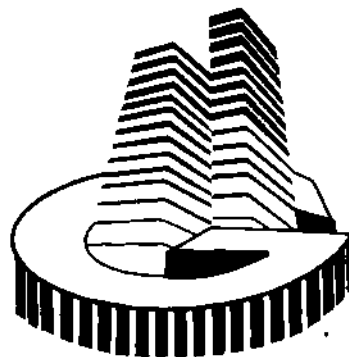


GYAN DEVELOPERS & BUILDERS LIMITED



T. Chh. A.
Managing Director

TWENTY FIRST

ANNUAL REPORT

(2012 - 2013)

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for: GYAN DEVELOPERS & PUBLISHERS LTD

Managing Director

GYAN DEVELOPERS & BUILDERS LIMITED

CORPORATE INFORMATION

(2012 - 2013)

BOARD OF DIRECTORS

T. ASHOK RAJ	-	Managing Director
S. VIJAYAN	-	Director (NEID)
M. SUNITA	-	Director
J. CHANDRA SEKAR	-	Director (NEID)

REGISTERED OFFICE

- Gyan Kiran, Door No.6,
Hanumantha Rao Street
T.Nagar, Chennai-600 017.
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

DEMAT ISIN

- INE - 487G01018

AUDITORS

- G.C. DAGA & CO.,
Chartered Accountants,
Sri Balaji Complex,
No.14, Veerappan Street,
Sowcarpet, Chennai-600 079.
Email: cagcdaga@gmail.com

COMPANY LAW ADVISORS

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



GYAN DEVELOPERS & BUILDERS LIMITED

GYAN DEVELOPERS & BUILDERS LIMITED

Regd Off : Gyan Kiran, Door No.6, Hanumantha Rao Street
T.Nagar, Chennai-600 017.

NOTICE TO MEMBERS

Notice is hereby given that the Twenty First Annual general meeting of the members of M/s. GYAN DEVELOPERS AND BUILDERS LIMITED will be held on Friday the 20th day of September, 2013 at 9.30 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 31.03.2013 and the Profit and Loss Account for the Company for the period ending 31.03.2013 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 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 & BUILDERS LIMITED

Place : Chennai
Date : 30-07-2013

Sd/-
T. ASHOK RAJ
Managing Director.

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 later 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 Wednesday 18.09.2013 to Friday 20.09.2013 (Both days inclusive).
4. The members are requested to intimate to the Company and or to its Share Transfer Agent M/s. Integrated Enterprises (India) Ltd, Second Floor, No.1, Ramakrishna Sreet, North Usman Road, T.Nagar, Chennai 600 017 for changes, if any, in their registered address along with Pin Code Number.
5. Members are requested to quote their Folio Number, email ID, mobile numbers in all correspondences with the Company.

INFORMATION PURSUANT TO CLAUSE 49(IV)(G)(i) OF THE LISTING AGREEMENT IN RESPECT OF PROPOSED RE-APPOINTMENT OF DIRECTORS.

Name of the Director	S VIJAYAN
Date of Birth	21.01.1956
Date of Appointment on the Board as a Director	02.12.2003
Qualification	Intermediate
List of Outside Directorships held	Nil
Chairman / Member of the committees of the Board of Directors of the company	Member in AC, RC & STIGC

A.C: Audit Committee

R.C: Remuneration Committee

STIGC: Share Transfer / Investor Grievance committee.

GYAN DEVELOPERS & BUILDERS LIMITED

DIRECTORS REPORT

Your Directors have pleasure in presenting the 21st Annual Report together with audited accounts for the year ended 31.03.2013.

WORKING RESULTS

The summarized financial results for the year ended 31.03.2013 and for the previous year 31.03.2012 are as under ;

	2012-2013	Rs. 2011-2012
Income from Operations	19,49,445.00	46,24,916.00
Less: Expenditure	18,42,229.00	21,03,312.30
	-----	-----
Profit before tax	1,07,216.00	25,21,603.70
Less: Tax expenses		
Current Year	91,974.00	6,00,681.00
Previous Year	28,089.00	14,126.00
Deferred Tax	57,130.00	10,962.00
	-----	-----
Profit (Loss) after tax	(69,977.00)	18,95,834.70
	=====	=====

OPERATIONS:

The Company has incurred a net loss of Rs.69,977/- as against previous year Profit of Rs.18,95,834.70/-. The loss is mainly due to fall in sales volume and taxes. During the year under review, the real estate market for the entire year was very sluggish and there were very few buyers of vacant land. In addition to that the State / Central Government policies were not favourable as there has been enormous increase in guideline value of properties in the State of Tamilnadu. In some places where the company is holding land bank, the guideline value is more than the market value which is really discouraging the investor to invest in the developed lands and the huge tax Burden is also a cause of Concern for the investors. Adding fuel to the fire, the slow phase of development of infrastructure is deterring the investors to invest in the real estate market. Slow down in Economy, fall in recruitment of work force by the Industries is also cause of concern, as the Company attracts the employees of low and middle income group. Inspite of the adverse market conditions, Your Company could able to make good sales during the first quarter of the financial year 2013-14. Considering the positive trend in the first quarter of this financial year, Your Board of Directors are confident that this trend will change and there will be good number of buyers for developed residential lands.

DEPOSIT

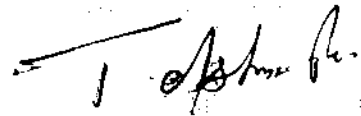
The Company has not accepted any deposit pursuant to Section 58A of the Companies Act. 1956.

DIRECTORS

Mr. S. Vijayan, Director retire by rotation and being eligible, offers himself for re-appointment. Your Board recommends his continuation.

DIVIDEND

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



GYAN DEVELOPERS & BUILDERS LIMITED

AUDITORS:

M/s. G.C. Daga & Co., Chartered Accountants, retires 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

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 loss of the Company for that period ;
- c) that the Directors have 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 forms 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, 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 of 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 & BUILDERS LIMITED



Place : Chennai
Date : 30-07-2013

T. Ashok Raj
Managing Director.

M. Sunita
Director.

GYAN DEVELOPERS & BUILDERS LIMITED

COMPLIANCE CERTIFICATE

CIN: L 70101 TN 1992 PLC 022624

AUTHORISED CAPITAL: 5 CRORES

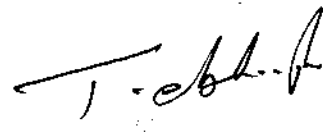
To,

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, 2013. 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 28.04.2012, 30.07.2012, 30.10.2012 and 30.01.2013 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 24.09.2012 to 26.09.2012 and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31.03.2012 was held on 26.09.2012 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 has 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 Company has not issued any duplicate certificates during the year.



GYAN DEVELOPERS & BUILDERS LIMITED

13. The Company has:
 - (i) delivered the certificates on lodgement thereof for transfer of shares in accordance with the provisions of the Act. The Company has not made any transmission / allotment of securities during the said period under review.
 - (ii) not deposited any amount in a separate Bank Account as no Dividend was declared during the financial year.
 - (iii) not posted warrants to any member of the Company as no dividend was declared during the financial year.
 - (iv) no unpaid/unclaimed dividend, application money due for refund, matured deposit, matured debentures and the interest accrued thereon for a period of seven years, required to be transferred to Investor Education and Protection Fund during the financial year under review.
 - (v) Generally, complied with the requirements of Section 217 of the Act.
14. The Board of directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has not appointed any managing director / whole-time director / manager during the financial year.
16. The Company has not appointed any sole - selling agents during the financial year.
17. The Company has not obtained any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has not issued any Preference shares / debentures, hence the question of redeeming any Preference shares / debentures does not arise.
22. There were no transaction necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. According to the information and explanations given to us, the Company has not invited / accepted any deposit from the public during the financial year under review.
24. The amount borrowed by the Company during the financial year ending 31st March 2013 is within the borrowing limits of the Company.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.

GYAN DEVELOPERS & BUILDERS LIMITED

26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to the name of the Company.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its articles of association during the year under review.
31. According to the information and explanations given to us, there was no prosecutions initiated against or show cause notices received by the Company, during the financial year, for offenses under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. According to information and explanations given to us, the Company has not constituted its own Provident Fund Trust for its employees, therefore provisions of Section 418 of the Act is not applicable to the Company.

For A. K. JAIN & ASSOCIATES
Company Secretaries

Place : Chennai
Date: 29.04.2013

S/d
BALU SRIDHAR
M.No.F5869
Partner
C.P.No.3550

ANNEXURE A

Registers as maintained by the Company

1. Register of Members u/s 150
2. Register of Share Transfer
3. Register of Charges u/s 143
4. Register of Director, Managing Director, Manager, and Secretary u/s. 303.
5. Register of Director Shareholding u/s. 307.
6. Register of Contracts in which Directors are interested u/s 301.
7. Minutes of the meeting of the Board of Directors / Committee(s).
8. Minutes of the meeting of Share Holders.
9. Register of Investments.

