,98,780	1,98,780	1,94,445	7,98,928
(f)	Other expenses	6,44,580	2,17,81,103	3,11,446	74,94,700
	Total Expenses (a to e)	1,70,99,040	11,54,10,024	1,90,56,678	15,65,64,846
3)	Profit/(Loss) from operations before exceptional items and tax (1-2)	22,62,463	30,75,370	2,45,854	65,02,381
4)	Exceptional items	--	--	--	--
5)	Profit/(Loss) before tax (3+4)				
6)	Tax expense				
(a)	Current Tax	5,88,240	7,99,476	61,446	16,84,897
(b)	Short/Excess provision of tax	--	--	--	1,062
(c)	Income tax for earlier year	--	--	--	--
(d)	Deferred Tax	3,724	--	78,930	8,920
(e)	Income tax for earlier year	(20,148)	--	--	--
	Total Tax Expense (a+b+c)	5,71,816	7,99,476	1,40,376	16,94,879
7)	Net Profit/(Loss) from the period (5-6)	16,90,647	22,75,894	1,05,478	48,07,502
8)	Other Comprehensive Income/ (loss)	--	--	--	--
(A)	Items that will not be reclassified to profit or loss				
(i)	Re-measurement gains/(losses) on defined benefit plans	--	--	--	--
	- Tax impact Thereon	--	--	--	--
(ii)	Deferred Tax (Assets)/Liabilities on above	--	--	--	--
(iii)	Net (loss)/gain on FVTOCI Equity securities	--	--	--	--
(iv)	Deferred Tax (Assets)/Liabilities on above	--	--	--	--
(B)	Items that will be reclassified to profit or loss	--	--	--	--
9)	Total Comprehensive Income for the year (comprising profit /loss and other comprehensive income for the year) (7+8)	16,90,647	22,75,894	1,05,478	48,07,502
	Paid-up equity share capital (face value of the Share Rs.10/-each)	5,26,62,000	5,26,62,000	5,26,62,000	5,26,62,000

Notes:

- The above Unaudited Financial Results for the quarter ended June 30, 2022, were reviewed by the Audit Committee at its meeting held on August 05, 2022, and approved by the Board of Directors at the meeting held on that date. The Statutory Auditors of the Company have carried out audit of these results in terms of Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- The results of comparative previous period have been prepared in accordance with recognition and measurement principles laid down in of the (Ind AS) 34 on Interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.



3. The figures of previous period/ year have been regrouped/ re-arranged wherever necessary to correspond with current period's classification/ disclosure.

For KCL Infra Projects Limited

Sd/-

Managing Director

00495473

Independent Auditor's Review Report on Unaudited Quarterly Financial Results of KCL Infra Projects Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To,
The Board of Directors
KCL Infra Projects Limited

Opinion

1. We have reviewed the accompanying Statement of Unaudited Financial Results of KCL Infra Projects Limited ("the Company") for the Quarter ended June 30, 2022 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, including relevant circulars issued by the Securities and Exchange Board of India.
 2. This Statement, which is responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related interim condensed financial statements which has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34), prescribed under the Section 133 of the Companies Act 2013 ('the Act') and other accounting principles generally accepted in India and is in compliance with presentation and disclosure requirements of Regulation 33 of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015(as amended) including relevant circulars issued by the Securities and Exchange Board of India. Our responsibility is to issue a conclusion on the Statement based on our review.
 3. We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standard on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
- We also performed procedures in accordance with the SEBI circular CIR/CFD/CMD1/44/2019 dated 29 March 2019 issued by SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended to the extent applicable.
4. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in all material respects in accordance with the recognition and measurement laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended including the manner in which it is to be disclosed, or that contains any material misstatement.

Place: Mumbai
Date: 05/08/2022
UDIN: 22181347AOJWKJ9184

For SCAN & CO.
Chartered Accountants
Firm Reg. No 113954\V
Sd/-
CA Aman Saluja
Partner
M. No. 181347



AUDITED FINANCIALS STATEMENTS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2022

STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2022						
Sr. No.	Particulars	Three Months Ended			Year Ended	
		31.3.2022	31.12.2021	31.03.2021	31.03.2022	31.03.2021
		Audited	Unaudited	Audited	Audited	Audited
1)	Income					
	Revenue from Operations	11,70,62,312	36,07,884	2,49,38,890	15,57,14,806	4,41,12,904
	Other Income	14,23,082	19,54,266	(36,297)	73,52,421	70,45,442
	Total Income	11,84,85,394	55,62,150	2,49,02,593	16,30,67,227	5,11,58,346
2)	Expenses					
(a)	Purchases of stock-in-trade	9,94,83,739	33,63,693	3,14,15,661	13,90,07,550	5,21,71,049
(b)	change in inventories of finished goods, work-in-progress, and stock-in-trade	76,69,708	(29,93,233)	(80,05,449)	5,98,487	(1,01,62,392)
(c)	Employee benefits expenses	4,71,005	5,21,754	4,90,053	16,93,336	23,12,575
(d)	Finance costs	11,45,105	11,49,545	7,52,766	66,71,815	26,41,636
(e)	Depreciation and amortization expenses	1,98,780	1,98,780	2,03,403	7,98,928	8,13,612
(f)	Other expenses	64,41,687	3,99,400	13	74,94,700	19,96,923
	Total Expenses (a to f)	11,54,10,024	26,40,939	2,46,16,563	15,65,64,846	498
3)	Profit/(Loss) from operations before exceptional items and tax (1-2)	30,75,370	29,21,211	2,86,030	65,02,381	13,84,943
4)	Exceptional items	--	--	--	--	--
5)	Profit/(Loss) before tax (3+4)	30,75,370	29,21,211	2,86,030	65,02,381	13,84,943
6)	Tax expense					
(a)	Current Tax	7,99,476	7,59,504	75,085	16,84,897	3,60,085
(b)	Short/Excess provision of tax	--	--	--	1,062	--
(c)	Deferred Tax	--	--	12,166	8,920	50,166
(d)	Income tax for earlier year	--	--	--	--	--
	Total Tax Expense (a+b+c)	7,99,476	7,59,504	87,251	16,94,879	4,10,251
7)	Net Profit/(Loss) from the period (5-6)	22,75,894	21,61,707	1,98,779	48,07,502	9,74,692
8)	Other Comprehensive Income/ (loss)					
(A)	Items that will not be reclassified to profit or loss	--	--	--	--	--
(i)	Re-measurement gains/ (losses) on defined benefit plans	--	--	--	--	--
(ii)	Deferred Tax (Assets)/ Liabilities on above	--	--	--	--	--
(iii)	Net (loss)/gain on FVTOCI Equity securities	--	--	--	--	--
(iv)	Deferred Tax (Assets)/ Liabilities on above	--	--	--	--	--
(B)	Items that will be reclassified to profit or loss	--	--	--	--	--
9)	Total Comprehensive Income for the year (comprising profit /loss and other comprehensive income for the year) (7+8)	22,75,894	21,61,707	1,98,779	48,07,502	9,74,692
10)	Paid-up equity share capital (face value of the Share Rs 10/-each)	5,26,62,000	5,26,62,000	5,26,62,000	5,26,62,000	5,26,62,000
11)	Reserve excluding Revaluation Reserves	--	--	--	--	--
12)	Basic /Diluted Earnings Per Share (Not annualized)					
(1)	Basic (in Rs.)	0.09	0.08	0.01	0.18	0.04
(2)	Diluted (in Rs.)	0.09	0.08	0.01	0.18	0.04

1. The above Audited Financial Results for the quarter and year ended March 31, 2022, were reviewed by the Audit Committee at its meeting held on May 30, 2022 and approved by the Board of Directors at the meeting held on that date. The Statutory Auditors of the Company have carried out audit of these results in terms of Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.



2. The Company has prepared these financial results in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.
3. The figures for the last quarter are balancing figures between audited figures in respect of the full financial year and unaudited published year to date results up to the period ended December 31, 2021, which were Subjected to limited review by the Statutory Auditors of the Company.
4. The figures of previous period/ year have been regrouped/ re-arranged wherever necessary to correspond with current period's classification/ disclosure.

Audited Standalone Statement of Assets and Liabilities as at 31st March, 2022		
Particulars	As at March 31, 2022	As at March 31, 2021
I. Assets		
(1) Non-Current Assets	--	--
(a) Property, Plant and Equipment	51,85,674	58,82,663
(b) Financial assets	--	--
(i) Loans	20,94,58,804	11,08,04,837
(ii) Other financial assets	--	--
(c) Deferred Tax Assets (net)	--	--
(d) Other Non-Current Assets	93,74,017	3,12,21,755
Total Non-Current Assets	22,40,18,495	14,79,09,255
(2) Current Assets		
(a) Inventories	6,35,01,956	6,41,00,083
(b) Financial Assets		
(i) Trade Receivables	11,37,86,842	13,49,15,046
(ii) Cash and cash equivalents	1,05,63,720	13,70,212
(iii) Other Financial Assets	1,16,95,140	--
(c) Current Tax Assets (Net)	--	--
(d) Other Current Assets	69,80,168	49,28,817
Total Current Assets	20,65,27,826	20,53,14,158
Total Assets	43,05,46,321	35,32,23,414
II. Equity and Liabilities		
(1) Equity		
(a) Equity Share Capital	5,26,62,000	5,26,62,000
(b) Other Equity	14,47,90,676	13,99,83,174
Total Equity	19,74,52,676	19,26,45,174
(2) Liabilities		
(I) Non-Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	3,69,25,569	3,83,95,317
(ii) Other Financial Liabilities	1,22,42,857	1,01,57,899
(b) Deferred Tax Liabilities	--	--
Total Non-Current Liabilities	4,91,68,426	4,85,53,216
(II) Current Liabilities		
(a) Financial Liabilities	--	--
(i) Borrowings	--	5,57,874
(ii) Trade Payables	11,48,34,090	10,60,05,934
(b) Other Financial Liabilities	6,46,64,221	40,79,020
(c) Other Current Liabilities	44,26,908	13,82,196
Total Current Liabilities	18,39,25,219	11,20,25,024
Total Liabilities	23,30,93,645	16,05,78,240
Total Equity and Liabilities	43,05,46,321	35,32,23,414



Cash Flow Statement for the year ended 31st March, 2022			
	Particulars	For the year 2021-2022	For the year 2020-2021
A.	Cash flow from operating activities:		
	(a) Profit/ (Loss) before tax	65,01,654	13,84,944
	Adjustments for:		
	Depreciation, amortization and impairment expenses	7,98,980	8,13,612
	Interest expense	69,79,218	26,41,636
	Interest income	(73,52,421)	(64,58,095)
	(Profit) /Loss on Sale of Assets	--	--
	(b) Operating Profit before working capital changes	69,27,431	(16,17,903)
	Adjustments for changes in working capital:		
	- Decrease/ (Increase) in inventories	5,98,487	(1,01,62,392)
	- Decrease / (Increase) in trade & other receivables	73,82,129	(2,61,20,261)
	- Increase / (Decrease) in trade and other payables	7,18,99,091	41,04,617
	(c) Cash flow from/ (used in) operations	8,68,07,138	(3,37,95,939)
	Adjustment for:		
	Income tax paid	(16,94,293)	(3,60,085)
	Net cash flow from/(used in) operating activities	8,51,12,845	(3,41,56,025)
B.	Cash Flow From Investing Activities:		
	Payment for purchase of fixed assets (including capital work-in- progress, capital advances and intangibles under development)	--	--
	Proceeds from sale of Fixed Assets	(1,01,971)	--
	Sale of Investments	--	--
	Net proceeds (to)/from financial asset	(7,68,06,229)	1,62,80,906
	Net proceeds (to)/from Non-current Asset	--	--
	Interest received	73,52,421	64,58,095
	Net cash (used in)/flow from investing activities	(6,95,55,779)	2,27,39,001
C.	Cash Flow From Financing Activities:		
	Proceeds (to)/from financial liabilities	6,15,676	1,46,30,825
	Interest Paid	(69,79,218)	(26,41,636)
	Net cash (used in)/flow from financing activities	(63,63,542)	1,19,89,189
D.	Net increase in cash and cash equivalents	91,93,525	5,72,165
	Cash and cash equivalents at the beginning of the year	13,70,212	7,98,046
	Cash and cash equivalents at the end of the year	1,05,63,737	13,70,212
E.	Cash and cash equivalents comprise of:		
	Balances with bank	1,03,82,562	1,66,923
	On current accounts	1,81,175	12,03,289
	Cash in hand	1,05,63,737	13,70,212

Independent Auditor's Review Report on Unaudited Quarterly Financial Results of KCL Infra Projects Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To,
The Board of Directors
KCL Infra Projects Limited

5. Opinion

We have audited the accompanying Statements of Financial Results of KCL Infra Projects Limited ("the Company"), for the Quarter and year ended March 31, 2022 (the "Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the statement:

- (i) is presented in accordance with the 'requirements of Regulation 33 of the Listing Regulations, in this regard; and



- (ii) give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 (the "Act") and other accounting principles generally accepted in India of net profit and total comprehensive income and other financial information of the Company for the quarter and year ended March 31, 2022.

6. Basis of Opinion

We conducted our audit of the Statement in accordance with the ("SAs") specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Results' section of our report. We e Code of Ethics issued by the Institute of are independent of the Company in accordance with th Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

7. Management's Responsibilities for the Financial Results

This Statement is the responsibility of the Company's Management and approved by the Board of Directors. The Company's Board of Directors are responsible for the preparation and presentation of these financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Company in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34), prescribed under the Section 133 of the Companies Act 2013 read with relevant rules issued there under; or by the institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Financial Results, the Board of Directors are responsible for assessing the Company's ability, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

They are also responsible for overseeing the financial reporting process of the Company.

8. Auditor's Responsibilities for the Audit of the Financial Results

We conducted our audit of the statement in accordance with the Standards on Auditing specified under Section 143 (10) of the Companies Act, 2013. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement, whether due to fraud or error. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the sees whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation and presentation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We also performed procedures in accordance with the circular issued by SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended to the extent applicable.



9. Other Matter

These quarterly Financial Results are the derived figures between the audited figures in respect of the year ended March 31, 2022 and the published year to date figures up to December 31, 2021, being the date of the end of the third quarter of the current financial year which were subjected to limited review.

Place: Mumbai
Date: May 30, 2022
UDIN: 22181347AJYABR4684

For SCAN & CO.
Chartered Accountants
Firm Reg. No 113954\V
Sd/-
CA Aman Saluja
Partner
M. No. 181347



INDEPENDENT AUDITOR'S REPORT

To,
The Members,
KCL Infra Projects Limited

Report on the Audit of the Financial Statements

We have audited the accompanying Financial Statements of KCL Infra Projects Limited ('the Company'), which comprise the Balance Sheet as at **March 31, 2021**, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and Notes to the Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the Financial Statements').

Unqualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There is no key audit matter to be communicated in our report.

Emphasis of Matter

Our opinion is not modified in respect of the following matters:

In respect of Company borrowing from banks and financial Institutions, company has availed moratorium of payment of instalments up to 31st August, 2020. After that the company applied for One Time Restructuring of loan to Financial Institution and EMI were not paid by the company due to that the amount of EMI was overdue for more than 90 days, hence was classified as Non-Performing Asset by the Financial Institution. The approval of restructuring came on 7th march 2021 One Time Restructuring under resolution framework given by RBI.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including 71 Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.



In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative



materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the 73 requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has no pending litigation as on March 31, 2021 its financial position in its Financial Statements.
 - ii. The Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no amount, which is required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Act, we give in 'Annexure B' a statement on the matters specified in paragraphs 3 and 4 of the Order.

For SCAN & Co
Chartered Accountants
(Firm Reg. No.113954W)



Place: Indore
Date: June 30, 2021
UDIN:21181347AAAAV1454

CA Aman Saluja

Sd/-
Partner
M. No. 181347

Annexure - A to the Independent Auditor's Report of even date on the Financial Statements of KCL Infra Projects Limited

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of KCL Infra Projects Limited.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of KCL Infra Projects Limited ('the Company') as of March 31, 2021 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and



3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SCAN & Co
Chartered Accountants
(Firm Reg. No.113954W)

Place: Indore
Date: June 30, 2021
UDIN:21181347AAAAV1454

Sd/-
CA Aman Saluja
Partner
M. No. 181347

Annexure - B to Independent Auditor's Report

Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of KCL Infra Projects Limited

- i. In respect of the Company's Fixed Assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) As explained to us, the fixed assets of the Company have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable
 - c) There are no immovable property held in the name of the Company.
- ii. As explained to us the physical verification of the inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed and the same have been properly dealt with in the books of accounts
- iii. According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence the provisions of para 3 clauses (iii) of the said Order are not applicable to the company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Companies Act, 2013 are applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public.
- vi. The maintenance of cost records has not been specified by the Central Government under Section 148 (1) of the Companies Act, 2013 for the business activities carried out by the company. Thus, reporting under clause 3 (vi) of the Order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of Statutory dues:



- a) The Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities. As explained to us the company did not have any dues on account of employee's state insurance and duty of excise.
- b) There were no undisputed amounts payable in respect of Provident Fund, income Tax, Goods and Service Tax, Customs Duty, Cess and other and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
- c) The disputed statutory dues pending before appropriate authorities is as follows:

Sr. No.	Name of the Statute	Nature of the Dues	Pending Amount	Period to which relates the amount	Forum where dispute is pending Appellate Tribunal
1.	MP VAT ACT 2002	VAT(Tax penalty)	1,48,973/-	AY 2015-16	Appellate Tribunal

- viii. According to the records of the Company examined by us and as per the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institution, bank or government as on the balance sheet date.
- ix. In our opinion and according to the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer (including debt instruments).
- x. During the course of our examination of the books of account and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.
- xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to information and explanation given to us, the company is not a Nidhi Company therefore, the provision of para 3 (xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, therefore the provision of para 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year, hence the provision of para 3 (xv) of the Order is not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 therefore, the provision of para 3 (xvi) of the Order is not applicable to the Company for the year under audit

For SCAN & Co
Chartered Accountants
(Firm Reg. No.113954W)

Place: Indore
Date: June 30, 2021
UDIN:21181347AAAAV1454

Sd/-
CA Aman Saluja
Partner
M. No. 181347



KCL INFRA PROJECTS LIMITED
Balance Sheet as at 31st March, 2021

Particulars		Notes	As at 31 March 2021	As at 31 March 2020
	Assets			
	Non-current Assets			
(a)	Property, Plant and Equipment	4	58,82,663	66,96,276
(b)	Intangible assets			-
(c)	Capital Work-In-Progress			-
(d)	Financial assets			
	- Investments			-
	- Loans	5	11,08,04,837	12,70,85,743
	- Other Financial Assets	6	2,14,017	2,14,017
(e)	Deferred Tax Assets	7	7,738	57,904
(f)	Non-current Assets			-
(g)	Other Non-current Assets	8	3,10,00,000	3,10,00,000
	Total non-current assets		14,79,09,255	16,50,53,939
	Current assets			
	Inventories	9	6,41,00,083	5,39,37,691
	Financial Assets			
	- Trade Receivables	10	13,49,15,046	11,31,66,003
	- Cash and Cash Equivalents	11	13,70,212	7,98,046
	- Others		-	-
	Other Current Assets	12	49,28,817	5,57,599
	Total current assets		20,53,14,158	16,84,59,339
	Total assets		35,32,23,414	33,35,13,279
	Equity and Liabilities			
	Equity			
(a)	Equity Share Capital	13	5,26,62,000	5,26,62,000
(b)	Other Equity	14	13,99,83,174	13,90,08,481
	Total Equity		19,26,45,174	19,16,70,481
	Liabilities			
	Non-Current Liabilities			
(a)	Financial Liabilities			
	- Borrowings	15	3,83,95,317	3,30,82,408
	- Other Financial Liabilities	16	1,01,57,899	8,39,983
(b)	Deferred Tax Liabilities	7		-
(c)	Other Non-Current Liability			-
	Total non-current liabilities		4,85,53,216	3,39,22,391
	Current liabilities			
(a)	Financial Liabilities			
	- Borrowings	17	5,57,874	43,76,767
	- Trade Payables	18	10,60,05,934	9,56,84,066
	- Other Financial Liabilities	19	40,79,020	65,35,355
(b)	Other Current Liabilities	20	13,82,196	13,24,219
(c)	Current Tax Liabilities			
	Total current liabilities		11,20,25,024	10,79,20,407
	Total liabilities		16,05,78,240	14,18,42,798
	Total equity and liabilities		35,32,23,414	33,35,13,279

The accompanying notes form an integral part of these financials statements

As per our report of even date
For SCAN & Co.
Chartered Accountants
FRN: 113954W
Sd/-
CA Aman Saluja
Partner

For and on behalf of Board of Directors of **KCL Infra Projects Limited**

Mohan Jhawar
(Managing Director)
(DIN 00495473)

Rahul Khande
(Director)
(DIN)



Membership No. 181347	Sunny Khande (Chief Financial Officer)
Place : Thane Date : June 30, 2021	

Statement of Profit and Loss for the year ended 31st March 2021

Particulars	Notes	For the year ended 31 March 2021	For the year ended 31 March 2020
Income			
Revenue from operations	21	4,41,12,904	14,06,75,674
Other income	22	70,45,442	91,37,913
Total income		5,11,58,346	14,98,13,587
Expenses			
Purchases & Direct Expenses	23	5,21,71,049	13,58,99,645
Changes in Inventories	24	(1,01,62,392)	(74,75,926)
Employee benefits expense	25	23,12,575	65,27,939
Finance costs	26	26,41,636	43,81,292
Depreciation and amortization expense	27	8,13,612	7,60,658
Other expenses	28	19,96,922	28,79,812
Total expenses		4,97,73,403	14,29,73,420
Profit/(loss) before exceptional items and tax		13,84,944	68,40,167
Exceptional items		-	-
Profit before tax		13,84,944	68,40,167
Tax expense:			
Current tax		3,60,085	17,78,443
Tax of earlier periods		-	18,374
Deferred tax		50,166	32,785
Income tax expense		4,10,251	18,29,602
Profit for the year		9,74,693	50,10,565
Other comprehensive income			
Items not to be reclassified to profit or loss in subsequent periods			
Re-measurement gains/ (losses) on defined benefit plans		-	-
Foreign exchange (loss)		-	-
Income tax related to item that will not be reclassified to profit and loss		-	-
Net other comprehensive (expense) not to be reclassified to profit or loss in subsequent periods		-	-
Items to be reclassified to profit or loss in subsequent periods		-	-
Other comprehensive income/ (expense) for the year		-	-
Total comprehensive income for the year		9,74,693	50,10,565
Earnings per equity share			
Basic and diluted earnings per equity shares	29	0.04	0.19

The accompanying notes form an integral part of these financials statements

As per our report of even date
For SCAN & Co.

Chartered Accountants
FRN: 113954W

Sd/-
CA Aman Saluja
Partner
Membership No. 181347

Place : Thane
Date : June 30, 2021

For and on behalf of Board of Directors of **KCL Infra Projects Limited**

Mohan Jhawar
(Managing Director)
(DIN 00495473)

Rahul Khande
(Director)
(DIN

Sunny Khande
(Chief Financial Officer)



KCL Infra Projects Limited
Cash flow statement for the year ended 31st March 2021

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Cash flow from Operating Activities:		
Profit before tax	13,84,944	68,40,167
Adjustments for :		
Depreciation and amortisation expense	8,13,612	7,60,658
Interest expense	26,41,636	43,81,292
Interest income	(64,58,095)	(91,37,913)
Loss on Sale of Assets	-	-
Operating profit before working capital changes	(16,17,903)	28,44,204
Adjustments for changes in working capital :		
Decrease/(Increase) in inventories	(1,01,62,392)	(74,75,926)
Decrease/ (Increase) in trade & other receivables	(2,61,20,261)	(6,73,89,845)
Increase / (Decrease) in trade payables & Current Liabilities	41,04,617	8,08,63,840
Cash flow from/ (used in) operations	(3,37,95,939)	88,42,273
Income taxes paid	(360085)	(1778443)
Net cash flow from/(used in) Operating Activities	(3,41,56,025)	70,63,830
Cash flow from Investing Activities:		
Purchase of fixed assets (including capital work-in-progress, capital advances and intangibles under development)	-	(46,22,372)
Sale of Fixed Assets		-
Sale of Investments		-
Net proceeds (to)/from financial asset	1,62,80,906	(79,60,161)
Net proceeds (to)/from Non-current Asset	-	3,55,822
Interest received	64,58,095	91,37,913
Net cash (used in)/flow from Investing Activities	2,27,39,001	(30,88,798)
Cash flow from Financing Activities:		
Proceeds from financial liabilities	1,46,30,825	(1,69,809)
Interest paid	(26,41,636)	(43,81,292)
Net cash (used in)/flow from Financing Activities:	1,19,89,189	(45,51,101)
Net increase in Cash and Cash Equivalents	5,72,165	(5,76,069)
Cash and cash equivalents at the beginning of the year	7,98,046	13,74,115
Cash and cash equivalents at the end of the year	13,70,211	7,98,047
Cash and cash equivalents comprises of:		
Balances with banks		
on current accounts	1,66,923	3,31,012
Cash in hand	12,03,289	4,67,034
	13,70,212	7,98,046

The accompanying notes form an integral part of these financials statements.

As per our report of even date.

For SCAN & Co.
Chartered Accountants
FRN: 113954W

Sd/-
CA Aman Saluja
Partner
Membership No: 181347

Place : Thane
Date : June 30,2021

For and on behalf of Board of Directors of
KCL Infra Projects Limited

Mohan Jhawar
(Managing Director)
(DIN 00495473)

Rahul Khande
(Director)
(DIN)

Sunny Khande
(Chief Financial Officer)



KCL INFRA PROJECTS LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

1. Corporate Information

KCL Infra Projects Limited ('the Company') is a Limited Company, domiciled in India under the provision of the Companies Act, 1956 having its registered office at B-3/204, Saket Complex Thane (West), Thane, Maharashtra 400601, India. The Company is engaged in the business of Construction & Infrastructure Activities. In addition to that company is also engaged in providing advisory services.

2. Significant Accounting Policies of Financial Statements

The significant accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated.

i. Statement of compliance

The financial statement have been prepared in accordance with Indian Accounting standards ('Ind AS') notified, under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standard) Amendment Rules 2016 and the relevant provisions of the Act.

ii. Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Functional and Presentation of Currency

These financial statements are presented in Indian rupees, which is the Company's functional currency.

iii. Use of Estimates, Judgments and Assumptions

In the preparation of the financial statements, the Company makes judgments, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

Key source of estimation of uncertainty at the date of the financial statements, which may cause material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment, useful lives of property and plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities, fair value measurements of financial instruments and retirement benefit obligations as discussed below.

Impairment

The Company estimates the value in use of the cash generating unit (CGU) based on future cash flows after considering current economic conditions and trends, estimated future operating results and growth rates and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The cash flows are discounted using a suitable discount rate in order to calculate the present value.



Useful lives of property, plant and equipment and intangible assets

The Company reviews the useful life of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation and amortization expense in future periods.

Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period.

Provisions and contingent liabilities

A provision is recognized when the Company has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements.

Fair value measurements of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including Discounted Cash Flow Model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair value. Judgements include considerations of inputs such as liquidity risks, credit risks and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Retirement benefit obligations

The Company's retirement benefit obligations are subject to number of judgments including discount rates, inflation and salary growth. Significant judgments are required when setting these criteria and a change in these assumptions would have a significant impact on the amount recorded in the Company's balance sheet and the statement of profit and loss. The Company sets these judgments based on previous experience and third party actuarial advice.

iv. Property, plant and equipment

An item of property, plant and equipment is recognized as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognized in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is de-recognized. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Property, plant and equipment is stated at cost or deemed cost applied on transition to Ind AS, less accumulated depreciation and impairment. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses (net of revenue) are capitalized. Borrowing costs incurred during the period of construction is capitalized as part of cost of qualifying asset.

The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item, and is recognized in the statement of profit and loss.

Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

Depreciation of Fixed Assets

Depreciation on property, plant and equipment is provided on Written down value method (WDV) as per the useful life of the assets in the manner as specified in Schedule II to the Companies Act, 2013. The estimated useful life of assets and estimated residual value is taken as prescribed under Schedule II to the Companies Act, 2013. Depreciation on additions during the year is provided on pro rata basis with reference to date of addition/installation. Depreciation on assets disposed/discarded is charged up to the date on which such asset is sold.



v. Investments in subsidiaries

Investments in subsidiaries are carried at cost/deemed cost applied on transition to Ind AS, less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of investment is assessed and an impairment provision is recognized, if required immediately to its recoverable amount. On disposal of such investments, difference between the net disposal proceeds and carrying amount is recognized in the statement of profit and loss.

vi. Revenue

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognized to the extent that it is probable that the economic benefit will flow to the company and the revenue can be measured reliably and there is no continuing effective control/managerial involvement in respect of the revenue activity as described below.

Sale of Services

Revenue from sale of services is recognized when agreed contractual task has been completed or services are rendered.

Interest and Dividend

Interest income is recognized on accrual basis using the effective interest method. Dividend income is recognized in profit or loss on the date on which the company's right to receive payment is established.

vii. Employee benefits

a) Defined benefit plans

The liability for gratuity a defined benefit plan is determined annually by a qualified actuary using the projected unit credit method.

The Company pays gratuity to the employees who have completed 5 Years of service with company at the time when the employee leaves the company as per the Payment of Gratuity Act, 1972.

Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in OCI. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

b) Defined contribution plans

The Company's payments to the defined contribution plans are recognized as expenses during the period in which the employees perform the services that payment covers. Defined contribution plan comprise of contribution to the employees' provident fund with government, Employees' State Insurance and Pension Scheme.

c) Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

d) Other Employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of obligation as at the Balance sheet date determined based on an actuarial valuation.



viii. Income Tax

Income tax expense comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

e) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if, the Company:

1. has a legally enforceable right to set off the recognized amounts; and
2. Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

f) Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with the asset will be realised. Deferred tax assets and liabilities are offset only if:

- a) The entity has a legally enforceable right to set off current tax assets against current tax liabilities;
- b) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

ix. Foreign currency transactions and translations

The financial statements of the Company are presented in Indian Rupees, which is the functional currency of the Company and the presentation currency for the financial statements.

Transactions in foreign currencies are translated into the respective functional currencies of the company at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Difference arising on settlement of monetary items are generally recognized in statement of profit and loss.

Non-monetary items that are measured based on historical cost in a foreign currency are not translated. Nonmonetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Exchange difference arising out of these transactions are generally recognized in statement of profit and loss.



x. Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for the intended use or sale.

Qualifying asset are the assets that necessarily takes a substantial period of time to get ready for its intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

Investment income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is recognized in the statement of profit and loss.

xi. Cash and Cash Equivalent

In cash flow statement, Cash and cash equivalent includes the cash and Cheques in hand, bank balances, demand deposits with bank and other short term, highly liquid investments with original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Bank overdraft is shown within borrowings in current liabilities in the balance sheet and forms part of financing activities in the cash flow statement. Book overdraft are shown within other financial liabilities in the balance sheet and forms part of operating activities in the cash flow statement.

xii. Cash Flow Statement

Cash flows are reported using indirect method, whereby profit/ (loss) before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flow. The cash flow from operating, investing and financing activities of the company is segregated based on the available information.

xiii. Earnings per Share

- i. Basic earnings per shares is arrived at based on net profit / (loss) after tax available to equity shareholders divided by Weighted average number of equity shares, adjusted for bonus elements in equity shares issued during the year (if any) and excluding treasury shares.
- ii. Diluted earnings per shares is calculated by dividing Profit attributable to equity holders after tax divided by Weighted average number of shares considered for basic earning per shares including potential dilutive equity shares.

xiv. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation and there is reliable estimate of the amount of obligation.

A disclosure for contingent liabilities is made where there is a possible obligation arising from past events, the existence of which will be confirmed only on the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arise from past events where it is not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

xv. Leases

As a Lessee

A lease is classified at the inception date as finance lease or an operating lease. Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of lease, whichever is lower. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the statement of profit and loss.

Other leases are treated as operating leases, with payments are recognized as expense in the statement of profit and loss on a straight line basis over the lease term



xvi. Impairment of Non-Financial Assets

The company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the company estimates the amount of impairment loss. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as cash generating unit. If any such indication exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in profit or loss and reflected in an allowance account. When the company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss.

xvii. Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognized in the statement of profit and loss.

Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, interest rate swaps and currency options; and embedded derivatives in the host contract.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

xviii. Financial assets

Classification

The Company shall classify financial assets and subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement

All financial assets are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset, in the case of financial assets not recorded at fair value through profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the company commits to purchase or sell the asset.

Measured at Amortized cost

A financial asset is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.



Measured at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial Asset at fair value through profit and loss (FVTPL)

FVTPL is a residual category for financial asset. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to classify a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily de-recognized (i.e. removed from the company's balance sheet) when:

- i) The rights to receive cash flows from the asset have expired, or
- ii) The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
- iii) When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.
- iv) Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, and bank balance.
- b) Trade receivables.



The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- i) Trade receivables which do not contain a significant financing component. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.
- ii) For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

xix. Financial liabilities

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or amortized costs.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The company's financial liabilities include trade and other payables, loans and borrowings, financial guarantee contracts and derivative financial instruments.

Financial liabilities at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. This gains/loss is not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

This category generally applies to interest-bearing loans and borrowings.

De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are



substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values, for financial instruments.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

A. Equity share capital (Note no. 13)

(Amount in ₹)		
Equity shares of ₹ 2/- each issued, subscribed and fully paid up	Number of shares	Amount
As at 31 March 2019	2,63,31,000	5,26,62,000
Issue/reduction, if any during the year	-	-
As at 31 March 2020	2,63,31,000	5,26,62,000
Issue/reduction, if any during the year	-	-
As at 31 March 2021	2,63,31,000	5,26,62,000

B. Other equity (Note 14)

Particulars	Retained earnings	General reserve	Securities Premium	Capital reserve	Other Comprehensive Income	Total
As on 31 March, 2019	1,87,92,917	10,00,000	10,11,77,000	1,30,28,000	-	13,39,97,917
Profit for the year	50,10,565	-	-	-	-	50,10,565
Movement for the year	-	-	-	-	-	-
As at 1st April 2020	2,38,03,481	10,00,000	10,11,77,000	1,30,28,000	-	13,90,08,481
Profit for the year	9,74,693	-	-	-	-	9,74,693
Movement for the year	-	-	-	-	-	-
As on 31 March, 2021	2,47,78,174	10,00,000	10,11,77,000	1,30,28,000	-	13,99,83,174

The accompanying notes form an integral part of these financials statements

As per our report of even date.

For SCAN & Co.
Chartered Accountants
FRN: 113954W

Sd/-
CA Aman Saluja

For and on behalf of Board of Directors of **KCL Infra Projects Limited**

Mohan Jhavar
(Managing Director)
(DIN 00495473)

Rahul Khande
(Director)
(DIN)



Partner
Membership No: 181347

Place : Thane
Date : June 30, 2021

Sunny Khande
(Chief Financial Officer)

Note 4 - Property, plant and equipment								(Amount in ₹)		
Particulars	Tangible Assets							Capital Work in Progress		
	Building	Plant and machinery	Furniture and fixtures	Office equipment	Computer	Vehicles	Total	Building	Plant and Machinery	Total
Deemed cost										
As at 31st March 2019	16,47,924	68,267	6,05,640	10,86,940	4,53,093	19,18,877	65,59,307	-	-	-
Additions	-	-	-	14,00,354	57,491	31,64,526	46,22,372	-	-	-
Deductions	-	-	-	-	-	-	-	-	-	-
Adjustments*	-	-	-	-	-	-	-	-	-	-
As at 31 March 2020	16,47,924	68,267	6,05,640	24,87,293	5,10,584	50,83,403	1,04,03,112	-	-	-
As at 1st April 2020	16,47,924	68,267	6,05,640	24,87,293	5,10,584	50,83,403	1,04,03,112	-	-	-
Additions	-	-	-	-	-	-	-	-	-	-
Deductions	-	-	-	-	-	-	-	-	-	-
Adjustments*	-	-	-	-	-	-	-	-	-	-
As at 31 March 2021	16,47,924	68,267	6,05,640	24,87,293	5,10,584	50,83,403	1,04,03,112	-	-	-
Accumulated depreciation										
As at 31st March 2019	88,184	60,982	2,21,576	7,22,929	3,89,429	14,63,079	23,30,634	-	-	-
Depreciation for the year	30,228	-	62,704	3,34,124	7,586	3,26,016	7,60,658	-	-	-
Deductions	-	-	-	-	-	-	-	-	-	-
Adjustments*	-	-	-	-	-	-	-	-	-	-
As at 31 March 2020	1,18,412	60,982	2,84,280	10,57,053	3,97,015	17,89,095	37,06,837	-	-	-
As at 1st April 2020	1,18,412	60,982	2,84,280	10,57,053	3,97,015	17,89,095	37,06,837	-	-	-
Depreciation for the year	30,228	-	65,132	3,24,264	-	3,93,988	8,13,612	-	-	-
Deductions	-	-	-	-	-	-	-	-	-	-
Adjustments*	-	-	-	-	-	-	-	-	-	-
As at 31 March 2021	1,48,640	60,982	3,49,412	13,81,317	3,97,015	21,83,083	45,20,449	-	-	-
As at 31 March 2021	14,99,284	7,285	2,56,228	11,05,977	1,13,569	29,00,320	5882663	-	-	-
As at 31 March 2020.	15,29,512	7,285	3,21,360	14,30,241	1,13,569	32,94,308	6696276	-	-	-
As at 31 March 2019	15,59,740	7,285	3,84,064	3,64,011	63,664	4,55,798	4228673	-	-	-



KCL INFRA PROJECTS LIMITED
Notes to financial statements for the year ended 31st March 2021

Sr No	Particulars		
5	Loans- Non-current (Unsecured and considered good)	As on 31 March, 2021	As on 31 March, 2020
	Other loans and advances	11,08,04,837	12,70,85,743
	Total	11,08,04,837	12,70,85,743
6	Other financial assets	As at 31 March, 2021	As at 31 March, 2020
	Security deposits	2,14,017	2,14,017
	Total	2,14,017	2,14,017
7	Deferred tax assets (net)		
	Deferred tax assets	As at 31 March, 2021	As at 31 March, 2020
	Depreciation and Amortisation Expenses	15,29,492	17,41,032
		15,29,492	17,41,032
	Deferred tax liabilities		
	Depreciation	15,37,231	17,98,936
	Other Timing Difference	-	-
		15,37,231	17,98,936
	Net deferred tax	7,738	57,904
	Total	7,738	57,904
8	Other Non-Current Assets (Unsecured and Considered Good)		
		As at 31 March, 2021	As at 31 March, 2020
	Advance given against property purchase	3,10,00,000	3,10,00,000
	Advance Income-Tax(Net of Provision)	-	-
	Total	3,10,00,000	3,10,00,000
9	Inventories	As at 31 March, 2021	31 March, 2020
	Stock in Trade*		
	Land & Building Including Development Cost	2,84,08,814	2,83,26,611
	Stock of Trading Goods	1,75,56,115	74,75,926
	Work-in-progress		
	Property & Flats under development	1,81,35,154	1,81,35,154
	Total	6,41,00,083	5,39,37,691
	* Valued at cost or net realizable value whichever is lower		
10	Trade receivables	As at 31 March 2021	As at 31 March 2020
	Unsecured		
	Considered Goods	13,49,15,046	11,31,66,003
	Considered Doubtful		-
		13,49,15,046	11,31,66,003
	Less: Provision for Doubt Full Debts		-
	Total	13,49,15,046	11,31,66,003
11	Cash and cash equivalents	As at 31 March 2021	As at 31 March 2020
	Cash on hand	12,03,289	4,67,034
	Balances with scheduled banks:		
	- In Current Accounts	1,66,923	3,31,012
	Total	13,70,212	7,98,046
12	Other Current assets	As at 31 March 2021	31 March 2020
	Prepaid Expenses	34,718	1,00,658
	Other Asset	93,873	96,373
	Balances with Statutory Authorities	44,07,351	41,382
	Advances for Expenses/Purchases	3,92,876	3,19,187
	Total	49,28,817	5,57,599



13	Share capital		
	A) Authorized, issued, subscribed and paid up share capital	As at 31 March 2021	As at 31 March 2020
	Authorized		
	2,75,00,000 equity shares of ₹2 each (31st March 2020, 2,75,00,000 equity shares)	5,50,00,000	5,50,00,000
	Total	5,50,00,000	5,50,00,000
	Issued, subscribed and fully paid up shares		
	2,63,31,000 equity shares of ₹ 2 each (31st March 2020, 2,63,31,000 equity shares)	5,26,62,000	5,26,62,000
	Total	5,26,62,000	5,26,62,000
Notes:			
(a)	Reconciliation of the number of the shares outstanding as the beginning and end of the year:		
	Particulars	As at 31 March 2021	As at 31 March 2020
	At the beginning of the year	5,26,62,000	5,26,62,000
	Movement during the year	-	-
	At the end of the year	5,26,62,000	5,26,62,000
(b)	Terms/rights attached to equity shares:		
The company has only one class of equity shares, having a par value of ₹ 2/- per share. Each shareholder is eligible to one vote per share.			
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company in proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts.			
(c)	Details of shareholder holding more than 5% shares in the Company		
	Equity shares of ₹ 2 each fully paid	As at 31st March 2021	As at 31st March 2020
	Mr. Mohan Jhawar	38,02,831	38,02,831
	Number of Shares% Holding	14.44%	14.44%
14	Other Equity	As at 31 March 2021	As at 31 March 2020
(i)	Retained earnings		
	Opening balance	2,38,03,481	1,87,92,917
	Add: Profits for the year	9,74,693	50,10,565
	Closing balance	2,47,78,174	2,38,03,481
(ii)	General reserves		
	Opening balance	10,00,000	10,00,000
	Movement for the year		
	Closing balance	10,00,000	10,00,000
(iii)	Capital reserve		
	Opening balance	1,30,28,000	1,30,28,000
	Less : Utilized During the Year		
	Closing balance	13028000	1,30,28,000
(iv)	Securities Premium		
	Opening balance	10,11,77,000	10,11,77,000
	Add/Less : Addition/Utilization During the Year		
	Closing balance	10,11,77,000	10,11,77,000
	Total	13,99,83,174	13,90,08,481
15	Borrowings	As at 31 March 2021	As at 31 March 2020
	Secured -At Amortised cost		
	Term Loans		
	- Axis Bank @	17,17,889	11,97,779
	- LIC Housing Finance Ltd. ^	3,49,55,728	2,98,32,533
	- BMW India Financial Services Pvt. Ltd#	22,79,574	20,52,096
		3,83,95,317	3,30,82,408

-Secured by hypothecation of a vehicle.



- I. The loan of ₹ 13.60 Lac repayable in 36 equal monthly instalments of ₹ 44,525/- commencing from 01-06-2018 in the month of April the company opted for moratorium of 5 months accordingly the tenure of loan changed. The last date of EMI will be 01-11-2021. The interest rate was 11.00 % p.a. and later it's been revised to 10.5%
- II. The loan of ₹ 8.30 Lac repayable in 90 equal monthly instalments of ₹ 13,566/- commencing from 10-09-2019 in the month of April the company opted for moratorium of 5 months accordingly the tenure of loan changed. The last date of EMI will be 10-02-2027. The interest rate is 9.5%.

Secured by hypothecation of Diesel Generator Set

The loan of ₹ 6.90 Lac repayable in 36 equal monthly instalments of ₹ 22,427/- commencing from 10-02-2020 in the month of April the company opted for moratorium of 5 months accordingly the tenure of loan changed. The last date of EMI will be 10-07-2023. The interest rate is 10.5%.

^ Secured by hypothecation of company's property and rent income through escrow account. The loan of ₹ 3.30 Crore repayable in 120 equal monthly instalments of ₹ 4,67,939/-commencing from 12-Dec-2016 to in the month of April the company opted for moratorium of 5 months after that the company also restructured the loan under which the institution has allowed 24 month moratorium accordingly the tenure of loan changed.. The interest rate was 11.60 % p.a. and later it's been revised to 12.45%

^ Secured by hypothecation of company's property and rent income through escrow account. The loan of ₹ 80 Lacs out of sanction amount of ₹ 96 Lacs, repayable in 120 equal monthly instalments of ₹ 1,08,154/-commencing from 13-Mar-2018 to in the month of April the company opted for moratorium of 5 months after that the company also restructured the loan under which the institution has allowed 24 month moratorium accordingly the tenure of loan changed.. The interest rate was 11.80 % p.a. and later it's been revised to 11.85%

secured with hypothecation of vehicle. The loan of 26.00 Lakhs repayable in 60 equal instalments of ₹ 53657/- commencing from 01st of Jan 2020 in the month of April the company opted for moratorium of 5 months accordingly the tenure of loan changed. The last date of EMI will be 01-06-2025. The interest rate 8.75%

16	Other Financial Liability	As at 31 March 2021	As at 31 March 2020
	Rent Deposit	1,01,57,899	8,39,983
		1,01,57,899	8,39,983
17	Borrowings	As at 31 March 2021	As at 31 March 2020
	Current Maturities of long term loans		
	-Axis Bank	95189	7,98,596
	-LIC Housing Finance Ltd	0	31,35,123
	BMW India Financial Services Private Limited	462685	4,43,047
		5,57,874	43,76,766
18	Trade payables	As at 31 March 2021	As at 31 March 2020
	Due to		
	micro enterprises and small enterprises*		
	other than micro enterprises and small enterprises	10,60,05,934	9,56,84,066
		10,60,05,934	9,56,84,066
* The Company has no dues to suppliers registered under micro, small and medium enterprises Development act, 2006 (MSMED ACT)			
19	Other financial liabilities	As at 31 March 2021	As at 31 March 2020
	Other Liabilities	40,79,020	44,42,780
	Cheque issued but not cleared	-	20,92,575
		40,79,020	65,35,355
20	Other Current Liabilities	As at 31 March 2021	As at 31 March 2020
	Statutory dues	11,55,715	12,13,681
	Provision	2,26,481	1,10,538
		13,82,196	13,24,219



21	Revenue from operations	For the year ended 31-Mar-21	For the year ended 31-Mar-20
	Revenue from sale of goods	3,84,61,365.03	5,05,82,365
	Other Revenue	56,51,539	9,00,93,310
		4,41,12,904	14,06,75,674
22	Other Income	For the year ended 31-Mar-21	For the year ended 31-Mar-20
	Interest income	64,58,095	91,37,913
	Return as no conference held	4,00,000	
	Rent expense waive off	39,000	
	Purchase return	78,079	
	Creditor balance waive off	67,568	
		70,45,442	91,37,913
		For the year ended 31-Mar-21	For the year ended 31-Mar-20
23	Purchase and Direct Expenses		
	Purchase and Development cost	5,20,44,674	12,90,35,487
	Other direct Expenses	1,26,375	68,64,158
		5,21,71,049	13,58,99,645
24		For the year ended 31-Mar-21	For the year ended 31-Mar-20
	Change In Inventory		
	Opening Inventories	5,39,37,691	4,64,61,765
	Closing Inventories	6,41,00,083	5,39,37,691
	Changes in inventories	(1,01,62,392)	(74,75,926)
25	Employee Benefits Expense		
	Salary	18,13,820	28,04,254
	Staff Welfare	18,755	3,685
	Directors Remuneration	-	37,20,000
		18,32,575	65,27,939
25.1	Details of Remuneration:		
	Managing Director		
	- Salary	-	32,40,000
	- Contribution to statutory funds		
	Director Cum Chief Financial Officer		
	- Salary	4,80,000	4,80,000
	- Contribution to statutory funds		
		4,80,000	37,20,000
		For the year ended 31-Mar-21	For the year ended 31-Mar-20
26	Finance Costs		
	Interest charged by		
	-Financial Institutions and banks	23,97,849	43,17,563
	-Others	-	352
	Others borrowing cost	2,43,787	63,377
		26,41,636	43,81,292
		For the year ended 31-Mar-21	For the year ended 31-Mar-20
27	Depreciation and Amortization Expenses		
	Depreciation of property, plant and equipment	8,13,612	7,60,658
	Amortization of intangible assets		



		8,13,612	7,60,658
28		For the year ended 31-Mar-21	For the year ended 31-Mar-20
	Other Expenses		
	Board Meeting & AGM Expenses	5,968	45,940
	Bad debts	1,35,000	(3,61,115)
	Brokerage	-	50,000
	Business Promotion	-	4,36,335
	Conveyance Expenses	48,696	1,09,362
	Digital Marketing Expense	1,441	23,161
	DG Set-Rent Expense	-	91,000
	Electricity and Water Expenses	2,72,619	86,050
	Insurance Charges	1,37,043	1,61,862
	Legal, Professional & Consultancy Charges	6,38,660	8,08,570
	Office Expenses	1,11,468	52,349
	Office Maintenance	-	1,93,567
	Postage, Telegram & telephone	20,406	1,09,080
	Printing & Stationery	26,023	22,964
	Rent, Rates & Taxes	47,981	5,66,547
	Repair & Maintenance	1,87,057	2,10,714
	Tour & Travelling Expenses	14,378	2,24,970
	Late Filing Charges	27,730	48,455
	Marketing Expenses	5,050	-
	Misc Expenses	6,316	-
	Municipal Tax	1,87,756	-
	Networking Expenses	4,000	-
	Project - Accommodation Expenses	10,018	-
	Uniform Expenses	16,311	-
		19,03,922	28,79,812
28.1	Details of Auditor's Remuneration	For the year ended 31-Mar-21	For the year ended 31-Mar-20
	Statutory & Tax Audit Fee	88,000	88,000
	Secretarial Audit Fees	5,000	-
		93,000	88,000
29	Earning Per Share (EPS)	For the year ended 31-Mar-21	For the year ended 31-Mar-20
	i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹)	9,74,693	50,10,565
	ii) Weighted Average number of equity shares used as denominator for calculating EPS	2,63,31,000	2,63,31,000
	iii) Basic and Diluted Earnings per share	0.04	0.19
	iii) Nominal value of an equity share	2.00	2.00

Independent Auditor's Review Report on Unaudited Quarterly and Nine Months ended Financial Results of the Company Pursuant to the Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To The Board of Directors of KCL Infra Project Limited

1. We have reviewed the accompanying Statement of Unaudited Financial Results of KCL Infra Project Limited for the Quarter and Nine Month ended December 31, 2021 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulations, 2015 as amended, including relevant circulars issued by the Securities and Exchange Board of India.
2. his Statement, which is responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related interim condensed financial statements which has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34), prescribed under the Section 133 of



the Companies Act 2013('the Act') and other accounting principles generally accepted in India and is in compliance with presentation and disclosure requirements of Regulation 33 of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015(as amended) including relevant circulars issued by the Securities and Exchange Board of India. Our responsibility is to issue a report on the Statement based on our review.

3. We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly we do not express an audit opinion.
4. We also performed procedures in accordance with the SEBI Circular CIR/CFD/CMD1/44/2019 DATED 29 March 2019 issued by SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended to the extent applicable.
5. Based on our review conducted and procedures performed as stated in paragraph 2 above nothing has come to our attention that causes us to believe that the accompanying statement has not been prepared in all material respects in accordance with the recognition and measurement laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended including the manner in which it is to be disclosed or that it contains any material misstatement.

For SCAN & Co
Chartered Accountants
(Firm Reg. No.113954W)

Place: Indore
Date: June 30, 2021
UDIN:22181347ABQXYF6648

CA Aman Saluja

Partner
M. No. 181347



ACCOUNTING RATIOS

The following tables present certain accounting and other ratios derived from the Audited Financial Information for the Financial Years ending March 31, 2021, and March 30, 2020. For further details please refer to the section titled '**Financial Statements**' beginning on page 64 of this Letter of Offer.

ACCOUNTING RATIOS

Particulars	Unaudited Limited Reviewed Financial Statements for quarter ending June 30, 2022	Based on Audited Financial Statements for the Financial Year ending	
		March 31, 2022	March 31, 2021
Basic earnings per Equity Share	Re.0.06/-	Re.0.18/-	Re.0.04/-
Diluted earnings per Equity Share	Re.0.06/-	Re.0.18/-	Re.0.04/-
Return on Net Worth (%)	0.84%	2.43%	0.51%
Net Asset Value per Equity Share	Rs.7.56/-	Rs.7.50/-	Re.7.32
EBITDA (₹)	Rs.36,01,042.00/-	Rs.1,42,73,124.00/-	Rs.48,40,192.00/-

#Please note that the Company does not prepare Balance sheet and Cash Flow statements for nine months ended December 31, 2021.

The formula used in the computation of the above ratios are as follows:

Particular	Computation of Formulas
Basic earnings per Equity Share	(Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders after exceptional item, as applicable) / (Weighted Average number of Equity Shares);
Diluted earnings per Equity Share	(Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders after exceptional item, as applicable) / (Weighted Average number of Equity Shares (including convertible securities));
Return on Net Worth (%)	(Profit for the Year as per Statement of Profit and Loss attributable to Equity Shareholders (prior to other comprehensive income))/ (Net worth at the end of the year);
Net Asset Value per Equity Share	(Net Worth)/ (Number of Equity Shares outstanding for the year);
EBITDA	Profit for the year before finance costs, tax, depreciation, amortization, and exceptional items as presented in the statement of profit and loss

Calculation of Return on Net Worth (%)

Particulars	Unaudited Limited Reviewed Financial Statements for quarter ending June 30, 2022	Based on Audited Financial Statements for the Financial Year ending	
		March 31, 2022	March 31, 2021
Profit for the Year as per Statement of Profit and Loss attributable to Equity Shareholders (A)	Rs.16,90,647.00/-	Rs.48,07,502.00/-	Rs.9,74,693.00/-
Net worth at the end of the year (B)	Rs.19,91,43,323.00/-	Rs.19,74,52,676.00/-	Rs.19,26,45,174.00/-
Return on Net Worth (%) [(A)/(B)]	0.84%	2.43%	0.51%

Calculation of Net asset value Equity Share

Particulars	Unaudited Limited Reviewed Financial Statements for quarter ending June 30, 2022	Based on Audited Financial Statements for the Financial Year ending	
		March 31, 2022	March 31, 2021
Net Worth (A)	Rs.19,91,43,323.00/-	Rs.19,74,52,676.00/-	Rs.19,26,45,174.00/-
Number of issued, subscribed and fully paid-up Equity Shares outstanding as at the year ended (Numbers) (B)	Rs.2,63,31,000.00/-	Rs.2,63,31,000.00/-	Rs.2,63,31,000.00/-
Net Asset Value per Equity Share (₹) [(A)/(B)]	Rs.7.56/-	Rs.7.50/-	Rs.7.32/-



Calculation of Net Worth

Particulars	Unaudited Limited Reviewed Financial Statements for quarter ending June 30, 2022	Based on Audited Financial Statements for the Financial Year ending	
		March 31, 2022	March 31, 2020
Equity Share capital (A)	Rs.5,26,62,000.00/-	Rs.5,26,62,000.00/-	Rs.5,26,62,000.00/-
Reserves and Surplus (B)	Rs.14,64,81,522.00/-	Rs.14,47,90,875.00/-	Rs.13,99,83,174.00/-
Net Worth (₹) [(A)/(B)]	Rs.19,91,43,323.00/-	Rs.19,74,52,676.00/-	Rs.19,26,45,174.00/-

Calculation of EBITDA

Particulars	Unaudited Limited Reviewed Financial Statements for quarter ending June 30, 2022	Based on Audited Financial Statements for the Financial Year ending	
		March 31, 2022	March 31, 2021
Net Profit/ (loss) after tax (₹) (A)	Rs.16,90,647.00/-	Rs.48,07,502.00/-	Rs.9,74,693.00/-
Income tax expenses (₹) (B)	Rs.5,71,816.00/-	Rs.16,94,879.00/-	Rs.4,10,251.00/-
Finance Cost (₹) (C)	Rs.11,39,799.00/-	Rs.69,71,815.00/-	Rs.26,41,636.00/-
Depreciation and amortisation expense (₹) (D)	Rs.1,98,780.00/-	Rs.7,98,928.00/-	Rs.8,13,612.00/-
EBITDA (₹) (A+B+C+D)	Rs.36,01,042.00/-	Rs.1,42,73,124.00/-	Rs.48,40,192.00/-



STOCK MARKET DATA FOR EQUITY SHARES OF OUR COMPANY

Our Company's Equity Shares are listed on BSE Limited, and the Right Shares issued pursuant to this Issue will be listed on the said stock exchange. For further details, please refer to the section titled '*Terms of the Issue*' on page 117 of this Letter of Offer.

Our Company shall receive an in-principle approval for listing of the Right Shares on the Stock Exchange to be issued pursuant to this Issue from BSE Limited bearing reference number 'DCS/RIGHT/KK/FIP/2200/2022-23' dated Wednesday, May 11, 2022. Our Company shall also make application to BSE Limited to obtain trading approval for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

For the purpose of this section, unless otherwise specified:

1. Year is a Financial Year;
2. Average price is the average of the daily closing prices of the Equity Shares for the year, or the month, as the case may be;
3. High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of the Equity Shares, as the case may be, for the year, or the month, as the case may be; and
4. In case of two days with the same high / low / closing price, the date with higher volume has been considered.

STOCK MARKET DATA OF THE EQUITY SHARES

The high, low, and average prices recorded on the BSE Limited, during the preceding 3 (Three) Financial Years and the number of the Equity Shares traded on the days of the high and low prices were recorded are as stated below:

Financial Year	Date of High	High	Volume on date of High (Number of Equity Shares)	Date of Low	Low	Volume on date of low (Number of Equity Shares)	Average price for the year (₹)
March 31, 2022	Monday, July 26, 2021	Rs.5.96/-	1,20,967	Thursday, April 15, 2021	Re.0.92/-	18,131	Rs.2.46/-
March 31, 2021	Monday, January 4, 2021	Rs.2.22/-	18,164	Friday, June 19, 2020	Re.0.61/-	8,091	Re.1.13/-
March 31, 2020	Monday, May 20, 2019	Re.0.90/-	1,493	Tuesday, March 17, 2020	Re.0.73/-	2,000	Re.0.83/-

Source: www.bseindia.com

The high, low, and average prices recorded on the BSE Limited, during the last 6 (Six) months and the number of the Equity Shares traded on the days of the high and low prices were recorded are as stated below:

Month in the Year 2022	Date of High	High	Volume on date of High (Number of Equity Shares)	Date of Low	Low	Volume on date of low (Number of Equity Shares)	Total number of days of trading	Average volume of Equity Shares traded
July	Friday, July 29, 2022	Rs.4.03/-	91,879	Tuesday, July 12, 2022	Rs.2.86/-	1,29,614	21	73883.76
June	Tuesday, June 14, 2022	Rs.3.37/-	5,83,235	Wednesday, June 01, 2022	Re.1.86/-	1,01,847	22	102818.10
May	Monday, May 02, 2022	Rs.2.60/-	36,047	Tuesday, May 31, 2022	Re.1.90/-	37,486	21	100670.14



Month in the Year 2022	Date of High	High	Volume on date of High (Number of Equity Shares)	Date of Low	Low	Volume on date of low (Number of Equity Shares)	Total number of days of trading	Average volume of Equity Shares traded
April	Tuesday, April 12, 2022	Rs.3.48/-	53,217	Friday, April 29, 2022	Rs.2.49/-	47,494	19	40,074.68
March	Thursday, March 31, 2022	Rs.3.08/-	95,266	Monday, March 14, 2022	Rs.1.61/-	33,326	21	32353.19
February	Thursday, February 17, 2022	Rs.2.91/-	504	Monday, February 28, 2022	Rs.2.39	10	5	204.80

Source: www.bseindia.com

The high, low, and average prices recorded on the BSE Limited, during the last 4 (Four) weeks and the number of the Equity Shares traded on the days of the high and low prices were recorded are as stated below:

Week ended on	High Price	Date of High	Low Price	Date of Low	Average Volume of Equity Shares Traded
Tuesday, August 16, 2022	Rs.2.97/-	Tuesday, August 16, 2022	Rs.2.69/-	Tuesday, August 16, 2022	10,04,397
Friday, August 12, 2022	Rs.2.83/-	Friday, August 12, 2022	Rs.2.13/-	Friday, August 05, 2022	25,383.75
Friday, July 29, 2022	Rs.4.03/-	Friday, July 29, 2022	Rs.3.32/-	Monday, July 25, 2022	70,953.20
Friday, July 22, 2022	Rs.3.44/-	Wednesday, July 20, 2022	Rs.3.02/-	Friday, July 22, 2022	59,194.20

Source: www.bseindia.com

The Issue Price of Rs.2.00/- (Rupees Two Only) per Right Share has been arrived at by our Company in consultation with the Lead Manager.



SECTION VIII – LEGAL AND OTHER INFORMATION

KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled **‘Government and Other Approvals’** beginning on page 109 of this Letter of Offer.*

The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local bye-laws. The following is an overview of the important laws, regulations and policies which are relevant to our business in India. Certain information detailed in this chapter has been obtained from publications available in the public domain. The description of law, regulations and policies set out below are not exhaustive, and are only intended to provide general information to bidders and is neither designed nor intended to be a substitute for professional legal advice.

*In addition to what has been specified in this Letter of Offer, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labor laws and other miscellaneous laws apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by legislative, regulatory, administrative, or judicial decisions. For details of government approvals obtained by us, please refer to the section titled **‘Government and Other Approvals’** beginning on page 109 of this Letter of Offer.*

Depending upon the nature of the activities undertaken by our Company the following are the various regulations are applicable to our company.

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the section titled **‘Government and Other Approvals’** beginning on page 109, of this Letter of Offer.

INDUSTRY SPECIFIC REGULATIONS

National Highways Act, 1956

The GoI is responsible for the development and maintenance of ‘National Highways’ under the National Highways Act (NH Act) and may delegate any function relating to development or maintenance of National Highways to the relevant state government in whose jurisdiction the National Highway falls, or to any officer or authority subordinate to the central or the concerned state government. The GoI may also enter into an agreement with any person in relation to the development and maintenance of the whole or any part of a National Highway. Such person would have the right to collect and retain fees at such rates as may be notified by the GoI and will also have the power to regulate and control the traffic for proper management of the highway in accordance with the provisions of the Motor Vehicles Act, 1988. Under NH Act, the GoI is vested with the power to declare a highway as a national highway and also to acquire land for this purpose. The GoI may, by notification, declare its intention to acquire any land when it is satisfied that for a public purpose such land is required to be acquired for the building, maintenance, management or operation of a national highway or part thereof. The NH Act prescribes the procedure for such land acquisition which among other things includes entering and inspecting such land, hearing of objections, declaration of acquisition and the mode of taking possession. The NH Act also provides for payment of compensation to owners and any other person whose right of enjoyment in that land has been affected

Central Road Fund Act, 2000

The Central Road Fund (‘CRF’) is a non-lapsable fund created under Central Road Fund Act 2000. It is procured out of the out of cess/tax imposed by the Union Government on the consumption of Petrol and Diesel. CRF should be used to develop and maintain National Highways, State roads (that have economic importance with inter-state connectivity), rural roads, railway under/over bridges etc, and national waterways (waterways from 2017 onwards only).



National Highways Authority of India Act, 1988

The National Highways Authority of India Act, 1988 (the NHAI Act) provides for the constitution of an authority for the development, maintenance and management of National Highways. Pursuant to the same, the National Highways Authority of India (NHAI), was constituted as an autonomous body in 1989 and operationalised in 1995. Under the NHAI Act, GoI carries out development and maintenance of the national highways system, through NHAI. The NHAI has the power to enter into and perform any contract necessary for the discharge of its functions under the NHAI Act. The NHAI Act prescribes a limit in relation to the value of the contracts that may be entered into by NHAI. However, the NHAI may enter into contracts exceeding the value so specified, on obtaining prior approval of the GoI.

Indian Tolls Act, 1851

Pursuant to the Indian Tolls Act, 1851, (the Tolls Act) the State Governments have been vested with the power to levy tolls at such rates as they deem fit, to be levied upon any road or bridge, made or repaired at the expense of the GoI or any State Government. The tolls levied under the Tolls Act, are deemed to be public revenue. The collection of tolls can be placed under any person as the state governments deem fit under the Tolls Act, and they are enjoined with the same responsibilities as if they were employed in the collection of land revenue. Further, all police officers are bound to assist the toll collectors in the implementation of the Tolls Act. The Tolls Act further gives power for recovery of toll and exempts certain category of people from payment of toll

National Building Code, 2016

The National Building Code of India, 2016 (NBC), comprehensive building Code, is a national instrument providing guidelines for regulating the building construction activities across the country. It serves as a Model Code for adoption by all agencies involved in building construction works be they Public Works Departments, other government construction departments, local bodies or private construction agencies. The Code mainly contains administrative regulations, development control rules and general building requirements, fire safety requirements, stipulations regarding materials, structural design and construction (including safety, building and plumbing services; approach to sustainability; and asset and facility management.

EMPLOYMENT AND LABOUR LAWS

The Code on Wages, 2019

The Code on Wages, 2019 (The 'Code') seeks to amend, consolidate and regulate the laws relating to wage and bonus payments in all employments and matters connected therewith or incidental thereto and aims at providing equal remuneration to employees performing work of a similar nature in every industry, trade, business or manufacture. The Code received the assent of the Lok Sabha on July 30, 2019 and of the Rajya Sabha on August 2, 2019. Subsequently, the Code received presidential assent on 8th August 2019, and was notified by the Ministry of Law and Justice, Government of India on the same date. The Code subsumes and repeals the provisions of four statutes -- the Payment of Wages Act, 1936 which ensures that payment of wages to employees are disbursed on time and no undue deductions are made, the Minimum Wages Act, 1948 which enables fixing of minimum rates of wages in certain employments, the Payment of Bonus Act, 1965 which provides for payment of bonus to persons employed in certain establishments on the basis of profit or productivity, and the Equal Remuneration Act, 1976 which aims to mandate equal remuneration to prevent gender discrimination in employment matters. Further, the Ministry of Labour and Employment has also notified the Draft Code on Wages (Central) Rules, 2020 under the Code. The Code on Wages shall come into force on such date as may be prescribed by the Central Government by way of a notification of the Official Gazette. The Code in its entirety is yet to be notified; however, certain provisions pertaining to the composition and duties of the Central Advisory Board as encompassed in Section 42, Section 130 67 and Section 69 of the Code have been brought into force by the Ministry of Labour and Employment vide Notification dated December 18, 2020.

Note: Currently the Company has less than 20 Employees.

Employees' Provident Fund and Miscellaneous Provisions Act, 1952 (hereinafter referred to as the 'EPF Act') and the Employees Provident Fund Scheme, 1952.

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act frames Employees Provident Scheme, 1952.

Note: Currently the Company has less than 20 Employees.



Employees Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under Section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as 'Deposit-Linked Insurance Fund Account.'

The Employees' Pension Scheme, 1995

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

Employee's Compensation Act, 1923

It is common knowledge that many of the tasks for which labourers or workmen are employed involve great physical hardships, risks of loss or injury to the employees which may even result in death. This Act assures that the employee or his dependents are to be compensated for injury or death caused to him during his employment. The Employee's Compensation (Amendment) Act, 2017 (hereinafter referred to as 'the amendment') received the President's assent in 12th April 2017.

Payment of Gratuity Act, 1972

Under the Payment of Gratuity Act, 1972, an employee in a factory or any other establishment in which 20 or more than 20 persons are employed on any day during an accounting year who is in continuous service for a period of five years notwithstanding that his service has been interrupted during that period by sickness, accident, leave, absence without leave, lay-off, strike, lock-out or cessation of work not due to the fault of the employee is eligible for gratuity upon his retirement, superannuation, death or disablement.

Building and other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996

Building and Construction Workers Act (Regulation of Employment and Conditions of Service) Act, 1996 is an act to regulate the employment and conditions of service of building and other construction workers and to provide for their safety, health and welfare measures and for other matters connected therewith or incidental thereto.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an 'Internal Complaints Committee' and every officer and member of the Company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working



environment at workplace which shall include safety from the persons coming into contact at the workplace, organizing awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

TAX RELATED LEGISLATIONS

Goods and Service Tax (hereinafter referred to as the ‘GST’)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act, 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise– goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

INTELLECTUAL PROPERTY LEGISLATIONS

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, and rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999 (hereinafter referred to as the ‘TM Act’)

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

ENVIRONMENTAL REGULATIONS

The Environment Protection Act, 1986

The purpose of the Environment Protection Act (‘Environment Protection Act’) is to act as an ‘umbrella’ legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to (a) prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.



The Public Liability Insurance Act, 1991 ('Public Liability Act')

The Public Liability Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. The occupier is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste.

Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 as amended ('Hazardous Wastes Rules')

The Hazardous Wastes Rules impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such wastes in a registered recycler or to dispose of such hazardous wastes in an authorized disposal facility. Every person engaged, inter alia, in the generation, processing, treatment, package, storage and destruction of hazardous waste is required to obtain an authorization from the relevant state pollution control board for collecting, recycling, reprocessing, disposing, storing and treating the hazardous waste. The Environmental Impact Assessment Notification dated September 14, 2006 read with notifications dated October 11, 2007, December 1, 2009, April 4, 2011 and January 25, 2012, issued under the Environment Protection Act and the Environment (Protection) Rules, 1986, requires prior environmental clearance of the Ministry.

Noise Pollution (Regulation & Control) Rules 2000 ('Noise Regulation Rules')

Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for noncompliance with the Noise Regulation Rules shall be under the Provisions of the Environment (Protection) Act, 1986.

Water (Prevention and Control of Pollution) Act, 1974

The Water Act was enacted in 1974 in order to provide for the prevention and control of water pollution by factories and manufacturing industries and for maintaining or restoring the wholesomeness of water. In respect to an Industrial Undertaking it applies to the (i) Occupier (the owner and management of the undertaking) (ii) Outlet (iii) Pollution and (iv) Trade effluents. The Act requires that approvals be obtained from the corresponding Pollution Control Boards in the state.

Water (Prevention and Control of Pollution) Cess Act, 1971

The Water (Prevention and Control of Pollution) Cess Act, 1971 provides for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities, with a view to augment the resources of the Central Board and the State Boards for the prevention and control of water pollution constituted under the Water (Prevention and Control of Pollution) Act, 1974.

Air (Prevention and Control of Pollution) Act, 1981, as amended (the 'Air Act')

With a view to ensuring that the standards for emission of air pollutants are complied with, the State Government shall, in consultation with the State Board, give such instructions as may be deemed necessary to the concerned authority and such authority shall, notwithstanding anything contained in that Act or the rules made thereunder be bound to comply with such instructions.

Explosives Rules, 2008

With an overall objective of ensuring safety and security of public and property from fire and explosion, the Petroleum and Explosives Safety Organisation as a statutory authority is entrusted with the administration of Explosives Act, 1884 and the subsequent rules namely Explosives Rules, 2008 ('Rules'). The major work under the Rules relates to grant of approval, licences for manufacture of explosives, authorization of explosives, storage of explosives, import/export of explosives, transport of explosives by road and packaging for explosives etc. prescribing safe procedures and methods for manufacture of various types of explosives including the tools, equipments and machineries. The Organisation also carries out investigation of accidents involving explosives and destruction of unserviceable/seized explosives in the interest of public safety and security. The Organisation carries out inspection and audit of the new premises for verification/endorsement at the time of grant of licences/approvals and also periodic inspections of the licensed/approved premises.



Forest Conservation Act, 1980

The Forest Conservation Act, 1980 is an act to provide for the conservation of forests and for matters connected therewith or ancillary or incidental thereto was enacted to help conserve the country's forests. It strictly restricts and regulates de-reservation of forests or use of forest land for non-forest purposes without the prior approval of Central Government. This Act lays down the pre-requisite for the diversion for forest land for non-forest purposes.

Wildlife Protection Act, 1972

The Wildlife Protection Act, 1972 is an Act of the Parliament of India enacted for protection of plants and animal species. Before 1972, India only had five designated national parks. Among other reforms, the Act established schedules of protected plant and animal species; hunting or harvesting these species was largely outlawed. The Act provides for the protection of wild animals, birds and plants and for matters connected therewith or ancillary or incidental thereto. It extends to the whole of India, except the State of Jammu and Kashmir which has its own wildlife act. It has six schedules which give varying degrees of protection.

FOREIGN INVESTMENT LAWS

Foreign investment in India is governed by the provisions of FEMA along with the rules, regulations and notifications made by RBI thereunder, and the Consolidated FDI Policy (hereinafter referred to as the '**Consolidated FDI Policy**') issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (hereinafter referred to as the '**DIPP**') from time to time. Under the current FDI Policy (effective August 28, 2017) 100% foreign direct investment is permitted in IT/ITES sector, under the automatic route.

In terms of applicable regulations notified under FEMA and the SEBI (Foreign Portfolio Investors) Regulations, 2014 ((hereinafter referred to as the '**SEBI (FPI) Regulations**'), investments by Foreign Portfolio Investors ('**FPIs**') in the capital of an Indian Company under the SEBI (FPI) Regulations are subject to certain limits individual holding limits of 10% of the capital of the Company per FPI and the aggregate holding limit of 24% of the capital of the company. However, the aggregate limit for FPI investment in a Company can be increased up to the applicable sectoral cap by passing a resolution of the company's board of directors, followed by a special resolution by the shareholders and prior intimation to the RBI.

OTHER LAWS

Shops and establishments laws in various states

Under the provisions of local Shops and Establishments laws applicable in various states, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

Municipality Laws

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Police Laws

The State Legislatures in India are empowered to enact laws in relation to public order and police under Entries 1 and 2 of the State List (List II) to the Constitution of India. Pursuant to the same the respective States of India have enacted laws regulating the same including registering eating houses and obtaining a 'no objection certificate' for operating such eating houses with the police station located in that particular area, along with prescribing penalties for non-compliance.



The Indian Contract Act, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

Transfer of Property Act, 1882

The transfer of property is governed by the Transfer of Property Act, 1882 ('T.P. Act'). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

Registration Act, 1908

The Registration Act, 1908 (hereinafter referred to as '**Registration Act**') has been enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. Section 18 of the Registration Act provides for non-compulsory registration of documents as enumerated in the provision.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881 and Consumer Protection Act 1986 are also applicable to the company.



OUTSTANDING LITIGATIONS, DEFAULTS AND MATERIAL DEVELOPMENTS

Except as disclosed below, there are no outstanding litigations involving our Company and our Subsidiaries/associates whose financial statements are included in the Letter of Offer, either separately or in a consolidated form including, suits, criminal or civil proceedings and taxation related proceedings that would have a material adverse effect on our operations, financial position, or future revenues. In this regard, please note the following:

- In determining whether any outstanding litigation against our Company, other than litigation involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings relating to economic offences against our Company, would have a material adverse effect on our operations or financial position or impact our future revenues, we have considered all pending litigations involving our Company, other than criminal proceedings, statutory or regulatory actions, as 'material';
- For the purpose of determining materiality, the threshold shall be determined by the issuer as per requirements under the SEBI (LODR) Regulations;

Unless stated to the contrary, the information provided below is as of the date of this Letter of Offer.

CONTINGENT LIABILITIES OF OUR COMPANY

The contingent liabilities of our Company amount to ₹1,48,973, as per the Audited Financials for the Financial Year ending 2020-2021

LITIGATION INVOLVING OUR COMPANY

1) Litigation Involving Actions by Statutory/Regulatory Authorities

As on date of this Letter of Offer, there are no actions by statutory / regulatory authorities against our Company

2) Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

Financial year	Case number	Amount (₹)
2014-2015 (VAT)	CS0000000567630	1,65,524.00/-
Total		1,65,524.00/-

(ii) Indirect Taxes Liabilities

As on date of this Letter of Offer, there are no indirect tax liabilities against our Company.

3) Proceedings involving issues of moral turpitude or criminal liability on the part of our Company

As on date of this Letter of Offer, there are no issues of moral turpitude or criminal liability on the part of our Company.

4) Proceedings involving Material Violations of Statutory Regulations by our Company

As on date of this Letter of Offer, there are proceedings involving Material Violations of Statutory Regulations by our Company.

5) Matters involving economic offences where proceedings have been initiated against our Company

As on date of this Letter of Offer, there are no matters involving economic offences where proceedings have been initiated against our Company;

6) Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company

As on date of this Letter of Offer, there are no proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company;



LITIGATION INVOLVING OUR DIRECTORS, PROMOTERS AND PROMOTER GROUP

Litigation Involving Actions by Statutory/Regulatory Authorities

As on date of this Letter of Offer, there are no subsisting litigations involving actions by statutory/ regulatory authorities filed by or against our directors, promoters, and promoter group;

LITIGATION INVOLVING OUR SUBSIDIARY

Litigation involving our Subsidiary

As on date of this Letter of Offer, there are no subsisting litigations filed by or against our Subsidiary;

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoter or any of our Directors are or have been categorized as a willful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI.

DETAILS OF MATERIAL DEVELOPMENTS AFTER THE DATE OF LAST BALANCE SHEET FOR THE FINANCIAL YEAR ENDING MARCH 31, 2023

Except as mentioned in this Letter of Offer, no material circumstances have arisen since the date of last financial statement until the date of filing the Letter of Offer, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months to our knowledge.



GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions, and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake this Issue and our current business activities and no further major approvals from any governmental/regulatory authority, or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made, or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

APPROVALS FOR THE ISSUE

The following approvals have been obtained or will be obtained in connection with the Issue:

- a. The Board of Directors have, pursuant to Section 62(1)(a) of the Companies Act, 2013, by a resolution passed at its meeting held on March 07, 2022, authorized the Issue;
- b. In-principle approval bearing reference number 'DCS/RIGHT/KK/FIP/2200/2022-23' dated Wednesday, May 11, 2022 from the BSE Limited to use the name of BSE Limited for listing of the Equity Shares issued by our Company pursuant to the Issue;
- c. The ISIN of the Company is INE469F01026;
- d. The Board of Directors vide board resolution dated Friday, July 22, 2022, has resolved to issue Rights Shares of up to 23,69,79,000 (Twenty-Three Crores Sixty-Nine Lakhs Seventy-Nine Thousand) partly paid-up Equity Shares of our Company for cash at a price of Rs.2.00/- (Rupees Two Only) per Right Shares aggregating up to Rs.47,39,58,000.00/- (Rupees Forty-Seven Crores Thirty-Nine Lakhs Fifty-Eight Thousand Only) on a rights basis to the Eligible Shareholders of our Company in the ratio of 9 (Nine) Right Shares for every 1 (One) Equity Share held by the Eligible Shareholders of our Company on Friday, August 05, 2022, being the Record Date. On Application, Investors will have to pay Re.0.50/- (Fifty Paise Only) per Rights Share which constitutes 25.00% (Twenty-Five Percent) of the Issue Price and the balance Re.1.50/- (One Rupee and Fifty Paise Only) per Rights Share which constitutes 75.00% (Seventy-Five percent) of the Issue Price, will have to be paid, on one or more subsequent Call(s), as determined by the Board of Directors at its sole discretion, from time to time. The Company's current expectation is to do the remaining calls within an overall time horizon of 6 (Six) months.
- e. The Board of Directors vide board resolution dated Wednesday, August 17, 2022, has approved the Letter of Offer and other Offer Documents for the purpose of this Issue.

OFFICES

Registered Office: B-3, 204, Saket Complex, Thane (West) - 400601, Maharashtra, India

Corporate Office: KCL Business Park, 3rd Floor, Plot No. 46 - 47, PU-4 Commercial Behind C-21 Mall, A.B. Road Indore-452010, Madhya Pradesh

APPROVALS PERTAINING TO INCORPORATION OF OUR COMPANY

Sr. No.	Description	Registrar	Registration Number/ CIN	Date of Certificate	Date of Expiry
a.	Kadamb Constructions Private Limited	Registrar of Companies, Rajasthan, Jaipur	017010435	July 21, 1995	Valid until Cancelled
b.	Kadamb Constructions Limited	Registrar of Companies, Rajasthan, Jaipur	017010435	September 26, 1995	Valid until Cancelled
c.	KCL Infra Projects Limited	Registrar of Companies, Maharashtra, Mumbai	L45201MH1995PLC167630	November 10, 2009	Valid until Cancelled

**Approvals/registration valid**

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
a.	Shops and Establishment Registration Certificate	Madhya Pradesh Shop and Establishment Act 1958	C/994865	February 06, 2019	December 31, 2023
b.	Public Works Department Registration Certificate	Public Works Department, Bhopal	EC170013152	February 02, 2017	February 01, 2027
c.	Certificate of Importer Exporter Code (IEC)	Ministry of Commerce & Industry, Department of Commerce	0316951927	September 30, 2016	NA
d.	Udyog Aadhaar Registration Certificate	Ministry of Micro, Small & Medium Enterprises	MP23F0035170	February 08, 2019	NA
e.	Letter of Registration	SMART (Skill management & Accreditation of training centres)	LR00008675	February 27, 2019	NA

TAX RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
a)	Permanent Account Number	Income Tax Department	AAACK7035D	July 21, 1995	Valid until cancelled
b)	Tax Deduction Account Number	Income Tax Department	JPRK00473E	Not traceable	Valid until cancelled
c)	GST Registration for Registered Office	Government of India	27AAACK7035Q2Z1	June 03, 2020	Valid until cancelled
d)	GST Registration for Corporate Office	Government of India	23AAACK7035Q1ZA	July 18, 2018	Valid until cancelled

INTELLECTUAL PROPERTY RIGHTS

An application no. 6516901 dated November 30, 2021 has been made with the Trademark Authority for registering the logo of the Company.



OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

This Issue of Equity Shares to the Eligible Shareholders is being made in accordance with the:

1. Resolution passed by our Board of Directors under clause (a) of Sub-Section (1) of Section 62 and other provisions of the Companies Act, at their meeting conducted on March 07, 2022.
2. The Board of Directors of our Company in their meeting conducted on Friday, July 22, 2022 approved this Issue inter-alia on the following terms:

Issue Size	Rs.47,39,58,000.00/- (Rupees Forty-Seven Crores Thirty-Nine Lakhs Fifty-Eight Thousand Only);
Issue Price	Rs.2.00/- (Rupees Two Only) per Right Share issued in 1 (One) Rights Entitlement being at par with the existing face value of Equity Shares; On Application, Investors will have to pay Re.0.50/- (Fifty Paise Only) per Rights Share which constitutes 25.00% (Twenty-Five Percent) of the Issue Price and the balance Re.1.50/- (One Rupee and Fifty Paise Only) per Rights Share which constitutes 75.00% (Seventy-Five Percent) of the Issue Price, will have to be paid, on one or more subsequent Call(s), as determined by the Board of Directors at its sole discretion, from time to time;
Issue Entitlement Ratio	9 (Nine) Right Shares for every 1 (One) Equity Share held by Eligible Shareholders of our Company as on Record Date;
Record Date	Friday, August 05, 2022;

3. The Draft Letter of Offer has been approved at Committee meeting of the Board of Directors on Thursday, March 17, 2022;
4. Receipt of in-principle approval from BSE Limited in accordance with Regulation 28 (1) of SEBI (LODR) Regulations for listing of the Right Shares proposed to be allotted pursuant Issue vide letter bearing reference number 'DCS/RIGHT/KK/FIP/2200/2022-23' dated Wednesday, May 11, 2022. Our Company will also make application to BSE Limited to obtain their trading approvals for the Rights Entitlements as required under the ASBA Circular;
5. Our Company has been allotted the ISIN 'INE469F20018' for the Rights Entitlements to be credited to the respective demat accounts of the Eligible Shareholders of our Company;
6. The Issue Price has been determined at in consultation with the Lead Manager to the Issue, and the same has been approved vide board resolution dated Friday, July 22, 2022;
7. This Letter of Offer has been approved vide board resolution dated Wednesday, August 17, 2022.

PROHIBITION BY SEBI OR RBI OR OTHER GOVERNMENTAL AUTHORITIES

1. Our Company, the Promoters and members of the Promoter Group, and the Directors of our Company have not been prohibited or debarred from accessing or operating in the capital markets, or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.
2. The companies with which our Directors or the persons in control of our Company are or were associated as promoter, directors or persons in control have not been debarred from accessing the capital market under any order or direction passed by SEBI or any other regulatory or governmental authority.
3. Our Company, the Promoters and members of the Promoter Group, and the Directors of our Company have not been identified as Wilful Defaulters by the RBI;
4. None of our Directors are associated with the securities market in any manner;
5. Our Company, the Promoters and members of the Promoter Group, and the Directors of our Company have not been declared as fugitive economic offenders;
6. None of our Directors currently holds nor have held directorship(s) in the last five years in a listed Company whose shares have been or were suspended from trading on any stock exchange or in a listed Company which has been / was delisted from any stock exchange;



7. There are no proceedings initiated by SEBI, Stock Exchange, or RoC, etc., against our Company, Directors, Group Companies;

ELIGIBILITY FOR THE ISSUE

1. Our Company is a listed company incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the BSE Limited. Our Company is eligible to offer and issue Right Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI (ICDR) Regulations;
2. Our Company is undertaking this Right Issue in compliance with Part B of Schedule VI of the SEBI (ICDR) Regulations. Our Company undertakes to make an application to BSE Limited for listing of the Right Shares to be issued pursuant to this Issue.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

1. The present Issue being of less than ₹5,000 Lakhs, our Company is in compliance with first proviso to Regulation 3 of the SEBI (ICDR) Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI (ICDR) Regulations with SEBI for information and dissemination on the website of SEBI, i.e. www.sebi.gov.in;
2. Our Company is in compliance with requirements of Regulation 61 and Regulation 62 of the SEBI (ICDR) Regulations to the extent applicable;
3. Further, in relation to compliance Regulation 62 (1) (a) of the SEBI (ICDR) Regulations, our Company undertakes to make an application to BSE Limited for listing of the Right Shares to be issued pursuant to this Issue;

COMPLIANCE WITH CLAUSE (1) OF PART B OF SCHEDULE VI OF SEBI (ICDR) REGULATIONS

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI (ICDR) Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the Listing Agreement or the SEBI (LODR) Regulations, as applicable for the last one year immediately preceding the date of filing of the Letter of Offer with the SEBI and until date;
2. The reports, statements and information referred to above in clause (1) are available on the website of BSE Limited;
3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board our Directors as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI (ICDR) Regulations, disclosures in this Letter of Offer have been made in terms of Clause (4) of Part B of Schedule VI of SEBI (ICDR) Regulations.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company is in compliance with the provisions of the Companies (Significant Beneficial Ownership) Rules, 2018.

CAUTION

Our Company shall make all the relevant information available to the Eligible Shareholders in accordance with the SEBI (ICDR) Regulations and no selective or additional information would be available for a section of the Eligible Shareholders in any manner whatsoever, including at presentations, in research or sales reports, etc., after filing this Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorized information or representations. This Letter of Offer is an offer to sell only the Right Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Letter of Offer is current only as at its date of this Letter of Offer.

DISCLAIMER WITH RESPECT TO JURISDICTION

This Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Mumbai, India only.



DISCLAIMER CLAUSE OF SEBI

The Letter of Offer has not been filed with SEBI in terms of SEBI (ICDR) Regulations as the size of issue is up to Rs.5,000.00 Lakhs.

As required, a copy of the Letter of Offer will be submitted to SEBI.

DISCLAIMER CLAUSES FROM OUR COMPANY

Our Company accept no responsibility for the statements made otherwise than in this Letter of Offer or in any advertisement or other materials issued by us or by any other persons at our instance and anyone placing reliance on any other source of information would be doing so at his/ her own risk.

Investors who invest in this Issue will be deemed to have represented by our Company and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and are relying on independent advice / evaluation as to their ability and quantum of investment in this Issue.

DESIGNATED STOCK EXCHANGE

The Designated Stock Exchange for the purpose of this Issue will be BSE Limited.

DISCLAIMER CLAUSE OF BSE LIMITED

As required, a copy of this Letter of Offer has been submitted to the BSE Limited.

“BSE Limited has given its approval vide its letter bearing reference number ‘DCS/RIGHT/KK/FIP/2200/2022-23’ dated Wednesday, May 11, 2022, to use its name in this Letter of Offer as the stock exchange on which this Company’s securities are proposed to be listed. The BSE Limited has scrutinized this Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company.

Further, BSE Limited does not in any manner:

1. Warrant, certify or endorse the correctness or completeness of any of the contents of this Letter of Offer; or
2. Warrant that our Company’s Equity Shares will be listed or will continue to be listed on BSE Limited; or
3. Take any responsibility for the financial or other soundness of our Company, its promoters, its management or any scheme or project of our Company;

And it should not for any reason be deemed or construed that this Letter of Offer has been cleared or approved by the BSE Limited.

Every Investor who desires to apply for or otherwise acquires any Equity Shares of our Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE Limited whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

FILING

The Letter of Offer has not been filed with the SEBI for its observations as the size of the issue is up to ₹5,000.00 Lakhs which does not require issuer to file Letter of Offer with SEBI. The Company has filed Letter of Offer with the Stock Exchange for obtaining in-principle approval.



SELLING RESTRICTIONS

The distribution of this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, Application Form, and the issue of Right Shares, to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, Abridged Letter of Offer, Entitlement Letter, or Application Form may come are required to inform themselves about and observe such restrictions.

We are making this Issue of Equity Shares on a rights basis to the Eligible Shareholders and will send/ dispatch the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, and Application Form only to email addresses of such Eligible Shareholders who have provided an Indian address to our Company. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to e-mail the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, and Application Form, shall not be sent the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, and Application Form. Further, the Letter of Offer will be provided, primarily through e-mail, by the Registrar on behalf of our Company or the Lead Manager to the Eligible Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Manager, and the BSE Limited. Accordingly, our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, and the Application Form.

No action has been or will be taken to permit this Issue in any jurisdiction or the possession, circulation, or distribution of this Letter of Offer, Abridged Letter of Offer, and Application Form or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction where action would be required for that purpose.

Accordingly, the Rights Entitlements or Right Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, under those circumstances, this Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form must be treated as sent for information only and should not be copied, redistributed or acted upon for subscription to Right Shares or the purchase of Rights Entitlements. Accordingly, persons receiving a copy of this Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form should not, in connection with the issue of the Rights Entitlements or Right Shares, distribute or send such document in, into the United States or any other jurisdiction where to do so would, or might contravene local securities laws or regulations or would subject the Company, Lead Manager or their respective affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, Abridged Letter of Offer, Entitlement Letter and/or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Entitlement or Right Shares referred to in this Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form. Envelopes containing an Application Form should not be dispatched from any jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Right Shares in this Issue must provide an Indian address.

No information in this Letter of Offer should be considered to be business, financial, legal, tax or investment advice.

Any person who makes an application to acquire Rights Entitlement and the Right Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlement and the Right Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction, without requirement for our Company, the Lead Manager or their respective affiliates to make any filing or registration (other than in India).

Neither the delivery of the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form nor any sale or offer hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer or date of such information.

The contents of this Letter of Offer and Abridged Letter of Offer should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of buying or selling of Right Shares or Rights Entitlements. As a result, each Investor should consult its own counsel, business advisor, and tax advisor as to the legal, business, tax, and related matters concerning the offer of Right Shares or Rights Entitlements. In addition, neither our Company nor the Lead Manager nor any of their respective affiliates are making any representation to any offeree or purchaser of the Right Shares or the Rights Entitlements regarding the legality of an investment in the Right Shares or the Rights Entitlements by such offeree or purchaser under any applicable laws or regulations.



NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Right Shares have not been and will not be registered under the United States Securities Act, 1933, as amended, or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof or to, or for the account or benefit of, 'U.S. persons' (as defined in Regulation S under the Securities Act, except in a transaction exempt from the registration requirements of the Securities Act. The Rights Entitlements and Right Shares referred to in this Letter of Offer are being offered in India and in jurisdictions where such offer and sale of the Right Shares and/ or Rights Entitlements are permitted under laws of such jurisdictions, but not in the United States. The offering to which this Letter of Offer, and Abridged Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any securities or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights.

Accordingly, this Letter of Offer, the Abridged Letter of Offer, Entitlement Letter, and Application Form should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe, is in the United States when the buy order is made. No payments for subscribing for the Right Shares shall be made from US bank accounts and all persons subscribing for the Right Shares and wishing to hold such Right Shares in registered form must provide an address for registration of the Right Shares in India.

We, the Registrar, the Lead Manager or any other person acting on behalf of us, reserve the right to treat as invalid any Application Form which:

- a. **Does not include the certification set out in the Application Form to the effect that the subscriber does not have a registered address (and is not otherwise located) in the United States and is authorized to acquire the Rights Entitlements and the Right Shares in compliance with all applicable laws and regulations;**
- b. **Appears to us or its agents to have been executed in, electronically transmitted from or dispatched from the United States;**
- c. **Where a registered Indian address is not provided;**
- d. **Where we believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements;**

And we shall not be bound to allot or issue any Right Shares in respect of any such Application Form.

The Rights Entitlements may not be transferred or sold to any person in the United States.

INVESTOR GRIEVANCES AND REDRESSAL SYSTEM

1. Mechanism for Redressal of Investor Grievances

Our Company has made adequate arrangements for redressal of investor complaints in compliance with the corporate governance requirements under the SEBI (LODR) Regulations as well as a well-arranged correspondence system developed for letters of routine nature. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular bearing reference number 'CIR/OIAE/2/2011 dated June 3, 2011'. Consequently, investor grievances are also tracked online by our Company through the SCORES mechanism.

Our Company has a Stakeholders Relationship Committee comprising of 4 (Four), members of the said committee, which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of shareholders in relation to transfer of shares and effective exercise of voting rights. All investor grievances received by us have been handled by the Company Secretary and Compliance Officer.

The Investor complaints received by our Company are generally disposed of within 15 (Fifteen) days from the date of receipt of the complaint.

The average time taken by the Registrar to the Issue, **Adroit Corporate Services Private Limited** for attending to routine grievances will be within 30 (thirty) days from the date of receipt. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavor of the Registrar to the Issue to attend to them as expeditiously as possible. We undertake to resolve the investor grievances in a time bound manner.



2. Investor Grievances arising out of this Issue

Our Company's investor grievances arising out of the Issue will be handled by **Adroit Corporate Services Private Limited**, who is the Registrar to the Issue. The Registrar to the Issue will have a separate team of personnel handling only post- Issue correspondence.

The agreement between our Company and the Registrar to the Issue will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of Allotment Advice to enable the Registrar to redress grievances of Investors.

All grievances relating to this Issue may be addressed to the Registrar to the Issue giving full details such as folio no., name and address, contact details, Email-ID of the first applicant, number and type of Equity Shares applied for, Application Form serial number, amount paid on application and the name of the bank and the branch where the application was deposited, along with a photocopy of the acknowledgement slip. In case of renunciation, the same details of the Renouncee should be furnished.

The average time taken by the Registrar to the Issue for attending to routine grievances will be seven to ten days from the date of receipt of complaints. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavor of the Registrar to the Issue to attend to them as expeditiously as possible. Our Company undertakes to resolve the Investor grievances in a time bound manner.

Investors may contact the Company Secretary and Compliance Officer of our Company and/ or Registrar to the Issue at the below mentioned address in case of any pre-Issue/ post-Issue related problems such as non-receipt of allotment advice/ demat credit etc.

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer of our Company for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Right Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please refer to the section titled '**Terms of the Issue**' on page 117 of this Letter of Offer.

The contact details of the Registrar to the Issue and the Company Secretary and Compliance Officer of our Company are as follows:

Company Secretary and Compliance Officer	Registrar to the Issue
Shivani Gupta Address: B-3, 204, Saket Complex, Thane (West)-400601, Maharashtra, India; Contact Details: +91-9425052211/+91-9301300600; Email-ID: cs@kclinfra.com	Adroit Corporate Services Private Limited 18-20, Jafrebhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (East), Mumbai- 400059, Maharashtra, India; Contact Details: 022-42270400; E-mail ID/ Investor grievance e-mail:: info@adroitcorporate.com ; Website: www.adroitcorporate.com ; Contact Person: Ms. Diviya Kumari Nadar; SEBI Registration Number: INR000002227



SECTION IX – ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained the Issue Materials, before submitting the Application Form. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is correctly filled up.

Unless otherwise permitted under the SEBI (ICDR) Regulations read with SEBI Rights Issue Circulars, Investors proposing to apply in this Issue can apply only through ASBA.

The Rights Entitlement on the Equity Shares, the ownership of which is currently under dispute and including any court proceedings or are currently under transmission or are held in a demat suspense account and for which our Company has withheld the dividend, shall be held in abeyance and the Application Form along with the Rights Entitlement Letter in relation to these Rights Entitlements shall not be dispatched pending resolution of the dispute or court proceedings or completion of the transmission or pending their release from the demat suspense account. On submission of such documents/records confirming the legal and beneficial ownership of the Equity Shares with regard to these cases on or prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Shareholder. The identified Eligible Shareholder shall be entitled to subscribe to Equity Shares pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Shareholder.

OVERVIEW

This Issue is proposed to be undertaken subject to the terms and conditions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, FEMA, FEMA Rules, the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with the BSE Limited and the terms and conditions as stipulated in the Allotment advice.

IMPORTANT – DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI (ICDR) Regulations, our Company will send/dispatch at least 3 (Three) days before the Issue Opening Date, the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other issue material only to the Eligible Shareholders who have provided an India address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other issue material will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other issue material will be dispatched, on a reasonable effort basis, to the India addresses provided by them.

Further, the Letter of Offer will be primarily through e-mail/ or shall be sent/dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses and have made a request in this regard.

Investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Shareholder is eligible to subscribe for the Right Shares under applicable securities laws) on the websites of:

- a. Our Company's website at www.kclinfra.com;
- b. Registrar to the Issue's website at www.adroitcorporate.com;
- c. BSE Limited's website at www.bseindia.com;
- d. Lead Manager's website at www.capitalsquare.in;

To update the respective Indian addresses/e-mail addresses/phone or mobile numbers in the records maintained by the Registrar or by our Company, Eligible Shareholders should visit www.adroitcorporate.com/RNT/KYC_Registration.aspx



Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue's website at www.adroitcorporate.com by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on the website of our Company at www.kclinfra.com.

Further, our Company along with the Lead Manager will undertake all adequate steps to reach out the Eligible Shareholders who have provided their Indian address through other means, as may be feasible. In light of the current COVID-19 situation and pursuant to the SEBI Rights Issue Circulars, our Company, the Lead Manager, and the Registrar to the Issue will not be liable for non-dispatch of physical copies of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form attributable to the non-availability of the e-mail addresses of Eligible Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.

The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter, and the issue of Rights Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with SEBI and BSE Limited. Accordingly, the Rights Entitlements and Rights Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with the Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates or the Lead Manager or their respective affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Rights Shares offered in the Issue will be deemed to have declared, represented, and warranted that such person is authorized to acquire the Rights Entitlements and the Rights Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates or the Lead Manager or their respective affiliates to make any filing or registration (other than in India).

PROCESS OF MAKING AN APPLICATION IN THE ISSUE

1. **In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI - Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. For details, please refer to the Paragraph titled 'Making of an Application through the ASBA process' page 118 of this Letter of Offer.**

The Application Form can be used by the Eligible Shareholders as well as the Renouncees, to make Applications in the Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, please refer to the Paragraph titled '*Credit of Rights Entitlements in demat accounts of Eligible Shareholders*' on page 129 of this Letter of Offer.

Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Shareholders holding Equity Shares in physical form as on Friday, August 05, 2022, being the Record Date and applying in the Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI (ICDR) Regulations, such Investors will have to apply for the Rights Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money



in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

- b. the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or
- c. the requisite internet banking.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, please refer to the Paragraph titled as 'Grounds for Technical Rejection' on page 125 of this Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI (ICDR) Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI (ICDR) Regulations are specified in the plain paper application and that Eligible Shareholders making an application in the Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, please refer to the Paragraph titled 'Making of an Application by Eligible Shareholders on Plain Paper under ASBA process' on page 121 of this Letter of Offer.

2. Options available to the Eligible Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Shares that the Eligible Shareholder is entitled to.

If the Eligible Shareholder applies in this Issue, then such Eligible Shareholder can:

- a. Apply for its Right Shares to the full extent of its Rights Entitlements; or
- b. Apply for its Right Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- c. Apply for Right Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- d. Apply for its Right Shares to the full extent of its Rights Entitlements and apply for Additional Right Shares; or
- e. Renounce its Rights Entitlements in full.

3. Making of an Application through the ASBA process

An Investor is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in the Issue and clear demarcated funds should be available in such account for such an Application.



The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions, and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Investors should carefully read the provisions applicable to such Applications before making their Application through the ASBA process:

- a. Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.
- b. Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Rights Shares will be Allotted in the dematerialized form only.
- c. Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- d. Ensure that there are sufficient funds (equal to {number of Rights Shares (including Additional Rights Shares) applied for} X {Application Money of Right Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- e. Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on Application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- f. Ensure that you have a bank account with SCSBs providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- g. Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- h. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.
- i. Ensure that your PAN is linked with Aadhaar, and you are in compliance with CBDT notification dated Feb 13, 2020, read with press release dated June 25, 2021, and September 17, 2021.

Don'ts for Investors applying through ASBA:

- a. Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- b. Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- c. Do not send your physical Application to the Lead Manager, the Registrar, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- d. Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- e. Do not submit the Application Form using a third party ASBA account.



4. Making of an Application by Eligible Shareholders on Plain Paper under ASBA process

An Eligible Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to the Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to the Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, Registrar, BSE Limited, or the Lead Manager. An Eligible Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Shareholder who has not provided an Indian address.

Please note that the Eligible Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before Monday, September 05, 2022, being the Issue Closing Date and should contain the following particulars:

- a. Name of our Company, being KCL Infra Projects Limited;
- b. Name and address of the Eligible Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- c. Folio number (in case of Eligible Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client-ID;
- d. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Shareholder and for each Eligible Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue;
- e. Number of Equity Shares held as on Record Date;
- f. Allotment option – only dematerialised form;
- g. Number of Rights Shares entitled to;
- h. Number of Rights Shares applied for within the Rights Entitlements;
- i. Number of Additional Rights Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- j. Total number of Rights Shares applied for;
- k. Total amount paid at the rate of Rs.2.00/- payable per Rights Share, with Re.0.50/- (Fifty Paise) payable on Application constituting 25.00% (Twenty-Five Percent) of the Issue Price, and balance Re.1.50/- (One Rupee and Fifty Paise) payable upon one or more subsequent calls as determined and made by the Board of Directors;
- l. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- m. In case of non-resident Eligible Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- n. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account
- o. Signature of the Eligible Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- p. In addition, all such Eligible Shareholders are deemed to have accepted the following:

'I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the 'US Securities Act') or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the 'United States') except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which



this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Managers or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction. I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

*I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act (hereinafter referred to as '**Regulation S**'), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.*

I/ We acknowledge that the Company, the Lead Managers, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements. In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.adroitcorporate.com.

I/ We acknowledge that Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by SCSB, or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.'

- q. In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.adroitcorporate.com.

Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB, or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

5. Making of an Application by Eligible Shareholders holding Equity Shares in physical form

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI - Rights Issue Circular, the credit of Rights Entitlements and Allotment of Right Shares shall be made in dematerialized form only. Accordingly, Eligible Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account titled as '*Escrow Demat A/c – KCL Infra Projects Limited managed by Adroit Corporate Services Pvt. Ltd.*' opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:

- (i) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
- (ii) Equity Shares held in the account of IEPF authority; or



- (iii) The demat accounts of the Eligible Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or
- (iv) Credit of the Rights Entitlements returned/ reversed/ failed; or
- (v) The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.

Eligible Shareholders as on Record Date are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar to the Issue not later than Thursday, September 01, 2022, being 2 (Two) Working Days prior to Monday, September 05, 2022, being the Issue Closing Date to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account by way of transfer from the demat suspense escrow account to their respective demat accounts, by Friday, September 02, 2022, being at least 1 (One) day before Monday, September 05, 2022, to enable such Eligible Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Shareholders in this regard. Such Eligible Shareholders are also requested to ensure that their demat account is active, details of which have been provided to the Company or the Registrar to the Issue, to facilitate the aforementioned transfer.

Eligible Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in the Issue:

- (i) The Eligible Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar not later than Thursday, September 01, 2022, being 2 (Two) clear Working Days prior to Monday, September 05, 2022;
- (ii) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Shareholders to their demat accounts at least 1 (One) day before Monday, September 05, 2022, being the Issue Closing Date;
- (iii) The remaining procedure for Application shall be same as set out in '*Making of an Application by Eligible Shareholders on Plain Paper under ASBA process*' on page 121 of this Letter of Offer.

Resident Eligible Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Shares while submitting the Application through ASBA process.

Application by such Eligible Shareholders is subject to following conditions:

- (i) The Eligible Shareholders are residents;
- (ii) The Eligible Shareholders are not making payment from non-resident account;
- (iii) The Eligible Shareholders shall not be able to renounce their Rights Entitlements; and
- (iv) The Eligible Shareholders shall receive Rights Shares, in respect of their Application, only in demat mode.

Prior to the Issue Opening Date, the Rights Entitlements of those resident Eligible Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Accordingly, such resident Eligible Shareholders are required to send a communication to our Company containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self- attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail, or hand delivery, to enable process of credit of Rights Shares in such demat account.



6. Application for Additional Rights Shares

Investors are eligible to apply for Additional Rights Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner set out under the Paragraph titled 'Basis of Allotment' on page 138 of this Letter of Offer.

Eligible Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Shares. Non-resident Renouncees, who are not Eligible Shareholders, cannot apply for Additional Rights Shares.

7. Additional general instructions for Investors in relation to making of an Application

- (i) Please read the Letter of Offer carefully to understand the Application process and applicable settlement process.
- (ii) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected.
- (iii) The Application Form must be filled in English.
- (iv) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the Paragraph titled '*Making of an Application by Eligible Shareholders on Plain Paper under ASBA process*' on page 121 of this Letter of Offer.
- (v) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the BSE Limited.
- (vi) Applications should not be submitted to the Bankers to the Issue or our Company or the Registrar or the Lead Manager.
- (vii) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-Tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be 'suspended for credit' and no Allotment and credit of Rights Shares pursuant to the Issue shall be made into the accounts of such Investors.
- (viii) Ensure that the demographic details such as address, PAN, DP-ID, Client ID, bank account details and occupation ('Demographic Details') are updated, true and correct, in all respects. Investors applying under the Issue should note that on the basis of name of the Investors, DP-ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under the Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the intimation on unblocking of ASBA Account would be mailed to the address of the Investor as per the Indian address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar or the Lead Manager shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP-ID, and (c) Client-ID are liable to be rejected.
- (ix) By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.



- (x) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
- (xi) Investors should provide correct DP-ID and Client-ID/ folio number (for Eligible Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP-ID and Client ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, the Lead Manager, SCSBs or the Registrar will not be liable for any such rejections.
- (xii) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- (xiii) All communication in connection with Application for the Rights Shares, including any change in contact details of the Eligible Shareholders should be addressed to the Registrar prior to the date of Allotment in the Issue quoting the name of the first/sole Applicant, folio number (for Eligible Shareholders who hold Equity Shares in physical form as on Record Date)/DP-ID and Client-ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Shareholders, the Eligible Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Shareholders holding Equity Shares in physical form.
- (xiv) Investors are required to ensure that the number of Rights Shares applied for by them do not exceed the prescribed limits under the applicable law.
- (xv) Do not apply if you are ineligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- (xvi) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- (xvii) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- (xviii) Do not pay the Application Money in cash, by money order, pay order or postal order.
- (xix) Do not submit multiple Applications.
- (xx) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for the issue as an incorporated non-resident must do so in accordance with the FDI Policy and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019, as amended.
- (xxi) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

8. Grounds for Technical Rejection

Applications made in the Issue are liable to be rejected on the following grounds:

- (i) DP-ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
- (ii) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- (iii) Sending an Application to our Company, the Lead Manager, Registrar, Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of SCSB.
- (iv) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- (v) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- (vi) Account holder not signing the Application or declaration mentioned therein.
- (vii) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.



- (viii) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- (ix) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- (x) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
- (xi) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- (xii) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Letter of Offer.
- (xiii) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.
- (xiv) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- (xv) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- (xvi) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from jurisdictions where the offer and sale of the Rights Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States, and is eligible to subscribe for the Rights Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with the Issue; and our Company shall not be bound to issue or allot any Rights Shares in respect of any such Application Form.
- (xvii) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- (xviii) Application from Investors that are residing in U.S. address as per the depository records.
- (xix) Applicants not having the requisite approvals to make application in the Issue.

9. Multiple Applications

In case where multiple Applications are made using same demat account in respect of the same Rights Entitlement, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Rights Shares with/without using Additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see 'Procedure for Applications by Mutual Funds' on page 128 of this Letter of Offer.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoters or members of the Promoter Group to meet the minimum subscription requirements applicable to the Issue as described in the section titled '**Capital Structure**' beginning on page 41 of this Letter of Offer.



10. Procedure for Applications by certain categories of Investors

(i) Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post -Offer Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Offer are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against Shares held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions: (a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

(ii) Procedure for Applications by AIFs, FVCIs and VCFs

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility or using R -WAP (available only for residents). Otherwise, applications of such AIFs are liable for rejection.

(iii) Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ('OCI') may purchase or sell capital instruments of a listed Indian Company on repatriation basis, on a recognized stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid - up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian Company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or



is a citizen of any such country ('Restricted Investors'), will require prior approval of the Government of India. It is not clear from the press note whether or not an issuance of the Right Shares to Restricted Investors will also require a prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required and such approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

(iv) Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

(v) Procedure for Applications by Systemically Important Non-Banking Financial Companies ('NBFC-SI')

In case of an application made by NBFC-SI registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45IA of the RBI Act, 1934 and (b) net-worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

11. Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is Monday, September 05, 2022, being the Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the BSE Limited and the Application Money is not blocked with the SCSB, on or before Monday, September 05, 2022, being the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in 'Basis of Allotment' on page 138 of this Letter of Offer.

Please note that on the Monday, September 05, 2022, being the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the BSE Limited. Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

12. Withdrawal of Application

An Investor who has applied in the Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, applying through ASBA facility, may withdraw their Application post 5.00 p.m. (Indian Standard Time) on the Issue Closing Date.

13. Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified, and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto. In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Shares.

Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 4 (Four) days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.



CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE SHAREHOLDERS

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Rights Shares as set out in the Rights Entitlement Letter.

Eligible Shareholders can also obtain the details of their respective Rights Entitlements from the Registrar to the Issue's website at www.adroitcorporate.com by entering their DP-ID and Client-ID or Folio Number (in case of Eligible Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on our Company's website at www.kclinfra.com.

In this regard, our Company has made necessary arrangements with the Depositories for crediting of the Rights Entitlements to the demat accounts of the Eligible Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is 'INE469F20018'. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Shareholders and the demat suspense escrow account to the BSE Limited after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Shareholders can be accessed by such respective Eligible Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Shares offered under Issue for subscribing to the Rights Shares offered under Issue.

If Eligible Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar accessible at www.adroitcorporate.com. Such Eligible Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to the demat suspense escrow account titled as '*Escrow Demat A/c – KCL Infra Projects Limited managed by Adroit Corporate Services Pvt. Ltd.*' opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:

- (i) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
- (ii) Equity Shares held in the account of IEPF authority; or
- (iii) Physical Shareholders as on Record Date where details of demat accounts are not provided by Eligible Shareholders to our Company or Registrar; or
- (iv) The demat accounts of the Eligible Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or
- (v) Credit of the Rights Entitlements returned/ reversed/ failed; or
- (vi) The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.

Eligible Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than Thursday, September 01, 2022, being 2 (Two) clear Working Days prior to Monday, September 05, 2022 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least by Friday, September 02, 2022, being at least 1 (One) day before Monday, September 05, 2022, being the Issue Closing



Date, to enable such Eligible Shareholders to make an application in the Issue, and this communication shall serve as an intimation to such Eligible Shareholders in this regard. Such Eligible Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

1. Renouncees

All rights and obligations of the Eligible Shareholders in relation to Applications and refunds pertaining to the Issue shall apply to the Renouncee(s) as well.

2. Renunciation of Rights Entitlements

The Issue includes a right exercisable by Eligible Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, the Eligible Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company not later than Thursday, September 01, 2022, being 2 (Two) clear Working Days prior to Monday, September 05, 2022, being the Issue Closing Date, will not be able to renounce their Rights Entitlements.

3. Procedure for Renunciation of Rights Entitlements

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part:

- (i) On-Market Renunciation by using the secondary market platform of BSE; or
- (ii) Off-Market Renunciation through an off-market transfer, during the Renunciation Period.

The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state, or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Payment Schedule of Rights Shares

AMOUNT PAYABLE PER RIGHT SHARE	FACE VALUE	PREMIUM	TOTAL
On Application	Re.0.50/-	Nil	Re.0.50/-
One or more subsequent Call(s) as determined by our Board at its sole discretion, from time to time	Rs.1.50/-	Nil	Rs.1.50/-
Total	Rs.2.00/-	Nil	Rs.2.00/-

The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.



(i) On Market Renunciation

The Eligible Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Shareholders shall be admitted for trading on BSE Limited under ISIN 'INE469F20018' subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from BSE Limited for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, shall commence from Monday, August 22, 2022, being the Issue Opening Date and close on Monday, August 29, 2022, in case of On Market Renunciation (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the 'INE469F20018' and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE Limited under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(ii) Off Market Renunciation

The Eligible Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Rights Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting by quoting the 'INE469F20018', the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off market transfer shall be as specified by the Depositories from time to time.



MODE OF PAYMENT

All payments against the Application Forms shall be made only through

1. ASBA facility; or
2. Internet banking.

The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility or internet banking.

In case of Application through the ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in the Issue.

The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth hereinafter.

1. Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility or internet banking. Applicants are requested to strictly adhere to these instructions.

2. Mode of payment for non-resident Investors

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

- (i) In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Shares can be remitted outside India, subject to tax, as applicable according to the Income Tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
- (ii) Subject to the above, in case Rights Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.
- (iii) In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
- (iv) Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.



- (v) In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
- (vi) Non-resident Renouncees who are not Eligible Shareholders must submit regulatory approval for applying for Additional Rights Shares.

BASIS FOR THIS ISSUE

The Right Shares are being offered for subscription for cash to the Eligible Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution of Board of Directors of our Company passed at their meeting held on March 07, 2022, in accordance with the provisions of Section 62(1)(a) of the Companies Act.

The Board of Directors in their meeting held on Friday, July 22, 2022, have determined the Issue Price at Rs.2.00/- (Rupees Two Only) per Right Share and the Rights Entitlement as 9 (Nine) Rights Shares for every 1 (One) fully paid-up Equity Share held as on Friday, August 05, 2022, being the Record Date.

The Issue Price has been arrived at in consultation with the Lead Manager.

PRINCIPAL TERMS OF THIS ISSUE

1. Face Value

Each Right Shares will be having face value of Rs.2.00/- (Rupees Two Only).

2. Issue Price

Each Rights Share is being offered at a price of Rs.2.00/- (Rupees Two Only) per Rights Share being at par with the existing face value per Equity Share in this Issue.

The Issue Price for Right Shares has been arrived at by our Company in consultation with the Lead Manager on Friday, July 22, 2022, and has been decided prior to the determination of the Record Date being Friday, August 05, 2022.

3. Terms of Payment

Amount payable per Right Share	Face Value	Premium	Total
On Application	Re.0.50/-	Nil	Re.0.50/-*
On One or more subsequent Call(s) as determined by our Board at its sole discretion, from time to time*	Re.1.50/-	Nil	Re.1.50/-**
Total	Rs.2.00/-	Nil	Rs.2.00/-

**Our Company shall have the right to call up the remaining paid-up capital in one or more Call(s), as determined by our Board at its sole discretion, from time to time;*

On Application, Investors will have to pay Re.0.50/- (Fifty Paise Only) per Rights Share which constitutes 25.00% (Twenty-Five percent) of the Issue Price and the balance Re.1.50/- (One Rupee and Fifty Paise Only) per Rights Share which constitutes 75.00% (Seventy-Five Percent) of the Issue Price, will have to be paid, on one or more subsequent Call(s), as determined by the Board of Directors at its sole discretion, from time to time;

Rights Shares in respect of which the Calls payable remains unpaid may be forfeited, at any time after the due date for payment of the balance amount due in accordance with the Companies Act, 2013 and our Articles of Association.

4. Rights Entitlements Ratio

The Right Shares are being offered on a rights basis to the Eligible Shareholders in the ratio of 9 (Nine) Rights Shares for every 1 (One) Equity Share held by the Eligible Shareholders as on the Record Date.



5. Record Date for Calls and Suspension of Trading

Our Company would fix a Call Record Date giving notice, in advance of such period as may be prescribed under applicable law, to the BSE Limited for the purpose of determining the list of Rights Shareholders to whom the notice for the Calls would be sent. Once the Call Record Date has been fixed, trading in the Right Shares for which the calls have been made may be suspended prior to the Call Record Date.

6. Procedure for Calls for Right Shares

Our Company would convene a meeting of our Board to pass the required resolutions for making the Calls and suitable intimation would be given by our Company to the BSE Limited. Further, advertisements for the same will be published in English National daily newspaper, Hindi National daily language, and Marathi language daily newspaper (Marathi being the regional language of Maharashtra, where our Registered office is situated), all with wide circulation.

The Calls shall be deemed to have been made at the time when the resolution authorizing such Calls are passed at the meeting of our Board of Directors/ Issue Committee. The Calls may be revoked or postponed at the discretion of our Board. Pursuant to the provisions of the Articles of Association, the Investors would be given at least 14 (Fourteen) days' notice for the payment of the Calls. Our Board of Directors/ Issue Committee may, from time to time at its discretion, extend the time fixed for the payments of the Calls. Our Company, at its sole discretion and as it may deem fit, may send one or more reminders for the Calls, and if it does not receive the Call Money as per the timelines stipulated unless extended by our Board of Directors/ Issue Committee, the defaulting Rights Shareholders will be liable to pay interest as may be fixed by our Board of Directors/ Issue Committee unless waived or our Company may forfeit the Application Money and any Call Money received for previous Calls made.

7. Payment of Call Money

In accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/238/2020 dated December 8, 2020 regarding additional payment mechanism (i.e. ASBA, etc.) for payment of balance money in call for partly-paid specified securities issued by the listed entity, the holders of Rights Shares may make payment of the Call Monies using ASBA Mechanism through the Designated Branch of the SCSB or through online/electronic through the website of the SCSBs (if made available by such SCSB) by authorizing the SCSB to block an amount, equivalent to the amount payable on Call, in the Investor's ASBA Account. The holders of Rights Shares may also use the facility of linked online trading, demat and bank account (3-in-1 type account), if provided by their broker, for making payment of the Call Monies.

8. Separate ISIN for Right Shares

In addition to the present ISIN for the existing Equity Shares, our Company would obtain a separate ISIN for the Right Shares for each Call, until fully paid-up. The Right Shares offered under this Issue will be traded under a separate ISIN after each Call for the period as may be applicable under the rules and regulations prior to the record date for the final Call notice. The ISIN representing the Right Shares will be terminated after the Call Record Date for the final Call. On payment of the final Call Money in respect of the Right Shares, such Right Shares would be fully paid-up and merged with the existing ISIN of our Equity Shares.

9. Fractional Entitlements

The Rights Shares are being offered on a rights basis to existing Eligible Shareholders in the ratio of 9 (Nine) Rights Shares for every 1 (One) Equity Share held as on Friday, August 05, 2022, being the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. In terms of present ratio, there will no fractional shares.

10. Ranking of Equity Shares

The Right Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the BSE and the terms and conditions as stipulated in the Allotment advice.

The Right Shares being issued and Allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association. The Right Shares shall rank pari-passu, in all respects including dividend, with our existing Equity Shares.



The voting rights in a poll, whether present in person or by representative or by proxy shall be in proportion to the paid-up value of the Shares held, and no voting rights shall be exercisable in respect of moneys paid in advance, if any.

11. Credit Rating

As this Issue is a Rights Issue, there is no requirement for credit rating for this Issue.

12. Listing and trading of the Right Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Right Shares proposed to be issued on a rights basis shall be listed and admitted for trading on BSE Limited. Unless otherwise permitted by the SEBI (ICDR) Regulations, the Right Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary procedures for listing and commencement of trading in the Right Shares will be taken within such period prescribed under the SEBI (ICDR) Regulations. Our Company has received in-principle approval from BSE Limited for listing of the Right Shares pursuant to its letter bearing reference number 'DCS/RIGHT/KK/FIP/2200/2022-23' dated Wednesday, May 11, 2022. Our Company will apply to the BSE Limited for final approvals for the listing and trading of the Right Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Right Shares or the price at which the Right Shares offered under this Issue will trade after the listing thereof.

The Right Shares shall be listed and admitted for trading on the BSE Limited under separate ISINs for Right Shares. The procedures for listing and trading of Right Shares shall be completed within 7 (Seven) Working Days from the date of finalization of the Basis of Allotment.

For an applicable period, from the Call Record Date, the trading of the Right Shares would be suspended under the applicable law. The process of corporate action for crediting the fully paid-up Right Shares to the Investors' demat accounts, may take such time as is customary or as prescribed under applicable law from the last date of payment of the amount under the Call notice for the final Call.

The existing Equity Shares are listed and traded on BSE Limited bearing Scrip Code '531784' under ISIN 'INE469F01026'. The Rights Shares shall be credited to temporary ISINs which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals, the Right Shares shall be debited from such temporary ISINs and credited to the existing ISIN as fully paid-up Equity Share of our company.

The listing and trading of the Right Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule. In case our Company fails to obtain listing or trading permission from the BSE Limited, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within seven days of receipt of intimation from the BSE Limited, rejecting the application for listing of the Right Shares, and if any such money is not refunded/ unblocked within 8 (Eight) days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

13. Subscription to this Issue by our Promoter and our Promoter Group

For details of the intent and extent of subscription by our Promoter and the Promoter Group, see the paragraph titled '*Intention and extent of participation by our Promoter and Promoter Group*' under the section titled '*Capital Structure*' on page 41 of this Letter of Offer.

14. Allotment of the Rights Shares in dematerialized form

PLEASE NOTE THAT THE RIGHTS SHARES APPLIED FOR IN THE ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE THE PARAGRAPH TITLED 'ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS' ON PAGE 139 OF THIS LETTER OF OFFER.



15. Rights of holders of Right Shares of our Company

Subject to applicable laws, holders of the Right Shares shall have the following rights:

- a. The Right Shares shall rank *pari-passu* with the existing Equity Shares in all respects;
- b. The right to receive dividend, if declared;
- c. The right to vote in person, or by proxy, except in case of Right Shares credited to the demat suspense account for resident Eligible Shareholders;
- d. The right to receive surplus on liquidation;
- e. The right to free transferability of Right Shares;
- f. The right to attend general meetings of our Company and exercise voting powers in accordance with law; and
- g. Such other rights as may be available to a shareholder of a listed public Company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

Subject to applicable law and Articles of Association, holders of Right Shares shall be entitled to the above rights in proportion to amount paid-up on such Right Shares in this Issue.

16. Mode of Payment of Dividend

In the event of declaration of dividend, our Company shall pay dividend to the shareholders of our Company as per the provisions of the Companies Act and the provisions of the Articles of Association.

GENERAL TERMS OF THE ISSUE

1. Market Lot

The Right Shares of our Company shall be tradable only in dematerialized form. The market lot for the Right Shares in dematerialized mode is 1 (One) Equity Share.

2. Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Right Shares offered in this Issue.

3. Nomination

Nomination facility is available in respect of the Right Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. Since the Allotment is in dematerialized form, there is no need to make a separate nomination for the Right Shares to be Allotted in this Issue. Nominations registered with the respective Depository Participants of the Investors would prevail. Any Investor holding Equity Shares in dematerialized form and desirous of changing the existing nomination is requested to inform its Depository Participant.

4. Arrangements for Disposal of Odd Lots

The Right Shares are traded in dematerialized form only and therefore the marketable lot is 1 (One) Equity Share and hence no arrangements for disposal of odd lots are required.



5. Restrictions on transfer and transmission of shares and on their consolidation/splitting

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue. However, the Investors should note that pursuant to provisions of the SEBI (LODR) Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be affected unless the securities are held in the dematerialized form with a depository.

6. Notices

In accordance with the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and MCA General Circular No. 21/2020, our Company will send the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material only to the Eligible Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

The Letter of Offer will be provided by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. In case the Eligible Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their email address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Marathi language daily newspaper with wide circulation (Marathi being the regional language of Mumbai where our Registered Office is situated).

The Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchange for making the same available on their website.

7. Offer to Non-Resident Eligible Shareholders/Investors

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue rights shares to non-resident equity shareholders including additional rights shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018, issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their rights entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Shares, and issue of Rights Entitlement Letters/ letters of Allotment/ Allotment advice. If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at www.adroitcorporate.com. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and the Lead Manager, and our Company will not be responsible for any such allotments made by relying on such approvals.

The Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Rights Shares may be permitted under laws of such jurisdictions, Eligible Shareholders can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Shareholder is eligible to subscribe for the Rights Shares under applicable securities laws) from the websites of the Registrar, our Company, the Lead Manager and the Stock Exchanges. Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Shares are issued on rights basis.

In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Manager.



ISSUE SCHEDULE

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Last Date for credit of Rights Entitlements	Friday, August 19, 2022
Issue Opening Date	Monday, August 22, 2022
Last Date for On Market Renunciation of Rights Entitlements#	Monday, August 29, 2022
Issue Closing Date*	Monday, September 05, 2022
Finalization of Basis of Allotment (on or about)	Wednesday, September 14, 2022
Date of Allotment (on or about)	Thursday, September 15, 2022
Date of credit (on or about)	Monday, September 19, 2022
Date of listing (on or about)	Tuesday, September 20, 2022

Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

**Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than Thursday, September 01, 2022, being 2 (Two) clear Working Days prior to Monday, September 05, 2022, being the Issue Closing Date to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least by Friday, September 02, 2022, being at least 1 (One) day before Monday, September 05, 2022, being the Issue Closing Date.

Our Board of Directors may however decide to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from Friday, August 19, 2022, being the Issue Opening Date (inclusive of the Issue Opening Date).

BASIS OF ALLOTMENT

Subject to the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Right Shares in the following order of priority:

1. Full Allotment to those Eligible Shareholders who have applied for their Rights Entitlements of Right Shares either in full or in part and also to the Renouncee(s) who has or have applied for Right Shares renounced in their favour, in full or in part.
2. Eligible Shareholders whose fractional entitlements are being ignored and Eligible Shareholders with zero entitlement, would be given preference in allotment of 1 (One) additional Rights Share each if they apply for additional Right Shares. Allotment under this head shall be considered if there are any unsubscribed Right Shares after allotment under (1) above. If number of Right Shares required for Allotment under this head are more than the number of Right Shares available after Allotment under (1) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
3. Allotment to the Eligible Shareholders who having applied for all the Right Shares offered to them as part of this Issue, have also applied for Additional Right Shares. The Allotment of such Additional Right Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Right Shares after making full Allotment in (1) and (2) above. The Allotment of such Right Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
4. Allotment to Renouncees who having applied for all the Right Shares renounced in their favour, have applied for additional Right Shares provided there is surplus available after making full Allotment under (1), (2) and (3) above. The Allotment of such Right Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
5. Allotment to any other person, that our Board may deem fit, provided there is surplus available after making Allotment under (1), (2), (3) and (4) above, and the decision of our Board in this regard shall be final and binding.



After taking into account Allotment to be made under (1) to (4) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Right Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Escrow Collection Bank to refund such Applicants.

ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund intimations, if applicable or demat credit of securities and/or letters of regret, only to the Eligible Shareholders who have provided Indian address, along with crediting the Allotted Rights Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 (Fifteen) days from the Issue Closing Date. In case of failure to do so, our Company and the Directors who are 'officers in default' shall pay interest at 15% (Fifteen Percent) p.a. and such other rate as specified under applicable law from the expiry of such 15 (Fifteen) days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment Advice shall be sent, through email, to the email address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for Additional Right Shares in the Issue and is Allotted a lesser number of Right Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI (ICDR) Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

PAYMENT OF REFUND

1. Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

- (a) Unblocking amounts blocked using ASBA facility.
- (b) **National Automated Clearing House** – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including a MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
- (c) **National Electronic Fund Transfer** – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the IFSC Code, which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine-digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.



- (d) **Direct Credit** – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
- (e) **Real Time Gross Settlement** – If the refund amount exceeds Rs.2,00,000.00/- (Rupees Two Lakhs) the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investors' bank receiving the credit would be borne by the Investor.
- (f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.
- (g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

2. Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

The demat credit of securities to the respective beneficiary accounts will be credited within 15 (Fifteen) days from the Issue Closing Date or such other timeline in accordance with applicable laws.

1. Receipt of the Rights Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS SHARES APPLIED FOR UNDER THE ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO:

- (a) **THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON FRIDAY, AUGUST 05, 2022, BEING THE RECORD DATE, OR**
- (b) **THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST NOT LATER THAN THURSDAY, SEPTEMBER 01, 2022, BEING 2 (TWO) CLEAR WORKING DAYS PRIOR TO MONDAY, SEPTEMBER 05, 2022, BEING THE ISSUE CLOSING DATE BY THE ELIGIBLE SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON FRIDAY, AUGUST 05, 2022, BEING THE RECORD DATE.**

Investors shall be Allotted the Rights Shares in dematerialized (electronic) form. Our Company has signed two agreements with the respective Depositories and the Registrar to the Issue, which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates:

- (a) Tripartite agreement dated Tuesday, October 25, 2005, amongst our Company, NSDL and the Registrar to the Issue; and
- (b) Tripartite agreement dated Friday, March 23, 2007, amongst our Company, CDSL and the Registrar to the Issue.

INVESTORS MAY PLEASE NOTE THAT THE RIGHTS SHARES CAN BE TRADED ON BSE LIMITED ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Rights Shares in the Issue in the dematerialised form is as under:

- (a) Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
- (b) It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.



- (c) If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Shares and the Application Form will be rejected.
- (d) The Rights Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Shareholders holding Equity Shares in physical form/ with Investor Education and Protection Fund (IEPF) authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Shares to the Applicant's depository account.
- (e) Non-transferable Allotment advice will be directly sent to the Investors by the Registrar, through physical dispatch.
- (f) Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Shares in the Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

IMPERSONATION

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

'Any person who makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its Shares; or makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its Shares; or otherwise induces directly or indirectly a Company to allot, or register any transfer of, Shares to him, or to any other person in a fictitious name, shall be liable for action under Section 447.'

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least Rs.10,00,00,000.00/- (Rupees Ten Lakhs) or 1.00% (One Percent) of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

In case the fraud involves (i) an amount which is less than Rs.10,00,00,000.00/- (Rupees Ten Lakhs) or 1.00% (One Percent) of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to Rs.50,00,000.00/- (Rupees Fifty Lakhs) or with both.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. The complaints received in respect of the issue shall be attended to by our Company expeditiously and satisfactorily;
2. All steps for completion of the necessary formalities for listing and commencement of trading at BSE Limited, where the Right Shares are to be listed are taken within the time limit specified by the SEBI;
3. The funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company;
4. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 (Fifteen) days of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants;
6. Adequate arrangements shall be made to collect all ASBA applications;
7. As on date our Company does not have any convertible debt instruments;
8. Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.



UTILIZATION OF ISSUE PROCEEDS

Our Board declares that:

1. All monies received out of issue of this Right Equity Issue to the public shall be transferred to a separate bank account.
2. Details of all monies utilized out of this Right Issue referred to in clause (1) above shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies had been utilized; and
3. Details of all unutilized monies out of this Right Issue referred to in clause (1) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

INVESTOR GRIEVANCES, COMMUNICATION, AND IMPORTANT LINKS

1. Please read the Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.
2. All enquiries in connection with this Letter of Offer must be addressed (quoting the registered folio number in case of Eligible Shareholders who hold Equity Shares in physical form as on Record Date or the DP-ID and Client-ID number, the Application Form number and the name of the first Eligible Shareholder as mentioned on the Application Form and superscribed 'KCL Infra Projects Limited - Rights Issue' on the envelope and postmarked in India) to the Registrar at the following address:

ADROIT CORPORATE SERVICES PRIVATE LIMITED

18-20, Jafrebhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (East), Mumbai- 400059, Maharashtra, India;

Contact Details: 022-42270400;

E-mail ID/ Investor grievance e-mail: info@adroitcorporate.com;

Website: www.adroitcorporate.com;

Contact Person: Ms. Diviya Kumari Nadar;

SEBI Registration Number: INR000002227;

Validity: Permanent

In accordance with SEBI Rights Issue Circulars, frequently asked questions, and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar accessible at www.adroitcorporate.com. Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 022-42270400.

Purpose	Link
Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors	www.adroitcorporate.com
Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Shareholders	
Updating of Indian address/ e-mail address/ mobile number in the records maintained by the Registrar to the Issue or our Company	info@adroitcorporate.com
Updating of demat account details by Eligible Shareholders holding shares in physical form	

The Issue will remain open for a minimum 15 (Fifteen) days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).



RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

There are two routes through which foreign investors may invest in India. One is the 'automatic route', where no government approval is required under Indian foreign exchange laws to make an investment as long as it is within prescribed thresholds for the relevant sector. The other route is the 'government route', where an approval is required under foreign exchange laws from the relevant industry regulator, prior to the investment.

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise way such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 (**'FDI Circular 2020'**), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI. The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that:

1. The activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI (SAST) Regulations;
2. The non- resident shareholding is within the sectoral limits under the FDI Policy; and
3. The pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid to make any investment in the Issue.

The Lead Manager to the Issue and our Company will not be responsible for any allotments made by relying on such approvals. Please also note that pursuant to Circular no. 14 dated September 16, 2003, issued by RBI, Overseas Corporate Bodies have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as a incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.



The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Manager to the Issue are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.



SECTION X – OTHER INFORMATION

Please note that the Right Shares applied for under this Issue can be allotted only in dematerialised form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Shareholder, or (c) demat suspense account where the credit of the Rights Entitlements returned/reversed/failed.



MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following material documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered more than 2 (Two) years prior to the date of this Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of these contracts and also the documents for inspection referred to hereunder, would be available on the website of the Company at www.kclinfra.com in from the date of this Letter of Offer until the Issue Closing Date.

MATERIAL CONTRACTS FOR THE ISSUE

1. Registrar Agreement dated March 08, 2022, between our Company and the Registrar to the Issue;
2. Bankers to the Issue Agreement dated Friday, July 15, 2022, among our Company, the Lead Manager, the Registrar to the Issue and the Bankers to the Issue;

MATERIAL DOCUMENTS IN RELATION TO THE ISSUE

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company;
2. Fresh certificate of incorporation issued by the Registrar pursuant to change of name of our Company;
3. Copies of annual report of our Company for the last three Financial Years for the Financial Year ending March 31, 2022, and March 31, 2021;
4. Copy of unaudited limited reviewed consolidated and standalone financial statements for the quarter ending June 30, 2022;
5. Resolution of our Board of Directors dated March 07, 2022, approving the Issue;
6. Resolution of our Board of Directors dated Friday, July 22, 2022, finalizing the terms of the Issue including Issue Price, Record Date, and the Rights Entitlement Ratio;
7. Resolution of our Board of Directors dated March 17, 2022, approving the Draft Letter of Offer;
8. Consents of our Directors, Lead Manager, Bankers to our Company, Bankers to the Issue, and the Registrar to the Issue for inclusion of their names in the Letter of Offer to act in their respective capacities;
9. Report on Statement of Special Tax Benefits dated January 22, 2022, for our Company from the Statutory Auditors of our Company;
10. In-principle approval issued by BSE Limited vide letter bearing reference number 'DCS/RIGHT/KK/FIP/2200/2022-23' dated Wednesday, May 11, 2022;
11. Resolution of our Board of Directors dated Wednesday, August 17, 2022, approving the Letter of Offer;

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without notice to the Eligible Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



DECLARATION

I, Mr. Mohan Jhavar, Promoter and Managing Director, of this Company, hereby declare that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I do further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India, and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

Sd/-

Mr. Mohan Jhavar
Promoter - Managing Director
DIN: 00495473

Date: Wednesday, August 17, 2022

Place: Thane



DECLARATION

I, Mr. Rahul Khande, Executive Director, of this Company, hereby declare that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I do further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India, and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

Sd/-

Mr. Rahul Khande

Executive Director

DIN: 08095192

Date: Wednesday, August 17, 2022

Place: Thane



DECLARATION

I, Mr. Manoj Kumar Chaurasiya, Non-Executive Director, of this Company, hereby declare that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I do further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India, and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

Sd/-

Mr. Manoj Kumar Chaurasiya

Non-Executive Director

DIN: 08302587

Date: Wednesday, August 17, 2022

Place: Thane



DECLARATION

I, Mr. Moeenuddin Makrani, Non-Executive Independent Director, of this Company, hereby declare that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I do further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India, and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

Sd/-

Mr. Moeenuddin Makrani

Non-Executive Independent Director

DIN: 08546964

Date: Wednesday, August 17, 2022

Place: Thane



DECLARATION

I, Ms. Sunita Vora, Non-Executive Independent Director, of this Company, hereby declare that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I do further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India, and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

Sd/-

Ms. Sunita Vora

Non-Executive Independent Director

DIN: 06486614

Date: Wednesday, August 17, 2022

Place: Thane



DECLARATION

I, Mr. Archit Yadav, Non-Executive Independent Director, of this Company, hereby declare that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I do further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India, and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

Sd/-

Mr. Archit Yadav

Independent Director

DIN: 07971657

Date: Wednesday, August 17, 2022

Place: Thane