

CORPORATE INFORMATION (2021-22)

BOARD OF DIRECTORS

T. ASHOK RAJ	- Managing Director
M. SUNITA	- Director & CFO
S. VIJAYAN	- Director (NEID)
J. CHANDRA SEKAR	- Director (NEID)
BELA PAREKH	- Company Secretary & Compliance Officer
STATUTORY AUDITORS	- MARDIA & ASSOCIATES Chartered Accountants No.1, Valliammal Road, Vepery Chennai – 600 007 Email id: mardiaassociate@gmail.com
CIN	- L70101TN1992PLC022624
REGISTERED OFFICE	- Gyan Kiran, Door No.6, Hanumantha Rao Street T.Nagar, Chennai – 600017 E-mail: gyandevlopers@yahoo.com
BANKER	- Tamil Nadu Mercantile Bank Ltd Chennai - 600 017
SHARE TRANSFER AGENT	- M/s Intergrated Registry ManagementServices Pvt. Ltd., Kences Towers, No.1 Ramakrishna St, North Usman Road T. Nagar, Chennai – 600017 Ph: 28140801-03, Fax: 28142479 E-mail: corpserv@iepindia.com
BSE SCRIP CODE No	- 530141
ISIN	- INE487G01018

CONTENTS

PARTICULARS	PAGE NO
NOTICE OF THE AGM	01-14
DIRECTORS' REPORT	14-23
ANNEXURE - A - SECRETARIAL AUDIT REPORT	24-26
ANNEXURE - B - MANAGEMENT ANALYSIS AND REVIEW REPORT	27-28
ANNEXURE - C - MANAGING DIRECTOR'S DECLARATION ON CODE OF CONDUCT	29-29
INDEPENDENT AUDITORS' REPORT	30-39
FINANCIAL STATEMENT	40-54

GYAN DEVELOPERS AND BUILDERS LIMITED

Regd Off: Gyan Kiran, Door No. 6, Hanumantharao Street,
T. Nagar, Chennai – 600 017

CIN: L70101TN1992PLC022624

E-mail: gyandevlopers@yahoo.com

NOTICE TO MEMBERS

Notice is hereby given that the **30TH ANNUAL GENERAL MEETING** of the Members of **M/s. GYAN DEVELOPERS AND BUILDERS LIMITED** will be held on Friday, the 16th day of September 2022, at 11.00 A.M. through video conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2022, the Profit and Loss Account and Cash flow statement of the Company for the period ending 31.03.2022 and the reports of the Directors and Auditors.
2. To appoint a Director in the place of Mrs. Sunita Mahendar Raj, (DIN: 01751554), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if deemed fit, to pass, the following resolution as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to Section 139 (8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force, the appointment of M/s. MARDIA & ASSOCIATES (FRN: 0007888S), Chartered Accountants as statutory auditors of the company to fill the casual vacancy caused by resignation of M/s. SURAJ DHOKA & ASSOCIATES, Chennai and to examine and audit the accounts of the Company for the financial year 2021-2022 on remuneration as determined by the Board be and is hereby confirmed and approved.

FURTHER RESOLVED THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary in this regard on behalf of the Company"

4. To consider and if deemed 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 and read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), M/s. MARDIA & ASSOCIATES (FRN: 0007888S) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 34th Annual General Meeting to be held in the year 2026, at such remuneration as mutually agreed between the Board and the Auditors."

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FURTHER RESOLVED THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary in this regard on behalf of the Company”

5. To consider and if deemed fit, to pass, the following resolution as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 196, 197, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Act, the re-appointment of Mr. T. Ashok Raj as Managing Director (DIN: 00575471) of the Company for a term of three years effective from 29.01.2022, on terms and conditions as mentioned hereunder be and is hereby approved and confirmed.

Remuneration:

a) Basic Salary: Rs.30,000/- (Rupees Thirty Thousands Only) per month, with such annual increment as may be decided by the Board of Directors

b) Perquisites & Allowances:

(i) Housing: He shall be entitled to house rent allowance not exceeding 50% of his basic salary.

(ii) Medical expenses: Reimbursement of medical expenses including hospitalization and surgical charges incurred for Mr. T.Ashok Raj and his family subject to maximum of three months salary.

(iii) Leave travel concession: Leave travel concession for Mr. T.Ashok Raj and his family once in a year subject to a maximum of three months' salary.

(iv) Club fees: Reimbursement of membership fee upto 2 clubs including admission and life membership fee.

(v) Personal accident Insurance: Premium payable shall not exceed Rs.4,000/- p.a.

(vi) Contribution to Provident Fund, Superannuation fund or Annuity fund to the extent these singly are put together are not taxable under the Income Tax Act, 1961.

(vii) Gratuity: Gratuity payable at the rate not exceeding half month's salary for each completed year of service.

(viii)Telephone: He is entitled for a telephone at residence. However, personal long distance calls shall be logged in and paid over to the company

Overall Remuneration:

The aggregate of salary and perquisites in any financial year shall not exceed the limits specified from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act, for the time being in force.

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Minimum Remuneration:

In case of loss or inadequacy of profits in any financial year during the currency of tenure of his service the payment of salary and perquisites and other allowances shall be governed by Schedule V of the Companies Act, 2013

"RESOLVED FURTHER THAT Mr. T Ashok Raj, Managing Director shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters or things as may be deemed necessary, appropriate, expedient or desirable to give effect to above resolution or otherwise considered by it in the best interest of the Company."

By Order of the Board
For **GYAN DEVELOPERS AND BUILDERS LIMITED**

Place: Chennai
Date: 23.08.2022

Sd/-
T. Ashok Raj
Managing Director
(DIN: 00575471)

NOTES

1. The Ministry of Corporate Affairs ("MCA") vide its Circular Nos. 20/2020 dated 05.05.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021 and 2/2022 dated 05.05.2022 and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively referred to as "the Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conference (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the Circulars, the AGM of the Company is being held through VC / OAVM.

2. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

3. Since the AGM will be held through VC / OAVM, the Route Map, Attendance Slip and Proxy Form are not attached to this Notice.

4. Though a Member, pursuant to the provisions of the Act, is entitled to attend and vote at the meeting, is entitled to appoint one or more proxies (proxy need not be a Member of the Company) to attend and vote instead of himself / herself, the facility of appointment of proxies is not available as this AGM is convened through VC / OAVM pursuant to the Circulars.

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5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

6. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Businesses as set out in the Notice is annexed hereto.

7. The Register of Members and the Share Transfer Books of the Company will remain closed from 10.09.2022 to 16.09.2022 (both days inclusive).

8. Members are requested to intimate the changes in their respective mailing address either to the Company or RTA in case of shares held in physical form or to their respective Depository Participants (DPs) in case of shares held in dematerialized form.

9. SEBI vide circular dated 3rd November, 2021, mandated furnishing of PAN, KYC details and Nomination by holders of physical securities on or before 31st March, 2023, in Form ISR-1. In case of Folios without PAN, KYC details and Nomination, the said Folios, on or after 1st April, 2023 shall be frozen by the RTA.

Further, compulsory linking of PAN and Aadhaar by all the holders of physical securities should be completed within the date extended by the Central Board of Direct Taxes (CBDT) [(i.e.) 31st March, 2023]. Otherwise the said Folios shall be frozen by the RTA.

10. Members who have not yet registered their e-mail addresses are requested to register the same with their DPs, in case the shares are held by them in electronic form and with the Company / RTA, in case the shares are held by them in physical form.

11. SEBI vide Circular dated 25th January, 2022 mandated issuance of Securities in Dematerialized Form in case of Investor Service Requests viz., Issue of Duplicate Share Certificates, Claim from Unclaimed Suspense Account, Renewal / Exchange of Share Certificates, Endorsement, Sub-division / Splitting of Share Certificates, Consolidation of Share Certificates / Folios, Transmission, Transposition, etc.

12. In line with the MCA Circulars, the Notice convening the AGM and the Annual Report for the year 2021-22 is made available on the of the Stock Exchange (i.e.) BSE Limited at www.bseindia.com. The Notice and the Annual Report are also made available on the website of CDSL (agency providing the remote e-Voting facility and e-Voting system during the AGM)(i.e.) www.evotingindia.com.

13. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements maintained under Section 189 of the said Act, will be available electronically for inspection by the Members during the AGM.

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14. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice upto the date of AGM (i.e.) 16th September 2022. Members seeking to inspect such documents can send e-mail to gyandevelopers@yahoo.com.

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E -VOTING SYSTEM

1. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide remote e-Voting as well as e-Voting facility during the AGM to its Members through Central Depository Services (India) Limited (CDSL), in respect of the businesses to be transacted at the 30th Annual General Meeting.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. The Company has appointed M/s A K Jain & Associates, Practising Company Secretaries represented by its Partner Mr. Pankaj Mehta (M.No.A29407), as the Scrutinizer for conducting both the remote e-Voting and e-Voting during the AGM in a fair and transparent manner and they have communicated their willingness for the same.

4. The Members who have cast their vote by remote e-Voting may also attend the meeting but shall not be entitled to cast their vote again during the AGM.

5. The voting rights of the Members / Beneficial Owners shall be reckoned on the Equity Shares held by them as on 9th September 2022 being the "cut-off" date. Members of the Company holding shares either in physical or in dematerialized form, as on the cut-off date, may cast their vote through remote e-Voting or e-Voting system available during the AGM.

6. 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 (i.e.) 9th September, 2022 only shall be entitled to avail the facility of e-Voting.

7. The Scrutinizer, after first scrutinizing the votes cast through e-Voting system available during the AGM and thereafter, the votes cast through remote e-Voting will, not later than two days of conclusion of the meeting, make a Consolidated Scrutinizer's Report and submit the same to the Chairman for declaring the results.

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8. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchange.

9. Subject to the requisite number of votes cast in favour of the Resolution(s), the same shall be deemed to be passed on the date of the meeting (i.e.) 16th September, 2022.

Instructions to Members with regard to remote voting, attending and e- voting at the AGM of the Company held through Video Conferencing ('VC') other permitted Audit Visual Means ('OAVM') as an e-AGM:

THE INTRUCTIONS OF SHAREHOLDERS FOR EVOTING AND JOIN ING VIRTUAL MEETINGS ARE AS UNDER:

(i) The voting period begins on Monday, 12th of September 2022 at 9.00 A.M. and ends on Thursday 15th of September 2022 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday 09th September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

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Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon

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	"Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.