

# **Kedia Construction Company Limited**

**29<sup>th</sup> Annual Report  
2009-2010**

## **Board of Directors**

Mr. Nitin S. Kedia – Chairman  
Mr. Vijay P. Khowala – Wholetime Director  
Mr. Murlidhar J. Gupta – Director

## **Bankers**

HDFC Bank Limited  
Kotak Mahindra Bank Ltd.

## **Auditors**

*Jajodia & Company*  
*Chartered Accountants*

## **Legal Advisors**

Narayanan & Narayanan  
Advocate & Solicitor

## **Registered Office**

9, Botawala Building, 3<sup>rd</sup> Floor,  
11/13, Horniman Circle, Fort,  
Mumbai – 400 001

## **Administrative Office**

Prestige Precinct, 3<sup>rd</sup> Floor,  
Almeida Road, Thane (West),  
Thane – 400 601

## **Registrar & Share Transfer Agent**

Sharex Dynamic (India) Pvt. Ltd.  
Unit No. 1, Luthra Industrial Premises,  
Andheri-Kurla Road, Safed Pool,  
Andheri (East), Mumbai – 400 072

## NOTICE

NOTICE is hereby given that the **Twenty Ninth Annual General Meeting** of the **Kedia Construction Company Limited**, the Company will be held at **Hotel SHARRANAM**, Eastern Express Highway, Service Road, Near New RTO Opp. Ramkrishna Nagar, Thane (W), Thane – 400 604 on **Tuesday, the 10<sup>th</sup> August, 2010 at 12.00 noon.**, to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2010 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Directors in place of Mr. Nitin S. Kedia who retires by rotation and being eligible, offers him self for re-appointment.
3. To appoint Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.
4. To consider, discuss, approve and/or pass any other matter with the permission of chairman of the meeting.

**By Order of the Board of Directors**

Vijay P. Khowala  
**Wholetime Director**

Mumbai, the 15<sup>th</sup> day of July, 2010

### Notes:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be the member of the Company. Proxies, in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited Companies, societies, partnership firms etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
2. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
3. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in attendance slip in attending the Meeting.
4. Incase of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Company's Register of Members and share transfer books will remain closed from 3<sup>rd</sup> August, 2010 to 10<sup>th</sup> August, 2010 both days inclusive.
6. As per the provisions of the Companies Act, 1956, facility for making nominations is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Share Registrar of the Company.
7. Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.

**By Order of the Board of Directors**

Vijay P. Khowala  
**Wholetime Director**

Mumbai, the 15<sup>th</sup> day of July, 2010

## Directors' Report

To,

The Members,

Your Directors have pleasure in submitting the Twenty Ninth Annual Report on the business and operation of the Company along with the Audited Accounts for the financial year ended 31<sup>st</sup> March, 2010.

### Financial Result

The performance of the Company for the financial year ended 31<sup>st</sup> March, 2010 is summarized below:

Sr. No.	Particulars	Rupees	
		Current Year	Previous Year
a.	Total Income	723,342	9,219,502
b.	Total Expenditure	554,324	5,729,852
c.	Profit before depreciation	169,018	3,489,650
d.	<b>Profit before Taxes</b>	<b>154,956</b>	<b>3,472,480</b>
e.	Tax Expenses including FBT & Deferred Tax	47,759	509,226
f.	<b>Profit after Taxes</b>	<b>107,197</b>	<b>2,963,254</b>
g.	<b>Add : Balance brought forward from previous year</b>	<b>235,191</b>	<b>(2,728,063)</b>
h.	Amount available for appropriation	342,388	235,191
i.	Proposed Dividend (Including tax) on Equity Shares	Nil	Nil
j.	<b>Net Balance carried to Profit &amp; Loss Account</b>	<b>342,388</b>	<b>235,191</b>

### Dividend

In order to conserve the resources for future, your Directors do not recommend any dividend.

### Operating Result and Profit

The Company has an income aggregating Rs. 7.23 Lacs as against Rs. 92.19 Lacs in previous year. The Profit before taxes in the current year is Rs. 1.55 Lacs as against Rs. 34.72 Lacs in the previous year and profit after taxes are Rs. 1.07 Lacs as against Rs. 29.63 Lacs in the previous year.

### Future Outlook

The Company has acquired the 36% stake in construction firm as a partner and thereby entered into the field of infrastructure projects in construction through its associates and hence optimistic to achieve better result in the future.

### Fixed Deposit

During the year under review, the Company has not raised any funds by way of fixed deposits and, as such, no amount of principal or interest was outstanding as of the balance sheet date.

### Internal Audit System

The Company's has in house Internal Audit department commensurate with its nature and size of the Company.

### Internal Control System and its Adequacy

The Company has a proper and adequate internal control system for all its activities including safeguarding and protecting its assets against any loss from its unauthorized use of disposition. All transaction are properly documented, authorized, recorded and reported correctly. The Company has well defined Management Reports on key performance indicators. The systems are reviewed continuously and its improvement and effectiveness is enhanced based on the reports from various fields.

### **Particulars of Employees**

In terms of the provisions of Section 217(2A) of the Companies Act, 1956 and the Companies (Particulars of Employee) Rules, 1975, names and other particulars of the employees are required are not given as none of the employee is covered under the said provisions of the act.

### **Conservation Of Energy and Technology Absorption and Foreign Exchange Earning & Outgo**

The Company has taken all possible measures for the conservation of energy by undertaking required steps. The information regarding the foreign exchange earnings and outgo is not applicable hence there is no such transaction.

### **Auditor's Report**

There are no qualifications in the report of the statutory auditors for the year 2009-10.

### **Code of Conduct**

In terms of requirement of Clause 49 of the listing Agreement, the Company has received certificate from all its senior management personnel and members of the Board about the compliance of code of conduct as laid down by the Board.

### **Corporate Governance**

Pursuant to Clause 49 of the listing agreements with the stock exchanges, a Management's Discussion and Analysis, Corporate Governance Report and Auditor's Certificate regarding compliance with conditions of corporate governance form a part of the director's report.

### **Directors' Responsibility Statement**

Pursuant to Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility, It is hereby confirmed that:

- (i) In presentation of the Annual Accounts, the applicable accounting standards have been followed with proper explanation relating to material departure.
- (ii) The accounting policies have been consistently applied and reasonable, prudent judgment and estimates are made so as to give a fair view of the state of affairs of your Company as at 31<sup>st</sup> March 2010.
- (iii) The proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of your Company and for preventing and detecting frauds and other irregularities.
- (iv) That the annual accounts of your Company have been prepared on going concern basis.

### **Auditors**

M/s. Jajodia and Company, Chartered Accountants, Auditor of the Company, holds office until the conclusion of the ensuing Annual General Meeting and is recommended for re-appointment and to fix their remuneration. Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be within the limit prescribed under section 224(1B) of the Companies Act, 1956.

### **Acknowledgements**

The Directors wish to convey their appreciation to all of the Company's employees for their enormous personal efforts as well as their collective contribution to Company's record performance.

The Directors would also like to thank shareholders, customers, dealers, suppliers, bankers, financial institutions, Government authorities and all other business associates for the continued support given by them to the Company and their confidence in management.

By Order of the Board of Directors

Mumbai, the 31<sup>st</sup> day of May, 2010

Vijay P. Khowala  
Wholetime Director

## **Management Discussions and Analysis forming part of Director's Report for the year ended 31<sup>st</sup> March, 2010.**

### **Industry Structure and Development**

The Company caters the need of Building Construction field and other allied Labour work for allied connected work. The growth of housing is related to construction and as such it is also connected to core sector industries like Cement, Iron & steel and Housing finance. Since now Company has just entered into the field of infrastructure development project as a partner in existing firm also planning through its associates on selective basis, it is belief that Company will be able to achieve reasonably good position in the market despite of global slowdown.

### **Opportunities & threats**

The Company's main thrust is to satisfy the requirement of potential customer in timely manner and at reasonable price. To meet the demand of customers in the field of Infrastructure Project and entering in this field is a new challenge but Company wants to grab the opportunity in this field as Company feels that it is entering in to the field at right time.

### **Outlook**

The industrial indices have started showing signs of recovery the industry is on the path of recovery due to fiscal measures announced by the Government. The chances of achieving the desired growth rate is almost certain as sector served by your Company is basic sector which caters the need of every person in developing economy .

### **Risk and Concerns**

The Company considers good corporate governance as a pre-requisite for meeting the needs and aspiration of its shareholders. The main risk to the Company which may arise is mainly due to Government policies and decisions, Fluctuations in prices of Raw materials, Exchange rate fluctuations, Banking finance & Demand etc.

### **Segment or Product wise Performance**

The Company is operating in one segment known as construction activity. The product wise comparison is not possible as it is not producing the product but it is undertaking the project. Hence performance can be compared on project completion as such performance of the Company has to be seen in overall manner.

### **Internal control System and Their Adequacy**

The Company has developed adequate internal control system commensurate to its size and business. The Company has in house Internal Auditors, to conduct the internal audit to ensure adequacy of internal control system, compliance of rules and regulations of the country and adherence to the management policies.

### **Financial Performance with respect to Operational Performance**

The Company has registered a turnover of Rs. 7.23 Lacs and Profit before depreciation and a tax was Rs. 1.69 Lacs. The depreciation provided during the year was Rs 0.14 Lacs and provision for taxes was Rs. 0.48 Lacs, the net profit for the year after tax was Rs. 1.07 Lacs.

### **Human Resources**

During the year, Company maintained harmonious and cordial industrial relations.

### **Disclosure by the Senior Management Personnel i.e. one level below the board including all HOD's**

None of the senior Management Personnel has financial and commercial transaction with the Company, where they have personal interest that would have a potential conflict with the interest of the Company at large.

### **Cautionary statement**

The statements in this management discussion and analysis describing the outlook may be "forward looking statement" within the meaning of applicable laws and regulations. Actual result might differ substantially or materially from those expected due to the developments that could affect the company's operations. The factors like significant change in political and economic environment, tax laws, litigation, technology, fluctuations in material cost etc. may deviate the outlook and result.

# Report on Corporate Governance Forming Part of Director's Report

## A Brief Statement on Company's philosophy on code of Corporate Governance

The Philosophy of the Company in relation to Corporate Governance is to ensure transparent disclosures and reporting that conforms fully to law, regulations and guidelines, and to promote ethical conduct throughout the organization with the primary objective of enhancing shareholders value while being a responsible corporate citizen. The Company firmly believes that any meaningful policy on the Corporate Governance must provide empowerment to the executive management of the Company and simultaneously create a mechanism of checks and balance which ensures that the decision making power vested in the executive management are used with care and responsibility to meet shareholders aspirations. The Company is committed to attain the highest standard of Corporate Governance.

## Board of Directors

The total strength of the Board as on 31-03-2010 was three Directors as detailed herein below:

Sr. No.	Name	Designation	Category (whole time / Executive Non Executive /Independent)
1	Mr. Nitin S. Kedia	Chairman	Executive
2	Mr. Vijay Khowala	Whole-time Director	Whole time
3	Mr. Murlidhar Gupta	Director	Independent-Non Executive

## Board Meetings and Annual General Meeting

During the financial year 2009-10, Seven Board Meeting were held on 17<sup>th</sup> April, 2009, 20<sup>th</sup> June, 2009, 31<sup>st</sup> July, 2009, 10<sup>th</sup> September, 2009, 31<sup>st</sup> October, 2009, 30<sup>th</sup> November, 2009, 30<sup>th</sup> January, 2010 and the Annual General Meeting was held on 16<sup>th</sup> July, 2009.

The attendance of each Director in the Board Meeting and Annual General meeting is detailed herein below

Name of Directors	No. of Board meetings held during the tenure of Director in FY 2009-10	No. of Board Meetings attended during FY 2009-10	Attendance at the AGM held on 16-07-2009
Mr. Nitin S. Kedia	7	4	No
Mr. Vijay Khowala	7	7	Yes
Mr. Murlidhar Gupta	7	7	Yes

As per clause 49 the following details are required to be disclosed for the following three committees

- 1) Audit Committee
- 2) Shareholders / Investors Grievance Committee
- 3) Remuneration Committee

None of the Director of the Board is a member of more than ten Committee is and Chairman of more than five committees as per clause 49(IV)(B) across all Companies in which they are Directors.

## Board Committees

The Company in conformity with code of corporate Governance has constituted the following committees:

### Audit Committee as at 31<sup>st</sup> March, 2010

The Details of Audit Committee meetings held and attended by the all Committee Members are as under.

The Audit committee comprises of two Directors and two meetings were held on 16<sup>th</sup> April, 2009, 22<sup>nd</sup> July, 2009, 2 October, 2009 and 15<sup>th</sup> January, 2010.

Name of Director	Category	No. of Audit Committee Meetings held in tenure	No. of Audit Committee Meetings attended
Mr. Vijay Khowala	Wholetime Director	4	4
Mr. Murlidhar Gupta	Independent-Non Executive Director	4	4

#### **Brief Terms of Reference of Audit Committee**

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to any Govt. body or to the investors or public; the Company's system of internal controls regarding finance, accounting and legal compliances that Management and the Board have established.

#### **Shareholders/Investors Grievance Committee**

The Shareholders/Investors Grievance Committee comprises of three Directors and one meeting was held on 20<sup>th</sup> April, 2009

Name of Director	Category	No. of Meetings held in tenure	No. of Meetings attended
Mr. Nitin S. Kedia	Chairman & Director	1	1
Mr. Murlidhar Gupta	Independent-Non Executive Director	1	1

In accordance with the Authority Granted by the Board of Share Transfer Committee, Mr. Sadashiv R. Sapaliga, deals with the following matters concerning shareholders once in a month.

#### **Details of complaints received and redressed during the financial year ended 31<sup>st</sup> March, 2010**

There were no complaints received during the financial year ended 31<sup>st</sup> March, 2010 and none of the complaints pending to be resolved.

The Board has consented to the understanding that complaints of non receipt of Annual Report will not be treated as Complaints under clause 49(g)(iii), as the Company's Liability is discharged when the relevant articles are posted at the last known address of the investor. And that in the above cases the letters received from the investors will be serviced in addition to the responsibility under clause 49 of the Listing Agreement as investor friendly measure beyond the legal obligation

#### **Remuneration Committee**

The Company is managed by the Board of Directors, a committee of Directors comprising of Mr. Nitin S. Kedia, Mr. Vijay Khowala and Mr. Murlidhar Gupta.

#### **Remuneration Policy**

The meeting of the Remuneration Committee takes place as and when necessary. Within the overall limit fixed as per the Company Act and shareholders, the Board decides the remuneration of Executive Directors taking the performance into consideration so as to induce the concerned executive to put their best.

#### **Sitting Fees**

The Company has no provision of sitting fees to the Board of Directors and hence not paid any fees for attending each meeting of Audit Committee.

#### **General Meetings**

Location and Time of last three Annual General Meetings

Sr.	Financial year	Location	Day/ Date	Time	No. of Special Resolutions
1	2006-2007	Mumbai	Thursday 27-09-2007	4.15 p.m.	Nil
2	2007-2008	Thane	Tuesday, 12-08-2008	12.00 noon	Nil
3	2008-2009	Thane	Tuesday, 16-07-2009	12.30 p.m.	Nil

#### **Extra Ordinary General Meeting(s) (EGMs)**

During the year no Extra Ordinary General Meetings of the members of the Company was held.



## **Disclosures**

### **Related Party Transactions**

Related Party Transactions under clause 49 of the Listing Agreements are defined as the transaction of the Company of a material nature, with its promoters, the Directors or the management, their Subsidiaries or relatives etc that may have potential conflict with the interest of the Company at large. Among the related party transactions are the contracts or arrangements made by the Company from time to time with Companies in which the directors are interested. All these contracts or arrangements are entered in the Register of Contracts under section 301 of the Companies Act, 1956 and the register is placed before the Board from time to time. There was no material Transactions with related parties during the year 2009-10 that are prejudicial to the interest of the Company.

### **Statutory Compliance**

There has been no non compliance of the provisions / requirements of Stock Exchanges / SEBI or any other statutory authority on any matter relating to capital market.

## **General Shareholders Information**

### **Means of Communication**

The financial results are taken on record by Board of directors and submitted to Stock Exchange in terms of clause 49 of the Listing Agreement and published in "Free Press" and "Navshakti" news papers.

The Management Discussion and Analysis Report is Attached with the Director's Report in this 29<sup>th</sup> Annual Report of the Company delivered to the shareholders.

### **Annual General Meeting**

Date and time	:	10 <sup>th</sup> August, 2010 at 12.00 noon
Venue	:	Hotel SHARRANAM, Eastern Express Highway, Service Road, Opp. Ramakrishna Nagar, Thane (West) – 400 604
Financial Year	:	Year ending 31 <sup>st</sup> March, 2010
Dates of Book Closure	:	3 <sup>rd</sup> August, 2010 to 10 <sup>th</sup> August, 2010 both days inclusive
Listing on Stock Exchange	:	The Bombay Stock Exchange Ltd
Stock Codes (for shares)	:	508993

### **Market Price Data**

Month - Year	High Rs.	Low Rs.
Apr-2009	No trading	No trading
May-2009	No trading	No trading
Jun-2009	No trading	No trading
Jul-2009	No trading	No trading
Aug-2009	No trading	No trading
Sep-2009	No trading	No trading
Oct-2009	No trading	No trading
Nov-2009	No trading	No trading
Dec-2009	No trading	No trading
Jan-2010	No trading	No trading
Feb-2010	No trading	No trading
Mar-2010	No trading	No trading

**Distribution of share holding as on 31<sup>st</sup> March, 2010**

Category (Amount)	No. of Shareholders	Percentage	No. of Shares	Percentage
Upto-5000	7	6.60	300	0.02
5001-10000	0	0.00	0	0
10001-20000	21	19.81	41,150	2.74
20001-30000	12	11.32	35,400	2.36
30001-40000	1	0.94	3,500	0.23
40001-50000	6	5.67	28,000	1.87
50001-100000	32	30.19	260,500	17.85
100001-Above	27	25.47	1,131,150	74.93
<b>Total</b>	<b>106</b>	<b>100</b>	<b>1,500,000</b>	<b>100</b>

**Category of Shareholders as on 31<sup>st</sup> March, 2010**

Category	No. of Shares Held	% of Shareholding
<b>A Promoter's holding</b>		
1 Promoters		
- Indian Promoters	901000	60.07
- Foreign Promoters	Nil	Nil
Sub - Total	901000	60.07
<b>B Non - Promoter's holding</b>		
2 Institutional Investors		
a Mutual Funds and UTI	Nil	Nil
b Banks, Financial Institutions	Nil	Nil
c Insurance Companies / Central / State Govt. Institutions / Non-government Institutions / Venture Capital Funds	Nil	Nil
d FI's (Including ADB holding)	Nil	Nil
Sub-Total		
3 Others		
a Private Corporate Bodies	Nil	Nil
b Indian Public	599000	39.93
c NRIs /OCB's(Including GDFI)	Nil	Nil
d Any other (Clearing Members & Trusts)	Nil	Nil
Sub-Total	599000	39.93
<b>GRAND TOTAL</b>	<b>1500000</b>	<b>100.00</b>

**Dematerialization of Shares and Liquidity**

64.32 % of the Company's shares capital is held in dematerialised form as on 31<sup>st</sup> March, 2010. The Company's shares are frequently traded on Bombay Stock Exchange of India Limited.

**Address for Correspondence**

Prestige Precinct, 3<sup>rd</sup> Floor, Almeida Road, Thane (West), Thane - 400 601

**Address for Correspondence for Share related work**

Registrar & Share Transfer Agent Sharex Dynamic (India) Pvt. Ltd. Unit No. 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai - 400 072

Email Id of investor's Complaint: [kcclindia@gmail.com](mailto:kcclindia@gmail.com)

**Declaration by the Whole time Director under clause 49 of the Listing agreement regarding compliance with Code of Conduct**

In accordance with Clause 491(D)(ii) of the Listing Agreement with the Stock Exchange, I hereby confirm that ,all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct ,as applicable to them , for the Financial year ended 31<sup>st</sup> March, 2010.

**For Kedia Construction Co. Ltd.**

**Vijay P. Khowala**  
**Wholetime Director**

Mumbai, the 31<sup>st</sup> day of May, 2010

**Auditor's Certificate on Compliance with the conditions of  
Corporate Governance under clause 49 of the Listing Agreements**

To the Shareholders of Kedia Construction Company Limited

1. We have examined the compliance of conditions of Corporate Governance by Kedia Construction Company Limited ("the Company") for the year ended 31<sup>st</sup> March, 2010, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.
2. The Compliance of Conditions of the Corporate Governance is the responsibility of the Company's management. Our examination was limited to the review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.
3. In our opinion and to the best of our information and according to the explanation given to us, we certify that Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

***For Jajodia & Company***  
*Chartered Accountants*

Dinesh Jajodia  
Proprietor  
Membership No. 101008  
Firm Regn. No. 121911W  
Mumbai, the 31<sup>st</sup> day of May, 2010

## Auditors' Report

The Members,  
Kedia Construction Company Ltd.  
Mumbai

- 1) We have audited the attached Balance Sheet of Kedia Construction Company Ltd. as at 31<sup>st</sup> March 2010, Profit and Loss Account and also the Cash Flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2) We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3) As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of section 227 of The Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- 4) Further to our comments in the Annexure referred to in paragraph 3 we report as follows:
  - a) We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purpose of audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of these books;
  - c) The Balance Sheet and Profit and Loss Account and cash flow statement dealt with by this report are in agreement with the books of account of the Company;
  - d) In our opinion, the Balance Sheet and the Profit and Loss Account and Cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
  - e) Based on the written representations made by the Directors as on 31<sup>st</sup> March, 2010 and taken on record by the Board of Directors of the Company and the information and explanations given to us, none of the directors is, as on 31<sup>st</sup> March, 2010, prima-facie disqualified from being appointed as director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
  - f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements, read together with the notes thereon, give

the information required by the Companies Act, 1956, in the manner so required and present a true and fair view in conformity with the generally accepted accounting principles in India:

- (i) In the case of Balance Sheet of the state of affairs of the Company as at 31<sup>st</sup> March, 2010;
- (ii) In the case of Profit and Loss Account, of the profit for the year ended on that date.
- (iii) In the case of the Cash Flow statement, of the cash flows for the year ended on that date.

*For Jajodia & Company*  
*Chartered Accountants*

Dinesh Jajodia  
Proprietor  
Membership No. 101008  
Firm Regn. No. 121911W  
Mumbai, the 31<sup>st</sup> day of May, 2010

## Annexure to the Auditors' Report

### Referred to in Paragraph 3 of Our Report of Even Date

1. As per the information and explanations given to us, the Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
2. We have been informed that the respective heads of the department at reasonable intervals conducted physical verification of fixed assets. In respect of assets physically verified, the details has been compared with the books records and discrepancies noticed thereof were not material and have been properly dealt with in the books of accounts.
3. Substantial parts of the fixed assets have not been disposed of during the year so as to affect its going concern.
4. As explained to us, the management at regular intervals during the year has physically verified inventories.
5. The procedures explained to us, which are followed by the management for physical verification of the inventories, are in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
6. The Company is maintaining proper records of the inventories. As explained to us and according to the records produced to us for our verification, discrepancies, which were noticed on physical verification of inventories, as compared to book records, have been properly dealt with in the books of account.
7. The Company has maintained necessary records to show full particulars of loans accepted and granted to/from Companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act, 1956. As there is no stipulation regarding repayment of principal and payment of interest, there are no overdue amounts of loans more than one laces rupee.
8. According to information and explanations given to us by the management of the Company, the terms and conditions of such loans given and taken are prima-facie not prejudicial to the interest of the Company.
9. In our opinion, and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase and sale of shares and other assets. During the course of our examination no major weakness in internal control had come to our notice.
10. In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
11. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

12. In our opinion and according to the information and explanations given to us by the Company, the provision of section 58A and section 58AA of the Companies Act, 1956 and the rules framed there under in respect of acceptance of deposits are not applicable to the Company.
13. The Company has in house internal audit department and also has adequate internal control system commensurate with its size and nature of its business.
14. As explained to us, the maintenance of cost records has not been prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 in respect of the Company's products.
15. According to the information and explanations given to us the provisions of Provident Fund and Employees State Insurance Scheme are not applicable to the Company.
16. There are no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Custom Duty, Excise Duty were outstanding as on 31<sup>st</sup> March, 2010 for a period of more than six month from the date they becomes payable.
17. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the current financial year.
18. On the basis of the records examined by us and the information and explanations given to us, the Company has not taken any loan from financial institutions or banks, the question of defaulted in repayment of dues does not arise.
19. As explained to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or any other securities.
20. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund/society. Therefore, clause 4(xiii) of the Companies (Auditors Report) Order, 2003 is not applicable to the Company.
21. In our opinion and according to the information and explanations given to us, the Company has updated the investment Register and timely entries have been made in the register. However we are unable to express our opinion regarding the investment held by the Company in its own name. In our opinion, the Company is a dealer or trader in shares, securities, debentures and other investments.
22. According to the information and explanations given to us, and the representation made by the management, the Company, has neither given any guarantee for loans taken by others from any bank or financial institution, nor has obtained term loans during the year under review.
23. On the basis of the records examined by us and the representation made by the management. No term loans have been obtained during the year.
24. According to the information and explanations given to us and on an overall examination of the financial statements of the Company and after placing reliance on the reasonable assumptions made by the Company for classification of long term and short term usage of funds, we are of the opinion that, prima-facie, short term funds have not been utilized for long term purpose and vice-versa.



25. The Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under Section 301 of the Act during the year and therefore paragraph 4 (xviii) of the Order is not applicable.
26. The Company has not issued any debentures during the year and therefore paragraph 4 (xix) of the Order is not applicable.
27. The Company has not raised any money by public issue during the year and therefore paragraph 4 (xx) of the Order is not applicable.
28. During the course of our examination of the books 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 fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

*For Jajodia & Company*  
*Chartered Accountants*

Dinesh Jajodia  
Proprietor  
Membership No. 101008  
Firm Regn. No. 121911W  
Mumbai, the 31<sup>st</sup> day of May, 2010

**Kedia Construction Company Limited**  
Audited Balance Sheet As At 31st March, 2010

Particulars	Shed. No.	Current Year		Previous Year	
		Rupees	Rupees	Rupees	Rupees
<b>Sources of Funds</b>					
<b>Shareholders Funds</b>					
Share Capital	1		15,000,000		15,000,000
Reserves and Surplus	1A		13,192,388		13,085,191
<b>Loan Funds</b>					
Unsecured Loan	2		2,000,000		418,926
			30,192,388		28,504,117
<b>Application of Funds</b>					
<b>Investment</b>					
	3		36,000		
<b>Fixed Assets</b>					
Gross Block	4		250,000		250,000
Less : Accumulated Depreciation			186,372		172,310
Net Block			63,628		77,690
<b>Current Assets, Loans and Advances</b>					
Stock in Hand	5		12,156,676		12,156,676
Sundry Debtors			55,800		370,607
Cash and Bank Balances			988,477		844,498
Loans and Advances			18,815,788		17,836,788
Other Current Assets			803,245		756,787
			32,819,986		31,965,356
<b>Less: Current Liabilities and Provisions</b>					
Sundry Creditors	6		2,003,504		2,892,500
Other Liabilities			61,689		61,689
Duties & Taxes			6,692		3,749
Provisions			656,583		581,369
			2,728,468		3,539,307
<b>Net Current Assets</b>			30,091,518		28,426,049
<b>Deferred Tax</b>					
Deferred Tax Assets / (Liability)			1,242		378
			30,192,388		28,504,117

Significant Accounting Policies and Notes on Accounts 11

As Per Our Report of Even Date Attached  
For Jajodia & Company  
Chartered Accountants

For Kedia Construction Company Limited

Dinesh Jajodia  
Proprietor  
Membership No. 101008  
Firm Regn. No. 121911W  
Mumbai, the 31st day of May, 2010

Vijay P. Khowala  
Wholtime Director

Murlidhar J. Gupta  
Director

# Kedia Construction Company Limited

Audited Profit & Loss Account For the Year Ended 31st March, 2010

Particulars	Shed. No.	Current Year		Previous Year	
		Rupees	Rupees	Rupees	Rupees
<b>Income</b>					
<b><u>Sales &amp; Other Income</u></b>					
Sales		-		2,055,000	
Other Income	7	723,342	723,342	7,164,502	9,219,502
			<u>723,342</u>		<u>9,219,502</u>
<b><u>Expenditures</u></b>					
<b><u>Increase / (Decrease) in Stock / Project A/c</u></b>					
(Increase) / Decrease in Stock		-		(357,192)	
(Increase) / Decrease in Project Account		-	-	603,218	246,026
<b><u>Purchases</u></b>					
Purchases		-		3,788,500	
Labour Charges		-	-	575,000	4,363,500
<b><u>Administrative, Selling and Other Expenses</u></b>					
Administrative & General Expenses	8	228,690		833,439	
Employees Remuneration & Benefits	9	310,634		271,887	
Auditors Remuneration	10	15,000		15,000	
Depreciation	4	14,062	568,386	17,170	1,137,496
			<u>568,386</u>		<u>5,747,022</u>
<b>Profit / (Loss) Before Tax</b>			<b>154,956</b>		<b>3,472,480</b>
Less : Deferred Tax Liability / (Surplus)		(864)		(1,210)	
Less : Provision For Income Tax		48,623		510,436	
Less : FBT Tax Paid / Payable		-	47,759	-	509,226
<b>Profit / (Loss) After Tax</b>			<b>107,197</b>		<b>2,963,254</b>

Significant Accounting Policies and Notes on Accounts 11

As Per Our Report of Even Date Attached  
For Jajodia & Company  
Chartered Accountants

For Kedia Construction Company Limited

Dinesh Jajodia  
Proprietor  
Membership No. 101008  
Firm Regn. No. 121911W  
Mumbai, the 31st day of May, 2010

Vijay P. Khowala  
Wholetime Director

Murlidhar J. Gupta  
Director

# Kedia Construction Company Limited

Schedule 1 To 11 Forming part of the Accounts as on 31st March, 2010

	Current Year Rupees	Previous Year Rupees
<b>Schedule - 1</b>		
<b>Share Capital</b>		
<b><u>Authorised</u></b>		
15,00,000 Equity Shares of Rs. 10/- Each	15,000,000	15,000,000
	<b>15,000,000</b>	<b>15,000,000</b>
<b><u>Issued Subscribed and Paid up Capital</u></b>		
15,00,000 Equity Shares of Rs. 10/- Each Fully Paid up	15,000,000	15,000,000
	<b>15,000,000</b>	<b>15,000,000</b>
<b>Schedule-1A</b>		
<b><u>Reserves and Surplus</u></b>		
<b><u>Capital Reserve</u></b>		
Capital Reserve	12,850,000	12,850,000
	<b>12,850,000</b>	<b>12,850,000</b>
<b><u>Profit &amp; Loss Account</u></b>		
Profit / (Loss) Brought Forward	235,191	(2,728,063)
Profit / (Loss) Current year	107,197	2,963,254
	<b>342,388</b>	<b>235,191</b>
	<b>13,192,388</b>	<b>13,085,191</b>
<b>Schedule - 2</b>		
<b><u>Unsecured Loans</u></b>		
1. From Companies	-	-
2. From Others	2,000,000	418,926
	<b>2,000,000</b>	<b>418,926</b>
<b>Schedule - 3</b>		
<b><u>Investments</u></b>		
Investments in Partnership Firm	36,000	-
	<b>36,000</b>	<b>-</b>

## Kedia Construction Company Limited

Schedule of Fixed Assets For The Year Ending 31st March, 2010 (As Per Companies Act)

### Schedule - 4

Sr.	Particulars	Rate	Gross Block		Depreciation		Net Block	
			As On 1-Apr-09	As On 31-Mar-10	As On 1-Apr-09	As On 31-Mar-10	As On 31-Mar-10	As On 31-Mar-09
1	Office Equipments	18.10%	250,000	250,000	172,310	186,372	63,628	77,690
	<b>Total ==&gt;</b>		250,000	250,000	172,310	186,372	63,628	77,690
	Previous Year		250,000	250,000	155,140	172,310	77,690	94,860

(W.D.V.)

# Kedia Construction Company Limited

Schedule 1 To 11 Forming part of the Accounts as on 31st March, 2010

Particulars	Current Year Rupees	Previous Year Rupees
<b>Schedule - 5</b>		
<b><u>Current Assets, Loans and Advances</u></b>		
<b><u>Stock in Hand</u></b>		
Shares	3,788,502	3,788,502
Work in Progress	8,368,174	8,368,174
	<b>12,156,676</b>	<b>12,156,676</b>
<b><u>Sundry Debtors</u></b>		
<i>(Unsecured and Considered good Unless Otherwise Specified)</i>		
More Than Six Months	-	-
Less Than Six Months	55,800	370,607
	<b>55,800</b>	<b>370,607</b>
<b><u>Cash and Bank Balances</u></b>		
Cash in Hand	111,942	71,693
Bank Balances	876,535	772,805
	<b>988,477</b>	<b>844,498</b>
<b><u>Loans and Advances</u></b>		
<i>(Unsecured and Considered good Unless Otherwise Specified)</i>		
To Companies	17,999,388	17,020,388
To Others	816,400	816,400
	<b>18,815,788</b>	<b>17,836,788</b>
<b><u>Other Current Assets</u></b>		
Pre-paid Expenses	-	8,000
Service Tax Setoff Receivable	10,768	-
Income Tax / TDS Receivable	792,477	748,787
	<b>803,245</b>	<b>756,787</b>
	<b>32,819,986</b>	<b>31,965,356</b>
<b>Schedule - 6</b>		
<b><u>Current Liabilities and Provisions</u></b>		
Sundry Creditors	2,003,504	2,892,500
Other Liabilities	61,689	61,689
Duties & Taxes	6,692	3,749
Provisions for Expenses	91,906	65,315
Provisions for Taxes	564,677	516,054
	<b>2,728,468</b>	<b>3,539,307</b>
<b>Schedule - 7</b>		
<b><u>Other Income</u></b>		
Dividend Received	394	940
Service Charges Received	712,365	7,143,425
Sundry Drs/Crs Written Off	10,583	20,137
	<b>723,342</b>	<b>7,164,502</b>

# Kedia Construction Company Limited

Schedule 1 To 11 Forming part of the Accounts as on 31st March, 2010

Particulars	Current Year Rupees	Previous Year Rupees
<b>Schedule - 8</b>		
<b><u>Administrative &amp; General Expenses</u></b>		
Fees & Subscription	27,012	59,414
Listing / Restoration BSE Fees	10,000	331,400
ROC Fees	3,000	24,398
Advertisement Expenses	40,616	55,982
Demat Charges	6,244	2,248
Misc. Expenses	925	1,663
Printing & Stationary	10,603	8,467
Property Tax	-	20,252
Rent Charges	1,380	2,000
Income Tax Matter Fees	10,000	15,000
Secretarial Fees	12,000	16,000
Professional Charges	106,910	296,615
	<b>228,690</b>	<b>833,439</b>
<b>Schedule - 9</b>		
<b><u>Employees Remuneration &amp; Benefits</u></b>		
Salary to Staff	297,334	256,287
Bonus to Staff	13,300	15,600
	<b>310,634</b>	<b>271,887</b>
<b>Schedule - 10</b>		
<b><u>Auditors Remuneration</u></b>		
Statutory Audit Fees	10,000	10,000
Internal Audit Fees	5,000	5,000
	<b>15,000</b>	<b>15,000</b>

## Schedule – 11

Notes To The Accounts Annexed To And Forming Part Of The Balance Sheet as at 31st March, 2010 And The Profit & Loss Account For The Year Ended On The Date:

### Significant Accounting Policies

#### 1. Basis of Preparation of Financial Statement

The financial statements are consistently prepared on the basis of historical cost convention, in accordance with the applicable accounting standards and on the accounting principles of a going concern. All expenses and income to the extent ascertainable with reasonable certainty are accounted for on accrual basis and are in accordance with the requirements of the Companies Act, 1956 except Gratuity expenses, bonus, which is accounted on cash basis if any wherever applicable.

#### 2. Uses of Estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and during the reporting year. Difference between the actual result and estimates are recognized in the year in which the results are known / materialized.

#### 3. Change of Accounting Policy

There is no change in accounting policy as compared to last year.

#### 4. Fixed Assets

(i) Fixed Assets are carried at cost of acquisition or construction, inclusive of duties, incidental expenses, erection and installation etc., upto the date the asset is put to use.

(ii) The Company provides depreciation at the rate prescribed and in the manner described under Schedule XIV of Companies Act, 1956 on written down method.

#### 5. Investments

There is no investment except, the capital invested as a partner in a construction firm and the same is reflected at cost at Rs. 36,000/- representing 36% share in the firm M/S Prescon Developers.

#### 6. Transactions in foreign exchange

Transactions in foreign exchange during the year NIL and previous year NIL

#### 7. Contingent Liabilities

As explained and informed to us there is no Contingent Liability.

#### 8. Earnings per share.

Earnings Per Share		Rupees	
		Current Year	Previous Year
1	Net Profit as per Profit & Loss Account after tax and Preference Dividend	107,197	2,963,254
2	Weighted average number of shares outstanding during the year	1,500,000	1,500,000
3	Basic & Diluted Earnings per shares	0.07	1.98



9. **Taxes on Income :**
- (a) Current tax provision has been determined on the basis of relief and deductions available under the Income Tax Act, 1961.
- (b) Deferred tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that are enacted and substantively enacted as on the balance sheet date.
10. In the opinion of the Board, current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated. The balances of Loans and advances, Deposits, Sundry Creditors and Unsecured Loans and other personal accounts are subject to confirmations and adjustments, if any.

11. **Auditor's Remuneration:**

Auditor's Remuneration		Rupees	
		Current Year	Previous Year
1	Statutory Audit Fees	10,000	10,000
2	Internal Audit Fees	5,000	5,000

12. **Related Parties Disclosures:**

Nature of transaction- Loans & Advances

Relationship- Significant control of KMP as a Directors / Partner

Sr.	Name of the Person / Company	Opening	Paid	Received	Closing
1	Kirti Investments Limited	7,600,000	-	7,600,000	-
2	Prescon Developers	-	3,504,000	-	3,504,000
3	Prescon Homes Pvt. Ltd.	1,350,000	5,580,000	-	6,930,000
4	Prescon Realtors & Infra's P. Ltd.	500,000	360,000	860,000	-

13. The Shares of the Company are listed on the Bombay Stock Exchange.
14. Figures in brackets relate to previous year or losses. The previous year's figures have been regrouped, rearranged, recasted and classified wherever necessary.

As Per Our Report of Even Date Attached  
For Jajodia & Company  
Chartered Accountants

For Kedia Construction Company Limited

Dinesh Jajodia  
Proprietor  
Membership No. 101008  
Firm Regn. No. 121911W  
Mumbai, the 31st day of May, 2010

Vijay P. Khowala  
Wholetime Director

Murlidhar J. Gupta  
Director

# Kedia Construction Company Limited

## CASH FLOW STATEMENT

Annexed to the Balance Sheet for the period April 2009 to March 2010

Particulars	Rupees	
	Current Year	Previous Year
<b>A. Cash flow from Operating Activities</b>		
Profit before tax as per Profit & Loss Account	154,956	3,472,480
Depreciation (net)	14,062	17,170
Deferred Tax Liability / (Surplus)	(864)	(1,210)
Interest Expenses (net)	-	-
Profit on sale of Assets (net)	-	-
<b>Operating profit before working capital changes Adjustment for</b>	<b>168,154</b>	<b>3,488,440</b>
(Increase) / decrease in Stock/WIP	-	246,026
(Increase) / decrease in Sundry Debtors	314,807	(370,607)
(Increase) / decrease in Loans & Advances	(979,000)	1,285,890
(Increase) / decrease in Other Current Assets	(46,458)	(756,596)
Increase / (decrease) in Sundry Creditors	(888,996)	2,892,500
Increase / (decrease) in Other Current Liabilities	78,157	499,767
<b>Cash generated from operations</b>	<b>(1,353,336)</b>	<b>7,285,420</b>
Direct taxes (paid/TDS deducted) / Refund received	(47,759)	(509,226)
<b>Net Cash flow from Operating Activities</b>	<b>(1,401,095)</b>	<b>6,776,194</b>
<b>B. Cash flow from Investing Activities</b>		
(Purchase) / Sale of Fixed Assets	-	-
(Purchase) / Sale of Investments	(36,000)	-
(Purchase) / Sale of Other Misc. Assets	-	-
<b>Net Cash flow from investing Activities</b>	<b>(36,000)</b>	<b>-</b>
<b>C. Cash flow from Financing Activities</b>		
Proceeds / (Repayment) of Secured Loans (net)	-	-
Proceeds / (Repayment) of Unsecured Loans (net)	1,581,074	(7,036,624)
Interest Paid	-	-
<b>Net Cash flow from Financing Activities</b>	<b>1,581,074</b>	<b>(7,036,624)</b>
<b>Net Increase / (decrease) in cash and cash equivalent</b>	<b>143,979</b>	<b>(260,430)</b>
Cash and cash equivalent as at the beginning of the year	844,498	1,104,928
<b>Cash and cash equivalent as at the closing of the year</b>	<b>988,477</b>	<b>844,498</b>

The above Cash Flow Statement has been compiled from and is based on the Balance Sheet as at 31<sup>st</sup> March, 2010 and the relative Profit and Loss Account for the year ended on the date. The above Cash Flow Statement has been prepared in consonance with the requirement of AS-3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India and the reconciliation required for the purpose is as made by Company.

As Per Our Report of Even Date Attached

*For Jajodia & Company*

*Chartered Accountants*

**For Kedia Construction Company Limited**

Dinesh Jajodia

Proprietor

Membership No. 101008

Firm Regn. No. 121911W

Mumbai, the 31<sup>st</sup> day of May, 2010

Vijay P. Khowala

**Wholetime Director**

Murlidhar J. Gupta

**Director**

## Kedia Construction Company Limited

The Companies Act (1 OF 1956)

Schedule VI - Part-III

### Balance Sheet Abstract and a Company's General Business Profile

**1. Registration Detail**

Registration No.	L45200MH1981PLC025083	State Code : 11
Balance Sheet Date	31 03 2010	
	Date Month Year	

**2. Capital raised during the year (Amount in Rs. Lacs)**

Public	:	Nil	Right Issue	:	Nil
Bonus Issue	:	Nil	Private Placements	:	Nil

**3. Position of Mobilisation and Deployment of Funds (Amount in Rs. Lacs)**

Total Liabilities	:	301.92	Total Assets	:	301.92
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**Source of Funds**

Paid-up Capital	:	150.00	Reserves & Surplus	:	131.92
Equity Share Warrants	:	-	Unsecured Loans	:	20.00
Secured Loans	:	-	Deferred Tax Liability	:	-

**Application of Funds**

Net Fixed Assets	:	0.64	Investments	:	0.36
Net Current Assets	:	300.92	Deferred Tax Assets	:	0.01
Accumulated Losses	:	Nil	Misc. Expenditure	:	Nil

**4. Performance of Company (Amount in Rs. Lacs)**

Turnover	:	7.23	Total Expenditure	:	5.68
Profit / Loss before tax	:	1.55	Profit / Loss after tax	:	1.07
Earnings per share in Rs.	:	0.07	Total Dividend @ %	:	Nil

**5. Generic Names of Three Principal Products / Service of Company**

(As per monetary terms) Not Applicable

# Kedia Construction Company Limited

Regd. Office: 9, Botawala Building, 3<sup>rd</sup> Floor, 11/13, Horniman Circle, Fort, Mumbai – 400 001, INDIA.  
Tel.: 25342566 / 67 / 68 / 69 Fax: 00-91-22-25345854, E-mail: kcclindia@gmail.com

## ATTENDANCE SLIP

### TWENTY NINTH ANNUAL GENERAL MEETING

Tuesday, August 10, 2010 at 12.00 noon

Folio/DP & Client ID No.:

No. of Shares:

I/We hereby record my/our presence at the Twenty Ninth Annual General Meeting held at Hotel Sharranam, Eastern Express Highway, Service Road, Near NEW R.T.O., Opp. Ramakrishna Nagar, Thane (W), Thane – 400 604.

Member's/Proxy's Signature

#### Notes:

1. Members holding shares in physical form are requested to advise the change in their address, if any, to our Registrars & Share Transfer Agent, M/s. Shares Dynamic (India) Pvt. Ltd., Unit No.1, Luthra Ind. Premises, Andheri-Kurla Road, Safed Pool, Andheri (E), MUMBAI – 400 072, quoting their Folio Number(s). Members holding shares in electronic form may update such details with their respective Depository Participant(s).
2. Members are informed that no duplicate slips will be issued at the venue of the Meeting and they are requested to bring this slip for the Meeting.

# Kedia Construction Company Limited

Regd. Office: 9, Botawala Building, 3<sup>rd</sup> Floor, 11/13, Horniman Circle, Fort, Mumbai – 400 001, INDIA.  
Tel.: 25342566 / 67 / 68 / 69 Fax: 00-91-22-25345854  
E-mail: kcclindia@gmail.com

## FORM OF PROXY

I/We \_\_\_\_\_  
of \_\_\_\_\_ being a Member/Members  
of **Kedia Construction Company Limited** hereby appoint \_\_\_\_\_  
of \_\_\_\_\_ or failing him/her \_\_\_\_\_  
of \_\_\_\_\_ or failing him/her \_\_\_\_\_  
of \_\_\_\_\_ as my/our Proxy to attend and vote for me/us and on my/our  
behalf at the Twenty Ninth Annual General Meeting of the Company, to be held on Tuesday, August 10, 2010 at  
12.00 noon and at any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010.

For Office Use only	
Proxy No.:	No. of Shares:
Folio/DP & Client ID No.:	

Affix Re. 1.00 Revenue Stamp
------------------------------------

#### Notes:

1. The Proxy Form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company.
2. The Proxy Form must be deposited at the Registered/Corporate Office of the Company not less than 48 hours before the time fixed for holding the Meeting.
3. A Proxy need not be a Member.