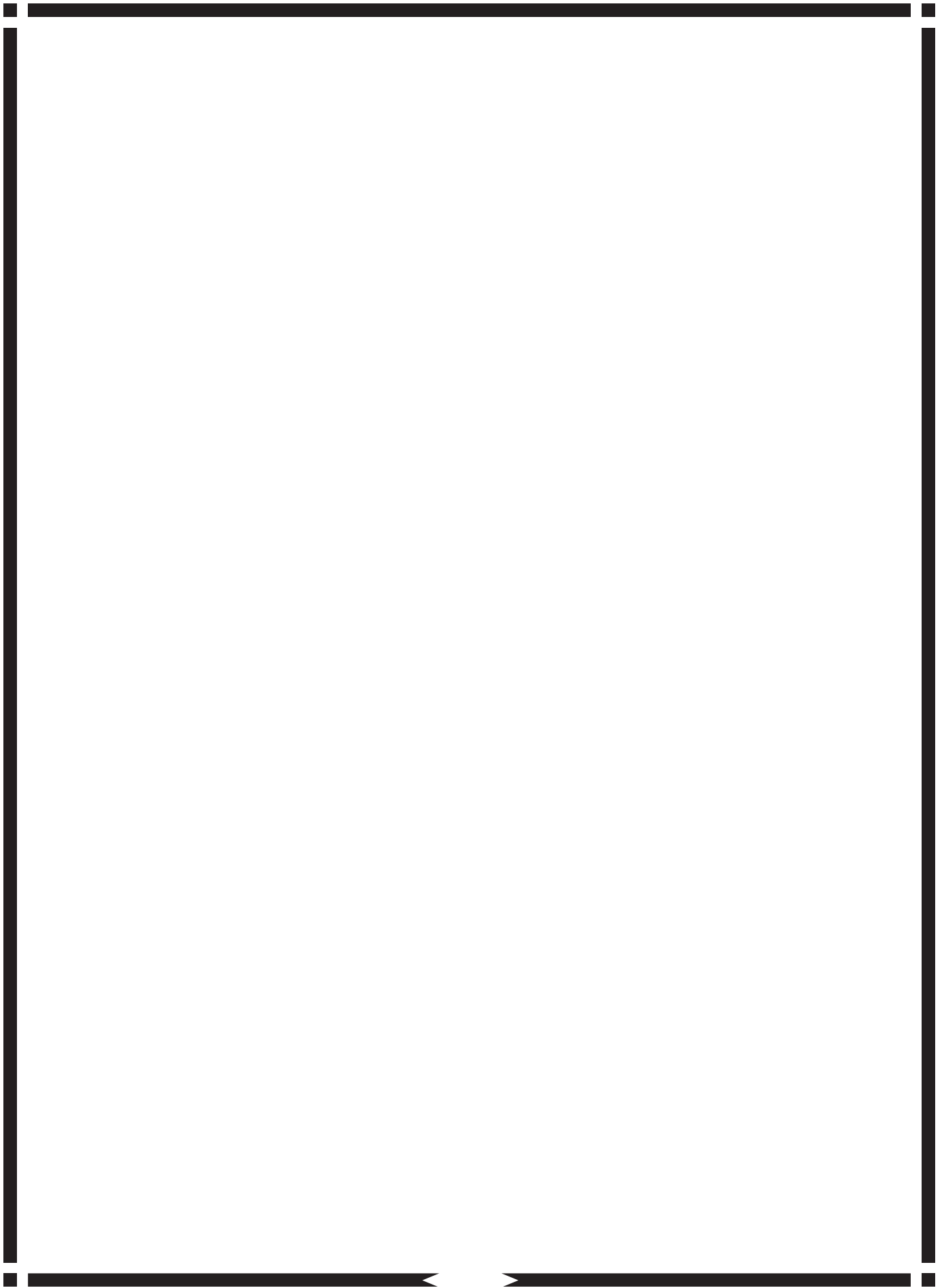


Kedia Construction Co. Limited

**34th Annual Report
2014-2015**



Board of Directors

Mr. Nitin S. Kedia	–	Chairman
Mr. Vijay P. Khowala	–	Wholetime Director
Mr. Murlidhar J. Gupta	–	Independent Director
Ms. Preethi Anand	-	Independent Additional Non-Executive Director

Bankers

Kotak Mahindra Bank Ltd.
HDFC Bank Limited

Auditors

Jajodia & Company
Chartered Accountants

Legal Advisors

Narayanan & Narayanan
Advocate & Solicitor

Registered Office

231, 2nd Floor,
Rahul Mittal Industrial Premises Co-Op Soc. Ltd.,
Sanjay Building No. 3, Sir M.V. Road, Andheri (East),
Mumbai – 400 059.

Corporate Office

Prestige Precinct, 3rd Floor,
Almeida Road, Panchpakhadi,
Thane (West) – 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

Directors' Report

To,
The Members,
Your Directors have pleasure in submitting the **Thirty-Fourth Annual Report** on the business and operation of the Company along with the Audited Accounts for the financial year ended 31st March, 2015.

Financial Result

The performance of the Company for the financial year ended 31st March, 2015 is summarized below:

Sr. No.	Particulars	Current Year (₹)	Previous Year (₹)
a.	Total Income	9,35,884	10,26,931
b.	Total Expenditure	9,17,746	10,17,203
c.	Profit before depreciation & amortization	18,138	9,728
d.	Depreciation & Amortization	16,127	6,327
e.	Profit before Taxes	2,011	3,401
f.	Tax Expenses including Deferred Tax	464	889
g.	Profit after Taxes	1,547	2,512
h.	Add : Balance brought forward from previous year	4,96,213	4,93,701
i.	Amount available for appropriation	4,97,760	4,96,213
j.	Proposed Dividend (Including tax) on Equity Shares	Nil	Nil
k.	Net Balance carried to Profit & Loss Account	4,97,760	4,96,213

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 ₹ 9.36 Lacs as against ₹ 10.27 Lacs in previous year. The Profit before taxes in the current year is ₹ 0.02 Lacs as against ₹ 0.03 Lacs in the previous year and Profit after taxes are ₹ 0.015 Lacs as against Profit after tax of ₹ 0.025 Lacs in the in the previous year.

Future Outlook

The Company's plans for securing the growth is under way and appropriate action will be taken in future at appropriate time for future development.

Directors

In pursuant to the provisions of the Companies Act, 2013 and the Articles of Associations of the Company, Mr. Nitin S. Kedia retires by rotation and being eligible, offer himself for re-appointment.

Name	Designation	Gross Remuneration	Qualification	Age & Experience (Years)	Date of Commencement of Employment
Mr. Nitin S. Kedia	Director	Nil	B. E.	55/ 31	N.A.

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 197(12) of the Companies Act, 2013 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.

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.

Sexual Harassment of Women at Workplace

There were no cases of sexual harassment filed during the year under review, in terms of the provision of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Management Discussion and Analysis and Corporate Governance Report

In compliance with clause 49 of the Listing Agreement entered in with the Stock Exchanges, a separate section on Management Discussion and Analysis that includes details on the state of affairs of the Company as required to be disclosed in the Directors Report forms part of this Annual Report. Further, the Corporate Governance Report, as approved by the Board of Directors, together with a certificate from the Statutory Auditors confirming the compliance with requirements of Clause 49 of the Listing Agreement also forms part of Annual Report.

Directors' Responsibility Statement

Yours Directors state that:

- (i) That in presentation of the Annual Accounts, applicable Accounting Standards has been followed.
- (ii) That 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 31st March 2015.
- (iii) That the proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 2013 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.
- (v) The directors have laid down internal financial controls, which are adequate and operating effectively.
- (vi) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

Auditor's Report

There are no qualifications in the report of the Statutory Auditors for the year 2014-15.

Statutory 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 139 of the Companies Act, 2013.

Secretarial Auditor

The Board has appointed K Pratik & Associates, Practicing Company Secretary, to conduct Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Extract of Annual Return

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in the prescribed format is appended as annexure to the Board's report.

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
Din No. 00377686

Mumbai, the 30th day of May, 2015

Management Discussions and Analysis forming part of Director's Report for the year ended 31st March, 2015.**Industry Structure and Development**

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. According to data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received foreign direct investment (FDI) equity inflows to the tune of US\$ 24,012.87 million in the period April 2000-December 2014. The government has taken several initiatives to encourage the development in the sector.

Real estate contributed about 6.3% to India's gross domestic product (GDP) in 2013. The market size of the sector is expected to increase at a compound annual growth rate (CAGR) of 11.2% during FY 2008-2020 to touch US\$ 180 billion by 2020.

Opportunities and Threats

As India awaits policy reforms to pick up speed, your Company firmly believes that the demand for Real Estate in a country like India should remain strong in the medium to long term. Your Company's well-accepted brand, contemporary architecture, well-designed projects in strategic locations, strong balance sheet, and stable financial performance even in testing times make it a preferred choice for customers and shareholders. Your company is ideally placed to further strengthen its development potential by acquiring new land parcels.

While the management of your Company is confident of creating and exploiting the opportunities, it also finds the many challenges such as unanticipated delays in project approvals, availability of accomplished and trained labour force Increased cost of manpower, rising cost of construction, growth in auxiliary infrastructure facilities, over-regulated environment

Outlook

The Indian construction and real estate sector continues to be a favored destination for global investors. Several large global investors, including a number of sovereign funds, have taken the first move by partnering with successful local investors and developers for investing in the Indian real estate market. This is expected to result in high transaction activity, especially in income yielding commercial office assets during 2015.

Under such circumstances, business gives right signals of growth & improvement and to avail of all such growth opportunities. The Board, therefore, considers that the Company should be managed in controlled manner.

Risk and Concerns

The factor like increased cement & steel cost, power cost; increase in labour cost and transportation cost due to petrol/diesel price increase etc. could contribute to inflation. 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, Industry 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 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 ₹ 9.36 Lacs and Profit before depreciation and a tax were ₹ 0.18 Lacs. The depreciation provided during the year was ₹ 0.16 Lacs and provision for taxes was ₹ 0.004 Lacs, the net profit after tax for the year was ₹ 0.015 Lacs.

Human Resources

During the year, Company maintained harmonious and cordial relations. No man days lost due to any reason.

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 31st March, 2015 was Four Directors as detailed herein below:

Sr. No.	Name	Nature of Directorship	As on 31 st March 2015		
			Directorship in Other Companies	Committee Member in other Companies	Committee Chairman in Other Companies
1	Mr. Nitin S. Kedia	Executive/ Chairman	7	2	1
2	Mr. Vijay Khowala	Wholtime Director	10	1	1
3	Mr. Murlidhar Gupta	Independent Director	7	0	0
4	Ms. Preethi Anand	Independent Additional Director	1	0	0

Board Meetings and Annual General Meeting

During the financial year 2014-15, **Ten** Board Meetings were held on Saturday, April 12, 2014 : Friday, May 30, 2014: Tuesday, July 31, 2014: Thursday, August 21, 2014: Saturday, August 30, 2014: Thursday, September 25, 2014: Thursday, October 30, 2014: Thursday, January 15, 2015: Saturday, January 31, 2015: Tuesday, March 31, 2015 and the Annual General Meeting was held on Thursday, September 25, 2014.

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 2014-15	No. of Board Meetings attended during FY 2014-15	Attendance at the AGM held on 25-09-2014
Mr. Nitin S. Kedia	10	6	No
Mr. Vijay Khowala	10	9	Yes
Mr. Murlidhar Gupta	10	9	Yes
Ms. Preethi Jha	Nil	N.A.	N.A.

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 31st March, 2015

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 five meetings were held on Saturday, April 12, 2014: Tuesday, May 27, 2014: Monday, July 28, 2014: Monday, October 27, 2014 and Tuesday, January 27, 2015.

Name of Director	Category	No. of Audit Committee Meetings held in tenure	No. of Audit Committee Meetings attended
Mr. Vijay Khowala	Wholetime Director	5	5
Mr. Murlidhar Gupta	Director	5	5

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 two Directors and two meeting was held on Monday, July 28, 2014 and Tuesday, January 27, 2015.

Name of Director	Category	No. of Meetings held in tenure	No. of Meetings attended
Mr. Nitin S. Kedia	Chairman & Director	2	2
Mr. Murlidhar Gupta	Director	2	2

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

Details of complaints received and redressed during the financial year ended 31st March, 2015

There were no complaints received during the financial year ended 31st March, 2015 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.

Directors with materially significant, pecuniary or business relationship with the Company:

There is no pecuniary or business relationship between the Independent Directors and the Company.

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	2011 - 2012	Thane	Thursday, August 23, 2012	1.30 PM	Nil
2	2012 -2013	Thane	Thursday, September 19, 2013	1.30 PM	Nil
3	2013 -2014	Mumbai	Thursday, September 25, 2014	12.00 PM	2

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 2014-15 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 33rd Annual Report of the Company delivered to the shareholders.

Annual General Meeting

Date and time : Monday, September 28, 2015 at 5.00 P.M.

Venue : Hotel Archana Residency
Next to R-Mall / Big Bazar, L.B.S. Marg,
Mulund (West), Mumbai - 400 080

Financial Year : Year ending 31st March, 2015

Dates of Book Closure : 15th September, 2015 to 18th September, 2015 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 - 2014	No trading	No trading
May - 2014	4.03	4.03
Jun - 2014	No trading	No trading
Jul - 2014	No trading	No trading
Aug - 2014	4.23	4.23
Sep - 2014	No trading	No trading
Oct - 2014	No trading	No trading
Nov - 2014	No trading	No trading
Dec - 2014	No trading	No trading
Jan - 2015	No trading	No trading
Feb - 2015	No trading	No trading
Mar - 2015	4.44	4.44

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Distribution of shareholding as on 31st March, 2015

Category (Amount)	No. of Shareholders	Percentage	No. of Shares	Percentage
Upto - 5000	7	6.60%	300	0.02%
5001 - 10000	-	0.00%	-	0.00%
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	5.66%	28,000	1.87%
50001 - 100000	32	30.19%	2,67,750	17.85%
100001 - Above	27	25.47%	11,23,900	74.93%
Total	106	100.00%	15,00,000	100.00%

Category of Shareholders as on 31st March, 2015

	Category	No. of Shares Held	% of Shareholding
A	Promoter's holding		
	1 Promoters		
	- Indian Promoters	9,01,000	60.07%
	- Foreign Promoters	Nil	Nil
	Sub - Total	9,01,000	60.07%
B	Non - Promoter's holding		
	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 FII's (Including ADB holding)	Nil	Nil
	Sub-Total		
	3 Others		
	a Private Corporate Bodies	Nil	Nil
	b Indian Public	5,99,000	39.93%
	c NRI's /OCB's(Including GDFI)	Nil	Nil
	d Any other (Clearing Members & Trusts)	Nil	Nil
	Sub-Total	5,99,000	39.93%
	GRAND TOTAL	15,00,000	100.00%

Dematerialization of Shares and Liquidity

64.32 % of the Company's shares capital is held in dematerialised form as on 31st March, 2015. The Company's shares are frequently traded on Bombay Stock Exchange of India Limited.

Address for Correspondence

Prestige Precinct, 3rd 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

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 31st March, 2015.

For Kedia Construction Co. Ltd.

Vijay P. Khowala
Wholetime Director

Mumbai, the 30th day of May, 2015

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 31st March, 2015, 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 30th day of May, 2015

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2015

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.**

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L45200MH1981PLC025083
2.	Registration Date	August 25,1981
3.	Name of the Company	Kedia Construction Co. Ltd.
4.	Category/Sub - category of the Company	Real Estate Business
5.	Address of the Registered office & contact details	231, 2 nd Floor, Rahul Mittal Industrial Premises Co - Op Soc. Ltd., Sanjay Building No. 3, Sir M.V. Road, Andheri (East), Mumbai – 400 059. Tel. 91 22 28596577 email : kcclindia@gmail.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Sharex Dynamic (India) Pvt. Ltd. Add : Unit –1, Luthra Ind. Premises, 1 st Floor, 44 -E, Vasanti Marg, Andheri -Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072. Cont.: 022 -2264 1376 / 2270 2485

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Office Administrative and Support Activities	8211	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any Holding, Subsidiary & Associate Company.

IV. VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	752,000	Nil	7,52,000	50.133	752,000	Nil	7,52,000	50.133	0.00
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
d) Bodies Corp.	1,49,000	Nil	1,49,000	9.933	1,49,000	Nil	1,49,000	9.933	0.00
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
f) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Sub Total (A)(1)	9,01,000	Nil	9,01,000	60.067	9,01,000	Nil	9,01,000	60.067	0.00
(2) Foreign									
a) NRIs-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
b) Other-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
e) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Sub Total (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Total shareholding of Promoter (A)	9,01,000	Nil	9,01,000	60.067	9,01,000	Nil	9,01,000	60.067	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
c) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
f) Insurance Cos.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Sub-total (B)(1):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	Nil	Nil	Nil	Nil	11,960	Nil	11,960	0.797	0.00
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	7,450	364,150	371,600	24.773	7,450	3,64,150	371,600	24.773	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	56,400	1,71,000	2,27,400	15.160	44,450	1,71,000	2,15,450	14.363	0.00
c) Others (specify)									
Non Resident Indians	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Overseas Corporate Bodies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Foreign Nationals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Clearing Members	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Foreign Bodies - D R	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Sub-total (B)(2):-	63,850	5,35,150	599,000	39.933	63,850	5,35,150	599,000	39.933	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	63,850	5,35,150	599,000	39.933	63,850	5,35,150	599,000	39.933	0.00
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
Grand Total (A+B+C)	63,850	5,35,150	599,000	39.933	63,850	5,35,150	599,000	39.933	0.00

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Shantikumar Nitinkumar HUF	1,24,000	8.267	Nil	1,24,000	8.267	Nil	0.00
2	Kirti Investments Ltd	1,49,000	9.933	Nil	1,49,000	9.933	Nil	0.00
3	Bhagirathprasad Purshottamdas HUF	92,000	6.133	Nil	92,000	6.133	Nil	0.00
4	Nitin Shantikumar Kedia	50,000	3.333	Nil	50,000	3.333	Nil	0.00
5	Saroj Shantikumar Kedia	41,900	2.793	Nil	41,900	2.793	Nil	0.00
6	Prabha B. Kedia	40,000	2.667	Nil	40,000	2.667	Nil	0.00
7	Suman Nitin Kedia	1,15,100	7.673	Nil	1,15,100	7.673	Nil	0.00
8	Shalini Nirmal Kedia	87,000	5.800	Nil	87,000	5.800	Nil	0.00
9	Nitinkumar Shantikumar HUF	4,500	0.300	Nil	4,500	0.300	Nil	0.00
10	Nirmalkumar Varunkumar HUF	94,000	6.267	Nil	94,000	6.267	Nil	0.00
11	Nirmal B. Kedia	63,000	4.200	Nil	63,000	4.200	Nil	0.00
12	Nipun N. Kedia	40,500	2.700	Nil	40,500	2.700	Nil	0.00
	Total	9,01,000	60.067	Nil	9,01,000	60.067	Nil	0.00

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	M. Sharma				
	At the beginning of the year	19,450	1.297	19,450	1.297
	Transactions (purchase / sale) from April 1, 2014 up to March 31,2015	Nil	Nil	19,450	1.297
	At the end of the year			19,450	1.297
2.	R. K. Jain				
	At the beginning of the year	16,500	1.100	16,500	1.100
	Transactions (purchase / sale) from April 1, 2014 up to March 31,2015	Nil	Nil	16,500	1.100
	At the end of the year			16,500	1.100
3.	M. M.Kelshikar				
	At the beginning of the year	14,500	0.967	14,500	0.967
	Transactions (purchase / sale) from April 1, 2014 up to March 31,2015	Nil	Nil	14,500	0.967
	At the end of the year			14,500	0.967
4.	M. Pandey				
	At the beginning of the year	14,000	0.933	14,000	0.933
	Transactions (purchase / sale) from April 1, 2014 up to March 31,2015	Nil	Nil	14,000	0.933
	At the end of the year			14,000	0.933
5.	N. B. Sarof				
	At the beginning of the year	14,000	0.933	14,000	0.933
	Transactions (purchase / sale) from April 1, 2014 up to March 31,2015	Nil	Nil	14,000	0.933
	At the end of the year			14,000	0.933
6.	Pankaj M.				
	At the beginning of the year	13,800	0.920	13,800	0.920
	Transactions (purchase / sale) from April 1, 2014 up to March 31,2015	Nil	Nil	13,800	0.920
	At the end of the year			13,800	0.920
7.	J. M.Pandit				
	At the beginning of the year	13,500	0.900	13,500	0.900
	Transactions (purchase / sale) from April 1, 2014 up to March 31,2015	Nil	Nil	13,500	0.900
	At the end of the year			13,500	0.900
8.	R. Gupta				
	At the beginning of the year	13,000	0.867	13,000	0.867
	Transactions (purchase / sale) from April 1, 2014 up to March 31,2015	Nil	Nil	13,000	0.867
	At the end of the year			13,000	0.867
9.	S.Vaitya				
	At the beginning of the year	13,000	0.867	13,000	0.867
	Transactions (purchase / sale) from April 1, 2014 up to March 31,2015	Nil	Nil	13,000	0.867
	At the end of the year			13,000	0.867
10.	Arvind S.				
	At the beginning of the year	12,700	0.847	12,700	0.847
	Transactions (purchase / sale) from April 1, 2014 up to March 31,2015	Nil	Nil	12,700	0.847
	At the end of the year			12,700	0.847

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Deven M. Doshi				
	At the beginning of the year	25,000	1.667%	25,000	1.667%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	25,000	1.667%
	At the end of the year			25,000	1.667%

F) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year			Nil	
* Addition	Nil	Nil	Nil	Nil
* Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year			Nil	
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager:
- B. Remuneration to other directors
- C. Remuneration to Key Managerial Personnel Other than MD/MANAGER/WTD

During the year, the Company has not paid remuneration to any Director.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for the year ending March 31, 2015

Secretarial Audit Report(For the Financial Year Ended 31st March, 2015)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Kedia Construction Limited
Mumbai.

I, **Pratik Kalsariya**, Proprietor of **M/s. K Pratik & Associates**, Practising Company Secretary, being appointed as Secretarial Auditor by **M/s. KEDIA CONSTRUCTION COMPANY LIMITED (CIN: L99999MH1974PLC017826)** (hereinafter called the company) to conduct the Secretarial Audit for the financial year 2014-15, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Company. Secretarial Auditor's my responsibility is to express an opinion on secretarial records, standards and procedures followed by the Company with respect to secretarial compliances. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Management's Responsibility for Secretarial Compliances

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Auditor's Responsibility

Our responsibility is to express an opinion on secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Based on my verification of the **M/s. KEDIA CONSTRUCTION COMPANY LIMITED**'s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. KEDIA CONSTRUCTION COMPANY LIMITED** ("the Company") for the financial year ended on **31st March, 2015** according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (***During the year, there were no instances of fall under the said provisions***)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (***Not Applicable to the Company for the year under review***);
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (***Not Applicable to the Company for the year under review***);
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (***Not Applicable to the Company for the year under review***);
 - g. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (***During the year under the review, there were no instances of its applicability***)
 - h. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (***During the year under the review, there were no instances of its applicability***)

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (**Not applicable for the year under review as the same was not notified**); and
- (ii) The Listing Agreement entered into by the Company with **Bombay Stock Exchange**;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned above subject to the following observation:

- a) As per the explanation given and on basis of examinations of records produced by the management, it was observed that Company has made efforts in getting the appointment of suitable candidate for the post of whole time Company Secretary in employment with the company.

I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

Based

Based on the information received and records maintained, **I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulation and guidelines.

**For K Pratik & Associates
Practicing Company Secretary**

**Date: 30th May, 2015
Place: Mumbai**

**Pratik Kalsariya
Proprietor
M. No. : 33502
C. P. No. : 12368**

Auditors' Report

The Members,
Kedia Construction Company Ltd.
Mumbai

Report on the Financial Statements

We have audited the accompanying financial statements of **Kedia Construction Company Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In the case of Balance Sheet of the state of affairs of the Company as at 31st March, 2015;
- (ii) In the case of Profit and Loss Account of the profit of the Company 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India vide order dated 10.04.2015, we give in the Annexure a statement on the matters specified in above said Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our 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 those books.

- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the Balance Sheet and Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2004.
- e. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of 164(2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For Jajodia & Company
Chartered Accountants

Dinesh Jajodia
Proprietor
Membership No. 101008
Firm Reg. No. 121911W
Mumbai, the 30th day of May, 2015

**Annexure to the Auditors' Report
Referred to Our Report of Even Date**

- i. (a) 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.
- (b) 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.
- ii. (a) As explained to us, the management at regular intervals during the year has physically verified inventories.
- (b) 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.
- (c) 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.
- iii. (a) During the year the Company has not granted unsecured loans to any Parties covered in the registered maintained under section 189 of the Companies Act, 2013.
- (b) In view of our comments in para (iii) (a) above, clauses (iii) (a) & (b) of the said order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has appropriate authorization system and other controls in place for the purchase of inventory and fixed assets and for sale of goods and services. In our opinion and according to the information and explanation given to us there is no continuous failure to correct weaknesses in such internal control systems.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from public. Therefore the provision of clause (v) of the paragraph 4 of the order are not applicable to the company.
- vi. As explained to us, the maintenance of cost records has not been prescribed by the Central Government under section 148 of the Companies Act, 2013 in respect of the Company's products.
- vii. (a) According to the information and explanations given to us and as per records of the Company, undisputed statutory dues including Provident fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Taxes, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanation given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period more than six months from the date they become payable.
- (b) As per the records of the Company and according to the information and explanation provided to us, there are no disputed dues of Sales Tax, Customs Duty, Wealth Tax, Service Tax and Excise Duty/Cess were outstanding as at 31st March, 2015.
- (c) According to the information and explanations given to us no amounts were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under.
- viii. The Company has neither accumulated losses at the end of the financial year nor has it incurred cash losses, both, in the financial year under report and the immediately preceding financial year.
- ix. 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.
- x. 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.
- xi. 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.
- xii. 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 30th day of May, 2015

Kedia Construction Co. Limited
Balance Sheet as at 31st March, 2015

Sr. No	Particulars	Note No.	Current Year (₹)	Previous Year (₹)
I	Equity and Liabilities			
a)	Shareholder's Funds			
	Share Capital	2	1,50,00,000	1,50,00,000
	Reserves and Surplus	3	1,33,47,760	1,33,46,213
	Money received against share warrants		-	-
			28,347,760	2,83,46,213
b)	Share Application money pending allotment		-	-
c)	Non-Current Liabilities			
	Long-Term Borrowings	-	-	-
	Deferred Tax Liabilities	-	-	-
	Other Long Term Liabilities	-	-	-
	Long Term Provisions	-	-	-
d)	Current Liabilities			
	Short-Term Borrowings	-	-	-
	Trade Payables	-	-	-
	Other Current Liabilities	-	-	-
	Short-Term Provisions	4	1,70,164	1,58,372
			1,70,164	1,58,372
	Total Equity & Liabilities in ₹		2,85,17,924	2,85,04,585
II	ASSETS			
a)	Non-Current Assets			
	Fixed Assets	5		
	Gross Block		2,50,000	2,50,000
	Depreciation		2,37,500	2,21,373
	Net Block		12,500	28,627
	Non-Current Investments	6	20,98,708	20,98,708
	Deferred Tax Assets	7	6,065	2,626
	Long Term Loans and Advances	-	-	-
	Other Non-Current Assets	-	-	-
			21,17,273	21,29,961
b)	Current Assets			
	Current Investments	-	-	-
	Inventories	8	1,21,76,676	1,21,76,676
	Trade Receivables	9	1,10,000	1,63,295
	Cash and Cash Equivalents	10	16,04,651	3,28,186
	Short-Term Loans and Advances	11	1,25,00,783	1,37,06,467
	Other Current Assets	12	8,541	-
			2,64,00,651	2,63,74,624
	Total Assets in ₹		2,85,17,924	2,85,04,585

Schedules referred to above and notes attached there to form an integral part of Balance Sheet

Significant Accounting Policies and Notes on Accounts as Note No. 1

For Jajodia & Company

For Kedia Construction Co. Limited

Chartered Accountants

Dinesh Jajodia

Vijay Khowala

Nitin S Kedia

Proprietor

Wholetime Director

Director

Membership No. 101008.

Firm Regd. No. 121911W

Mumbai, the 30th day of May, 2015

Kedia Construction Co. Limited
Profit & Loss statement for the period ended on 31st March, 2015

Sr. No	Particulars	Note No.	Current Year (₹)	Previous Year(₹)
	Revenue / Income			
I	Revenue from operations (Gross)	13	8,15,780	9,56,394
	Less : Excise Duty / Service Tax		-	-
	Revenue from operations (Net)		8,15,780	9,56,394
II	Other Income	14	1,20,104	70,537
III	Total Revenue (I+II) in ₹		9,35,884	10,26,931
IV	Expenses			
	Cost of materials consumed	-	-	-
	Purchase of Stock-in-Trade	-	-	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	-	-	-
	Employee Benefit Expense	15	5,72,781	7,01,166
	Financial Costs	-	-	-
	Depreciation and Amortization Expense	16	16,127	6,327
	Administrative, Selling and General Expenses	17	3,22,493	2,93,565
	Auditors Remuneration	18	22,472	22,472
	Total Expenses in ₹		9,33,873	10,23,530
V	Profit before exceptional and extraordinary items and tax	(III - IV)	2,011	3,401
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax	(V - VI)	2,011	3,401
VIII	Extraordinary Items		-	-
IX	Profit before tax in ₹	(VII-VIII)	2,011	3,401
X	Tax expense:			
	Current tax expenses for current year		3,903	1,020
	Less : MAT Credit		-	-
	Interst Paid on Self Assessment Tax		-	-
	Previou years tax adjusted in Current Year		-	7
	Net Current tax expenses		3,903	1,027
	Deferred tax Liability / (Assets)		(3,439)	(138)
	Total Tax Expense		464	889
XI	Profit after tax in ₹	(IX-X)	1,547	2,512
XII	Earning per equity share:			
	(1) Basic		0.00	0.00
	(2) Diluted		0.00	0.00

Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement

Significant Accounting Policies and Notes on Accounts as Note No. 1

For Jajodia & Company
Chartered Accountants

For Kedia Construction Co. Limited

Dinesh Jajodia
Proprietor
 Membership No. 101008.
 Firm Regd. No. 121911W
 Mumbai, the 30th day of May, 2015

Vijay Khowala
Wholetime Director

Nitin S Kedia
Director

NOTES FORMING PART OF THE ACCOUNTS

Notes to the Accounts Annexed to and Forming Part of the Balance Sheet as at 31st March, 2015 and the Profit & Loss Account for the year ended on the date:

1. **Significant Accounting Policies** :

a) **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, 2013 except Gratuity expenses, bonus, which is accounted on cash basis if any wherever applicable.

b) **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.

c) **Change of Accounting Policy**

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

d) **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.

e) **Transactions in foreign exchange**

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

f) **Fixed Assets**

i) **Leased Assets**

The Company do not have any lease hold asset as such, hence type of lease, capitalization & depreciation policy of same is not required.

ii) **Other Fixed Assets**

- Fixed Assets including Intangible Assets have been capitalised at Cost of Acquisition and Other Incidental Expenses.
- Depreciation on Fixed Assets has been computed on the Written Down Value Method, in the manner and as per the estimated useful life of an asset provided under Schedule II to the Companies Act, 2013.
- Depreciation on the fixed assets added during the year is provided on pro-rata basis with reference to the days of addition.

g) **Revenue Recognition**

Sales and Services are recognized are recorded inclusive of statutory duty, taxes and Labour charges but are net of returns and trade discount.

h) **Purchase**

There are no purchases during the year.

i) **Contingent Liabilities**

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

j) **Earnings per share**

Earnings Per Share		Current Year (₹)	Previous Year (₹)
1	Net Profit as per Profit & Loss Account after tax and Preference Dividend	1,547	2,512
2	Weighted average number of shares outstanding during the year	15,00,000	15,00,000
3	Basic & Diluted Earnings per shares	0.00	0.00

k) Taxes on Income :

- i. Income Tax comprises of Current Tax and net changes in Deferred Tax Assets or Liabilities during the year. Current Tax is determined at the amount of tax payable in respect of taxable income for the year as per the Income-tax Act, 1961, based on the estimates of weighted average income tax rate expected for the full financial year.
- ii. Deferred Tax Assets and Liabilities are recognized for the future tax consequences of timing differences between the book profit and tax profit. Deferred Tax Assets and Liabilities other than on carry forward losses and unabsorbed depreciation under tax laws are recognized when it is reasonably certain that there will be future taxable income.
- iii. Net Deferred Tax Liability and/or Assets is recognized on timing differences between accounting income and taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on the Balance Sheet date. Net Deferred Tax liability has been recognized in the Books as required by AS-22 of the Institute of Chartered Accountants of India.
- l) 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.

m) Related Parties Disclosures:

There was not any transaction with Related Party during 2014-15.

2. Share Capital :**a) Share Capital of the Company consist the following:**

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
a)	<u>Authorised Capital</u>		
	15,00,000 Equity Shares of Rs. 10/- Each	1,50,00,000	1,50,00,000
	Total in ₹	1,50,00,000	1,50,00,000
b)	<u>Issued</u>		
	15,00,000 Equity Shares of Rs. 10/- Each (As at March 31, 2015)	1,50,00,000	1,50,00,000
	Total in ₹	1,50,00,000	1,50,00,000
c)	<u>Subscribed</u>		
	15,00,000 Equity Shares of Rs. 10/- Each (As at March 31, 2015)	1,50,00,000	1,50,00,000
	Total in ₹	1,50,00,000	1,50,00,000
d)	<u>Fully Paid up</u>		
	15,00,000 Equity Shares of Rs. 10/- Each (As at March 31, 2015)	1,50,00,000	1,50,00,000
	Total in ₹	1,50,00,000	1,50,00,000
e)	<u>Party Paid up</u>		
	Nil	-	-
	Total in ₹	-	-

a) Details of movement in Shareholding for the period April 1, 2014 to March 31, 2015

Particulars	Current Year	Previous Year
	No. of Shares	No. of Shares
Opening Balance	15,00,000	15,00,000
Add : Allotment made during the Period	NIL	NIL
Closing Balance (including 15,00,000 shares which are fully paid up)	15,00,000	15,00,000

a) List of shareholders holding more than 5% shares as at March 31, 2015.

i) Fully Paid up Shares of Rs. 10/- each

Sr. No.	Name of the Shareholders	As at March 31, 2015		As at March 31, 2014	
		No. of Shares	% Holding	No. of Shares	% Holding
1	Shantikumar Nitinkumar (HUF)	1,24,000	8.27%	1,24,000	8.27%
2	Suman Kedia	1,15,100	7.67%	1,15,100	7.67%
3	Bhagirathprasad Purshottamdas (HUF)	92,000	6.13%	92,000	6.13%
4	Shalini Kedia	87,000	5.80%	87,000	5.80%
5	Nirmalkumar Varunkumar (HUF)	94,000	6.27%	94,000	6.27%
6	Kirti Investments Limited	1,49,000	9.93%	1,49,000	9.93%

ii) Party Paid up Shares – Nil

b) The Company has not proposed dividend for the year ended March 31, 2015.

3. Reserves & Surplus :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Capital Reserve		
	- Opening Balance	1,28,50,000	1,28,50,000
	- Add : Appropriation from Profit and Loss Account	-	-
	Sub Total ->	1,28,50,000	1,28,50,000
2	Surplus in Statement of Profit and Loss Account		
	Balance brought forward from previous year	4,96,213	4,93,701
	Add: Profit for the period	1,547	2,512
	Less: Tax on Regular Assessment Paid	-	-
	Sub Total ->	4,97,760	4,96,213
	Total in ₹	1,33,47,760	1,33,46,213

4. Short Term Provisions :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Provision for Employees Benefits	-	32,362
2	Provision for Professional Fees	16,236	16,236
3	Provision for Auditors Remuneration	22,472	22,472
4	Provision for Roc Fees	3,500	2,000
5	Provision for Secretarial Fees	6,744	4,494
6	Provision for Property tax	1,21,212	80,808
	Total in ₹	1,70,164	1,58,372

5) Fixed Assets

Sr. No	Particulars	Gross Block			Depreciation			Net Block		
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	WDV as on 31.03.2015	WDV as on 31.03.2014
I	<u>Tangible Assets</u>									
1	Office Equipment	2,50,000	-	-	2,50,000	2,21,373	16,127	2,37,500	12,500	28,627
	Sub Total ->	2,50,000	-	-	2,50,000	2,21,373	16,127	2,37,500	12,500	28,627
II	<u>Intangible Assets</u>									
	Sub Total ->									
III	<u>Capital Work-in-progress</u>									
	Sub Total ->									
IV	<u>Intangible Assets Under Development</u>									
	Sub Total ->									
	Total (Current Year)	2,50,000	-	-	2,50,000	2,21,373	16,127	2,37,500	12,500	28,627
	Total (Previous Year)	2,50,000	-	-	2,50,000	2,15,046	6,327	2,21,373	28,627	34,954

6. Non-Current Investments :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Investment in Partnership Firm	20,98,708	20,98,708
Total in ₹		20,98,708	20,98,708

7. Deferred Tax Assets :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
	Opening	2,626	2,488
	- Difference between Book and Tax on Depreciation	3,439	138
	- Provision and Contingencies	-	-
	- Others	-	-
Total in ₹		6,065	2,626

8. Inventories :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Raw Material	-	-
2	Work-in-Progress	83,68,174	83,68,174
3	Finished Goods	-	-
4	Stock-in-Trade	38,08,502	38,08,502
Total in ₹		1,21,76,676	1,21,76,676

9. Trade Receivables :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
a)	Outstanding for more than six months	-	-
<i>Sub Total -></i>		-	-
b)	Others		
1	Secured, Considered Good	-	-
2	Unsecured, Considered Good	1,10,000	1,63,295
3	Doubtful	-	-
<i>Sub Total -></i>		1,10,000	1,63,295
Total in ₹		1,10,000	1,63,295

10. Cash and Cash Equivalents :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Balance with banks	15,84,477	2,81,719
2	Cheques, drafts on hand	-	-
3	Cash on hand	20,174	46,467
Total in ₹		16,04,651	3,28,186

11. Short Term Loans and Advances :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
a)	<u>Loans & Advances to other parties</u>		
1	Secured, Considered Good	-	-
2	Unsecured, Considered Good	1,24,17,555	1,36,66,601
	Sub Total ->	1,24,17,555	1,36,66,601
b)	<u>Advance Recoverable in Cash or Kind</u>		
1	Secured, Considered Good	-	-
2	Unsecured, Considered Good	32,000	2,000
	Sub Total ->	32,000	2,000
c)	<u>Balance with Revenue Authorities under Direct Taxes</u>		
1	Secured, Considered Good	-	-
2	Unsecured, Considered Good	51,228	37,866
	Sub Total ->	51,228	37,866
	Total in ₹	1,25,00,183	1,37,06,467

12. Other Current Assets :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Interest Receivable on Unsecured Loan	8,541	-
	Total in ₹	8,541	-

13. Revenue From Operations :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Sale of Products	-	-
2	Sales of Services	8,15,780	9,56,394
3	Sales of Share, Securities & Rights	-	-
	Total in ₹	8,15,780	9,56,394

14. Other Income :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Interest Received	9,595	28,490
2	Dividend Received	509	547
3	Commission Income	1,10,000	-
4	Other non-operating Income (Net of expenses)	-	41,500
	Total in ₹	1,20,104	70,537

15. Employee Benefits Expenses :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Salaries to staff	5,72,781	7,01,166
Total in ₹		5,72,781	7,01,166

16. Depreciation and Amortisation :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Depreciation on Fixed Assets	16,127	6,327
2	Preliminary Expenditure W/off	-	-
Total in ₹		16,127	6,327

17. Administrative, Selling and General Expenses

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Fees & Subscription Expenses	1,33,628	33,336
2	Advertisement Expenses	45,366	38,710
3	General Expenses	300	13,294
4	AGM & E-voting Expenses	11,982	-
5	Printing & Stationery Expenses	12,582	5,072
6	Travelling & Conveyance Expenses	-	96
7	Property Tax Expenses	40,404	1,41,414
8	Legal & Professional Expenses	70,609	52,192
9	Bank Charges	7,622	45
10	Service Tax Credit Written Off	-	9,406
Total in ₹		3,22,493	2,93,565

8. Auditor's Remuneration:

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Statutory Audit Fees	16,854	16,854
2	Certification Fees	5,618	5,618
Total in ₹		22,472	22,472

The Shares of the Company are listed on the Bombay Stock Exchange.

Figures in brackets relate to previous year or losses. The previous year's figures have been regrouped, rearranged, recasted and reclassified wherever necessary.

As Per Our Report of Even Date Attached

For Jajodia & Company

Chartered Accountants

For Kedia Construction Co. Limited

Dinesh Jajodia
Proprietor
Membership No. 101008
Firm Reg. No. 121911W
Mumbai, the 30th day of May, 2015

Vijay Khowala
Wholetime Director

Nitin Kedia
Director

CASH FLOW STATEMENT
Annexed to the Balance Sheet for the period April 2014 to March 2015

Particulars	Current Year (₹)	Previous Year (₹)
A. Cash flow from Operating Activities		
Profit before tax as per Profit & Loss Account	2,011	3,401
Depreciation & Amortization	16,127	6,327
Operating profit before working capital changes Adjustment for	18,138	9,728
(Increase) / decrease in Stock / W.I.P.	-	-
(Increase) / decrease in Sundry Debtors	53,295	(1,63,295)
(Increase) / decrease in Loans & Advances	12,05,684	(5,26,938)
(Increase) / decrease in Other Current Assets	(11,980)	(138)
Increase / (decrease) in Sundry Creditors	-	-
Increase / (decrease) in Other Current Liabilities	11,792	31,799
Cash generated from operations	12,76,929	(6,48,844)
Direct taxes expenses	(464)	(889)
Net Cash flow from Operating Activities	12,76,465	(6,49,733)
B. Cash flow from Investing Activities		
(Purchase) / Sale of Investments	-	-
(Purchase) / Sale of Other Misc. Assets	-	-
Net Cash flow from investing Activities	-	-
C. Cash flow from Financing Activities		
Proceeds / (Repayment) of Unsecured Loans (net)	-	-
Net Cash flow from Financing Activities	-	-
Net Increase / (decrease) in cash and cash equivalent	12,76,465	(6,49,733)
Cash and cash equivalent as at the beginning of the year	3,28,186	9,77,919
Cash and cash equivalent as at the closing of the year	16,04,651	3,28,186

The above Cash Flow Statement has been compiled from and is based on the Balance Sheet as at 31st March, 2015 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 Co. Limited

Dinesh Jajodia
Proprietor
Membership No. 101008.
Firm Reg. No. 121911W

Vijay Khowala
Wholetime Director

Nitin S. Kedia
Director

Mumbai, the 30th day of May, 2015

NOTICE

NOTICE is hereby given that the **Thirty-Fourth Annual General Meeting** of the **Kedia Construction Co. Limited**, the Company will be held at **Hotel Archana Residency**, Next to R-Mall / Big Bazar, L.B.S. Marg, Mulund (West), Mumbai – 400 080 on **Monday the 28th September, 2015 at 5.00 p.m.**, to transact the following business:

Ordinary Business:**Item No. 1 – Adoption of financial statements**

To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Re-appointment of Director

To appoint a Directors in place of Mr. Nitin S. Kedia who retires by rotation and being eligible, offers him self for re-appointment

Item No. 3 – Appointment of Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

“**RESOLVED THAT** M/s. Jajodia & Company, Chartered Accountants (Firm Registration Number 121911W), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

Special Business:**Item No. 4 – Re-appointment of Mr. Vijay Kumar Khowala (Din No. 00377686) as Wholetime Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Vijay Khowala (DIN: 00377686) as a Whole-time Director, designated as Executive Director of the Company, for a period of 5 (five) years with effect from September 28, 2015 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Vijay P. Khowala, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 5 – Appointment of Ms. Preethi Anand as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

Resolved that, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Preethi Anand, who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 31, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Preethi Anand as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to March 30, 2020, not liable to retire by rotation.

Item No. 6 – Adoption of New Articles of Association

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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. In case 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 **15th September, 2015** to **18th September, 2015** both days inclusive.
6. The Annual Report 2014-15 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2014-15 are being sent by the permitted mode.
7. 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.
8. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Clause 35B of the Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
9. 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

Mumbai, the 14th day of August, 2015

Vijay P. Khowala
Wholetime Director
Din No. 00377686

EXPLANATORY STATEMENT**(Pursuant to Section 102(1) of the Companies Act, 2013)****Item No. : 4 :**

The Board of Directors of the Company (the 'Board'), at its meeting held on May 30, 2015 has, subject to the approval of members, re-appointed Mr. Vijay Kumar Khowala as Whole-time Director, designated as Executive Director, for a period of 5 (five) years with effect from September 28, 2015, at the remuneration recommended by the Nomination & Remuneration Committee of the Board and approved by the Board. It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Vijay Kumar Khowala as Whole-time Director, designated as Executive Director, in terms of the applicable provisions of the Act.

None of the Directors or Key Managerial Personnel and their relatives, except Shri Shyamlal Agarwal, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 4 for approval of the Members.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members

Item No. : 5 :

The Board of Directors of the Company had appointed Ms. Preethi Anand as an Additional Director of the Company with effect from 31st March, 2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Preethi Anand shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Preethi Anand signifying her candidature as an Independent Director of the Company.

The Company has received a declaration of independence from Ms. Preethi Anand. In the opinion of the Board, Ms. Preethi Anand fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Preethi Anand, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 5 for approval of the Members.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

Item No. : 6:

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders

PROFILE OF DIRECTORS

(Seeking Appointment / Re-appointment)

Ms. Preethi Anand (Din No. 07178887):

Ms. Preethi Anand is a seasoned Professional with over 12 years of experience in IT, Education, Marine and F&B Industry with extensive in Corporate Communication, Public Relation and Human Resource.

Ms. Preethi Anand is currently working with Sutherland Global Services as HR Manager.

Ms. Preethi Anand was not Director in any other Company at the time of appointment as well as She does not have any interest in any other entity..

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 34th Annual General Meeting to be held on Monday, September 28, 2015, at 5:00 p.m. IST. The Company has engaged the services of the Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link, <https://www.evotingindia.com>

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Thursday, September 24, 2015 at 10.00 a.m. and ends on Saturday, September 26, 2015 at 5.00p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 21, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on “SUBMIT” tab
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “**Kedia Construction Co. Ltd.**” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Kedia Construction Co. Ltd.

Regd. Office : 231, 2n Floor, Rahul Mittal Industrial Premises Co-Op. Soc. Ltd.,
Sanjay Building No. 3, Sir M. V. Road, Andheri (East), Mumbai - 400059
CIN No. : L45200MH1981PLC025083

ATTENDANCE SLIP
THIRTY FOURTH ANNUAL GENERAL MEETING
Monday, September, 28, 2015 at 5.00 pm

DP ID – Client ID / : Folio No.	
Name & Address: of Sole Member	
Name of Joint Holder (S)	
No. of Shares Held :	

I/We hereby record my/our presence at the Thirty Fourth Annual General Meeting held at Hotel Archana Residency, Next to R-Mall/Big Bazar, L.B.S. Marg, Mulund (West), Mumbai – 400 080.

Member's/Proxy's Signature

------(Cut Here)-----

Electronic-Voting Particulars

EVSN (Electronic Voting Sequence Number)	User ID	(PAN / Seq. No.)

NOTE : Please read the complete instructions annexed to the Notice (SHAREHOLDER INSTRUCTIONS FOR E-VOTING). The voting time starts from September 24, 2015 from 10.00 a.m. and ends on September 26, 2015 at 5.00 p.m. The voting module shall be disabled by CDSL for voting thereafter.

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FORM OF PROXY

I/ _____
 of _____ being a
 Member/Members of Kedia Construction Co. Ltd, 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 Thirty Fourth Annual General Meeting of the Company, to be held on
 Monday, September 28, 2015 at 5.00 pm and at any adjournment thereof.

Dated this _____ day of _____ 2015

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.

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BALLOT FORM

Sr. No. :

1. Name and Registered Address :
Of the Sole / First Named Shareholder

2. Name of the Joint Holders :
If any

3. Registered Folio No. / DP ID No. :
and Client ID No. *
*(Applicable to Investors holding
shares in dematerialized form)

4. Number of Ordinary Shares held :

5. I/ We hereby exercise my / our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (?) mark in the appropriate column.

Sr. No.	Description	No. of Shares	Vote	
			For	Against
1	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.			
2	Re-appointment of Mr. Nitin Kedia as Director, retiring by rotation			
3	Appointment of Statutory Auditors			
4	Appointment of Mr. Vijay Khawala as Wholetime Director			
5	Appointment of Ms. Preethi Anand as an Independent Director			
6	Adoption of New Articles of Association			

Place :

Date :

(Signature of the Shareholder)

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects. The envelopes containing Postal Ballot Forms may be deposited in person or sent by courier at the expense of the members at the corporate office of the Company.
2. This form should be completed and signed by the member. In case of Joint holding, the Form should be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
3. In case shares are held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by certified copy of the Board Resolution / Authority together with attested specimen signatures of the duly authorized signatory (ies). Postal Ballot Form signed by the holder of attested true copy of Power of Attorney. If the same is already registered with the Company or the Registrar, please quote the Registration No. beneath the signature.
4. Members are requested not to send any other papers along with the Postal Ballot Form in the envelopes. If any extraneous paper is found in such envelope, the same would not be considered and would be destroyed.
5. A tick (?) mark should be placed in the relevant box signifying assent / dissent for each of the Resolution, as the case may be, before mailing the Postal Ballot Form.
6. There will be only one Postal Ballot Form for every folio irrespective of the member or Joint Member(s). The photocopy of the Postal Ballot Form will not be considered valid.
7. Members are entitled to cast their votes differently i.e. all the votes either in favour or against or partly in favour against.
8. Duly completed Postal Ballot Form should reach not later than 5.00 p.m. on Wednesday, the 26th September, 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from the members has not been received.
9. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on 21st September, 2015.
10. Votes will be considered invalid on the following grounds: (i) If the members signature does not tally. (ii) If the member has marked all his shares both in favour and also against the resolutions. (iii) If the Ballot paper is unsigned. (iv) If the Ballot paper is filled in pencil or signed in pencil (v) If the Ballot paper is torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
11. The Scrutinizer's decision on the validity of the Postal Ballot will be final.