



Navkar Builders Limited

**16th Annual Report
2007-2008**





Navkar Builders Limited

BOARD OF DIRECTORS

Mr. Bhanvarlal Jain	Chairman
Mr. Dakshesh Shah	Managing Director
Mr. Ullas Shah	Joint Managing Director
Mr. Samir Patel	Joint Managing Director
Mr. Dinesh Jain	Director
Dr. Prakashbhai Shah	Director
Mr. Sunil Bohara	Director
Mr. Shailesh Shah	Director
Mr. Ramesh Patel	Director
Miss. Urmi D Shah	Company Secretary

Auditors

M/S. J.B. Shah & Co.,
Chartered Accountants
Ahmedabad

Registered Office

407, Sarita Complex,
Behind Hotel Classic Gold,
C. G. Road, Ahmedabad- 380009

Corporate Office

407, Sarita Complex,
Behind Hotel Classic Gold,
C. G. Road, Ahmedabad- 380009

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NOTICE FOR SIXTEENTH ANNUAL GENERAL MEETING

NOTICE is here by given that the Sixteenth Annual General Meeting of the Company will be held at 407, Sarita Complex, B/h. Hotel Classic Gold, C.G.Road, Ahmedabad Gujarat, India on Wednesday the 27th day of August, 2008 at 10.30 a.m. to transact the following business:-

ORDINARY BUSINESS :

1. To receive and adopt the audited balance sheet as 31st March 2008 and profit & loss account of the company for the year ended on 31st March 2008 and the Report of the Directors' and Auditors.
2. To appoint Director in place of Mr. Ullas Shah who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Director in place of Mr. Samir Patel who retires by rotation and being eligible offers himself for reappointment.
4. To appoint the Auditor & fix their remuneration.

SPECIAL BUSINESS:

5. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution:

"RESOLVED THAT, pursuant to provisions of Section 260 and all other applicable provisions of the companies Act 1956 and Articles of Association of the Company, Mr. Shailesh Shah, who was appointed as an Additional Director by the Board of Directors, who hold the office as such only up to the conclusion of this Annual General Meeting, who is eligible to be appointed as Director of the Company u/s 255, 256 and 257 of the Companies Act, 1956 be and is hereby appointed as Director of the company whose term of office liable to determination for retire by rotation."

6. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution:

"RESOLVED THAT, pursuant to provisions of Section 260 and all other applicable provisions of the companies Act 1956 and Articles of Association of the Company, Mr. Rameshbhai Patel, who was appointed as an Additional Director by the Board of Directors, who hold the office as such only up to the conclusion of this Annual General Meeting, who is eligible to be appointed as Director of the Company u/s 255, 256 and 257 of the Companies Act, 1956 be and is hereby appointed as Director of the company whose term of office liable to determination for retire by rotation."

For & on behalf of the Board of Directors

Place: Ahmedabad

Sd/-

For, Navkar Builders Ltd. Dakshesh Shah

Shailesh Shah
Director

Director

Date: 09.06.2008

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.
2. Pursuant to section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from Monday, the 18th August, 2008 to Wednesday, 27th August, 2008 (both days inclusive).
3. The shareholders are requested to bring their copy of Annual Report at the time of Meeting.
4. As a matter of convenience the shareholders are requested to inform their queries if any, the company in advance so as to enable the company to properly reply the same at the time of meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT:**Item No. 5:-**

Mr. Shailesh Shah was appointed as an additional director of the company with effect from 01/10/2007, pursuant to the provision of Section 260 of the Companies Act, 1956 he holds office upto the ensuing Annual General Meeting of the Company. The Company was in receipt of a notice Section 257 of the Companies Act, 1956, along with requisite deposit proposing Mr. Shailesh Shah for the office of Director of the Company.

None of the Directors of the Company except Mr. Shailesh Shah, himself be deemed to be concerned or interested in the resolution set out at item no. 5 of the accompanying notice.

Item No. 6:-

Mr. Rameshbhai Patel was appointed as an additional director of the company with effect from 01/10/2007, pursuant to the provision of Section 260 of the Companies Act, 1956 he holds office upto the ensuing Annual General Meeting of the Company. The Company was in receipt of a notice Section 257 of the Companies Act, 1956, along with requisite deposit proposing Mr. Rameshbhai Patel for the office of Director of the Company.

None of the Directors of the Company except Mr. Rameshbhai Patel, himself be deemed to be concerned or interested in the resolution set out at item no. 6 of the accompanying notice.

Date : 09-06-2008

By and on Behalf of the
the Board of Director

Regd. Office :

407, Sarita Complex,
B/h. Hotel Classic Gold,
C.G.Road, Ahmedabad
Gujarat, India

For, Navkar Builders Ltd.

Shailesh Shah
Director

Managing Director

DIRECTORS' REPORT

To,
To,
The Members

The Directors' present the Sixteenth Annual report on the business and operations of your Company for the year 2007-2008.

FINANCIAL RESULTS AND OPERATIONAL REVIEW:

During the year under review the total income from operations was Rs. 113.34 Lacs as compared to Rs. 36.30 Lacs of that of the previous Year. The Company has provided Rs. 5.09 Lacs for depreciation. After making provision of Rs. 3.25 Lacs for current year income tax and after taking into account the current year net profit and total provisions for taxation, the surplus carried to Balance Sheet is Rs. 49.06 Lacs; the management has nothing to say much about the activities of the company. Right now various options are being explored and appropriate decision will be taken as early as possible to fully activate the company.

For, Uniform and Assured Quality, Faster construction speed, Storage, Savings in labour requirement and Eco friendly standard, your Company has introduced RMC (Ready-mixed Concrete) as a part of its development.

PARTICULARS OF EMPLOYEES:

There is no employee having remuneration with the provisions of section 217(2A) of the companies Act 1956 read with the companies (Particulars of employee) Rules 1975 as amended.

DIRECTORS:

During the year Mr. Manubhai Shah, Mr. Hemish Patel and Mrs. Sheetal Shah were resigned as on 01st October, 2007 and the Board took note of the same. Mr. Rameshbhai Patel and Mr. Shailesh Shah who had appointed as an additional directors of the company is eligible himself to appoint as a regular directors of the company, being director u/s 257 of the Companies Act, 1956. The Members are requested to regularize their appointment.

Mr. Ullas Shah and Mr. Samir Patel, Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

CHANGE IN MANAGEMENT AND CONTROL OF THE COMPANY:

The management and control of the Company have been changed and Mr. Dakshesh Shah, Mr. Samir Patel and Mr. Ullas Shah have been entered as the new promoters of the Company for which Public Announcement ("PA") has been issued by the Manager to the Offer i.e., Chartered Capital And Investment Limited, on behalf of the Mr. Dakshesh Shah, Mr. Samir Patel and Mr. Ullas Shah collectively referred to as "the Acquirer" pursuant to and in compliance with Regulation 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended from time to time (the "Regulations") issued by the Securities and Exchange Board of India ("SEBI") to the Shareholders of Navkar Builders Limited (NBL) on 14th December, 2007 stating date of opening of offer as 06th February, 2008.

RESPONSIBILITY STATEMENT:

As required u/s 217(2AA) of the Companies Act, 1956 your Director confirms that in the preparation of the annual accounts:



The applicable accounting standards have been followed along with proper explanation relating to material departures.

Such accounting policies have been selected and applied consistently and reasonable and prudent judgments and estimates made, 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 the profit/loss of the company for that period.

Proper and sufficient care has been taken for the maintenance of the adequate accounting records in accordance with provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

The annual accounts have been prepared on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

As required under rule 3 of the companies (Disclosure of Particulars in the report of Board of Directors) Rules 1998, the particulars relating to the conservation of energy, Technology absorption, and the foreign exchange earnings and outgo are also Nil.

APPOINTMENT OF AUDITORS:

M/s. J. B. Shah & Co., Chartered Accountants the retiring auditors being eligible offer themselves for re-appointment. Members are requested to appoint them as auditors of the company.

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.

CHANGE IN CAPITAL STRUCTURE:

During the Financial Year of the company the Capital structure of the company had not been changed.

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.

ACKNOWLEDGEMENT:

The management is grateful to the government authorities, Bankers, Vendors for their continued assistance and co-operation. The directors also wish to place on record the confidence of members in the company.

For & on behalf of the Board of Directors

Place: Ahmedabad

Date: 09.06.2008

Shailesh Shah

Sd/-
Chairman



REPORT ON CORPORATE GOVERNANCE

The Board of Directors of the Company gives due support to the principles behind the good Corporate Governance. Given below is a report on Corporate Governance:

1. COMPANY'S PHILOSOPHY

The Company's philosophy on the corporate governance lays strong emphasis on transparency, accountability, full disclosure of material facts, and independence of Board, integrity and fair play with all stake holders. The Company will endeavor to constantly comply with and to continuously improve on the aspects with an overall view to earn trust and respect of the members, lenders and other stakeholders. All employees are guided by the company's policy on important issues, relationship with costumers, shareholders and statutory authorities.

2. BOARD OF DIRECTORS

a. Composition of Board of Directors as on 31.03.2007:

The Board of Directors of the Company comprised Ten Directors of whom one was executive Director and five non-executive Directors. The non-executive Directors also comprised two independent directors. The Chairman is a non-executive director.

Name of Director	Category
Mr. Dakshesh Shah	(Managing Director) Executive
Mr. Dinesh Jain	Independent and Non-Executive
Mr. Ullas Shah	Non-Executive
Mrs. Sheetal Shah	Non-Executive*
Mr. Manubhai Shah	Non-Executive*
Mr. Hemish Patel	Non-Executive*
Mr. Samir Patel	Non-Executive
Mr. Piyush Jain	Non- Executive
Mr. Bhanvarlal Jain	Non- Executive
Dr. Prakashbhai Shah	Non- Executive
Mr. Sunil Bohara	Non- Executive

* were resigned from 1st October, 2007

b. Number of Board of Director Meetings held and dates on which held:

Nine Board meetings were held during the year as against the minimum requirements of 4 meetings. The dates on which the meetings were held are 26th April, 2007, 19th May, 2007, 23rd May, 2007, 9th June, 2007, 11th June, 2007, 15th July, 2007, 01st August, 2007, 01st October, 2007, 10th October, 2007, 06th November, 2007, 27th December 2007, 12th January, 2008.



c. Attendance of Directors at Meetings of Board of Directors and last AGM:

Name of Director	Category of Directorship	No. of other Directorship	No. of Board Meeting attended
Mr. Bhanvarlal Jain	Non Executive Chairman	N.A	8
Mr. Dakshesh Shah	Executive	N.A	8
Mr. Ullas Shah	Non Executive	N.A	8
Mr. Dinesh Jain	Independent and Non-Executive	N.A	4
Mr. Samir Patel	Non Executive	N.A	7
Mr. Hemish Patel	Non Executive	N.A	0
Mrs. Sheetal Shah	Non Executive	N.A	0
Mr. Piyush Jain	Independent and Non-Executive	N.A	8
Mr. Manubhai Shah	Non Executive	N.A	0
Mr. Shailesh Shah	Non Executive Director	N.A	4
Mr. Ramesh Patel	Non Executive Director	N.A	4
Dr. Prakashbhai Shah	Independent Director	N.A	6
Mr. Sunil Bohara	Independent Director	N.A	6

d. Pecuniary relationship or transactions of non-executive Directors:

The non-executive Directors have not entered into any such transactions.

The information as required under Annexure-I A to the Clause 49 of the Listing Agreement is made available to the Board of Directors.

AUDIT COMMITTEE:

a. Composition:

As on 31.03.2008, the Audit Committee comprised of three non executive Directors namely:

Mr. Sunil Bohara	Chairman	- Independent and Non-Executive
Mr. Dakshesh Shah	Member	- Non-Executive
Dr. Prakashbhai Shah	Member	- Independent and Non-Executive

Brief description of terms of reference:

- Review the financial reporting process and disclosure of its financial information
- Review with the management, Annual financial statements before submission to the Board
- Review with the management, statutory Auditors and Internal Auditors and adequacy of internal control systems
- Review the company's accounting and risk management policies
- Review the company's accounting and management reporting systems and updates the same from time to time recommend the appointment and removal of statutory and Internal Auditors and fixation of fees for the same.
- Review quarterly financial statement.
- Review internal investigations made statutory/ Internal Auditors.
- Scope of Statutory/ Internal Audit



- Review fixed deposits/repayment systems etc.
- Any other applicable functions as described in Corporate Governance.
- Review related party transactions.

b. Meeting:

Board Meeting:

- 8 Board Meetings were held during the financial year on 26th April, 2007, 19th May, 2007, 23rd May, 2007, 9th June, 2007, 11th June, 2007, 15th July, 2007, 01st August, 2007, 01st October, 2007, 10th October, 2007, 06th November, 2007, 27th December 2007, 12th January, 2008. Where all the members attended the said meetings. The Committee has regularly took a look of complete accounting system followed by the Company, reviewed the overall compliances and all other related matters.

Extra Ordinary General Meeting:

One Extra Ordinary General Meeting held on 30th November, 2007 during the financial year 2006-2007 for allotment of shares and warrants on preferential basis.

REMUNERATION COMMITTEE:

Mr. Sunil Bohara	Chairman	- Independent and Non-Executive
Mr. Dakshesh Shah	Member	- Non-Executive
Dr. Prakashbhai Shah	Member	- Independent and Non-Executive

Remuneration Committee of Mr. Sunil Bohara, Mr. Dakshesh Shah and Dr. Prakashbhai Shah are constituted for the purpose of considering remuneration of executive and non-executive directors. The company had not paid any remuneration to any non-executive directors.

5. SHAREHOLDERS GRIEVANCE COMMITTEE:

Mr. Ullas Shah, Director of the company was heading the committee. Miss. Urmi Shah was designated as the Compliance officer of the Company. However, Miss. Urmi Shah has been appointed as the Company Secretary with effect from 26th April, 2007 and designated as Compliance Officer.

The Committee reviewed redressal of investors Grievances pertaining to share transfer, dematerialization of shares, replacement of lost, mutilated and old share certificates, change of address etc. The committee has also taken steps to strengthening investors relations.

The company has not received any complaints during the year under report. There was no transfer pending for registration.

A. GENERAL BODY MEETING:

- a. Location and time where last three AGMs were held :

Year	Date and time	Place
2005	30/09/2005 at 10.30 a.m.	Registered Office
2006	30/09/2006 at 10.30 a.m.	Registered Office
2007	27/09/2007 at 10.30 a.m.	Registered Office

Following special resolution was passed in the last Annual General Meeting

- Reappointment of directors.
- Appointment of Mr. Dakshesh Shah as managing director of the company.
- Appointment of Mr. Ullas Shah and Mr. Samir Patel as a joint managing director of the company.
- Increased In Authorised Share Capital & Alteration of Clause V of Memorandum of Association And Article of Association.
- Change of Name of the Company.
- Forfeiture of Shares.
- Commencement of Business other Than Main Object.