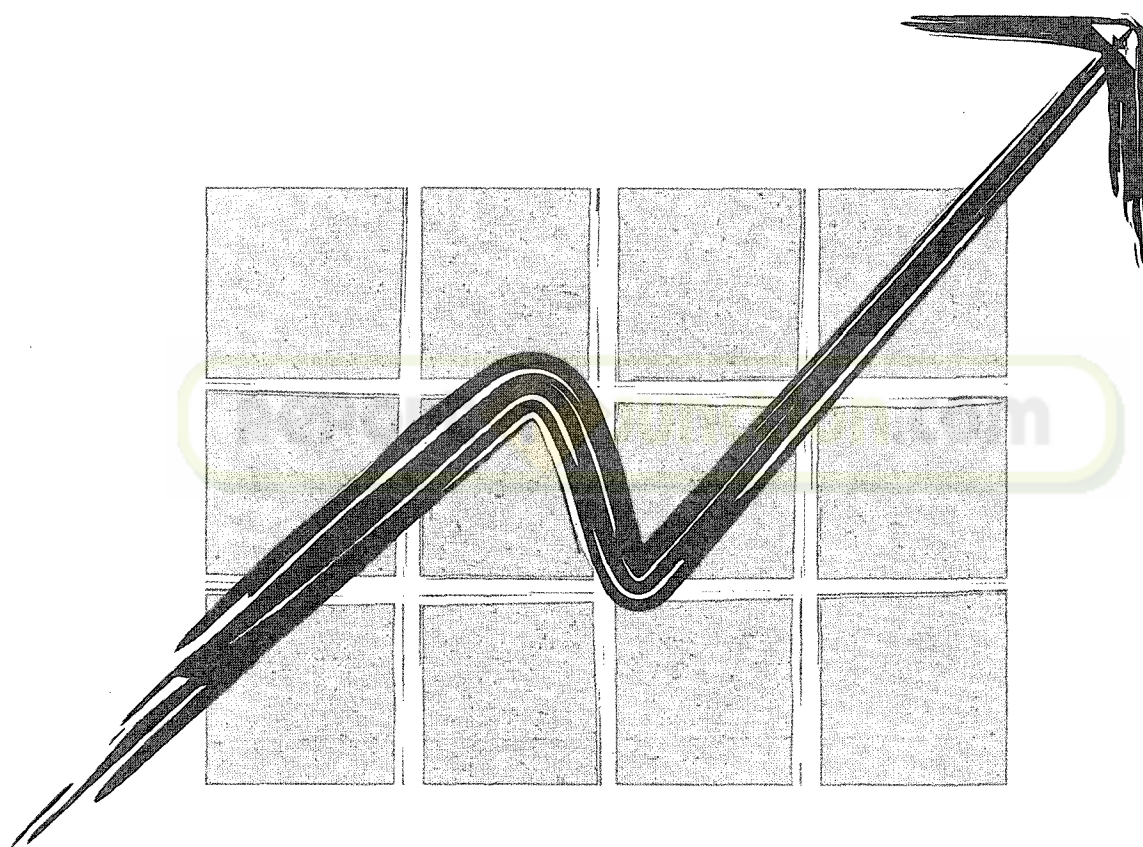


GCCL



GCCL INFRASTRUCTURE & PROJECTS LIMITED

Annual Report 2006-07

GCCL INFRASTRUCTURE & PROJECTS LIMITED

BOARD OF DIRECTORS : SHRI AMAM S. SHAH - DIRECTOR
SHRI SHRIRAJ S. JHAVERI - DIRECTOR
SHRI DINESH C. PATEL - DIRECTOR
SHRI NANDIT V. RAJA - DIRECTOR
SHRI NEHAL M. SHAH - DIRECTOR

AUDITORS : M/S. HIREN K.SHAH & CO.

CHARTERED ACCOUNTANTS

584, PADSHAH POLE,

HAJAPATEL POLE,

RELIEF ROAD,

AHMEDABAD - 380 001.

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

GCCL INFRASTRUCTURE & PROJECTS LIMITED

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

NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of the Members of GCCL Infrastructure & Projects Limited will be held on Wednesday, 26th September 2007 at 11.00 a.m. at 606, Sakar-1, Opp. Nehru Bridge, Ashram Road, Ahmedabad-380009 to transact the following business:

ORDINARY BUSINESS

1. To receive consider & adopt the Balance Sheet as at 31st March, 2007, 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 Amam S. Shah, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint director in place of Shri Dinesh C. Patel, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint M/s. Hiren K. Shah & Co, 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.

Date : 27th June,2007

By Order of the Board of Directors

Registered Office :

606,Sakar-I, Ashram Road,
Ahmedabad- 380009.

Amam S. Shah
Director

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NOTES

NOTES

1. A 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 OF THE COMPANY.
2. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Register of the Members & Share Transfer Books of the Company will remain closed from Wednesday, 19/09/2007 to Wednesday, 26/09/2007 [both days inclusive].
4. Shareholders desirous of asking any question at the Annual General Meeting are requested to send in their questions so as to reach the Company at least five days before the Annual General Meeting so that the same can be suitably replied.
5. Share transfer documents and all correspondence relating thereto, should be addressed to Registrar and Share Transfer Agents of the Company, M/s Pinnacle Shares Registry Private Ltd., Nr. Ashoka Mills, Naroda Road, Naroda, Ahmedabad-380 025, Tel.: 079-22204226, 22200591, 22200582, Fax: +91-79-2220 29 63 E-mail gautam.shah@psrpl.com.
6. Members who hold shares in physical form are requested to notify immediately any changes in their addresses to the Registrar and Share Transfer Agents at the above address and to their depository participants, in case shares are held in electronic mode.
7. At the ensuing Annual General Meeting, Shri Amam S. Shah and Shri Dinesh C. Patel shall retire by rotation and being eligible, offer themselves for reappointment. Pursuant to Clause 49 of the Listing Agreement, the particulars of Directors to be reappointed are given below.

1) Name : Shri Amam S. Shah
Address : 31, Anand Nagar, Paldi,
Ahmedabad - 380 007
Age : 36 years
Nationality : Indian
Occupation : Business
Qualification : B.Com.
Experience : 16 years
Date of Appointment : 25/10/1994

Following are the companies in which he is Director :

1. Gujarat Credit Corporation Limited
2. GCCL Housing Finance Limited
3. GCCL Construction & Realities Limited
4. GCCL Securities Limited
5. Lipi Mercantile Limited
6. DMCC Oil Terminals (Navlakhi) Limited
7. Amam Investment Pvt. Ltd.

He is Non-Executive Non Independent Director of the Company.

2) Name : Shri Dinesh C. Patel
Address : 5, Praneta Park, B/H Fair Deal
House, Swastik Char Rasta,
Ahmedabad-09
Age : 52 years
Nationality : Indian
Occupation : Business
Qualification : B.Com.
Experience : 9 years
Date of Appointment : 3/9/1997
He does not held any shares in the Company.

Date : 27th June, 2007

By Order of the Board of Directors

Registered Office :

606, Sakar-I, Ashram Road,
Ahmedabad- 380009.

Amam S. Shah
Director

GCCL INFRASTRUCTURE & PROJECTS LIMITED

DIRECTOR'S REPORT

To
The Members
GCCL INFRASTRUCTURE & PROJECTS LIMITED,
Ahmedabad.

Your Directors presents their Thirteenth Annual Report together with the Audited Statement of Accounts of the Company for the year ended on 31st March, 2007.

FINANCIAL RESULTS:

Your company has incurred loss of Rs 2.71 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.

AUDITORS AND AUDITORS' REPORT:

The Auditors' M/s Hiren K. Shah, Chartered Accountants, Ahmedabad holds office until the conclusion of the ensuing Annual General Meeting and is recommended for reappointment for the year 2007-2008. 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 7 are self-explanatory and do not require further clarifications.

FIXED DEPOSITS:

The Company has not accepted any deposits from the public.

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.

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 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.

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 CEO of the Company is included as a part of this annual report.

DIRECTORS:

Shri Amam S. Shah and Shri Dinesh C. Patel, Directors will retire by rotation and being eligible, offers themselves for reappointment.

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.

Date : 27th June,2006

For and on behalf of the Board of Directors

Registered Office :
606,Sakar-I, Ashram Road,
Ahmedabad- 380009.

Amam S. Shah
Chairman

GCCL INFRASTRUCTURE & PROJECTS LIMITED

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.

MANDATORY REQUIREMENTS

1. Company's Philosophy & Code of Governance

The Cornerstone of your company's corporate governance policy is directed towards:

Adherence to ethical business practices.

2. Board of Directors

Composition of Board:

The composition of the Board is in conformity with clause 49 of the Listing Agreement. The Board of Directors consists of 5 [Five] members. The Company has a Non-Executive Chairman and the number of independent director is one half of the total number of directors. None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees (as specified in clause 49), across all the Companies in which he is a Director. The Directors have made the necessary disclosures regarding Committee positions.

The Composition of the Board as on 31st March 2007 was as under.

Directors	Category	AttendanceParticulars		Other Directorships	Committee Membership	
		Board Meeting	Last AGM		Member	Chairman
Shri Amam S. Shah	CM -NENI	4	Y	5	1	0
Shri Shriraj S. Jhaveri	IND	5	Y	4	0	2
Shri Dinesh C. Patel	IND	0	N	0	0	0
Shri Nandit V. Raja	IND	4	Y	2	0	0
Shri Nehal M. Shah	IND	5	Y	0	0	0

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

Details of Board Meetings held during the year 2006-07.

5 (Five) Board meetings were held during the year and the gap between two meetings did not exceed four months. Leave of absence was granted by the Board to the Directors who were absent at the respective Board Meeting(s).

Date of Meeting	No. of Directors Present
29/4/06	3
27/6/06	4
28/7/06	4
18/10/06	4
30/1/07	3

The information as required under annexure I to clause 49 is being made available to the Board.

3. AUDIT COMMITTEE

Terms of Reference:

The terms of reference, role and scope are in line with those prescribed by clause 49 of the Listing Agreement executed with the Mumbai Stock Exchange. The Company also complies with the provisions of Section 292A of the Companies Act 1956 pertaining to Audit committee and its functioning.

The Board delegated the following powers to the Audit Committee:

- To investigate any activity within its terms of reference
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Board defined the role of Audit Committee as under:

- Overseeing 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/removal of external auditors, fixing audit fees and approving payments for any other services;
- Reviewing with the management the annual financial statements before Submission to the Board;
- Reviewing with the management external and internal auditors, the adequacy of Internal control system;