

KEDIA CONSTRUCTION CO. LIMITED
CIN: L45200MH1981PLC025083
Address: 202,2nd Floor, A- Wing, Bldg. No.3, Sir M.V. Road, Rahul Mittal Industrial Estate,
Andheri East Mumbai -400059
Email ID : kcclindia@gmail.com Website: <http://kcclindia.in/>

04th June, 2021

BSE Limited
Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code No.: 508993

Dear Sirs/Madams,

Sub: Submission of Annual Report for the Year 2020-21

The Annual General Meeting of the Company is scheduled to be held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), on Monday, the June 28, 2021. at 03.00 P.M.

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements), 2015, we submit herewith the Annual Report for the year 2020-21 along with AGM Notice.

Yours faithfully,
For Kedia Construction Co. Limited

Sd/-
Sunil Bansal
Company Secretary & Compliance Officer
Membership No.: ACS F9838

Encl.: A/a

**Kedia
Construction
Co. Limited**

CIN : L45200MH1981PLC025083

**40th Annual Report
2020-21**

Board of Directors

Mr. Nitin S. Kedia	– Chairman and Executive Director
Mr. Vijay Kumar Khowala	– Whole-time Director
Mr. Murlidhar J. Gupta	– Independent Non- Executive Director
Mr. Ravi Nevatia	– Independent Non- Executive Director
Mrs. Barkharani Choudhary	– Independent Non- Executive Director

Chief Financial Officer

Mr. Vijay P. Khowala

Company Secretary

Mr. Sunil Bansal

Bankers

Kotak Mahindra Bank Ltd.
HDFC Bank Limited

Statutory Auditors

GMJ & Co.
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

M/s. Link Intime India Pvt. Ltd C-101,
247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai -400083.

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31st May, 2021

BSE Limited
Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code No.: 508993

Dear Sir/Madam,

Sub.: Notice of 40th Annual General Meeting

We are enclosing herewith notice of fortieth (40th) Annual General Meeting (AGM) of Kedia Construction Co. Limited (“the Company”) to be held on **Monday, June 28, 2021 at 03.00 p.m.** (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

The said notice is also available on the website of the Company at www.kcclindia.in.

Kindly take same on record.

Thanking you,

Yours faithfully,

For Kedia Construction Co. Limited

Sunil Bansal
Company Secretary & Compliance Officer
Membership No.: ACS F9838
Encl.: A/a

Dear Members,

Invitation to attend the 40th Annual General Meeting on Monday, June 28, 2021

You are cordially invited to attend the fortieth Annual General Meeting of the Company to be held on Monday, June 28, 2021 at 03.00 PM IST through video conferencing. The notice convening the Annual General Meeting is attached herewith.

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sr. No.	Particulars	Details
1.	Link for live webcast of the Annual General Meeting and for participation through Video Conferencing (VC)	Please refer the instructions
2.	Link for remote e-voting	Please refer the instructions
3.	Username and password for VC	Please refer the instructions at Page No. 8 of this Notice for further information.
4.	Helpline number for VC participation and e-voting	Contact NSDL Officials by writing an email to evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
5.	Cut-off date for e-voting	Monday, June 21, 2021
6.	Time period for remote e-voting	Commences at 9 AM IST on Friday, June 25, 2021 and ends at 5 PM IST on Sunday, June 27, 2021
7.	Book closure dates	Thursday, June 24, 2021 to Monday, June 28, 2021 (bothdays inclusive)
8.	Last date for publishing results of the e-voting	Wednesday, June 30, 2021
9.	Registrar and Share Transfer Agent (RTA) details	Link Intime India Private Limited C 101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli - West, Mumbai, Maharashtra 400083 Email id: rnt.helpdesk@linkintime.co.in
10.	Contact details	Email id: kcclindia@gmail.com Tel No: 022-25895900

Yours faithfully,

For Kedia Construction Co. Limited

Sunil Bansal
Company Secretary & Compliance Officer
Membership No.: ACS F9838

NOTICE
40TH ANNUAL GENERAL MEETING

Notice is hereby given that the fortieth (40th) Annual General Meeting (“AGM”) of the members of Kedia Construction Company Limited (“Company”) will be held on **Monday, June 28, 2021 at 03.00 p.m. (IST)** through Video Conferencing (VC)/ Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021, including the Audited Balance Sheet as at 31st March, 2021 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and 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.

SPECIAL BUSINESS:

3. Ratification/Approval for transaction with Related Parties

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

“**RESOLVED THAT** pursuant to the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with rules made thereunder (‘the Rules’), including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force and pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the approval of the Members be and is hereby accorded to ratify/approve the transactions entered into/proposed to be entered into contracts / arrangements /agreements/ transactions, up to the limit given in table as set out in the Explanatory Statement annexed to the Notice convening this meeting, within the meaning of the aforesaid law and as per the terms and conditions mutually agreed from time to time and as set out in the Explanatory Statement annexed to the Notice convening this meeting, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, any Director and/ or the Company Secretary of the Company be and are hereby authorized, jointly and/ or severally, to agree, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as they may deem fit and execute all agreements, addendum agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as the Board in its absolute discretion may deem fit.”

**By Order of the Board of Directors
For Kedia Construction Co. Limited**

Sunil Bansal
Company Secretary
Membership No: F9838

Date : 31st May, 2021
Place : Mumbai

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 s followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, allowed Companies whose AGMs were due to be held in the year 2020 or become due in the year 2021, to conduct AGMs on or before 31.12.2021. The Securities and Exchange Board of India ('SEBI') also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 the validity of which has been extended till December 31, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars"). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 40th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://kcclindia.in/index.html> The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE India Limited (BSE) at <https://www.bseindia.com/> and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Members seeking any information with regard to the accounts or resolutions placed at the AGM are requested to send an email to the Company on kcclindia@gmail.com by **26th June, 2021**. The same will be replied by the Company suitably.

9. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, June 24, 2021 to Monday, June 28, 2021** (both days inclusive) in connection with the Annual General Meeting.
10. In accordance with the provisions of Section 139 of the Act, at the Annual General Meeting ("AGM") held on 28th September, 2020, M/s. GMJ & Co., Chartered Accountants (Firm Registration No.#103429W) were appointed as the Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of the 39th AGM till the conclusion of 44th AGM, subject to the ratification by members at every AGM. The requirement to place the matter relating to the appointment of Auditors for ratification by Members at every Annual General Meeting was omitted vide notification dated 7th May, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors in this Notice of AGM of the Company.
11. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit Form SH-13 to the Registrar and Transfer Agent of the Company. Members holding shares in demat form may contact their respective Depository Participant ("DP") for recording of nomination.
12. 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.
13. Members are requested to follow below procedure for Registration/updating Email ID, Bank details, Mobile Number & other details:
 1. **Shareholders holding Shares in Physical Mode:** Such Shareholders are requested to register their e-mail ID and Bank details with the Registrar and Share Transfer Agent of the Company, viz., "Link Intime Private Ltd" on its email (at priya.yadav@linkintime.co.in). Apart from the changes in email id, any other changes can be intimated to Link intime Pvt. Ltd at priya.yadav@linkintime.co.in or to the Company at kccindia@gmail.com
 2. **Shareholders holding Shares in Dematerialized Mode** are requested to contact their Depository Participant(s) for any changes in their details with respect to change in their email, bank details, mobile number, PAN and any other detail. For temporary registration, the procedure in point 1 above can be followed.
 3. Members, whether holding shares in electronic/ physical mode, are requested to quote their DPID & Client ID or Folio No. for all correspondence with the Company/RTA.
 4. NRI Members are requested to:
 - a) change their residential status on return to India permanently.
 - b) furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
 - c) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form at earliest.
 - d) Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of folios and send relevant original share certificates to the Company's RTA for doing the needful.

- e) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their respective DP. Members holding shares in physical form are requested to submit their PAN details to the Company /RTA.
5. In compliance with MCA General Circular 20/2020 dated 05th May, 2020 and SEBI Circular dated May 12, 2020, and Circular No. 02/2021 dated January 13, 2021, Notice of the 40th AGM along with the Annual Report FY 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at <http://kcclindia.in/index.html> and on the website of NSDL <https://www.evoting.nsdl.com>.
 6. Members of the Company holding shares either in physical form or in Dematerialised forms as on i.e. **Friday, May 28, 2021** will be sent Annual Report for the Financial Year 2020-21 through electronic mode.
 7. Members who wish to inspect statutory registers required to be made available/ kept open for inspection at AGM and Relevant documents referred to in this Notice of AGM can send an email to kcclindia@gmail.com.
 8. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The deemed venue for the AGM will be the Corporate Office of the Company.
 9. Those shareholders who have not yet claimed Original Share Certificates of Face value of Rs.5/- (After the Sub-division of the Company dated February 19, 2020) are requested to contact the Company.

INSTRUCTIONS FOR REMOTE E-VOTING

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-

The remote e-voting period begins on **Friday, June 25, 2021 at 09.00 A.M. and ends on Sunday, June 27, 2021 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e. **June 21, 2021**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **June 21, 2021 (Benpos cut off date)**.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. June 21, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. 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" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 .

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. June 21, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p>

	<p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned in the notice under **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to somani.poonam1@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password for e-voting for the resolutions set out in this notice:

1. Shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing below mentioned documents.
2. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card)
3. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THEEGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at kcclindia@gmail.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT:

Annexed to the Notice convening the Forty AGM to be held on Monday, 28th June, 2021.

ITEM No. 3**RATIFICATION/APPROVAL FOR TRANSACTION WITH RELATED PARTY:**

The Company has entered into/propose to enter into contracts / arrangements /agreements/ transactions with the related parties as per the terms and conditions mutually agreed from time to time, which are in the ordinary course of business of the company and terms and conditions including pricing are at arm's length basis and the same are reviewed by the Audit Committee on quarterly basis.

The transactions entered into/proposed to be entered are as stated below in the table are as per Section 188 of Companies Act, 201 and as per the Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material Related Party Transactions require approval of the shareholders, in which the concerned related parties are required to abstain from voting.

The particulars of the transactions pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Sr. No.	Particulars	Relationship	Nature of Transaction	Rs. In lakhs Current year (FY 2020-2021)	Rs. In lakhs Previous year (FY 2019-2020)
1.	Nitin Castings Ltd.	KMP is the Director in the Company	Professional Fees Received	21.00	38.00
2.	Barkharani Choudary	Director	Director Sitting Fees	0.50	0.38
3.	Ravi Nevatia	Director	Director Sitting Fees	0.50	0.50
4.	Rajshila Construction LLP	Relative of KMP is the Director in the Company	Advance	29.00	29.00

The copy of respective documents entered/ to be entered containing broad terms and conditions are open for inspection during business hours between 11.00 a.m. to 1.00 pm on all days except Saturday(s), Sunday(s) and Public Holiday(s) at the Registered Office of the Company up to and including the date of Annual General Meeting and same is also available for inspection by members at the Annual General Meeting.

No Directors, Key Managerial Personnel or their relatives, except Mr. Nitin Kedia and his relatives, are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 3 of the accompanying Notice.

DIRECTORS' REPORT

To,
The Members,
KEDIA CONSTRUCTION CO. LIMITED

Your Directors have the pleasure in submitting the **fortieth Annual Report of your Company** together with the Audited Statement of Accounts and the Auditors' Report for the financial year ended 31st March, 2021.

FINANCIAL RESULT

The performance of the Company for the financial year ended 31st March, 2021 is summarized below:

Sr. No.	Particulars	Current Year (Rs. in Lakhs)	Previous Year (Rs. in Lakhs)
a.	Total Income	28.33	36.30
b.	Total Expenditure	18.43	22.95
c.	Profit before depreciation & amortization	9.90	13.35
d.	Depreciation & Amortization	Nil	Nil
e.	Profit before Taxes	9.90	13.35
f.	Tax Expenses including Deferred Tax	(0.19)	3.61
g.	Profit after Taxes	10.09	9.74
h.	Add : Balance brought forward from previous year	29.37	19.63
i.	Amount available for appropriation	39.46	29.37
j.	Proposed Dividend (Including tax) on Equity Shares	Nil	Nil
k.	Net Balance carried to Profit & Loss Account	39.46	29.37

BUSINESS RESULT

During the year under review, your Company has registered a turnover of **Rs. 28.33 Lakhs** as against **Rs. 36.30 Lakhs** in the previous year. The Profit before taxes in the current year is **Rs. 9.90 Lakhs** as against **Rs. 13.35 Lakhs** in the previous year and profit after taxes is **Rs. 10.09 Lakhs** as against **Rs. 9.74 Lakhs** in the previous year.

DIVIDEND

In order to conserve the resources for future, your Directors do not recommend any dividend for the financial Year 2020-21.

TRANSFER TO RESERVES

During FY 2020-21, no amount has been transferred to the general reserves/ retained earnings of the Company.

SHARE CAPITAL

The Authorized share Capital of the Company is Rs. 150.00 Lakhs Equity shares of Rs. 5/- each. The paid up equity share capital of the Company as on 31st March, 2021 is Rs. 150.00 Lakhs comprising of 30,00,000 Equity shares of Face Value of Rs. 5/- each. During the financial year 2020-21, your Company has neither issued equity shares with differential rights as to dividends, voting or otherwise nor has issued Sweat Equity shares. Your Company does not have any Employee Stock Option Scheme or Employee Stock Purchase Scheme.

FINANCE

Cash and cash equivalents as at 31st March, 2021 was **Rs. 2.67 Lakhs**. 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 **ANNEXURE-1** to this Annual Report.

CORPORATE GOVERNANCE

A report on Corporate Governance along with a Certificate from M/s. Somani & associates., Company Secretary 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 set out in **Annexure-2** forming part of the Annual Report

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Vijaykumar Khowala (DIN: 00377686)), Non Executive Director, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

Further, During the period under review, there is no Change in the Board of Directors of the Company.

The aforesaid appointments were made by the Board pursuant to the recommendation of Nomination and Remuneration Committee (NRC).

Members are requested to refer the Notice of the ensuing AGM for brief profile and other related information of Directors seeking appointment/re-appointment.

All the Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence. In the opinion of the Board, all Independent Directors are independent of the management.

Pursuant to Rule 6 of Companies (Appointment and qualification of Directors) Rules, 2014 as amended w.e.f. 1st December, 2019, all Independent Directors of the Company viz. Mr. Murlidhar Gupta, Mr. Ravi Nevatia, Mrs. Barkharani Choudhary have registered themselves in the Independent Directors databank maintained with the Indian Institute of Corporate Affairs (IICA). In the opinion of the Board of Directors of the Company, all Independent Directors possess high integrity, expertise and experience including the proficiency required to discharge the duties and responsibilities as Directors of the Company.

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. **INE511J01027**

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.

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 and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2020-21 and the date of this report

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.

ANNUAL EVALUATION OF BOARD PERFORMANCE AND ITS COMMITTEE AND INDIVIDUAL DIRECTORS

Criteria of performance evaluation of the Board Committees and Directors are laid down by Nomination and Remuneration Committee (NRC) of the Company. Further, pursuant to provisions of the Companies (Amendment) Act, 2017, NRC decided to continue existing method of performance evaluation through circulation of performance evaluation sheets based on SEBI Guidance Note dated 5th January, 2017 and that only Board should carry out performance evaluation of Board, Committees and Individual Directors.

An assessment sheet based on aforesaid SEBI Guidance Note, containing the parameters of performance evaluation along with rating scale was circulated to all the Directors. The Directors rated the performance against each criteria. Thereafter, consolidated score was arrived. Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out performance evaluation of its own, evaluation of working of the Committees and performance evaluation of all Directors in the said manner.

A meeting of Independent Directors of the Company was held on Tuesday, 30 March, 2021, in which Independent Directors inter-alia reviewed performance of Non-Executive Independent Chairman and other Non-Independent Directors and the Board as a whole through performance evaluation sheets.

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 Four times during this financial year 2020-21. The details of the meetings are elaborated in the Corporate Governance Section of this Report.

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 said policy is uploaded on the website of the Company and web-link thereto is <http://kcclindia.in/pdf/code-of-conduct-for-board-of-directors-and-KMP.pdf>. The Remuneration Policy is stated in the Corporate Governance Report.

DECLARATION OF INDEPENDENCE

Criteria of performance evaluation of the Board Committees and Directors are laid down by Nomination and Remuneration Committee (NRC) of the Company. Further, pursuant to provisions of the Companies (Amendment) Act, 2017, NRC decided to continue existing method of performance evaluation through circulation of performance evaluation sheets based on SEBI Guidance Note dated 5th January, 2017 and that only Board should carry out performance evaluation of Board, Committees and Individual Directors.

An assessment sheet based on aforesaid SEBI Guidance Note, containing the parameters of performance evaluation along with rating scale was circulated to all the Directors. The Directors rated the performance against each criteria. Thereafter, consolidated score was arrived. Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out performance evaluation of its own, evaluation of working of the Committees and performance evaluation of all Directors in the said manner.

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) 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.

REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTORS

Sitting Fees: Independent Directors are entitled for sitting fees for attending meetings of the Board or Committee of the Board or for any other purposes as may be decided by the Board, of such sum as may be approved by the Board of Directors of the Company within the overall limits prescribed under the Act and the rules made thereunder, Listing regulations or other applicable law.

According to the information and explanations given to us and based on verification of records, the managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.

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. The said policy is uploaded on the website of the Company and web-link thereto is <http://kcclindia.in/pdf/familiarization-program.pdf>

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 Tuesday, March 30, 2021 during the Financial Year ended 31st March, 2021.

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.

AUDIT COMMITTEE

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

As on 31st March, 2021, the Audit Committee comprises of 3 members viz. Mr. Murlidhar Gupta, Independent Director as Chairman, Mr. Vijaykumar Khowala (member), Mrs. Barkharani Choudhary, Independent Directors (member). More details on the Audit Committee are given in Corporate Governance Report. All the recommendations made by the Audit Committee during the year under review were accepted by the Board.

STATUTORY AUDITORS

The Board had appointed **M/s. GMJ & Co., Chartered Accountants, (FRN # 103429W)** to hold the office of the statutory auditor of the Company from the conclusion of the 39th Annual General Meeting till the Annual General Meeting to be held in the year 2025 and at a remuneration to be fixed by the Board of Directors in consultation with the auditors, plus applicable GST and reimbursement of out of pocket expenses incurred by them for the purpose of audit.

The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting was omitted vide notification dated 7th May, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of the appointment of Auditors in the ensuing AGM of the Company.

STATUTORY AUDITORS' REPORT

The Auditors' Report on the standalone financial statements of the Company for the year ended 31st March, 2021 forms part of this Annual Report. The Auditors' Report does not contain any qualifications, reservations, adverse remarks or disclaimer. In terms of the provisions of Section 143(12) of the Act, no frauds have been reported by the Statutory Auditors in their report for the year under review. Notes to the Financial Statements are self-explanatory and do not call for any further comments.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Act, read with rules thereunder, the Board has appointed **M/s. Somani & Associates, a firm of Company Secretaries in Practice (C.O.P. No. 8642)**, to conduct Secretarial Audit of the Company for the year ended 31st March, 2021. The Secretarial Audit Report issued by them in Form No. MR-3 is provided as an "Annexure" to this Report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

Further, in terms of the provisions of the Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by Securities and Exchange Board of India (SEBI), Ms. Poonam Somani, Practicing Company Secretaries have issued the Annual Secretarial Compliance Report for the financial year ended 31st March, 2021, thereby confirming compliance of the applicable SEBI Regulations and circulars / guidelines issued thereunder by the Company.

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**. The same has been uploaded on the website of the company <http://kcclindia.in/investor-relations.html>

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. Your Company has adopted a policy on Related Party Transactions and is uploaded on the website of the Company at <http://kcclindia.in/pdf/RPT-Policy.pdf>.

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**.

Prior approval of Audit Committee is obtained for all Related Party Transactions. A statement of all Related Party Transactions is reviewed by the Audit Committee and Board on quarterly basis. Your Company has adopted a policy on Related Party Transactions and is uploaded on the website of the Company at <http://kcclindia.in/pdf/RPT-Policy.pdf>.

INTERNAL FINANCIAL CONTROLS SYSTEMS AND THEIR ADEQUACY

Your Company has in place adequate internal controls with reference to financial statements and operations and the same are operating effectively. The Internal Auditors tested the design and effectiveness of the key controls and no material weaknesses were observed in their examination. Further, Statutory Auditors verified the systems and processes and confirmed that the Internal Financial Controls system over financial reporting are adequate and such controls are operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the Audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2021.

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

Your Company maintains adequate internal control system and procedures commensurate with its size and nature of operations. The internal control systems are designed to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorization of transactions, safeguarding the assets of the Company and prevent misuse/ losses and legal compliances.

The internal control system includes a well-defined delegation of authority and a comprehensive Management Information System coupled with quarterly reviews of operational and financial performance, a well-structured budgeting process and Internal Audit. The Internal Audit reports are periodically reviewed by the management and the Audit Committee and necessary improvements are undertaken, if required.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits from public under Chapter V of the Act.

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:

The Company has placed a Prevention of Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at the Workplace (Prevention Prohibition & Redressal) Act, 2013; A Committee has been set up to redress complaints received regarding sexual harassment.

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.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year under review the Company has given loans under section 186 of Companies Act, 2013.

The necessary compliance with regards to same has been complied and the same has been noted in the Statutory Register of the Company.

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 2020-21.

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 Vigil Mechanism / Whistle Blower Policy may be accessed on the Company's website at <http://kcclindia.in/pdf/whistle-blower-policy.pdf>

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.

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:
- e) 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.

SECRETARIAL STANDARDS

During the year under review, your Company has complied with all the applicable secretarial standards issued by the Institute of Company Secretaries of India. The same has also been confirmed by Secretarial Auditors of the Company in the Secretarial Audit Report.

General

1. There was no change in the general nature of business of the Company during FY 2020-21.
2. As required in terms of Secretarial Standard (SS)-4, it is hereby confirmed that there is no corporate insolvency resolution process initiated under the Insolvency and Bankruptcy Code, 2016.

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.

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

VIJAY KUMAR KHOWALA
WHOLE TIME DIRECTOR & CFO
DIN: 00377686

MURLIDHAR GUPTA
DIRECTOR
DIN: 01644127

Date : 31.05.2021
Place: MUMBAI

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. NO.	Requirements	Disclosures	
		Name of Director	Ratio to median Remuneration
I.	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year 2020-2021	Mr. Nitin Kedia	Nil
		Mr. Vijaykumar Khowala	Nil
		Mr. Murlidhar Gupta	Nil
		Mr. Ravi Nevatia	0.50
		Mrs. Barkharani Choudhary	0.50
II.	The percentage increase in remuneration of each directors, CFO, CEO, CS in the financial year	NIL	
III.	The percentage of increase in median remuneration of employees in the Financial year	NIL	
IV.	The number of permanent employees on the payroll of the Company	3 as on March 31, 2021	
V.	The explanation on the relationship between average increase in remuneration and Company performance	NA	
VI.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	Not applicable.	
VIII.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Not Applicable.	
IX.	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	Not applicable.	
XII.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, it is confirmed.	

** During the period under review the Company has not paid remuneration to any of the Directors/ Managing Directors.

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

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

VIJAY KUMAR KHOWALA
WHOLE TIME DIRECTOR & CFO
DIN: 00377686

MURLIDHAR GUPTA
DIRECTOR
DIN: 01644127

Date : 31.05.2021
Place: MUMBAI

Management Discussions and Analysis forming part of Director's Report for the year ended 31st March, 2021.

OVERVIEW OF INDIAN ECONOMY

India continues to be one of the fastest growing major economies in the world and is expected to be among the world's top three economic powers in the next 10-15 years. The Indian economy is expected to improve and close the year 2020-21 with a GDP growth of 7.3% (Source: IMF).

Sustained real GDP growth of over 6% has led to fundamental transformation of India's economy. Today, India is the world's seventh largest economy in real terms, backed by strong demand, positive consumption pattern and rising disposable income.

INDUSTRY STRUCTURE

The real estate industry in India is going through what can be described as 'interesting times'. The industry is seeing policy changes, a lot of expectations, easing of some teething problems with RERA and GST, a new order of transparency and efficiency. This development is expected to help increase the cash flow in Indian real estate sector in 2020-21. Single window approvals by central and various state governments will further accelerate growth of the industry.

There will be a huge scope for the commercial real estate due to the increasing number of grade-A office spaces for start-ups, co-working places and e-commerce. IT parks in terms of location and amenities will emerge as an exemplary trend for commercial real estate growth.

The government has announced certain amendments in the taxation and regulatory features. RERA is streamlining the real estate, ensuring that the buyer gets full value for his money. The central and various state governments are announcing single window approvals. GST and the approval by SEBI for the Real Estate Investment Trust (REIT) has led to greater transparency, and institutional investors are now looking at Indian real estate with renewed interest. With the advent of the first REIT in early 2019, investors could look forward for great opportunities.

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 Securities and Exchange Board of India (SEBI) has given its approval for the Real Estate Investment Trust (REIT) platform which will help in allowing all kinds of investors to invest in the Indian real estate market. It would create an opportunity worth Rs 1.25 trillion (US\$ 19.65 billion) in the Indian market over the years. Responding to an increasingly well-informed consumer base and, bearing in mind the aspect of globalisation, Indian real estate developers have shifted gears and accepted fresh challenges. The most marked change has been the shift from family owned businesses to that of professionally managed ones. Real estate developers, in meeting the growing need for managing multiple projects across cities, are also investing in centralised processes to source material and organise manpower and hiring qualified professionals in areas like project management, architecture and engineering.

DEVELOPMENTS

Construction work for corporate / commercial spaces of the Company witnessed fair demand and recorded good sales during 2020-21. The businesses of the Company are also focusing on the improved execution efficiencies, cost competitiveness and better services to existing & potential customers.

The key aspects of business philosophy of Kedia group are on-time delivery; cost competitiveness, high quality standards with focus on best in class Healthy Safety Environment. Integrated strengths coupled with experienced and highly skilled work force, are the key enablers in delivering critical and complex projects.

Kedia Group has managed to create several landmark projects in residential, commercial, retail and hospitality sectors. The projects developed by the Company mostly to the middle and high income groups. Its projects stand as hallmarks of quality construction, clear titles and value for money.

RISK AND CONCERNS

The Indian real estate sector has come a long way since the 1990s' by becoming one of the fastest growing markets in the world. It is not only successfully attracting domestic real estate investment but foreign investments too. The growth of the industry is attributed mainly to India's growing population, rising income level and rapid urbanization. However, despite the positive outlook for the sector in the coming years, it is battling challenges. These challenges restrain the sector from yielding full benefits of the potential growth.

SEGMENT OR PRODUCT WISE PERFORMANCE

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

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company has registered a turnover of **Rs. 28.33 Lakhs** and Profit before depreciation and a tax were **Rs. 9.90 Lakhs** The depreciation provided during the year was NIL and, the net profit after tax for the year was is **Rs. 10.08 Lakhs**.

HUMAN RESOURCES

The Company's Human Resource philosophy is to establish, build and retain a strong performance and competency driven culture with greater sense of accountability and responsibility. The Company has been focused to create an environment that assists the employees to enhance their sense of pride in what they are doing thereby contributing to better productivity.

The Company through its effective HR policies and systems has always encouraged its workers to innovate and apply new ideas so as to achieve quantum leaps in both size and scale of operations. The Company believes that its real strength lies in the commitment and quality of its people. Employees are provided opportunity to grow and prosper. The authority and responsibility chain is clearly defined and the employees are free to convey their ideas and suggestions to their superiors. Team meetings are held at frequent intervals to improve communication and interactions between the employees. Industrial relations remained stable throughout the financial year 2020-21. As on 31st March 2021, 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.

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFORE.

There is no significant changes during current financial year as compared to the immediate previous financial year.

CAUTIONARY STATEMENT:

Statements made in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be 'Forward looking statement' within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied.

Important factors that could make difference to the Company's operation include economic conditions affecting demand-supply and price conditions in the domestic and oversea market in which the Company operates, changes in the government regulation, tax law and other statutes and other incidental factors.

Report on Corporate Governance forming part of Director's Report

A Brief Statement On Company's Philosophy on Code of Corporate Governance:

Corporate Governance is essentially a system by which Companies are governed and controlled by the management under the direction and supervision of the Board in the best interest of all the stakeholders. The Company's philosophy on Corporate Governance envisages accountability, responsibility and transparency in the conduct of the Company's business and its affairs and accordingly lays great emphasis on regulatory compliances. The Company firmly believes that Corporate Governance is a powerful tool to sub-serve the long term growth of the Company and continue to give priority to the principles and practice of Corporate Governance and has accordingly benchmarked its practices with the existing guidelines of Corporate Governance as laid down in the SEBI Listing Regulations.

BOARD OF DIRECTORS:

The total strength of the Board as on 31st March, 2021 were Five Directors as detailed herein below:

Sr. No.	Name	Nature of Directorship	Directorships held in other Listed Companies along with nature of Directorship	As on 31 st March 2021		
				Directorship in Other Companies#	Committee Member in other Companies	Committee Chairman in Other Companies
1	Mr. Nitin S. Kedia	Executive/ Chairman	1. Nitin Castings Limited- Managing Director	1	1	0
2	Mr. Vijay Khowala	Whole-time Director	1. Kirti Investments Limited- Director	1	2	1
3	Mr. Murlidhar Gupta	Independent Director	NIL	0	1	0
4	Mr. Ravi Nevatia	Independent Director	1. Nitin Casting Limited- 2. ABG shipping Ltd ** 3. Kirti Investments Ltd- 4. Western India Shipyard Limited** 5. KHFM Hospitality And Facility Management services Limited – Independent Director	5	3	3
5	Mrs. Barkharani Choudhary	Independent Director	1. Nitin Castings Limited 2. Kirti Investments Limited 3. Shree Pushkar Chemicals & Fertilizers Limited	3	3	0

**** Mr. Ravi Nevatia has resigned from ABG shipyard Ltd and Western India Shipyard Limited, the relevant form DIR-11 has been also filed for the same.**

#Number of Directorships held in other public companies excludes Directorship of Kedia Constrction Co. Limited, Directorships in private companies, deemed public companies, foreign companies and companies under Section 8 of the Companies Act, 2013 (earlier Section 25 of the Companies Act, 1956) and alternate Directorships.

@Only Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee of listed and unlisted public limited companies including Kedia Construction Co. Limited are considered. Further, number of Memberships does not include number of Chairmanships.

Memberships or Chairmanships of the stipulated Board Committees held by all Directors are within the limit specified under Regulation 26 (1) of the Listing Regulations. Further, none of the Directors hold

Directorships in more than 20 Companies including 10 Public Companies pursuant to the provisions of Section 165 of the Companies Act, 2013. Further, the other directorships held by all Directors including Independent Directors are within the limit prescribed under Listing Regulations.

During the year under review, all Independent Directors of the Company fulfill the criteria of Independence as specified under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations and have furnished declaration of independence to that effect pursuant to Section 149 (7) of the Companies Act, 2013 and Regulation 25 (8) of the Listing Regulations. The said declarations of independence were reviewed and taken on record by the Board and in the opinion of the Board, all Independent Directors of the Company fulfill the criteria of independence and all conditions specified in the Listing Regulations and are independent of the management.

Further, No Directors or Relative of Directors are interested are concerned or interested, financially or otherwise

BOARD MEETINGS AND ANNUAL GENERAL MEETING:

During the financial year 2020-21, Four Board Meetings were held on Monday, 29th June, 2020, Monday, August 31, 2020, Thursday, 12th November, 2020, Wednesday, 10th February, 2021, and the Annual General Meeting was held on Monday, 28th September ,2020.

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 2020-21	No. of Board Meetings attended during FY 2020-21	Attendance at the AGM held on 28-09-2020
1.	Mr. Nitin S. Kedia	4	4	Yes
2.	Mr. Vijay Khowala	4	4	Yes
3.	Mr. Murlidhar Gupta	4	4	Yes
4.	Mr. Ravi Nevatia	4	4	Yes
5.	Mrs. Barkharani Choudhary	4	4	Yes

BOARD MEETINGS PROCEDURE

In order to ensure maximum presence of all Directors in the Board Meeting, dates of the Board Meetings are fixed in advance after consultation with individual Directors and considering their convenience. The agenda papers along with relevant explanatory notes and supporting documents are circulated within prescribed time to all Directors.

Apart from any specific matter, the Board periodically reviews routine business items which includes approval of financial results along with Auditors review report, operational performance of the Company, minutes of committee meetings, quarterly corporate governance report, statement of investor complaints, shareholding pattern, compliance report on all laws applicable to the Company, annual financial statements, annual budget, capital expenditure and other matters placed before the Board pursuant to Part A of Schedule II of Listing Regulations.

FAMILIARISATION PROGRAMME:

Your Company has in place Familiarization Programme for the Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company. At the time of appointment of Independent Director, a formal letter of appointment is given to them, which inter-alia explains the role, function, duties and responsibilities expected from them as Directors of the Company. The draft letter of appointment containing terms and conditions of their appointment is available on the website

of the Company <http://www.kcclindia.in/pdf/familiarization-program.pdf>. The Chairman also does one to one discussion with the newly appointed Directors to familiarize them with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board meetings, discussions are made on various matters inter alia covering the Company's business and operations, Industry and regulatory updates, compliances etc.

MATRIX OF SKILLS/COMPETENCE/EXPERTISE OF DIRECTORS:

The following matrix summarizes list of core skills/ expertise/competencies identified by the Board as required in the context of its business and the sector in which the Company operates.

Broad parameter	Specific skills/ expertise/ competency
Industry knowledge & experience	Understanding of the relevant laws, rules, regulation policies applicable to the organization/ industry/ sector and level/ status of compliances thereof by the organization
	Understanding of the best corporate governance practices, relevant governance codes, governance structure, processes and practices followed by the organization
	Understanding of business ethics, ethical policies, codes and practices of the organization
	Understanding of the structures and systems which enable the organization to effectively identify, asses and manage risks and crises
	Understanding of international practice

The Company's Board comprises of qualified members, who possesses aforesaid knowledge, experience, technical skills, expertise and competencies for effective contribution to the Board and its Committees. Details of the skills/ expertise/ competencies possessed by the Directors who were part of the Board as on 31st March, 2021, are as follows:

Name	Qualification	Years of Experience	Expertise
Mr. Nitin Kedia	Mechanical Engineer	35+	Expertise in Castings Industry. Managing Director of Nitin Castings Limited
Mr. Vijaykumar Khowala	B.Com (Hons.)	40+	Commercial and Operational activities
Mr. Murlidhar Gupta	B.Com (Hons.) Spl. in Finance & audit	20+	Finance, Taxation, Accounts & Audit
Mr. Ravi Nevatia	Chartered Accountant & Fellow Member of Institute of Chartered Accountants of India	15+	Finance, Taxation, Accounts & Audit
Mrs. Barkharani Choudhary	Chartered Accountant & Fellow Member of Institute of Chartered Accountants of India	10+	Finance, Taxation, Accounts & Audit

BOARD MEETINGS PROCEDURE

In order to ensure maximum presence of all Directors in the Board Meeting, dates of the Board Meetings are fixed in advance after consultation with individual directors and consideration of their convenience. The agenda papers along with relevant explanatory notes and supporting documents are circulated within prescribed time to all Directors.

Apart from any specific matter, the Board periodically reviews routine business items which includes approval of financial results along with Auditors' review report, operational performance of the Company, minutes of committee meetings, quarterly corporate governance report, statement of investor complaints, shareholding pattern, compliance report on all laws applicable to the Company, annual financial statements, annual budget, capital expenditure and other matters placed before the Board pursuant to Part A of Schedule II of Listing Regulations

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

The composition of Board of directors & Committee meeting has been mentioned on the website of the Company viz. <http://kcclindia.in/pdf/composition-of-committee-of-directors.pdf>.

1) AUDIT COMMITTEE AS AT 31ST MARCH, 2021:

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 Four meetings were held on Monday, 29th June, 2020, Monday, August 31, 2020, Thursday, 12th November, 2020, Wednesday, 10th February, 2021,

Name of Director	Category	No. of Audit Committee Meetings held in tenure	No. of Audit Committee Meetings attended
Mr. Murlidhar Gupta	Independent Director - Chairman	4	4
Mr. Vijay Khowala	Wholetime Director	4	4
Mrs. Barkharani Chodhary	Independent Director	4	4

(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 Two meetings were held on Monday, 29th June, 2020, Wednesday, 10th February, 2021.

Name of Director	Category	No. of Meetings held in tenure	No. of Meetings attended
Mr. Murlidhar Gupta	Independent Director- Chairman	2	2
Mr. Nitin S. Kedia	Director	2	2
Mrs. Barkharani Choudhary	Independent Director	2	2

In accordance with the Authority Granted by the members of Share Transfer Committee, Mr. Sunil Bansal (Company Secretary cum Compliance Officer), Membership No. F9838 deals with the following matters concerning shareholders once in a month.

The Company has designated an exclusive e-mail ID called kcclindia@gmail.com to redress shareholders' complaints/grievances. In case you have any queries/ complaints or grievances, then please write to us at kcclindia@gmail.com.

DETAILS OF COMPLAINTS RECEIVED AND REDRESSED DURING THE FINANCIAL YEAR ENDED 31ST MARCH, 2021:

There were no complaints received during the financial year ended 31st March, 2021 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 demat 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 (Chairman), Mr. Murlidhar Gupta (Member) and Mrs. Barkharani Choudhary, (Member).

During the period under review, 2 Meeting of Nomination & Remuneration Committee were held dated June 29, 2020 & February 10, 2021

NOMINATION AND REMUNERATION POLICY:

Objective: This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been approved by The Nomination and Remuneration Committee also administers your Company's Stock Option plans. The stock options granted by the Committee are disclosed in detail in the Directors' Report.

TERMS OF REFERENCE OF 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, March 30, 2021 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 professional fees/remuneration payable to them in accordance with the applicable laws to Mr. Ravi Nevatia and Mrs. Barkharani Choudhary, Independent Director of the Company who renders professional service to the Company However, there is no remuneration paid to Mr. Murlidhar Gupta, Independent director during the period under review.

SITTING FEES

The Company has provided the sitting fees to the Independent Directors for attending Board and Committee meetings.

The criteria for making payment to Non-Executive Directors of the Company is disclosed under web-link <http://kcclindia.in/pdf/Remuneration-Policy.pdf>.

REMUNERATION OF DIRECTORS:

- (a) all pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity shall be disclosed in the annual report;
- (b) criteria of making payments to non-executive directors. alternatively, this may be disseminated on the listed entity's website and reference drawn thereto in the annual report;
- (c) disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013, the following disclosures shall be made:
 - (i) all elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc; - N.A.
 - (ii) details of fixed component and performance linked incentives, along with the performance criteria; N.A.
 - (iii) service contracts, notice period, severance fees; N.A
 - (iv) stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable N.A

SHAREHOLDING OF THE NON-EXECUTIVE / INDEPENDENT DIRECTORS OF THE COMPANY AS ON 31ST MARCH, 2021 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
Mr. Murlidhar Gupta	Independent Director	Nil	Nil
Mrs. Barkharni Choudhary*	Independent Director	Nil	Nil

GENERAL MEETINGS:

Location and Time of last three Annual General Meetings

Sr. No.	Financial year	Location	Day/ Date	Time	No. of Special Resolutions
1	2017-2018	Mumbai	Wednesday, 8 th August, 2018	3.15 p.m.	3
2	2018-2019	Mumbai	Monday, 30 th September, 2019	03.45 p.m.	1
3	2019-2020	Mumbai	Monday, 28 th September, 2020	03.00 p.m.	0

b) EXTRA ORDINARY GENERAL MEETING(S) (EGMS):

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

c) POSTAL BALLOT:

No Postal Ballot was conducted during the year under review. At present, there is no proposal to pass any resolution through postal ballot.

DISCLOSURES:**RELATED PARTY TRANSACTIONS:**

Related Party Transactions as per Regulation 23 of 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.

The details of the Related Party Transaction held during the financial year have been noted in details in 'Notes to Accounts'. The Ordinary resolution of the same was been taken up during the financial year. The same has been uploaded on the website of the company at <http://kcclindia.in/pdf/RPT-Policy.pdf>.

STATUTORY COMPLIANCE:

The Company has complied with all the requirements of the Stock Exchange/ SEBI and other statutory authorities on all matters related to the capital markets during the last three years. There were no penalties or strictures imposed on the Company by the Stock Exchange, the SEBI or any statutory authority on matters relating to capital markets during last three years. The Company has also obtained Secretarial Audit Report and Annual Compliance Certificate for the year ended 31st March, 2021 as per Regulation 24A of Listing Regulations from M/s. Somani & Associates, Practicing Company Secretaries. The said report & certificate does not contain any qualifications or adverse remarks.

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 Vigil Mechanism / Whistle Blower Policy may be accessed on the Company's website at <http://kcclindia.in/pdf/whistle-blower-policy.pdf>

DISCLOSURE RELATING TO SUBSIDIARY COMPANIES / ASSOCIATE COMPANIES / JOINT VENTURES:

The Company does not have any Subsidiary Company / Associate Company / Joint Ventures. The said policy is uploaded on the website of the Company and web-link thereto is <http://kcclindia.in/aboutus.html>.

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.

CODE OF CONDUCT

Your Company has adopted a Code of Conduct applicable for all Directors and Senior Management of the Company which is in consonance with the requirements of Listing Regulations. The said code is available on the website of the Company

All the Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct of the Company for the year ended 31st March, 2021. A declaration to this effect signed by Mr. Vijay Kumar Khawala, Chief Financial Officer forms part of this Report as on May 31, 2021

COMPLIANCE WITH INDIAN ACCOUNTING STANDARDS (IND-AS)

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind-AS) notified by Ministry of Corporate Affairs from time to time. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

CFO CERTIFICATION

Pursuant to the provisions of Regulation 17(8) of Listing Regulations, Mr. Vijaykumar Khowala, Chief Financial Officer of the Company have furnished certificate to the Board for the year ended 31st March, 2021, in the prescribed format. The said certificate has been reviewed by the Audit Committee and taken on record by the Board at the Meeting held on May 31, 2021

RECONCILIATION OF SHARE CAPITAL AUDIT

In terms of the provisions of Clause 55A of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary. The said report is also submitted to BSE Limited.

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.

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

M/s. Somani & Associates, Practicing Company Secretaries have certified that for the financial year ended on 31st March, 2021, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India (SEBI) or Ministry of Corporate Affairs (MCA) or any such authority. A certificate issued by M/s. Somani & Associates to that effect is attached is forming part of this report.

General

During the year under review, the Company has no borrowings or has not raised any funds, hence disclosure pertaining to utilization of funds and Credit Rating is not applicable.

Compliance with the requirements of Corporate Governance

All the requirements of Corporate Governance specified in Regulation 17 to 27 of Listing Regulations and of sub-regulation (2) of Regulation 46 of Listing Regulations have been complied with. Provisions of Registration 21 and 24 of Listing Regulations are not applicable to the company.

GENERAL SHAREHOLDERS INFORMATION:**MEANS OF COMMUNICATION:**

- **Website:** The Company's website www.kcclindia.in contains the updated information pertaining to quarterly, half-yearly and annual financial results, shareholding pattern, important announcements made to the stock exchanges, intimation of board meeting dates, newspaper, advertisements etc. The said information is available in a user friendly and downloadable form in "Investor Section" of website
- **Financial Results:** Pursuant to Regulation 33 of the Listing Regulations, the quarterly, half-yearly and annual financial results of the Company are submitted to BSE Limited after approval of the Board of Directors of the Company within prescribed time. The uploading of financial results on BSE is made through BSE listing centre electronic platform. The financial results of the Company are published in

one English daily newspaper viz. Business Standard and one Hindi newspaper viz. Navshakti within prescribed time & one English newspaper viz. Freepress Journey. The financial results are also uploaded on the website of the Company.

- **Annual Report:** Annual Report containing inter-alia Standalone Financial Statements, Auditors' Report, Board's Report, Management Discussion and Analysis Report, Corporate Governance Report is sent to all Members of the Company and is also available on the website of the Company www.kcclindia.in.
- **Designated Exclusive Email ID:** The Company has designated Email Id kcclindia@gmail.com exclusively for shareholder/ investor grievances redressal.
- **SCORES (SEBI Complaints Redressal System):** SEBI has commenced processing of investor complaints in a centralized web based complaints redress system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.
- **Uploading on BSE Listing Centre:** The quarterly results, quarterly compliances and all other corporate communications and disclosures are filed electronically on BSE Listing Centre.
- **Presentations:** No presentations were made to analysts, Institutional Investors during the year under review.

COMPLIANCE WITH MANDATORY & NON-MANDATORY REQUIREMENTS

The Company has complied with all mandatory requirements of Corporate Governance specified in Listing Regulations. The Company has adopted discretionary requirements specified in Part E of Schedule II of Listing Regulations as given below:

The Board: The Company has a Non-Executive Chairman and he is allowed reimbursement of expenses in relation to performance of his duties.

Shareholder's Rights: Quarterly, half-yearly, annual financial results of the Company are published in English and Marathi newspapers and are also forwarded to BSE Limited. The said results are also uploaded on the website of the Company www.kcclindia.in. Hence, the same are not sent to the Shareholders of the Company by email or physically.

Modified Opinion in Audit Report: There was no qualification or modified opinion in the Independent Auditors' Report on Audited Financial Statements for the year ended 31st March, 2021, nor in past 2 years.

During the period under review the Company has paid Rs. 50,000/- + tax (as applicable) to the auditor as auditors remuneration.

Reporting of Internal Auditors: The representatives/ partners of Internal Auditors of the Company are permanent invitee to the Audit Committee Meeting. They attend each Audit Committee Meeting and present their internal audit observations to the Audit Committee. They directly interact with Audit Committee Members during the meeting.

The Management Discussion and Analysis Report is Attached with the Director's Report in this 40th Annual Report of the Company delivered to the shareholders.

ANNUAL GENERAL MEETING:

Day, Date and Time	Monday, June 28, 2021 at 3.00 P.M.
Venue	Video Conferencing
Financial Year	Year ending 31 st March, 2021
Dates of Book Closure	Thursday, June 24, 2021 to Monday, June 28, 2021
Listing on Stock Exchange	(i) Bombay Stock Exchange Limited Script code: 508993

Listing Fees	: The Company has paid Listing Fees for FY 2020-21 to Bombay Stock Exchange Limited of India within prescribed time.
Annual Custody Fees	: The Company has paid the Annual Custody Fees to Central Depository Services (India) Ltd. and National Securities Depository Limited for the year 2020-21.
ISIN	: INE511J01027
CIN	: L45200MH1981PLC025083

MARKET PRICE DATA:

Month - Year	High Rs.	Low Rs.
Apr-2020	No trading	No trading
May-2020	No trading	No trading
Jun-2020	No trading	No trading
Jul-2020	No trading	No trading
Aug-2020	No trading	No trading
Sep-2020	No trading	No trading
Oct-2020	No trading	No trading
Nov-2020	No trading	No trading
Dec-2020	No trading	No trading
Jan-2021	No trading	No trading
Feb-2021	No trading	No trading
Mar-2021	No trading	No trading

Source: www.bseindia.com

CATEGORY OF SHAREHOLDERS AS ON 31ST MARCH, 2021:

	Category	No. of Shares Held	% of Shareholding
A	Promoter's holding		
	1 Promoters		
	- Indian Promoters	18,02,000	60.07%
	- Foreign Promoters	Nil	Nil
	Sub - Total	18,02,000	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 FI's (Including ADB holding)	Nil	Nil
	Sub-Total	Nil	Nil
	3 Others		
	a Private Corporate Bodies	62,800	2.09%
	b Indian Public	11,35,200	37.84%
	c NRI's /OCB's(Including GDFI)	Nil	Nil
	d Any other (Clearing Members & Trusts)	Nil	Nil
	Sub-Total	11,98,000	39.93%
	GRAND TOTAL	30,00,000	100%

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

As per Schedule V LODR, disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a. number of complaints filed during the financial year	0
b. number of complaints disposed of during the financial year	0
c. number of complaints pending as on end of the financial year	0

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

64.32% of the Company's shares capital is held in dematerialized form as on 31st March, 2021. The Company's shares are frequently traded on Bombay Stock Exchange of India Limited.

SHARES HELD IN DEMAT AND PHYSICAL MODES AS ON 31ST MARCH, 2021

Category	No. of Shareholders	% to total equity
Demat Mode		
NSDL	1666800	55.56%
CDSL	262900	8.76%
Total	1929700	64.32%
Physical Mode	1070300	35.68%
Grand Total	3000000	100.00%

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:
M/s. Link Intime India Pvt. Ltd C-101,
247 Park, L.B.S. Marg,
Vikhroli (West),
Mumbai -400083.

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 requirement) Regulations, 2015:

In accordance with Regulation 34 (3) of SEBI (Listing Obligations and Disclosure requirement) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended 31st March, 2021.

FOR KEDIA CONSTRUCTION CO. LTD.

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

Date : 31.05.2021

Place: MUMBAI

FOR KEDIA CONSTRUCTION CO. LTD.

**MURLIDHAR GUPTA
DIRECTOR
DIN: 01644127**

Certification by Whole-time Director and Senior Management under SEBI (Listing Obligations and Disclosure requirement) 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 2021 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**

Date : 31.05.2021

Place: MUMBAI

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
KEDIA CONSTRUCTION COMPANY LIMITED
202,2nd Floor,A- Wing, Bldg. No.3, Sir M.V. Road,
Rahul Mittal Industrial Estate,
Andheri East,Mumbai City
MH 400059 IN

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **KEDIA CONSTRUCTION COMPANY LIMITED** having CIN L45200MH1981PLC025083 and having registered office at 202, 2nd Floor, A- Wing, Bldg. No.3, Sir M.V. Road, Rahul Mittal Industrial Estate, Andheri-East, Mumbai-400059, Maharashtra (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with the Schedule V, Para-C, Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion, according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company for the Financial Year ended on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 31st May, 2021

For Somani & Associates
(Practising Company Secretary)

Poonam Somani
Membership No. – 9364
CP No. - 8642
UDIN: F009364C000398192

**PRACTICING COMPANY SECRETARY CERTIFICATE ON
CORPORATE GOVERNANCE REPORT**

To,
The Members of
KEDIA CONSTRUCTION COMPANY LIMITED

We have examined all the relevant records of Kedia Construction Company Limited (“the Company”) for the purpose of certifying compliance of the conditions of the Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the period from **April 01, 2020 to March 31, 2021**. We have obtained all the information and explanation, which are to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation of processes adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. This certificate is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation and information furnished to us, we state that the Company has complied with all the condition of Corporate Governance as stipulated in the said Listing Regulations.

As per the information and explanation provided by the management, we further report that company is exempted to comply with corporate governance provisions specified in regulation 17 to 27, as per the provision of regulation 15 of SEBI (LODR) Regulation, 2015.

We further state that such compliances are neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Somani & Associates
(Practising Company Secretary)**

**Poonam Somani
Membership No.: 9364
C P No.: 8642
UDIN: F009364C000398236**

**Place: Mumbai
Date: 31st May, 2021**

**ANNEXURE - I
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2019

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	Company Limited by Shares/Non-Government Company.
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.	M/s. Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai -400083.

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	0116	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	15,04,000	Nil	15,04,000	50.133%	15,04,000	Nil	15,04,000	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.	2,98,000	Nil	2,98,000	9.933	2,98,000	Nil	2,98,000	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)	18,02,000	Nil	18,02,000	60.066	18,02,000	Nil	18,02,000	60.066	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)	18,02,000	Nil	18,02,000	60.066	18,02,000	Nil	18,02,000	60.066	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	62,800	Nil	62,800	2.093	62,800	Nil	62,800	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	0	2,07,700	2,07,700	6.923	0	2,07,700	2,07,700	6.923	0.00

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	64,900	8,62,600	9,27,500	30.917	64,900	8,62,600	9,27,500	30.917	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):-	1,27,700	10,70,300	11,98,000	39.933	1,27,700	10,70,300	11,98,000	39.933	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1,27,700	10,70,300	11,98,000	39.933	1,27,700	10,70,300	11,98,000	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)	19,29,700	10,70,300	30,00,000	100	19,29,700	10,70,300	30,00,000	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.	Kirti Investments Ltd	2,98,000	9.933	Nil	2,98,000	9.933	Nil	0.00
2.	Shantikumar Nitinkumar HUF	2,48,000	8.267	Nil	2,48,000	8.267	Nil	0.00
3.	Suman Nitin Kedia	2,30,200	7.673	Nil	2,30,200	7.673	Nil	0.00
4.	Nirmalkumar Varunkumar HUF	188,000	6.267	Nil	188,000	6.267	Nil	0.00
5.	Bhagirathprasad Purshottamdas HUF	184,000	6.133	Nil	184,000	6.133	Nil	0.00
6.	Shalini Nirmal Kedia	174,000	5.800	Nil	174,000	5.800	Nil	0.00
7.	Nirmal B. Kedia	126,000	4.200	Nil	126,000	4.200	Nil	0.00
8.	Nitin Shantikumar Kedia	100,000	3.333	Nil	100,000	3.333	Nil	0.00
9.	Saroj Shantikumar Kedia	83,800	2.793	Nil	83,800	2.793	Nil	0.00
10.	Nipun N. Kedia	81,000	2.700	Nil	81,000	2.700	Nil	0.00
11.	Prabha B. Kedia	80,000	2.667	Nil	80,000	2.667	Nil	0.00
12.	Nitinkumar Shantikumar HUF	9,000	0.300	Nil	9,000	0.300	Nil	0.00
	Total	18,02,000	60.067	Nil	18,02,000	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.	Rajshila Realtors LLP				
	At the beginning of the year	62,800	2.093	62,800	2.093
	Transactions (purchase / sale) from April 1, 2020 up to March 31,2021	Nil	Nil	Nil	Nil
	At the end of the year			62,800	2.093
2.	Deven M. Doshi				
	At the beginning of the year	50,000	1.667	50,000	1.667
	Transactions (purchase / sale) from April 1, 2020 up to March 31,2021	Nil	Nil	Nil	Nil
	At the end of the year			50,000	1.667
3.	Ranjeet Kumar Jain				
	At the beginning of the year	33,000	1.100	33,000	1.100
	Transactions (purchase / sale) from April 1, 2020 up to March 31,2021	Nil	Nil	Nil	Nil
	At the end of the year			33,000	1.100
4.	Madhavi Mukesh Kelshikar				
	At the beginning of the year	29,000	0.967	29,000	0.967
	Transactions (purchase / sale) from April 1, 2020 up to March 31,2021	Nil	Nil	Nil	Nil
	At the end of the year			29,000	0.967
5.	Mohanlal Hariprasad Pandey				
	At the beginning of the year	28,000	0.933	28,000	0.933
	Transactions (purchase / sale) from April 1, 2020 up to March 31,2021	Nil	Nil	Nil	Nil
	At the end of the year			28,000	0.933
6.	N. B. Sarof				
	At the beginning of the year	28,000	0.933	28,000	0.933
	Transactions (purchase / sale) from April 1, 2020 up to March 31,2021	Nil	Nil	Nil	Nil
	At the end of the year			28,000	0.933

7. Pankaj Mohite					
At the beginning of the year	27,600	0.920	27,600	0.920	
Transactions (purchase / sale) from April 1, 2020 up to March 31,2021	Nil	Nil	Nil	Nil	
At the end of the year			27,600	0.920	
8. Jagruti Mohan Pandit					
At the beginning of the year	27,000	0.900	27,000	0.900	
Transactions (purchase / sale) from April 1, 2020 up to March 31,2021	Nil	Nil	Nil	Nil	
At the end of the year			27,000	0.900	
9. Ramnath Jagdishprasad Gupta					
At the beginning of the year	26,000	0.867	26,000	0.867	
Transactions (purchase / sale) from April 1, 2020 up to March 31,2021	Nil	Nil	Nil	Nil	
At the end of the year			26,000	0.867	
10. Santosh Ramdev Vaitya					
At the beginning of the year	26,000	0.867	26,000	0.867	
Transactions (purchase / sale) from April 1, 2020 up to March 31,2021	Nil	Nil	Nil	Nil	
At the end of the year			26,000	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				
	a) Vijaykumar Khowala	200	0.007	200	0.007
	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				
	a) Vijaykumar Khowala	200	0.007	200	0.007

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

Sr No.	Particulars of Remuneration	Key Managerial Personnel		
		Vijaykumar Khowala -CFO	Sunil Bansal- (Company Secretary)	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	1,46,251/-	1,46,251/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total	Nil	1,46,251/-	1,46,251/-

** Mr. Vijaykumar Khowala does not take any remuneration from the Company.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for the year ending 31st March, 2021.

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 Rs.)

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

Date : 31.05.2021
Place: MUMBAI

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. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ Transactions:	Duration of Contracts/ arrangements/ transactions:	Amount paid as advances, if any
1.	Nitin Castings Limited	Professional charges	KMP is the Director in the Company	Rs. 21 Lakhs
2.	Rajshila Construction LLP (Formerly known as "Rajshila Construction Pvt. Ltd.)	Closing Balance of Advances Given	Closing balance of Advance Given	Rs. 29 Lakhs
3.	Barkharani Choudhary	Director Sitting fees	Director	Rs. 0.50 Lakhs
4.	Ravi Nevatia	Director Sitting fees	Director	Rs. 0.50 Lakhs

Related party transactions under Accounting Standard (AS) 18 are disclosed in **Note – 29** to the financial statements for the year ended 31st March, 2021.

FOR KEDIA CONSTRUCTION CO. LTD.

FOR KEDIA CONSTRUCTION CO. LTD.

VIJAY KUMAR KHOWALA
WHOLE TIME DIRECTOR & CFO
DIN: 00377686

MURLIDHAR GUPTA
DIRECTOR
DIN: 01644127

Date : 31.05.2021
Place: MUMBAI

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2021

Annexure 1

*[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
(CIN: L45200MH1981PLC025083)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by 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 Kedia Construction Company Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we, hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2021, 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 Kedia Construction Company Limited ("the Company") for the financial year ended on 31st March 2021, 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; **Not Applicable**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares And Takeovers) Regulations, 2011; and amended thereto
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client.
- vi. We have relied on the representation made by the company and its officers for the systems and mechanisms formed by the company for compliances under the other applicable Acts, Laws and Regulations as mentioned by the company in its Management Representation letter.

We have also examined compliance with the applicable clauses:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India.
- b) SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 entered into by the company with the BSE Limited.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

We further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors subject to observations/ Remarks given above. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.
- c) As per the minutes of the Board duly recorded and signed by Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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.

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.

Place: Mumbai

Date: 31st May, 2021

**For Somani & Associates
(Practising Company Secretaries)**

**Poonam Somani
FCS No. F9364
C P No. 8642
UDIN – F009364C000398060**

Annexure-A

To,
The Members,
Kedia Construction Company Limited
(CIN: L45200MH1981PLC025083)

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 process 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 process 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. The compliance by the Company of the applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals.
4. Where ever 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 procedure 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.

Place: Mumbai

Date:31st May, 2021

For Somani & Associates
(Practising Company Secretaries)

Poonam Somani
FCS No. F9364
C P No. 8642
UDIN – F009364C000398060

INDEPENDENT AUDITORS' REPORT

To the Members of Kedia Construction Company Limited

Report on the Indian Accounting Standards ("Ind AS") Financial Statements

Qualified Opinion

We have audited the financial statements of Kedia Construction Company Limited, which comprise the Balance Sheet as at 31st March, 2021, and the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, **except** for the effects on the Ind AS financial statements of the matter described in "Basis for Qualified Opinion" paragraph, the aforesaid financial statements give the information required by the Companies Act, 2013 (The Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

We draw your attention to note no.5 Other Financial Assets (Non-Current Assets) in which the company has given interest free unsecured loans to certain parties which includes an amount of Rs.19.23 lakhs to Sanjeev Builders Pvt. Ltd. which is having a negative net worth as on 31st March, 2021 and hence recoverability of the amount outstanding cannot be determined. Further, the company has not made any provision for expected credit loss in respect of loans and advances provided as stated above. As such the effect of the same on current year's profit is not ascertainable.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Inventories

The Company's inventory consists of Shares.
Total Inventory of the Company represents 11.71 per cent of the Company's total assets.
Inventories are made and valued in accordance with Policy of the Company and relevant Ind AS at cost or market value whichever is lower.
Refer Note no. 2.3(k) of "Significant Accounting Policies".

Our audit procedures for this area included:

- We assessed appropriateness of the pricing methodologies with reference to Company's valuation policy.
- We have not verified the inventory of shares with the physical share certificates.
- In Unquoted Inventories are valued based on the previous year's net worth.

Investments

<p>The Company's Investments consists of Mutual Funds.</p> <p>Total Investment of the Company represents 14.71 per cent of the Company's total assets.</p> <p>Investments are made and valued in accordance with Policy of the Company and relevant Ind AS at fair value through profit or loss.</p> <p>Refer Note no. 2.3(p) of "Significant Accounting Policies".</p>	<p>Our audit procedures for this area included:</p> <ul style="list-style-type: none"> • We assessed appropriateness of the pricing methodologies with reference to Company's valuation policy. • We have verified the investments with the Mutual funds statements. • In Quoted Mutual Fund recalculated the valuation with independent pricing sources.
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Emphasis of Matter

1. We draw attention to note no.26 of the Financial Statements of the company wherein the financial impact of COVID-19 on the operations of the company has been disclosed. Further the extent to which the COVID-19 pandemic will impact the company's financial performance is dependent on future developments, which are highly uncertain. Our opinion is not modified in this matter.
2. We draw your attention to note no.27 of the Financial statements of the company which relates to the pending litigation of the company along with a group company against LIC of India for the Ridge Road Property for which an amount of Rs.66.27 lakhs is shown in Inventory and also no provision for diminution in value, if any is considered as the matter is subjudice.

Other Matters

Due to COVID-19 pandemic and the lockdown and other restrictions imposed by the Government and local administration, the audit processes were carried out based on the remote access to the extent available/feasible and necessary records made available by the management through digital medium.

Our opinion is not modified in respect of this matter

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

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

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

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

We have been provided the aforesaid reports and based on the work we have performed, we did not observe any material misstatement of this other information and accordingly, we have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards (Ind_AS) specified under section 133 of the Act read with relevant rules issued thereunder.

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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) ***Except for the effects of the matter described in the basis for qualified opinion paragraph above***, In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) The company does not have any branches. Hence, the provisions of section 143(3)(c) is not applicable.
- (e) ***Except for the effects of the matter described in the basis for qualified opinion paragraph above***, In our opinion, the aforesaid IND AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Company's (accounts), 2014.
- (f) ***The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.***
- (g) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- (h) The Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial control over financial reporting were operating effectively as at 31st March, 2021, based on the internal control over financial reporting criteria established by the Company. With respect to adequacy of the internal financial control over financial reporting of the company and operating effectiveness of such controls, refer our separate report in "Annexure-B".
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of the pending litigation on its financial position in note no. 27 in its IND AS financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For GMJ & Co

Chartered Accountants

Firm Registration No: 103429W

CA Atul Jain

Partner

M. No. 037097

UDIN: 21037097AAAABK7164

Place: Mumbai

Date: 26th April, 2021

The Annexure A referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2021 we report that:

- (i) In respect of its fixed assets :
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
 - (b) Plant and equipment were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the plant and equipment at reasonable intervals. According to the information and explanation given to us no material discrepancies were 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.
- (ii) The inventory includes unlisted shares in respect of which physical shares certificates cannot be verified as such we are unable to offer any comment on material discrepancies, if any, between physical and book records.
- (iii) According to information and explanations given to us and to the best of our knowledge and belief, the Company has granted unsecured loans, to a company and LLP covered in the register maintained under Section 189 of the Act.
 - (a) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
 - (b) In respect of the aforesaid loans, no schedule for repayment of principal and payment of interest has been stipulated by the Company. Therefore, in absence of stipulation of repayment terms we do not make any comment on the regularity of repayment of principal and payment of interest.
 - (c) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
- (iv) 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 no guarantee or security has been provided by it.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit from the public in accordance with the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) 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.
- (vii) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion
 - (a) The Company has been regular in depositing undisputed statutory dues including Provident Fund, Employee State Insurance, Income Tax, Custom Duty, Goods and Service Tax, Cess and other material statutory dues as applicable to it with appropriate authorities.
 - (b) There were no undisputed amounts payable in respect Provident Fund, Employee State Insurance, Income Tax, Custom Duty, Goods and Service Tax, Cess and other material statutory dues in arrears as at 31st March, 2021 for a period of more than six months from the date they became payable.

- (viii) 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.
- (ix) 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.
- (x) 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.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) 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.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transaction with related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- (xiv) 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.
- (xv) 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.
- (xvi) 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.

For GMJ & Co

Chartered Accountants

Firm Registration No: 103429W

CA Atul Jain

Partner

M. No. 037097

UDIN: 21037097AAAABK7164

Place: Mumbai**Date:** 26th April, 2021

Annexure - B to the Auditors' Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Kedia Construction Company Limited** ("the Company") as of 31st March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The 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 evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

Opinion

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

For GMJ & Co

Chartered Accountants

Firm Registration No: 103429W

CA Atul Jain

Partner

M. No. 037097

UDIN: 21037097AAAABK7164

Place: Mumbai

Date: 26th April, 2021

Kedia Construction Co. Limited CIN : L45200MH1981PLC025083
Balance Sheet as at 31st March, 2021

Sr. No	Particulars	Note No.	As at 31st March 2021 Rs. in Lakhs	As at 31st March 2020 Rs. in Lakhs
1)	Non Current Assets			
a)	Property, plant and equipment	3	0.13	0.13
b)	Financial Assets			
	i) Investments	4	47.60	64.47
	ii) Loans & Advances	5	68.23	48.10
	Total Non Current Assets		115.96	112.70
2)	Current Assets			
a)	Inventories	6	202.30	167.61
b)	Financial Assets			
	i) Trade Receivable	7	1.66	8.94
	ii) Cash and cash equivalents	8	2.67	5.27
	iii) Loans & Advances	9	0.16	20.36
c)	Income Tax Assets (net)	10	0.58	4.02
d)	Other Current Assets	11	0.32	-
	Total Current Assets		207.68	206.20
	Total Assets		323.64	318.90
	EQUITY AND LIABILITIES			
1	Equity			
a)	Equity Share Capital	12	150.00	150.00
b)	Other Equity	13	167.96	157.87
	Total Equity		317.96	307.87
2	Liabilities			
	Non-Current Liabilities			
	Deferred Tax Liabilities (net)	14	-	3.88
	Total Non-Current Liabilities		-	3.88
	Current Liabilities			
a)	Financial Liabilities			
	Trade & Other Payables	15	0.16	0.14
b)	Other Current Liabilities	16	0.21	1.15
c)	Provisions	17	5.30	5.86
	Total Current Liabilities		5.68	7.15
	Total Equity and Liabilities		323.64	318.90
	Significant Accounting Policies	2		

Notes to Accounts form an integral part of financial statements

As per our Report of even date attached

For GMJ & Co.

Chartered Accountants

Firm Registration No : 103429W

CA Atul Jain

Partner

Membership No. 037097

Place: Mumbai

Date: 26th April, 2021

For Kedia Construction Co. Limited

Nitin Kedia

Director

DIN: 00050749

Vijay Kumar Khowala
Wholetime Director & CFO

DIN - 00377686

Murlidhar Gupta

Director

DIN: 01644127

Sunil Bansal
Company Secretary

Mem No. F9838

Kedia Construction Co. Limited CIN : L45200MH1981PLC025083
Profit & Loss statement for the period ended on 31st March, 2021

Sr. No	Particulars	Note No.	For the year ended 31st March 2021 Rs. in Lakhs	For the year ended 31st March 2020 Rs. in Lakhs
	Revenue / Income			
I	Revenue from operations	18	21.00	38.00
II	Other Income	19	7.33	(1.70)
III	Total Revenue (I+II)		28.33	36.30
IV	Expenses			
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	-	-
	Employee Benefit Expense	21	7.86	9.61
	Depreciation Expense	3	-	-
	Administrative, Selling and General Expenses	22	10.57	13.34
	Total Expenses	IV	18.43	22.96
V	Profit before exceptional and extraordinary items and tax	(III - IV)	9.90	13.35
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax	(V - VI)	9.90	13.35
VIII	Extraordinary Items		-	-
IX	Profit before tax	(VII-VIII)	9.90	13.35
X	Tax expense:			
	Current tax expenses for current year		1.00	3.61
	Previous years tax adjusted in Current Year		2.69	-
	Net Current tax expenses		3.69	3.61
	Deferred tax Liability / (Assets)		(3.88)	-
	Total Tax Expense	X	(0.19)	3.61
XI	Profit for the period from continuing operations	(IX-X)	10.09	9.74
XII	Other Comprehensive Income		-	-
XIII	Total Comprehensive Income for the period in Rs.	(XI+XII)	10.09	9.74
XIV	Earning per equity share:			
	(1) Basic		0.00	0.00
	(2) Diluted		0.00	0.00
	Significant Accounting Policies	2		

Notes to Accounts form an integral part of financial statements

As per our Report of even date attached

For GMJ & Co.

Chartered Accountants

Firm Registration No : 103429W

CA Atul Jain

Partner

Membership No. 037097

Place: Mumbai

Date: 26th April, 2021

For Kedia Construction Co. Limited

Nitin Kedia
Director

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Wholetime Director & CFO
DIN - 00377686

Murlidhar Gupta
Director

DIN: 01644127

Sunil Bansal
Company Secretary
Mem No. F9838

STATEMENT OF CASH FLOWS for the period ended 31st March, 2021

Particulars	As at 31st March 2021 Rs. in Lakhs	As at 31st March 2020 Rs. in Lakhs
A. Cash flow from Operating Activities		
Profit before tax as per Profit & Loss Account	9.90	13.35
Fair Valuation of Investment	-	-
Depreciation & Amortization	-	-
Operating profit before working capital changes Adjustment for	9.90	13.35
(Increase) / decrease in Stock / W.I.P.	(34.39)	(1.35)
(Increase) / decrease in Sundry Debtors	7.28	(8.03)
(Increase) / decrease in Loans & Advances	0.07	0.54
(Increase) / decrease in Other Current Assets	3.13	(1.12)
Increase / (decrease) in Sundry Creditors	0.03	(0.07)
Increase / (decrease) in Other Current Liabilities	(5.38)	3.10
Cash generated from operations	(19.36)	6.41
Direct taxes expenses	0.19	(3.61)
Net Cash flow from Operating Activities	(19.17)	2.80
B. Cash flow from Investing Activities		
(Purchase) / Sale of Fixed Assets	-	-
(Purchase) / Sale of Investments	16.87	(0.57)
(Purchase) / Sale of Other Misc. Assets	-	-
Net Cash flow from investing Activities	16.87	(0.57)
C. Cash flow from Financing Activities		
Net Cash flow from Financing Activities	-	-
Net Increase / (decrease) in cash and cash equivalent	(2.30)	2.23
Cash and cash equivalent as at the beginning of the year	5.27	3.04
Cash and cash equivalent as at the closing of the year	2.67	5.27

Note : The above cash flow statement has been prepared under the " Indirect Method" as set out in the Accounting Standard (Ind AS) 7 "Cash Flow Statements".

For GMJ & Co.

Chartered Accountants

Firm Registration No : 103429W

CA Atul Jain

Partner

Membership No. 037097

Place: Mumbai

Date: 26th April, 2021**For Kedia Construction Co. Limited**

Nitin Kedia

Director

DIN: 00050749

Vijay Kumar Khowala
Wholesale Director & CFO

DIN - 00377686

Murlidhar Gupta

Director

DIN: 01644127

Sunil Bansal
Company Secretary

Mem No. F9838

STATEMENT OF CHANGES IN EQUITY for the year ended 31st March 2021**Equity Share Capital (refer note 12)**

Particulars	As at 31st March 2021		As at 31st March 2020	
	No of Shares	Rs. in Lakhs	No of Shares	Rs. in Lakhs
Number of shares outstanding as at the beginning of the year	30,00,000	150.00	30,00,000	150.00
Changes in equity share capital during the year	-	-	-	-
Number of Shares outstanding as at the end of the year	30,00,000	150.00	30,00,000	150.00

Other Equity (refer note 13)

Particulars	Capital Reserve	Retained Earnings	Total
Balance as at 01 April 2020	128.50	29.37	157.87
Profit for the year	0.00	10.09	10.09
Other comprehensive income for the year	0.00	0.00	0.00
Total Comprehensive income for the year	128.50	39.46	167.96
Balance as at 31 March 2021	128.50	39.46	167.96

As per our Report of even date attached

For GMJ & Co.

Chartered Accountants

Firm Registration No : 103429W

CA Atul Jain

Partner

Membership No. 037097

Place: Mumbai

Date: 26th April, 2021**For Kedia Construction Co. Limited**

Nitin Kedia

Director

DIN: 00050749

Vijay Kumar Khowala
Wholetime Director & CFO

DIN - 00377686

Murlidhar Gupta

Director

DIN: 01644127

Sunil Bansal
Company Secretary
Mem No. F9838

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021**NOTE 1 – Company Overview****General Information of the Company**

Kedia Construction Company Limited, (hereinafter referred to as 'Company') was formed in India on 25th August, 1981, with the main object of Construction, Builders, Construction Contractors and Land Developers. Shares of the Company are listed in BSE.

The registered office is located at 202, 2nd Floor, Rahul Mittal Industrial Premises Co-op Soc. Ltd., Sanjay Building No. 3, Sir M.V. Road, Andheri (East), Mumbai – 400 059.

NOTE 2 – Significant Accounting Policies**2.1 Basis of preparation of Financial Statements**

The Financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Act to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value in accordance with Ind AS.

2.2 Composition of financial statements

The financial statements are drawn up in INR, the functional currency of the company, and in accordance with Ind AS presentation. The financial statements comprise:

- Balance Sheet
- Statement of Profit and Loss
- Statement of Cash Flow
- Statement of Changes in Equity
- Notes to Financial Statements

2.3 Significant Accounting Policies and other explanatory notes**i. Significant Accounting Policies****a) Revenue recognition**

Effective from 1st April, 2018, the Company has adopted Ind AS 115 'Revenue from Contract with Customers' using the cumulative effect method. The effect of adoption of the standard did not have any significant impact on the financial statements of the Company. Revenue is recognized when a customer obtains control of goods or services.

Sales are disclosed net of sales returns and GST.

Revenue from the sale of goods is recognized when (or as) the entity satisfies a performance obligation by transferring a promised good or service to a customer. The ownership is transferred when (or as) the customer obtains control of that goods.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Other income is comprised primarily of interest income, dividend income, and gain/loss on investments. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

b) Foreign Currency Transactions

Transactions in foreign currencies are initially recorded by the Company at the rate of exchange prevailing on the date of the transaction.

Monetary assets and monetary liabilities denominated in foreign currencies remaining unsettled at the end of the year are converted at the exchange rate prevailing on the reporting date.

Differences arising on settlement or conversion of monetary items are recognized in Statement of Profit or Loss.

c) Property, plant and equipment

Property, plant and equipment were carried on historical cost in the balance sheet as on 31st March, 2016 prepared in accordance with Indian GAAP. The Company has elected to regard those net values as deemed cost at the date of the transition i.e 1st April, 2016 as permitted under Ind AS101.

Property, plant and equipment are recorded at cost of acquisition / construction less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price net of creditable Goods and Services Tax, creditable customs duty, if any, and any attributable cost of bringing the assets to its working condition for its intended use.

Components of an asset are separated where their value is significant in relation to the total value of the asset and where those components have different useful lives to the remainder of the asset. Where a component is replaced or restored, the carrying amount of the old component will be derecognized and value of new component / restoration cost will be added. Where the carrying value of the derecognized/replaced component is not known, a best estimate will be determined by reference to the current cost.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement or impairment of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell.

d) Intangible Assets

Intangible assets are stated at cost less provisions for amortization and impairments.

Gains or losses arising from the retirement or disposal of an intangible asset, are determined as the difference between disposal proceeds and carrying amount of the asset and are recognized as income or expense in the Statement of Profit and Loss.

e) Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

f) Depreciation / Amortization on Property, Plant & Equipment and Investment Properties

Depreciation / Amortization on Property, Plant & Equipment and Investment Properties (other than freehold land and capital work-in-progress) is charged on a Straight Line Basis so as to write off the original cost of the assets over the useful lives. The useful life

of the fixed assets has been adopted based on Technical Evaluation and in other cases, as prescribed under the Companies Act, 2013. Details for the same are as under:

Class of Assets	Range of Useful Life
Building	05 - 60 Years
Plant & Machinery	03 - 15 Years
Furniture & Fixtures	10 Years
Office Machinery	10 Years
Vehicles	08 Years
Intangible Assets	03 - 04 Years

g) Capital Work-in-Progress

Assets under construction wherein assets are not ready for use in the manner as intended by the management are shown as Capital Work-In-Progress.

h) Leases

i) Company as a lessee

Right-of-use assets and Lease Liabilities for leases where the lease term ends within 12 months of the lease commencement date i.e. Short Term Leases are not recognized in Balance sheet. The company has elected to recognize the lease payments associated with Short Term Leases as an expense on straight-line basis.

ii) As a lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Lease income from operating lease is recognized in the statement of profit and loss on straight line basis over the lease term.

iii) Transition to Ind AS116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified IndAS116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted IndAS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases prospectively. The adoption of the standard did not have any impact on the financial results.

i) Fair value measurement

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

j) Impairments of non-current assets

Non-financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

k) Inventories

All Inventories including shares are valued at the lower of cost and net realizable value.

l) Trade receivables

Trade receivables are carried at original invoice amount less any provisions for doubtful debts. Provisions are made where there is evidence of a risk of non-payment, taking into account ageing, previous experience and general economic conditions. When a trade receivable is determined to be uncollectable it is written off, firstly against any provision available and then to the Statement of Profit and Loss.

m) Cash and Cash equivalents

Cash and cash equivalents include cash at bank and cash in hand and highly liquid interest-bearing securities with maturities of three months or less from the date of inception/acquisition.

In the cash-flow statement, cash and cash equivalents are shown net of bank overdrafts, which are included as current borrowings in liabilities on the balance sheet.

n) Borrowing Costs

Borrowing costs directly attributable to the acquisition and/or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred.

o) Taxation

i) Current income tax

Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity/OCI, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered

from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted on the reporting date. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

ii) Deferred tax

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted on the reporting date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date.

p) Financial instruments

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the financial instrument.

i) Financial Assets

a. Initial recognition and measurement

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

b. Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

i) Financials Assets at amortized cost

A financial asset is subsequently measured at amortized cost if it is held with in a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, debt instruments are subsequently measured at amortized cost using the effective interest rate method, less impairment, if any.

ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and

selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The fair value is measured adopting valuation techniques as per prevailing valuation guidelines, to the extent applicable, as at the reporting date.

iii) Financial assets at fair value through profit or loss

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

ii) Financial Liabilities

a. Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial liabilities are classified, at initial recognition, as at fair value through profit and loss or as those measured at amortized cost.

b. Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

i. Financial liabilities at fair value through profit and loss

Financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial recognition at fair value through profit and loss.

ii. Financial liabilities measured at amortized cost

After initial recognition, interest bearing loans and borrowings are subsequently measure data mortised cost using the effective interest rate method except for those designated in an effective hedging relationship.

q) Provisions, Contingent liabilities and Assets

i. Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and are liable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

ii. Contingent Liabilities

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by the future events not wholly within the control of the company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

iii. Contingent Assets

Contingent Assets are not recognized in the financial statements. Contingent Assets if any, are disclosed in the notes to the financial statements.

r) Earnings Per Share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issue data later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

s) Key accounting judgments, estimates and assumptions

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

Estimates are often based on complex judgments and assumptions that management believe to be reasonable, but estimates and underlying assumptions are reviewed on an ongoing basis. Any change in these estimates and assumptions will generally be reflected in the financial statements in current period or prospectively, unless they are required to be treated retrospectively under relevant accounting standards.

Note 3 Property, plant and equipment (Current Year)**(Rs. in Lakhs)**

Sr. No	Particulars	Gross Block (At Cost)				Depreciation/ Amortisation				Net Block
		As as 1st April 2020	Addition during the year	Deduction during the year	As at 31st March 2021	As as 1st April 2020	Addition during the year	Deduction during the year	As at 31st March 2021	As at 31st March 2021
I	Tangible Assets									
1	Office Equipment	2.50	-	-	2.50	2.38	-	-	2.38	0.13
	Total	2.50	-	-	2.50	2.38	-	-	2.38	0.13
	(Previous Year)	2.50	-	-	2.5000	2.38	-	-	2.38	0.13

Note: The Company has elected to continue with the carrying value of property, Plant and Equipment ('PPE') recognised as of 1st April 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost of the PPE.

Note : 4 Non Current Investment (Investment carried at Fair Value through Profit and Loss)

(Rs. in Lakhs)

Sr. No	Particulars	As at 31st March 2021	As at 31st March 2020
1	6,167 (March 31, 2020: 6,167) Units in Aditya Birla Sun Life Low Duration Fund-Growth-Regular Plan (Debt)	31.81	29.83
2	21,841 (March 31, 2020: 93,012) Units in Kotak Savings Fund-Growth-Regular Plan (Debt)	7.37	29.85
3	775 (March 31, 2020: 775) Units in Aditya Birla Sun Life Equity Advantage Fund-Growth-Regular Plan (Equity)	4.19	2.32
4	2,594 (March 31, 2020: 2,594) Units in Kotak Equity Opportunities Fund-Growth-Regular Plan (Equity)	4.24	2.47
	Total in Rs.	47.60	64.47

Note : 5 Non -Current Loans and Advances (Unsecured, considered good)

(Rs. in Lakhs)

Sr. No	Particulars	As at 31st March 2021	As at 31st March 2020
a)	Other Loans & Advances		
	Unsecured, Considered Good		
	From related Parties	48.23	48.10
	From Other	20.00	-
	Total in Rs.	68.23	48.10

Note : 6 Inventories

(Rs. in Lakhs)

Sr. No	Particulars	As at 31st March 2021	As at 31st March 2020
1	Work-in-Progress	164.41	129.72
2	Stock-in-Trade		
	1,02,000 (March 31 st , 2020: 1,02,000) equity shares in Kedia Agglomerated Marbles Ltd.	0.00	0.00
	20,500 (March 31 st , 2020: 20,500) equity shares of Rs.100 each, fully paid up in Prescon Builders Pvt. Ltd.	37.89	37.89
	97,500 (March 31 st , 2020: 97,500) equity shares Ridhi Sidhi Comm. Co. Ltd.	0.00	0.00
	Total in Rs.	202.30	167.61

Note : 7 Trade Receivables

(Rs. in Lakhs)

Sr. No	Particulars	As at 31st March 2021	As at 31st March 2020
1)	Outstanding for more than six months		
a	Unsecured, Considered Good	-	-
	Sub Total ->	-	-
2)	Others		
a	Unsecured, Considered Good	1.66	8.94
	Sub Total ->	1.66	8.94
	Total in Rs.	1.66	8.94

Note : 8 Cash & Cash Equivalent

(Rs. in Lakhs)

Sr. No	Particulars	As at 31st March 2021	As at 31st March 2020
1	Balance with Banks - Current Accounts	2.46	5.03
2	Cash on hand	0.21	0.24
	Total in Rs.	2.67	5.27

Note : 9 Other Financial Assets - Current

(Rs. in Lakhs)

Sr. No	Particulars	As at 31st March 2021	As at 31st March 2020
1)	Loans & Advances to related parties		
a)	Unsecured, Considered Good	-	20.00
	Sub Total ->	-	20.00
2)	Loans & Advances to other parties		
a	Unsecured, Considered Good	0.16	0.36
	Sub Total ->	0.16	0.36
	Total in Rs.	0.16	20.36

Note :10 Income Tax Assets

(Rs. in Lakhs)

Sr. No	Particulars	As at 31st March 2021	As at 31st March 2020
1	Net TDS Receivable	0.58	4.02
	Total in Rs.	0.58	4.02

Note :11 Other Current Assets

(Rs. in Lakhs)

Sr. No	Particulars	As at 31st March 2021	As at 31st March 2020
a)	Advance Recoverable in Cash or Kind		
	Sub Total ->	-	-
b)	Balance with Revenue Authorities		
2	Unsecured, Considered Good	0.32	-
	Total in Rs.	0.32	-

Note: 12 Equity Share Capital

a) Equity

(Rs. in Lakhs)

Particulars	As at 31st March 2021		As at 31st March 2020	
	No of Shares	Rupees in lakhs	No of Shares	Rupees in lakhs
Authorised				
Equity share of Rs. 5 each *	30,00,000	150.00	30,00,000	150.00
Issued, Subscribed and Fully Paid-up				
Equity share of Rs. 5 each *	30,00,000	150.00	30,00,000	150.00
Total	30,00,000	150.00	30,00,000	150.00

b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period :

(Rs. in Lakhs)

Particulars	As at 31st March 2021		As at 31st March 2020	
	No of Shares	Rupees	No of Shares	Rupees
Equity shares at the beginning of the year	30,00,000	150.00	30,00,000	150.00
Add : Equity shares issued and allotted during the year	-	-	-	-
Add : Sub-Division of Shares *	-	-	-	-
Equity shares at the end of the year	30,00,000	150.00	30,00,000	150.00

c) Details of Shareholders holding more than 5% shares in the Company

Particulars	As at 31st March 2021		As at 31st March 2020	
	No of Shares	% of Holding	No of Shares	% of Holding
Shantikumar Nitinkumar (HUF)	2,48,000	8.27%	2,48,000	8.27%
Suman Kedia	2,30,200	7.67%	2,30,200	7.67%
Bhagirathprasad Purshottamdas (HUF)	1,84,000	6.13%	1,84,000	6.13%
Shalini Kedia	1,74,000	5.80%	1,74,000	5.80%
Nirmalkumar Varunkumar (HUF)	1,88,000	6.27%	1,88,000	6.27%
Kirti Investments Limited	2,98,000	9.93%	2,98,000	9.93%

Note : 13 Other Equity

(Rs. in Lakhs)

Sr. No	Particulars	As at 31st March 2021	As at 31st March 2020
1	Capital Reserve		
	- Opening Balance	128.50	128.50
	- Add : Transfer from retained earnings	-	-
	Sub Total ->	128.50	128.50
2	Retained Earnings		
	Opening Balance	29.37	19.63
	Net Profit for the period	10.09	9.74
	Sub Total ->	39.46	29.37
	Total in Rs.	167.96	157.87

Note : 14 Deferred Tax Assets / (Liabilities)

(Rs. in Lakhs)

Sr. No	Particulars	As at 31st March 2021	As at 31st March 2020
	Opening	(3.88)	(3.88)
	- Defer Tax (Profit and Loss)	3.88	-
	- Investments	-	-
	Total in Rs.	-	(3.88)

Note : 15 Trade and Other Payables

(Rs. in Lakhs)

Sr. No	Particulars	As at 31st March 2021	As at 31st March 2020
	Trade Payable		
1	Due to Micro and Small Enterprises		
2	Due to Others		
	Sundry Creditors for Services	0.16	0.14
	Total in Rs.	0.16	0.14

Note :16 Other Current Liabilities**(Rs. in Lakhs)**

Sr. No	Particulars	As at 31st March 2021	As at 31st March 2020
1	TDS Payable	0.21	0.52
2	Professional Tax Payable	0.01	0.11
3	GST Payable	0.00	0.52
	Total in Rs.	0.21	1.15

Note :17 Short Term Provisions**(Rs. in Lakhs)**

Sr. No	Particulars	As at 31st March 2021	As at 31st March 2020
1	Director Sitting Fees Payable	0.23	0.68
2	Internal Audit Fees Payable	0.10	0.25
3	Property tax payable	0.57	0.00
4	Professional Fees Payable	2.31	3.60
5	ROC Filling Fees Payable	0.03	0.03
6	Secretarial Audit Fees Payable	0.10	0.10
7	Secretarial Fees Payable	0.22	0.12
8	Staff Salary Payable	0.69	0.64
9	Statutory Audit Fees Payable	0.40	0.45
10	Stamp and Registration Charges Payable	0.66	0.00
	Total in Rs.	5.30	5.86

Note : 18 Revenue from Operations**(Rs. in Lakhs)**

Sr. No	Particulars	Current Year Rs.	Previous Year Rs.
a)	Gross Sales & Services		
	Sales of Services	21.00	38.00
	Total in Rs.	21.00	38.00

Note : 19 Other Income**(Rs. in Lakhs)**

Sr. No	Particulars	Current Year Rs.	Previous Year Rs.
1	Interest Received	0.20	0.23
2	Income on Redemption of Mutual Fund- Short Term Gain	1.27	0.26
3	Sundry Balance W/off	(0.00)	0.00
4	Fair Value of Investment	5.86	(2.18)
	Total in Rs.	7.33	(1.70)

Note : 20 Changes in Inventories of Share**(Rs. in Lakhs)**

Sr. No	Particulars	Current Year Rs.	Previous Year Rs.
1	Opening Stock in Trade	37.89	37.89
2	Closing Stock in Trade	37.89	37.89
	Total in Rs.	-	-

Note : 21 Employment Benefit Expenses**(Rs. in Lakhs)**

Sr. No	Particulars	Current Year Rs.	Previous Year Rs.
1	Salaries to staff	7.86	9.61
	Total in Rs.	7.86	9.61

Note : 22 Administrative, Selling and General Expenses**(Rs. in Lakhs)**

Sr. No	Particulars	Current Year Rs.	Previous Year Rs.
1	Fees & Subscription Expenses	3.62	3.88
2	Advertisement Expenses	0.74	0.59
3	General Expenses	0.03	0.04
4	Printing & Stationery Expenses	0.03	0.31
5	Property Tax Expenses	0.57	0.57
6	Conveyance Charges	0.04	0.07
7	Legal & Professional Expenses	3.86	6.08
8	Director Sitting Fees	1.00	0.87
9	Secretarial Audit Fees	0.10	0.18
10	Bank Charges	0.01	0.01
11	Profession Tax	0.03	0.03
12	Auditors Remuneration	0.50	0.50
13	Website Maintenance Charges	0.06	0.24
	Total in Rs.	10.57	13.34

Auditors Remuneration**(Rs. in Lakhs)**

Sr. No	Particulars	Current Year Rs.	Previous Year Rs.
1	Statutory Audit Fees	0.45	0.45
2	Certification Fees	0.05	0.05
	Total in Rs.	0.50	0.50

23. 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 are subject to confirmations and adjustments, if any.

24. The company has not received information from the suppliers regarding their status under the micro, small and medium enterprises development act, 2006. Hence, disclosure, if any, relating to amount unpaid as at the balance sheet date together with interest paid or payable as per the requirement under the said act have not been made.
25. 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.
26. In view of the unprecedented COVID 19 pandemic, the management has made an assessment of its position as at the balance sheet date. In assessing, the management has taken into consideration external and internal information up to the date of preparation of these financial statements. The management has assessed its liquidity and profitability and has concluded that there has been no material impact to its operation or its financial position. However, the impact assessment of COVID 19 is a continuing process given its nature and duration. The management will continue to monitor for any material changes to future economic conditions.
27. A court case (Suit no.894 of 1986) is going on by the company along with a group company against LIC of India for the Ridge Road Property for which an amount of Rs.66.27 lakhs is included in Inventory as per Note no. 6 and further no provision for diminution in value, if any is considered as the matter is subjudice.
28. The company has opted for a new Section 115BAA under the Income Tax Act, 1961, which provides a non-reversible option to the company to pay income tax at a reduced rate subject to certain conditions.
29. Segment Reporting :
- As the company operates in only one business the disclosure requirements under Accounting Standard 17 – “Segment Reporting” is not applicable.

30. Related Parties Disclosures:

Key Management personnel and Relatives

- a) Mr. Vijay Khowala (Whole- time director)
- b) Mr. Murlidhar J Gupta (Independent Director)
- c) Mr. Nitin S Kedia (Director)
- d) Mr. Ravi V Nevatia (Independent Director)
- e) Mr. Barkharani H Nevatia (Independent Director)
- f) Mr. Sunil K Bansal (Company Secretary)

Related Party- Entities

- a) Nitin Casting Pvt. Ltd.
- b) Rajshila Construction LLP. (with effect from 18/11/2020)
- c) Rajshila Construction Pvt. Ltd. (upto 17/11/2020)
- d) Sanjeev Builders Pvt. Ltd.

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

(Amount in Rs. in Lakhs)

Particulars	Key Management personnel and Relatives	Related Party-Entities
Service Charges / Professional Fees received	NIL (NIL)	21.00 (38.00)
Directors sitting fees	1.00 (0.88)	NIL (NIL)
Closing Balance of Sundry Debtors	NIL (NIL)	1.66 (8.94)
Closing Balance of Advance Given	NIL (NIL)	48.23 (48.10)

Note: Amount in bracket indicate previous year's figures

31. Financial Instruments- Fair Values

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

(Amount in Rupees in Lakhs)

31st March, 2021	Carrying amount				Fair Value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Cash on hand	-	-	0.21	0.21	0.21	-	-	0.21
Balance with Banks	-	-	2.46	2.46	2.46	-	-	2.46
Long term loans	-	-	68.23	68.23	68.23	-	-	68.23
Investments	47.60	-	-	47.60	-	47.60	-	47.60
Trade and other receivables	-	-	1.66	1.66	1.66	-	-	1.66
Other financial assets	-	-	0.16	0.16	0.16	-	-	0.16
Financial liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Trade and other payables	-	-	0.38	0.38	0.38	-	-	0.38

31st March, 2020	Carrying amount				Fair Value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Cash on hand	-	-	0.24	0.24	0.24	-	-	0.24
Balance with Banks	-	-	5.03	5.03	5.03	-	-	5.03
Long term loans	-	-	48.10	48.10	48.10	-	-	48.10
Investments	64.47	-	-	64.47	-	64.47	-	64.47
Trade and other receivables	-	-	8.94	8.94	8.94	-	-	8.94
Other financial assets	-	-	20.36	20.36	20.36	-	-	20.36
Financial liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Trade and other payables	-	-	1.28	1.28	1.28	-	-	1.28

Note:

Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3- If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

The Management considers that the carrying amount of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

32. Financial Risk Management Framework

Risk Management

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital. For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximize the shareholders' value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2021.

The Company manages financial risk relating to the operations through internal risk reports which analyze exposure by degree and magnitude of risk. These risks include market risk, credit risk and liquidity risk. The Company does not enter into or trade financial instruments including derivative financial instruments for speculative purpose.

Credit Risk

The Company is exposed to credit risk from its operating activities (primarily trade receivables) and deposits with banks and other financial instruments. For banks and other financial institutions, only high rated banks/ financial institutions are accepted. The balance with banks, loans given to related parties, loan given to employees, security deposits are subject to low credit risk and the risk of default is negligible or nil. Hence, no provision has been created for expected credit loss for credit risk arising from these financial assets, The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in the credit risk on an ongoing basis throughout each reporting period,. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward looking information, for ex. External credit rating (to the extent available), actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to borrowers ability to meet its obligations.

The credit risk on investment in mutual funds is limited because the counter parties are reputed banks or funds sponsored by reputed bank.

Liquidity Risk Management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Company's short term, medium term and long term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

33. Earnings per share

Earnings Per Share		Current Year	Previous Year
		Rs. in Lakhs	Rs. in Lakhs
1	Net Profit as per Profit & Loss Account after tax	10.09	9.74
2	Weighted average number of shares outstanding during the year	30,00,000	30,00,000
3	Basic & Diluted Earnings per shares	0.34	0.32

34. 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.

35. Previous year figures have been regrouped/ rearranged where necessary to conform to current year's classification.

As Per Our Report of Even Date Attached**For GMJ & Co.**

Chartered Accountants

Firm Registration No : 103429W

CA Atul Jain

Partner

Membership No. 037097

Place: Mumbai

Date: 26th April, 2021**For Kedia Construction Co. Limited**

Nitin Kedia

Director

DIN: 00050749

Vijay Kumar Khowala
Wholetime Director & CFO
DIN - 00377686

Murlidhar Gupta

Director

DIN: 01644127

Sunil Bansal
Company Secretary
Mem No. F9838