

NOTICE

The Twenty Seventh Annual General Meeting of **KIDUJA INDIA LIMITED** will be held at The Conference Hall, 18th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai – 400021 on 30th August, 2013 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2013 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Mrs. Kirti D. Jaipuria, who retires by rotation and is eligible for re-appointment.
3. To appoint auditors and fix their remuneration.

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at the Company's registered office not less than 48 hours before the meeting.
- b) The Register of Members and Share Transfer Books of the Company will be closed from 29th August, 2013 to 30th August, 2013 (both days inclusive).
- c) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing to attend and vote on their behalf at the Meeting.
- d) Members are kindly requested to notify any change in their correspondence addresses immediately to the Company quoting their folio numbers / client ID / DP ID.
- e) Members are requested to give their valuable suggestions for improvement of the services and are also advised to quote their E-mail Id's, telephone / facsimile no. for prompt reply of their communications.
- f) Shareholders desiring any information as regards the proposed resolutions are requested to write to the Company at least seven working days in advance so as to enable the Management to keep the information ready at the meeting.

By Order of the Board of Directors

Registered Office:
127-B, Mittal Tower,
Nariman Point,
Mumbai – 400 021.
Date: 28th June, 2013



Ashish D. Jaipuria
Chairman

DIRECTORS' REPORT

To the Members,

The Board of Directors hereby present the 27th annual report on the business and operations of your Company along with the financial statements for the year ended 31st March, 2013.

(₹ lacs)		
FINANCIAL HIGHLIGHTS	2012-13	2011-12
Total Income	2.09	94.23
Total Expenditure	639.54	547.19
Profit / (Loss) before Depreciation	(637.45)	(452.96)
Less : Depreciation	2.04	2.95
Profit / (Loss) before Tax	(639.49)	(455.91)
Less : Tax liability	-	(7.97)
PROFIT / (LOSS) FOR THE YEAR	(639.49)	(463.88)
Less : Transfer to Special Reserve	NIL	NIL
Net Profit / (Loss)	(639.49)	(463.88)
Profit / (Loss) brought forward from previous year	(1,562.43)	(1,098.55)
Balance Carried to Balance sheet	(2,201.92)	(1,562.43)

DIVIDEND

In the view of the accumulated losses of the Company, the Directors do not recommend dividend for the year under review.

OPERATIONS

During the year Company has made substantial efforts in its business operations and has generated total revenue of ₹2.09 Lacs. However the Company has suffered a loss of ₹639.49 Lacs.

TRANSFER TO SPECIAL RESERVE

As the Company has suffered a loss during the year under review, no amount has been transferred to Special Reserve pursuant to Reserve Bank of India (RBI) directives applicable to Non Banking Financial Companies. The debit balance of Profit and Loss Account has been transferred to Balance Sheet under the head "Reserve & Surplus".

PUBLIC DEPOSITS

The Company has not accepted any deposits from the public within the meaning of Section 58A of the Companies Act, 1956 during the period under review.

AUDITORS

M/s. Lodha and Co., Chartered Accountants, who are the statutory auditors of the Company, retire at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment. Your Directors recommend their reappointment.

AUDITORS' OBSERVATIONS

Observations in Auditors' Report are self explanatory and do not need further comments from Directors in this report.

SECRETARIAL COMPLIANCE CERTIFICATE

Pursuant to Section 383A of the Companies Act, 1956 read with Companies (Appointment & Qualification of Secretary) Rules, 1988; the Company has obtained a Certificate from a Company Secretary in Whole Time Practice and is attached with the Directors' Report.

DIRECTORS

Pursuant to the provisions of Articles of Association of the Company, Mrs. Kirti D. Jaipuria retires by rotation and being eligible, offers herself for re-appointment.

Mr. Ashish D. Jaipuria and Mr. Omprakash Agarwal continue to be Directors on the Board.

PARTICULARS OF EMPLOYEES

The Company has no employees drawing remuneration of up to or more than ₹6,000,000 during the year or ₹500,000 per month during any part of the year. Hence there is no information to be provided in accordance with the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975.

DISCLOSURE UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956

The particulars required under 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, is given in Annexure – I to this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

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

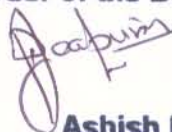
- i) in preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii) they have, in the selection of the accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgments and estimates 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 or loss of the Company for that period;
- iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the annual accounts have been prepared on a going concern basis.

ACKNOWLEDGMENT

The Directors wish to place on record their appreciation for the support and cooperation, which the Company continues to receive from its clients, employees, bankers and associates. The Directors are also grateful to the shareholders for their plentiful support to the Company.

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Date: 28th June, 2013

By Order of the Board of Directors



Ashish D. Jaipuria
Chairman

ANNEXURE – I TO THE DIRECTORS' REPORT

Particulars required under 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

A. CONSERVATION OF ENERGY

- a) Energy conservation measures taken – NONE
- b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy – NONE
- c) Impact of the measures at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods – N.A.
- d) Total energy consumption and energy consumption per unit of production as per Form-A of the Annexure to the Rules is respect of industries specified in the Schedule – N.A.

B. TECHNOLOGY ABSORPTION

FORM – B : Form for disclosure of particulars with respect to Technology Absorption etc.

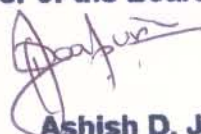
- a) Research and Development – N.A.
- b) Technology Absorption, Adaptation and Innovation – N.A.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange earnings and outgo during the year under review – NIL

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Date: 28th June, 2013

By Order of the Board of Directors



Ashish D. Jaipuria
Chairman



Pradeep Purwar & Associates

Company Secretaries

COMPLIANCE CERTIFICATE

Name of the Company : Kiduja India Limited
CIN : L72200MH1985PLC038019
Authorised Capital : Rs. 17,500,000/-
Paid – up Capital : Rs. 17,150,000/-

To,
The Members
Kiduja India Limited
127-B, Mittal Tower,
Nariman Point,
Mumbai 400 021.

We have examined the registers, records, books and papers of Kiduja India Limited (hereinafter referred to as "the Company") as required to be maintained under the Companies Act, 1956 (hereinafter referred to as "the Act") and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2013. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all Registers as stated in Annexure 'A' to this Certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The company has duly filed the Forms and Returns as stated in Annexure 'B' to this Certificate, with the Registrar of Companies.
3. The Company being public limited company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met 7 (Seven) times on 24th April, 2012, 11th May, 2012, 29th June, 2012, 10th August, 2012, 9th November, 2012, 8th February, 2013 and 5th March, 2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 30th August, 2012 to 31st August, 2012 (both days inclusive) during the financial year under review.





6. The Annual General Meeting for the financial year ended on 31st March, 2012 was held on 31st August, 2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the year under review.
8. The Company has not advanced any loan or provided any guarantee or security in contravention of provisions of Section 295 of the Act.
9. The Company has not entered into any contracts as specified under Section 297 of the Act.
10. There were no contracts in respect of which entries were required to be made the register maintained under Section 301 of the Act.
11. The provisions of Section 314 of the Act are not attracted and therefore, no approvals were required to be taken.
12. The Company has not issued any duplicate share certificates during the financial year.
13.
 - (i) The Company has delivered all the certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - (ii) The Company was not required to deposit any amount in a separate Bank Account as no dividend was declared during the financial year under review.
 - (iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year under review and consequently, there was no unclaimed/unpaid dividend which was required to be transferred to Unpaid Dividend Account of the Company.
 - (iv) There was no amount on account of unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which was required to be transferred to Investor Education and Protection Fund.
 - (v) The Company has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted and the appointment of directors and additional directors have been duly made.



15. The Company has not appointed any Managing Director / Whole-time Director/ Manager during the year under review.
16. The Company has not appointed any sole-selling agent during the year under review.
17. The Company was not required to obtain the approval of the Central Government, Company Law Board, Regional Director or such other authorities as may be prescribed under the provisions of the Act during the financial year under review.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares / debentures / any other securities during the financial year under review.
20. The Company has not bought back any shares during the financial year under review.
21. The Company has not issued any redeemable preference shares/debentures which were required to be redeemed during the year.
22. There were no transactions necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposits falling within the purview of Section 58A of the Act.
24. The amount borrowed by the Company from Directors, Members, Public, Financial Institution, Banks and others during the financial year ending 31st March, 2013 is within the borrowing limits of the Company.
25. The Company has duly complied with the provisions of Section 372A of the Act.
26. The Company has not altered the provisions of the Memorandum of Association with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum of Association with respect to the objects of the Company during the year under scrutiny.



28. The Company has not altered the provisions of the Memorandum of Association with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum of Association with respect to share capital of the company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year under review.
31. There was no prosecution initiated against or show cause notices received by the Company during the year under review for alleged offences under the Act and consequently, no fine / penalty or any other punishment has been imposed on the Company.
32. The Company has not received any money as security from its employees during the year under certification.
33. The provisions of Section 418 of the act relating to deposit of both the employee's and employer's contribution to Provident Fund with prescribed authorities are not applicable to the Company.

Place : Thane
Date : 28th June, 2013



For Pradeep Purwar & Associates
Company Secretaries

A handwritten signature in black ink, appearing to read "Pradeep Kumar Purwar".

Pradeep Kumar Purwar
Proprietor
C. P. No. 5918



28. The Company has not altered the provisions of the Memorandum of Association with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum of Association with respect to share capital of the company during the year under scrutiny.
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Place : Thane
Date : 28th June, 2013



For Pradeep Purwar & Associates
Company Secretaries

Pradeep Kumar Purwar
Proprietor
C. P. No. 5918

COMPLIANCE CERTIFICATE

Name of the Company : Kiduja India Limited
CIN : L72200MH1985PLC038019
Authorised Capital : Rs. 17,500,000/-
Paid – up Capital : Rs. 17,150,000/-

Registers maintained by the Company

I. Statutory Registers

Sr. No.	Description	Registers maintained under
1.	Register of Charges	Section 143 of the Act
2.	Register of Members and Index of Members	Sections 150 and 151 of the Act
3.	Minutes Book (Board / General Meeting)	Section 193 of the Act
4.	Register of Contracts	Section 301 of the Act
5.	Register of Directors, Manager, Secretary etc.	Section 303 of the Act
6.	Register of Directors' Shareholding	Section 307 of the Act
7.	Investment Register	Section 372A of the Act

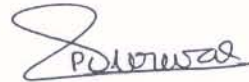
II. Other Registers

Sl. No.	Description
1.	Register of Transfer

Place : Thane
Date : 28th June, 2013



For Pradeep Purwar & Associates
Company Secretaries



Pradeep Kumar Purwar
Proprietor
C. P. No. 5918