

VAX HOUSING FINANCE CORPORATION LIMITED

18th ANNUAL REPORT 2011-2012

BOARD OF DIRECTORS

Mr. Vijaysingh N. Rathore

Mr. Kailash G. Gupta

Mr. Satish G. Kothari

Mr. Satish Chand

Auditors

**NIRANJAN JAIN & CO.
307,308, Shital Varsha Arcade,
Opp. Girish Cold Drinks,
C.G. Road
Ahmedabad – 380009**

Banker

**Kotak Mahindra Bank
Ahmedabad**

Branch

**Nr. Sardul Sports School
Gajner Road
Bikaner, Rajasthan**

Registrar and Share Transfer Agent

**Link Intime India Pvt Ltd (Ahmedabad Branch)
303, Shopper's Plaza, - V,
Opp. Municipal Market, Off C G Road,
Navrangpura, Ahmedabad - 380009**

REGISTERED OFFICE

**III Floor, Simandhar Estate,
Opp. Sakar III, Income Tax,
Ahmedabad-380014**

Ph: 0091-79-30155447, Fax-079-30155446

E-mail: vaxhousing2@gmail.com

Website: www.vaxhousing.com

VAX HOUSING FINANCE CORPORATION LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting of **VAX HOUSING FINANCE CORPORATION LIMITED** will be held at Registered Office situated at III Floor, Simandhar Estate. Opp. Sakar III, Income Tax, Ahmedabad-380 014, on Saturday the 29th September, 2012 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Profit & Loss Account for the period ended on 31st March, 2012 and the Balance sheet as on the said date together with the Auditor's and Directors' Report thereon .
2. To appoint a Director in place of Mr. Kailash G. Gupta, who retires by rotation and being eligible, offers him self for reappointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

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E-mail: vaxhousing2@gmail.com

By Order of the Board

Kailash Gupta
MANAGING DIRECTOR

Date : 07/09/2012



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The Register of Members and Share Transfer Books of the Company will remain closed from **27th September, 2012 to 29th September, 2012 (Both days inclusive)** for the purpose of Annual General Meeting.
3. Members are requested to notify Company immediately the changes, if any, in the address in full with the postal area, pin code number, quoting their folio numbers.

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By Order of the Board

Kailash Gupta
MANAGING DIRECTOR

Date : 07/09/2012



DIRECTOR'S REPORT

Dear Members,

We have pleasure in presenting the Annual Report of the Company along with the audited statements of Accounts for the year ended 31st March, 2012.

FINANCIAL PERFORMANCE:

During the year under review Company has earned income from operation Rs. 7,98,08,708/- compared to Rs. 7,45,00,000/- for the previous year.

Company has achieved a profit of Rs. 69,70,520/- compare to profit of Rs. 97,07,376/- for the previous year.

DIVIDEND

Company wants to reinvest the profits in to business for future growth therefore your directors are unable to recommend any dividend for the current financial year.

DEPOSITS

The Company has not accepted any Deposits from the public within the meaning of Section 58A of the Companies Act, 1956 and Rules made thereunder.

DIRECTORS

At the ensuing Annual General Meeting Mr. Kailash G. Gupta will retire by rotation and being eligible for offers himself for reappointment.



DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, which requires company to give a Directors Responsibility statement, your directors hereby confirm -

That in preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure.

That Company has selected Mercantile 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 or loss of the company for that period.

That the directors has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for the safeguarding the assets of the company and for preventing and detecting fraud and other Irregularities.

That the Directors had prepared the annual accounts on a going concern basis.

AUDITORS:

The Auditors M/s. Niranjan Jain & Co; Chartered Accountants, Ahmedabad, retire at the conclusion of the ensuing Annual General Meeting and offer themselves for reappointment. You are requested to appoint auditors and to fix their remuneration.

COMMENT ON AUDITORS' REPORT

The notes to the Accounts referred to in the Auditor's Report are self-explanatory and therefore do not call for any further explanation under Section 217(3) of the Companies' Act, 1956.

PARTICULARS OF EMPLOYEES AND OTHERS

The company does not have any employee receiving remuneration of Rs.2,00,000/- per month or Rs.24,00,000/- per annum and therefore, no particulars are required to be furnished under section 217(2A) of the Companies Act, 1956.

INFORMATION ON ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING

As the company is not engaged in any manufacturing activities, Particulars regarding conservation of energy, Technology upgradation and Foreign Exchange earnings and outgo, pursuant of Companies (Disclosure of particulars in the report of Board of directors) Rules, 1988 is Nil.

APPRECIATION

The company places on record its deep appreciation for all those who have been associated with the company and have continued their support towards the growth and stability of the company.

PLACE : AHMEDABAD

DATE : 07/09/2012

For & on behalf of the

Board of Directors

Vijaysing Rathore
Managing Director

Kailash Gupta
Managing Director

VAX HOUSING FINANCE CORPORATION LIMITED

Compliance report on corporate governance

The company is committed to good corporate governance and taking steps for implementing corporate governance norms as prescribe by SEBI. The company respects the rights of its shareholders to information on the performance of the company and considers itself a trustee of its shareholders.

Board of directors:

Composition and category of directors of March 31st, 2012 is as follows.

Category	No. of directors	%
Promoter directors	2	50
Non-executive, Independent directors	2	50
Total	4	100

Attendance of each director at the Board of Directors meetings and the last AGM

Directors	No. of Board meetings Held	No. of Board meetings attended	Last AGM attendance (Yes/No)
Mr. Kailash G. Gupta	6	6	Yes
Mr. Vijaysingh Rathore	6	6	Yes
Mr. Satish G Kothari	6	6	Yes
Mr. Satish Chand	6	6	N.A.

Number of board of directors meetings held, dates on which held

Seven board meetings were held during the year. The dates on which the meetings were held are as follows:

27th April 2011, 30th June 2011, 08th September 2011, 29st December 2011, 30th January 2012 and 4th March, 2012.

None of the non-executive directors of the company have any pecuniary relationships or transactions with the company.

There is no compensation package for non-executive directors and Company has an executive chairman.

Audit Committee:

Company has formed audit committee comprising of Independent directors. The audit committee meetings are held prior to the meeting of Board of Directors approving the provisional / un-audited results of the Company and audited results.

Composition, name of members

The Audit Committee met 5 times during the year on 27th April 2011, 29th July, 2011, 20th September 2011, 28th October 2011 and 30th January 2012 and the attendance of members at the meeting was as follows:

Name of the Member	Status	No. of Meetings attended
Mr. Satish G Kothari	Chairman	5
Mr. Satish Chand	Member	5
Mr. Kailash G. Gupta	Member	5

Brief description of terms of reference

The audit committee is looking at effective supervision of the financial reporting process and ensuring financial and accounting controls. The committee periodically interacts with the statutory auditors and Head accounts & finance to discuss internal control and financial reporting issues. The committee provides the overall direction on the risk management policies, including the focus of management audit. The committee has full access to financial data and to members of the company's staff. The committee reviews the annual and half yearly financial statements before they are submitted to the board. The committee also monitors proposed changes in accounting policies, reviews internal audit functions and discusses the accounting implications of major transactions.

Remuneration Committee:

During the Year under review Company has not paid any Remuneration to its Managing Directors.

Investor grievance committee:

Company has formed Investor grievance committee. The committee oversees the share transfers as well as takes care of investor grievances.

The Committee met on 21th October, 2010 and the attendance of members at the meeting was as follows:

Name of the Member	Status	No. of Meetings attended
Mr. Satish Chand	Chairman	1
Mr. Vijaysingh Rathore	Member	1

Name and designation of compliance officer:

Mr. Kailash G. Gupta (Jt. Managing Director)

Number of shareholders complaints received, solved and pending complaints.

Nature of Complaints	Received	Solved	Pending
Non-receipt of share certificates/ Refund / Demat	0	0	0
Stock Exchange	0	0	0
SEBI	1	1	0

The company has attended to the most of the investors grievances / correspondence with in a period of 10 days from the date of the receipt of the same.

General Body Meeting:

Location and time for the last three AGM's

Year	Date	Venue	Time
2008-2009	30 th September 2009	301, Simandhar Estate, Opp. Sakar-III, Opp. Gujarat High Court, Ashram Road, Ahmedabad	11.00 A.M.
2009-2010	30 th September 2010	301, Simandhar Estate, Opp. Sakar-III, Opp. Gujarat High Court, Ashram Road, Ahmedabad	11.00 A.M.
2010-2011	30 th September 2011	Liverpool House, Nr. Navarangpura Crossing, Mithkhali Road Navarangpura Ahmedabad-380009	11.00 A.M.

During the year, shareholders approved amendment of the Objects Clause of the Memorandum of Association of the Company and commencement of new business, pursuant to the provisions of Section 17 and 149(2A) of the Companies Act, 1956 Increase in Authorised Share Capital of the Company from Rs.10,00,00,000/- to Rs.14,00,00,000/- and issue of Warrants on preferential basis, respectively by passing special resolutions through Postal Ballot. Shri Devesh Khandelwal, Practicing Company Secretary conducted the Postal Ballot. Details of voting pattern are given below:

Sr. No.	Particulars	Report
1.	Total Number of Ballot papers received	15
2.	Total Number of Members who exercised their franchise through Postal Ballots	15
3.	Total Number of Invalid Votes	Nil
4.	Total Number of Ballot papers received in defaced/mutilated condition	Nil
5.	Total Number of Duplicate Postal Ballot Forms issued	Nil
6.	Total No. of Valid Votes	412923
7.	Resolution No.1- Special resolution under Section 17 (i) Total No. of Votes polled in favor of the resolution (ii) Total number of votes polled against the resolution	412923 Nil
8.	Resolution No.2- Special resolution under Relevant provisions of the Companies Act, 1956 under section 94 (i) Total No. of Votes polled in favor of the resolution (ii) Total number of votes polled against the resolution	412923 Nil
9.	Resolution No.3- Special resolution under section 81(1A) (i) Total No. of Votes polled in favor of the resolution (ii) Total number of votes polled against the resolution	412923 Nil

The postal ballot exercise was conducted in compliance with the applicable provisions of Section 192A of the Companies Act, 1956 and rules made there under.