

SIXTEENTH ANNUAL REPORT
2005-06



NILA INFRASTRUCTURES LIMITED

NILA INFRASTRUCTURES LIMITED

BOARD OF DIRECTORS

Shri Manoj B. Vadodaria	:	<i>Chairman & Managing Director</i>
Smt Nila M. Vadodaria	:	<i>Director</i>
Shri Hiren Pandit	:	<i>Director</i>
Shri Yagnesh Vyas	:	<i>Director</i>

BANKERS

- IndusInd Bank Ltd., Ahmedabad
- The Kalupur Commercial Co-op. Bank Ltd.,
Swastik Char Rasta, Ahmedabad

AUDITORS

O.P.Bhandari & Co.
Chartered Accountants
Ahmedabad

REGISTERED OFFICE

1st Floor, Sambhaav House,
Opp. Chief Justice Bungalow,
Bodakdev, Ahmedabad-380015

REGISTRARS & SHARE TRANSFER AGENTS

MCS Limited
101, Shatdal Complex 1st Floor,
Opp Bata Show Room,
Ashram Road,
Ahmedabad - 380 009

The ISIN of the Company's
Equity Shares is **INE937C01029**

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NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the Members of the Company will be held on Saturday, 16th September, 2006, at 10.00 a.m. at Sambhaav House, Bodakdev, Ahmedabad - 380 015, to transact the following business: -

Ordinary Business :

- 1 To receive, consider and adopt the Balance Sheet as at 31st March, 2006 and Profit & Loss Account of the Company for the year ended on that date together with the Reports of the Auditors and Directors thereon.
- 2 To appoint a Director in place of Shri Yagnesh Vyas, who retires by rotation and being eligible offers himself for re-appointment.
- 3 To appoint a Director in place of Smt Nila Vadodaria, who retires by rotation and being eligible offers herself for re-appointment.
- 4 To appoint Auditors to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to fix their remuneration.

By Order of the Board

Manoj B Vadodaria
Chairman

Date :05-08-2006

Registered Office:

1st Floor, Sambhaav House,
Opp Chief Justice Bungalow,
Bodakdev, Ahmedabad 380 015

NOTES :

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. Proxies in order to be effective should be lodged with the Company at the Registered Office of the Company atleast 48 hours before the commencement of the Meeting.
- 2 The Register of Members and Share Transfer Books of the Company will remain closed from 11th September, 2006 to 16th September, 2006 (both days inclusive).
- 3 A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least 7 days prior to the Meeting so that the required information can be made available at the Meeting.
- 4 Members are requested to immediately notify any change in their address with pin code and to quote their Folio Nos. in all correspondence with the Company.
5. Members are requested to bring their copy of Annual report at the meeting, as no extra copies will be distributed at the meeting hall as a measure of economy.
6. Members are requested to be in their seat at the meeting before the meeting commences to avoid interruption in the proceedings.

DIRECTORS' REPORT

To,

The Members,

NILA INFRASTRUCTURES LIMITED

The Directors have pleasure in placing before you the Sixteenth Annual Report alongwith the Audited Accounts of the Company for the year ended 31st March, 2006.

FINANCIAL RESULTS

Particulars	(Rs. in lacs)	
	Year ended 31-03-06	Year ended 31-03-05
Income from Operations	510.33	242.65
Less : Total Expenditure	32.41	60.76
Less : Interest	190.32	172.63
Profit /(Loss) before Tax & Depreciation	287.60	8.26
Less : Depreciation	2.96	2.64
Profit /(Loss) before Taxation	284.64	6.62
Less :Provisions of IT/FBT	12.74	-----
Prior period exps	-----	4.50
Add : Deferred Tax Assets	58.46	-----
Net Profit /(Loss)	330.36	2.12
Paid-up Equity Share Capital	1232.26	1232.26
Reserves (excluding revaluation reserves)	648.69	614.89

DIVIDEND

Keeping in view of carry forward losses of previous years your directors do not recommend any payment of dividend

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 217(2AA) of the Companies Act, 1956, the Directors state:

- 1 That in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- 2 That the directors had selected such accounting policies and applied them consistently and made judgements 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 or loss of the company for that period.
- 3 That the directors had 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
- 4 That the directors had prepared the annual accounts on a going concern basis

DIRECTORATE

Pursuant to provisions of Section 256 of the Companies Act, 1956, Shri Yagnesh Vyas And Smt Nila Vadodaria, Directors of the Company retire by rotation at the ensuing Annual General Meeting of the Company and are eligible for reappointment.

DEPOSITS

During the year under review, your Company has not accepted / renewed any deposits covered under the provisions of Section 58A of the Companies Act, 1956.

LISTING AND DEMATERIALIZATION OF EQUITY SHARES

The Equity Shares of the Company are presently listed at the Bombay Stock Exchange Ltd, Mumbai. The annual listing fee for the financial year 2005-06 have been duly paid to the Stock Exchange.

The Company's Equity Shares are under 'Compulsory Demat Mode'. The Company has entered into Tripartite Agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through M/s MCS Limited, Registrars and Transfer Agents appointed by the Company, for dematerialization of Equity Shares of the Company. The ISIN allotted to the Company is INE937C01029. As required by the SEBI's Circular, the Company has appointed M/s MCS Limited as its Share Transfer Agent also to undertake transfer of physical share besides acting as Electronic Registrars.

The shares of the company have been sub-divided into the face value of Re. 1/- w.e.f. 03.10.2005

CORPORATE GOVERNANCE

The Company has implemented the procedure and adopted practices in conformity with the Code of Corporate Governance as enunciated in Clause 49 of the Listing Agreement with the Stock Exchange. The Management Discussion & Analysis and Corporate Governance Report are made part of the Annual Report. A certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance is attached and forms part of the Directors' Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

The provisions of clause (e) of sub-section (1) of Section 217 of the Companies Act, 1956 relating to disclosure of particulars of energy conservation, technology, absorption and foreign exchange earnings and outgo read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are not applicable to the Company.

EMPLOYEES

There was no employee during the year drawing remuneration in excess of the ceilings prescribed under the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended.

AUDITORS

The present Auditors, M/s O P Bhandari & Co., Chartered Accountants, retire at the forthcoming Annual General Meeting and are eligible for re-appointment. The Company has received a certificate from them that their appointment if approved by shareholders, would be within the ceiling prescribed under section 224(1B) of the Companies Act, 1956. The members are requested to appoint the auditors to hold office until the conclusion of the next Annual General Meeting of the Company.

ACKNOWLEDGMENT

The Directors sincerely express their gratitude to the Company's Shareholders, Bankers, Employees at all levels and customers for the help and co-operation extended during the year and hope that same be continued in future.

For and on behalf of the Board

Date : 05-08-2006

Place : Ahmedabad

Manoj B Vadodaria

Chairman

MANAGEMENT DISCUSSION & ANALYSIS**PERFORMANCE**

Looking to the highly competitive scenario in the real estate / construction industry in the last couple of years, the company has been focusing on managing the assets of other players in the industry. The move has ensured good income and cash flow to the Company. The Company is also ensuring its presence in the industry and would undertake projects at the most opportune time.

OPPORTUNITIES AND THREATS

The Company is looking for opportunity to develop huge plots in the vicinity of Ahmedabad as more and more players and many top companies are planning to set-up SEZ, Mega Malls, Mega townships in-between Ahmedabad and Gandhinagar. In future, the company is hoping for more lucrative business from the realty market.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper, independent and adequate system of internal controls to ensure that all the assets are safeguarded, protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly. The internal control systems are also designed to ensure that the financial and other records are reliable for reporting financial statements and other data, and for maintaining accountability of assets.

HUMAN RESOURCES

Considering the nature of business undertaken by the Company, the Company has on its payroll only three regular employees. As and when required for its activity the Company has been outsourcing jobs for execution of various jobs. The industrial relationship has been cordial.