

CONTENTS

| | PAGE NO |
|--|----------------|
| NOTICE OF 26th AGM | 1 |
| DIRECTORS' REPORT | 10 |
| ANNEXURE - A - FORM NO. MGT-9 | 18 |
| ANNEXURE - B - FORM AOC - 2 - | 30 |
| ANNEXURE - C - FORM NO.MR.3 - SECRETARIAL AUDIT REPORT | 31 |
| ANNEXURE - D - MANAGEMENT ANALYSIS AND REVIEW REPORT | 34 |
| ANNEXURE - E - MANAGING DIRECTOR'S DECLARATION ON CODE OF CONDUCT | 36 |
| INDEPENDENT AUDITORS' REPORT | 37 |
| BALANCE SHEET | 42 |
| PROFIT & LOSS ACCOUNT | 43 |
| NOTES FORMING PART OF FINANCIAL STATEMENTS | 44 |
| CASH FLOW STATEMENT | 56 |
| ATTENDANCE SLIP & PROXY FORM | 57 |



GYAN DEVELOPERS & BUILDERS LIMITED

CORPORATE INFORMATION

(2017 - 2018)

BOARD OF DIRECTORS

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

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|------------|---|------------------------------|
| CIN | - | L70101TN1992PLC022624 |
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| REGISTERED OFFICE | - | Gyan Kiran, Door No.6, Hanumantha Rao Street T.Nagar, Chennai-600 017. E-mail : gyandevelopers@yahoo.com |
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| BANKER | - | Tamil Nadu Mercantile Bank Ltd., Chennai - 600 017. |
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| SHARE TRANSFER AGENT | - | M/s Intergrated Registry Management Services Pvt. Ltd., "Kences Towers, No.1 , Ramakrishna St, North Usman Road, T. Nagar, Chennai - 600 017. Ph : 28140801-03, Fax : 28142479 E-mail : corpserv@iepindia.com |
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| BSE SCRIIP CODE No | - | 530141 |
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| DEMAT ISIN | - | INE - 487G01018 |
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| AUDITORS | - | SURAJ DHOKA & ASSOCIATES Chartered Accountants No.168 Mint Street, Manibhadra Enclave, 2nd Floor, Sowcarpet, Chennai 600079. Email id: surajda2007@gmail.com |
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GYAN DEVELOPERS & BUILDERS LIMITED

GYAN DEVELOPERS & BUILDERS LIMITED
Regd Off : Gyan Kiran, Door No.6, Hanumantha Rao Street
T.Nagar, Chennai-600 017.

CIN: L70101TN1992PLC022624

Email ID: gyandevelopers@yahoo.com

NOTICE TO MEMBERS

Notice is hereby given that the **TWENTY SIXTH ANNUAL GENERAL MEETING** of the members of **M/s. GYAN DEVELOPERS AND BUILDERS LIMITED** will be held on Thursday, the **27th day of September, 2018**, at **10.00 a.m.**, at The Chartered Accountants Study Circle, No.2-L, Rear Block 2nd Floor, Prince Arcade, 22A Cathedral Road, Chennai – 600086, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2018, the Profit and Loss Account and Cash flow statement of the Company for the period ending 31.03.2018 and the reports of the Directors and Auditors.
2. To appoint a Director in the place of Mrs. Sunita Mahendar Raj, (DIN: 01751554), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s. Suraj Dhoka & Associates., Chartered Accountants (FRN: 009707S) as the Statutory Auditors and fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit to pass the following resolution as an Ordinary Resolution
“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Act, Mr. T. Ashok Raj be and is hereby reappointed as Managing Director (DIN: 00575471) of the Company for a term of three years effective from 29.01.2019, on such remuneration and terms and conditions as mentioned hereunder.

Remuneration:

- a) **Basic Salary:** Rs.30,000/- (Rupees Thirty Thousands 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) Contribution 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 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act, 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 Schedule V of the Companies Act, 2013.

"RESOLVED FURTHER THAT Mr. T. Ashok Raj, Managing Director shall be liable to retire by rotation.

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."

5. To consider and If thought fit to pass the following resolution as an Special Resolution

"RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. J CHANDRASEKAR (DIN No. 02691406) who

GYAN DEVELOPERS & BUILDERS LIMITED

was appointed as an Independent Director for a term of five years for the first term in the 22nd Annual General Meeting of the company held on 22.09.2014, be and is hereby re-appointed as an Independent Director of the Company for the second term to hold office for a period of five years from 22nd September, 2019, to 21st September, 2024, not liable to retire by rotation.

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."

6. To consider and if thought fit to pass the following resolution as an Special Resolution

"RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. S VIJAYAN (DIN No.02781886) who was appointed as an Independent Director for a term of five years for the first term in the 22nd Annual General Meeting of the company held on 22.09.2014, be and is hereby re-appointed as an Independent Director of the Company for the second term to hold office for a period of five years from 22nd September, 2019, to 21st September, 2024, not liable to retire by rotation.

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 & BUILDERS LIMITED**

Sd/-
T. ASHOK RAJ
Managing Director.
(DIN: 00575471)

Place : Chennai
Date : 30-07-2018

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.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

2. Revenue stamp should be affixed on the Proxy form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's Signature may also be furnished in the Proxy Form, for identification purpose.
3. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. The register of members and share transfer of the company will remain closed from September 20, 2018 to September 27, 2018 (Both days inclusive).
5. The members are requested to intimate to the Company and or to its Share Transfer Agent M/s. Integrated Registry Management Services Private Limited, Second Floor, No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017 for changes, if any, in their registered address along with Pin Code Number.
6. Members are informed that copy of annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the annual report to the meeting.
7. Members are requested to quote their Folio Number, e-mail ID, mobile numbers in all correspondences with the Company.
8. Details of directors seeking re-appointment at this Annual General Meeting are annexed thereto.
9. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 for special business is annexed hereto
10. **Voting through electronic means**
 1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI

GYAN DEVELOPERS & BUILDERS LIMITED

(Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Sunday, September 23, 2018 (9:00 A.M) and ends on Wednesday, September 26, 2018 (5:00 P.M). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 20, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "GYAN DEVELOPERS & BUILDERS LIMITED.pdf" with your Client ID or Folio No. as password. The said PDF file contain your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Gyan Developers & Builders Limited".

GYAN DEVELOPERS & BUILDERS LIMITED

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@akjainassociates.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

| EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|--|----------------|---------------------|
| | | |

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 20, 2018.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 20, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No.: 1800-222-990.

GYAN DEVELOPERS & BUILDERS LIMITED

- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Pankaj Mehta, Practicing Company Secretary (Membership No. A29407) has been appointed as the Scrutinizer for conducting both the e-voting and the poll process in a fair and transparent manner and he has communicated his willingness for the same.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gyandevloper.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

Mr. T. Ashok Raj is associated with the Company since Incorporation and holds a degree in Commerce. He has endeavored and is instrumental in turning around the Company into profits. His tenure as a Managing director expires on 28.01.2019. In view of his continued efforts and in terms of the recommendation of nomination and remuneration committee, the Board of directors of the Company in their meeting held on 30.07.2018 had decided to recommend his re-appointment as a Managing Director of the company for a further period of three years with effect from 29.01.2019 on remuneration and terms and conditions as set out in the resolution.

In accordance with the provisions of Section 152(6) of the Companies Act 2013 ("the Act"), unless the Articles of Association of the Company provides for retirement of all Directors by rotation, at least two third of the total number of Directors shall be the persons whose period of office is liable to determination by retirement of Directors by rotation. Also, in terms of explanation to Section 152(6), Independent Directors appointed in terms of Section 149 of the Act are to be excluded for the purpose of calculating total number of Directors who are liable to retirement by rotation. Therefore, in order to comply with the aforesaid provision of the Act, Mr. T Ashok Raj, if

GYAN DEVELOPERS & BUILDERS LIMITED

re-appointed, shall be liable to retire by rotation. Hence, the above resolution is placed before the members for their consent.

Mr. T. Ashok Raj and Mrs. M. Sunitha are considered as interested in the above resolution.

Item No.5

Mr. J Chandrasekar was appointed as an Independent Director by the members in the 22nd Annual General Meeting of the company held on 22.9.2014 to hold office for the first term for a period of 5 years from 22.9.2014 to 21.9.2019. He does not hold any equity shares in the company. The Board of Directors of the company, after review, is of the opinion that Mr. J Chandrasekar fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be re-appointed as Independent Director pursuant to the provisions of section 149 of the Act, for the second term.

The Board considers that his rich experience, skills and knowledge will benefit the company. Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. J Chandrasekar as an Independent Director for the second term as indicated in the resolution, pursuant to the provisions of section 149 read with schedule IV of the Act for the approval by the shareholders of the company. In terms of the provisions of section 149 of the Act, Mr. J Chandrasekar shall not be liable to retire by rotation. A copy of the draft letter for the reappointment of Mr. J Chandrasekar as an independent director setting out the terms and conditions is available for inspection without any fee by the members at the company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

The company has received (i) consent from him in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Except Mr. J Chandrasekar, being an appointee, none of the Directors and Key Managerial Personnel of the company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out at item no.5.

The Board recommends the Special Resolution as set out in the Notice for approval of the members.

Item No.6

Mr. S Vijayan was appointed as an Independent Director by the members in the 22nd Annual General Meeting of the company held on 22.9.2014 to hold office for the first term for a period of 5 years from 22.9.2014 to 21.9.2019. He does not hold any equity shares in the company. The Board of Directors of the company, after review, is of the opinion that Mr. S Vijayan fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be re-appointed as Independent Director pursuant to the provisions of section 149 of the Act, for the second term.