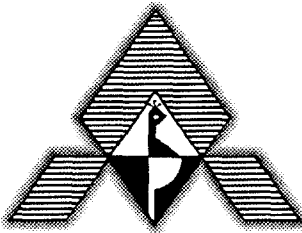


16th

ANNUAL REPORT
2005 - 2006

Report  Junction.com



Manraj Housing Finance Ltd.

● **Registered Office :**

3, Pushpa Apartment,
General Vaidya Chowk,
Jalgaon - 425 002.

● **Board of Directors :**

Shri. Ishwarlal S. Jain	Chairman & Managing Director
Shri. Manish I. Jain	Director
Shri. Pramod N. Mehta	Director
Shri. Suganchand K. Raka	Director
Shri. Ramvilas K. Rath	Director
Shri. Prashant J. Agrawal	Director
Shri. Purushottam T. Wani	Director

● **Bankers :**

State Bank of India
The Sangli Bank Ltd.
The Malkapur Urban Co-Op. Bank
Jalgaon Peoples Co.-Op. Bank

● **Registrar & Share Transfer Agents :**

Big Share Services Pvt. Ltd.
E - 2/3, Ansa Ind. Estate
Saki Vihar Road, Sakinaka,
Andheri (E)
Mumbai - 400 072.

● **Auditors :**

N.S. Doshi & Co.
Chartered Accountants
18, Visanji Nagar, Jalgaon.

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● **NOTICE :**

Notice is hereby given that 16th Annual General Meeting of the members of Manraj Housing Finance Limited will be held at 3, Pushpa Apartment, General Vaidya Chowk, Jalgaon - 425 002 on Thursday the 28th September 2006 at 3.00 p.m. to transact with or without modification as may be permissible the following businesses.

● **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Profit and Loss Account for the Financial year ended 31st March, 2006 and the Balance sheet as at that date and the report of the Auditors and Directors thereon.
2. To appoint Auditors for the year 2006-2007 and authorise the Board of Directors to fix their Remuneration M/s. N. S. Doshi & Co. chartered accountants, auditors of the company retire at the conclusion of ensuing Annual General Meeting and are eligible for reappointment.
3. To appoint Director in place of Mr. Prashant J. Agrawal who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Director in place of Mr. Purushottam T. Wani who retires by rotation and being eligible offers himself for reappointment.
5. Any other subject with the permission of chair.



Jalgaon
1st August 2006

By Order of the Board
For MANRAJ HOUSING FINANCE LTD.

Registered Office
3, Pushpa Apartment, General Vaidya Chowk,
Jalgaon - 425 002.

ISHWARLAL S. JAIN
Chairman and Managing Director

● **NOTES :**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
2. Members are requested to notify immediately any change in their addresses to the company.
3. Members desirous of having any clarification or additional information on the accounts of the company, may please write to the company at least one week before the date of Annual General Meeting.
4. As a measure of economy, copies of Annual Report will not be distributed at the meeting. Members are therefore requested to bring their copies of the Annual Report.

DIRECTORS' REPORT

To
The Members,
MANRAJ HOUSING FINANCE LIMITED, JALGAON

Your Directors have pleasure in presenting the 16th Annual Report together with the Audited Accounts for the year ended 31st March 2006.

1. FINANCIAL RESULTS

(Rupees in Lakhs)		
	Year ended 31 st March 2006	Year ended 31 st March 2005
Gross Income	74.24	71.50
Profit Before Depreciation and Income Tax	0.96	0.90
Depreciation	0.28	0.18
Provision for Tax	0.00	0.10
Net Profit After Tax	0.68	0.62
Deferred Tax Credit (Current Year)	3.71	0.07
Add : Amount B/F from previous year	23.35	22.66
Amount available for appropriation	27.74	23.35
Transfer to Special Reserve under Sec. 36(1)(viii) of the Income Tax Act, 1961.	2.00	-
Balance Carried Forward	25.74	23.35

2. OPERATIONS

As reported in the earlier report, the company has successfully completed a part of phase I of Sillod Project as well as the Arya Auto Point Project. The Board is pleased to state that your company has sold 8 shops and 4 flats of Sillod Project during the year.

3. DIVIDEND

To conserve the resources your Directors are not recommending payment of any dividend to the shareholders.

4. DIRECTORS:

Shri. Prashant J. Agrawal and Shri. Purushottam T. Wani retire by rotation and being eligible offer themselves for re-appointment at the ensuing Annual General Meeting. Brief resume of the above Directors, nature of their expertise in specific functional areas as stipulated under clause 49 of the Listing Agreement with Stock Exchange are given in the section on Corporate Governance elsewhere in the Annual Report.

5. UNCLAIMED DEPOSITS

As of 31st March 2006 there are no outstanding deposits.

6. AUDITORS

The auditors M/s. N. S. Doshi & Co., Chartered Accountants, retire at the ensuing Annual General meeting and are eligible for re-appointment.

7. AUDITORS' REPORT

The Board wishes to draw the attention to Note No. 3 of the Schedule No. 17 containing Notes to Accounts, which is self-explanatory.

8. DIRECTORS' RESPONSIBILITY STATEMENT**PERSUANT TO SECTION 217 (2AA):**

In terms of the amendment to Section 217 of the Companies Act 1956, your directors have to state as under in respect of the Audited Accounts for the year ended 31st March 2006.

- i) That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed to the extent applicable along with proper explanation relating to material departures if any;
- ii) That the directors have 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 and of the profit of the company of that period;
- iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iii) That the directors have prepared the annual accounts on a going concern basis.

9. CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, Mumbai, a separate report on Corporate Governance together with a certificate from the Company's

Auditors on compliance is set out in the annexure forming part of Annual Report.

10. CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION

FOREIGN EXCHANGE EARNINGS AND OUTGOINGS

The Company is not engaged in manufacturing activities and therefore, there is no information required to be furnished in respect of conservation of energy and absorption of technology. The information in respect of foreign Exchange earnings/outgoings is NIL.

11. PARTICULARS OF EMPLOYEES

The Company did not have any employee falling within the scope of section 217 (2A) of the Companies Act, 1956.

12. ACKNOWLEDGEMENT

The Board of Directors takes this opportunity to thank the Company's Bankers, viz State Bank of India and Sangli Bank, employees, the Shareholders of the Company and the authorities of the National Housing Bank for their continued support and co-operation towards conduct of efficient operations of the Company.

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FOR AND ON BEHALF OF THE BOARD

Jalgaon

28th June 2006

ISHWARLAL S. JAIN.

(Managing Director)

PRAMOD MEHTA

(Director)

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

It has been the continuous endeavor of the company to exceed and excel the laid down regulatory parameters through better Corporate Governance. The company follows fair and transparent governance practices. It is the desire of the Management to institutionalize the "Framework of Corporate Governance and Code of Practices." The Management believes in leveraging the resources to translate dreams in to realities.

Your company continues to follow procedures and practices in conformity with the code of Corporate Governance as enunciated in the Listing Agreement. In keeping with the spirit of the Code, your Board constituted Committees such as an Audit Committee, Share Transfer Committee and Shareholders/Investors Grievance Committee. Details of the implementation of the Code follow in the paragraphs below.

BOARD OF DIRECTORS

Your Board of Directors monitors Company performance, closely watches the performance of the Management, approves and reviews strategy, and, through its various Committees, evaluates management. Your Board ensures legal and ethical conduct and accurate financial reporting. It holds itself accountable not only to the shareholders, but also to other stakeholders.

LIST OF BOARD OF DIRECTORS AS ON 1st JUNE, 2005

Mr. Ishwarlal S. Jain	Managing Director
Mr. Manish I. Jain	Director.
Mr. Pramod N. Mehta	Director
Mr. Suganchand K. Raka	Director
Mr. Ramvilas Rathi	Director
Mr. Prashant Agrawal	Director
Mr. Purushottam Wani.	Director

The company has seven Directors out of which four are non- executive Directors. The Non-Executive Directors are professionals, with expertise and experience in general corporate management, legal, finance, banking and other allied fields.

The Company is managed by the Managing Director under the supervision and control of the Board of Directors.

The Company has not entered into any materially significant transactions with its promoters, directors or the management or relatives etc., which may have potential conflict with the interests of the Company at large.

The Constitution of the Board as on 1st June 2006.

Sr. No.	Name of Director	Category	No. of Board Meeting Attended During - 05 -06	Total number of Outside Committee Memberships (Other than in private companies) as on 1/6/ 2006	Total number of Outside Chairmanships of Committees held (other than in private companies) as on 1/6/ 2006.	Number of directorships held (excluding alternate directorships and directorships in private companies) as on 1/6/ 2006	Whether At-tended Last AGM	Remarks
1.	Ishwarlal Jain	NI-E	20	NIL	NIL	NIL	YES	
2.	Manish Jain	NI-NE	20	NIL	NIL	NIL	NO	
3.	Pramod Mehta	NI-NE	20	NIL	NIL	NIL	YES	
4.	Suganchand Raka	IND-NE	21	NIL	NIL	NIL	NO	
5.	Ramvilas Rathi	IND-NE	21	NIL	NIL	NIL	YES	
6.	Prashant Agrawal	IND-NE	21	NIL	NIL	NIL	YES	
7.	Purshottam Wani	IND-NE	21	NIL	NIL	NIL	YES	

NI-E Non Independent Executive; NI-NE means Non-Independent Non-Executive; IND-NE means Independent Non Executive.

21 Board Meetings of the Company were held during the year 2005-06 and the gap between two meetings did not exceed four months. The Board Meetings of the company were held on following date and the individual attendance to the directors is as follows:

Date	Ishwarlal Jain	Manish Jain	Pramod Mehta	Suganchand Raka	Ramvilas Rathi	Prashant Agrawal	Purushottam Wani
15.04.2005	YES	YES	YES	YES	YES	YES	YES
30.04.2005	YES	YES	YES	YES	YES	YES	YES
16.05.2005	YES	YES	YES	YES	YES	YES	YES
31.05.2005	NO	NO	YES	YES	YES	YES	YES
15.06.2005	YES	YES	YES	YES	NO	YES	NO
30.06.2005	YES	YES	NO	YES	YES	YES	YES
30.07.2005	YES	YES	YES	YES	YES	YES	YES
31.08.2005	YES	YES	YES	YES	YES	YES	YES
30.09.2005	YES	YES	YES	YES	YES	YES	YES
15.10.2005	NO	YES	NO	YES	YES	YES	YES
31.10.2005	YES	YES	YES	YES	YES	YES	NO
15.11.2005	YES	NO	YES	YES	YES	YES	YES
16.11.2005	YES	YES	YES	YES	YES	YES	YES
30.11.2005	YES	YES	YES	YES	YES	YES	YES
19.12.2005	YES	YES	YES	YES	YES	NO	YES
31.12.2005	YES	YES	YES	YES	YES	YES	YES
16.01.2006	YES	NO	YES	NO	YES	YES	YES
31.01.2006	YES	YES	YES	YES	NO	YES	YES
15.02.2006	YES	YES	YES	YES	YES	NO	YES
16.03.2006	YES	YES	YES	YES	NO	YES	YES
31.03.2006	YES	NO	YES	YES	YES	YES	NO

BOARD PROCEDURE

To enable the Board discharge its responsibilities effectively, a detailed Agenda folder is sent to each Director in advance of Board and Committee meetings. The Managing Director briefs the Board at every meeting on the overall company performance and progress. A detailed functional report is also placed at every Board Meeting. The functions performed by the Board include reviews of:

- Strategy and business plans.
- Annual operating and capital expenditure budgets
- Compliance with statutory/regulatory requirements and review of major legal issues
- Adoption of quarterly/half yearly/annual results.
- Major accounting provisions and accounting policies.

DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Shri Prashant J. Agrawal and Shri Purushottam T. Wani, retire by rotation and being eligible offer themselves for re-appointment at the ensuing Annual General Meeting.

PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT

Shri Prashant J. Agrawal is an eminent Chartered accountant. He is the Director of the Company since 2003. His knowledge & expertise in the field of accountancy & finance have helped the Company to a large extent.

Shri Purushottam T. Wani : Shri Purushottam T. Wani was appointed a director in the year 2003. Since then he has been of immense help to the company.

REMUNERATION OF DIRECTORS

None of the Directors of the Board have been paid any remuneration/sitting fees during the year.

COMMITTEES OF THE BOARD**AUDIT COMMITTEE**

The composition of Audit Committee and the details of meeting attended by the Directors are given below:

Sr. No.	Name of Member	Designation	No. of Committee meetings held	No. of Committee meetings attended
1.	Suganchand K. Raka	Chairman (Independent)	04	04
2.	Ramvilas Rathi	Member (Independent)	04	04
3	Prashant Agrawal	Member (Independent)	04	04
4	Purushottam Wani	Member (Independent)	04	04

During the year four committee meetings were held on following dates:

(i) 30th June, 2005, (ii) 30th July, 2005 (iii) 31st January, 2006 (iv) 31st March, 2006

The Audit Committee invites the Managing Director and other Directors of the Company to the Meetings. The representatives of auditors also attend the meetings.