

# **Eleventh Annual Report 2002-2003**



*Navkar Builders Ltd.*



## *Navkar Builders Ltd.*

### **Board Of Directors**

<b>Bhanwarlal Jain</b>	Chairman
<b>Sanjay B. Kothary</b>	Managing Director
<b>Dr. D. P. Chikhali</b>	Director
<b>Jaydeep Kothary</b>	Director
<b>Dinesh Jain</b>	Director
<b>Dr. Pravin Sojitra</b>	Director

### **Auditors**

**J. B. Shah & Co.**

Chartered Accountants  
Ahmedabad.

### **Registered Office**

1, Trimurti Hospital Building,  
Near S. T. Bus Stand,  
Junagadh 362 001

### **Corporate Office**

4th Floor, Nalanda Enclave,  
Opp. Hotel Chicago  
Pritamnagar, Ellisbridge,  
Ahmedabad 380 006.

*Navkar Builders Ltd.*



## NOTICE

NOTICE is hereby given that the ELEVENTH ANNUAL GENERAL MEETING of the Shareholders of NAVKAR BUILDERS LIMITED will be held at the Registered Office of the Company at 1, Trimurti Hospital Building, Nr. S. T. Bus Stand, Junagadh - 362001 on Monday the 29th September, 2003 at 10.30 a.m. to transact the following Ordinary Business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Balance sheet as at 31st March, 2003, the profit & loss Account for the year ended on that date and the Reports of Directors' and Auditors thereon.
2. To appoint Director in place of Mr. Devraj Chikhaliya who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration.

### NOTE :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE THE PROXY MUST REACH TO THE COMPANY AT LEAST FORTY EIGHT HOURS BEFORE THE MEETING.
2. The Register of Members and share transfer books will remain closed from 16<sup>th</sup> September, 2003 to 29<sup>th</sup> September, 2003. [both days inclusive.]

For and on behalf of the Board of Directors

Date : 25/8/2003

Regd. office :

1, Trimurti Hospital Building  
Nr. S. T. Bus Stand  
Junagadh - 362 001.

**BHANWARLAL JAIN**  
Chairman



## DIRECTORS' REPORT

To  
The Members

Your Directors present herewith ELEVENTH Annual Report together with the Audited Statements of Accounts for the year ended 31st March, 2003.

### FINANCIAL RESULTS AND OPERATIONAL REVIEW

During the year under review, the total income from operations was Rs. 28.25 lacs as compared to Rs. 27.58 lacs of that of the previous year. The company has provided Rs. 4.54 lacs for depreciation. After making provision of Rs. 7,500/- for current year income tax and Rs. 62,742/- for deferred tax, after taking into account the current year net profit and total provisions for deferred tax liability, the net profit carried to Balance Sheet is Rs. 22.72 lacs. There is no significant development/improvement in the situation for construction industry as compared to the previous three to four years.

### DIRECTORS

Mr. Devraj Chikhaliya, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. Mr. N. K. Shah has resigned from the Board on 30th September, 2002. The Board places on record their appreciation for the services rendered by him during his tenure as Director of the Company.

### DEPOSITS

The Company has not received any deposits from the public within the meaning of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975.

### AUDITORS

Shri J. B. Shah & Co., Chartered Accountants, Ahmedabad, the Auditor of the Company retire at the ensuing Annual General Meeting and is recommended for reappointment.

### DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217[2AA] of the Companies Act, 1956, your Directors hereby confirm that:

1. in the preparation of accounts the applicable accounting standards have been followed.
2. the Company has 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 affairs of the Company at the end of 31st March, 2003 and of the profit and loss account for the year ended on that date.
3. proper and sufficient care has been taken for the maintenance 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 any frauds and other irregularities.
4. the annual account for the year ended 31st March, 2003 have been prepared on a going concern basis.

### MANAGEMENT DISCUSSION AND ANALYSIS

Management discussion and analysis Report, pursuant to Clause 49 of the Stock Exchange Listing Agreement, forms part of this Report and the same is annexed hereto.

*Navkar Builders Ltd.*



## **REPORT ON CORPORATE GOVERNANCE**

A separate Report on Corporate Governance along with Certificate from Auditors on its compliance as annexed hereto.

### **SEGMENT**

Your Company is engaged in a single segment only.

### **CONSERVATION OF ENERGY ETC.**

The details of conservation of Energy, technology absorption, foreign exchange earnings and outgo are not applicable to the Company as the Company is engaged in construction activity.

### **PARTICULARS OF EMPLOYEES**

The Company had no employees covered under Section 217(2A) of the Companies Act, 1956.

### **ACKNOWLEDGMENTS**

The Directors extend their sincere thanks to all agencies, customers, banks and others associated with the Company including employees of the Company, for their co-operation, continued support, assistance, trust and confidence reposed by them in the Company.

### **FOR AND ON BEHALF OF THE BOARD**

Ahmedabad

**BHANWARLAL JAIN**

Date : 25th August, 2003.





## REPORT ON CORPORATE GOVERNANCE

The Board of Directors of the Company supports the broad principles of corporate governance. Given below is a report on corporate governance:

### 1. COMPANY'S PHILOSOPHY

Keeping in view the motive behind the systems and procedures of Corporate Governance, Navkar Builders Limited believes in total transparency in sharing all relevant information with all of its stakeholders namely, Directors, shareholders, customers, lenders, dealers, government, borrower and employees. With this the Company is confident that information shared would definitely contribute in improving the overall performance of the Company and would definitely help in strengthening the relations of the Company with all of them as stated above.

### 2. BOARD OF DIRECTORS

- a. Composition of Board of Directors as on 31.3.2003

NAME OF DIRECTOR	CATEGORY
Mr. Bhanwarlal Jain [Chairman]	Non-Executive
Mr. Sanjay Kothary [Managing Director]	Executive
Mr. Jaydeep Kothary	Executive
Mr. Devraj Chikhaliya	Independent & Non-executive
Mr. Dinesh Jain	Non-executive
Mr. Pravin Sojitra	Independent & Non-executive

- b. Number of Board of Directors [ BOD ] Meetings held and dates on which held  
Eight Board meetings were held during the year as against the minimum requirement of 4 meetings. The dates on which the meetings were held are 30.4.2002, 11.7.2002, 30.7.2002, 19.8.2002, 28.8.2002, 30.10.2002, 30.1.2003 and 22.3.2003.

- c. Attendance of Directors at Meetings of BOD and last AGM

Name of Director	Attendance particulars		No. of other Directorships and Committee Memberships/ chairmanship		
	Board Meeting	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Mr. Bhanwarlal Jain	5	No.	1.	-	-
Mr. Sanjay Kothary	8	Yes.	-	-	-
Mr. Jaydeep Kothary	8	Yes.	-	-	-
Mr. Devraj Chikhaliya	3	Yes.	-	-	-
Mr. Dinesh Jain	3	No.	1	-	-
Mr. Pravin Sojitra	3	Yes.	-	-	-

- d. Pecuniary relationship or transactions of non-executive Directors.  
The non-executive Directors have not entered into any such transactions.

### 3. AUDIT COMMITTEE

- a. Composition : On 22<sup>nd</sup> March, 2003, the board of Directors constituted an Audit Committee comprising three non-executive Directors namely: Mr. Devraj Chikhaliya [Chairman], Mr. Pravin Sojitra and Mr. Dinesh Jain.