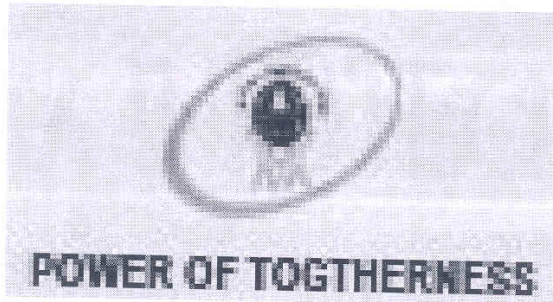


# KEDIA INFOTECH LTD



## 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 Jhavar & 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 Jhavar & 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**

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

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**

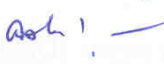
M/s. SANDEEP JHAWAR & ASSOCIATES Chartered Accountants, Statutory Auditors of your Company hold office until the conclusion of the Annual General Meeting. The Board of Directors proposes the appointment of M/s Sandeep Jhawar & Associates Chartered Accountants, as the Statutory Auditors the Company has 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

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.