

# KEDIA INFOTECH LTD



## 16th ANNUAL REPORT

### 2009-10

## **BOARD OF DIRECTORS**

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Shri.Ashok Kumar Kedia	Director
Shri.Vishwamberlal Kedia	Director
Shri Dhantu Rama Krishna	Director
Shri Subhash Chander	Director
Shri Vikram Singh	Director

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### **Auditors**

M/s Sandeep Jhawar & Associates  
Chartered Accountants  
4-4-50, Sultan Bazar,  
Hyderabad - 500095

### **Registrar & Share Transfer Agents**

M/s Beetal Financial and Computer  
99 Madangir, New Delhi - 110062

### **Corporate Office**

# 517, Swapnalok Complex,  
S.D Road, Secunderabad – 500 003

### **Registered Office**

312,G.K House, 187A,  
Santnagar,  
East of Kailash,  
New Delhi – 110 065

### **Listing**

The Stock Exchange, Mumbai  
1<sup>st</sup> Floor, Rotunda Building,  
B.S Marg, Fort,  
Mumbai- 400 001

Delhi Stock Exchange Limited  
#3/1, Asad Ali Board,  
New Delhi – 110 002.

Madras Stock Exchange Limited  
No.30, Second Line Beach,  
Chennai – 600 001.

Jaipur Stock Exchange Limited,  
JLN Marg , Malviya Nagar ,  
Jaipur – 302 017.

**KEDIA INFOTECH LIMITED**  
**Regd Off: 312, G.K.House, 187A, Santnagar, East of Kailash, Delhi - 110065**

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**NOTICE**

Notice is hereby given that the Annual General Meeting of the Members of ***KEDIA INFOTECH LIMITED*** will be held on Thursday, 30<sup>th</sup> day of September, 2010 at the registered office of the Company at 11.30 a.m. to transact the following business:

- 1) To receive, consider approve and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2010 and Profit and Loss Account for the year ended on that and the report of the directors and the Auditors.
- 2) To appoint Director in place of Sri Vikram Singh, who retires by rotation and being eligible, offer him for reappointment.
- 3) To Appoint Auditors *M/s Sandeep Jhawar & Associates, Chartered Accountants* for the current year to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

**BY ORDER OF THE BOARD**  
**For KEDIA INFOTECH LTD**

Sd/-

sd/-

Place: DELHI  
Date: 27-08-2010

Ashok Kumar Kedia  
Director

Vishwamberlal Kedia  
Director

## **NOTES**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxy Form, in order to be effective, can be deposited on any day during business hours at the Registered Office of the Company, but not less than 48 hours before the commencement of the Meeting.
- 2) The Members desirous of any information on the accounts are requested to write to the Company atleast a week before the Meeting so as to enable the Management to keep the information ready and replies will be provided only at the meeting.
- 3) The Members attending the meeting are required to bring the enclosed attendance Slip and deliver the same at the entrance of the Meeting Hall. Admission at the Annual General Meeting Venue will be allowed only on producing the attendance slip duly signed.
- 4) Duplicate attendance slips shall not be issued at the Annual General Meeting Venue. However the same shall be issued at the Registered Office of the Company upto two days proceeding the day of the Annual General Meeting
- 5) Shareholders are requested to intimate the change of address, if any, by quoting the Folio Number.
- 6) Shareholders are requested to bring their Copy of the Annual Report to the Meeting Venue.

BY ORDER OF THE BOARD  
**For KEDIA INFOTECH LTD**

Sd/-

sd/-

Place: DELHI  
Date: 27-08-2010

Ashok Kumar Kedia  
Director

Vishwamberlal Kedia  
Director

## **DIRECTOR'S REPORT TO THE SHAREHOLDERS**

### **Dear Shareholders:**

Your Directors have pleasure in presenting the Annual Report on the business and operations of the Company and Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March 2010.

### **DIVIDENDS**

Your Board of Directors does not recommend any dividend for the year 2009-10

### **OPERATIONS**

During the year company has incurred a losses before taxes of Rs. 27,61,044.54 as in comparison to last year losses of Rs. 56,79,915.30

### **PARTICULARS OF EMPLOYEES**

None of the employee of the company received remuneration in excess of the limit specified u/s 217 (2A) of the Companies Act, 1956.

### **DISCLOSURE OF PARTICULARS WITH RESPECT OF CONSERVATION OF ENERGY**

The details as required by Companies (Disclosure of particulars in Report of Board of Directors) Rules, 1988 for conservation of Energy, Technology Absorption are not applicable to the Company having regard to the nature of business of the Company. Foreign Exchange earnings and outgo are “NIL”

### **DIRECTOR RESPONSIBILITY STATEMENT**

Pursuant to section 217(2AA) of the Companies Act, 1956 the Directors confirm that:

1. In presentation of the annual accounts, the applicable standards had been followed along with proper explanation relation to material departures;
2. The Directors had 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 your Company at the end of the financial year and of the profit of your Company for that period;
3. The Directors had 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 your Company and for preventing and detection fraud and other irregularities;
4. The Directors had prepared the annual accounts on a going concern basis.

### **DIRECTORS:**

Sri. Vikram Singh who retires by rotation and being eligible, offer himself for reappointment.

## **AUDITORS**

M/s. SANDEEP JHAWAR & ASSOCIATES Chartered Accountants, Statutory Auditors of your Company hold office until the conclusion of the Annual General Meeting. The Board of Directors proposes the appointment of M/s Sandeep Jhawar & Associates Chartered Accountants, as the Statutory Auditors the Company has received a certificate from them to the effect that their appointment if made would be within the limits prescribed under Section 224(1) of the Companies Act, 1956.

## **APPRECIATION**

We wish to place on record our deep and sincere appreciation for the contribution made by the workers, staff and executives to the performance of the Company.

**BY ORDER OF THE BOARD  
For KEDIA INFOTECH LTD**

Sd/-

sd/-

Place: DELHI  
Date: 27-08-2010

Ashok Kumar Kedia  
Director

Vishwamberlal Kedia  
Director

## **CORPORATE GOVERNANCE**

### **ANNEXURE – “A” TO DIRECTORS REPORT – CORPORATE GOVERNANCE (PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT).**

#### **1. Company’s Philosophy on Corporate Governance**

The Company has adopted adequate control systems and adherence to Corporate Governance to enable its Board of Directors to effectively discharge its responsibilities in the best interest of its stakeholders, customers, employees and the society.

Kedia Infotech’s philosophy on Corporate Governance ensures the fullest commitment of the Management and envisages the attainment of the highest level of transparency, accountability and equity, in all facets of its activities and operations.

#### **2. Board of Directors**

##### **(a) Composition of the Board**

To be in line with the Company’s philosophy of Corporate Governance, all statutory subjects are placed before the Board to discharge its responsibilities as trustees to the Shareholders.

##### **(b) Attendance of each Director at Board Meetings and the last Annual General Meeting (AGM)**

Five Board Meetings were held during the financial year.

The dates on which the meetings were held are 27.04.2009, 27.07.2009, 26.10.2009, 28.01.2010 and 31.03.2010. The last Annual General Meeting was held on 29.09.2009.

The attendance of each director is under:

S.No	Name of the Director	Category of Directorship	No. of other directorships	No. of committees in which members	No. of Board meetings attended	Whether attended last AGM
1.	Ashok Kumar Kedia	Promoter Executive Director	3	Nil	5	Yes
2.	Vishwamberlal Kedia	Promoter Executive Director	1	Nil	5	Yes
3.	Dhantu Ramakrishna	Independent Non-Executive Director	2	Nil	4	Yes
4.	Subhash Chander	Independent Non-Executive Director	Nil	Nil	5	Yes
5.	Vikram Singh	Independent Non-Executive Director	Nil	Nil	4	Yes

### 3. Audit Committee

#### (a) Brief description of terms of reference

- 1) It shall have authority to investigate into any matter in relation to the items specified in Section 292A of the Companies Act, 1956 or referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and external professional advice, if any.
- 2) To seek information from any employee and obtain outside legal or professional advice.
- 3) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 4) Reviewing with the management the annual financial statements before submission to the Board, internal and external auditors and the adequacy of the internal control systems.
- 5) Reviewing the Company's financial and risk management policies and compliance with internal control systems.

**(b) Composition, Names of Members and Chairperson**

During the year under review Five (5) meetings were held for approval of Un-audited Financial Results for the quarter ended 27.04.2009, 27.07.2009, 26.10.2009, 28.01.2010 and 31.03.2010.

The meetings of Audit Committee are also attended by the heads of finance and Statutory Auditors as invitees. The Un-audited results for each quarter are approved by the Audit Committee before passed on to the Board of Directors for approval and adoption.

**4. Remuneration Committee**

The Board of Directors of the Company have constituted the Remuneration Committee with effect from 01.12.2003. During the year there was no committee meeting held.

**5. Shareholders/Investors Grievances Committee**

The committee oversees share transfers and monitors investors grievances. Committee also looks into the redressal of shareholders and investor's complaints like transfer of shares, non-receipt of balance sheet, change in address, non-receipt of declared dividends etc.

**6. General Body Meetings**

**(a) Details of the location and time of the last three Annual General Meetings (AGMs) of the Company.**

The details in respect of the last three Annual General Meetings of the Company are as follows:

Date of the Meeting	AGM held relating to accounting year ended	Venue of the Meeting	Time of Meeting
29.09.2009 (2008-2009)	2009	312, G.K. House, 187A, Sant Nagar, East of Kailash, New Delhi-110 065.	11.00 A.M
20.09.2008 (2007-2008)	2008	312, G.K. House, 187A, Sant Nagar, East of Kailash, New Delhi-110 065	11:00 A.M
29.09.2007 (2006-2007)	2007	312, G.K. House, 187A, Sant Nagar, East of Kailash, New Delhi-110 065.	11.30 A.M

## **7. Disclosures**

**(A). Disclosures on materially significant related party transactions i.e., transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.**

As mentioned in Sch.18 Point No.19

**(B). Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

None.

## **8. Notes on Directors Appointment/Re-appointment**

None.

## **9. Means of Communication**

As per the listing requirements, the Company publishes financial results, notices of the board meetings, annual general meetings, extraordinary general meeting, if any held, in the leading English and Regional Newspapers. The Management Discussion and Analysis Report forms part of the Annual Report.

## **10. General Shareholder information**

(a) As indicated in the Notice to our Shareholders, the Annual General Meeting of the Company will be held on 30.09.2010 at 11.30 A.M at the Registered Office of the Company. The financial year is 1<sup>st</sup> April to 31<sup>st</sup> March.

(b) **Date of book closure:** 27<sup>th</sup> Sep 2010 to 30<sup>th</sup> Sep 2010 (both the days inclusive) for the purpose of the Annual General Meeting

### **(c) Listing of the Stock Exchanges**

The Company is in process of paying listing fees to all the Stock Exchanges where it is listed for the financial year ended 2009-2010.

### **(d) Stock Code**

Demat ISIN Number : INE245D01017

### **(e) Stock performance in comparison to broad-based indices such as BSE, Sensex, BZX200, Nifty.**

The share price of the Company has been moving with the trend of the indices.

### **(f) Registrar & Share Transfer Agents**

M/s Beetal Financial and Computer Services Private Limited  
99 Madangir, New Delhi – 110062

**(g) Share Transfer system**

The shareholders are advised to contact the Registrar and Share Transfer Agents at their address for effecting transfer of shares both in physical and electronic form.

**(h) Dematerialization of Shares:**

The Company has entered into an arrangement with both NSDL and CDSL for dematerialization of shares.

**(i) Outstanding GDRs/ADRs/Warrants or any other Convertible instruments, conversion date and likely impact on equity.**

The Company has not issued any GDRs/ADRs/Warrants or any other convertible instruments so far.

**(j) Dividend Payment Date :**

Not Applicable

**(k) Compliance Officer**

Ashok kumar kedia

312, G.K.House, 187A, Santnagar, East of Kailash, New Delhi – 110 065

**(l) Address for correspondence:**

312, G.K.House, 187A, Santnagar, East of Kailash, New Delhi – 110 065.

**Chartered Accountant**

**SANDEEP JHAWAR & ASSOCIATES**

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**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE  
TO THE MEMBERS OF M/S. KEDIA INFOTECH LIMITED**

We have examined the compliance of the conditions of Corporate Governance by Kedia Infotech Limited for the year ended 31<sup>st</sup> March, 2010 as stipulated in Clause 49 of the Listing Agreement of the said Company, with the stock exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It 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 explanations given to us, and the representations made by the directors and the management, we certify that the company has complied with the conditions of corporate governance as stipulated in clause 49 of the above mentioned listing agreement.

We state that no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the shareholders/investor grievance committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **SANDEEP JHAWAR & ASSOCIATES**  
Chartered Accountants

Sd/-

**SANDEEP JHAWAR**  
PROPRIETOR  
M. NO. 219330

Place: Hyderabad  
Dated: 27-08-2010

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H No : 4-4-50, Sultan Bazar, Hyderabad - 500 095 Ph No : 040-66635759  
EMAIL : jhawarsandeep@gmail.com

**Chartered Accountant**

**SANDEEP JHAWAR & ASSOCIATES**

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**AUDITOR'S REPORT**

**To**  
**The Members**  
**Kedia Infotech Limited**

1. We have audited the attached Balance Sheet of **KEDIA INFOTECH LIMITED** as at 31st March, 2010 and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order 2003, issued by the Central Government of India in terms of Subsection (4A) of section 227 of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said order:

2. Closing Balance of cash is as certified by the management

3. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:-

(a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of the books of accounts;

(c) The Balance Sheet dealt with by this report is in agreement with the books of accounts;

(d) In our opinion, the Balance Sheet of the company comply with the Accounting Standards as referred in Sub-Section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable;

(e) As per information and explanations given to us, none of the directors of the company are disqualified from being appointed as a director under clause (g) of Sub-Section (1) of Section 274 of the Companies Act, 1956;

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H No : 4-4-50, Sultan Bazar, Hyderabad - 500 095 Ph No : 040-66635759  
EMAIL : jhawarsandeep@gmail.com

**Chartered Accountant**

**SANDEEP JHAWAR & ASSOCIATES**

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(f) In our opinion and to the best of our information and according to explanations given to us, the said accounts, read together with Significant Accounting Policies and Notes forming part of Accounts, give the information required by the Companies Act, 1956 in the manner so required, and give a true and fair view in conformity with the accounting principles generally accepted in India,

- i. In case of Balance Sheet, of the state of the affairs of the company as at 31<sup>st</sup> March 2010.
- ii. In case of Profit & Loss Accounts, the loss of the company as at 31<sup>st</sup> March 2010.

Place: Hyderabad  
Date: 27-08-2010

*for* **SANDEEP JHAWAR & ASSOCIATES**  
Chartered Accountants

Sd/-

**CA SANDEEP JHAWAR**  
PROPRIETOR  
M. NO. 219330

---

H No : 4-4-50, Sultan Bazar, Hyderabad - 500 095 Ph No : 040-66635759  
EMAIL : jhawarsandeep@gmail.com

**Chartered Accountant**

**SANDEEP JHAWAR & ASSOCIATES**

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**ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE:**

(i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) The fixed assets of the Company have been physically verified by the management during the year and no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, the company has not made any substantial disposals of fixed assets during the year.

(ii) (a) The inventory of the Company has been physically verified by the management during the year at reasonable intervals.

(b) In our opinion, the procedures for physical verification of stock followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.

(c) The company is maintaining proper records of inventory, the discrepancies noticed on verification between the physical stock and book records were not material.

(iii) The company has not granted loans, secured or unsecured, to one companies, firms and other parties listed in the register maintained under section 301 of the Companies Act, 1956. The rate of interest and other terms and conditions of loans given by the company, secured or unsecured, are not prima facie prejudicial to the interest of the company. The payment of principal amount is regular & there are no overdue amounts.

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods.

(v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.

(b) In our opinion and according to the information and explanations give to us, the transactions for the purchase of goods, materials and services, sale of goods made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs.5,00,000/- in respect of any party during the year have been made at prices which are reasonable having regard to prevalent market prices for such goods/materials/services a the relevant time.

(vi) In our opinion, the company's internal audit system is commensurate with its size and nature of its business.

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H No : 4-4-50,Sultan Bazar, Hyderabad – 500 095 Ph No : 040-66635759  
EMAIL : jhawarsandeep@gmail.com

**Chartered Accountant**

**SANDEEP JHAWAR & ASSOCIATES**

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(vii)(a) The company is regular in depositing with the appropriate authorities the undisputed statutory dues relating to provident fund, employees state insurance, investor education protection fund, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it.

(b) According to the information and explanations given to us, there are no disputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess as at the end of the financial year covered report, for a period or more than six months from the date they became payable.

(viii) The Company have accumulated losses at the end of the year, the company has incurred cash losses during the current year and have incurred cash losses in the immediately preceding financial year.

(ix) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.

(x) According to the records examined by us and the information and explanations give to us proper records have been maintained of the transactions and contracts & timely entries have been made therein in respect of dealing in shares, securities, debentures and other investments. The shares, securities, debentures and other securities have been held by the company in its own name.

(xi) According to the records examined by us and the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment and no long-term funds have been used to finance short-term assets except working capital.

(xii) The Company has not made any preferential allotment during the year.

(xiii) The Company has not raised any money by public issue during the year.

(xiv) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

(xv) The other clauses are not applicable to the company.

**For Sandeep Jhavar & Associates**  
Chartered Accountants

Sd/-

**CA Sandeep Jhavar**  
Proprietor  
M. NO. 219330

Place: Hyderabad  
Date: 27-08-2010

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H No : 4-4-50, Sultan Bazar, Hyderabad – 500 095 Ph No : 040-66635759  
EMAIL : jhawarsandeep@gmail.com

**KEDIA INFOTECH LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2010**

PARTICULARS	SCHEDULE NO.	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
<b>I. SOURCES OF FUNDS</b>			
<b>1. SHAREHOLDERS' FUNDS:</b>			
a) SHARE CAPITAL	1	54,075,500.00	54,075,500.00
b) RESERVES AND SURPLUS	2	(3,156,589.40)	(774,263.86)
<b>2. LOAN FUNDS:</b>			
a) SECURED LOAN	3	82,806.64	154,806.64
<b>3. DEFERRED TAX LIABILITY (NET)</b>			
		6,212,027.12	6,590,746.12
<b>TOTAL</b>		<b>57,213,744.36</b>	<b>60,046,788.90</b>
<b>II. APPLICATION OF FUNDS</b>			
<b>1. FIXED ASSETS:</b>			
a) GROSS BLOCK	4	145,748,883.83	145,748,883.83
b) LESS : DEPRECIATION		140,267,653.56	137,648,085.56
c) NET BLOCK		<b>5,481,230.27</b>	<b>8,100,798.27</b>
<b>2. INVESTMENTS</b>			
	5	15,812,987.00	15,812,987.00
<b>3. A. CURRENT ASSETS, LOANS &amp; ADVANCES:</b>			
a) SUNDRY DEBTORS	6	2,212,008.00	5,137,008.00
b) CASH & BANK BALANCES	7	187,150.33	666,489.15
c) OTHER CURRENT ASSETS.	8	868,657.72	657,202.44
d) LOANS AND ADVANCES.	9	47,653,763.92	45,601,878.92
SUB TOTAL (A)		<b>50,921,579.97</b>	<b>52,062,578.52</b>
<b>LESS: B. CURRENT LIABILITIES &amp; PROVISIONS:</b>			
a) CURRENT LIABILITIES	10	12,036,468.19	12,915,705.19
b) PROVISIONS	11	2,965,584.69	3,013,869.69
SUB TOTAL (B)		<b>15,002,052.88</b>	<b>15,929,574.88</b>
<b>NET CURRENT ASSETS (A-B)</b>		<b>35,919,527.09</b>	<b>36,133,003.64</b>
<b>4. MISCELLANEOUS EXPENDITURE</b>			
(To the extent not written off or adjusted)	12	-	-
<b>TOTAL</b>		<b>57,213,744.36</b>	<b>60,046,788.91</b>
<b>NOTES ON ACCOUNTS</b>	18	0.00	(0.00)

The above referred schedules form an integral part of Balance Sheet  
As per our report of even date attached.  
for **Sandeep Jhawar & Associates**  
Chartered Accountants

sd/-

**CA Sandeep Jhawar**  
Proprietor  
**M.No. 219330**

Place : DELHI  
Date : 27-08-2010

**For and on behalf of the Board**

sd/-

**ASHOK KUMAR KEDIA**  
Director

sd/-

**VISHWAMBERLAL KEDIA**  
Director

**KEDIA INFOTECH LIMITED**

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDING 31ST MARCH , 2010**

S.No.	PARTICULARS	Schedule No.	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
<b>A</b>	<b>INCOME:</b>			
	1) Income from Operations	13	795,348.00	216,325.79
	2) Other Income	14	7,639.88	670,212.00
	<b>TOTAL</b>		<b>802,987.88</b>	<b>886,537.79</b>
<b>B</b>	<b>EXPENDITURE:</b>			
	1) Purchases	15	-	-
	2) Operating Expenses	15	104,586.00	177,613.00
	3) Administrative & Selling Expenses	16	839,878.42	1,837,627.52
	4) Loss on sale of Asset		-	-
	4) Preliminary Expenses	12	-	375,572.23
	5) Depreciation	4	2,619,568.00	4,175,640.34
	<b>TOTAL</b>		<b>3,564,032.42</b>	<b>6,566,453.09</b>
<b>C</b>	<b>NET PROFIT BEFORE INCOME TAX</b>		(2,761,044.54)	(5,679,915.30)
<b>D</b>	<b>LESS: PROVISION FOR TAXATION</b>			
	-Current		-	-
	-Deferred Tax		(378,719.00)	429612.02
	-Fringe Benefit Tax		-	6552.00
<b>E</b>	<b>NET PROFIT AFTER TAX</b>		(2,382,325.54)	(6,116,079.32)
<b>F</b>	<b>BALANCE BROUGHT FORWARD FROM LAST YEAR</b>		(774,263.86)	5,341,815.47
<b>G</b>	<b>PROFIT CARRIED FORWARD TO B/S</b>		<b>(3,156,589.40)</b>	<b>(774,263.84)</b>
	NOTES TO ACCOUNTS	17		
	Basic/ diluted earnings per share.		(0.43)	(1.12)

The above referred schedules form an integral part of Profit & Loss Account  
As per our report of even date attached.

for **Sandeep Jhavar & Associates**  
Chartered Accountants.

sd/-

**CA Sandeep Jhavar**  
Proprietor  
M.No. 219330

Place : DELHI  
Date : 27-08-2010

For and on behalf of the Board

sd/-

**ASHOK KUMAR KEDIA**  
Director

sd/-

**VISHWAMBERLAL KEDIA**  
Director

**KEDIA INFOTECH LIMITED**

SCHEDULES ATTACHED TO AND FORMING PART OF THE BALANCE SHEET & PROFIT AND LOSS A/C

**SCHEDULE "1" - SHARE CAPITAL**

PARTICULARS	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
<b>I <u>Authorised Capital</u></b>		
6500000 Equity Shares of Rs.1/- each	<u>65000000.00</u>	<u>65000000.00</u>
<b>II <u>Issued, Subscribed, Called and Paid Up Capital</u></b>		
5484000 Equity Shares of Rs.1/- each	54840000.00	54840000.00
Less : Allotment money receivable from others	764500.00	764500.00
	<u>54075600.00</u>	<u>54075600.00</u>

**SCHEDULE " 2" - RESERVES & SURPLUS**

PARTICULARS	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
Profit Brought forward from previous year	-774263.86	5341815.46
Add: Profit for the year	-2382325.54	-6116079.32
	<u>-3156689.40</u>	<u>-774263.86</u>

**SCHEDULE " 3" - SECURED LOAN**

PARTICULARS	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
Kotak Mahindra Primus Ltd. (Secured on Hypothecation of Motor Car)	82806.64	154806.64
	<u>82806.64</u>	<u>154806.64</u>

**SCHEDULE "5" - INVESTMENTS**

PARTICULARS	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
<b>INVESTMENTS (AT COST)</b>		
<b>I <u>QUOTED-Short term investments:-</u></b>		
1) DSP Merrilynch Opportunities Fund - Div Cash option [22007.0423 (Nil) Units of Rs.22.72 (Nil) Each]	0.00	0.00
1) Prudential I C I C I Power [3819.9420 (23377.5870) Units of Rs.14.01 Each]	53517.00	53517.00
<b>II <u>UNQUOTED-Long term investments</u></b>		
M/s. Kedia Infotech Systems Limited.	2759470.00	2759470.00
TM Constructions	13000000.00	13000000.00
	<u>15812987.00</u>	<u>15812987.00</u>
Market value of quoted investments		

**CURRENT ASSETS, LOANS & ADVANCES**

S.No.	PARTICULARS	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
<b>SCHEDULE "6" - SUNDRY DEBTORS</b>			
(Unsecured & Considered good )			
	Debts outstanding for a period exceeding six months.	1512008.00	1512008.00
	Other Debts	700000.00	0.00
		<b>2212008.00</b>	<b>1512008.00</b>
<b>SCHEDULE "7" - CASH &amp; BANK BALANCES</b>			
	1. Cash on Hand	61396.01	548674.91
	2. Balances with Schedule Bank in Current Accounts	92813.52	84873.44
	3. Balances with Schedule Bank in Fixed Deposit	31827.80	31827.80
	4. Balances with other Bank in Current Account Agroha Co-op urban Bank	1113.00	1113.00
		<b>187150.33</b>	<b>666489.15</b>
<b>SCHEDULE "8" - OTHER CURRENT ASSETS</b>			
	Deposits & Other Current Assets	829105.72	657202.44
	TDS Receivable	39552.00	0.00
		<b>868657.72</b>	<b>657202.44</b>
<b>SCHEDULE "9" - LOANS &amp; ADVANCES</b>			
(Recoverable in cash or in kind or value to be received and considered good for recovery)			
		47653763.92	45601878.92
		<b>47653763.92</b>	<b>45601878.92</b>
<b>CURRENT LIABILITIES &amp; PROVISIONS</b>			
S.No.	PARTICULARS	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
<b>SCHEDULE - "10" - CURRENT LIABILITIES</b>			
	Sundry Creditors	11992530.19	12915705.19
	Other Current Liabilities	43938.00	0.00
		<b>12036468.19</b>	<b>12915705.19</b>
<b>SCHEDULE - "11" - PROVISIONS</b>			
	Provisions	2965584.69	3013869.69
		<b>2965584.69</b>	<b>3013869.69</b>
<b>SCHEDULE - "12" - MISCELLANEOUS EXPENDITURE</b>			
PARTICULARS	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)	
Preliminary & Pre-formation Expenses.			
Opening Balance	0.00	375572.23	
Less: 1/10th written off	0.00	375572.23	
TOTAL	<b>0.00</b>	<b>0.00</b>	

<b>INCOME</b>			
S.No.	PARTICULARS	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
<b>SCHEDULE - "13" - INCOME FROM OPERATIONS</b>			
1	E-Tran income	7800.00	92400.00
2	Seed Code	44835.00	0.00
3	Application Fee	0.00	0.00
4	E-Tran T/R & card fee	2400.00	1750.00
5	Development centre Registration Fees	0.00	16400.00
6	SDC licence Fee/Registration fee & Processing fee	600.00	0.00
7	Service Income	734094.00	0.00
6	Profit/(Loss) on sale of Mutual Fund Investments	0.00	0.00
7	Dividend Income	0.00	13369.79
8	Upgrade	0.00	0.00
9	ATC Transaction/ Rolls Income	5619.00	92406.00
	<b>Total</b>	<b>795348.00</b>	<b>216325.79</b>
<b>SCHEDULE - "14" - OTHER INCOME</b>			
1	Interest Income	0.00	192000.00
2	Misc. Income	7639.88	478212.00
	<b>Total</b>	<b>7639.88</b>	<b>670212.00</b>
<b>EXPENDITURE</b>			
S.No.	PARTICULARS	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
<b>SCHEDULE - "15" - PURCHASES</b>			
1	Fabric Purchases	0.00	0.00
	<b>Total</b>	<b>0.00</b>	<b>0.00</b>
<b>SCHEDULE - "15" - OPERATING EXPENSES</b>			
1	Computer Peripheral	0.00	13385.00
2	Leased Line Expenses	104586.00	164228.00
	<b>Total</b>	<b>104586.00</b>	<b>177613.00</b>
<b>SCHEDULE - "16" - ADMINISTRATIVE &amp; SELLING EXPENSES</b>			
1	Advertisement Expenses	1000.00	0.00
2	AGM Expenses	0.00	0.00
3	ATC payments	0.00	102648.50
4	Auditors Remuneration	3500.00	7000.00
5	Bank Charges	4700.52	17065.25
6	Business Promotion Expenses	8666.00	0.00
7	Conveyance Expenses	38965.90	1376.00
8	Discount Allowed	0.00	1500.00
9	Electrical Repairs	571.00	0.00
10	Electricity Charges	121748.00	185466.00
11	Etran World card payments	0.00	5355.00
12	General Expenses	2788.00	18594.00
13	Insurance	5100.00	9154.00
14	Interest	0.00	9965.00
15	Legal Expenses	33000.00	15000.00
16	Licence & Regn. Fees	12000.00	5900.00
17	GHMC Fees	0.00	90815.00
18	Parking Expenses	3920.00	4640.00
19	Professional Tax	4560.00	0.00
20	Office Expenses	0.00	53671.00
21	Postage, courier & Telegrams	9470.00	53074.77
22	Printing and Stationery	27791.00	14838.00
23	Rent	0.00	141600.00
24	Salaries, wages & other benefits to employees	468011.00	942269.00
25	Telephone Expenses	80120.00	49402.00
26	Travelling Expenses	7500.00	0.00
27	Water charges	6467.00	9954.00
28	Commission & Incentives	0.00	98340.00
	<b>Total</b>	<b>839878.42</b>	<b>1837627.52</b>

**SCHEDULE – "17"****SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS:**

1. The Financial Statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles.
2. All income and expenditure are generally accounted for on accrual basis.
3. Income from e-tran are generated from scheme called e-tran digi cash, out of which membership fee is collected.
4. Fixed Assets are stated at historical cost less accumulated depreciation.
5. Investments are stated at cost of acquisition inclusive of related expenses. No provisions has been made for diminution in the value of long term investments.
6. The retirement benefits are payable as per the internal rules of the company.
7. Provision for taxation has been made based on computations as per the provisions of Income Tax Act.
8. Preliminary & public issue expenses have been treated as deferred revenue expenditure and are amortised as per law.
9. Confirmation of balances from Debtors, Creditors, Banks, Loans & Advances are yet to be received/reconciled in some of the cases.

10. According to the explanation given to us, during the course of Audit, Income Tax Dept. have seized the Bank Account of the company but company is carrying the same balances of Banks in the Books as it was there at the time of Seize.

11. The particulars of auditor's remuneration are as under:

	(in rupees)	
	Current Year	Previous Year
a) As Audit fee	3500.00	7000.00
b) As Tax Audit fee	0.00	0.00

12. Particulars relating to Foreign Exchange:  
Foreign exchange inflows - Nil

13. Previous year figures have been re-grouped/re-classified wherever necessary to conform to the current year's classification.

14. The company has no sufficient information as to whether its suppliers constitute small scale industrial undertakings and, therefore, the amount due to such suppliers have not been identified.

15. Managerial Remuneration:

	(in rupees)	
	Current Year	Previous Year
a. Remuneration to Managing Director	0.00	0.00

15. Contingent Liabilities : Nil

16. Additional Information pursuant to the provisions of para 3, 4c and 4d of the part II of schedule XVI of the companies act, 1956. Nil

17. Deferred tax

a. Deferred tax has been provided in accordance with Accounting standard 22 - Accounting for taxes on income issued by the Institute of Chartered Accountants of India w.e.f. 1st April, 2001. The net deferred asset during the year amounting to Rs. 378719.00 has been adjusted in the profit and loss account.

b. The breakup of net deferred tax liability as on 31st March, 2010 is as under:

	(in rupees)	
	Deferred tax liability	Deferred tax liability
-Opening Deferred Tax Liability	6590746.12	6161134.10
-Deferred Tax Liability / Asset on account of Difference Of Depreciation as per taxation & books during the year	-378719.00	429612.02
-Deferred Tax Asset on account of disallowance of expenses on account of late payment of TDS	0.00	0.00
Total deferred tax liability (Net)	6212027.12	6590746.12

18. Related party disclosures (as identified by the management) as per Accounting standard 18 are given below:

a. Details of transaction with related parties:		(In Rupees)	
Nature of transaction	Key Management personnel & relatives	Other related Parties	Total Amount
	0.00	0.00	0.00

b. Names of related parties, description of relationship and outstanding as on 31st March, 2010

Related Party	Relationship	Balances as on 31st March 2010
i) Key management personnel and relatives:		
Sri Vishwamberlal Kedia	Director	0.00
Sri Ashok Kumar Kedia	Director	-510458.00
ii) Other related parties		
M/s. Kedia Infotech Systems Ltd.	3 Common directors	20763.00
M/s. Kedia Technologies Ltd.	2 Common directors	9636986.00

c. In respect of the above parties, there is no provision for doubtful debts as on 31st March, 2010 and no amount has been written off or written back during the year in respect of debts due from/to them.

19. Earning per share

Particulars	As at March 31, 2010	As at March 31, 2009
i) Net profit after taxation (In Rupees) used as numerator.	-2382325.54	-6116079.32
ii) Basic/ weighted average number of Equity shares used as a denominator	5484000.00	5484000.00
iii) Nominal value of equity shares	10.00	10.00
iv) Basic/ diluted earnings per share.	-0.43	-1.12

20. Segment Reporting:

Particulars	E-tran & Software	Fabrics	Un-allocated	Total
A. Primary Segment Information				
Segment Revenue	795348.00	0.00	7639.88	802987.88
Segment Expenses	3564032.42	0.00	0.00	3564032.42
Segment Result	-2768684.42	0.00	7639.88	-2761044.54

Note: Due to nature of business, it is not possible to determine segmentwise assets & liabilities because assets & liabilities is used interchangeably between segments.

B. Secondary Segment information

Note: As the company is carrying on major of its activities in India, hence geographical segment reporting is not required.

21. Company Secretary

Company is not having full time company secretary in the organization. They are availing the services of part time company secretary.

(Amount in Rs.)

## FIXED ASSETS

S.No	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK			
		AS AT 01.04.2009		DURING THE YEAR		AS AT 31.03.2010		UP TO 01.04.2009		DURING THE YEAR		UP TO 31.03.2010	
		AS AT	ADDITIONS	DEDUCTIONS	AS AT	ADDITIONS	DEDUCTIONS	UP TO	ADDITIONS	DEDUCTIONS	AS AT	AS AT	
1	Computers & Systems	67,095,272.00	-	-	67,095,272.00	1,566,483.00	-	63,179,063.91	1,566,483.00	-	64,745,546.91	2,349,725.09	3,916,208.09
2	Furniture	3,586,268.00	-	-	3,586,268.00	194,253.00	-	2,513,049.52	194,253.00	-	2,707,302.52	878,965.48	1,073,218.48
3	Tourist Coaches	3,247,700.00	-	-	3,247,700.00	15,778.00	-	3,135,707.05	15,778.00	-	3,151,485.05	96,214.95	111,992.95
4	Electricity Equipment	3,012,326.00	-	-	3,012,326.00	151,027.00	-	1,326,585.50	151,027.00	-	2,077,612.50	934,713.50	1,085,740.50
5	Vehicles	1,057,879.00	-	-	1,057,879.00	38,595.00	-	780,414.17	38,595.00	-	819,009.17	238,869.83	277,464.83
6	Software	67,744,838.83	-	-	67,744,838.83	653,185.00	-	66,111,875.46	653,185.00	-	66,765,060.46	979,778.37	1,632,963.37
7	Office Equipment	4,600.00	-	-	4,600.00	447.00	-	1,389.95	447.00	-	1,836.95	2,763.05	3,210.05
	TOTAL	145,748,883.83	-	-	145,748,883.83	2,619,768.00	-	137,648,085.56	2,619,768.00	-	140,267,853.56	5,481,030.27	8,100,798.27
	Previous Year	148,705,355.83	-	-	145,748,883.83	4,175,640.34	-	133,472,445.23	4,175,640.34	-	137,648,085.56	8,100,798.27	12,276,438.60

**KEDIA INFOTECH LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDING 31ST MARCH, 2010**

S.No.	PARTICULARS	As at 31.03.2010 (Rs.)
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>	
	Net Profit before tax and extraordinary items.	(2,761,044.54)
	Adjustments for :	
	Depreciation	2,619,568.00
	Preliminary Expenses W/o	-
	Income Tax	-
	Interest and Dividend Recd.	-
	Profit/(Loss) on sale of Mutual Fund Investments	-
	Operating Profit before working capital changes	(141,476.54)
	Adjustments for Working Capital	
	Decrease/ (Increase) in Inventories	-
	Decrease/ (Increase) in Sundry Debtors	2,925,000.00
	Decrease/ (Increase) in Other Current Assets	(211,455.28)
	Decrease/ (Increase) in Loans & Advances	(2,051,885.00)
	(Decrease)/ Increase in Current Liabilities	(927,522.00)
	Cash generated from operations	(265,862.28)
	<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>(407,338.82)</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>	
	Purchase of Fixed Assets	-
	Sale of Fixed Assets.	-
	Purchase of Investments	-
	Sale of Investments	-
	Interest & Dividend Received	0.00
	Profit (Loss) on sale of Investment	-
	Profit (Loss) on sale of Fixed Asset	-
	<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	<b>-</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>	
	Proceeds from Allotment Money Received	
	Proceeds from long term borrowings	(72,000.00)
	Dividends paid	
	<b>NET CASH FROM FINANCING ACTIVITIES (C)</b>	<b>(72,000.00)</b>
	Net changes in Cash & Cash Equivalents (A+B+C)	(479,338.82)
	Cash & cash equivalent at the beginning of period	666,489.15
	Cash & cash equivalent at the end of period	187,150.33

As per our report of even date attached,  
for **Sandeep Jhavar & Associates**  
Chartered Accountants.

sd/-

**CA SANDEEP JHAWAR**  
Proprietor  
**M.No. 219330**

**For and on behalf of the Board**

sd/-

**ASHOK KUMAR KEDIA**  
Director

sd/-

**VISHWAMBERLAL KEDIA**  
Director

Place : DELHI  
Date : 27-08-2010

## KEDIA INFOTECH LIMITED

INFORMATION PURSUANT TO PART IV OF SCHEDULE VI OF THE COMPANIES ACT, 1956.

### BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

**I. Registration Details :**

Registration No.	58040
State Code.	55
Balance Sheet Date.	31.03.2010

**II. Capital Raised During the Year (Amount in Rs. '000)**

Public Issue	Nil	Right Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

**III. Position of Mobilisation and Deployment of Funds (Amount in Rs. '000)**

Total Liabilities	57,213.74	Total Assets	57,213.74
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**Sources of Funds**

**Application of Funds**

Paid Up Capital	54,075.50	Net Fixed Assets	5,481.23
Reserves & Surplus	(3,156.59)	Investments	15,812.99
Secured Loans	82.81	Net Current Assets	35,919.53
Unsecured Loans	-	Miscellaneous Expenditure	-
Deferred Tax Liability	6,212.03		

**IV Performance of the Company (Amount in Rs. '000)**

Turnover	802.99
Total Expenditure	3,564.03
Profit Before Tax	(2,761.04)
Profit After Tax	(2,382.33)
Earning Per Share	(0.43)
Dividend Rate	-

**V Generic Names of Three Principal Products/Services of the Company (as per Monetary terms)**

Item Code No. (ITC Code)	N.A
Prod./Service Description.	1. Information and Technology

For and on behalf of the Board

sd/-

**ASHOK KUMAR KEDIA**  
Director

sd/-

**VISHWAMBERLAL KEDIA**  
Director

Place : DELHI  
Date : 27-08-2010

**KEDIA INFOTECH LIMITED**

**ATTENDANCE SLIP**

REGD OFFICE: 312, G.K. HOUSE, 187A, SANT NAGAR, EAST OF KAILASH, NEW DELHI-110065

**16<sup>th</sup> Annual General Meeting on 30<sup>th</sup> September 2010 at 11.30 A.M.**

Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall

Name of the Member	Folio No/Client ID & DP ID	No. of Shares Held

I hereby record my presence at the 16<sup>th</sup> Annual General Meeting of the company to be held on 30.09.10 at 11.30 A.M at East of Kailash, New Delhi-110065

Signature of the share Holder or Proxy attending the meeting	
If Member, please Sign Below	If Proxy, Please Sign Below

.....**TEAR OFF HERE**.....

**KEDIA INFOTECH LIMITED**

**PROXY**

REGD.OFFICE: 312,G.K.HOUSE, 187A,SANT NAGAR, EAST OF KAILASH  
NEW DELHI—110065

**16<sup>th</sup> Annual General Meeting**

I/We \_\_\_\_\_ of \_\_\_\_\_ in the district  
of \_\_\_\_\_ being a member/members of the company, hereby  
appoint \_\_\_\_\_ of \_\_\_\_\_ in the district  
of \_\_\_\_\_ Or failing him/her \_\_\_\_\_ of \_\_\_\_\_ In the district of

\_\_\_\_\_ As my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the company to be held on Tuesday the 30<sup>th</sup> day of September 2010 At 11.30. A.M at East of Kailash, New Delhi-110065 and at any adjournment thereof.

As witness my/our hand (s) this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Affix One Rupee Revenue Stamp
--

Note: this Proxy Form, in order to be effective, should be duly stamped, completed and signed and must be deposited at he registered office of the Company, not less than 48 hours before the meeting.