

**BOARD OF DIRECTORS**

Aswinikumar Singh : Director  
Rameshchandra Parwal : Director  
Bimleshkumar Mishra : Chairman & Managing Director

**REGISTERED OFFICE:**

G - 4, Vyavsaya Building,  
Near Varai Mata Temple,  
Urmi - Dinesh Mill Road,  
Vadodara - 390007.

**ANNUAL GENERAL MEETING**

Venue : Regd. Office Address  
Date : Sept. 30, 2010  
Time : 11.00 a.m.

**AUDITORS**

Sirish Dalal & Associates

**BANKERS**

Charotar Nagarik Sahakari Bank Ltd.  
Syndicate Bank

**BOOK CLOSURE**

28.09.2010 to 30.09.2010

**NOTICE**

NOTICE is hereby given that the 18th Annual General Meeting of the members of Gujarat Narmada Flyash Company Ltd. will be held at its Registered Office, on 30<sup>th</sup> September 2010 at 11.00 a.m. to transact the following business:-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2010 and the P&L a/c. for the year ended that date together with the Reports of Auditor's and Director's thereon.
2. To appoint a Director in place of Bimleshkumar Mishra, who retires by rotation and being eligible, offers for re-appointment.
3. To appoint the Auditors to hold the office from the conclusion of AGM until the conclusion of next AGM of the Company and to fix their remuneration.

**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 the proxy need not be a member.
2. The Proxy form should be deposited at the registered office of the Company not less than forty eight hours before the meeting.
3. Share Holders are requested to intimate change in their address, if any, immediately.
4. The Registered of Members and Share Transfer Book of the Company will remain closed from 28-09-2010 to 30-09-2010.
5. The equity shares of the company are listed at the Vadodara Stock Exchange Ltd., the Stock Exchange Ahmedabad, and the Stock Exchange Mumbai.

Place : Gujarat  
Date : 01-09-2010

By order of the Board  
For Gujarat Narmada Flyash Co Ltd  
SD/-  
(B. K. Mishra)  
Chairman & Managing Director

**Directors Report**

To,  
The Members,  
Gujarat Narmada Flyash Co Ltd  
Gujarat, Vadodara.

Your Directors have pleasure in presenting before you the 18<sup>th</sup> ANNUAL REPORT of the Company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March,2010

<b>FINANCIAL RESULTS</b>	<b>31<sup>st</sup> March 2010</b>	<b>31<sup>st</sup> March 2009</b>
Turn Over	602,560	599,400
Profit (Loss) Before Tax	14,515	6,355
Provision for Taxation	NIL	NIL
Profit (Loss) After Tax	14,515	6,355

**OPERATIONAL HIGHLIGHTS**

Due to the performance of the Company during the Period under review was not as projected, however Directors are confident of posting the higher of growth in the operation in the coming years, thereby recovering the losses incurred in the previous years.

**DIVIDEND**

In view of loss, your directors do not recommend payment of any dividend to the shareholder.

**DIRECTORS**

Bimleshkumar Mishra, Director of the company retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

**AUDITORS**

M/s. Sirish Dalal & Associates, Chartered Accountants, Ahmedabad, the Auditors of the Company retire at the conclusion of this Annual General Meeting. They are eligible for reappointment and indicated their willingness to act as an Auditor, if appointed and the appointment shall be in the limits prescribed under the provision of the Companies Act, 1956.

**PARTICULARS OF EMPLOYEES**

There was no employee in the Company whose particulars are required to be furnished as per section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 as amended upto date.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING/OUTGO.**

The information under section 217(1) (e) of the Companies Act, 1956 on Conservation of Energy, Technology Absorption as required to be disclosed is not applicable to the company during the year under review the Company has no foreign exchange earnings and outgo.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors hereby report that :

- (a) in the preparation of annual accounts, the applicable accounting standards have been followed;
- (b) Appropriate accounting policies have been selected and applied consistently and judgements and estimates made that are responsible and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31<sup>st</sup> March 2010;
- (c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities:
- (d) Annual accounts have been prepared on a going concern basis.

**CORPORATE GOVERNANCE AND COMPLIANCE**

A report on corporate governance along with Management Discussion and Analysis is annexed to this report. A certificate from Statutory Auditors with regards to the compliance of the corporate governance, as stipulated in Clause 49 of the Listing Agreement, by the company is annexed to this report.

The company has fully complied with all mandatory requirements prescribed under Clause 49 of the listing agreement. In addition, the company has also implemented some of the non mandatory provisions of Clause 49.

**ACKNOWLEDGEMENT**

The Board of Directors take the opportunity to thank the Bankers and Government for the Co-operations and support by them from time to time in the operation of the company during the year. The Board also place on record its deep appreciation for the contribution made by the employees at all levels.

Place : Gujarat  
Date : 01-09-2010

By order of the Board  
For Gujarat Narmada Flyash Co Ltd  
SD/-  
(B. K. Mishra)  
Chairman & Managing Director

**ANNEXURE –A to the Director’s Report for the year ended 31<sup>st</sup> March, 2010.****REPORT ON CORPORATE GOVERNANCE****1. COMPANY’S PHILOSOPHY**

The Company firmly believes that corporate governance and compliance practices are of paramount importance in order to maintain the trust and confidence of the stakeholders, clients, the good reputation of the Company and the unquestioned integrity of all personnel involved in the Company. To ensure transparency, fairness and objectivity in an organisation’s functioning, the Company has proactively adopted best practices with regard to corporate governance and compliance, which are ahead of regulatory requirements. The Company’s policy on compliance with external regulatory requirements is backed by stringent internal policies and principles to ensure, inter alia, priority to clients’ interest over proprietary interest, maintenance of confidentiality of client information and prevention of insider trading.

**2. BOARD OF DIRECTORS**

The Board of Directors of the Company consists of Three Directors including the Executive Chairman. Out of 3, 2 directors are non-executive directors. The Company does not have any pecuniary relation or transaction with Non-Executive Independent Directors during the year under review.

**Board procedure**

A detailed Agenda folder was sent to each Director in advance (generally before 7 to 10 days) of Board and committee meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director briefed the Board at every meeting on the financial performance of the Company up to last completed month as against the budget/revised budget of the year. Presentations are made by the Managing Director about the financial, operational performance and market scenario. The Board also reviewed:

- Strategy and business plans
- Annual operating and capital expenditure budgets
- Investment plans of the company
- Compliance with statutory/regulatory requirements and review of major legal issues.
- Adoption of quarterly / half yearly / annual results (after recommendation of Audit Committee where required).
- Significant labour problems
- Major accounting provisions and write-offs.
- Details of joint venture or Collaboration Agreement

**Composition, Category of Directors and their other directorship and Membership / Chairmanship of Committees.**

Sr. No	Name Of Director	Category	Name of Others		
			Directorship	Committee M.ship	Committee Chairmanship
1	Ashwinikumar Singh	Director	-	-	-
2	Ramesh Chandra Parwal	Director	-	-	-
3	Bimleshkumar Mishra	Chairman & M.D.	-	-	-

During the year 5 Board Meetings were held on 28-04-09, 15-06-09, 28-07-09, 28-10-09 and 28-01-2010. The Board was present with the relevant and necessary information. None of the Director is a member of more than 10 committees or acting as Chairman of more than 5 committees across all companies in which he is a director. The attendance at the Board Meeting during the year and at the last Annual General Meeting was as follows:

Sr.No	Name Of Director	No. Of Board Meeting Attended	Attendance at the AGM Held on 30-09-2010
1	Ashwinikumar Singh	5	YES
2	Ramesh Chandra Parwal	5	YES
3	Bimleshkumar Mishra	5	YES

**3. AUDIT COMMITTEE**

The Board constituted an Audit Committee consisting of 3 Directors. All members of Audit Committee are financially literate and 2 Directors out of 3 has financial management expertise as required for member of Audit Committee. The Details of Audit Committee meetings held during the year April 2009 to March 2010 and the attendance of the Audit Committee Members are as under:

Sr.No	Name Of Director	Category	No Of Meeting	
			Held	Attended
1	Ashwinikumar Singh	Director	5	5
2	Ramesh Chandra Parwal	Director	5	5
3	Bimleshkumar Mishra	Chairman. & M.D.	5	5

**Terms of Reference:-**

The terms of reference for the audit committee as laid down by the Board include the following:-

- (i) Overseeing the Company's Financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- (ii) Recommending the appointment and removal of statutory auditor, fixation of audit fee and also approval for payment for any other services.
- (iii) Reviewing with management, the quarterly, half yearly and annual financial statements before submission to the Board, focusing primarily on any changes in accounting policies and practices; major accounting entries based on exercise of judgement by management; qualifications in draft audit report; significant adjustments arising out of audit; the going concern assumption; compliance with accounting standards; compliance with stock exchange and legal requirements' concerning financial statements; any related party transaction i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of Company at large.
- (iv) Reviewing with the management, statutory and internal auditors, the adequacy of internal control system and ensuring compliance therewith.
- (v) Discussions with statutory auditors before the commencement of the audit about the nature and scope of audit as well as have post-audit discussion to ascertain any areas of concern.
- (vi) Reviewing the Company's financial and risk management policies.
- (vii) To review the functioning of the Whistle Blower Policy adopted by the Company.
- (viii) To review report on Management Discussion & Analysis of Financial Condition and Results of operation, to be included in the Company's Annual Report to its Shareholders.

**4. REMUNERATION COMMITTEE**

This is a non-mandatory requirement. The company has constituted a Remuneration Committee to decide and fix payment of remuneration and sitting fees to the Directors of the Company.

The Remuneration Committee consists of B. K. Mishra, Managing Director & Chairman of the committee, Mr. Aswinikumar Singh, Director, Mr. Rameshchandra Parwal, Director. Two meeting of the committee held during the year under review.

**5. SHARE HOLDER'S GRIEVANCE AND SHARE TRANSFER COMMITTEE****Composition:-**

The said committee comprises of B. K. Mishra, Director & Chairman of the said committee, Aswinikumar Singh, Director and Rameshchandra Parwal, Director. There are 5 meetings during the year.

The Committee has delegated the authority to an officer of the Company who attends to share transfer formalities at least once in a fortnight.

**Terms of reference:-**

To look into the redressal of the share holders complaints in respect of any matter including transfer of shares non receipt of annual report, non receipt of declared dividend etc.

**Compliance Officer:-**

The company has designated Mr. B. K. Mishra as Compliance Officer.

**Summary of Investors' Complaints:-**

During the year no complaints were received from the share holders.

**Annual General Meeting :-**

The Annual General Meeting (AGMs) of the company have been held at the following places in the last three years.

YEAR	DATE	TIME	VENUE
2006 - 07	28-09-2007	11.00 A.M	<b>REGD. OFFICE</b> – G - 4, Vyavasaya Building, Near Verei Mata Temple, Urmi Dinesh Mill Road, Vadodara – 390007.
2007 - 08	30-09-2008	11.00 A.M	<b>REGD. OFFICE</b> – G – 4, Vyavsaya Building, Near Verei Mata Temple, Urmi Dinesh Mill Road, Vadodara – 390007
2008 - 09	30-09-2009	11.00 A.M	<b>REGD. OFFICE</b> – G – 4, Vyavsaya Building, Near Verei Mata Temple, Urmi Dinesh Mill Road, Vadodara – 390007

No special resolution passed through postal ballot during the year.

No special resolution on matters requiring postal ballot are placed for share holders approval at this meeting.

**6. DISCLOSURES REGARDING RELATED PARTY TRANSACTIONS:-**

There were no transaction by the company of material significance with related parties i.e. its Promoters, Directors of Companies or the Management or their relatives during the year which may have potential conflict with interest of the Company at large.

**7. MEANS OF COMMUNICATION:**

- (i) The periodical unaudited / audited financial results are published in Free Press Journal (English) and (Hindi) as required under the Listing Agreement. All financial and other vital information is promptly communicated to the stock exchanges on which company's shares are listed.
- (ii) The Management Discussion and Analysis report prepared by the management and forming part of the Annual Report is separately attached.