

ANNUAL REPORT

2009 - 2010

B. NANJI ENTERPRISES LIMITED

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BOARD OF DIRECTOR

Mr. B N Padsala	Chairman & Managing Director
Mr. S B Padsala	Executive Director
Mr. Philip Job	Independent Director
Mr. Jayant Sharma	Independent Director (Up to 30/03/2010)
Mr. Vinayak Sarkhot	Independent Director (w.e.f. 31/03/2010)

REGISTERED OFFICE

5, Moorti Bungalow
Ashok Nagar Co. Op. Hou. Soc. Ltd.,
B/h Sunder Nagar, ISRO, Satellite, Ahmedabad-380015

REGISTRAR & SHARE TRANSFER AGENT

SYSTEM SUPPORT SERVICES

209, Shivai Ind, Estate,
89, Andheri Kurla Road,
Saki Naka, Andheri (E), Mumbai-400072

BANKERS

HDFC Bank
Bank of India
Bank of Maharastra

AUDITORS

ATUL DALAL & CO,

Chartered Accountants
2nd Floor, Abhishek Building,
Nr. Girish Cold Drink, C G Road,
Ahmedabad-380009.

NOTICE

NOTICE is hereby given that the Annual General Meeting of the members of B. Nanji Enterprises Limited will be held on Friday, 31st Day of December, 2010 at 4 p.m., at "Moorti Bunglow", 5, Ashoknagar Co-Operative Housing Society Ltd., B/h. Sundervan, Ahmedabad-380015 for transacting the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended on 30th June, 2010, Balance Sheet as on that date and Auditors' and Directors' report thereon.
2. To appoint Director in place of Mr. Philip Job, who retires by rotation and being eligible offers himself for re-appointment
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS :**4. Appointment of Mr Vinayak Sarkhot as a Director**

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

"RESOLVED that Mr Vinayak Sarkhot who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 31, 2010 and who holds office upto the date of this Annual General Meeting of the Company, in terms of Section 260 of the Companies Act, 1956 ("the Act"), and being eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company whose office shall be liable to retirement by rotation."

For and on behalf of the Board of Directors

Date : 22/11/2010

Place : Ahmedabad

Bhikhubhai Padsala

Chairman & Managing Director

NOTES :

- 1) Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a Member. Proxy to be effective should reach the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.
- 2) The Register of Members and Share Transfer books of The Company will remain closed from Monday, the 27th Day of September 2010 to Thursday, the 30th Day of September, 2010 (Both Days Inclusive).
- 3) The Members are requested to notify immediately the change of address, If Any to the Company's Share Transfer Agent, M/s. System Support Service, 209, Shivai Ind. Estate, Near Park Devis, 89, Andheri Kurla Road, Sikinaka, Andheri(East), Mumbai-400072 quoting their Folio No. or Client ID No.
- 4) Nomination facility is available to the Shareholders in respect of share held by them.
- 5) Members desiring any information on Accounts are requested to write to the Company at least One week before the meeting so as to enable the management to keep the information ready. Replies will be provided only at the meeting.
- 6) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies of Annual Report and the attendance slip at the meeting
- 7) Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting.

EXPLANATORY STATEMENT, PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956.**Item No. 4**

The Board of Directors at its Meeting held on March 31, 2010 appointed Mr Vinayak Sarkhot as an Additional Director with effect from March 31, 2010, pursuant to Section 260 of the Act. Under Section 260 of the Act, Mr. Vinayak Sarkhot ceases to hold office at this Annual General Meeting and being eligible for appointment as a Director. Notice under Section 257 of the Act has been received from a Member signifying his intention to propose Mr Vinayak Sarkhot appointment as a Director. Your directors recommend to pass the ordinary resolution as set out in the notice.

None of the directors except Mr. Vinayak Sarkhot is concerned or interested in the resolution.

For and on behalf of the Board of Directors

Date : 22/11/2010
Place : Ahmedabad

Bhikhubhai Padsala
Chairman & Managing Director

DIRECTORS' REPORT

TO,
THE MEMBERS,

Your Directors are pleased to present the Annual Report of your Company together with the Audited Statement of accounts for the year ended on 30th June, 2010.

FINANCIAL RESULTS :*(Rs in Lacs)*

Particulars	2009-10	2008-09
Profit before Interest, Depreciation and Tax	73.77	76.48
Interest	18.71	7.86
Depreciation	12.76	9.26
Profit Before Tax	42.30	59.36
Income Tax	40.00	0.95
Deffered Income Tax	Nil	Nil
Fringe Benefit Tax	Nil	Nil
Prior Period Adjustment (Net)	40.33	0.51
Profit After Tax	42.63	57.90

DIVIDEND

In view of inadequate profit of the Company, your Directors do not recommend dividend for the year under review.

FIXED DEPOSITS

The Company has not accepted/renewed any public deposits during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS**(A) Industry Structure and Development :**

During the year under review, the world's major economies collapsed and registered a negative growth rate. It was anticipated that the scenario would continue for FY 2010. Despite the global slow-down and challenging market conditions, the Indian Economy could manage a growth of around 7% in FY 2009. The Government is continuously monitoring the situation and taking requisite steps to curtail the down turn of the economy and has committed higher allocation towards infrastructure spending.

As per the studies carried out by Ficci and Ernst & Young in real estate segment, the global economy continues to recover, real estate investors worldwide are poised to take advantage of investment opportunities. The infrastructure sector offers tremendous opportunity for private players to play a role in this sector. India is also ranked fifth on account of economic growth and a developing real estate market with more focus on the regulatory environment, India has potential to become a favored investment destination.

(B) Review of Operations :

The global financial crisis and the resultant credit crunch in 2008-09 led to subdued demand for real estate products across all categories. The trend continued in the first half of FY10. However, during the second half, the industry showed signs of reversing the downward spiral as the country's economy continued to show signs of recovery. This led to revival of demand in the residential developments and the commercial developments. Your Company, in order to weather the tremors of slowdown, repositioned and changed its business strategies as per the changing macro environment.

During the year 2009-10 total income of the Company was Rs. 8.38 Crores and earned net profit of Rs. 42.63 lacs as compared to total income Rs. 17.79 crores and net profit of Rs 57.90 lacs during the previous year.

(C) Opportunities and Threats:

Your Company believes that there is great potential in the Indian real estate sector and that with economic

stability, demand for residential as well as commercial segment would further strengthen. Therefore, to cater the burgeoning demand for quality real estate, your Company will focus on timely execution of projects, without compromising on quality and compliances. As per Cushman & Wakefield research, in India cumulative residential demand is estimated to be over 7.5 million units by 2013 across all categories including the economically weaker sections, affordable, mid and luxury segments.

Business opportunities are being continuously explored through environment scanning and new business plans are adopted accordingly. Company was able to serve the needs of customers with different buying patterns and purchasing power. The Company continued to enhance its reputation as one of the strongest and most established developers with an enviable track record in developing urban housing, pioneering new products and offering an array of products across various locations.

The real estate business in India is impacted by, inter-alia, regulatory and monetary policies and investment outlook. The Company's operations and its ability for future development has to be viewed in light of the above and resultant factors such as the availability of real estate financing, uncertainty on monetary and fiscal policy actions, changes in Government regulations, foreign direct investments, approval processes, environment laws, actions of government land authorities and legal proceedings.

(D) Internal Control System :

The company has proper and adequate system of internal controls. Regular Internal Audits and Checks carried out and also management reviews the internal control systems and procedures to ensure orderly and efficient conduct of business and to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that transactions are authorised, recorded and reported correctly.

The Company has well defined internal control system. The Company takes abundant care to design, review and monitor the working of internal control system. Internal Audit in the organization is an independent appraisal activity and it measures the efficiency, adequacy and effectiveness of other controls in the organization. All significant issues are brought to the attention of the Audit Committee of the Board. Gaps, if any, under the existing system are being examined and the mitigation measures for the same are being devised.

(E) Human Resources :

Human capital has continued to be the key engine for our growth and aspirations. The Company has been constantly reviewing its HR policies and practices to keep abreast with the market changes and has embarked upon several initiatives to focus on creating a positive work environment that provides employees with ample growth and development opportunities as well as ensuring high levels of motivation and engagement.

The employee relations of the Company continue to be cordial. The active co-operation of employees is an important contributory factor for the cordial relations. The company firmly believes that intellectual capital and human resources is the backbone of the company's success.

CORPORATE GOVERNANCE :

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, a separate section titled "Corporate Governance Report" is attached to this Annual report. We have obtained a certificate from a Practicing Company Secretary on our compliances with clause 49 of the listing agreement with Stock Exchange.

CFO CERTIFICATION :

The Executive Director who looks after finance function has submitted a certificate to the Board regarding the financial statements and other matters as required under clause 49 (V) of the Listing Agreement.

DIRECTORS :

Pursuant to provisions of Section 256 of the Companies Act, 1956 Mr. Philip Job retires by rotation and being eligible offers himself for re-appointment.

The Board of Directors at its Meeting held on March 31, 2010 appointed Mr Vinayak Sarkhot as an Additional Director with effect from March 31, 2010, pursuant to Section 260 of the Act. Under Section 260 of the Act, Mr. Vinayak Sarkhot ceases to hold office at this Annual General Meeting and being eligible for appointment as a Director. Notice under Section 257 of the Act has been received from a Member signifying his intention to propose Mr Vinayak Sarkhot appointment as a Director.

Mr. Jayant Sharma resigned from the post of Director w.e.f March 31, 2010. The Board of Directors is grateful for his support and guidance during his tenure as director of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT :

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

- In the presentation of Annual Accounts, the applicable accounting standard have been followed along with proper explanation relating to material departure.
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year and have of the profit of the Company for the period.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for preventing and detecting fraud and other irregularities.
- The Directors have prepared the annual accounts on a going concern basis.

In respect of qualification(s), if any, in the Auditors report, relevant notes to accounts at Schedule N are self explanatory and do not call for further comments and explanation.

PARTICULARS OF EMPLOYEES :

No employee is drawing remuneration more than the specified limit prescribed u/s.217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975. Hence, the information in terms of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 are not required to be given.

AUDITORS :

M/s. Atul Dalal & Co., Chartered Accountant, statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received certificate from M/s. Atul Dalal & Co., Chartered Accountant, to the effect that their appointment, if made would within the prescribed limits under section 224(1B) of the Companies Act, 1956 and that they are not disqualified from such appointment within the meaning of section 226 of the Companies Act, 1956. The proposal for re-appointment is included in the notice of Annual General Meeting sent with.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION FOREIGN EXCHANGE EARNING AND OUTGO :

The year under review, there are no manufacturing activities undertaken by the Company. The activity of the Company under review is land development activities and is of such a nature that it requires minimum amount of energy. Information pursuant to section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to conservation of energy and technology absorption are not applicable to the Company. There is no foreign exchange earnings and outgo during the year under review.

ACKNOWLEDGMENT :

Your Directors wish to place on record their sincere appreciation to the employees at all levels for their hard work, dedication and commitment. Your Directors would like to express their sincere appreciation for assistance and co-operation received from the vendors and stakeholders including financial institutions, banks, Central & State Government authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review. Your Directors take this opportunity to place on record their gratitude and appreciation for the committed services of the employees at all levels of the Company.

For and on behalf of the Board of Directors

**Date : 22/11/2010
Place : Ahmedabad**

**Bhikhubhai Padsala
Chairman & Managing Director**

REPORT ON CORPORATE GOVERNANCE

[Pursuant to clause 49 of the listing agreement]

CORPORATE GOVERNANCE

The principal characteristics of corporate governance are Transparency, Independence, Accountability, Responsibility, Fairness, and Social Responsibility. Corporate Governance pertains to system of blending law, regulations and voluntary practices, which enable the company to attract financial and human capital, perform efficiently and thereby perpetuate it into generating long-term economic value for its shareholders, while respecting interests of other stakeholders and the society as a whole.

It aims to assure the shareholders that it is "Your Company" and it belongs to you. . The Chairman and Board of Directors are your fiduciaries and trustee pushing the business forward in maximizing long term value for its shareholders. This report sets out the compliance status of the Company with the requirements of corporate governance, as set out in Clause 49 for the financial year 2009-10.

BOARD OF DIRECTORS :**A) Composition of Board of Directors :**

Name of the Directors	Category	No. of other Directorship in Public Ltd. Companies	No. of other Board Committees of which member/chairman
Mr. B.N. Padsala	Non-Independent and Executive	2	Nil
Mr. S.B. Padsala	Non-Independent and Executive	3	3
Mr. Jayant Sharma	Independent and Non- Executive	Nil	Nil
Mr. Philip Job	Independent and Non- Executive	Nil	Nil
Mr. Vinayak Sarkhot	Independent and Non- Executive	Nil	Nil

B) Attendance of each Directors at Board Meeting and last Annual General Meeting :

Sr. No.	Name of Director	No. of Board meeting attended	Attendance at last AGM
1	Mr. B.N. Padsala	10	Yes
2	Mr. S.B. Padsala	10	Yes
3	Mr. Jayant Sharma	06	No
4	Mr. Philip Job	10	Yes
5	Mr. Vinayak Sarkhot	03	Yes

C) Number of Board meetings held during the financial year and dates of Board Meetings :

Board Meeting	Date	Board Meeting	Date
1	23/04/2009	6	30/01/2010
2	31/07/2009	7	31/03/2010
3	18/08/2009	8	30/04/2010
4	31/10/2009	9	10/05/2010
5	02/01/2010	10	24/06/2010

AUDIT COMMITTEE**Composition of Audit Committee :**

Name	Designation	Non-executive/ independent	Committee meeting attended
Mr. Jayant Sharma (up to 30/03/2010)	Chairman (up to 30/03/2010)	Independent and Non-Executive	5
Mr. Vinayak Sarkhot (w.e.f. 31/03/2010)	Chairman (w.e.f. 31/03/2010)	Independent and Non-Executive	1
Mr. Philip Job	Member	Independent and Non-Executive	6
Mr. Sandip B. Padsala	Member	Non-Independent and Executive	6

The term of reference stipulated by the board to the Audit Committee are, as contained in clause 49 of the Listing agreement and Section 292A of the Companies Act, 1956, as follows :

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the board, focusing primarily on; (a) Any changes in accounting policies and practices, (b) Major accounting entries based on exercise of judgment by management, (c) Qualifications in draft audit report (d) Significant adjustments arising out of audit (e) The going concern assumption, (f) Compliance with accounting standards, (g) Compliance with stock exchange and legal requirements concerning financial statements, (h) Any related party transactions.
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with external auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing the company's financial and risk management policies.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

Six meetings of Audit Committee were held during the financial year 2009-10 following dates :

No.	Date	No.	Date
1	23/04/2009	4	31/10/2009
2	31/07/2009	5	30/01/2010
3	18/08/2009	6	30/04/2010