



# ANNUAL REPORT

## 2004-2005

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# KADAMB

CONSTRUCTIONS LIMITED

*Registered Office :*

211-212, SHALIMAR COMPLEX  
CHURCH ROAD, M. I. ROAD  
JAIPUR-302 001

## BOARD OF DIRECTORS

Mr. Mahesh Kumar Gupta  
Mr. Ganga Ram Khandelwal\*  
Mr. C. P. Goel  
Mr. Rajendra Sharma\*  
Mr. Bajrang Lal Agarwal\*  
Mr. Raja Mathur\*  
Mrs. Heeru Gupta  
\*Independent Directors

Chairman Cum Managing Director  
Director  
Director  
Director  
Director  
Director

## AUDITORS

M/s. Maheshwari & Kedawat  
Chartered Accountants.  
104, Navjeevan Chambers,  
Vinoba Marg, C-Scheme,  
JAIPUR - 302001

## BANKERS

UCO - Bank, Jaipur  
Oriental Bank of Commerce, Jaipur

## REGISTERED OFFICE :

211-212, SHALIMAR COMPLEX  
CHURCH ROAD, M. I. ROAD  
JAIPUR - 302001

## REGISTRAR & SHARE TRANSFERS :

Beetal Financial & Computer Services (P) Ltd.  
321-S, Chirag Delhi  
(Near Shahid Bhagat Singh College)  
New Delhi - 110017  
Tel. : 29251990, 29250390  
Fax : 011-29252146



### NOTICE

Notice is hereby given that the TENTH Annual General Meeting of KADAMB CONSTRUCTIONS LIMITED, will be held on Thursday the 29th September, 2005, at 10.00 a.m. at Registered Office : 211-212, Shalimar Complex, Church Road, Jaipur to transact the following business :-

#### ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2005, and the Profit & Loss Account for the year ended on that date together with Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Heeru Gupta, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Ganga Ram Khandelwal, who retires by rotation and being eligible, offers himself for reappointment.
4. To reappoint Auditors to hold office from conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

Date : 29th June, 2005

By Order of the Board

Place : Jaipur

sd/  
(Mahesh Kumar Gupta)  
Chairman cum Managing Director

#### Notes :

1. A member entitles to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member. However, Proxy form must be deposited at the Registered office of the Company not later than 48 hours before commencement of the meeting.
2. The Register of Members and Share Transfer books of the company will remain closed from 26th September, 2005 to 29th September, 2005 (both days inclusive).
3. Members are requested to quote their folio numbers in all their correspondence.
4. The shareholders desiring any information as regards accounts are requested to write to the company at an early date, so as to enable the management to keep information ready.
5. Members are requested to bring their copies of Annual Report to the Meeting.
6. Members who continue to hold shares in physical form are requested to intimate any changes in their address immediately with postal pin code to the Company's Registrars and Share Transfer Agent, viz., Beetal Financial & Computer Services (P) Ltd., 321-S, Chirag Delhi, (Near Shahid Bhagat Singh College), New Delhi-110017 quoting their folio numbers.

FURTHER, please note that in the case of demat shares, any change(s) required in Address, Bank Details, Bank Mandate, ECS Mandate, power of attorney and also requested for registration of nomination, transmission etc. are to be intimate to your DP and not to the company or our Registrar :

Date : 29th June, 2005

By Order of the Board

Place : Jaipur

sd/  
(Mahesh Kumar Gupta)  
Chairman cum Managing Director

Regd. Office :  
211-212, Shalimar Complex  
Church Road, Jaipur-302001

**DIRECTORS REPORT**

Members,  
Kadamb Constructions Limited  
Jaipur

The Directors have pleasure in submitting the TENTH Annual Report ended on 31st March, 2005.

**(1) FINANCIAL RESULT :****(Rs. in lacs)**

Particulars	For the year ended 31.03.2005	For the year ended 31.03.2004
Sales & Other Income	19.49	15.88
Profit before depreciation & tax	5.94	1.81
Less : Depreciation	1.19	1.46
Profit after Depreciation	4.75	0.35

**2. PUBLIC DEPOSITS**

During the year the company has not accepted any deposits from the public.

**3. CORPORATE GOVERNANCE**

New Corporate Governance regulations can be implemented till December, 2005 by the company, as per SEBI directions. Even then the Corporate Governance Report is attached with this report.

**4. DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and articles of association of the company Smt. Heeru Gupta & Shri Ganga Ram Khandelwal retire by rotation and being eligible offer themselves for reappointment.

**5. AUDITORS**

The term of the present Statutory Auditors of the company M/s Maheshwari & Kedawat, Chartered Accountants, Jaipur expires at the conclusion of this Annual General Meeting, being eligible offer themselves for reappointment.

**6. INFORMATION REQUIRED UNDER SECTION 2 (A) OF SECTION 217**

None of the employee of your company is covered under the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1956, as amended.

**7. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information required under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of board of directors) Rules, 1988, are not given as the same is either not applicable or nil of the company.

During the year no foreign exchange was earned or spend by the company.

**8. DIRECTORS RESPONSIBILITY STATEMENT**

The directors confirm :

- That in preparation of the annual accounts, the applicable accounting standards have been followed and that no material departure have been made from the same.
- That they have selected such accounting policies and applied them consistently and made judgements and estimated that are reasonable 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 and of the profits or loss of the company for that period.

- C. That they have taken proper and sufficient care for the maintainance 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, irregularities.
- D That they have prepared the annual accounts on a going concern basis.
- 9. Excisting promoters of the company have entered into an agreements with Smt. Laxmi Chaudhary & other to sale their a part of Equity shares of the company in accordance with the provisions of SEBI (SAST) Regulation. In this respect necessary papers / documents have already been filed in the office of Security Executive Board of India. Mumbai & Public announcement was also made on 21st April, 2005 in the Financial Express & Pratahkal. Shareholders may after the announcement for the detailed terms & conditions & other details related to the over.

#### 10. ACKNOWLEDGEMENT

Your Directors wish to place on records their sincere appreciation for the bankers, government department and the dedicated employees of the company.

On Order of the Board of Directors

Dated : 29.06.2005

Place : Jaipur

sd /  
(Mahesh Kumar Gupta)  
Chairman cum Managing Director

sd /  
(Heeru Gupta)  
Director

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## REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

The board has adopted and is committed to adopting its obligations under relevant regulations and laws, as well as any relevant best practices relating to corporate governance. The board believes that good governance is voluntary and self-disciplined with the strongest impetus coming from directors and the management itself, and ultimately leads to enhancement of value for all stakeholders. The management and organisation as Kadamb Constructions Limited aims to be progressive, competent and trustworthy creating and enhancing value for stakeholders and customers, while selecting and respecting the best of Indian values in conduct. The board lays significant emphasis on integrity, transparency and accountability.

### 1. BOARD OF DIRECTORS

#### Composition

The board consists of seven directors, of whom four are non-executive and independent directors.

Details of all directors are given below by category, attendance, total directorships and memberships and chairmanships of board committees.

S. No.	Name of Director	Category	Of board Meetings*		Attended last AGM**	No. of outside Directorship
			Held	Attended		
1.	Mr. Mahesh Kumar Gupta	Executive	7	7	Yes	7
2.	Mr. Gangaram Khandelwal	Independent	7	7	Yes	1
3.	Mr. C. P. Goel	Non-Executive	7	—	Yes	1
4.	Mr. Rajendra Sharma	Independent	7	7	Yes	—
5.	Mr. Bajrang Lal Agarwal	Independent	7	7	No	—
6.	Mr. Raja Mathur	Independent	7	7	No	—
7.	Mrs. Heeru Gupta	Executive	7	7	Yes	1

\*There were 7 meetings held during the financial year 2004-2005 on 31.05.2004, 29.06.2004, 17.07.2004, 31.07.2004, 28.08.2004, 28.10.2004 and on 28.02.2005

\*\*Last Annual General Meeting (AGM) was held on 29th September, 2004 at Corporate Office : 211-212, Shalimar Complex, Church Road, M. I. Road, Jaipur.

### 2. AUDIT COMMITTEE

The Informations regarding the Composition of Audit Committee, no. of meetings attended by the members of Audit Committee are as under :—

S. No.	Name of Directors	Position in Committee	No. of Meetings*	
			Held	Attended
1.	Mr. Ganga Ram Khandelwal	Chairman	4	4
2.	Mr. Raja Mathur	Member	4	4
3.	Mr. Bajrang Lal Agarwal	Member	4	4

There were four meetings held during the financial year 2004-2005 on 29.06.2004, 31.07.2004, 28.10.2004 and on 27.01.2005.

**3. SHAREHOLDER'S GRIEVANCE COMMITTEE :**

There was no pending shareholders grievance, hence no meeting was held during the financial year 2004-2005.

**4. REMUNERATION COMMITTEE :**

The information regarding the Composition of Remuneration Committee is as under :—

S. No.	Name of Directors	Position in Committee
1.	Mr. Bajrang Lal Agarwal	Chairman
2.	Mr. Raja Mathur	Member
3.	Mr. Ganga Ram Khandelwal	Member

**5. GENERAL SHAREHOLDER'S INFORMATION :**

1. Date of Book closure : 26th September, 2005 to 29th September, 2005 (both days inclusive)

2. Date and venue of AGM :

Date : 29.09.2005

Day : Thursday

Time : 10.00 A.M.

Venue of AGM : Registered Office at 211-212, Shalimar Complex, Church Road, M. I. Road, Jaipur-302001

3. Financial Calendar (tentative and subject to change)

Financial reporting for the first quarter ending June 30, 2005 : July, 2005

Financial reporting for the second quarter ending Sept. 30, 2005 : Oct., 2005

Financial reporting for the third quarter ending Dec. 31, 2005 : Jan., 2006

Financial reporting for the year ending March 31, 2006 : June, 2006

Annual General Meeting for the year ending March 31, 2006 : Aug./Sept. 2006

**6. Stock Codes**

The Stock Exchange, Mumbai

ISIN No. for NSDL INE 469F01018

The Company has paid the listing fees for the period from 1<sup>st</sup> April, 2005 to 31<sup>st</sup> March, 2006.

**7. Distribution of shareholding as on 31<sup>st</sup> March, 2005**

No. of equity shares held	Folios		Share	
	Number	%	Number	%
Upto 5000	201	70.04	42800	1.74
5001-10000	38	13.24	33500	1.36
10001-20000	12	4.18	18900	0.77
20001-30000	4	1.39	10300	0.42
30001-40000	—	—	—	—
40001-50000	—	—	—	—
50001-100000	13	4.53	115400	4.72
100001 and above	19	6.62	2226600	90.99
Total	287	100.00	2447500	100.00

**8. Category of shareholders as on 31<sup>st</sup> March, 2005**

Category	No. of Shares	Voting Strength
<b>A Promoters Holding</b>		
1. Promoters & Relatives (including directors)	2000000	81.71%
Foreign Promoters	Nil	Nil
2. Persons acting in concern#	-	-
Sub Total		
<b>B Non-Promoters Holding</b>	447500	18.28%
3 Institutional Investors	Nil	Nil
b Mutual Funds and UTI	Nil	Nil
Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non Governments Institutions)	Nil	Nil
4. Other		
a Private Corporate Bodies	77200	3.15%
b Indian Public (Resident Individuals)	370300	15.13%
c NRI / OCBs	Nil	Nil
d Any other (Please Specify)	Nil	Nil
Sub Total	Nil	Nil
<b>Grand Total</b>	<b>2447500</b>	<b>100.00%</b>

**9. Shareholding of Promoters/Directors their relatives, associate companies, officer of the Company pursuant to SEBI Regulations :**

Name	Relation	No. of Shares	% to Total
Shri Mahesh Kumar Gupta	Promoters	378200	15.45%
Smt. Heeru Gupta	Promoters	1061600	43.37%
Smt. Satyawati Gupta	Promoters	85100	3.48%
Mahesh Kumar Gupta (HUF)	Promoters	85000	3.48%
Mansi Gupta	Promoters Relatives	340000	13.89%
Jaipur Sales (P) Ltd.	Associate company	68500	2.80%