



# **GCCL CONSTRUCTION & REALITIES LIMITED**

## **ANNUAL REPORT 2010-2011**

## **GCCL CONSTRUCTION & REALITIES LIMITED**

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**BOARD OF DIRECTORS :** SHRI BAHUBALI S. SHAH - CHAIRMAN  
SHRI AMAM S. SHAH - DIRECTOR  
SHRI HIMANSHU KAMDAR - DIRECTOR  
SHRI BHARATBHAI KASTURBHAI - DIRECTOR  
SHRI ASHOKKUMAR DAMANI - DIRECTOR

**AUDITORS :** DINESH R. SHAH & NANAVATI  
CHARTERED ACCOUNTANTS  
51, MADHUBAN, NR. RAILWAY CROSSING,  
ELLISBRIDGE, AHMEDABAD-380 006.

**REGD. OFFICE :** 606, SAKAR-I,  
OPP. NEHRU BRIDGE,  
ASHRAM ROAD,  
AHMEDABAD - 380 009.

# GCCL CONSTRUCTION & REALITIES LIMITED

Regd. Office: 606, SAKAR-1, Opp. Nehru Bridge, Ashram Road, Ahmedabad – 380 009.

## NOTICE

Notice is hereby given that the 17th (Seventeenth) Annual General Meeting of the Members of GCCL Construction & Realities Limited will be held on Wednesday, 28th September, 2011 at 10.30 a.m. at 606 SAKAR-1, Opp: Nehru Bridge, Ashram Road, Ahmedabad to transact the following business.

### **ORDINARY BUSINESS**

1. To receive consider & adopt the Balance Sheet as at 31st March, 2011, the Profit & Loss Account for the year ended on that date and the reports of the Directors' & Auditors thereon.
2. To appoint Director in place of Shri Himanshu J. Kamdar, who being eligible offers himself for reappointment.
3. To appoint Director in place of Shri Bharatbhai K. Shah, who being eligible offers himself for reappointment.
4. To appoint M/s. Dinesh R. Shah & Nanavati, Chartered Accountants, Ahmedabad as Auditors of the Company to hold office from conclusion of this Annual General Meeting till conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors of the Company.

### **NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the meeting and vote on a Poll, if any, in his/her stead and the proxy need not be a member of the Company.
2. The instrument appointing proxies, in order to be effective, must be received by the Company at the registered office, not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to this notice.
3. As required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges the relevant details of Shri Himanshu J. Kamdar & Shri Bharatbhai K. Shah, Directors retiring by rotation and seeking re-appointment under Item No. 2 and Item No.3 of the Notice respectively, are annexed herewith.
4. Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 21 September, 2011 to Wednesday, the 28 September, 2011 (both days inclusive).
5. Members are requested to visit the website of the Company 'www.gcclconstruction.com' for viewing the quarterly & annual financial results and for more information on the Company.
6. For any investor-related queries, communication may be sent by e-mail to 'gujaratcredit@gmail.com'.
7. M/s Sharepro Services(India) Private Limited (Sharepro) is the Registrar & Share Transfer Agent (R&TAgent) of the Company. All investor related communication may be addressed to Sharepro at the following address;  
M/s Sharepro Services(India) Private Ltd.  
416-420, 4<sup>th</sup> Floor, Devnandan Mall, Opp. Sanyas Ashram, Ashram Road, Ahmedabad-380 006.  
Tel.: (079) 26582381 - 84 E-mail : sharepro.ahmedabad@sharepro.com
8. Members are requested to send their queries, if any, to reach the Company at its Registered Office, at least 10 days before the meeting, so that the information can be compiled in advance.
9. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.

By Order of the Board of Directors

Date: 30/06/2011  
Registered Office:  
606, Sakar-I, Ashram Road,  
Ahmedabad- 380009.

**Bahubali S. Shah**  
Chairman

## GCCL CONSTRUCTION & REALITIES LIMITED

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Details of the Directors seeking re-appointment in the Seventeenth Annual General Meeting [Pursuant to Clause 49 of Listing Agreement of Bombay Stock Exchange]

1.	Name of Director	Shri Himanshu J. Kamdar	Shri Bharatbhai K. Shah
2.	Date of Birth	27/11/1961	17/11/1947
3.	Relationships with Other Directors	None	None
4.	Date of Appointment	27/09/1995	31/07/2003
5.	Expertise		
6.	Qualification	BE	B.com
7.	No. of Equity Shares held in the Company	None	None
8.	List of other companies in Which directorship are held	None	None
9.	List of committees of the Board of Directors (Across all companies) In which Chairmanship / Membership is held	Audit Committee	Audit Committee

Note:

The Directorships held by Directors as mentioned above, do not include Directorships of Private Limited Companies.

## DIRECTORS' REPORT

To  
The Members  
GCCL CONSTRUCTION & REALITIES LIMITED,

Your Directors presents their Seventeenth Annual Report together with the Audited Statement of Accounts of the Company for the year ended on 31st March, 2011.

### **FINANCIAL RESULTS:**

Your company has not pursued any of its main objects and hence there is no income earned. During the year under report, the other income was Rs 12.22 Lacs and net profit after tax is Rs 4.33 Lacs.

### **MANAGEMENT DISCUSSION & ANALYSIS**

At present, your Company is not pursuing any of its main objects and hence the Board has not commented upon Industry Structure & Development, Opportunities & Threats, Future Outlook, and Risk & Concerns.

### **Internal Control Systems & their Adequacy:**

The company has proper & adequate system of their internal controls proportionate to its size and business. The internal control systems of the Company are designed to ensure that the financial and other records are reliable for preparing financial statements and other data.

### **Cautionary Statement**

The Management Discussion & Analysis Report may contain certain statement that might be considered forward looking within the meaning of applicable securities, laws and regulations. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statements as important factors could influence the Company's operations such as Government policies, tax laws, political and economic development.

### **CORPORATE GOVERNANCE**

Pursuant to clause 49 of the listing agreement, a report on corporate governance along with auditors' certificate of its compliance is included as part of the annual report.

### **DIRECTORS**

The clause 146 read with clause 170 of Articles of Association of the Company provide that at least two-thirds of our Directors shall be subject to retirement by rotation. One third of these retiring Directors must retire from office at each Annual General Meeting of the shareholders. A retiring Director is eligible for re-election.

Shri Himanshu J. Kamdar & Shri Bharatbhai K. Shah, Director will retire by rotation and being eligible, offer themselves for reappointment. The details of their re-appointment together with nature of their expertise in specific functional areas and names of the companies in which they hold office as Director and/or the Chairman/Membership of Committees of the Board, are provided in the Notice of the ensuing Annual General Meeting.

### **CODE OF CONDUCT**

The code of conduct for all board members and senior management of the company has been laid down and is being complied in words and spirit. The declaration on compliance of code of conduct signed by Chairman & Managing Director of the Company is included as a part of this annual report.

### **STATUTORY DISCLOSURES:**

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars required to be furnished by the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988:

Part A and B pertaining to conservation and technology absorption is not applicable to the Company. However the Company endeavored to conserve energy consumption wherever feasible.

The Company has neither used nor earned any foreign exchange during the year under review.

# **GCCL CONSTRUCTION & REALITIES LIMITED**

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## **PARTICULARS OF EMPLOYEES**

The information as required under Section 217(2A) of the Companies Act, 1956 read with Companies (particulars of employees' amendment) Rules, 1988 as amended from time to time is nil.

## **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to sub-Section (2AA) of Section 217 of Companies Act, 1956 the Board of Directors of the Company hereby State and confirm that:

- ❖ in preparation of Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ❖ the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at end of the financial year and of the profit or loss of the company for that period;
- ❖ the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- ❖ The Directors had prepared the annual accounts on a going concern basis.

## **CASH FLOW**

A Cash Flow statement for the year ended March 31, 2011 is attached to the Balance Sheet.

## **AUDITORS AND AUDITORS' REPORT**

The Auditors' M/s Dinesh R. Shah & Nanavati, Chartered Accountants, Ahmedabad holds office until the conclusion of the ensuing Annual General Meeting and is recommended for reappointment for the year 2011-2012. The Company has received certificate from the Auditors' to the effect that the reappointment if made, would be within prescribed limit under Section 224 (1-B) of the Companies Act, 1956. The notes at schedule 8 are self-explanatory and do not require further clarifications.

## **FIXED DEPOSITS**

The Company has not accepted any deposits from the public.

## **INSURANCE**

The Company's assets are adequately insured against major risks.

## **ACKNOWLEDGEMENTS**

The Board expresses their appreciation for continued co-operation and support extended to the Company by bankers, employees & shareholders.

Place: Ahmedabad

Date: 30/6/2011.

**Registered office:**

**606, Sakar I, Ashram Road,  
Ahmedabad- 380 009.**

**For and on behalf of the Board of Directors**

**Bahubali S. Shah  
Chairman**

## CORPORATE GOVERNANCE

### (As required by clause 49 of the Listing Agreement with the stock exchange)

This section on Corporate Governance forms part of the Directors' Report to the shareholders. This report is given in terms of clause 49 of the Listing Agreement entered with the Mumbai Stock Exchange where the shares of the Company have been listed.

#### 1. Company's Philosophy & Code of Governance

Your company's corporate governance policy is directed towards adherence to ethical business practices. All mandatory requirements as also a few non-mandatory requirements prescribed by Clause 49 of the Listing Agreement have been implemented by the Company. Codes of business conduct, adopted by the directors are posted on the website of the Company ([www.gcclconstruction.com](http://www.gcclconstruction.com)).

All board members and senior management personnel have affirmed compliance with the respective codes of conduct for the year ended March 31, 2011. In terms of Clause 49 (I) (D) of the Listing Agreement, the Managing Director has given the requisite declaration to this effect. In terms of Clause 49 (V) of the Listing Agreement, the Chairman and Managing Director [CEO] and CFO have given the requisite certification to the Board of Directors in the prescribed format for the period under review.

#### 2. Board of Directors

##### Composition of Board:

The strength of the Board as on March 31, 2011 was Five and all are non-executive promoter directors and three are independent directors. The requisite particulars are given below: -

Directors	Category	Attendance Particular		Other Directorship	Committee Membership	
		Board Meeting	Last AGM		Member	Chairman
Shri Amam S. Shah	NENI	5	Y	6	0	1
Shri Bahubali S. Shah	CM-NENI	5	Y	5	0	0
Shri Himanshu J. Kamdar	IND	5	Y	0	0	0
Shri Bharatbhai Kasturbhai	IND	5	Y	0	0	0
Shri Ashok C. Damani	IND	5	Y	0	0	0

CM- Chairman NENI-Non Executive Non Independent IND- Independent

#### Board Meetings

The Board of Directors oversees management performance in order to ensure adherence to highest standards of corporate governance. The Board evaluates the strategic direction, management policies and their effectiveness and provides guidance and leadership to the management in achieving set goals. Board meeting dates are finalised in consultation with all directors. The Board is regularly apprised about important business related information and developments. Board members express opinions and bring up matters for discussion at its meetings. Board meeting minutes are circulated to all Directors in advance and confirmed at the subsequent Board meeting. Copies of signed minutes of the various Committees of the Board and Board meetings of subsidiaries of the Company are tabled at Board meetings.

#### Details of Board Meetings

In compliance with the provisions of Clause 49 of the Listing Agreement, the Board meetings are held atleast once every quarter and the time gap between two meetings is not more than four months. During the year, Five Board Meetings were held.