GYAN DEVELOPERS & BUILDERS LIMITED

TWENTY FIFTH

ANNUAL REPORT

(2016 - 2017)

CONTENTS

	PAGE NO
NOTICE OF 25th AGM	1
DIRECTORS' REPORT	6
ANNEXURE - A	15
ANNEXURE - B	27
ANNEXURE - C	28
MANAGEMENT ANALYSIS AND REVIEW REPORT	31
MANAGING DIRECTOR'S DECLARATION ON CODE OF CONDUCT	33
INDEPENDENT AUDITORS' REPORT	34
AUDITORS' COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE	39
BALANCE SHEET	40
PROFIT & LOSS ACCOUNT	41
NOTES FORMING PART OF FINANCIAL STATEMENTS	42
CASH FLOW STATEMENT	51
ATTENDANCE SLIP & PROXY FORM	52

GYAN DEVELOPERS & BUILDERS LIMITED

CORPORATE INFORMATION
(2016 - 2017)

BOARD OF DIRECTORS

T. ASHOK RAJ	-	Managing Director
S. VIJAYAN	-	Director (NEID)
M. SUNITA	-	Director & CFO
J. CHANDRA SEKAR	-	Director (NEID)

CIN	-	L70101TN1992PLC022624
REGISTERED OFFICE	-	Gyan Kiran, Door No.6, Hanumantha Rao Street T.Nagar, Chennai-600 017. E-mail : gyandevelopers@yahoo.com
BANKER	-	Tamil Nadu Mercantile Bank Ltd., Chennai - 600 017.
SHARE TRANSFER AGENT	-	M/s Intergrated Registry Management Services Pvt. Ltd., "Kences Towers, No.1 , Ramakrishna St, North Usman Road, T. Nagar, Chennai - 600 017. Ph : 28140801-03, Fax : 28142479 E-mail : corpserv@iepindia.com
BSE SCRIP CODE No	-	530141
DEMAT ISIN	-	INE - 487G01018
AUDITORS	-	G.C. DAGA & CO., Chartered Accountants, Sri Balaji Complex, No.14, Veerappan Street, Sowcarpet, Chennai-600 079. Email: cagcdaga@gmail.com

GYAN DEVELOPERS & BUILDERS LIMITED

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Regd Off : Gyan Kiran, Door No.6, Hanumantha Rao Street
T.Nagar, Chennai-600 017.
CIN: L70101TN1992PLC022624 Email ID: gyandevelopers@yahoo.com

NOTICE TO MEMBERS

Notice is hereby given that the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the members of **M/s. GYAN DEVELOPERS AND BUILDERS LIMITED** will be held on Thursday, the **14th day of September, 2017,** at **10.00 a.m,** at The Chartered Accountants Study Circle, No.2-L, Rear Block 2nd Floor, Prince Arcade, 22A Cathedral Road, Chennai – 600086, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2017, the Profit and Loss Account and Cash flow statement for the Company for the period ending 31.03.2017 and the reports of the Directors and Auditors.

2. To appoint a Director in the place of Mr. T Ashok Raj, (DIN: 00575471), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint Statutory Auditor and fix their Remuneration. In this connection, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to Section 139 and other applicable provisions if any, of the Companies Act 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), M/s. SURAJ DHOKA & ASSOCIATES, Chartered Accountants (FRN 009707S) be and is hereby appointed as Statutory Auditors of the Company, in place of the retiring Statutory Auditors M/s. G.C.DAGA & Co, Chartered Accountants, for a period of 5 years up to the conclusion of the 30th Annual General Meeting to be held in the year 2022, subject to ratification in every subsequent Annual General Meeting, on remuneration to be fixed by the Board of Directors."

On behalf of the Board
for **GYAN DEVELOPERS & BUILDERS LIMITED**

Sd/-
T. ASHOK RAJ
Managing Director.
(DIN: 00575471)

Place : Chennai
Date : 27-07-2017

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and proxy need not be a member. The proxies should be lodged with the company not later than 48 hours before the time fixed for the commencement of the meeting.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

2. Revenue stamp should be affixed on the Proxy form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's Signature may also be furnished in the Proxy Form, for identification purpose.

3. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.

4. The register of members and share transfer of the company will remain closed from Friday, September 8, 2017 to Thursday, September 14, 2017 (Both days inclusive).

5. The members are requested to intimate to the Company and or to its Share Transfer Agent M/s. Integrated Registry Management Services Private Limited, Second Floor, No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600 017 for changes, if any, in their registered address along with Pin Code Number.

6. Members are informed that copy of annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the annual report to the meeting.

7. Members are requested to quote their Folio Number, e-mail ID, mobile numbers in all correspondences with the Company.

8. Details of directors seeking re-appointment at this Annual General Meeting are annexed thereto.

9. **Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to

be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on Sunday 10th September, 2017 (9:00 am) and ends on Wednesday 13th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **i.e.**7th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) Open email and open PDF file viz; "GYAN DEVELOPERS & BUILDERS LIMITED.pdf" with your Client ID or Folio No. as password. The said PDF file contain your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Gyan Developers & Builders Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@akjainassociates.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 7th September, 2017.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 7th September 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you

can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XII. Mr. Pankaj Mehta, Practicing Company Secretary (Membership No.A29407) has been appointed as the Scrutinizer for conducting both the e-voting and the poll process in a fair and transparent manner and he has communicated his willingness for the same.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gyandeveloper.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

Information about director seeking appointment / re-appointment in this Annual General Meeting in respect of item No.2 above is mentioned below:

NAME OF THE DIRECTOR	T ASHOK RAJ
Date of Birth	24.09.1967
Date of Appointment on the Board as a Director	07.05.1992
Qualification	B.Com.,
List of Outside Directorships held	Nil
Chairman / Member of the committees of the Board of Directors of the company	Nil
No of shares held in company	2,68,500

GYAN DEVELOPERS & BUILDERS LIMITED

DIRECTORS REPORT

Your Directors have pleasure in presenting the Twenty Fifth Annual Report together with audited accounts for the year ended 31.03.2017.

1. FINANCIAL RESULTS

The summarized financial results for the year ended 31.03.2017 and for the previous year 31.03.2016 are as under:

(In Rs.)

Particulars	2016-2017	2015-2016
Total revenue	1,07,63,600.00	1,06,54,000.00
Total expenditure	1,03,02,641.85	1,01,33,938.49
Profit before tax	4,60,958.15	5,20,061.51
Less: Tax expenses		
Current Year	1,53,227.00	2,26,682.00
Previous Year	0.00	5,563.00
Deffered Tax	(10,506.00)	(63,923.00)
Profit (Loss) after tax	3,18,237.15	3,51,739.51
Surplus account		
Balance as per the balance sheet	77,12,656.51	73,60,917.00
(a) Add: Profit for the year	3,18,237.15	3,51,739.51
(b) Less: Depreciation on assets where useful life is NIL	Nil	Nil
Balance as at the end of the year	80,30,893.66	77,12,656.51

2. FINANCIAL OVERVIEW:

During the year under review, the total revenue of your company was Rs.1,07,63,600/- as compared to previous year revenue of Rs.1,06,54,000/-. The net profit for the year after tax is Rs.3,18,237.15/- as against previous year profit of Rs.3,51,739.51/-.

3. CHANGE IN THE NATURE OF BUSINESS

Your Company is engaged in buying and selling of vacant land. There is no change in the nature of business during the year compared to previous year.

4. DIVIDEND:

In order to conserve reserves / profit for the growth of the company, your Directors do not recommend any dividend.

5. SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES & PERFORMANCE THEREOF:

Your Company does not have any subsidiary, joint venture, associate company as at March 31, 2017. Hence, the details and performance thereof does not arise.

6. DEPOSITS:

The company has not accepted or invited any deposits under the provisions of the Companies Act, 2013, and rules related thereto.

7. EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in form MGT 9 for the year ended 31.03.2017 is attached as **Annexure "A"**.

8. SHARE CAPITAL:

The Company during the year under review has not issued any Sweat Equity Shares or Shares with Differential Rights or under Employee Stock Option Scheme nor did it Buy Back any shares.

9. MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report.

10. INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate.

11. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

12. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS UNDER SECTION 186:

The Company has not advanced any loans, given guarantees, provided security nor made investments covered under Section 186 of the Companies Act, 2013.

13. BOARD OF DIRECTORS AND ITS COMMITTEES:

A. Composition of the Board of Directors

The Board of Directors of the Company comprises of four Directors of which two are Non-Executive Independent Directors.

The Company has received necessary declarations from Mr. S. Vijayan and Mr. J. Chandrasekar, the Independent Directors stating that they meet the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.