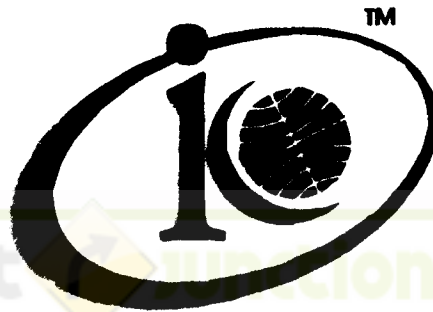


# 10th Annual Report



**KEDIA GROUP**  
Since 1874

## **KEDIA INFOTECH LIMITED**

**AN ISO 9001:2000 COMPANY**

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513, Vth Floor, Swapnalok Complex, S D Road, Secunderabad - 500017

Tel : +91 40 55314444 / 5531 9629

website : [kediainfo.com](http://kediainfo.com) e-mail : [info@kediainfo.com](mailto:info@kediainfo.com)

**10<sup>th</sup>  
Annual Report  
for the financial year ended  
31<sup>st</sup> March, 2004**



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**KEDIA INFOTECH LIMITED**

**BOARD OF DIRECTORS**

<b>Shri. Ashok Kumar Kedia</b>	Managing Director
<b>Shri. Prabhudayal Kedia</b>	Chairman cum Director
<b>Shri. Vishwamberlal Kedia</b>	Vice-Chairman cum Director
<b>Shri. Dilip Kumar Kedia</b>	Non-Executive Director
<b>Shri. Dhanraj</b>	Independent Non-Executive Director
<b>Shri. Arvind Kumar Sharma</b>	Independent Non-Executive Director

**Auditors**

M/s.PPKG & Co.  
Chartered Accountants,  
#4-1-371, Kundas Estate,  
3<sup>rd</sup> Floor, Abids,  
Hyderabad – 500 001(A.P.)

**Registrar & Share Transfer Agents**

M/s.Beetal Financial and Computer  
Services Private Limited  
321-S, Chirag Delhi,  
(Near Shahid Bhagat Singh College),  
NEW DELHI – 110 017.

**Corporate Office**

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

**Company Secretary**

Ms Pallavi Hedge

**Registered Office**

112, G.K.House, 187A,  
Santnagar,  
East of Kailash,  
NEW DELHI – 110 065

**Listing**

The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001.

The Madras Stock Exchange Limited  
Exchange Building, P.Box183,  
11, 2<sup>nd</sup> Line Beach,  
Chennai – 600 001.

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

Jaipur Stock Exchange Limited,  
Stock Exchange Building,  
Jawaharlal Nehru Marg,  
Malviya Nagar, Jaipur – 302017.

## NOTICE OF THE TENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Tenth Annual General Meeting of Kedia Infotech Limited will be held at 10.00 A.M on Thursday, the 30<sup>th</sup> September, 2004 at the Registered Office of the Company at 112, G.K. House, 187A, Santnagar, East of Kailash, New Delhi – 110 065 to transact the following business.

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the Year ended 31.03.2004 and the Balance Sheet as at that date together with the Report of Auditors and the Report of the Board of Directors.
2. To appoint a Director in the place of Shri.Arvind Kumar Sharma who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditor of the Company to hold office from the conclusion of this Annual General Meeting , until the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors M/s.PPKG & Co., Hyderabad are eligible for re-appointment.

### SPECIAL BUSINESS

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

“RESOLVED that pursuant to the provisions of Section 268 read with sections 198, 269, 309 and other applicable provisions if any, of the Companies Act, 1956 read with Schedule XIII thereto, consent of the Company and its shareholders , be and is hereby accorded to the amendment with effect from 01.04.2003 in the terms and conditions of the appointment of Shri.Ashok Kumar Kedia, Managing Director of the Company , in relation to the payment of remuneration to him from Rs. 4,80,000/- p.a to Rs. 8,40,000/- p.a , the other terms and conditions remaining the same.”

for and on behalf of the Board

Sd/-

**KEDIA INFOTECH LIMITED**

Prabhudayal Kedia

Chairman Cum Director

Place : New Delhi

Date : 23.08.2004

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956.**

The Board of Directors in its meeting held on 01.04.2003 have decided to enhance the remuneration scale from Rs. 4,80,000 p.a to Rs. 8,40,000 p.a paid to Shri. Ashok Kumar Kedia, Managing Director of the Company, the other terms and conditions remaining the same, in view of his extended and effective services given to the Company.

As the above amendment, requires the approval of the shareholders in the general meeting, the Board hereby proposes the above resolution for approval and ratification by the Shareholders in the 10<sup>th</sup> Annual General Meeting to be held on 30.09.2004.

for and on behalf of the Board

Sd/-

**KEDIA INFOTECH LIMITED**

Prabhudayal Kedia

Chairman Cum Director

Place : New Delhi

Date : 23.08.2004

**ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:**

As required under the listing agreement, the particulars of Directors who are proposed to be reappointed are given below:

1. Name : ARVIND KUMAR SHARMA

Age : 35 Years

Qualification ; B.Com, CA Inter

Experience : Vast Experience in Accounts, Finance, Administration and Industrial Relations and Personal Management.

Other Directorships : - Nil-

for and on behalf of the Board

Sd/-

**KEDIA INFOTECH LIMITED**

Prabhudayal Kedia

Chairman Cum Director

Place : New Delhi

Date : 23.08.2004

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**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 such proxy need not be a member of the company.
2. Instrument of proxies in order to be effective must be deposited at the Company's registered office at 112, G.K. House, 187A, Santnagar, East of Kailash, New Delhi – 110 065 not less than 48 hours before the meeting.
3. Members/Proxies should bring the attendance slip duly filled-in for attending the meeting.
4. Members/Proxies should bring the Annual Report being sent to them.
5. Members may note that the shareholders holding partly paid up shares are not entitled to vote at the meeting.
6. The Register of Members and Share Transfer books of the Company will remain closed from 25<sup>th</sup> September, 2004 to 30<sup>th</sup> September, 2004 (both days inclusive).
7. Members desiring any information on the Accounts are requested to write to the Company at least seven days before the meeting so as to enable the management to keep the information ready.
8. The Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956 will be available for inspection at the venue of the Annual General Meeting of the Company during the Annual General Meeting. The Register of Directors' Shareholding is also available for inspection of the members at the Registered Office of the Company, fourteen days before and three days after, the date of the Annual General Meeting of the Company.
9. Since the Company is yet to declare any dividend, disclosure under Section 295 of the Companies Act, 1956, is not applicable.

For and on behalf of the Board  
**KEDIA INFOTECH LIMITED**

Sd/-  
 Prabhudyal Kedia  
 Chairman Cum Director

Place : New Delhi  
 Date : 23.08.2004

## DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the 10<sup>th</sup> Annual Report together with the Audited Accounts for the financial year ended 31<sup>st</sup> March, 2004, comprising of twelve months from 01.04.2003 to 31.03.2004.

## FINANCIAL RESULTS

The operating results for the year are as under:

	Rs. 31.03.2004	Rs. 31.03.2003
Profit before Depreciation & Tax	33,315,602.92	52,369,900.84
Depreciation	27,522,734.89	23,108,702.49
Tax		
- Current	1,343,643.32	2,714,809.32
- Deferred	846,061.48	8,038,681.07
Profit/(Loss) for the year	3,603,163.23	18,507,707.96
Add: Adj. on account of initial adoption of Deferred Tax	-	-
Profit/(Loss) brought forward	21,439,749.27	2,932,041.31
Surplus carried to Balance Sheet	25,042,912.50	21,439,741.27

## DIVIDENDS

Your Board of Directors do not recommend any dividend for the year 2003-2004.

## OPERATIONS

The turnover for the year decreased to Rs.132,144,624.84 from Rs.331,182,230.17 in the previous year. The operations for the year resulted in the reduced profit of Rs.36.03 Lakhs. (Previous year 185.07 Lakhs).

## INDUSTRIAL RELATIONS

Your Directors are happy to report that the industrial relations have been extremely cordial at all levels throughout the year.



## **PARTICULARS OF EMPLOYEES**

During the year under review, none of the employees of the Company have drawn remuneration as specified under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

## **DIRECTORS**

In accordance with the provisions of the Articles of Association of the Company Shri.Arvind Kumar Sharma, Director retires by rotation and being eligible offers himself for reappointment.

## **AUDITORS**

M/s.PPKG & Co.,Chartered Accountants, Statutory Auditors of your Company hold office until the conclusion of the 10th Annual General Meeting. The Board of Directors proposes the appointment of M/s.PPKG & Co., 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.

## **DEPOSITS**

The Company has not accepted any deposit during the year under review.

## **DIRECTORS RESPONSIBILITY STATEMENT**

The Board submits as under :

- that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- that the directors had selected such accounting policies and applied them consistently and made judgements 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 or loss of the company for that period;
- that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- that the directors had prepared the annual accounts on a going concern basis.

## **CORPORATE GOVERNANCE**

Your Company has to comply with Corporate Governance from the financial year 2002-2003 as per the provisions of listing agreement with the Stock Exchanges. A detailed report on the Corporate Governance is given in this Annual Report.

## **DEMATERIALISATION OF EQUITY SHARES**

The Company has entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dealing of equity shares of the Company in dematerialised form. Company has been allotted ISIN No. 245D02027. The shareholders may send their share certificates through their depository participants for having the shares in electronic form.

## **PARTICULARS REGARDING ENERGY CONSERVATION ETC.**

Pursuant to Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988. Your Company being a non-manufacturing company, the Directors have nothing to report on "Conservation of Energy and Technology Absorption." However, the Board is taking all necessary steps to conserve energy wherever is possible.

During the period under consideration the foreign exchange savings and outgo is as follows:

a) Activities relating to exports, initiatives taken to increase export, development of new export market for services and export plans: Nil

b) Total foreign exchange earned and used:

Earned : Nil

Used : Rs.1,36,700/- (Previous Year 11,62,750/-)