

**GUJARAT
INVESTA LIMITED**

19th Annual Report

2010-2011

GUJARAT INVESTA LIMITED

BOARD OF DIRECTORS

Sri Purushottam Agarwal
Sri Anjani R. Agarwal
Sri Krishnakant Goyal
Sri Anandkumar Agarwal

BANKERS

Union Bank of India

AUDITORS

LUNIA & COMPANY,
Chartered Accountants,
B12, Harekrishna Complex,
Opp: Apsara Cinema,
Ahmedabad - 380 028

REGISTERED OFFICE

3 & 4, Shivalik Plaza,
Opp. Atira, Ambawadi,
Ahmedabad - 380 015

REGISTRARS AND TRANSFER AGENTS

Sharepro Services (India) Private Limited
Regd. Office : 13AB, Samhita Warehousing Complex,
2nd Floor, Saklnaka Telephone Exchange Lane,
Off Andheri Kurla Road, Saklnaka Andheri East,
Mumbai - 400 072

ANNUAL REPORT AND ACCOUNTS 2010-2011

NOTICE TO MEMBERS

NOTICE is hereby given that the 19th Annual General Meeting of the Members of GUJARAT INVESTA LIMITED will be held on Friday the 30th day of September 2011 at 10.30 A.M. at 3 & 4, Shivalik Plaza, Opp Atira, Ambawadi, Ahmedabad - 380 015 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date and the report of Directors and Auditors thereon.
2. To appoint a director in place of Shri Anand Kumar Agarwal who retires by rotation and being eligible has offered himself for re-appointment.
3. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

By order of the Board

Chairman

Registered Office:

3 & 4, Shivalik Plaza,
Opp Atira, Ambawadi,
Ahmedabad - 15
The 13th July, 2011

NOTES

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A Proxy form, duly completed and stamped, must reach the registered Office of the Company not less than 48 hours before the aforesaid meeting.

- b) Members desiring any information on the 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.
- c) Members are requested to notify the Company of any changes in their address (in full) with the postal area pin code number, quoting their folio numbers.
- d) Register of Members of the company will remain closed from Monday the 26th day of September, 2011 to Friday the 30th day of September 2011 both days including.

DIRECTORS' REPORT TO THE SHAREHOLDERS

The Directors have pleasure in submitting their 19th Annual Report and Accounts for the year ended 31st March 2011.

FINANCIAL RESULTS

| | Year ended 31st March, 2011 (Rupees in Lacs) | Year ended 31st March, 2010 (Rupees in Lacs) |
|--|--|--|
| Sales & Operating Income | 809.63 | 816.99 |
| Operating Profit | 13.46 | 6.31 |
| Depreciation & Preliminary Exp. | 1.67 | 3.20 |
| Profit Before Tax | 11.79 | 3.11 |
| Provision for Taxes | 3.60 | 1.40 |
| Profit after Tax | 8.19 | 1.71 |
| Short/Excess provision for previous year | 0.01 | 0.13 |
| Balance Brought Down | 121.02 | 119.18 |
| Balance carried to Balance Sheet | 129.23 | 121.02 |

OPERATING PERFORMANCE

The working of the company has resulted in a profit after tax of Rs. 8.19 Lacs compared to Rs. 1.71 Lacs of the previous year.

DIVIDEND

The directors do not recommend any dividend looking to the meager profit earned by the company.

EMPLOYEES

There were no employees drawing remuneration in excess of the limit prescribed under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

DIRECTORS

Sri Anand Kumar Agarwal retires by rotation and being eligible has offered himself for re-appointment.

AUDITORS

Lunia & Company, Chartered Accountants, auditors of the Company will be retiring at the ensuing Annual General Meeting. Being eligible, they have offered themselves for reappointment.

FIXED DEPOSITS

The company has not accepted any fixed deposits from general public.

DIRECTOR'S RESPONSIBILITY STATEMENT

The Directors report:

- I. that in preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from same.
- II. that 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 a true and fair view of the state of affairs of the company as at 31st March, 2011 year ended on that dated and of the profit of the company for that period;
- III. that they have 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;
- IV. that the Directors have prepared the annual accounts on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING & OUTGOINGS

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 the foregoing matters is given hereunder.

| | |
|--|-----|
| a) Conservation of energy | Nil |
| b) Technology absorption, research & development | Nil |
| c) Foreign Exchange earning & outgoings | Nil |

Place : Ahmedabad

Dated : the 13th July, 2011

For and on behalf of Board of Directors

(Chairman)

REPORT ON CORPORATE GOVERNANCE:**1. Company's philosophy on Code of Governance**

The company follows the theme of changing in tune with times to continue the process without any major hurdle and attempts to cover all aspects of reporting in transparent and fair manner keeping the basic principles of good corporate governance.

2. BOARD OF DIRECTORS:

Composition, Attendance and Information of other Directorship /Committee Membership:

| Name of the Directors | Category | No of other Directorship in public or private Limited Companies | No of other Board/ Committees of which he is Member Chairman | Attendance at 1 st AGM held on 30th Sept. 2008 | Attendance at Board Meeting |
|-----------------------|----------|---|--|---|-----------------------------|
| Purushottam Agarwal | Promoter | 3 | 1 | Yes | 12 |
| Anandkumar Agarwal | Director | Nil | Nil | Yes | 10 |
| Krishnakant Goyal | Director | 2 | Nil | Yes | 9 |
| Anjani R. Agarwal | Promoter | 3 | 1 | Yes | 11 |

AUDIT COMMITTEE

The terms of reference of the Audit Committee include the matters specified under Clause 46 (II)(D) of the Listing Agreement as well as in Section 292A of the Companies Act, 1956.

The Company has complied with the requirements of Clause 49(II)(A) as regards the composition of the Audit Committee.

The Audit Committee comprises two Independent Non-Executive Directors and one Whole Time Director. During the financial year ended March, 2011, and up to report, the committee met four times on May, 25, 2010, July, 13, 2010, October, 26, 2010 and January 19, 2011. The attendance of each member of the committee is given below:

| Name of the Director | Chairman/Member | Category | No of Mtgs attended |
|------------------------|-----------------|--------------------|---------------------|
| Purushottam R. Agarwal | Chairman | Executive Director | 4 |
| Krishnakant Goyal | Member | Non Executive | 4 |
| Anand Agarwal | Member | Non Executive | 4 |

The Composition of the Audit Committee meets the stipulated minimum requirement of Independent Directors.

4. MEETINGS:

During the Financial year 2010-11, the Board met 12 times on the following dates:

| | |
|------------|------------|
| 28/04/2010 | 18/10/2010 |
| 24/05/2010 | 28/11/2010 |
| 25/06/2010 | 22/12/2010 |
| 18/07/2010 | 30/01/2011 |
| 29/08/2010 | 14/02/2011 |
| 15/09/2010 | 30/03/2011 |

The relevant information about the directors seeking appointment/ reappointment at the 18th Annual General Meeting has been incorporated in the notice of the 19th Annual General Meeting.

5. GENERAL BODY MEETINGS:

Details of last three General Body Meetings are as under:

| Type of Meeting | Date of Meeting & Place | Time |
|-----------------|--|------------|
| 16th AGM | Tuesday, 30th September, 2008 at 3 & 4, Shivalik Plaza, Opp Atira, Ambawadi, Ahmedabad - 380015 | 10.30 A.M. |
| 17th AGM | Saturday, 26th September, 2009 at 3 & 4, Shivalik Plaza, Opp Atira, Ambawadi, Ahmedabad - 380015 | 10.30 A.M. |
| 18th AGM | Thursday, 30th September, 2010 at 3 & 4, Shivalik Plaza, Opp Atira, Ambawadi, Ahmedabad - 380015 | 11.00 A.M. |

The shareholders passed all the Resolutions set out in the respective notices. No resolution had been put through Postal Ballot.

6. DISCLOSURES:

- i) During the year under review, the Company had not entered into any materially significant transaction with any related party that may have potential conflict with the interest of the Company at large. The transactions with related parties, in normal course of business, have been disclosed separately in Notes on Accounts.
- ii) There have been no major instances of non compliance by the Company on any matter related to capital market. No penalties, strictures have been imposed by any Stock Exchange, SEBI and/or any other statutory authority, on any matter related to capital markets, during last three years.
- iii) The Company financial statements are prepared as per Accounting Standard and the accounting principles generally accepted in India.

7. MEANS OF COMMUNICATION:

The quarterly results of the company are generally published in "Western Times Gujarati Daily" and "Western Times English Daily" (news papers). During the year under review, the company had not sent quarterly/half yearly report to the shareholders and the company had not made any presentation to institutional investors or analysts.

8. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting Date : Friday the 30th day of September, 2011

Time : 10.30 A.M.

Venue : 3 & 4, Shivalik Plaza,
Opp Atira, Ambawadi,
Ahmedabad - 380 015

Financial Calendar : Year ending March, 31.

Financial Results for the three months ending (Tentative) :

30th June, 2011 : Last Week of July, 2011

30th September, 2011 : Last Week of October, 2011

31st December, 2011 : Last Week of January, 2011

31st March, 2012 : Last Week of April, 2012

19th Annual General Meeting: 30th day of September, 2011

Date of Book Closure : 26th day of Monday, 2011 to Friday 30th Day of September 2011 (both days inclusive)

Market Price Data

| Months | Month's High in Rs. | Month's Low in Rs. | Months | Month's High in Rs. | Month's Low in Rs. |
|---------------|------------------------|-----------------------|--------------|------------------------|-----------------------|
| April, 10 | 8.63 | 6.90 | October, 10 | 9.92 | 7.95 |
| May, 10 | 8.55 | 7.00 | November, 10 | 9.97 | 9.04 |
| June, 10 | 8.00 | 7.00 | December, 10 | 12.44 | 9.74 |
| July, 10 | 9.35 | 7.13 | January, 11 | 9.74 | 8.32 |
| August, 10 | 10.54 | 7.91 | February, 11 | 9.60 | 8.10 |
| September, 10 | 9.58 | 8.27 | March, 11 | 9.07 | 6.87 |