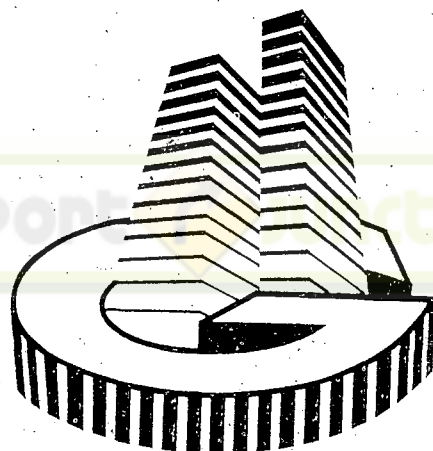


GYAN DEVELOPERS & BUILDERS LIMITED



FIFTEENTH ANNUAL REPORT (2006 - 2007)

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GYAN DEVELOPERS & BUILDERS LIMITED

CORPORATE INFORMATION

(2006 - 2007)

BOARD OF DIRECTORS

T. ASHOK RAJ	-	Managing Director
N. GAJRAJ	-	Director
S. VIJAYAN	-	Director
T. KAMALA DEVI	-	Director
M.SUNITHA	-	Director

REGISTERED OFFICE

- Plot No. M149, Door No. 8/2, 8th Cross St,
T.V. Nagar, Thiruvanimyur, Chennai -600 041.

BANKER

- Tamil Nadu Mercantile Bank Ltd.,
Chennai - 600 017.

SHARE TRANSFER AGENT

- M/s Intergrated Enterprises (India) Limited.
II Floor, "Kences Towers,
No.1 , Ramakrishna St, North Usman Road,
T. Nagar, Chennai - 600 017.
Ph : 28140801-30, Fax : 28142479

BSE SCRIPT CODE No

- 530141

DEMAT ISIN

- INE - 487G01018

AUDITORS

- G.C. DAGA & CO.,
Chartered Accountants, Chennai

COMPANY LAW ADVISORS

- A.K. JAIN & ASSOCIATES
Company Secretary, Chennai.



GYAN DEVELOPERS & BUILDERS LIMITED

NOTICE

GYAN DEVELOPERS AND BUILDERS LIMITED

Regd Off: Plot No.M 149, Door No.8/2, 8th Cross Street,
T.V.Nagar, Thiruvannmiyur, Chennai 600 041

Notice is hereby given that the Fifteenth Annual general meeting of the share holders of M/s.GYAN DEVELOPERS AND BUILDERS LIMITED will be held on Wednesday, 19th day of September 2007 at 10.30 A.M. at No.2L, Rear Block, Prince Arcade, 22-A, Cathedral Road, Chennai 600 086, to transact the following business

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2007 and Profit and Loss Account for the Company for the period ending 31st March 2007 and the Reports of the Directors and Auditors.
2. To elect a Director in the place of **S. Vijayan**, who retires by rotation and being eligible offers himself for reappointment.
3. To elect a Director in the place of **N. Gajraj**, who retires by rotation and being eligible offers himself for reappointment.
4. To consider the re-appointment of M/s.G.C.Daga & Co., Chartered Accountants as the Auditors of the Company from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting and to fix their remuneration.



On behalf of the Board
for GYAN DEVELOPERS AND BUILDERS LIMITED

S/D. T. ASHOK RAJ
Managing Director.

Place : Chennai-41

Date : 30-07-2007

GYAN DEVELOPERS & BUILDERS LIMITED

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 LATTER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
2. Shareholders / Proxy holders are requested to produce at the entrance the attached admission duly completed and signed, for admission to the meeting hall.
3. The register of members and share transfer of the company will remain closed from Monday 17-09-2007 to Wednesday 19-09-2007 (Both days inclusive).
4. Members are requested to notify change of address, if any, promptly in order to serve them better.
5. PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS LIABLE TO RETURN BY ROTATION

Name of the Director	Vijayan	N. Gajraj
Date of Birth	21.01.1956	09.10.1982
Date of appointment on the Borad as Director / Managing Director #	01.01.2004	01.01.2004
Qualification	Nil	B.B.A
List of Out side Directorships held	Nil	Nil
Chairman / Member of the Committees of Board of Directors of the Company	Member A.C R.C	Chaiman, A.C Chaiman SH.IG.C Member, R.C.

A.C. – Audit Committee.

R.C. – Remuneration Committee

SH.IG.C – Shareholders Investors Grievance Committee

GYAN DEVELOPERS & BUILDERS LIMITED

DIRECTORS REPORT

Your Directors have pleasure in presenting the 15th Annual Report together with audited accounts for the year ended 31-03-2007.

WORKING RESULTS

The summarised financial results for the year ended 31.03.2007 and for the previous year 31.03.2006 are as under:

		(Rs.)
	2006-2007	2005-2006
Income from Operations	19,25,002.00	15,29,071.00
Expenditure	8,06,294.90	6,21,511.80
	-----	-----
Profit / Loss for the year before tax	11,18,707.10	9,07,559.20
Less : Provision for Tax		
Current Tax :	1,16,518.00	76,371.00
Fringe Benefit Tax		
Current Year :	4,865.00	Nil
Previous Year :	8,734.00	Nil
Deffered Tax	1,12,341.00	98,041.00
	-----	-----
Profit / Loss after tax	8,76,249.10	7,33,174.20
	=====	=====

OPERATIONS :

The Company has made a Profit Rs.8,76,249.10 as against previous year Profit of Rs.7,33,174.20. In view of positive trend in the real estate market and rise in the prices in the Real Estate industry, your Company is able to do good business for the year under review. During the year under review, the company is concentrated in buying and selling vacant lands and Real Estate Activity.

DEPOSITS:

The Company has not accepted any deposits from the public during the period under review.

DIVIDEND :

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

AUDITORS :

M/s.G.C.Daga & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and are eligible for re-appointment. The Board recommends their re-appointment. The Company has received confirmation that their appointment will be within the limits specified u/s.224 (1B) of the Companies Act, 1956.

DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956, your directors state;

- that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- that the directors had 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 at the end of the financial year as at 31st March 2007, and of the profit / loss of the company for the period;

GYAN DEVELOPERS & BUILDERS LIMITED

c. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d. that the directors had prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE:

Detailed Report on the Corporate Governance in Compliance of Clause 49 of the Listing Agreement are attached, which form part of the report.

CASH FLOW STATEMENT :

Cash Flow Statement as per Clause 32 of the Listing Agreement is enclosed.

STATUTORY DISCLOSURES:

The Provisions of Section 217 (2A) of the Companies Act, 1956 and the rules thereunder are not applicable as no employee was in receipt of remuneration specified therein. The Company is taking utmost care in the Conservation of Energy. The Company has no activity in relation to Technology Absorption. The Company has no foreign Exchange outgo or inflow.

ACKNOWLEDGEMENT:

We wish to place on record our sincere thanks for the help and service by our Bankers, customers, auditors and staff.

On behalf of the Board of Directors
for GYAN DEVELOPERS AND BUILDERS LIMITED

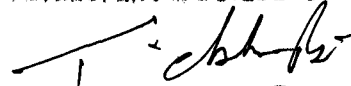
T.Ashok Raj
Managing Director.

T.Kamala Devi
Director.

Place : Chennai-41

Date : 30-07-2007

For GYAN DEVELOPERS & BUILDERS LTD.


Managing Director.

GYAN DEVELOPERS & BUILDERS LIMITED

REPORT ON CORPORATE GOVERNANCE 2006 - 2007

Mandatory Requirements:

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Your Company is committed to the standards of corporate governance in all its activities and functions. The business of the Company are carried out to benefit all the shareholders of the company and not to benefit any particular group or constituents thereof.

2. BOARD OF DIRECTORS:

The Board comprises of 5 (five) directors, inclusive of one executive director, one non-executive director and 3 (three) non executive independent directors. During the year under review 4 (four) Borad Meetings were held on.

28.04.2006	28.10.2006
29.07.2006	29.01.2007

The composition of Board of directors and their attendance at the meeting during the year and at the last annual general meeting as also number of other directorships/ memberships of committees are as follows:

Sl No.	Name of the Director	Designation & Category	No of Borad Meetings in the year 2006 - 2007		Whether attended 14th AGM	No of other Directorship in other Public/Private Companies	No. of Membership Chairmanship/ in other Companies/ Board Committee
			Held	Attended			
1.	T.Ashok Raj	Managing Director	4	4	Yes	Nil	Nil
2.	N.Gajraj	Director (NEID)	4	4	Yes	Nil	Nil
3.	S.Vijayan	Director (NEID)	4	4	Yes	Nil	Nil
4.	M.Sunitha	Director (NEID)	4	4	Yes	Nil	Nil
5.	T.Kamala Devi	Director	4	4	Yes	Nil	Nil

3. AUDIT COMMITTEE:

The Members of the Audit Committee met 4 (four) times on 28.04.2006, 29.07.2006, 28.10.2006 and 29.01.2007. The following are the members of the Audit Committee and had attended all the 4 (four) meetings.

Name of Directors	Status	No. of Meetings	
		Held	Attended
N.Gajraj	Chairman	4	4
S.Vijayan	Member	4	4
M.Sunitha	Member	4	4

The terms of reference of the Audit committee cover the matter specified under Clause 49 of the Listing Agreement.

GYAN DEVELOPERS & BUILDERS LIMITED

4. REMUNERATION COMMITTEE:

The members of the Remuneration committee consists of

Name of Directors	Status
M.Sunitha	Chair Person
S.Vijayan	Member
N. Gajraj	Member

Based on the recommendation of remuneration committee, the Board of Directors in its meeting held on 29-07-2006 had recommended a remuneration of Rs.7,500/- per month with effect from 01-09-2006 to the share holders of the company. The share holders in the 14th Annual General Meeting had approved the remuneration payable to Mr. T. Ashok Raj, Managing Director.

5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE:

The Committee is to look after transfer of shares and the investors complaints, if any, and to redress the same expeditiously, the following are the members of the Sharetransfer / Investors Grievance committee.

Name of the Directors	Status
N. Gajraj	Chairman
T. Ashok Raj	Member

During the year ending 31-03-2007, the Share transfer / Investor Grievance Committee met 5 (five) times on 17-05-2006, 23-10-2006, 27-11-2006, 18-12-2006 and 30-12-2006 and approved share transfer (both physical and Demat) and attended to investors grievances.

Details of Investors complaints received during the year are as follows:

Sl.No.	Nature of Complaints	Received	Disposed	Pending	Remarks
1.	Non-receipt of dividend warrants	Nil	Nil	Nil	Nil
2.	revalidation of dividend warrants	Nil	Nil	Nil	Nil
3.	Non receipt of share certificates after transfer	1	1	Nil	Nil
4.	Non receipt of demat rejection	Nil	Nil	Nil	Nil
5.	Loss of share certificates/ stop transfer.	Nil	Nil	Nil	Nil
6.	Others - (Non-receipt of Balance Sheet)	1	1	Nil	Nil

6. REMUNERATION OF DIRECTORS (FINANCIAL YEAR - 2006 - 2007).

During the year under review no sitting fee was paid to the Directors for the Board Meeting and committee meeting thereof. Mr. T. Ashok Raj, the Managing Director is paid a sum of Rs.7500/- p.m. plus other allowances and perquisites with effect from 01-09-2006 as Remuneration.