

NOTICE TO MEMBERS

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of the **KIDUJA INDIA LIMITED** will be held on Thursday, the 28th day of August, 2014 at 11:00 a.m. at Pravinchandra Gandhi Board Room, 4th Floor, IMC Building, IMC Marg, Churchgate, Mumbai-400 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date together with the Report of the Directors and Auditors thereon.
2. To appoint M/s. Lodha & Co., Chartered Accountants as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
3. To appoint a Director in the place of Mr. Omprakash Agarwal, who retires by rotation and is eligible for re-appointment

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance with Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V to the Act, Mr. Ashish D. Jaipuria be and is hereby appointed as Chairman and Managing Director of the Company for a period of three years commencing from 1st July, 2014.

RESOLVED FURTHER THAT Mr. Ashish D. Jaipuria shall be entitle to commission based on Net profit of the Company as may be decided by the board subject to limits prescribed by the Companies Act, 2013 and rules there under.

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby authorized to digitally sign and file the requisite forms, with the concerned Registrar of Companies."

**By Order of the Board
for KIDUJA INDIA LIMITED**

Registered Office:
127-B, Mittal Tower,
Nariman Point,
Mumbai – 400 021.
Date : 27th June, 2014


Mr. Ashish D. Jaipuria
Chairman and Managing Director
DIN No. 00025537

NOTES

1. **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. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013.
3. The Register of Members and Share Transfer Books of the Company will be closed from 27th August, 2014 to 28th August, 2014 (both days inclusive).
4. 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.
5. Members are kindly requested to notify any change in their correspondence addresses immediately to the Company quoting their folio numbers / client ID / DP ID.
6. In keeping with Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests members who have not registered their mail addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars, etc from the Company electronically.
7. 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.
8. 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.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company, on all working days, except Saturdays, between 10:00 a.m. and 6:00 p.m., up to the date of this meeting.
10. MCA has clarified vide General Circular No. 20/2014 dated 17th June, 2014 that e-voting facility will not be mandatory till 31st December, 2014. Hence, Company will provide facility of e-voting from next Annual General Meeting.

**By Order of the Board
For KIDUJA INDIA LIMITED**



**Mr. Ashish D. Jaipuria
Chairman and Managing Director
DIN No. 00025537**

Place : Mumbai
Date : 27th June, 2014

ANNEXURE TO NOTICE

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 4

The tenure of Mr. Ashish D. Jaipuria, Chairman and Managing Director is expiring on 30th June, 2014. It was decided by the Board to re-appoint him as Chairman and Managing Director for a further period of three years with effect from 1st July, 2014. Mr. Ashish D. Jaipuria shall be entitled to commission based on Net profit of the Company as may be decided by the board subject to limits prescribed by the Companies Act, 2013 and rules there under.

Accordingly the Board of directors passed a resolution in their meeting held on 27th June, 2014 subject to approval of shareholders in the Annual General Meeting.

The Board recommends the resolution at item No. 4 for approval as a Special Resolution.

Mr. Ashish D. Jaipuria and Mrs. Kirti D. Jaipuria, being relative shall be deemed to be concerned or interested, in the resolution.

**By Order of the Board
For KIDUJA INDIA LIMITED**



**Mr. Ashish D. Jaipuria
Chairman and Managing Director
DIN No. 00025537**

Place : Mumbai
Date : 27th June, 2014

DIRECTORS' REPORT

To the Members,

The Board of Directors hereby present the 28th annual report on the business and operations of your Company along with the financial statements for the year ended 31st March, 2014.

(₹ lacs)		
FINANCIAL HIGHLIGHTS	2013-14	2012-13
Total Income	198.66	2.09
Total Expenditure	765.43	639.54
Profit / (Loss) before Depreciation	(566.77)	(637.45)
Less : Depreciation	1.35	2.04
Profit / (Loss) before Tax	(568.12)	(639.49)
Less : Tax liability	-	-
PROFIT / (LOSS) FOR THE YEAR	(568.12)	(639.49)
Less : Transfer to Special Reserve	-	-
Net Profit / (Loss)	(568.12)	(639.49)
Profit / (Loss) brought forward from previous year	(2,201.92)	(1,562.43)
Balance Carried to Balance sheet	(2,770.04)	(2,201.92)

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 ₹198.66 Lacs. However the Company has suffered a loss of ₹568.12 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, Mr. Om Prakash Agarwal retires by rotation and being eligible, offers himself for re-appointment.

Mr. Ashish D. Jaipuria and Mrs. Kirti D. Jaipuria 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.

Registered Office:
127-B, Mittal Tower,
Nariman Point,
Mumbai – 400 021.
Date : 27th June, 2014

By Order of the Board
for KIDUJA INDIA LIMITED



Mr. Ashish D. Jaipuria
Chairman and Managing Director
DIN No. 00025537

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 : 27th June, 2014

**By Order of the Board
for KIDUJA INDIA LIMITED**


Mr. Ashish D. Jaipuria
Chairman and Managing Director
DIN No. 00025537



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, 2014. 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 5 (Five) times on 10th May, 2013, 28th June, 2013, 2nd August, 2013, 8th November, 2013 & 14th February, 2014 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 29th August, 2013 to 30th August, 2013 (both days inclusive) during the financial year under review.

G-504, Virai, Kanchanpushpa Complex, Ghodbunder Road,
Opp Suraj Water Park, Thane (West) - 400 615, Maharashtra, India.
Telefax : 91-22-2597 3004 • M : 098209 54978 • E-mail : pradeep.purwar@csppa.in • Website : www.csppa.in



6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 30th August, 2013 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) There was no allotment/ transfer/ transmission of securities during the financial year
- (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, 2014 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 : 27th June, 2014

For Pradeep Purwar & Associates
Company Secretaries

Pradeep Kumar Purwar
Proprietor
C. P. No. 5918