



# **Kedia Construction Company Limited**

**30<sup>th</sup> Annual Report  
2010-2011**

**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 **Thirtieth 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. Ramakrishna Nagar, Thane (West), Thane – 400 604 on **Thursday, the 11<sup>th</sup> August, 2011 at 12.00 p.m.**, 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, 2011 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. Vijay P. Khowala 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 30<sup>th</sup> day of May, 2011

### 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 **4<sup>th</sup> August, 2011 to 11<sup>th</sup> August, 2011** 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 30<sup>th</sup> day of May, 2011

## Directors' Report

To,  
The Members,  
Your Directors have pleasure in submitting the **Thirtieth 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, 2011.

### Financial Result

The performance of the Company for the financial year ended 31<sup>st</sup> March, 2011 is summarized below:

Sr. No.	Particulars	Rupees	
		Current Year	Previous Year
a.	Total Income	1,339,126	723,342
b.	Total Expenditure	1,218,713	554,324
c.	Profit before depreciation	120,413	169,018
<b>d.</b>	<b>Profit before Taxes</b>	<b>108,896</b>	<b>154,956</b>
e.	Tax Expenses including Deferred Tax	30,379	47,759
<b>f.</b>	<b>Profit after Taxes</b>	<b>78,517</b>	<b>107,197</b>
<b>g.</b>	<b>Add : Balance brought forward from previous year</b>	<b>342,388</b>	<b>235,191</b>
h.	Amount available for appropriation	420,905	342,388
i.	Proposed Dividend (Including tax) on Equity Shares	Nil	Nil
<b>k.</b>	<b>Net Balance carried to Profit &amp; Loss Account</b>	<b>420,905</b>	<b>342,388</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. 13.39 Lacs as against Rs. 7.23 Lacs in previous year. The Profit before taxes in the current year is Rs. 1.09 Lacs as against Rs. 1.55 Lacs in the previous year and profit after taxes are Rs. 0.78 Lacs as against Rs. 1.07 Lacs in the 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 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 transactions.

#### **Auditor's Report**

There are no qualifications in the report of the statutory auditors for the year 2010-11.

#### **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 true and fair view of the state of affairs of your Company as at 31<sup>st</sup> March 2011.
- (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 limits prescribed under section 224(1B) of the Companies Act, 1956.

#### **Acknowledgements**

The Directors wish to convey their appreciation to all the Company 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 the Management.

**By Order of the Board of Directors**

Vijay P. Khowala  
**Wholetime Director**

Mumbai, the 30<sup>th</sup> day of May, 2011

#### **Management Discussions and Analysis forming part of Director's Report for the year ended 31<sup>st</sup> March, 2011.**

#### **Industry Structure and Development**

The global economy staged a remarkable rebound in the last financial year reducing the fears of a double-dip recession that some had forecast in 2009. The recovery was aided by the continuation of stimulus measures adopted during 2008-09 by developed as well as emerging economies including India.

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 already 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 as soon as projects takeoff.

#### **Opportunities & threats**

India maintained its growth momentum on the foundation of relatively strong 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 overall economic outlook for the year 2011-12 appears to be positive but challenging. The Indian GDP expected to register a growth of around 8%. The industrial indices have started showing signs of recovery the industry is on the path of recovery. 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 factors like power shortages, increase in labour cost and transportation cost could contribute to inflation. 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 and Industry's demand etc. The recent unearthing of huge scam and resulting logjam in government functioning could lead to policy reform taking back seat thereby affecting long term growth potential of the country apart from impacting investors sentiments.

#### **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 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. 10.01 Lacs and Profit before depreciation and a tax was Rs. 1.20 Lacs. The depreciation provided during the year was Rs 0.12 Lacs and provision for taxes was Rs. 0.30 Lacs, the net profit for the year after tax was Rs. 0.78 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

Your Company's philosophy of Corporate Governance has evolved from its continued faith in fundamentals of fairness, accountability, disclosures and transparency in all its transactions in the widest sense and meets its stake holder's aspiration and societal expectations. 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. Good governance practices stem from the culture and the mindset of the organization. The demand for corporate governance requires professionals to raise their competency and capability levels to meet the expectations in managing the enterprise and its resources effectively with highest standard of ethics. The Company is committed to attain the highest standard of Corporate Governance.

### Board of Directors

The total strength of the Board as on 31<sup>st</sup> March, 2011 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	Wholetime Director	Whole time
3	Mr. Murlidhar Gupta	Director	Independent-Non Executive

### Board Meetings and Annual General Meeting

During the financial year 2010-11, Nine Board Meeting were held on Monday, April 05, 2010 : Friday, April 30, 2010 : Monday, May 31, 2010 : Saturday, July 31, 2010 : Friday, September 10, 2010 : Saturday, October 30, 2010 : Friday, December 10, 2010 : Monday, January 31, 2011 : Friday, March 25, 2011 and the Annual General Meeting was held on 10<sup>th</sup> August, 2010.

### 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 2010-11	No. of Board Meetings attended during FY 2010-11	Attendance at the AGM held on 10-08-2010
Mr. Nitin S. Kedia	9	7	No
Mr. Vijay Khowala	9	9	Yes
Mr. Murlidhar Gupta	9	9	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, 2011

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 four meetings were held on Wednesday, May 05, 2010 : Tuesday, July 27, 2010 : Monday, October 18, 2010 and Saturday, January 15, 2011

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 two meeting was held on Wednesday, June 30, 2010 and Friday, October 15, 2010

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, 2011

There were no complaints received during the financial year ended 31<sup>st</sup> March, 2011 and none of the complaints are 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 Remuneration Committee is managed by 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 Companies 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	2007-2008	Thane	Tuesday, August 12, 2008	12.00 PM	Nil
2	2008-2009	Thane	Thursday, July 16, 2009	12.30 PM	Nil
3	2009-2010	Thane	Tuesday, August 10, 2010	12.00 PM	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 were no materials Transactions with related parties during the year 2010-11 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 30<sup>th</sup> Annual Report of the Company delivered to the shareholders.

### Annual General Meeting

<b>Date and time</b>	: Thursday, the 11 <sup>th</sup> day of August, 2011 at 12.00 P.M.
<b>Venue</b>	: Hotel Sharranam, Eastern Express Highway, Service Road, Opp. Ramakrishna Nagar, Thane (West) – 400 604
<b>Financial Year</b>	: Year ending 31 <sup>st</sup> March, 2011
<b>Dates of Book Closure</b>	: 4 <sup>th</sup> August, 2011 to 11 <sup>th</sup> August, 2011 both days inclusive
<b>Listing on Stock Exchange</b>	: The Bombay Stock Exchange Ltd
<b>Stock Codes (for shares)</b>	: 508993

### Market Price Data

Month - Year	High Rs.	Low Rs.
April, 2010	No trading	No trading
May, 2010	No trading	No trading
June, 2010	No trading	No trading
July, 2010	No trading	No trading
August, 2010	50	2.56
September, 2010	3.18	3.18
October, 2010	No trading	No trading
November, 2010	No trading	No trading
December, 2010	No trading	No trading
January, 2011	No trading	No trading
February, 2011	No trading	No trading
March, 2011	No trading	No trading

Source: [www.bseindia.com](http://www.bseindia.com)

### Distribution of share holding as on 31<sup>st</sup> March, 2011

Category (Amount)	No. of Shareholders	Percentage	No. of Shares	Percentage
Upto - 5000	7	6.60%	300	0.02%
5001 - 10000	0	0.00%	0	0.00%
10001 - 20000	21	19.81%	41150	2.74%
20001 - 30000	12	11.32%	35400	2.36%
30001 - 40000	1	0.94%	3500	0.23%
40001 - 50000	6	5.67%	28000	1.87%
50001 - 100000	32	30.19%	267750	17.85%
100001 - Above	27	25.47%	1123900	74.93%
<b>Total</b>	<b>106</b>	<b>100.00%</b>	<b>1500000</b>	<b>100.00%</b>

**Category of Shareholders as on 31<sup>st</sup> March, 2011**

	Category	No. of Shares Held	% of Shareholding
<b>A</b>	<b>Promoter's holding</b>		
1	Promoters		
	- Indian Promoters	901,000	60.07%
	- Foreign Promoters	Nil	Nil
	<b>Sub - Total</b>	<b>901,000</b>	<b>60.07%</b>
<b>B</b>	<b>Non - Promoter's holding</b>		
<b>2</b>	<b>Institutional Investors</b>		
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	FII's (Including ADB holding)	Nil	Nil
	<b>Sub-Total</b>		
<b>3</b>	<b>Others</b>		
a	Private Corporate Bodies	19,450	1.30%
b	Indian Public	579,550	38.63%
c	NRI's /OCB's(Including GDFI)	Nil	Nil
d	Any other (Clearing Members & Trusts)	Nil	Nil
	<b>Sub-Total</b>	<b>599,000</b>	<b>39.93%</b>
	<b>GRAND TOTAL</b>	<b>1,500,000</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, 2011. 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, 2011.

**For Kedia Construction Co. Ltd.**

Vijay P. Khowala  
**Wholetime Director**

Mumbai, the 30<sup>th</sup> day of May, 2011

**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, 2011, 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 Reg. No. 121911W  
Mumbai, the 30<sup>th</sup> day of May, 2011

**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 2011, 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, 2011 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, 2011, 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, 2011;
- (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 Reg. No. 121911W  
Mumbai, the 30<sup>th</sup> day of May, 2011

### **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 five lacs 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 adequate internal audit & 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, 2011 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 Reg. No. 121911W  
Mumbai, the 30<sup>th</sup> day of May, 2011

**Kedia Construction Company Limited**  
Audited Balance Sheet As At 31st March, 2011

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		13,270,905		13,192,388
<b>Loan Funds</b>					
Unsecured Loan	2		-		2,000,000
			<b>28,270,905</b>		<b>30,192,388</b>
<b>Application of Funds</b>					
<b>Investment</b>					
	3		36,000		36,000
<b>Fixed Assets</b>					
Gross Block	4	250,000		250,000	
Less : Accumulated Depreciation		197,889		186,372	
<b>Net Block</b>			<b>52,111</b>		<b>63,628</b>
<b>Current Assets, Loans and Advances</b>					
Stock in Hand	5	12,156,676		12,156,676	
Sundry Debtors		-		55,800	
Cash and Bank Balances		3,218,641		988,477	
Loans and Advances		12,911,262		18,815,788	
Other Current Assets		25,053		238,568	
		<b>28,311,632</b>		<b>32,255,309</b>	
<b>Less: Current Liabilities and Provisions</b>					
Sundry Creditors	6	-		2,003,504	
Other Liabilities		-		61,689	
Duties & Taxes		16,189		6,692	
Provisions		114,491		91,906	
		<b>130,680</b>		<b>2,163,791</b>	
<b>Net Current Assets</b>			<b>28,180,952</b>		<b>30,091,518</b>
<b>Deferred Tax</b>					
Deferred Tax Assets / (Liability)			1,842		1,242
			<b>28,270,905</b>		<b>30,192,388</b>

Significant Accounting Policies and Notes on Accounts 11

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

Dinesh Jajodia  
Proprietor  
Membership No. 101008  
Firm Regn. No. 121911W  
Mumbai, the 30<sup>th</sup> day of May, 2011

**For Kedia Construction Company Limited**

Vijay P. Khowala  
**Wholetime Director**

Murlidhar J. Gupta  
**Director**

**Kedia Construction Company Limited**  
Audited Profit & Loss Account For the Year Ended 31st March, 2011

Particulars	Shed. No.	Current Year		Previous Year	
		Rupees	Rupees	Rupees	Rupees
<b>Income</b>					
<b>Sales &amp; Other Income</b>					
Sales		337,500		-	
Other Income	7	1,001,626	1,339,126	723,342	723,342
			<b>1,339,126</b>		<b>723,342</b>
<b>Expenditures</b>					
<b>Purchases</b>					
Purchases		337,500		-	
Labour Charges		-	337,500	-	-
<b>Administrative, Selling and Other Expenses</b>					
Administrative & General Expenses	8	151,490		228,690	
Employees Remuneration & Benefits	9	714,723		310,634	
Auditors Remuneration	10	15,000		15,000	
Depreciation	4	11,517	892,730	14,062	568,386
			<b>1,230,230</b>		<b>568,386</b>
<b>Profit / (Loss) Before Tax</b>			<b>108,896</b>		<b>154,956</b>
Less : Deferred Tax Liability / (Surplus)		(600)		(864)	
Less : Provision For Income Tax		35,711		48,623	
Less : Tax Provision of prior years adjusted		(4,732)	30,379	-	47,759
<b>Profit / (Loss) After Tax</b>			<b>78,517</b>		<b>107,197</b>

Significant Accounting Policies and Notes on Accounts 11

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

Dinesh Jajodia  
Proprietor  
Membership No. 101008  
Firm Regn. No. 121911W  
Mumbai, the 30th day of May, 2011

For Kedia Construction Company Limited

Vijay P. Khowala      Murlidhar J. Gupta  
Wholetime Director      Director

**Kedia Construction Company Limited**  
Schedule 1 To 11 Forming part of the Accounts as on 31st March, 2011

Particulars	Current Year Rupees	Previous Year Rupees
<b>Schedule - 1</b>		
<b>Share Capital</b>		
<b>Authorised</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>Issued Subscribed and Paid up Capital</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>Reserves and Surplus</b>		
<b>Capital Reserve</b>		
Capital Reserve	12,850,000	12,850,000
	<b>12,850,000</b>	<b>12,850,000</b>
<b>Profit &amp; Loss Account</b>		
Profit / (Loss) Brought Forward	342,388	235,191
Profit / (Loss) Current year	78,517	107,197
	420,905	342,388
	<b>13,270,905</b>	<b>13,192,388</b>
<b>Schedule - 2</b>		
<b>Unsecured Loans</b>		
From Others	-	2,000,000
	-	<b>2,000,000</b>
<b>Schedule - 3</b>		
<b>Investments</b>		
Investments in Partnership Firm	36,000	36,000
	<b>36,000</b>	<b>36,000</b>

**Kedia Construction Company Limited**

Schedule of Fixed Assets For The Year Ending 31st March, 2011 (As Per Companies Act)

Schedule - 4

Sr.	Particulars	Rate	Gross Block		Depreciation		Net Block	
			As On 1-Apr-10	As On 31-Mar-11	As On 1-Apr-10	As On 31-Mar-11	As On 31-Mar-11	As On 31-Mar-10
1	Office Equipments	18.10%	250,000	250,000	186,372	197,889	52,111	63,628
			-	250,000	11,517	197,889	52,111	63,628
	<b>Total==&gt;</b>		250,000	250,000	186,372	197,889	52,111	63,628
	Previous Year		-	250,000	14,062	186,372	63,628	77,690

**Kedia Construction Company Limited**

Schedule 1 To 11 Forming part of the Accounts as on 31st March, 2011

Particulars	Current Year Rupees	Previous Year Rupees
<b>Schedule - 5</b>		
<b>Current Assets, Loans and Advances</b>		
<b>Stock in Hand</b>		
Shares	3,788,502	3,788,502
Work in Progress	8,368,174	8,368,174
	12,156,676	12,156,676
<b>Sundry Debtors</b>		
<i>(Unsecured and Considered good Unless Otherwise Specified)</i>		
Less Than Six Months	-	55,800
	-	55,800
<b>Cash and Bank Balances</b>		
Cash in Hand	14,576	111,942
Bank Balances	3,204,065	876,535
	3,218,641	988,477
<b>Loans and Advances</b>		
<i>(Unsecured and Considered good Unless Otherwise Specified)</i>		
To Companies	12,157,362	17,999,388
To Others	753,900	816,400
	12,911,262	18,815,788
<b>Other Current Assets</b>		
Service Tax Setoff Receivable	18,811	10,768
Income Tax / TDS Receivable	-	227,800
Accrued Interest Receivable	6,242	-
	25,053	238,568
	<b>28,311,632</b>	<b>32,255,309</b>
<b>Schedule - 6</b>		
<b>Current Liabilities and Provisions</b>		
Sundry Creditors	-	2,003,504
Other Liabilities	-	61,689
Duties & Taxes	16,189	6,692
Provisions for Expenses	114,491	91,906
	<b>130,680</b>	<b>2,163,791</b>
<b>Schedule - 7</b>		
<b>Other Income</b>		
Service Charges Received	917,875	712,365
Interest Received	36,588	-
Miscellaneous Income	480	394
Sundry Drs/Crs bal. written off	46,683	10,583
	<b>1,001,626</b>	<b>723,342</b>

**Kedia Construction Company Limited**

Schedule 1 To 11 Forming part of the Accounts as on 31st March, 2011

Particulars	Current Year Rupees	Previous Year Rupees
<b>Schedule - 8</b>		
<b>Administrative &amp; General Expenses</b>		
Fees & Subscription	36,515	40,012
Advertisement Expenses	24,680	40,616
Other General Expenses	6,790	8,549
Printing & Stationary	5,417	10,603
Travelling & Conveyance Expenses	10,260	-
Property Tax	20,264	-
Professional Charges	47,564	128,910
	<b>151,490</b>	<b>228,690</b>
<b>Schedule - 9</b>		
<b>Employees Remuneration &amp; Benefits</b>		
Salary to Staff	714,723	310,634
	<b>714,723</b>	<b>310,634</b>
<b>Schedule - 10</b>		
<b>Auditors Remuneration</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, 2011 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	78,517	107,197
2	Weighted average number of shares outstanding during the year	1,500,000	1,500,000
3	Basic & Diluted Earnings per shares	0.05	0.07

**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	-	100,000	100,000	-
2	Prescon Developers	3,504,000	1,558,708	-	5,062,708
3	Prescon Homes Pvt. Ltd.	6,930,000	-	2,000,000	4,930,000
4	Varunisha Homes Pvt. Ltd.	-	2,000,000	2,000,000	-

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 30th day of May, 2011

Vijay P. Khowala  
Wholetime Director

Murlidhar J. Gupta  
Director

**CASH FLOW STATEMENT**

Annexed to the Balance Sheet for the period April 2010 to March 2011

Particulars	Rupees	
	Current Year	Previous Year
<b>A. Cash flow from Operating Activities</b>		
Profit before tax as per Profit & Loss Account	108,896	154,956
Depreciation (net)	11,517	14,062
Deferred Tax Liability / (Surplus)	(600)	(864)
Interest Expenses (net)	-	-
Profit on sale of Assets (net)	-	-
<b>Operating profit before working capital changes Adjustment for</b>	<b>119,813</b>	<b>168,154</b>
(Increase) / decrease in Stock / W.I.P.	-	-
(Increase) / decrease in Sundry Debtors	55,800	314,807
(Increase) / decrease in Loans & Advances	5,904,526	(979,000)
(Increase) / decrease in Other Current Assets	213,515	(46,458)
Increase / (decrease) in Sundry Creditors	(2,003,504)	(888,996)
Increase / (decrease) in Other Current Liabilities	(29,607)	78,157
<b>Cash generated from operations</b>	<b>4,260,543</b>	<b>(1,353,336)</b>
Direct taxes (paid/TDS deducted) / Refund received	(30,379)	(47,759)
<b>Net Cash flow from Operating Activities</b>	<b>4,230,164</b>	<b>(1,401,095)</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>-</b>	<b>(36,000)</b>
<b>C. Cash flow from Financing Activities</b>		
Proceeds / (Repayment) of Secured Loans (net)	-	-
Proceeds / (Repayment) of Unsecured Loans (net)	(2,000,000)	1,581,074
Interest Paid	-	-
<b>Net Cash flow from Financing Activities</b>	<b>(2,000,000)</b>	<b>1,581,074</b>
<b>Net Increase / (decrease) in cash and cash equivalent</b>	<b>2,230,164</b>	<b>143,979</b>
Cash and cash equivalent as at the beginning of the year	988,477	844,498
<b>Cash and cash equivalent as at the closing of the year</b>	<b>3,218,641</b>	<b>988,477</b>

The above Cash Flow Statement has been compiled from and is based on the Balance Sheet as at 31<sup>st</sup> March, 2011 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 30th day of May, 2011

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 2011  
 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	:	282.71	Total Assets	:	282.71
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Source of Funds

Paid-up Capital	:	150.00	Reserves & Surplus	:	132.71
Equity Share Warrants	:	-	Unsecured Loans	:	-
Secured Loans	:	-	Deferred Tax Liability	:	-

Application of Funds

Net Fixed Assets	:	0.52	Investments	:	0.36
Net Current Assets	:	281.81	Deferred Tax Assets	:	0.02
Accumulated Losses	:	Nil	Misc. Expenditure	:	Nil

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

Turnover	:	13.39	Total Expenditure	:	12.30
Profit / Loss before tax	:	1.09	Profit / Loss after tax	:	0.79
Earnings per share in Rs.	:	0.05	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 THIRTIETH ANNUAL GENERAL MEETING Thursday, August 11, 2011 at 12.00 pm

Folio/DP & Client ID No.:	No. of Shares:
---------------------------	----------------

I/We hereby record my/our presence at the Thirtieth 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:**

- 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).
- 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 Thirtieth Annual General Meeting of the Company, to be held on Thursday, August 11, 2011 at 12.00 pm and at any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011.

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

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

**Notes:**

- The Proxy Form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company.
- 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.
- A Proxy need not be a Member.

