

BOARD OF DIRECTORS

Mitesh Jagdish Jani	: Chairman & Managing Director
Bhavik Satish Badani	: Director
Mansukh D. Sanghvi	: Director
Bipin Bhikhabhai Patel	: Director

REGISTERED OFFICE:

206 Helix Complex,
Opp. Hotel Surya
Sayajigunj,
Vadodara – 390005.

ANNUAL GENERAL MEETING

Venue : Regd. Office Address
Date : Friday, Sept. 28, 2012
Time : 11.00 a.m.

AUDITORS:

Shirish Dalal & Associates
Ahmedabad

BANKERS

AXIS BANK LTD.

BOOK CLOSURE

24.09.2012 to 28.09.2012

REGISTRAR & TRANSFER AGENTS

M/S. MAHESHWARI DATAMATICS PVT. LTD
6. MANGEO LANE, 2ND FLOOR,
KOLKATTA-700001

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the members of Gujarat Narmada Flyash Company Ltd. will be held at its Registered Office, on Friday 28th September 2012 at 11.00 a.m. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2012 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 Mitesh J. Jani, 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.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following resolution with or without modification(s), as an ordinary resolution.

“Resolved that Mr. Bhavik Satish Badani who was appointed as an Additional Director of the Company on 1/12/2011 pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds such office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under section 257 of the companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

5. To consider and if thought fit, to pass the following resolution with or without modification(s), as an ordinary resolution.

“Resolved that Mr. Mansuk D Sanghvi, who was appointed as an Additional Director of the Company on 01/12/2011 pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds such office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under section 257 of the companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

6. To consider and if thought fit, to pass the following resolution with or without modification(s), as an ordinary resolution.

“Resolved that Mr. Bipin Bikhhabhai patel, who was appointed as an Additional Director of the Company on 01/12/2011 pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds such office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under section 257 of the companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

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 24-09-2012 to 28-09-2012 (both days inclusive).
5. The equity shares of the company are listed at the Vadodara Stock Exchange Ltd., the Stock Exchange Ahmedabad, and the Stock Exchange Mumbai.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956**Item no. 4**

Mr.Bhavik Satish Badani , was appointed by the Board of Director of the Company as an Additional Director w.e.f from 01/12/2011 pursuant to the relevant provisions of the Companies Act, 1956 and under the Articles of the Article of Association of the company and he holds such office only upto the date of this Annual General Meeting. Particulars about his are given in para 2 of the Corporate Governance Report . A notice in writing has been received under Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/- from a member signifying his intention to propose h er appointment as an Additional Director of the Company liable to retire by rotation. Your Board of Directors are of the opinion that with the appointment, the company will be benefited a lot and hence commends the resolution for approval.

None of the Director of the company is concerned or interested i n the resolution except Mr.Bhavik Satish Badani himself

Item no. 5

Mr.Mansuk D Sanghvi , was appointed by the Board of Director of the Company as an Additional Director w.e.f from 01/12/2011 pursuant to the relevant provisions of the Companies Act, 1956 and under the Articles of the Article of Association of the company and he holds such office only upto the date of this Annual General Meeting. Particulars about his are given in para 2 of the Corporate Governance Report . A notice in writing has been received under Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/- from a member signifying his intention to propose h er appointment as an Additional Director of the Company liable to retire by rotation. Your Board of Directors are of t he opinion that with the appointment, the company will be benefited a lot and hence commends the resolution for approval.

None of the Director of the company is concerned or interested in the resolution except Mr.Mansuk D Sanghvi himself

Item no. 6

Mr.Bipin Bikhabhai patel , was appointed by the Board of Director of the Company as an Additional Director w.e.f from 01/12/2011 pursuant to the relevant provisions of the Companies Act, 1956 and under the Articles of the Article of Association of the co mpany and

Directors Report

To,

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

Your Directors have pleasure in presenting before you the 20th ANNUAL REPORT of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2012

FINANCIAL RESULTS	Amounts in Rs.	
	31st March 2012	31st March 2011
Turn Over	1,357,000	644,739
Profit (Loss) Before Tax	(243,783)	169,197
Provision for Taxation	NIL	NIL
Profit (Loss) After Tax	(243,783)	169,197

OPERATIONAL HIGHLIGHTS

During the year under report company had 100% growth on year on year basis on its turnover. However due to the increased operating expenses the company had incurred a loss of Rs.2.43 Lacs in the year. The Board of Directors are confident of posting the higher 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

Mitesh Jagdish Jani, Director of the company retire s by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Mr.Bhavik Badani, Mr.Mansukhbahi Sanghvi, and Mr. Bipin patel are appointed by board of directors of the company as Additional Directors of the company liable to retire by rotation.

During the year Mr. Aswinikumar Singh, Mr. Rameshchandra Parwal and Mr. Bimleshkumar Mishra Resigned from the Board of Directors of the Company . Directors Express there Gratitude for Co operation and support by them time to time in the Company operation

AUDITORS

M/s. S hirish Dalal & Associates , Chartered Accountant s, 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 appoint ed 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 31st March 2012;
- (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 this 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 : Vadodara
Date : 31-08-2012

By order of the Board
For Gujarat Narmada Flyash Co Ltd
SD/-

ANNEXURE –A to the Director's Report for the year ended 31st March, 2012.**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 Consist of Four Directors , All of them are non - Executive Director except Chairman . 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.	Mitesh Jani	Director	4	3	1
2.	Bhavik Satish Badani	Director	3	3	1
3.	Mansukh D. Sanghvi	Director	4	3	2
4.	Bipin B. Patel	Director	1	1	-

During the year 7 Board Meetings were held on 29-04-2012, 13-08-2012, 01-09-2012, 15-11-2012, 01-12-2012, 13-02-2012, and 05-03-2012. 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 30-09-2011
1	Mitesh Jani	5	YES
2	Bhavik Satish Badani	1	NO
3	Mansukh D. Sanghvi	1	NO
4	Bipin B. Patel	1	NO

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 2011 to March 2012 and the attendance of the Audit Committee Members are as under:

Sr.No	Name Of Director	Category	No Of Meeting Held	Meeting Attended
1	Mitesh Jani	Chairman. & M.D	5	4
2	Bhavik Satish Badani	Ind.Director	5	1
3	Mansukh D. Sanghvi	Ind.Director	5	1

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 Mitesh Jani, Managing Director & Chairman of the committee, Mr. Bhavik Satish Badani, Director, Mr. Mansukh D. Sanghvi, 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 Bhavik Satish Badani, Director & Chairman of the said committee, Mitesh Jani , Director and Mansukh D. Sanghvi , 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 Mitesh Jani 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
2008 - 09	30-09-2009	11.00 A.M	REGD. OFFICE – G - 4, Vyavasaya Building, Near Verei Mata Temple, Urmi Dinesh Mill Road, Vadodara – 390007.
2009 - 10	30-09-2010	11.00 A.M	REGD. OFFICE – G - 4, Vyavsaya Building, Near Verei Mata Temple, Urmi Dinesh Mill Road, Vadodara – 390007
2010 - 11	30-09-2011	11.00 A.M	REGD. OFFICE – 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.

8. GENERAL INFORMATION FOR SHAREHOLDERS:

- (a) **Regd. Office:-** The Address has been given above