

12th
ANNUAL
REPORT
2005-2006



Pioneer Technoparks Limited

Pioneer Technoparks Limited
Annual Report 2005-2006

PIONEER TECHNOPARKS LOMITED

BOARD OF DIRECTORS : **Shri. Ramanbhai B. Patel** Chairman & Managing Director
Shri. Chhaganbhai B. Patel Director
Shri. Dashrathbhai B. Patel Director
Shri. Prathmeshbhai C. Patel Director
Shri. Krupeshbhai J. Patel Director
Shri. Bharatbhai N. Patel Director
Shri. Mrugesh V. Patel Director
Shri. Suresh N. Patel Director

AUDITORS : **SURENDRAKUMAR JAIN & CO.**
Chartered Accountants

BANKERS : **BANK OF MAHARASHTRA , ASHRAM ROAD,**
AHMEDABAD
PROGRESSIVE MER. CO-OP BANK LTD.,
AHMEDABAD

REGISTERED OFFICE : 9, SHALIBHADRA APARTMENTS, 5th FLOOR,
OPP : OLD GUJARAT HIGH COURT, ASHRAM ROAD,
AHMEDABAD : 380 014.

ADMINISTRATIVE OFFICE : 15, PRATIMA SOCIETY, OPP. DADASAHEB NA PAGLA,
GUJARAT UNIVERSITYROAD, NAVRANGPURA,
AHMEDABAD : 380 009

LISTING : BOMBAY STOCK EXCHANGE LIMITED
PHIROJ JEEJEEBHOY TOWER,
DALAL STREET, FORT, MUMBAI – 400 001.

THE STOCK EXCHANGE, AHMEDABAD
KAMDHENU COMPLEX, OPP. SAHAJANAND COLLEGE,
PANJARA POLE, AHMEDABAD – 380 015

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NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of the Members of PIONEER TECHNOPARKS LTD will be held at Administrative office 15, Pratima Society, Opp. Dadasaheb Na Pagala, Gujarat University Road, Navrangpura, Ahmedabad - 380009 on Saturday, 30th day of September, 2006 at 10:00 am to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the Financial Year ended on 31st March 2006, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri. Prathmeshbhai C. Patel who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in place of Shri. Dashrathbhai B. Patel who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a director in place of Shri. Krupeshbhai J. Patel who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a director in place of Shri. Bharatbhai N. Patel who retires by rotation and being eligible, offers himself for reappointment.
6. To appoint Auditors to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT M/s. Surendrakumar Jain & Co., Chartered Accountants be and are hereby appointed Auditors of the Company from the conclusion of this Annual General Meeting of the Company until the conclusion the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Chairman, exclusive of traveling and other out of pocket expenses."

SPECIAL BUSINESS :

7. TO CONSIDER AND IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION THE FOLLOWING AS AN ORDINARY RESOLUTION.

"RESOLVED THAT Shri. Mrugesh V. Patel who appointed an Additional Director of the Company by the Board of Directors and who holds office as per Section 260 of the Companies Act, 1956, upto the date of this Annual General Meeting and in respect of whom the company has, pursuant to Section 257 of the Companies Act, 1956 received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company, liable to retire by rotation."

8. TO CONSIDER AND IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION THE FOLLOWING AS AN ORDINARY RESOLUTION.

"RESOLVED THAT Shri. Suresh N. Patel who appointed an Additional Director of the Company by the Board of Directors and who holds office as per Section 260 of the Companies Act, 1956, upto the date of this Annual General Meeting and in respect of whom the company has, pursuant to Section 257 of the Companies Act, 1956 received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company, liable to retire by rotation."

Regd. Office:

9, Shalibhadra Apt.,
 5th Floor, Opp: Old Gujarat
 High Court, Ashram Road,
 Ahmedabad: 380 014.

Date : 30th June, 2006

By Order of the Board
FOR, Pioneer Technoparks Ltd,

Sd/-
(RAMANBHAI B. PATEL)
 Chairman and Managing Director

Pioneer Technoparks Limited

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.

2. An Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of Special Business in the Notice is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of five days from Tuesday, 26th day of September, 2006 to Saturday, 30th day of September, 2006 (both days inclusive).
4. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
5. Members are requested to bring their copies of Annual Report at the meeting. Shareholders seeking any information with regard to accounts are requested to write to the Company early so as to enable the Management to keep the information ready.
6. Members/ Proxies are requested to bring with them the attendance slip duly filled in and hand it over at the entrance.
7. Information of Directors recommended for re-appointment at the Annual General Meeting in terms of Clause 49 of the listing agreement :

Shri. Prathmeshbhai C. Patel aged 28 years have a wide experience of over 8 years in the real estate and construction. He is a Director of the Company w.e.f. 29/06/2001. He is the members of Share Transfer and Demate Committee of Pioneer Technoparks Limited.

Shri. Dashrathbhai B. Patel aged 46 years is director of the company since 20/09/1999 and have wide ranging experience in real estate and construction. He is the members of Share Transfer and Demate Committee of Pioneer Technoparks Limited.

Shri. Krupeshbhai J. Patel aged 33 years, Director of the Company w.e.f. 19/01/2002 and Shri. Bharatbhai N. Patel aged 46 years, Director of the Company w.e.f.19/01/2002 have wide experience in the business in which the Company operates. They are the members of Audit Committee of Pioneer Technoparks Limited.

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Ahmedabad: 380 014.
Date: 30th June, 2006

By Order of the Board
FOR, Pioneer Technoparks Ltd,
Sd/-
(RAMANBHAI B. PATEL)
Chairman and Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

The Explanatory statement pursuant to section 173 of the Companies Act, 1956 set out all material facts relating to the Special Business mentioned in the accompanying Notice are as follows.

ITEM No. 7 & 8

Shri. Mrugeshbhai V. Patel and Shri. Sureshbhai N. Patel were appointed as Additional Directors by the Board of Directors of the Company at its meeting held on 31st day of March, 2006 in terms of Section 260 of the Companies Act, 1956 ("the Act") and they shall hold office upto the date of the Annual General Meeting of the Company. The Company have received valid notices and requisite deposits from members of the Company under section 257 of the Act, proposing their candidature for the office of directors and in view of the background and experience of Shri. Mrugeshbhai V. Patel and Shri. Sureshbhai N. Patel, it will be in the interest of the Company to appoint them as directors of the Company.

Your directors recommends the resolutions for approval of the members.

Shri. Mrugeshbhai V. Patel and Shri. Sureshbhai N. Patel are interested in the resolution as it relates their appointment. None of the other directors of the Company is, in any way, concerned or interested in the resolutions.

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By Order of the Board
FOR, Pioneer Technoparks Ltd,
Sd/-
(RAMANBHAI B. PATEL)
Chairman and Managing Director

Date : 30th June, 2006

Pioneer Technoparks Limited

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DIRECTORS' REPORT

To,
The Members,
Pioneer Technoparks Limited,
Ahmedabad.

Your directors have pleasure in presenting herewith their Twelfth Annual Report together with the Audited Statements of Accounts for the period ended 31st March, 2006.

FINANCIAL RESULTS:

Particulars	Current Year Ended on 31-03-2006 (Rs.)	Previous Year Ended on 31-03-2005 (Rs.)
Income	---	---
Interest and Other Income	---	---
Depreciation	---	---
Net Profit / Loss Before Tax	(2,17,330)	(1,80,528)
Provision for Taxation	---	---
Profit / Loss After Tax	(2,17,330)	(1,80,528)
Add: Bal. Brought Forward	(98,12,930)	(96,32,402)
Balance Carried to B/s	(1,00,30,260)	(98,12,930)

DIVIDEND :

In view of accumulated losses and loss sustained during the year under review your directors do not recommend any dividend.

BUSINESS OPERATION & FUTURE PROSPECTS :

The proposed project under the company's diversification plan to take advantage of Software business in the country by creating / developing one of the largest State of the Art STP exclusively for Software development companies with all infrastructure facilities in a fast developing posh commercial locality of Ahmedabad. Still business environment continued to be subdued in the business in which your company operates and it was highly affected factor of delay of mega project of the company.

FIXED DEPOSIT:

The Company has not accepted any deposit to which the provisions of Sec. 58-A of the Companies Act, 1956 are applicable.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS / OUTGO :

The information relating to conservation of Energy, Technology Absorption, Foreign Exchange Earning / Outgo as required under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are not applicable and hence, not given.

PARTICULARS OF EMPLOYEES:

Provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars Employees) Rules, 1975 are not applicable to the Company, since none of the employees of the Company was in receipt of total remuneration exceeding of Rs. 24,00,000/- p. a. or Rs.2, 00,000/- p. m. for part of the year during the financial year under review.

BOARD OF DIRECTORS:

In accordance with provisions of Section 256 of the Companies Act, 1956, Shri. Prathmesh C. Patel, Shri. Dashrath B. Patel, Krupesh J. Patel and Shri. Bharat N. Patel retires by rotation and being eligible offers themselves for re-appointment. The Board of Directors has appointed Shri. Mrugesh V. Patel and Shri. Suresh N. Patel as Independent and Non-Executive Directors of the Company w.e.f.31/03/2006.

RECONSTITUTION OF AUDIT COMMITTEE :

The Board of directors of the company has re-constituted an Audit Committee vide its meeting held on 31/03/2005, comprising three independent Non-Executive Directors viz. Shri. Krupesh J. Patel Chairman (having financial and accounting knowledge), Shri. Bharat N. Patel and Shri Mrugesh V. Patel. The constitution of Audit Committee meets with the requirements under Section 292A of the Companies Act, 1956 and Clause 49 of the Listing agreement of the Stock Exchanges as well.

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The Committee periodically discussed the Financial Reporting process, reviewed the Financial Statements, and discussed the quality of the applied accounting principles and significant judgment that affected the Company's Financial Statements. Before presenting the audited accounts to the members of the Board, the Audit Committee recommended the appointment of the statutory auditors, subject to the Board's approval. The audit Committee reviewed with adequacy of internal control systems with the management, statutory and internal auditors.

ACCOUNTING STANDARDS AND FINANCIAL REPORTING:

The Company incorporates the accounting standards as and when issued by the Institute of chartered Accountants of India. The Company Complied with the Stock Exchange and legal requirement concerning the Financial Statements at the time of preparing them for the Annual Report.

CORPORATE GOVERNANCE:

A separate report on Corporate Governance as prescribed by the Listing Agreement executed with the relevant Stock Exchanges, vide revised clause 49, forms part of the Annual Report 2005 – 2006.

DEMATERIALISATION OF EQUITY SHARES:

As per direction of the SEBI and Mumbai Stock Exchange, the shares of the Company are under compulsory demat form. The Company has established connectivity with both the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited and the demat activation number allotted to the Company is ISIN: INE 370C01015. Presently shares are held in electronic and physical mode (62.48% of shares in demat, 37.52% in physical mode).

AUDITORS:

M/S. Surendrakumar Jain & Co., Chartered Accountants, Ahmedabad retire at the conclusion of this ensuing Annual General Meeting. The Company has received a certificate under Section 224 (1) (B) of the Companies Act, 1956 to the effect that their re-appointment, if made, will be in accordance to the limit specified in the said Section. You are requested to consider their re-appointment as Auditors of the Company for the Current Year.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to Directors' Responsibilities Statement, it is hereby confirmed:

- (i) that in the preparation of the Annual Accounts for the Financial Year ended 31st March 2006, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 the year under review;
- (iii) that the Directors had taken proper and sufficient care 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 fraud and other irregularities;
- (iv) that the Directors had prepared the accounts for the Financial Year ended 31st March 2006, on a 'going concern' basis.

ACKNOWLEDGEMENT:

Your Directors place on record their sincere thanks for continues support of the Bank and devoted staff members for their continuous contribution to the Company. The Directors also express their gratitude to the shareholders for the confidence reposed towards the Company.

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**By Order of the Board
FOR, Pioneer Technoparks Ltd,**

Sd/-
(RAMANBHAI B. PATEL)
Chairman and Managing Director

Date : 30th June, 2006

Pioneer Technoparks Limited

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CORPORATE GOVERNANCE

Corporate Governance and practices in accordance with the provisions of Clause 49 of the Listing Agreement :

1. Company's philosophy on Corporate Governance

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its stakeholders including shareholders, employees, the government and lenders. The quarterly results of the company were published after completion of each quarter in Western Times, both Gujarati and English edition. Company is committed to achieving the highest standards of Corporate Governance. Your company has served notice of general meeting to all the shareholders and also send annual report before annual general meeting.

2. Board of Directors :

Composition :

The present Board of Directors consists of a majority of non-executive/independent directors. As of date, the Board Comprises of 1 (one) whole time/ executive director and 3 (three) non executive directors and 4 (four) non executive and independent directors.

The company has an executive chairman and the number of non-executive/independent directors is 50% of the total number of directors. The Company, therefore, meets with the requirements relating to the composition of the Board of Directors.

The composition and category of Directors are as follows :

CATEGORY	NAME OF DIRECTORS
Promoter & Executive Director	Shri. Ramanbhai B. Patel (Chairman & Managing Director)
Promoter and Non Executive Director	Shri. Chhaganbhai B. Patel (Director) Shri. Dashrathbhai B. Patel (Director) Shri. Prathmeshbhai C. Patel (Director)
Independent & Non-Executive Directors	Shri. Krupeshbhai J. Patel (Director) Shri. Bharatbhai N. Patel (Director) Shri. Mrugeshbhai V. Patel (Director) Shri. Sureshbhai N. Patel (Director)