

KANODIA CEMENT LIMITED

CIN: U36912UP2009PLC037903

Email Id: kanodiacs@gmail.com

**Registered Office: D-19 UPSIDC Land Industrial Area, Sikandrabad Bulandshahr UP
203205 INDIA**

NOTICE

Notice is hereby given that the **Annual General Meeting** of the members of **KANODIA CEMENT LIMITED** will be held at its Registered Office of the company at D-19 UPSIDC Land Industrial Area, Sikandrabad Bulandshahr UP 203205 on 30th September, 2019 at 11.00 A.M. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the period ended 31st March 2019 and the report of Directors and Auditors thereon.
2. To appoint Auditors as to hold office from the conclusion of this meeting to the conclusion of the Annual General Meeting held in 2022 and fix their remuneration subject to approval by shareholders in the Annual General Meeting of the Company.
3. To appoint a Director in place of Mrs. Manju Devi Kanodia (DIN- 02474321) , who retires by rotation and being eligible, offers herself for re-appointment.

NOTES

Member entitled to attend and vote is entitled to appoint a proxy, who need not be a member of the company. Proxies in order to be effective must be received by the company, not less than 48 hours before the meeting.

BY ORDER OF THE BOARD OF DIRECTORS

Vishal Kanodia

**VISHAL KANODIA
DIRECTOR
DIN-00946204**

**PLACE: BULANSHAHAR
DATED: 03.09.2019**

NOTES:

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. 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. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their Folio No.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
7. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses with the company. The Notice of the AGM along with the Annual Report 2014 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

BY ORDER OF THE BOARD OF DIRECTORS

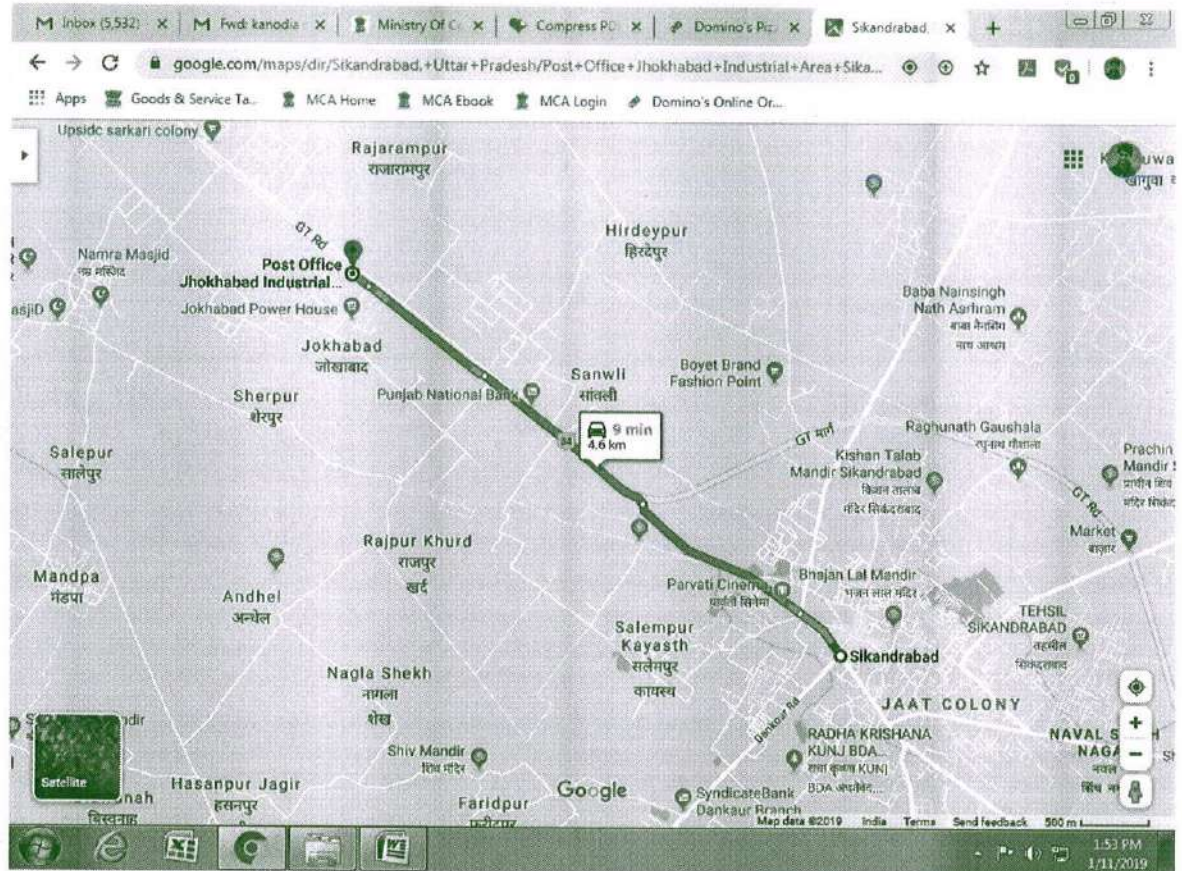
Vishal Kanodia

**VISHAL KANODIA
DIRECTOR
DIN-00946204**

**PLACE: BULANSHAHR
DATED: 03.09.2019**

Road Map

Venue of AGM: D-19 UPSIDC Land Industrial Area, Sikandrabad Bulandshahr UP 203205 INDIA



For and on behalf of the Board
For KANODIA CEMENT LIMITED

Vishal Kanodia

VISHAL KANODIA
(Director)
DIN: 00946204

KANODIA CEMENT LIMITED

CIN: U36912UP2009PLC037903

Email Id: kanodiacs@gmail.com

Registered Office: D-19 UPSIDC Land Industrial Area, Sikandrabad Bulandshahr UP
203205 IN

DIRECTOR'S REPORT

To,

The Members,
Kanodia Cement Limited

Your Directors have pleasure in presenting their Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2019.

1. Financial summary or highlights/Performance of the Company.

The Summary of the Financial Statements of the Company are as:-

(in Rs.)

Summary of Financial Result	Amount as on 2018-2019	Amount as on 2017-2018
Income	1,007,170,249.25	1,181,171,998.34
Expenses including depreciation	967,513,621.07	1,126,242,063.60
Profit before tax	39,656,628.18	43,512,256.93
Provision for Tax	8,164,030.00	10,476,278.00
Provision for Deferred Tax Asset/(Liability)	9,972,524.89	2,601,227.00
Profit/(Loss) After Dep. & Tax	29,684,103.29	40,911,029.93

2. Dividend

Directors have not recommended any dividend on Equity Shares of the company for the period under review.

3. Reserves

The Board proposes to carry forward Rs. 109,234,373.31 to the reserves account maintained by the Company.

4. Brief description of the Company's working during the year/State of Company's affair

Review of operations was conducted during the financial year which was found satisfactory by the management of the company. The Board discussed the matter and framed new strategies to expand the business of the company in the near future.

5. Change in the nature of business, if any

There are no material changes in the nature of business of the company during the financial year under scrutiny.

6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

There are no material changes affecting the financial position of the business of the company during the financial year under scrutiny.

7. Deposits

No deposit has been accepted by the Company during the financial year under scrutiny.

8. Statutory Auditors

M/s DWIVEDI GUPTA & CO, Chartered Accountants, Auditors of the Company being eligible offers themselves for appointment till the conclusion of the Annual General Meeting held in 2022, subject to approval by shareholders in the Annual General Meeting of the Company.

9. Auditors' Report

The explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made by the auditor in his report shall be given.

10. Extract of the annual return

The extract of the annual return in Form No. MGT -9 shall form part of the Board's report.

11. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

The company has taken all measures for conservation of energy.

(B) Technology absorption

The company has taken all measures for conservation of energy.

(C) Foreign exchange earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is as :

(Rs. In lacs)

Particulars	2018-19	2017-18
Foreign Exchange Earning	NIL	NIL
Foreign Exchange outgo	NIL	NIL

12. Directors:

A) Changes in Directors and Key Managerial Personnel

There was no change in the composition of Directors & Key Managerial Personnel during the financial year under scrutiny.

13. Declaration Of Independent Directors

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

14. Number of meetings of the Board of Directors.

There were Fourteen meetings of Board of Directors being convened under the financial year complying with the requirement of Section 173 of the Companies Act 2013.

Date of the meeting	No. of Directors attended the meeting
12.04.2018	5
15.06.2018	2
29.08.2018	3
03.09.2018	3
01.10.2018	5
15.10.2018	2
15.01.2019	3
30.01.2019	2

02.02.2019	2
18.02.2019	3
25.02.2019	2
05.03.2019	2
09.03.2019	3
31.03.2019	5

15. Particulars of loans, guarantees or investments under section186.

There being no loan, guarantees or investments, provided by the Company under section186 of the Companies Act 2013 during the financial year under scrutiny.

16. Particulars of contracts or arrangements with related parties:

There being no item in the particulars of contract or arrangements that needs to be entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013.

17. Company’s Policy Relating To Directors Appointment, Payment Of Remuneration And Discharge Of Their Duties

The Company made Policy relating to appointment of Directors, payment of Managerial remuneration, Directors’ qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

18. Subsidiaries, Joint Ventures And Associate Companies

The Company does not have any Subsidiary, Joint venture or Associate Company.

19. Risk management policy

The management of the Company has framed the risk management policy for the Company including identification of the elements of risk. Further there is no material risk which in the opinion of the Board might threaten the existence of the company.

20. Details Of Policy Developed And Implemented By The Company on its Corporate Social Responsibility Initiatives

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

21. Directors’ Responsibility Statement

The Directors’ Responsibility Statement referred to in clause (c) of sub-section (3)of Section 134 of the Companies Act 2013,shall state that—

- (a) The company in the preparation of the annual accounts has followed the applicable accounting standards along with proper explanation relating to material departures.

- (b) The directors of the company 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 the company at the end of the financial year and of the profit or loss of the company for that period.
- (c) The directors of the company had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 and 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. Disclosure Of Composition Of Audit Committee And Providing Vigil Mechanism

The Audit Committee consists of the following members :

- a. Mr.Sandeep Kumar Khemka, Director,
- b. Mr. Santosh Kumar, Director,
- c. Mr. Vishal Kanodia , Managing Director

The above composition of the Audit Committee consists of independent Directors viz., Mr. Sandeep Kumar Khemka and Mr. Santosh Kumar who form the majority. The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

23. Acknowledgements

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

BY ORDER OF THE BOARD OF DIRECTORS

Vishal Kanodia

**VISHAL KANODIA
DIRECTOR
DIN-00946204**

**PLACE: BULANSHAHR
DATED: 03.09.2019**

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2019

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.**

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U36912UP2009PLC037903
2.	Registration Date	03/08/2009
3.	Name of the Company	KANODIA CEMENT LIMITED
4.	Category/Sub-category of the Company	Company limited by shares
5.	Address of the Registered office & contact details	D-19 UPSIDC Land Industrial Area, Sikandrabad Bulandshahr Uttar Pradesh 203205 Contact No.: 9599191005
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Cement Manufacturing	26939	100%
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]

Sl. No.	Name and address of the company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	N/A	N/A	N/A	N/A	N/A

2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	174130	174130	16.90%	-	174130	174130	16.90%	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	75000	75000	7.28%	-	75000	75000	7.28%	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	249130	249130	24.18%	-	249130	249130	24.18%	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	249130	249130	24.18%	-	249130	249130	24.18%	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	1030400	1030400	100%	-	1030400	1030400	100%	-

B) Shareholding of Promoter -

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Vishal Kanodia	346831	33.66%	-	357659	34.71%	-	1.05%
2	Khushboo Kanodia	11450	1.11%	-	11450	1.11%	-	-
3	Gautam Kanodia	350779	34.04%	-	361606	35.09%	-	1.05%
4	Ashok Kumar Kanodia	21655	2.10%	-	NIL	-	-	-
5	Manju Devi Kanodia	21150	2.05%	-	21150	2.05%	-	-
6	Ashok Kanodia (HUF)	16955	1.65%	-	NIL	-	-	-
7	Vishal Kanodia (HUF)	12450	1.21%	-	29405	2.85%	-	1.64%

C) Change in Promoters' Shareholding (please specify, if there is no change) -

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vishal Kanodia At the beginning of the year	346831	33.66%	-	-
	Increase in Promoters Shareholding during the year -	10828	1.05%	-	-
	At the end of the year	357659	34.71%	-	-
2.	Gautam Kanodia At the beginning of the year	350779	34.04%	-	-
	Increase in Promoters Shareholding during the year -	10827	1.05%	-	-
	At the end of the year	361606	35.09%	-	-
3	Ashok Kumar Kanodia At the beginning of the year	21655	2.10%	-	-
	Increase in Promoters Shareholding during the year -	-	-	-	-
	At the end of the year	NIL	NIL	-	-
4.	Ashok Kumar Kanodia (HUF) At the beginning of the year	16955	1.65%	-	-
	Increase in Promoters Shareholding during the year -	-	-	-	-
	At the end of the year	NIL	NIL	-	-

5.	Vishal Kanodia (HUF)			-	-
	At the beginning of the year	12450	1.21%		
	Increase in Promoters Shareholding during the year -	16955	1.64%	-	-
	At the end of the year	29405	2.85%	-	-

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	249130	24.18%	249130	24.18%
1-	Nupur Kanodia Beneficiary Trust	75000	7.28	75000	7.28
2-	Swati Kanodia	174130	16.90	174130	16.90
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A	N.A	N.A	N.A
	At the end of the year	249130	24.18%	249130	24.18%

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Name of the Director/KMP				
1.	VISHAL KANODIA	346831	33.66	357659	34.71%
2.	GAUTAM KANODIA	350779	34.04	361606	35.09%
3.	MANJU DEVI KANODIA	21150	2.05	21150	2.05

V) **INDEBTEDNESS-** Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans-	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	61,637,091.20	40,562,402.00	-	102199493.2

ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	61,637,091.20	40,562,402.00	-	102199493.2
Change in Indebtedness during the financial year				
* Addition	304,676,298.55	138,598.00	-	304,814,896.55
* Reduction	-	-	-	-
Net Change	304,676,298.55	138,598.00	-	304,814,896.55
Indebtedness at the end of the financial year				
i) Principal Amount	366,313,389.75	40,701,000.00	-	407,014,389.75
ii) Interest due but not paid	(89,041,338.25)	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	277,272,205.15	40,701,000.00	-	317,979,051.05

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director

SN.	Particulars of Remuneration	Name of MD-VISHAL KANODIA	Total Amount
1	Gross salary	12,00,000	12,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	12,00,000	12,00,000
	Ceiling as per the Act	NIL	NIL

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	SANDEEP KHEMKA	SANTOSH KUMAR	
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	-	-	-
2	Other Non-Executive Directors			-
	Fee for attending board	-	-	-

	committee meetings			
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rs. in Lacs)

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	4.92	4.68	9.60
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	4.92	4.68	9.60

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:- NOT APPLICABLE

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

BY ORDER OF THE BOARD OF DIRECTORS

Vishal Kanodia

**VISHAL KANODIA
DIRECTOR
DIN-00946204**

**PLACE: BULANDSHAHR
DATED: 03.09.2019**

Independent Auditor's Report

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of KANODIA CEMENT LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, its profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.



Contd...1.2/-

(2)

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.



(3)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and 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 account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



(4)

- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, we report that Section 197 is not applicable to a private company. Hence reporting as per Section 197(16) is not required.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company does not have any pending litigations which would impact its financial position.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

PLACE: VARANASI
DATED :26.06.2019



For DWIVEDI GUPTA & CO.
Chartered Accountants
Firm Reg. No. 012584C

Sd/- 
Surendra Kumar Dwivedi
(PARTNER)
M.NO.-074978

ANNEXURE 'A'

**THE ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT ON "OTHER
LEGAL AND REGULATORY REQUIREMENTS".**

We report that:

- i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (c) The Title needs of immovable properties are held in the name of the company.
- ii. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii. The company has granted loans to following parties covered in the register maintained under section 189 of the Companies Act, 2013 wherein the balance receivable as at the year-end is Rs. 25,203,000.00

S.No.	Name	Outstanding as on 31.03.2019	Maximum Outstanding during the year
1.	Kanodia Infra Developers Pvt Ltd	0.00	18,912,000.00
2.	Kanodia Business Pvt Limited	1,472,500.00	19,265,000.00
3.	Durga Shree Bricks Pvt Ltd	0.00	3,67,99,757.88
4.	Kanodia Cement Industries Pvt Limited	23,020,500.00	23,020,530.00
5.	Kanodia Infratech Limited	0.00	15,561,000.00
6.	Kanodia Manufacturing Pvt Ltd.	380,000.00	2,600,000.00
7.	Kanodia Nirman Pvt. Ltd.	330,000.00	1,510,000.00

The terms of arrangement do not stipulate any repayment schedule and the loans are repayable on demand with interest

- iv. In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 has been complied with.
- v. The company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act, 2013.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.



(2)

- vii. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities.
- viii. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2019 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there is no amount payable in respect of income tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.
- ix. In our opinion and according to the information and explanations given by the management we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders, as applicable to the company.
- x. Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer or further public offer (including debt instruments) or taken any term loan during the year.
- xi. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xii. According to the information and explanations given to us, we report that managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xiii. The company is not a Nidhi Company. Therefore clause xii) of the order is not applicable to the company.
- xiv. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- xv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xvi. The company has not entered into non-cash transactions with directors or persons connected with him.
- xvii. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

PLACE: VARANASI
DATED: 26.06.2019



For DWIVEDI GUPTA & CO.
Chartered Accountants
Firm Reg. No. 012584C

Sd/-
Surendra Kumar Dwivedi
(PARTNER)
M.NO.-074978

ANNEXURE 'B'

Report on Internal Financial Controls Over Financial Reporting**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **M/s KANODIA CEMENT LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting.
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

PLACE: VARANASI
DATED: 26.06.2019



For DWIVEDI GUPTA & CO.
Chartered Accountants
Firm Reg. No. 012584C
Sd/-
Surendra Kumar Dwivedi
(PARTNER)
M. NO. :074978

M/S KANODIA CEMENT LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2019
D-19 UPSIDC LAND INDUSTRIAL AREA SIKANDRABAD BULANDSHAHR
(CIN NO.: U36912UP2009PLC037903)

Email ID: kanodiacementlimited@gmail.com

Mob.No.:9717234893
(Amt. in Rs.)

Particulars	Note no.	Figures as at the end of the CRP	Figures as at the end of the PRP
I. EQUITIES AND LIABILITIES :			
(1) Shareholder's Fund :	1		
a) Share Capital		103,040,000.00	103,040,000.00
b) Reserve & Surplus		109,234,373.31	84,519,922.02
c) Money received against share warrants		-	-
(2) Share application money pending allotment	2	-	-
(3) Non-current Liabilities	3		
a) Long-term borrowings		317,979,051.50	101,764,508.20
b) Deferred tax Liabilities (Net)		20,606,424.37	10,633,899.48
c) Other Long term liabilities		57,600,000.00	55,100,000.00
d) Long term Provisions		-	-
(4) Current Liabilities	4		
a) Short term Borrowings		62,961,657.14	62,596,973.80
b) Trade Payable		74,056,843.15	43,457,140.12
c) Other current liabilities		251,038,731.80	132,664,758.63
d) Short term provisions		8,164,030.00	10,476,278.00
TOTAL :		1,004,681,111.27	604,253,480.25

II. ASSETS

(1) Non current Assets

a) Fixed Assets:

(i) Tangible Assets	5	673,061,850.68	262,844,484.04
(ii) Intangible Assets		-	-
(iii) Capital work in Progress		-	118,908,287.51
(iv) Intangible assets under development		-	-
(b) Non-current Investments		14,491,923.30	14,126,986.30
(c) Deferred Tax assets(Net)		-	-
(d) Long term loans and advances		-	-
(e) Other non current assets		44,567,741.70	9,224,246.00

(2) Current Assets

(a) Current Investments	6	-	-
(b) Inventories		21,335,915.67	22,391,105.87
(c) Trade receivables		65,983,092.03	72,930,207.40
(d) Cash & cash equivalents		14,250,400.16	31,521,134.06
(e) Short-term loans and advances		115,822,922.04	45,802,177.08
(f) Other current assets		55,167,265.69	26,504,851.99

TOTAL :

1,004,681,111.27 604,253,480.25

NOTES ON ACCOUNT

16

AUDITOR'S REPORT:

(As per our report of even date attached)

For DWIVEDI GUPTA & CO

Chartered Accountants

FRN 0012584C

PLACE : VARANASI

DATED : 26/06/2019

Surendra Kumar Dwivedi
(PARTNER)
M No 074978



A K Singh
(CFO)

A. Saxena
(Company Secretary)

For and on behalf of the Board of Directors

KANODIA CEMENT LIMITED

Gautam Kanodia
VZshal Kanodia
Director/ Auth. Sign.

Vishal Kanodia
(DIRECTOR)
DIN: 0946204

Gautam Kanodia
(DIRECTOR)
DIN: 01738027

M/S KANODIA CEMENT LIMITED
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2019
D-19 UPSIDC LAND INDUSTRIAL AREA SIKANDRABAD BULANDSHAHR
(CIN NO.: U36912UP2009PLC037903)

Email ID: kanodiacementlimited@gmail.com

Mob.No.:9717234893
(Amt. in Rs.)

Particulars	Note no.	Figures as at the end of the CRP	Figures as at the end of the PRP
I. Revenue from Operations	7	1,004,237,131.82	1,227,109,256.20
Less: Excise duty		-	46,795,813.33
Net Revenue from Operation		1,004,237,131.82	1,180,313,442.87
II. Other Income	8	2,933,117.43	858,555.47
III. Total Revenue (I+II) :		1,007,170,249.25	1,181,171,998.34
IV. Expenses			
Cost of Raw Materials Consumed	9	696,680,115.06	894,872,724.35
Purchase of Stock- In-Trade	10	110,725,595.48	105,450,748.20
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	11	-	-
Employee Benefit Expenses	12	3,092,314.84	2,286,977.00
Financial Expenses	13	19,190,141.55	2,943,561.20
Depreciation and Amortization Expenses	14	25,159,122.00	11,417,677.81
Other Expenses	15	112,666,332.14	120,688,052.85
Total Expenses		967,513,621.07	1,137,659,741.41
V Profit before exceptional & extraordinary items at	(III-IV)	39,656,628.18	43,512,256.93
VI Exceptional Items		-	-
VII Profit before extraordinary items and tax	(V-VI)	39,656,628.18	43,512,256.93
VIII Extraordinary Items		-	-
IX Profit before tax	(VII-VIII)	39,656,628.18	43,512,256.93
X Tax Expenses			
1) Current Tax		8,164,030.00	10,476,278.00
2) Deferred Tax		9,972,524.89	2,601,227.00
3) Mat Credit		(8,164,030.00)	(10,476,278.00)
XI Profit(Loss) from the period from continuing oper	(IX-X)	29,684,103.29	40,911,029.93
XII Profit(Loss) from the period from discontinuing operations		-	-
XIII Tax expenses of discontinuing operations		-	-
XIV Profit/(Loss) from Discontinuing operation	(XII-XIII)	-	-
XV Profit/(Loss) for the period	(XI+XIV)	29,684,103.29	40,911,029.93
XVI Earning per equity share:			
1) Basic		28.81	39.70
2) Diluted		28.81	39.70

NOTES ON ACCOUNT

16

AUDITOR'S REPORT:

(As per our report of even date attached)

For DWIVEDI GUPTA & CO

Chartered Accountants

FRN 0012584C

PLACE : VARANASI

DATED : 26/06/2019

For and on behalf of the Board of Directors

KANODIA CEMENT LIMITED

Vishal Kanodia Gautam Kanodia

Director/ Auth. Sign.

Vishal Kanodia

Gautam Kanodia

(DIRECTOR)

(DIRECTOR)

DIN: 946204

DIN: 01738027

Surendra Kumar Dwivedi
(PARTNER)
M No 074978



K Singh
(CFO)

A. Saxena
(Company Secretary)

M/S KANODIA CEMENT LIMITED
NOTE FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2019

PARTICULARS	CRP	PRP
NOTE-1:		
a) SHARE CAPITAL		
AUTHORISED SHARE CAPITAL:		
1050,000 equity shares of Rs. 100/- each		
PY 1050,000 equity shares of Rs. 100/- each	105,000,000.00	105,000,000.00
SHARE HOLDER'S FUND :		
ISSUED, SUBSCRIBED & PAID UP:		
1030400 equity shares of Rs. 100/- each	103,040,000.00	103,040,000.00
(PY 1030400) equity shares of Rs. 100/- each	103,040,000.00	103,040,000.00

RECONCILIATION OF SHARES	2018-19		2017-18	
	NO.	AMOUNT	NO.	AMOUNT
Opening Balnce	1,030,400	103,040,000.00	1,030,400.00	103,040,000.00
Add: Issued during the year	-	-	-	-
Add: Right & bonus Issued D/y	-	-	-	-
Closing Blance	1,030,400	103,040,000.00	1,030,400.00	103,040,000.00

LIST OF SHAREHOLDER HAVING 5% OR MORE SHARES

	NUMBER	%	NUMBER	%
Nupoor Kanodia Beneficiary Trust	75000.00	7.28	75,000.00	7.28
Maharaja Retailers Pvt. Ltd	-	-	376,715.00	36.56
Sargam Dealers Pvt. Ltd	-	-	303,445.00	29.45
Vishal Kanodia	357659.00	34.71	-	-
Gautam Kanodia	361606.00	35.09	-	-
Swati Kanodia	174130.00	16.90	-	-

b) RESERVE & SURPLUS:

Security Premium Reserve	(A)	25,760,000.00	25,760,000.00
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Profit & Loss Account

Opening Balance		58,759,922.02	13,847,554.09
Add: Profit for the Period		29,684,103.29	40,911,029.93
Add: Mat Credit Adjustment		(6,185,278.00)	4,541,446.00
Add: Excess Income Tax provision created P.Y		1,604,628.00	-
Less: Taxes of Previous Year		(384,232.00)	(88,729.00)
Less: Interest on TDS		(4,770.00)	(113,584.00)
Less: Excise Penalty		-	(337,795.00)
	(B)	83,474,373.31	58,759,922.02
	TOTAL :(A+B)	109,234,373.31	84,519,922.02

c) MONEY RECEIVED AGAINST SHARE WARRENTS:

TOTAL :	-	-
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NOTE-2:

SHARE APPLICATION MONEY:

-	-	-
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M/S KANODIA CEMENT LIMITED
NOTE FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2019

PARTICULARS	CRP	PRP
NOTE-3:		
a) LONG TERM BORROWINGS:.		
<i>Secured Loan:</i>		
Term Loan - from HDFC Term Loan - 83148680	87,313,992.29	-
(Secured by (I) Equitable mortgage of Factory Land & Building, (ii) Hypo. of entire Fixed Assets, and also secured by personal guarantee of the Directors)		
Less: Current Maturities of Long Term Debt	(31,081,080.00)	-
HDFC Loan: (Secured by charge on 8 Truck)	17,603,446.96	23,095,091.20
Less: Current Maturities of Long Term Debt	(5,953,735.08)	(434,985.00)
HDFC Loan: (Secured by charge on 25 Truck)	70,678,725.50	-
Less: Current Maturities of Long Term Debt	(18,565,564.00)	-
Axis Bank Loan: (Secured by charge on -25 Body & C	75,575,225.00	-
Less: Current Maturities of Long Term Debt	(16,796,525.00)	-
HDFC Loan: (Secured by charge on -25 Body & Chasis)	75,000,000.00	-
Less: Current Maturities of Long Term Debt	(16,294,694.75)	-
HDFC Loan: (Secured by charge on -Brezza Car)	1,600,000.00	-
Less: Current Maturities of Long Term Debt	(343,739.42)	-
UPFC (WCTL 2011-12)25/07/2013	16,444,000.00	16,444,000.00
(Secured by second charge on the properties on which Allahabad Bank has first charge.)		
UPFC (WCTL) 2012-13 24/02/2014	22,098,000.00	22,098,000.00
(Secured by second charge on the properties on which Allahabad Bank has first charge.)		
UNSECURED LOAN		
From Body Corporates	39,344,000.00	38,450,402.00
From Director & Their Relatives	1,357,000.00	2,112,000.00
	<u>317,979,051.50</u>	<u>101,764,508.20</u>
b) DEFERRED TAX LIABILITIES(NET)	<u>20,606,424.37</u>	<u>10,633,899.48</u>
c) OTHER LONG TERM LIABILITIES		
Rinam Delmark Pvt Ltd	53,600,000.00	53,600,000.00
Chaudhary Transport - Security Deposit	1,500,000.00	1,500,000.00
Daksh Buildcom Pvt Ltd-Security Deposit	2,500,000.00	-
	<u>57,600,000.00</u>	<u>55,100,000.00</u>
d) LONG TERM PROVISIONS	<u>-</u>	<u>-</u>



M/S KANODIA CEMENT LIMITED

SCHEDULES FORMING PART OF THE FINAL ACCOUNTS FOR THE PERIOD ENDED ON 31st March 2019

NOTE-5

FIXED ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As on 31.03.2018	Additions during the year	Sales/ Transfer	As on 31.03.2019	As on 31.03.2018	During the Period	Reversal	As on 31.03.2019	As on 31.03.2018
Land Freehold	24,721,135.00			24,721,135.00	-	-	-	24,721,135.00	24,721,135.00
Land Leasehold	583,720.00			583,720.00				583,720.00	583,720.00
Land Leasehold	4,914,642.00			4,914,642.00				4,914,642.00	4,914,642.00
Factory Building	108,514,524.47			108,514,524.47	23,866,312.44	3,436,293.00	-	81,211,919.03	84,648,212.03
Plant & Machinery	155,847,304.08	226,489,660.99	-	382,336,965.07	41,469,895.60	10,378,398.00	-	330,488,671.47	114,377,408.48
Electrical Installation	13,830,958.00			13,830,958.00	7,425,313.72	1,313,941.00	-	5,091,703.28	6,405,644.28
JCB Machine & Tipper	3,637,574.00			3,637,574.00	2,457,488.39	431,962.00	-	748,123.61	1,180,085.61
Computer	740,808.00	84,227.97		825,035.97	223,638.17	207,608.00	-	393,789.80	517,169.83
Furniture & Fixture	147,263.00			147,263.00	74,930.63	13,990.00	-	58,342.37	72,332.37
Vehicle	2,142,443.47	208,683,046.10		210,825,489.57	756,151.80	9,308,134.00	-	200,761,203.77	1,386,291.67
Office Equipment	89,693.00	119,553.58		209,246.58	85,208.00	8,099.00	-	115,939.58	4,485.00
Genset	737,568.00			737,568.00	275,414.67	46,713.00		415,440.33	462,153.33
Diesel Tank	368,000.00			368,000.00	498.06	13,984.00		353,517.94	367,501.94
Truck	23,509,650.00			23,509,650.00	305,947.50			23,203,702.50	23,203,702.50
TOTAL : (A)	339,785,283.02	435,376,488.64		775,161,771.66	76,940,798.98	25,159,122.00		673,061,850.68	262,844,484.04
WIP									
New Project	118,908,287.51		118,908,287.51						118,908,287.51
TOTAL : (B)	118,908,287.51		118,908,287.51						118,908,287.51
Grand Total :-	458,693,570.53	435,376,488.64	118,908,287.51	775,161,771.66	76,940,798.98	25,159,122.00		673,061,850.68	381,752,771.55
PY	450,662,918.36	27,362,581.00	19,331,928.83	488,693,570.53	65,523,121.37	11,417,677.81		381,752,771.55	385,139,797.19



M/S KANODIA CEMENT LIMITED
NOTE FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2019

PARTICULARS	CRP	PRP
NOTE-4:		
a) SHORT TERM BORROWING		
Working Capital Loan - from Allahabad Bank	62,961,657.14	62,596,973.80
(Secured by Hypothecation of stock and book debts and collaterally secured by :		
I) Equitable mortgage of the Factory Land and Building, (ii) Hypothecation of plant & machinery and (iii) Personal guarantee of the directors		
TOTAL :	62,961,657.14	62,596,973.80
b) TRADE PAYABLES (Creditors)		
Sundry Creditors for Supplies	8,160,959.71	15,730,205.24
Sundry Creditors for Expenses	65,895,883.44	27,726,934.88
	74,056,843.15	43,457,140.12
c) OTHER CURRENT LIABILITIES		
EPF Payable	19,008.00	24,624.00
ESIC Payable	5,642.00	7,241.00
TDS/TCS Payable	108,037.43	149,467.00
Current Maturity of Long Term Loan	89,035,338.25	434,985.00
Axis Bank C/a (Overdraft)	161,870,706.12	118,717,472.79
GST Payable	-	13,330,968.84
	251,038,731.80	132,664,758.63
d) SHORT TERM PROVISIONS		
Provision for Income tax	8,164,030.00	10,476,278.00
	8,164,030.00	10,476,278.00
NOTE-5:		
(a) Fixed Assets		
(i) Tangible Assets	673,061,850.68	262,844,484.04
(ii) Intangible Assets		
(iii) Capital work in Progress	-	118,908,287.51
(iv) Intangible assets under development (As per separate sheet annexed)		
(b) Non -current Investments		
Unquoted Shares	5,712,000.00	5,712,000.00
Quoted Shares	2,350,332.30	2,350,332.30
Bank FDR for BG	6,429,591.00	6,064,654.00
	14,491,923.30	14,126,986.30
(c) Deferred Tax assets(Net)		
	-	-
(d) Long term loans and advances		
	-	-



M/S KANODIA CEMENT LIMITED
NOTE FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2019

PARTICULARS	CRP	PRP
NOTE-6:		
(e) Other non current assets		
Security deposit	44,567,741.70	9,224,246.00
TOTAL :(A)	44,567,741.70	9,224,246.00
MISCELLANEOUS EXPENDITURE:		
(To the extent not w/o or adjusted)		
TOTAL :(B)	-	-
TOTAL (A+B)	44,567,741.70	9,224,246.00
NOTE-7:		
a) CURRENT INVESTMENTS:		
TOTAL	-	-
b) INVENTORIES:		
(As taken, valued and Certified by the Management)		
Raw Material	20,540,357.23	21,816,977.53
Consumable Inventory	795,558.44	574,128.34
TOTAL :	21,335,915.67	22,391,105.87
c) TRADE RECEIVABLES:		
Exceeding Six Months		
Unsecured, Considered Good	36,613,841.00	36,803,841.00
Not Exceeding Six Months		
Unsecured, Considered Good	29,369,251.03	36,126,366.40
TOTAL :	65,983,092.03	72,930,207.40
d) CASH & BANK BALANCES:		
Cash in Hand (As certified by the Management)	6,743,019.64	400,921.60
Balance with Scheduled Banks:		
Allahabad Bank C/a	14,534.46	5,010,212.46
HDFC Bank	3,907,676.56	110,000.00
FD with HDFC Bank	3,585,169.50	26,000,000.00
TOTAL :	14,250,400.16	31,521,134.06
e) SHORT TERM LOANS & ADVANCES:		
(Advance recoverable in cash or kind or for value to be received)		
Advance to Suppliers	19,337,574.04	22,560,701.71
Other Loans & Advances	96,485,348.00	23,241,475.37
TOTAL :	115,822,922.04	45,802,177.08



M/S KANODIA CEMENT LIMITED
NOTE FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2019

PARTICULARS	CRP	PRP
f) OTHER CURRENT ASSETS :		
Prepaid Expenses	538,907.21	1,116,834.00
Advance Income Tax	3,200,000.00	9,000,000.00
TDS & TCS Receivable	4,189,867.80	272,966.00
Dividend Receivable	76,864.99	76,864.99
GST Receivable	29,127,602.69	-
Income Tax Refund A.Y. 2017-18	17,084.00	-
Mat Credit	18,016,939.00	16,038,187.00
TOTAL :	55,167,265.69	26,504,851.99

NOTE-8:

TURNOVER:

Sales	99,359,409.87	1,072,854,148.30
Sales Others	904,877,721.95	107,459,294.57
Excise Duty (Incl of E CESS & H E Cess)	-	46,795,813.33
TOTAL :	1,004,237,131.82	1,227,109,256.20

NOTE-9:

OTHER INCOME:

Diesel Cashback	26,964.58	-
Rent	-	2,300.00
Interest from Electricity Department	283,510.00	443,113.46
FDR Interest Income	2,057,228.00	-
Other Income	138,473.85	-
Income from Investment in Shares	-	665.40
Rebate & Discount	21,454.00	8,268.00
Interest on BG Margin	405,487.00	404,148.00
Round Off	-	60.61
TOTAL :	2,933,117.43	858,555.47

NOTE-10:

RAW MATERIALS CONSUMED:

Opening Stock	21,816,977.53	42,364,418.41
Add:		
Purchases	520,774,056.31	609,635,907.99
Freight	174,629,438.45	264,689,375.48
	717,220,472.29	916,689,701.88
Less: Closing Stock:	20,540,357.23	21,816,977.53
CONSUMED :	696,680,115.06	894,872,724.35

NOTE-11:

PURCHASE OF STOCK-IN-TRADE:

	110,725,595.48	105,450,748.20
	110,725,595.48	105,450,748.20



M/S KANODIA CEMENT LIMITED
NOTE FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2019

PARTICULARS	CRP	PRP
NOTE-12:		
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN -TRADE :		
Opening Stock	-	-
	-	-
Closing Stock	-	-
	-	-
INCREASE/(DECREASE) IN STOCK	-	-
NOTE-13:		
EMPLOYEES BENEFIT EXPENSES :		
Salaries and wages	2,884,467.84	2,041,600.00
Bonus	-	73,059.00
Contribution to Provident Fund & Other Fund	207,847.00	172,318.00
	<u>3,092,314.84</u>	<u>2,286,977.00</u>
NOTE-14:		
FINANCIAL EXPENSES :		
Interest on Cash Credit A/c	5,084,431.00	2,586,251.00
Interest on Term Loan	14,105,710.55	357,310.20
TOTAL :	<u>19,190,141.55</u>	<u>2,943,561.20</u>
NOTE-15:		
DEPRECIATION AND AMORTIZATION EXPENSES:		
Depreciation	25,159,122.00	11,417,677.81
TOTAL :	<u>25,159,122.00</u>	<u>11,417,677.81</u>
NOTE-16:		
OTHER EXPENSES		
MANUFACTURING & DIRECT EXPENSES:		
Power & Fuel	93,624,495.44	90,103,463.00
Stores and Consumables Consumed	4,195,671.51	22,164,610.37
Plant Repair & Maintenance	401,355.05	56,135.00
Excise Duty	-	2,251,969.00
Service charges paid	5,251,586.00	-
TOTAL :(A)	<u>103,473,108.00</u>	<u>114,576,177.37</u>



M/S KANODIA CEMENT LIMITED
NOTE FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2019

PARTICULARS	CRP	PRP
ADMINISTRATIVE EXPENSES:		
Auditor Remuneration		
Audit Fees	55,000.00	45,000.00
Tax Audit Fees	15,000.00	15,000.00
Company Law Matters	10,000.00	10,000.00
I. T. Matters	15,000.00	15,000.00
Directors Remuneration	1,200,000.00	506,000.00
Vehicle & DG Set running & Maintenance	6,000.00	7,601.00
Insurance Charges	843,880.13	165,441.00
Legal , Filling & Professional Expenses	1,058,338.11	293,125.34
Licence Renewal Fees & Charges	739,131.66	989,731.00
PP Bag Expenses	465,512.00	636,050.25
Travelling Expenses	52,637.97	-
Bank Charges	896,458.44	1,263,684.21
Miscellaneous Expenses	449,953.47	181,000.38
Printing , Postage & Stationary	33,753.00	14,682.00
Electricity and Water Expense	381,634.00	174,302.00
Duties & Taxes	917,688.00	372,730.00
Service tax,KKC & SBC	-	102,226.00
Rent	2,020,100.00	1,175,000.00
R & D	-	3,468.00
Telephone Expense	33,137.36	21,803.00
Loss on Sale of Car	-	98,644.53
Loss on Sales of Shares	-	21,386.77
TOTAL :(B)	9,193,224.14	6,111,875.48
PRELIMINARY EXPENSES WRITE OFF:		
TOTAL :(C)	-	-
TOTAL(A+B+C)	112,666,332.14	120,688,052.85



M/S KANODIA CEMENT LIMITED

**STATEMENT OF CASH FLOW (PURSUANT TO AS-3 ISSUED BY ICAI)
FOT THE YEAR ENDED ON 31st MARCH 2019**

	C. Year	P. Year
(A) Cash flow from operating activities:		
Net Profit before tax as per Profit & Loss Account	39,656,628.18	43,512,256.93
Adjusted for:		
Depreciation	25,159,122.00	11,417,677.81
Income Tax Provision	8,164,030.00	10,476,278.00
Interest & Other income	(2,933,117.43)	(858,555.47)
Finance Charge	19,190,141.55	2,943,561.20
Operating Profit before Working Capital Changes	89,236,804.30	67,491,218.47
Adjusted for:		
Change in Working Capital (Increase)	58,657,506.45	(3,315,004.43)
Cash Generated from operations	147,894,310.75	64,176,214.04
MAT Adjustment	(6,185,278.00)	4,541,446.00
Net prior year adjustments	1,215,626.00	(540,108.00)
Taxes Paid	(10,476,278.00)	(1,020,463.00)
<hr/>		
Net Cash from Operating Activities	<hr/> 132,448,380.75	<hr/> 67,157,089.04
(B) Cash Flow from Investing Activities		
Purchase of Fixed Assets	(435,376,488.64)	(27,362,581.00)
Sale of Fixed Assesst	118,908,287.51	19,331,928.83
Investments	(364,937.00)	(14,706,523.30)
Other Non current Assets	(35,343,495.70)	
Other Income	2,933,117.43	858,555.47
<hr/>		
Net Cash used in Investing Activities	<hr/> (349,243,516.40)	<hr/> (21,878,620.00)
(C) Cash flow from Financing Activities		
Proceed from Long Term Borrowings with Banks	216,214,543.30	12,918,371.19
Proceed from Long Term Borrowings with Others	2,500,000.00	(33,721,098.00)
Interest Paid	(19,190,141.55)	(2,943,561.20)
<hr/>		
Net Cash from Financing Activities	<hr/> 199,524,401.75	<hr/> (23,746,288.01)
<hr/>		
Total Cash generated (A+B+C)	(17,270,733.90)	21,532,181.04
Add: Opening Balance as on 01.04.2018	31,521,134.06	9,988,953.02
<hr/>		
Closing Balance as on 31.3.2019	<hr/> 14,250,400.16	<hr/> 31,521,134.06

For DWIVEDI GUPTA & CO
Chartered Accountants

Surendra Kumar Dwivedi
PARTNER
M No 074978



PLACE: VARANASI
DATE: 26/06/2019

A. K. Singh
(CFO)

A. Saxena
(Company Secretary)

For KANODIA CEMENT LIMITED

KANODIA CEMENT LIMITED

Vishal Kanodia Gautam Kanodia

Vishal Kanodia Director/ Auth. Sign
DIRECTOR
DIN: 946204

Gautam Kanodia Director
DIRECTOR
DIN: 01738027

M/S KANODIA CEMENT LIMITED

Schedule Change in working Capital

Particulars	2018-19	2017-18	Change in Working Capital	
			Increase	Decrease
Current Assets:				
Inventories	21,335,915.67	22,391,105.87		1,055,190.20
Trade receivables	65,983,092.03	72,930,207.40		6,947,115.37
Short-term loans and advances	115,822,922.04	45,802,177.08	(70,020,744.96)	-
Other current Assets	55,167,265.69	26,504,851.99	(28,662,413.70)	-
Total	258,309,195.43	167,628,342.34	(98,683,158.66)	8,002,305.57
Current Liabilities:				
Short term Liabilities	62,961,657.14	62,596,973.80	364,683.34	
Trade Payable	74,056,843.15	43,457,140.12	30,599,703.03	
Other current liabilities	251,038,731.80	132,664,758.63		118,373,973.17
Total	388,057,232.09	238,718,872.55	30,964,386.37	118,373,973.17
Change In Working Capital (Increase in Working Capital)				58,657,506.45



M/s KANODIA CEMENT LIMITED**ACCOUNTING POLICIES & NOTES ON ACCOUNTS****Note No. : 16****A. Accounting Policies****1. General :-**

Accounting Policies not specifically referred to otherwise be consistent and in consonance with generally accepted accounting principles.

2. Revenue Recognition :-

Expenses and Income considered payable and receivable respectively are accounting for on accrual basis.

3. Fixed Assets :-

Fixed assets are stated at their original cost of acquisition including taxes freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date. Adjustable deposit against sale of fixed assets (WIP) is adjusted against sale of WIP.

4. Depreciation :-

Consequent to enforcement of Companies Act, 2013, the Depreciation on fixed assets has been provided as per Schedule II of the said Act taking into account the useful life of the assets as given in the schedule.

5. Investments :-

Investments are stated at cost.

6. Inventories :-

Inventories are valued as under:-

1. Inventories : Lower of cost or net realizable value
2. Scrap : At net realizable value.

7. Miscellaneous Expenditure :-

Company does not have any miscellaneous expenditure.



Contd...2/-

(2)

8. Taxes on Income:-

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognised to the extent there is reasonable certainty that these would be realised in future.

(B) Notes on Accounts

1. The SSI status of the creditors is not known to the company; hence the information is not given.
2. Directors Remuneration provided during the current financial year Rs. 1,200,000.00 (PY- Rs. 506,000.00)
3. Sundry Creditors, Sundry Debtors, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.
4. Consumption of consumables and raw material has been arrived by adding purchases to Opening Stock and deducted closing stock there from.

5. Payments to Auditors:-

Auditors Remuneration	2018-2019	2017-2018
Audit Fees	55000.00	45000.00
Tax Audit Fees	15000.00	10000.00
Company Law Matters	10000.00	8000.00
I.T Matters	15000.00	12000.00
Total	95000.00	85000.00



Contd...3/-

(3)

6. Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.
7. Goods & Service Tax has not been taken into accounted for valuation of finished goods looking at factory site in view of accounting policy No. 9. The same has no impact on Statement of Profit and Loss.
8. No Provision for leave encashment has been made, in view of accounting policies no. 8. The impact of the same on Profit & Loss is not determined.

9. Related Party disclosure

(A) Related Parties and their Relationship

(I) Key Management Personnel

1. Vishal kanodia
2. Gautam kanodia
3. Manju Devi Kanodia
4. Sandeep Kumar Khemka
5. Akhilesh Kumar Yadav
6. Abhishek Saxena
7. Santosh Kumar

(II) Relative of Key Management Personnel

1. Pooja Poddar
2. Ashok Kumar Kanodia
3. Ashok Kumar Kanodia HUF
4. Khushboo Kanodia
5. Swati Kanodia

Sl No	Name of Related Party	Relation	Nature of Transaction	Current Year(Rs)	Previous Year (Rs)
A.	Gautam Kanodia	Director	Deposits Given	2,250,000.00	
			Deposit Received	4,200,000.00	
B.	Manju Devi kanodia	Director	Deposit received	600,000.00	
C.	Vishal kanodia	Managing Director	Deposit Received	1,198,560.00	1,790,000.00
			Deposit Repaid	1,153,560.00	
D.	Swati Kanodia		Deposit Received	475,000.00	



Contd...4/-

(4)

E.	Kanodia Infratech limited	Associate company	Sale of Flyash Sale of Clinker Sale,of,Consumables Transportation Service Deposit Received Deposit Repaid Purchase of Plant & Machinery	306,560.00 1,128,053.00 1,54,025.00 5,692,766.00 180,701,000.00 158,051,000.00 665,194.00	 26,950,000.00 49,600,000.00
F.	Vevant Cement Works Pvt. Ltd.	Associate company	Sale Fly Ash Sale Clinker Deposit Received Deposit Repaid Purchase Clinker Purchase Consumables	3,308,621.00 58,934,264.00 392,889,121.00 386,433,391.40 47,309,279.56 	 43,563,001.00 103,811,815.00 50,119,520.60 8,639,382.00
G	Blue star Cement Limited	Associate Company	Sale Clinker Sale Flyash Deposit Received Materia Handling Charges Deposit Repaid	5,761,240.00 1,596,064.00 83,784,000.00 70,412,304.00	7578896.00 27491461.00 368627.00 26239042.00
H	Kanodia Cement Industries Pvt Limited	Common Director	Advance Given	23,020,500	
I	Kanodia Nirman cement Pvt Limited	Common Director	Advance Given Advance received	1,620,000.00 1,290,000.00	
J	Kanodia Manufacturing Pvt limited	Common Director	Advance Given Advance received	3,960,000.00 3,580,000.00	
K	Swapnasudhansh Infosystem Pvt. Ltd	Common Director	Advance Given	36,085,567.00	
L	Blossom Realcon Pvt Ltd.	Common Director	Advance Given	23,700,000.00	
M	Maharaj Retailers Pvt Limited	Common Director	Advance Given Amount Received Purchase of Plant & machinery	303,280,350.20 114,415,000.00 205,387,411.60	
N	Kanodia Infradevelopers Pvt Ltd.	Common Director	Advance Given Amount Received	130,861,000.00 130,861,000.00	

10. Other income include Following

Nature of Income	As at 31.03.2019	As at 31.03.2018
Diesel Cashback	26964.58	
Interest Income	2057228.00	
Interest from Electricity Department	283510.00	443113.46
Interest on BG Margine	405487.00	404148.00
Rent		2300.00
Income from National Securities	138473.85	
Income from Investment in shares		665.40
Rebate and Discount	21454.00	8268.00



(5)

11. Major components of Deferred tax

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
A) Deferred Tax Liability	22,886,323.48	1,06,33,899.48
B) Deferred Tax Assets	-	-
Net Deferred Tax liabilities/ (assets) (A-B)	22,886,323.48	1,06,33,899.48

QUANTITATIVE DETAILS OF OPENING STOCK TURNOVER, PRODUCTION/ PURCHASES, CLOSING STOCK

Current Year- CEMENT

Particulars	Qty (Pcs)
Opening Stock	0
Production	189235.23
Receipt for replacement	0.00
Sales/Dispatch	189235.23
Rejections/Samples	0.00
Closing Stock	0

Previous Year- CEMENT

Particulars	Qty (Pcs)	Total (Amount)
Opening Stock	0	0.00
Production	260779.14	99,31,99,729.44
Receipt for replacement	0.00	0.00
Sales/Dispatch	260779.14	1,07,28,54,128.30
Rejections	0.00	0.00
Closing Stock	0	0.00

12. **RAW MATERIAL CONSUMED**

Particulars	2019		2018	
	Quantity (Qty 'Nos')	Amount (Rs.)	Quantity (Qty 'Nos')	Amount (Rs.)
Clinker (MT)	158528.286	545018921.136	2,37,098.381	85,27,24,534.16
Fly Ash (MT)	28757.013	19163746.160	15,633.343	1,01,14,953.01
Gypsum(MT)	1949.93	1045153.44	4,226.757	30,38,242.13
PP Bag(No.)	3669518	34819988.18	32,08,351.0	2,89,94,995.05

13. % of imported & indigenous raw material & consumables

	2018		2017	
	%	Amount	%	Amount
Imported	0.00	0.00	0.00	0.00
Indigenous	0.00	0.00	0.00	0.00



(6)

14. Value of Imports

Raw Material	Nil	Nil
Finished Goods	Nil	Nil

15. Expenditure in Foreign Currency Nil Nil

16. Earning in Foreign Exchange Nil Nil

17. Previous year figures have been regrouped /rearranged wherever necessary.

Signature to notes 1 to 18

In terms of Our Separate Audit Report of Even Date Attached.

**For DWIVEDI GUPTA & CO.,
Chartered Accountants
FRN:0012584C**

SM
**S K DWIVEDI
PARTNER
M.No.:074978**



**PLACE:VARANASI
DATED: 26.06.2019**

**For AND ON BEHALF OF THE
BOARD**

KANODIA CEMENT LIMITED

vishal Kanodia *Gautam Kanodia*
Director/ Auth. Sign.

DIRECTOR

DIRECTOR