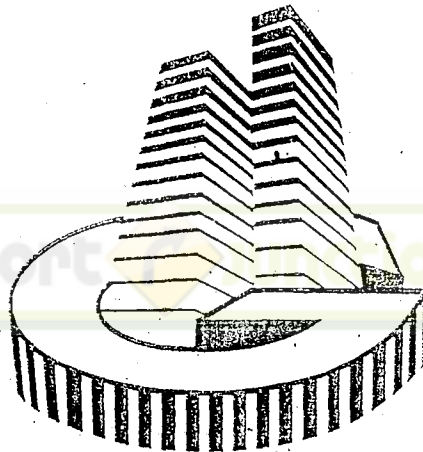


GYAN DEVELOPERS & BUILDERS LIMITED



SEVENTEENTH

ANNUAL REPORT

(2008 - 2009)

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GYAN DEVELOPERS & BUILDERS LIMITED**CORPORATE INFORMATION****(2008 - 2009)****BOARD OF DIRECTORS**

T. ASHOK RAJ	-	Managing Director
N. GAJRAJ	-	Director (NEID)
S. VIJAYAN	-	Director (NEID)
T. KAMALA DEVI	-	Director
M.SUNITHA	-	Director
J.CHANDRA SEKAR	-	Director (NEID) (Wef 27.06.2009)

REGISTERED OFFICE

- Plot No. M149, Door No. 8/2, 8th Cross St,
T.V. Nagar, Thiruvanimyur, Chennai - 600 041.
E-mail : gyandevlopers@yahoo.com

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 : 28140801-03, Fax : 28142479
E-mail : corpserv@iepindia.com

BSE SCRIP CODE No

- 530141

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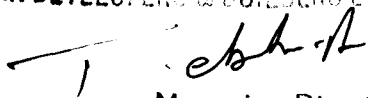
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AUDITORS

- G.C. DAGA & CO.,
Chartered Accountants,
Sri Balaji Complex,
No.14, Veerappan Street, Sowcarpet,
Chennai-79.

COMPANY LAW ADVISORS

- A.K. JAIN & ASSOCIATES
Company Secretaries, Chennai.
E-mail : akjainassociates@gmail.com

**For GYAN DEVELOPERS & BUILDERS LTD.**

Managing Director

GYAN DEVELOPERS & BUILDERS LIMITED

GYAN DEVELOPERS & BUILDERS LIMITED
Regd Off : Plot No.M 149, Door No8/2, 8th Cross Street,
T.V.Nagar, Thiruvanniyur, Chennai 600 041.

NOTICE TO MEMBERS

Notice is hereby given that the Seventeenth Annual general meeting of the members of M/s.GYAN DEVELOPERS AND BUILDERS LIMITED will be held on Wednesday, the 19th day of August 2009 at 10.00 A.M, at The Chartered Accountants Study Circle, No. 2-L, Rear Block 2nd Floor, Prince Arcade, 22 A Cathedral Road, Chennai – 600086, to transact the business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2009 and the Profit and Loss Account for the Company for the period ending 31.03.2009 and the reports of the Directors and Auditors.
2. To appoint a Director in the place of Mr.S.Vijayan, who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint a Director in the place of Mr.N.Gajraj, who retires by rotation and being eligible offer himself for re-appointment.
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.

SPECIAL BUSINESS :

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

RESOLVED THAT Mr.J.Chandrasekar, who was appointed as an Additional Director by the Board of Directors of the Company with effect from 27.06.2009 and who holds office upto the date of the Seventeenth Annual General Meeting of the Company and in respect of whom the Company has received a notice under the provisions of Section 257 of the Companies Act, 1956 alongwith a deposit of Rs.500/- from a Member proposing his candidature for the office of Director, be and is hereby* appointed as a Director of the Company, liable to retire by rotation.

6. To consider and if thought fit, to pas with or without modification, the following resolution as an Ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 269, 309, 310, 311, 316 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the Act, the reappoint of Mr. T.Ashok Raj as Managing Director with effect from 29.01.2009 for a period of five years with the following perquisites and allowances as mentioned below, be and is hereby approved, confirmed and ratified:

Remuneration:

- a) **Basic Salary:** Rs.15,000/- (Rupees Fifteen Thousand 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.

GYAN DEVELOPERS & BUILDERS LIMITED

- (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) Contributions 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 198, 309, 310, 311 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act, as may for the time being in force.

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 the limits prescribed under Schedule II of part II of Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER that Mr. T.Ashok Raj shall not be liable to retire by rotation during his tenure of office as Managing Director of the Company.

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."

On behalf of the Board
for GYAN DEVELOPERS AND BUILDERS LIMITED

Sd/-
T. ASHOK RAJ
Managing Director.

Place : Chennai

Date : 27-06-2009

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 17.08.2009 to 19.08.2009 (Both days inclusive).
4. Members are requested to notify change of address, if any, promptly in order to serve them better.
5. Explanatory Statement pursuant to Section 173 (2) for Item No.5 & 6

Item No.5

Mr.J.Chandrasekar, was appointed as Additional Director of the Company at the Board Meeting held on 27.06.2009. Pursuant to Section 260 of the Companies Act, 1956, he holds office upto the date of the Seventeenth Annual General Meeting of the Company. The Company has received notice alongwith a deposit of sum of Rs.500/- from one of the member of the Company under Section 257 of the Companies Act, 1956, proposing his candidature for the post of Directorship.

The details regarding Mr.J.Chandrasekar, proposed to be appointed as Director and his brief profile, as required to be given under Clause 49 of the Listing Agreement, is annexed to this notice. Keeping in view, the experience and expertise of Mr.J.Chandrasekar in the real estate business high profile contacts in the Industry, your Directors recommend the resolution for his appointment, as set out in Item no.5 of the Notice for the approval of the Members.

Mr.J.Chandrasekar, is considered as interested in the above resolution.

item No.6

Mr.T.Ashok Raj, was appointed as a Managing Director of the Company with effect from 30.01.2004 to 29.01.2009 for a period of Five years, without any remuneration. Since his appointment as a Managing Director of the Company, he has been steering the fortunes of the Company and has been instrumental in turning around the company into profits, by his unstinted efforts. In view of the same the Board of Directors on the recommendation of remuneration committee fixed the remuneration at Rs.7,500/- per month w.e.f. 01.09.2006 and the same was increased to Rs.15,000/- w.e.f 01.07.2008. As the tenure of Appointment of Mr.T.Ashok Raj, Managing Director was expired on 29.01.2009, the Board of Directors on the recommendation of remuneration committee, in its meeting held on 29.01.2009, re-appointed him for a further period of 5 years commencing from 29.01.2009 to 28.01.2014, at the existing remuneration structure. As the re-appointment of managing Director requires the consent of the members by way of ordinary resolutions, the resolutions in item no.6 is placed before the members of the Company for approval in the forthcoming Annual General Meeting.

This notice together with explanatory statement may be treated as an abstract of the terms of fixing the remuneration payable to the Managing Director as required to be sent to every member pursuant to Section 302 of the Companies Act, 1956.

Mr.T.Ashok Raj, considered as interested in the above resolution. Mrs.T.Kamala Devi, being mother of Mr.T.Ashok Raj, Managing Director, being considered as interested in the above resolution.

**INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF
PROPOSED RE-APPOINTMENT OF DIRECTORS.**

Name of the Director	T.Ashok Raj	Vijayan	N.Gajaraj	J.Chandrasekar
Date of Birth	24.09.1967	21.01.1956	09.10.1982	10.04.1969
Date of Appointment on the Board as Director /Managing Director	07.05.1992	02.12.2003	02.12.2003	27.06.2009
Qualification	B.Com	Nil	B.B.A	Intermediate
List of Outside Directorships held	Nil	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	STC	Member in A.C & R.C	Chairman in A.C & STC Member in RC	Nil
Category	Promoter / Executive	Non Executive Independent Director	Non Executive Independent Director	Non Executive Independent Director

A.C. : Audit Committee.

R.C. : Remuneration Committee.

STC : Share Transfer / Investor Grievance Committee



GYAN DEVELOPERS & BUILDERS LIMITED

DIRECTORS REPORT

Your Directors have pleasure in presenting the 17th Annual Report together with audited accounts for the year ended 31.03.2009

Working Results

The summarized financial results for the year ended 31.03.2009 and for the previous year 31.03.2008 are as under ;

	Rs.	
	2008-2009	2007-2008
Income from Operations	15,81,911.00	24,99,365.00
Less : Expenditure	9,94,411.00	11,09,358.20
	-----	-----
Profit / Loss for the year before tax	5,87,500.00	13,90,006.80
Less : Provision for Tax		
Current Year	1,82,675.00	4,33,583.00
Previous Year	25,192.00	85,131.00
Fringe Benefit Tax		
Current Year	5,764.00	7,515.00
Previous Year	(3,505.00)	Nil
Deffered Tax Liability / (Asset)	(1,085.00)	(3,953.00)
	-----	-----
Profit after tax	3,78,459.00	8,67,730.80
	=====	=====

OPERATIONS:

The Company has made a profit of Rs.3,78,459, as against previous year Profit of Rs. 8,67,730.80. Due to Global Slow Down, the business in all the sectors of the Country is very badly affected, which has consequently affected the purchasing power of an Individual in Real Estate market, hence, the turnover of the Company has come down sharply and consequently the profit is reduced. Adding fuel to the Fire, the lending rates of Banks to individuals have gone up sharply and Many Bank have minimized the lending for vacant lands. However, Your Company is carefully monitoring the market situation and land prices and following a cautious but optimistic approach to increase its land sales available with the Company with better margins, in order to increase the wealth of the share holders.

DEPOSIT

The Company has not accepted any deposit pursuant to Section 58A of the Companies Act. 1956.

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 is 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.



GYAN DEVELOPERS & BUILDERS LIMITED

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956 the Board hereby confirms:

- a) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimate 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 and of the profit of the Company for that period ;
- c) that the Directors has 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 going concern basis.

CORPORATE GOVERNANCE:

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

MANAGEMENT ANALYSIS & REVIEW REPORT:

Management analysis & review report is mentioned in Corporate Governance Report.

COMPLIANCE CERTIFICATE:

A copy of Compliance Report u/s 383A of the Companies Act, 1956, received from M/s A.K.Jain & Associates, Chennai Company Secretaries in Practice, is annexed and forms part of this report.

PARTICULARS OF EMPLOYEES:

None of the employees is covered under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:

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, Shareholders, 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

Date : 27-06-2009

for GYAN DEVELOPERS & BUILDERS LTD.

6


Managing Director

GYAN DEVELOPERS & BUILDERS LIMITED

COMPLIANCE CERTIFICATE

CIN: L70101TN1992PLC022624

To,

The Members,

M/s. GYAN DEVELOPERS AND BUILDERS LIMITED

We have examined the registers, records, books and papers of **M/s. GYAN DEVELOPERS AND BUILDERS LIMITED** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the year ending 31st March, 2009. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and wherever required entries therein have been recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Chennai, within the time prescribed / with late fees, as applicable, under the Act and the rules made thereunder.
3. The Company being a Public Limited Company, has the minimum prescribed paid up capital.
4. The Board of directors met FOUR times on 29.04.2008, 29.07.2008, 29.10.2008 and 29.01.2009 in respect of which meetings notices were given and the proceedings were recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from 10.09.2008 to 12.09.2008 and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31.03.2008 was held on 12.09.2008 after giving notice to the members of the Company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. According to the information and explanations given to us, the Company has not entered into any contract falling within the purview of Section 297 of the Act.
10. The Company made necessary entries in the register maintained under Section 301 of the Act.
11. According to the information and explanations given to us, there were no instances falling within the purview of Section 314 of the Act during the year under review.
12. The duly constituted Committee of Directors has approved the issue of duplicate Share Certificates.
13. The Company has:
 - (i) not made any allotment of securities during the financial year under review. The Company has delivered all the certificates on lodgment thereof for transfer / transmission or any other purpose in accordance with the provisions of the Act.