

Kedia Construction Co. Limited

**36th Annual Report
2016-17**

Board of Directors

Mr. Nitin S. Kedia	– Chairman and Executive Director
Mr. Vijay P. Khowala	– Wholetime Director & Chief Financial Officer*
Mr. Murlidhar J. Gupta	– Independent Non- Executive Director
Ms. Preethi Anand	– Independent Non-Executive Director
Mr. Ravi Nevatia	– Independent Non-Executive Director**

* Appointed as Chief Financial Officer w.e.f. 31st January, 2017

** Appointed as Additional Director w.e.f. 1st November, 2016

Bankers

Kotak Mahindra Bank Ltd.
HDFC Bank Limited

Statutory Auditors

Sandeep Rathi & Associates
Chartered Accountants

Legal Advisors

Narayanan & Narayanan
Advocate & Solicitor

Registered Office

202, 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

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DIRECTORS' REPORT

To,
The Members,
KEDIA CONSTRUCTION CO. LIMITED

Your Directors have the pleasure in submitting the **Thirty-Sixth Annual Report of your Company** together with the Audited Statement of Accounts and the Auditors' Report for the financial year ended 31st March, 2017.

FINANCIAL RESULT

The performance of the Company for the financial year ended 31st March, 2017 is summarized below:

Sr. No.	Particulars	Current Year (₹)	Previous Year (₹)
a.	Total Income	12,36,868	9,85,087
b.	Expenditure Before Depreciation	11,67,782	9,75,921
c.	Profit before depreciation & amortization	69,086	9,166
d.	Depreciation & Amortization	Nil	Nil
e.	Profit before Taxes	69,086	9,166
f.	Tax Expenses including Deferred Tax	20,636	2,159
g.	Profit after Taxes	48,450	7,007
h.	Add : Balance brought forward from previous year	5,04,769	4,97,762
i.	Amount available for appropriation	5,53,219	5,04,769
j.	Proposed Dividend (Including tax) on Equity Shares	Nil	Nil
k.	Net Balance carried to Profit & Loss Account	5,53,219	5,04,769

BUSINESS RESULT

During the year under review, your Company has registered a turnover of ₹**12,36,868/-** as against ₹**9,85,087/-** in the previous year. The Profit before taxes in the current year is ₹**69,086 /-** as against ₹**9,166/-** in the previous year and profit after taxes is ₹**48,450/-** as against ₹**7,007 /-** in the previous year.

FINANCE

Cash and cash equivalents as at 31st March, 2017 was ₹**2,87,273/-**. The company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Management's discussion and analysis is set out in this Annual Report.

CORPORATE GOVERNANCE

A report on Corporate Governance along with a Certificate from M/s. Sandeep Rathi & Associates, Chartered Accountants in practice, regarding compliance of the requirements of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a

separate section forming part of the Annual Report. The auditors' certificate for fiscal 2016-2017 does not contain any qualification, reservation or adverse remark.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of section 149 of the Act, **Mr. Ravi Nevatia** (DIN – 07200190) was appointed as the Additional Independent Director w.e.f. **1st November, 2016** for a term of five years. He had submitted a declaration stating that he meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect his status as independent director during the year.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mr. Vijay Kumar Khowala (DIN : 00377686) retires by rotation and being eligible has offered himself for re-appointment. Also, **Mr. Vijay Kumar Khowala** was appointed as the Chief Financial Officer of the Company w.e.f. **31st January, 2017**.

Pursuant to the provisions of Section 203 of the Act, the key managerial personnel of the Company are Mr. Vijay Kumar Khowala, Whole- Time Director & Chief Financial Officer of the Company.

DIVIDEND

In order to conserve the resources for future, your Directors do not recommend any dividend for the financial Year 2016-17.

LISTING OF SHARES AND DEMATERIALIZATION

The Company's shares are listed and traded at Bombay Stock Exchange (BSE) and its scrip code is **508993** and ISIN No. **INE511J01019**

RISK MANAGEMENT

During the year, the company has developed and implemented Risk Management Policy consistent with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to identify the elements of risk which may threaten the existence of the Company and possible solutions to mitigate the risk involved.

AMOUNT PROPOSED TO CARRY TO ANY RESERVES

No amount has been carried to any reserves as on 31st March, 2017.

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.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT

There are no material changes affecting the financial position from the end of Financial Year i.e. 31st March, 2017 till date.

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.

DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

BOARD MEETINGS

The Board of Directors met Six times during this financial year 2016-17. The details of the meetings are elaborated in the Corporate Governance Section of this Report.

DECLARATION OF INDEPENDENCE

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(7) of the Companies Act, 2013 read with Schedules and Rules issued thereunder and under Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD AND COMMITTEE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and under Regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

SEPARATE INDEPENDENT DIRECTORS' MEETINGS

The Independent Directors meet at least once in a year, without the presence of Executive Directors or Management representatives. They also have a separate meeting with the Non-Executive Chairman, to discuss issues and concerns, if any.

The Independent Directors met once on 28th February, 2017 during the Financial Year ended 31st March, 2017.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

POLICY ON DIRECTORS APPOINTMENT AND THEIR REMUNERATION

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

AUDIT COMMITTEE

The details pertaining to composition of audit committee is included in the Corporate Governance Report which forms part of Annual Report.

STATUTORY AUDITORS

The Board had appointed **M/s. Sandeep Rathi & Associates, Chartered Accountants, (FRN # 113728W)** to hold the office of the statutory auditor of the Company from the conclusion of the 35th Annual General Meeting till the Annual General Meeting to be held in the year 2020 subject to ratification by the shareholder annually and at a remuneration to be fixed by the Board of Directors in consultation with the auditors, plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit.

Further, 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.

STATUTORY AUDITORS' REPORT

The statutory auditors' report is self explanatory. It does not require any comment as there is no qualification in reports.

SECRETARIAL AUDITOR

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed **Ms. Kala Agarwal, a**

firm of Company Secretaries in Practice (C.O.P. No. 5356) to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith.

SECRETARIAL AUDIT REPORT

The Secretarial Audit Report contains qualifications, reservations & explanations as following. The same is annexed with this report.

Explanation by the Company:

The Company has made efforts in appointing a suitable candidate for the post of whole time Company Secretary in employment, who shall also act as the compliance officer of the Company but aforesaid appointment is under process.

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 as Annexure – I.

DISCLOSURE RELATING TO SUBSIDIARY COMPANIES/ ASSOCIATE COMPANIES/ JOINT VENTURES

The Company does not have any Subsidiary Company/Associate Company/Joint Ventures.

However, Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014, Form AOC-1 is annexed to this report as Annexure – II.

PARTICULARS OF CONTRACTS & ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Pursuant to the provisions of section 134 (3) (h) of the Companies Act, 2013 read with Rule 8 (2) of the Companies (Accounts) Rules, 2014, Form AOC-2 is annexed to this report as Annexure – III.

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 or 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.

ENVIRONMENT PROTECTION AND POLLUTION CONTROL

The Company has always been socially conscious corporate, and has always carried forward all its operations and procedures for environment friendly norms with all necessary clearances.

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.

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.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Pursuant to the provisions of section 134 (3) (h) of the Companies Act, 2013 read with Rule 8 (2) of the Companies (Accounts) Rules, 2014, Form **AOC-2** is annexed to this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has not granted any loan and / or any guarantee during the year.

Further the Company has made investments under Section 186 of the Companies Act, 2013 in the following viz.:

Sr.	Name of Party	Amount
1	Investments in MF	1,10,96,759
2	Investment in Partnership Firm	20,98,708
3	Investment in Property	24,17,555
3	Investment in Associate co.	37,88,500

CORPORATE SOCIAL RESPONSIBILITY

As the Company does not fall in the mandatory bracket for Corporate Social Responsibility pursuant to Section 135 of the Companies Act, 2013 the Company did not adopt any activity pursuant to the same for the financial year 2016-17.

SHARE CAPITAL

- a) Issue of Equity Shares with Differential Rights:

The Board of Directors has not made any issue of Shares in current financial year.

- b) Issue of Sweat Equity Shares:

No Sweat Equity Shares were issued in current financial year.

c) Issue of Employee Stock Options:

No Employee Stock Options were issued in current financial year.

d) Provision of Money by Company for Purchase of Its Own Shares by Employees or by Trustees for the benefit of employees:

No provision is made by Company for purchase of its own shares by employees or by trustees for the benefit of employees.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All the Directors and the designated employees have confirmed compliance with the Code.

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
FOR KEDIA CONSTRUCTION CO. LTD.

VIJAY KUMAR KHOWALA
WHOLE TIME DIRECTOR & CFO
DIN: 00377686

BY ORDER OF THE BOARD OF DIRECTORS
FOR KEDIA CONSTRUCTION CO. LTD.

MURLIDHAR GUPTA
DIRECTOR
DIN: 01644127

THANE, 10TH DAY OF JUNE, 2017

Management Discussions and Analysis forming part of Director's Report for the year ended 31st March, 2017.

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 2017.

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 ₹12,36,868/- and Profit before depreciation and a tax were ₹69,086/- The depreciation provided during the year was NIL and, the net profit after tax for the year was ₹48,450/-.

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, 2017 were Five Directors as detailed herein below:

Sr. No.	Name	Nature of Directorship	As on 31 st March 2017		
			Directorship in Other Companies	Committee Member in other Companies	Committee Chairman in Other Companies
1	Mr. Nitin S. Kedia	Executive/Chairman	8	1	0
2	Mr. Vijay Khowala	Wholetime Director	10	3	2
3	Mr. Murlidhar Gupta	Independent Director	7	0	0
4	Ms. Preethi Anand	Independent Director	2	4	0
5	*Mr. Ravi Nevatia	Independent Director	4	5	4

* Mr. Ravi Nevatia was appointed on the Board in the Board meeting of the Company held on Friday, 28th October, 2016.

None of the Director of the Board is a member of more than ten Committees and Chairman of more than five committees as per Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 across all companies in which they are Directors.

BOARD MEETINGS AND ANNUAL GENERAL MEETING:

During the financial year 2016-17, Six Board Meetings were held on Wednesday, May 11, 2016, Saturday, 28th May, 2016, Saturday, 16th July, 2016, Saturday, 30th July, 2016, Friday, 28th October, 2016, Tuesday, 31st January, 2017 and the Annual General Meeting was held on Monday, 8th August, 2016.

THE ATTENDANCE OF EACH DIRECTOR IN THE BOARD MEETING AND ANNUAL GENERAL MEETING IS DETAILED HEREIN BELOW:

Sr. No.	Name of Directors	No. of Board meetings held during the tenure of Director in FY 2016-17	No. of Board Meetings attended during FY 2016-17	Attendance at the AGM held on 08-08-2016
1	Mr. Nitin S. Kedia	5	5	Yes
2	Mr. Vijay Khowala	5	5	Yes

3	Mr. Murlidhar Gupta	5	5	Yes
4	Ms. Preethi Anand	5	2	No
5	Mr. Ravi Nevatia	1	1	NA

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD COMMITTEES:

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

- 1) Audit Committee
- 2) Shareholders / Investors Grievance Committee
- 3) Nomination & Remuneration Committee
- 1) **AUDIT COMMITTEE AS AT 31ST MARCH, 2017:**

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

The Audit committee comprises of Three Directors and Five meetings were held on Wednesday, 11th May, 2016, Saturday, 28th May, 2016, Saturday, 30th July, 2016, Friday, 28th October, 2016 and Tuesday, 31st January, 2017.

Name of Director	Category	No. of Audit Committee Meetings held in tenure	No. of Audit Committee Meetings attended
Mr. Murlidhar Gupta	Independent Director - Chairman	5	5
Mr. Vijay Khowala	Wholetime Director	5	5
Ms. Preethi Anand	Independent Director	5	5

* The Audit Committee was reconstituted as per Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Accordingly, Mr. Murlidhar Gupta was appointed as the Chairman of the Committee in the Board meeting held on Tuesday, 31st January, 2017.

(a) PRIMARY OBJECTIVES OF THE AUDIT COMMITTEE:

The Audit Committee of the Board of Directors of the Company inter-alia provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

As required under Section 177 of the Companies Act, 2013 read with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted an Audit Committee (the "Committee"). The Committee acts as a link between the Statutory Auditors and the Board of Directors. It addresses itself to matters pertaining to adequacy of internal controls, reliability of financial statements and other management information and adequacy of provisions of liabilities. The primary objective of the "Committee" is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and the transparency, integrity and quality of financial reporting.

The terms of reference of the Audit Committee are as outlined in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

(b) SCOPE OF THE AUDIT COMMITTEE:

1. Provide an open avenue of communication between the independent auditor and the Board of Directors ("BOD").
2. Recommending the appointment of statutory auditors, fixation of audit fees and also to approve the payment for other services.
3. Meet four times a year or more frequently as circumstances require. The Audit Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.
4. Confirm and assure the independency of the external auditor.
5. Review with Independent Auditor the co-ordination of audit efforts to assure completeness of coverage, reduction of redundant efforts and the effective use of all audit resources.
6. Consider and review with the Independent Auditor for the adequacy of internal controls including the computerized information system controls and security.
7. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
8. Reviewing with the management the annual financial statements before submission to the Board, focusing primarily on:
 - (a) Any changes in the accounting policies and practices,
 - (b) The going concern assumption,
 - (c) Compliance with Accounting Standards,
 - (d) Compliance with stock exchange and legal requirements concerning financial statements, and;
 - (e) Significant adjustment arising out of audit.
9. Consider and review with the management and the independent auditor :
 - (a) Significant findings during the year, including the status of previous audit recommendations, and;
 - (b) Any difficulties encountered in the course of audit work including any restrictions on the scope of activities or access to required information.
10. Review of the following information:
 - (a) Management discussion and analysis of financial condition and results of operations;
 - (b) Statement of significant related party transactions submitted by the management.
 - (c) Management letter/letters of internal control weaknesses issued by the Statutory Auditors.

2) SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE:

The Shareholders/Investors Grievance Committee comprises of two Directors and Four meetings were held on Saturday, 28th May, 2016, Saturday, 30th July, 2016, Friday, 28th October, 2016 and Tuesday, 31st January, 2017.

Name of Director	Category	No. of Meetings held in tenure	No. of Meetings attended
*Mr. Murlidhar Gupta	Chairman & Independent Director	4	4
Mr. Nitin S. Kedia	Director	4	4

* The Stakeholder/ Investors Grievance Committee was re- constituted as per Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Murlidhar Gupta was appointed as the Chairman of the Committee in the Board meeting of the Company held on Tuesday, 31st January, 2017.

In accordance with the Authority Granted by the members 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, 2017:

There were no complaints received during the financial year ended 31st March, 2017 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 Regulation 13 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Regulation 13 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as investor friendly measure beyond the legal obligation.

The share transfer and Investors Grievances Committee, inter-alia, deals with various matters like share transfer, transmissions, issue of duplicate share certificates, approve the remat requests, request for consolidation of shares as and when received, and to generally deal with all investors related matters and redress the grievances of investors if any.

3) NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee is managed by a committee of Directors comprising of Mr. Ravi Nevatia*, Mr. Murlidhar Gupta and Ms. Preethi Anand.

* The Nomination & Remuneration Committee was re- constituted as per Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, Mr. Ravi Nevatia was appointed as the Member and Chairman of the Committee in the Board meeting of the Company held on Tuesday, 31st January, 2017 and Mr. Nitin Kedia ceased to be a member of the Committee.

REMUNERATION POLICY:

The board terms of reference of the Remuneration Committee is to ensure that the remuneration practices of the Company in respect of the Senior Executive including the Executive Director are competitive keeping in view prevalent compensation packages so as to recruit and retain suitable individuals(s) in such capacity.

INDEPENDENT DIRECTORS MEETING:

During the year under review, the Independent Directors met on Tuesday, February 28, 2017 inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors;

3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

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.

There is no pecuniary or business relationship between the Independent Directors and the Company, except for the legal fees payable to them in accordance with the applicable laws. Mr. Murlidhar Gupta and Mrs. Preethi Anand, Independent Director of the Company who renders professional service to 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.

SHAREHOLDING OF THE NON-EXECUTIVE / INDEPENDENT DIRECTORS OF THE COMPANY AS ON 31ST MARCH, 2017 IS AS FOLLOWS:

Name of the Director	Nature of Relationship	No. of Shares Held	Percentage to the Paid up Capital
Mr. Ravi Nevatia	Independent Director	Nil	Nil
Ms. Preethi Anand	Independent Director	Nil	Nil
Mr. Murlidhar Gupta	Independent Director	Nil	Nil

GENERAL MEETINGS:

Location and Time of last three Annual General Meetings

Sr.	Financial year	Location	Day/ Date	Time	No. of Special Resolutions
1	2013-2014	Mumbai	Thursday, September 25, 2014	12.00 noon	2
2	2014-2015	Mumbai	Monday, September 28, 2015	05.00 p.m.	1
3	2015-2016	Mumbai	Monday, 8 th August, 2016	12.30 p.m.	1

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 as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of

the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

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 189 of the Companies Act, 2013 and the Register is placed before the Board from time to time. There were no material transactions with related parties during the year 2016-17 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 Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and published in "Free Press" and "Navshakti" news papers.

The Management Discussion and Analysis Report is Attached with the Director's Report in this 36th Annual Report of the Company delivered to the shareholders.

ANNUAL GENERAL MEETING:

Day, Date and Time	: Tuesday 8 th Day August, 2017 at 3.00 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 31 st March, 2017
Dates of Book Closure	: 1 st August, 2017 to 8 th August, 2017 both days inclusive
Listing on Stock Exchange	: The Bombay Stock Exchange Ltd
Stock Codes (for shares)	: 508993

MARKET PRICE DATA:

Month - Year	High ₹	Low ₹
Apr-2016	No trading	No trading
May-2016	No trading	No trading
Jun-2016	No trading	No trading
Jul-2016	No trading	No trading
Aug-2016	No trading	No trading
Sep-2016	No trading	No trading
Oct-2016	No trading	No trading
Nov-2016	No trading	No trading
Dec-2016	No trading	No trading
Jan-2017	No trading	No trading
Feb-2017	No trading	No trading
Mar-2017	No trading	No trading

Source: www.bseindia.com

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2017:

Category (Amount)	No. of Shareholders	Percentage	No. of Shares	Percentage
Upto-5000	7	6.67%	300	0.02%
5001-10000	-	0.00%	-	0.00%
10001-20000	21	20.00%	41,150	2.74%
20001-30000	12	11.43%	35,400	2.36%
30001-40000	1	0.95%	3,500	0.23%
40001-50000	6	5.71%	28,000	1.87%
50001-100000	32	30.48%	2,67,750	17.85%
100001-Above	26	24.76%	11,23,900	74.93%
Total	105	100%	15,00,000	100.00%

CATEGORY OF SHAREHOLDERS AS ON 31ST MARCH, 2017:

	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	Nil	Nil
	3 Others		
	a Private Corporate Bodies	31,400	2.09%
	b Indian Public	5,67,600	37.84%
	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%

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

64.32 % of the Company's shares capital is held in dematerialized form as on 31st March, 2017. 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 regarding compliance with Code of Conduct
as provided under Regulation 34 (3) of SEBI (Listing Obligations
and Disclosure Requirements) Regulations, 2015:**

In accordance with Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We 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, 2017.

FOR KEDIA CONSTRUCTION CO. LTD.

FOR KEDIA CONSTRUCTION CO. LTD.

**VIJAY KUMAR KHOWALA
WHOLE TIME DIRECTOR & CFO
DIN: 00377686**

**MURLIDHAR GUPTA
DIRECTOR
DIN: 01644127**

THANE, 10TH DAY OF JUNE, 2017

**Certification by Whole-time Director and Senior Management under SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

We, Mr. Vijay Kumar Khowala, Wholetime Director & Chief Financial Officer and Murlidhar Gupta, Director of the Company hereby certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2017 and that to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
 - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for the financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditor's and the Audit committee:

- a) significant changes in internal control over financial reporting during the year ;
- b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements ; and
- c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR KEDIA CONSTRUCTION CO. LTD.

FOR KEDIA CONSTRUCTION CO. LTD.

**VIJAY KUMAR KHOWALA
WHOLE TIME DIRECTOR & CFO
DIN: 00377686**

**MURLIDHAR GUPTA
DIRECTOR
DIN: 01644127**

THANE, 10TH DAY OF JUNE, 2017

Sandeep Rathi
B. Com F.C.A



Sandeep Rathi & Associates
Chartered Accountants

Office : 304, Saba Palace, 4th Road,
Khar (West), Mumbai 400 052.
Tel. : 2600 5888 · Res. 2625 0831 ·
Mobile : 9821 238 422.
E-mail : casandeepathi@gmail.com

**Auditor's Certificate on Compliance with the conditions of
Corporate Governance as laid down in SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015**

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, 2017, as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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.

Sandeep Rathi & Associates
Chartered Accountants
(Firm Registration No: 113728W)

Sandeep Rathi
Proprietor
Membership Number: 047377
Mumbai, 27th day of May, 2017

ANNEXURE - I
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017
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 and Management Or Business Consultant Service
5.	Address of the Registered office & contact details	202, 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	Management Or Business Consultant Service	7020	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

IV. 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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	7,52,000	Nil	7,52,000	50.133%	7,52,000	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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	31,400	Nil	31,400	2.093	31,400	Nil	31,400	2.093	0.00
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	7,450	5,35,150	542,600	36.173	7,450	5,35,150	542,600	36.173	0.00

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	25,000	Nil	25,000	1.667	25,000	Nil	25,000	1.667	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)	964850	5,35,150	15,00,000	100	9,64,850	5,35,150	15,00,000	100	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
	NO CHANGE				

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.	Barbarik Distributors Pvt.Ltd.				
	At the beginning of the year	11,950	0.796	11,950	0.796
	Transactions (purchase / sale) from April 1, 2016 up to March 31,2017	19,450	1.296	31,400	2.093
	At the end of the year			31,400	2.093
2.	Deven M. Doshi				
	At the beginning of the year	25,000	1.667	25,000	1.667
	Transactions (purchase / sale) from April 1, 2016 up to March 31,2017	Nil	Nil	25,000	1.667
	At the end of the year			25,000	1.667
3.	M. Sharma				
	At the beginning of the year	19,450	1.297	19,450	1.297
	Transactions (purchase / sale) from April 1, 2016 up to March 31, 2017	Nil	Nil	19,450	1.297
	At the end of the year			19,450	1.297
4.	R. K. Jain				
	At the beginning of the year	16,500	1.100	16,500	1.100
	Transactions (purchase / sale) from April 1, 2016 up to March 31, 2017	Nil	Nil	16,500	1.100
	At the end of the year			16,500	1.100
5.	M. M.Kelshikar				
	At the beginning of the year	14,500	0.967	14,500	0.967
	Transactions (purchase / sale) from April 1, 2016 up to March 31, 2017	Nil	Nil	14,500	0.967
	At the end of the year			14,500	0.967
6.	M.Pandey				
	At the beginning of the year	14,000	0.933	14,000	0.933
	Transactions (purchase / sale) from April 1, 2016 up to March 31, 2017	Nil	Nil	14,000	0.933
	At the end of the year			14,000	0.933
7.	N. B. Sarof				
	At the beginning of the year	14,000	0.933	14,000	0.933
	Transactions (purchase / sale) from April 1, 2016 up to March 31, 2017	Nil	Nil	14,000	0.933
	At the end of the year			14,000	0.933

8.	Pankaj M.				
	At the beginning of the year	13,800	0.920	13,800	0.920
	Transactions (purchase / sale) from April 1, 2016 up to March 31, 2017	Nil	Nil	13,800	0.920
	At the end of the year			13,800	0.920
9.	J. M. Pandit				
	At the beginning of the year	13,500	0.900	13,500	0.900
	Transactions (purchase / sale) from April 1, 2016 up to March 31, 2017	Nil	Nil	13,500	0.900
	At the end of the year			13,500	0.900
10.	R. Gupta				
	At the beginning of the year	13,000	0.867	13,000	0.867
	Transactions (purchase / sale) from April 1, 2016 up to March 31, 2017	Nil	Nil	13,000	0.867
	At the end of the year			13,000	0.867
11.	S. Vaitya				
	At the beginning of the year	13,000	0.867	13,000	0.867
	Transactions (purchase / sale) from April 1, 2016 up to March 31, 2017	Nil	Nil	13,000	0.867
	At the end of the year			13,000	0.867

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
	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

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	Nil	Nil	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	Nil	Nil	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 31st March, 2017.

ANNEXURE - II**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	NIL
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NIL
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NIL
4.	Share capital	NIL
5.	Reserves & surplus	NIL
6.	Total assets	NIL
7.	Total Liabilities	NIL
8.	Investments	NIL
9.	Turnover	NIL
10.	Profit before taxation	NIL
11.	Provision for taxation	NIL
12.	Profit after taxation	NIL
13.	Proposed Dividend	NIL
14.	% of shareholding	NIL

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations. N.A
- Names of subsidiaries which have been liquidated or sold during the year. N.A

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures		Name 1	Name 2	Name 3
1.	Latest audited Balance Sheet Date	NIL	NIL	NIL
2.	Shares of Associate/Joint Ventures held by the company on the year end			
	No.	NIL	NIL	NIL
	Amount of Investment in Associates/Joint Venture	NIL	NIL	NIL
	Extend of Holding %	NIL	NIL	NIL
3.	Description of how there is significant influence	NIL	NIL	NIL
4.	Reason why the associate/joint venture is not consolidated	NIL	NIL	NIL
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	NIL	NIL	NIL
6.	Profit/Loss for the year			
	i. Considered in Consolidation	NIL	NIL	NIL
	ii. Not Considered in Consolidation	NIL	NIL	NIL

- Names of associates or joint ventures which are yet to commence operations. NIL
- Names of associates or joint ventures which have been liquidated or sold during the year. NIL

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

FOR KEDIA CONSTRUCTION CO. LTD.

FOR KEDIA CONSTRUCTION CO. LTD.

VIJAY KUMAR KHOWALA
WHOLE TIME DIRECTOR & CFO
DIN: 00377686

MURLIDHAR GUPTA
DIRECTOR
DIN: 01644127

THANE, 10TH DAY OF JUNE, 2017

**ANNEXURE-III
Form No. AOC-2**

[Pursuant to clause (h) of sub- section (3) of section 134 of the Act and
Rule 8 (2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

- a) Name(s) of the related party and nature of relationship: NIL.
- b) Nature of contracts/arrangements/transactions: NIL
- c) Duration of the contracts/arrangements/transactions: NIL
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: NIL
- e) Justification for entering into such contracts or arrangements or transaction: NIL
- f) Date(s) of approval by the Board: NIL
- g) Amount paid as advances, if any: NIL
- h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ Transactions:	Duration of Contracts/ arrangements/ transactions:	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any
1	Nitin Castings Pvt. Ltd. – Common Directors	Labour Service Charges	-	-	-	8,14,845

FOR KEDIA CONSTRUCTION CO. LTD.

FOR KEDIA CONSTRUCTION CO. LTD.

**VIJAY KUMAR KHOWALA
WHOLE TIME DIRECTOR & CFO
DIN: 00377686**

**MURLIDHAR GUPTA
DIRECTOR
DIN: 01644127**

THANE, 10TH DAY OF JUNE, 2017



**K.D. Enterprises, 2, Swami Sadan, M.G. Road, Kandivali (West),
Near Swimming Pool Bus Stop, Mumbai - 400 067.**

*** Tel : 022 2864 3344 * Telefax : 022 28091177 * Email : kalaagarwal.com *
Web : www.kalaagarwal.com**

**Form No. - MR- 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017
[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 COMPANY LIMITED
202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op Soc. Ltd.,
Sanjay Building No. 3, Sir M.V. Road, Andheri (East), Mumbai – 400 059

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Kedia Construction Company Limited** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has during the audit period covering the financial year ended on 31st March, 2017 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Kedia Construction Company Limited** for the financial year ended on 31st March, 2017 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;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
 - (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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) Other laws specifically applicable to the Company, namely:.
1. Payment of Wages Act, 1936
 2. Employers Liability Act, 1938
 3. Weekly holidays Act 1942
 4. Minimum Wages Act, 1948
 5. Payment of Bonus Act, 1965
 6. Contract Labour (Regulation and Abolition) Act, 1970
 7. Payment of Gratuity Act, 1972
 8. Equal Remuneration Act, 1976
 9. Building and other construction worker's (Regulation of Employment and conditions of service) Act, 1996
 10. Building and other Construction Worker's Welfare Cess Act, 1996
 11. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Ltd.

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- i. *As per the explanation given by the management, the Company has made efforts in appointing a suitable candidate for the post of whole time Company Secretary in employment with the Company as required under provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, who shall also act as the compliance officer of the Company under Chapter III of Regulation 6(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*

We further report that

The Board of Directors of the Company is constituted with appropriate balance of Executive Directors, Non-Executive Directors and Independent Directors during the year under review.

- a) The Company has appointed Mr. Ravi Nevatia as an Additional Independent Director with effect from 1st November, 2016.
- b) The Company regularized Ms. Preethi Anand as Director of the Company at the Annual General Meeting of the Company held on 8th August, 2016.
- c) The Company has appointed Mr. Vijay Kumar Puranmal Khowala as the Chief Finance Officer of the Company with effect from 31st January, 2017, during the year under review.

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.

All the Board/Committee decisions are taken unanimously.

We 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, regulations and guidelines.

KALA AGARWAL
Practising Company Secretary
C P No.: 5356

Mumbai, 10th day of June, 2017

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.



**K.D. Enterprises, 2, Swami Sadan, M.G. Road, Kandivali (West),
Near Swimming Pool Bus Stop, Mumbai - 400 067.**

*** Tel : 022 2864 3344 * Telefax : 022 28091177 * Email : kalaagarwal.com *
Web : www.kalaagarwal.com**

'ANNEXURE - A'

To,
The Members,

KEDIA CONSTRUCTION COMPANY LIMITED

202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op Soc. Ltd.,
Sanjay Building No. 3, Sir M.V. Road, Andheri (East), Mumbai – 400 059

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**KALA AGARWAL
Practising Company Secretary
C P No.: 5356**

Mumbai, 10th day of June, 2017

Sandeep Rathi
B. Com F.C.A



Sandeep Rathi & Associates
Chartered Accountants

Office : 304, Saba Palace, 4th Road,
Khar (West), Mumbai 400 052.
Tel. : 2600 5888 · Res. 2625 0831 ·
Mobile : 9821 238 422.
E-mail : casandeepathi@gmail.com

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF KEDIA CONSTRUCTION COMPANY LTD.

We have audited the accompanying standalone financial statements of **KEDIA CONSTRUCTION COMPANY LTD.** (the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone 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 of these standalone financial statements to 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 of 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 standalone financial statements based on our audit.

We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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 the disclosures in the financial statements. The procedures selected depend on the auditors' 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by 'the Companies (Auditor's Report) Order, 2017', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143 (3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

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.

In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

The Company has disclosed the impact, if any, of pending litigations as at March 31, 2017 on its financial position in its standalone financial statements.

The Company has made provision as at March 31, 2017, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.

The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

Sandeep Rathi & Associates

Chartered Accountants

(Firm Registration No: 113728W)

Sandeep Rathi

Proprietor

Membership Number: 047377

Mumbai, 27th day of May, 2017

Sandeep Rathi

B. Com F.C.A

**Sandeep Rathi & Associates**

Chartered Accountants

Office : 304, Saba Palace, 4th Road,
Khar (West), Mumbai 400 052.
Tel. : 2600 5888 · Res. 2625 0831 ·
Mobile : 9821 238 422.
E-mail : casandeprathi@gmail.com

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of KEDIA CONSTRUCTION COMPANY LTD. on the standalone financial statements for the year ended March 31, 2017

- 1)
 - a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
 - b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
 - c) The Company does not own any immovable properties as disclosed in fixed assets to the financial statements. Therefore, the provisions of Clause 3(i)(c) of the said Order are not applicable to the Company.
- 2) The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- 3) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- 4) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- 5) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- 6) The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- 7)
 - a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues in respect of sales tax including value added tax, provident fund, employees' state insurance, income tax, service tax, duty of customs, duty of excise, cess and other material statutory dues, as applicable, with the appropriate authorities.

- b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, service-tax, duty of customs, and duty of excise or value added tax, which have not been deposited on account of any dispute.
- 8) As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.
- 9) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- 10) 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 material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- 11) The Company has not paid/ provided any managerial remuneration. Accordingly, the provisions of Clause 11 of the Order are not applicable to the Company.
- 12) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- 13) The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies Accounts) Rules, 2014.
- 14) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- 15) The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- 16) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

Sandeep Rathi & Associates*Chartered Accountants*

(Firm Registration No: 113728W)

Sandeep Rathi

Proprietor

Membership Number: 047377

Mumbai, 27th day of May, 2017

Sandeep Rathi
B. Com F.C.A



Sandeep Rathi & Associates
Chartered Accountants

Office : 304, Saba Palace, 4th Road,
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**ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT
(Referred to in paragraph 2(f) under the heading 'Report on Other
Legal and Regulatory Requirements' of our report of even date)**

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

We have audited the internal financial control over financial reporting of **KEDIA CONSTRUCTION COMPANY LTD.** (the Company") as of 31st March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide

reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Sandeep Rathi & Associates

Chartered Accountants

(Firm Registration No: 113728W)

Sandeep Rathi

Proprietor

Membership Number: 047377

Mumbai, 27th day of May, 2017

Kedia Construction Co. Limited
Balance Sheet as at 31st March, 2017

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	1,34,03,219	1,33,54,769
	Money received against share warrants		-	-
			2,84,03,219	2,83,54,769
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	4	-	27,472
	Other Current Liabilities	5	8,220	2,000
	Short-Term Provisions	6	1,07,050	91,648
			1,15,270	1,21,120
	Total Equity & Liabilities in ₹		2,85,18,489	2,84,75,889
II	ASSETS			
a)	Non-Current Assets			
	Fixed Assets	7		
	Gross Block		2,50,000	2,50,000
	Depreciation		2,37,500	2,37,500
	Net Block		12,500	12,500
	Non-Current Investments	8	20,98,708	20,98,708
	Deferred Tax Assets	9	4,549	5,627
	Long Term Loans and Advances	10	24,17,555	24,17,555
	Other Non-Current Assets	-	-	-
			45,33,312	45,34,390
b)	Current Assets			
	Current Investments	11	1,10,96,759	1,08,11,506
	Inventories	12	1,25,33,436	1,25,33,436
	Trade Receivables	13	-	1,40,000
	Cash and Cash Equivalents	14	2,87,273	3,80,653
	Short-Term Loans and Advances	15	67,709	75,904
	Other Current Assets	-	-	-
			2,39,85,177	23,941,499
	Total Assets in ₹		2,85,18,489	2,84,75,889

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 Sandeep Rathi & Associates

Chartered Accountants

For Kedia Construction Co. Limited

Sandeep Rathi

Proprietor

Membership No. 047377

Firm Regd. No. 113728W

Mumbai, the 27th day of May, 2017

Vijay Kumar Khowala
Wholesale Director & CFO
DIN - 00377686

Nitin Kedia
Director
DIN - 00050749

Kedia Construction Co. Limited
Profit & Loss statement for the period ended on 31st March, 2017

Sr. No	Particulars	Note No.	Current Year ₹	Previous Year ₹
	Revenue / Income			
I	Revenue from operations (Gross)	16	8,39,004	9,69,940
	Less : Excise Duty / Service Tax		-	-
	Revenue from operations (Net)		8,39,004	9,69,940
II	Other Income	17	3,97,864	15,147
III	Total Revenue (I+II) in ₹		12,36,868	9,85,087
IV	Expenses			
	Cost of materials consumed	-	-	-
	Purchase of Stock-in-Trade	-	-	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	18	-	20,000
	Employee Benefit Expense	19	3,94,325	4,44,692
	Financial Costs	-	-	-
	Depreciation and Amortization Expense		-	-
	Administrative, Selling and General Expenses	20	7,50,457	4,91,229
	Auditors Remuneration	21	23,000	20,000
	Total Expenses in ₹		11,67,782	9,75,921
V	Profit before exceptional and extraordinary items and tax	(III - IV)	69,086	9,166
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax	(V - VI)	69,086	9,166
VIII	Extraordinary Items		-	-
IX	Profit before tax in ₹	(VII-VIII)	69,086	9,166
X	Tax expense:			
	Current tax expenses for current year		19,558	1,721
	Less : MAT Credit		-	-
	Interst Paid on Self Assessment Tax		-	-
	Previou years tax adjusted in Current Year		-	-
	Net Current tax expenses		19,558	1,721
	Deferred tax Liability / (Assets)		1,078	438
	Total Tax Expense		20,636	2,159
XI	Profit after tax in ₹	(IX-X)	48,450	7,007
XII	Earning per equity share:			
	(1) Basic		0.03	0.00
	(2) Diluted		0.03	0.00

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 Sandeep Rathi & Associates
Chartered Accountants

For Kedia Construction Co. Limited

Sandeep Rathi
Proprietor
 Membership No. 047377
 Firm Regd. No. 113728W
 Mumbai, the 27th day of May, 2017

Vijay Kumar Khowala
Wholetime Director & CFO
 DIN - 00377686

Nitin Kedia
Director
 DIN - 00050749

NOTES FORMING PART OF THE ACCOUNTS

Notes to the Accounts Annexed to and Forming Part of the Balance Sheet as at 31st March, 2017 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

Investments are classified into long-term and current and non current investments based on the intent of management at the time of acquisition. Long-term investments including investment in companies are stated at cost and provision is made to recognize any decline, other than temporary, in the value of such investments. Current investments are stated at the lower of cost and the fair value.

Non-current investment in properties is stated at cost and other acquisition charges.

Investments are stated at cost, Income from Investments are accounted for as and when received.

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

- a) Fixed Assets including Intangible Assets have been capitalised at Cost of Acquisition and Other Incidental Expenses.
- b) 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.
- c) 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 and 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	48,450	7,007
2	Weighted average number of shares outstanding during the year	15,00,000	15,00,000
3	Basic & Diluted Earnings per shares	0.03	0.005

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.

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

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
a)	Authorised Capital		
	15,00,000 Equity Shares of ₹10/- Each	1,50,00,000	1,50,00,000
	Total in ₹	1,50,00,000	1,50,00,000
b)	Issued		
	15,00,000 Equity Shares of ₹10/- Each (As at March 31, 2017)	1,50,00,000	1,50,00,000
	Total in ₹	1,50,00,000	1,50,00,000

c)	Subscribed		
	15,00,000 Equity Shares of ₹10/- Each (As at March 31, 2017)	1,50,00,000	1,50,00,000
Total in ₹		1,50,00,000	1,50,00,000
d)	Fully Paid up		
	15,00,000 Equity Shares of ₹10/- Each (As at March 31, 2017)	1,50,00,000	1,50,00,000
Total in ₹		1,50,00,000	1,50,00,000
e)	Party Paid up		
	Nil	-	-
Total in ₹		-	-

b) Details of movement in Shareholding for the period April 1, 2016 to March 31, 2017

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

c) List of shareholders holding more than 5% shares as at March 31, 2017.

i) Fully Paid up Shares of ₹10/- each

Sr. No.	Name of the Shareholders	As at March 31, 2017		As at March 31, 2016	
		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

d) The Company has not proposed dividend for the year ended March 31, 2017.

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	5,04,769	4,97,762
	Add: Profit for the period	48,450	7,007
	Less: Tax on Regular Assessment Paid	-	-
	Sub Total ->	5,53,219	5,04,769
	Total in ₹	1,34,03,219	1,33,54,769

4. Trade Payables :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Sundry Creditors for Services	-	27,472
	Total in ₹	-	27,472

5. Other Current Liabilities :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	TDS Payables	8,220	2,000
	Total in ₹	8,220	2,000

6. Short Term Provisions :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Secretarial Audit Fees Payable	8,625	7,500
2	Tax Matter Fees Payable	-	10,000
3	Statutory Audit Fees Payable	15,000	15,000
4	Certification Fees Payable	5,000	5,000
5	Internal Audit Fees Payable	10,000	5,000
6	Roc Filling Fees Payable	-	2,400
7	Secretarial Fees Payable	4,030	6,828
8	Staff Salary Payable	19,395	21,920
9	Director Sitting Fees Payable	45,000	18,000
	Total in ₹	1,07,050	91,648

7. Fixed Assets

Method : W.D.V.

Sr. No	Particulars	Gross Block			Depreciation			Net Block		
		Value at the beginning	Addi- tion during the year	Deduc- tion dur- ing the year	Value at the end	Value at the beginning	Addition during the year	Deduc- tion dur- ing the year	WDV as on 31.03. 2017	WDV as on 31.03. 2016
I	Tangible Assets									
1	Office Equipment	2,50,000	-	-	2,50,000	2,37,500	-	2,37,500	12,500	12,500
	Sub Total ->	2,50,000	-	-	2,50,000	2,37,500	-	2,37,500	12,500	12,500
II	Intangible Assets									
	Sub Total ->	-	-	-	-	-	-	-	-	-
III	Capital Work-in-progress									
	Sub Total ->	-	-	-	-	-	-	-	-	-
IV	Intangible Assets Under Development									
	Sub Total ->	-	-	-	-	-	-	-	-	-
	Total (Current Year)	2,50,000	-	-	2,50,000	2,37,500	-	2,37,500	12,500	12,500
	Total (Previous Year)	2,50,000	-	-	2,50,000	2,37,500	-	2,37,500	12,500	12,500

8. 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

9. Deferred Tax Assets :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
	Opening	5,627	6,065
	- Difference between Book and Tax on Depreciation	(1,078)	(438)
	- Provision and Contingencies	-	-
	- Others	-	-
Total in ₹		4,549	5,627

10. Long Term Loans & Advances

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
a)	Other Loans & Advances		
1	Secured, Considered Good	-	-
2	Unsecured, Considered Good	24,17,555	24,17,555
3	Doubtful	-	-
Sub Total ->		24,17,555	24,17,555
Total in ₹		24,17,555	24,17,555

11. Current Investment :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Investment in Mutual Fund	1,10,96,759	1,08,11,506
Total in ₹		1,10,96,759	1,08,11,506

12. Inventories :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Raw Material	-	-
2	Work-in-Progress	87,44,934	87,44,934
3	Finished Goods	-	-
4	Stock-in-Trade	37,88,502	37,88,502
Total in ₹		1,25,33,436	1,25,33,436

13. Trade Receivables :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
a)	Outstanding for more than six months		
1	Secured, Considered Good	-	-
2	Unsecured, Considered Good	-	1,10,000
3	Doubtful	-	-
	Sub Total ->	-	1,10,000
b)	Others		
1	Secured, Considered Good	-	-
2	Unsecured, Considered Good	-	30,000
3	Doubtful	-	-
	Sub Total ->	-	30,000
	Total in ₹	-	1,40,000

14. Cash and Cash Equivalents :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Balance with banks	2,66,722	3,63,851
2	Cheques, drafts on hand	-	-
3	Cash on hand	20,551	16,802
	Total in ₹	2,87,273	3,80,653

15. Short Term Loans and Advances :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
a)	Loans & Advances to other parties		
1	Secured, Considered Good	-	-
2	Unsecured, Considered Good	-	-
	Sub Total ->	-	-
b)	Advance Recoverable in Cash or Kind		
1	Secured, Considered Good	-	-
2	Unsecured, Considered Good	-	8,000
	Sub Total ->	-	8,000
c)	Balance with Revenue Authorities under Direct Taxes		
1	Secured, Considered Good	-	-
2	Unsecured, Considered Good	67,709	67,904
	Sub Total ->	67,709	67,904
	Total in ₹	67,709	75,904

16. Revenue From Operations :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Sale of Products	-	-
2	Sales of Services	8,39,004	9,49,940
3	Sales of Share, Securities & Rights	-	20,000
Total in ₹		8,39,004	9,69,940

17. Other Income :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Interest Received	611	3,509
2	Dividend Received	-	132
3	Consultancy Income	62,000	-
4	Income on Redemption of Mutual Fund	3,35,253	11,506
Total in ₹		3,97,864	15,147

18. Changes in Inventories of Finished Goods, Work-in-Progress and Scrap:

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Opening Stock in Trade	37,88,502	38,08,502
2	Closing Stock in Trade	37,88,502	37,88,502
Total in ₹		-	20,000

19. Employee Benefits Expenses :

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Salaries to staff	3,94,325	4,44,692
Total in ₹		3,94,325	4,44,692

20. Administrative, Selling and General Expenses

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Fees & Subscription Expenses	2,70,208	2,75,473
2	Advertisement Expenses	40,094	47,387
3	General Expenses	10,150	140
4	AGM & E-voting Expenses	5,150	19,311
5	Printing & Stationery Expenses	19,043	12,129
6	Property Tax Expenses	56,566	-
7	Conveyance Charges	39,900	-

8	Legal & Professional Expenses	40,913	55,724
9	Director Sitting Fees	50,000	50,000
10	Secretarial Audit Fees	24,125	22,500
11	Bank Charges	2,471	8,565
12	Service charges	59,137	-
13	Sundry Balance W/off	1,32,700	-
Total in ₹		7,50,457	4,91,229

21. Auditor's Remuneration:

Sr. No	Particulars	Current Year (₹)	Previous Year (₹)
1	Statutory Audit Fees	18,000	15,000
2	Certification Fees	5,000	5,000
Total in ₹		23,000	20,000

22. 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.
23. There was no amount due as on March 31, 2017, as reported to us from/ to Micro, Small & Medium Enterprises as per MSMED Act, 2006.
24. No Provision has been made in these accounts in respect of liabilities that may arise on account of Gratuity to the employees, as the same is accounted on applicability.
25. The capital invested as a partner in a construction firm and the same is reflected at cost at ₹36,000/- representing 36% share in the firm M/s. Prescon Developers, beside amount in current account ₹20,62,708/-. Since the firm has no operation, Profit and Loss from the firm is not considered.
26. Directors sitting fees paid during the year to ₹50,000/- (Previous Year ₹50,000/-).

27. Segment Reporting :

As the company operates in only one business the disclosure requirements under Accounting Standard 17 – "Segment Reporting" is not applicable.

28. Related Parties Disclosures:Key Management personnel and Relatives

- Mr. Vijay Kumar Khowala
- Mr. Nitin S Kedia

Related Party- Entities:

- Nitin Casting Limited

d) Kirti Investment Ltd.

The Following transactions were carried out with the related parties referred in above in the ordinary course of business.

(₹In lakhs)

Particulars	Key Management personnel and Relatives	Related Party-Entities
Service Charges received	NIL (NIL)	8.14 (9.50)
Service Charges paid	NIL (NIL)	0.59 (-)

Note: Amount in bracket indicate previous year's figures

29. Information regard to other matter specified in Schedule III of Companies Act, 2013 is either nil or not applicable to the company for the year.
30. As per Notification issued by Ministry of Corporate Affairs dated 30/03/2017, regarding disclosure of specified bank notes (SBNs) held and transacted during the period from 08/11/2016 to 30/12/2016 is as under

Closing cash in hand as 08/11/2017	SBNs	Other denomination notes	Total
Closing cash in hand as 08/11/2016	65,000	1,773	66,773
(+) Permitted Receipts	Nil	20,000	20,000
(-) Amount deposited in Banks	65,000	Nil	65,000
(-) Permitted Payments	Nil	Nil	Nil
Closing cash in hand as on 30/12/2016	Nil	21,773	21,773

31. The Shares of the Company are listed on the Bombay Stock Exchange.
32. 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 Sandeep Rathi & Associates

Chartered Accountants

For Kedia Construction Co. Limited

Sandeep Rathi
Proprietor
Membership No. 047377.
 Firm Reg. No. 113728W
Mumbai, the 27th day of May, 2017

Vijay Kumar Khowala
Wholetime Director & CFO
DIN - 00377686

Nitin Kedia
Director
DIN - 00050749

CASH FLOW STATEMENT

Annexed to the Balance Sheet for the period April 2016 to March 2017

Particulars		Current Year (₹)	Previous Year (₹)
A.	Cash flow from Operating Activities		
	Profit before tax as per Profit & Loss Account	69,086	9,166
	Depreciation & Amortization	-	-
	Operating profit before working capital changes	69,086	9,166
	Adjustment for		
	(Increase) / decrease in Stock / W.I.P.	-	(3,56,760)
	(Increase) / decrease in Sundry Debtors	1,40,000	(30,000)
	(Increase) / decrease in Loans & Advances	(10,090)	1,00,07,324
	(Increase) / decrease in Other Current Assets	1,078	8,979
	Increase / (decrease) in Sundry Creditors	(27,472)	27,472
	Increase / (decrease) in Other Current Liabilities	21,622	(76,516)
	Cash generated from operations	1,94,224	95,89,665
	Direct taxes expenses	(2,351)	(2,159)
	Net Cash flow from Operating Activities	1,91,873	95,87,506
B.	Cash flow from Investing Activities		
	(Purchase) / Sale of Investments	(2,85,253)	(1,08,11,506)
	(Purchase) / Sale of Other Misc. Assets	-	-
	Net Cash flow from investing Activities	(2,85,253)	(1,08,11,506)
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	(93,380)	(12,24,000)
	Cash and cash equivalent as at the beginning of the year	3,80,653	16,04,653
	Cash and cash equivalent as at the closing of the year	2,87,273	3,80,653

The above Cash Flow Statement has been compiled from and is based on the Balance Sheet as at 31st March, 2017 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 Sandeep Rathi & Associates
Chartered Accountants

For Kedia Construction Co. Limited

Sandeep Rathi
Proprietor
Membership No. 047377
Firm Regd. No. 113728W
Mumbai, the 27th day of May, 2017

Vijay Kumar Khowala
Wholesale Director & CFO
DIN - 00377686

Nitin Kedia
Director
DIN - 00050749

NOTICE

NOTICE is hereby given that the **Thirty-Sixth Annual General Meeting** of **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 **Tuesday, the 8th day of August, 2017 at 3.00 p.m.**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended **31st March, 2017** together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr. Vijay Kumar Khowala** (DIN: 00377686) who retires by rotation and being eligible, offers himself for re-appointment.
3. **Ratification of 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, pursuant to proviso to Section 139(8) of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for time being in force, the Company hereby ratifies the appointment of **M/s. Sandeep Rathi & Associates, Chartered Accountant, Mumbai, (FRN # 113728W)** as the Statutory Auditors of the Company, appointed till the year 2019-20, to hold the office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held for the Financial year 2017-18 on such remuneration as may be mutually agreed between the Audit Committee/ Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. **Regularization of Appointment of Additional Director, Mr. Ravi Nevatia :**

To consider and, if thought fit, to pass with or without modifications the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Mr. Ravi Nevatia, who was appointed as an Additional Director with effect from November 1, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 89 of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for a period of 5 (five) consecutive years, with effect from the date of this Meeting AND THAT he shall not be liable to retire by rotation.”

5. **Sub-Division of the nominal value of the equity share.**

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

“RESOLVED THAT pursuant to the provisions of section 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with Article 55 (d) of the Articles

of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which in term shall also include any Committee thereof), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of ₹10/- (Rupees Ten only) into 2 (Two) Equity Shares of Face value of ₹5/- (Rupees Five only) each fully paid-up and consequently, the Authorized Share Capital of the Company of ₹1,50,00,000/- (Rupees One Crore Fifty Lakhs only) would comprise of 30,00,000 (Thirty Lakhs) Equity Shares of ₹5/- (Rupees Five only) each with effect from the "Record Date" to be determined by the Board for this purpose."

"RESOLVED FURTHER THAT pursuant to the subdivision of the Equity Shares of the Company each Equity Share of the Face value of ₹10/- (Rupees Ten only) as existing on the Record Date shall stand sub-divided into 2 (Two) Equity shares of the Face value of ₹5/- (Rupees Five only) each fully paid-up, with effect from the record date."

"RESOLVED FURTHER THAT on sub-division, the 2 (Two) Equity shares of the Face value of ₹5/- (Rupees Five only) each be issued in lieu of one Equity Share of ₹10/- (Rupees Ten only) each, subject to the terms of Memorandum and Articles of Association of the Company and shall rank paripassu in all respects and shall have the same rights as the existing fully paid Equity Shares of ₹10/- (Rupees Ten only) each of the Company."

"RESOLVED FURTHER THAT upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of ₹10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of sub-division and the Company may, without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) within the period prescribed or that may be prescribed in this behalf from time to time and in the case of shares held in dematerialized form, the number of subdivided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Share before sub-division."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental there to, and to execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any Committee thereof as it may deem appropriate in this regard."

6. Amendment to clause V of the Memorandum of Association of the Company.

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 contained in Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment or re-enactment thereof), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing **Clause V** and by substitution thereof by the following clause:

"V. The Authorized Share Capital of the Company is ₹1,50,00,000/- (Rupees One Crore Fifty Lakhs only) consisting of 30,00,000 (Thirty Lakhs) Equity Shares of ₹5/- (Rupees Five only) each, with the

rights, privileges and conditions attached thereto as are provided by regulations of the Company for the time being in force, with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

BY ORDER OF THE BOARD OF DIRECTORS
FOR KEDIA CONSTRUCTION CO. LTD.

VIJAY KUMAR KHOWALA
WHOLE TIME DIRECTOR & CFO
DIN: 00377686

THANE, 10TH DAY OF JUNE, 2017

Registered Office

202, 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

Notes:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No.4, 5 & 6 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment/ re-appointment as Directors under Item No. 2 & 4 of the Notice, is also annexed.

The draft copy of the altered Memorandum of Association of the Company is available for inspection at the corporate office of the Company during business hours

2. 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 CORPORATE 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.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

Members who hold shares in dematerialized 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 on attendance slip while attending the Meeting.

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.

The Company's Register of Members and Share Transfer Books will remain closed from 1st August, 2017 to 8th August, 2017 both days inclusive.

All documents referred to in the notice are open for inspection at the corporate office of the Company between 10.30 a.m. and 1.00 p.m. on all working days up to the date of the Meeting.

Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish a copy of PAN card for all the above mentioned transactions.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.

Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agents, M/s. Sharex Dynamic (India) Private Limited

The Annual Report 2016-17 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 2016-17 are being sent by the permitted mode.

The route map showing directions to reach the venue of the Thirty-Sixth Annual General Meeting is annexed to this notice.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
(As required to be furnished under Regulations 36(3) of SEBI (LODR) Regulations 2015):**

Particulars	Mr. Vijay Kumar Khowala	Mr. Ravi Nevatia
Date of Birth	02/10/1957	25/12/1962
Date of Appointment	05/11/2001	01/11/2016
Qualifications	Graduate	Chartered Accountant
Expertise in specific functional area	Commercial	Finance & Accounts
Shareholding in the Company	100	Nil
Directorships held in other bodies corporate as on 31st March 2017	<ol style="list-style-type: none"> 1. Kirti Investments Limited 2. Prestige Agglomerated Marbles Private Limited 3. Rajshila Construction Private Limited 4. Moonlink Tradcomm Private Limited 5. Barbarik Distributors Private Limited 6. Rajshila Trading Private Limited 7. Genius Vincom Private Limited 8. Gati Com Private Limited 9. Kedia Holding Pvt Ltd 	<ol style="list-style-type: none"> 1. Western India Shipyard Limited 2. Nitin Castings Limited 3. ABG Shipyard Ltd 4. Kirti Investments Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March 2017	<p>Memberships –</p> <ol style="list-style-type: none"> a) Audit Committee – <ol style="list-style-type: none"> (i) Kirti Investments Ltd. b) Stakeholder Relationship Committee <ol style="list-style-type: none"> (i) Kirti Investments Ltd. Chairmanships a) Stakeholder b) Relationship Committee <ol style="list-style-type: none"> (i) Kirti Investments Ltd 	<p>Memberships –</p> <ol style="list-style-type: none"> a) Audit Committee – <ol style="list-style-type: none"> (i) Kirti Investments Ltd. (ii) Nitin Castings Limited b) Stakeholder Relationship Committee <ol style="list-style-type: none"> (i) Nitin Castings Limited Chairmanships a) Audit Committee- <ol style="list-style-type: none"> i) Kirti Investments Ltd ii) Nitin Castings Limited b) Stakeholder Relationship Committee <ol style="list-style-type: none"> (i) Nitin Castings Limited
Relationship with other Directors and Key Managerial Personnel	NA	NA
Number of Board Meetings Attended during the year.	6	2
Remuneration Drawn	-	-

Information and instructions relating to E-voting are as under:

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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository 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.

As per the provisions of the Companies Act, 2013, 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.

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.

Annexure to the Notice dated 10th day of June, 2017

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (ACT)

In respect of Item No. 4

Mr. Ravi Nevatia was appointed as an Additional Director w.e.f. November 1, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 89 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Ravi Nevatia candidature for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 for a term of upto five years and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Ravi Nevatia on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

The Company has received a declaration of independence from Mr. Ravi Nevatia. In the opinion of the Board, Mr. Ravi Nevatia fulfills the condition specified in the Companies Act, 2013 for appointment as Independent Director of the Company.

None of the Directors, except Mr. Ravi Nevatia and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 4 to be passed as an ordinary resolution.

In respect of Item No. 5 & 6

The Equity Shares of the Company are listed on the Bombay Stock Exchange (BSE) and the shares are actively traded on BSE. With a view to enhancing the investor base of the company by encouraging the participation of large number of investors and also to increase the liquidity of the equity shares of the Company, the Board of Directors at its meeting held on 27th May, 2017 has reserved to sub-divide the nominal value of the equity shares of the Company from ₹10/- per share to ₹5/- per share, subject to approval of members.

Accordingly, each paid up equity share of nominal value ₹10/- (Rupees Ten Only) each of the Company, existing on the Record Date as may be fixed by the Board of Directors, shall stand sub divided into 2 (Two) Equity Shares of Nominal Value of ₹5/- (Rupees Five only) each.

The Record Date for the aforesaid sub division of the equity shares will be fixed after the approval of the shareholders is obtained, pursuant to this Annual General Meeting.

At present, the Authorised Share Capital of the Company is ₹1,50,00,000 /- (Rupees One Crore Fifty Lakhs only) divided into 15,00,000 (Fifteen Lakhs Only) Equity Shares of ₹10/- (Rupees Ten) each. The issued, subscribed and paid up share capital of the Company is divided into 15,00,000 (Fifteen Lakhs

Only) equity shares of ₹10/- each amounting to ₹1,50,00,000 /- (Rupees One Crore Fifty Lakhs only).

The proposed sub division of equity shares of the Company from ₹10/- (Rupees Ten only) per Equity share to ₹5/- (Rupees Five only) per equity share, requires alteration of the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in Resolution at Item No.6.

The Board recommends the Ordinary Resolution for Item No. 5 and Special Resolution for Item No. 6 of the notice for approval of the Members. A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Corporate Office of the Company on all working days during the office hours of the Company till the conclusion of the Annual General Meeting.

The Directors /Key Managerial Personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned in the Item Nos. 5 & 6 of the Notice only to the extent of shares held by them, if any, in the Company.

BY ORDER OF THE BOARD OF DIRECTORS
FOR KEDIA CONSTRUCTION CO. LTD.

VIJAY KUMAR KHOWALA
WHOLE TIME DIRECTOR & CFO
DIN: 00377686

THANE, 10TH DAY OF JUNE, 2017

Registered Office

202, 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

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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 36th Annual General Meeting to be held on Tuesday, August 08, 2017, at 3:00 p.m. IST. The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link, <https://www.evoting.nsdl.com>

The instructions for shareholders voting electronically are as under:

The voting period begins on 04th August, 2017 at 10.00 a.m. and ends on 07th August, 2017 at 5.00 p.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 1st August, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

a) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii) Click on Shareholder – Login
- iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- vii) Select “EVEN” of “**Kedia Construction Co. Limited.**”

Now you are ready for e-voting as Cast Vote page opens. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

Upon confirmation, the message “Vote cast successfully” will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to agarwalkala@gmail.com with a copy marked to evoting@nsdl.co.in

b) In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email ids are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- i) Initial password is provided as below/at the bottom of the Ballot Form.

EVEN (Remote e-voting Event Number)	User ID	Password/PIN
--	---------	--------------

- ii) Please follow all steps from Sl. No. (iii) to Sl. No.(xiii) above, to cast vote.
- iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990
- iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- vi) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 1st August, 2017.
- vii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 1st August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or sharexindia@vsnl.com.
- viii) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- ix) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- x) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- xi) Ms. Kala Agarwal, Company Secretary (FCS No.5976) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- xii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" / "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xiii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xiv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

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.evoting.nsdl.com, under help section or write an email to evoting@nsdl.co.in.

BY ORDER OF THE BOARD OF DIRECTORS
FOR KEDIA CONSTRUCTION CO. LTD.

VIJAY KUMAR KHOWALA
WHOLE TIME DIRECTOR & CFO
DIN: 00377686

THANE, 10TH DAY OF JUNE, 2017

Registered Office

202, 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

KEDIA CONSTRUCTION COMPANY LIMITED

Regd. Office: 202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op. Soc. Ltd.,
Sanjay Building No. 3, Sir M. V. Road, Andheri (East), Mumbai – 400059
CIN: L45200MH1981PLC025083

ATTENDANCE SLIP

THIRTY SIXTH ANNUAL GENERAL MEETING

Tuesday, August, 08, 2017 at 3.00 p.m.

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 Sixth 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

EVEN (Remote e-voting Event Number)	User ID	Password / PIN)

NOTE:

Please read the complete instructions annexed to the Notice (SHAREHOLDER INSTRUCTIONS FOR E-VOTING). The voting time starts from 04th August, 2017 from 10.00 a.m. and ends on 07th August, 2017 at 5.00 p.m. The voting module shall be disabled by NSDL for voting thereafter.

KEDIA CONSTRUCTION COMPANY LIMITED

Regd. Office: 202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op. Soc. Ltd.,
Sanjay Building No. 3, Sir M. V. Road, Andheri (East), Mumbai – 400059
CIN: L45200MH1981PLC025083

FORM OF PROXY

I/We _____

of _____

_____ being a Member/Members

of **Kedia Construction Company 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 Sixth Annual General Meeting of the Company, to be held on Tuesday,
August 08, 2017 at 3.00 p.m. and at any adjournment thereof.

Dated this _____ day of _____ 2017

For Office Use only

Proxy No.: No. of Shares:

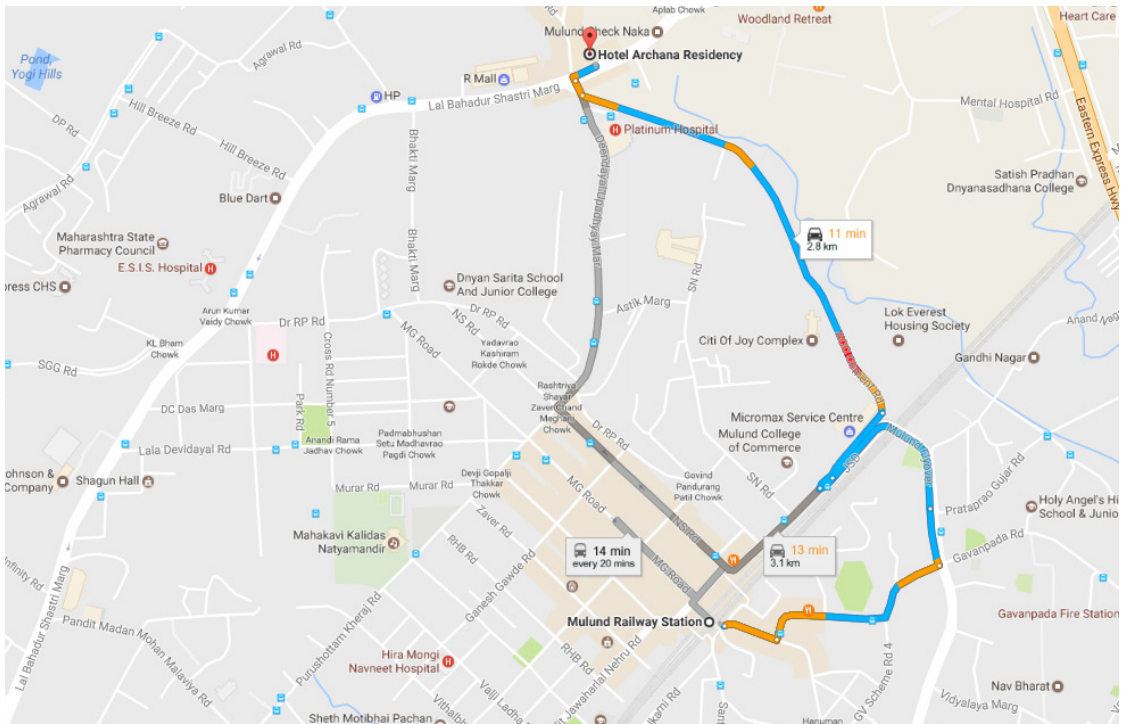
Folio/DP & Client ID No.:

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.

Route Map from Mulund Railway Station to the Venue



KEDIA CONSTRUCTION COMPANY LIMITED

Regd. Office: 202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op. Soc. Ltd.,
Sanjay Building No. 3, Sir M. V. Road, Andheri (East), Mumbai – 400059
CIN: L45200MH1981PLC025083

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. *
4. * (Applicable to Investors holding shares in dematerialized form) 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	Consideration and Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon			
2	Re-appointment of Mr. Vijay Kumar Khowala as Director, retiring by rotation			
3	Ratification of Appointment of Statutory Auditors			
4	Regularization of Appointment of Mr. Ravi Nevatia, Additional Director			
5	Sub-Division of the nominal value of the equity share			
6	Amendment to clause V of the Memorandum of Association of the Company.			

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 of 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., 7th August, 2017. 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 1st August, 2017.
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.**

Book-Post

Printed By: D.J. Logistic Solutions Pvt. Ltd. 93231 85444

If undelivered please return to:

KEDIA CONSTRUCTION COMPANY LIMITED

Corporate Office: 202, 2nd Floor,

Rahul Mittal Industrial Premises Co-Op. Soc. Ltd.,

Sanjay Building No. 3, Sir M. V. Road, Andheri (East), Mumbai – 400059