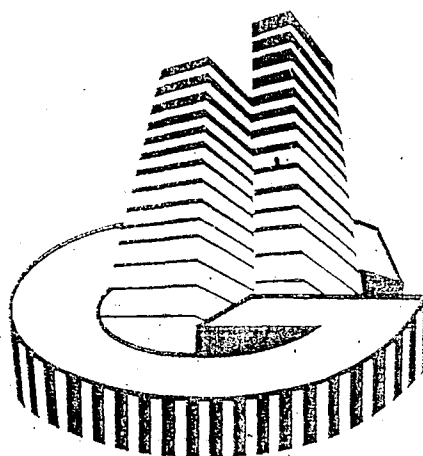


GYAN DEVELOPERS & BUILDERS LIMITED



SEVENTEENTH

ANNUAL REPORT

(2008 - 2009)

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GYAN DEVELOPERS & BUILDERS LIMITED

CORPORATE INFORMATION

(2008 - 2009)

BOARD OF DIRECTORS

T. ASHOK RAJ	-	Managing Director
N. GAJRAJ	-	Director (NEID)
S. VIJAYAN	-	Director (NEID)
T. KAMALA DEVI	-	Director
M.SUNITHA	-	Director
J.CHANDRA SEKAR	-	Director (NEID) (Wef 27.06.2009)

REGISTERED OFFICE

- Plot No. M149, Door No. 8/2, 8th Cross St, T.V. Nagar, Thiruvanimyur, Chennai - 600 041.
E-mail : gyandevlopers@yahoo.com

BANKER

- Tamil Nadu Mercantile Bank Ltd.,
Chennai - 600 017.

SHARE TRANSFER AGENT

- M/s Intergrated Enterprises (India) Limited
II Floor, "Kences Towers,
No.1 , Ramakrishna St, North Usman Road,
T. Nagar, Chennai - 600 017.
Ph : 28140801-03, Fax : 28142479
E-mail : corpserve@iepindia.com

BSE SCRIIP CODE No

- 530141

DEMAT ISIN

- INE - 487G01018

AUDITORS

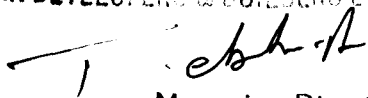
- G.C. DAGA & CO.,
Chartered Accountants,
Sri Balaji Complex,
No.14, Veerappan Street, Sowcarpet,
Chennai-79.

COMPANY LAW ADVISORS

- A.K. JAIN & ASSOCIATES
Company Secretaries, Chennai.
E-mail : akjainassociates@gmail.com



For GYAN DEVELOPERS & BUILDERS LTD.


Managing Director

GYAN DEVELOPERS & BUILDERS LIMITED

GYAN DEVELOPERS & BUILDERS LIMITED
Regd Off : Plot No.M 149, Door No8/2, 8th Cross Street,
T.V.Nagar, Thiruvannamipur, Chennai 600 041.

NOTICE TO MEMBERS

Notice is hereby given that the Seventeenth Annual general meeting of the members of M/s.GYAN DEVELOPERS AND BUILDERS LIMITED will be held on Wednesday, the 19th day of August 2009 at 10.00 A.M, at The Chartered Accountants Study Circle, No. 2-L, Rear Block 2nd Floor, Prince Arcade, 22 A Cathedral Road, Chennai – 600086, to transact the business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2009 and the Profit and Loss Account for the Company for the period ending 31.03.2009 and the reports of the Directors and Auditors.
2. To appoint a Director in the place of Mr.S.Vijayan, who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint a Director in the place of Mr.N.Gajraj, who retires by rotation and being eligible offer himself for re-appointment.
4. To consider the re-appointment of M/s.G.C.Daga & Co., Chartered Accountants as the Auditors of the Company from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary resolution.

RESOLVED THAT Mr.J.Chandrasekar, who was appointed as an Additional Director by the Board of Directors of the Company with effect from 27.06.2009 and who holds office upto the date of the Seventeenth Annual General Meeting of the Company and in respect of whom the Company has received a notice under the provisions of Section 257 of the Companies Act, 1956 alongwith a deposit of Rs.500/- from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

6. To consider and if thought fit, to pas with or without modification, the following resolution as an Ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 269, 309, 310, 311, 316 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the Act, the reappoint of Mr. T.Ashok Raj as Managing Director with effect from 29.01.2009 for a period of five years with the following perquisites and allowances as mentioned below, be and is hereby approved, confirmed and ratified:

Remuneration:

- a) **Basic Salary:** Rs.15,000/- (Rupees Fifteen Thousand Only) per month, with such annual increment as may be decided by the Board of Directors.
- b) **Perquisites & Allowances:**
 - (i) **Housing:** He shall be entitled to house rent allowance not exceeding 50% of his basic salary.

GYAN DEVELOPERS & BUILDERS LIMITED

- (ii) **Medical expenses:** Reimbursement of medical expenses including hospitalization and surgical charges incurred for Mr. T.Ashok Raj and his family subject to maximum of three months salary.
- (iii) **Leave travel concession:** Leave travel concession for Mr. T.Ashok Raj and his family once in a year subject to a maximum of three months salary.
- (iv) **Club fees:** Reimbursement of membership fee upto 2 clubs including admission and life membership fee.
- (v) **Personal accident Insurance:** Premium payable shall not exceed Rs.4,000/- p.a.
- (vi) Contributions to Provident Fund, Superannuation fund or Annuity fund to the extent these singly are put together are not taxable under the Income Tax Act, 1961.
- (vii) **Gratuity:** Gratuity payable at the rate not exceeding half month's salary for each completed year of service.
- (viii) **Telephone:** He is entitled for a telephone at residence. However, personal long distance calls shall be logged in and paid over to the company.

Overall Remuneration:

The aggregate of salary and perquisites in any financial year shall not exceed the limits specified from time to time under Section 198, 309, 310, 311 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act, as may for the time being in force.

Minimum Remuneration:

In case of loss or inadequacy of profits in any financial year during the currency of tenure of his service the payment of salary and perquisites and other allowances shall be governed by the limits prescribed under Schedule II of part II of Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER that Mr. T.Ashok Raj shall not be liable to retire by rotation during his tenure of office as Managing Director of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters or things as may be deemed necessary, appropriate, expedient or desirable to give effect to above resolution or otherwise considered by it in the best interest of the Company."

On behalf of the Board
for GYAN DEVELOPERS AND BUILDERS LIMITED

Sd/-
T. ASHOK RAJ
Managing Director.

Place : Chennai

Date : 27-06-2009

GYAN DEVELOPERS & BUILDERS LIMITED

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD BE LODGED WITH THE COMPANY NOT LATTER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
2. Shareholders / Proxy holders are requested to produce at the entrance the attached admission duly completed and signed, for admission to the meeting hall.
3. The register of members and share transfer of the company will remain closed from 17.08.2009 to 19.08.2009 (Both days inclusive).
4. Members are requested to notify change of address, if any, promptly in order to serve them better.
5. Explanatory Statement pursuant to Section 173 (2) for Item No.5 & 6

Item No.5

Mr.J.Chandrasekar, was appointed as Additional Director of the Company at the Board Meeting held on 27.06.2009. Pursuant to Section 260 of the Companies Act, 1956, he holds office upto the date of the Seventeenth Annual General Meeting of the Company. The Company has received notice alongwith a deposit of sum of Rs.500/- from one of the member of the Company under Section 257 of the Companies Act, 1956, proposing his candidature for the post of Directorship.

The details regarding Mr.J.Chandrasekar, proposed to be appointed as Director and his brief profile, as required to be given under Clause 49 of the Listing Agreement, is annexed to this notice. Keeping in view, the experience and expertise of Mr.J.Chandrasekar in the real estate business high profile contacts in the Industry, your Directors recommend the resolution for his appointment, as set out in Item no.5 of the Notice for the approval of the Members.

Mr.J.Chandrasekar, is considered as interested in the above resolution.

item No.6

Mr.T.Ashok Raj, was appointed as a Managing Director of the Company with effect from 30.01.2004 to 29.01.2009 for a period of Five years, without any remuneration. Since his appointment as a Managing Director of the Company, he has been steering the fortunes of the Company and has been instrumental in turning around the company into profits, by his unstinted efforts. In view of the same the Board of Directors on the recommendation of remuneration committee fixed the remuneration at Rs.7,500/- per month w.e.f. 01.09.2006 and the same was increased to Rs.15,000/- w.e.f 01.07.2008. As the tenure of Appointment of Mr.T.Ashok Raj, Managing Director was expired on 29.01.2009, the Board of Directors on the recommendation of remuneration committee, in its meeting held on 29.01.2009, re-appointed him for a further period of 5 years commencing from 29.01.2009 to 28.01.2014, at the existing remuneration structure. As the re-appointment of managing Director requires the consent of the members by way of ordinary resolutions, the resolutions in item no.6 is placed before the members of the Company for approval in the forthcoming Annual General Meeting.

This notice together with explanatory statement may be treated as an abstract of the terms of fixing the remuneration payable to the Managing Director as required to be sent to every member pursuant to Section 302 of the Companies Act, 1956.

Mr.T.Ashok Raj, considered as interested in the above resolution. Mrs.T.Kamala Devi, being mother of Mr.T.Ashok Raj, Managing Director, being considered as interested in the above resolution.

**INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF
PROPOSED RE-APPOINTMENT OF DIRECTORS.**

Name of the Director	T.Ashok Raj	Vijayan	N.Gajaraj	J.Chandrasekar
Date of Birth	24.09.1967	21.01.1956	09.10.1982	10.04.1969
Date of Appointment on the Board as Director /Managing Director	07.05.1992	02.12.2003	02.12.2003	27.06.2009
Qualification	B.Com	Nil	B.B.A	Intermediate
List of Outside Directorships held	Nil	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	STC	Member in A.C & R.C	Chairman in A.C & STC Member in RC	Nil
Category	Promoter / Executive	Non Executive Independent Director	Non Executive Independent Director	Non Executive Independent Director

A.C. : Audit Committee.

R.C. : Remuneration Committee.

STC : Share Transfer / Investor Grievance Committee

GYAN DEVELOPERS & BUILDERS LIMITED

DIRECTORS REPORT

Your Directors have pleasure in presenting the 17th Annual Report together with audited accounts for the year ended 31.03.2009

Working Results

The summarized financial results for the year ended 31.03.2009 and for the previous year 31.03.2008 are as under ;

	Rs.	
	2008-2009	2007-2008
Income from Operations	15,81,911.00	24,99,365.00
Less : Expenditure	9,94,411.00	11,09,358.20
	-----	-----
Profit / Loss for the year before tax	5,87,500.00	13,90,006.80
Less : Provision for Tax		
Current Year	1,82,675.00	4,33,583.00
Previous Year	25,192.00	85,131.00
Fringe Benefit Tax		
Current Year	5,764.00	7,515.00
Previous Year	(3,505.00)	Nil
Deffered Tax Liability / (Asset)	(1,085.00)	(3,953.00)
	-----	-----
Profit after tax	3,78,459.00	8,67,730.80
	=====	=====

OPERATIONS:

The Company has made a profit of Rs.3,78,459, as against previous year Profit of Rs. 8,67,730.80. Due to Global Slow Down, the business in all the sectors of the Country is very badly affected, which has consequently affected the purchasing power of an Individual in Real Estate market, hence, the turnover of the Company has come down sharply and consequently the profit is reduced. Adding fuel to the Fire, the lending rates of Banks to individuals have gone up sharply and Many Bank have minimized the lending for vacant lands. However, Your Company is carefully monitoring the market situation and land prices and following a cautious but optimistic approach to increase its land sales available with the Company with better margins, in order to increase the wealth of the share holders.

DEPOSIT

The Company has not accepted any deposit pursuant to Section 58A of the Companies Act. 1956.

DIVIDEND

In order to conserve reserves / Profit for the growth of the Company your Directors do not recommend any dividend.

AUDITORS:

M/s. G.C.Daga & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and is eligible for re-appointment. The Board recommends their re-appointment. The Company has received confirmation that their appointment will be within the limits specified u/s.224(1B) of the Companies Act, 1956.



GYAN DEVELOPERS & BUILDERS LIMITED

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956 the Board hereby confirms:

- a) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimate 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 of the Company for that period ;
- c) that the Directors has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the Directors had prepared the annual accounts on going concern basis.

CORPORATE GOVERNANCE:

Detailed Report on the Corporate Governance in Compliance of Clause 49 of the Listing Agreement is attached, which form part of the report.

MANAGEMENT ANALYSIS & REVIEW REPORT:

Management analysis & review report is mentioned in Corporate Governance Report.

COMPLIANCE CERTIFICATE:

A copy of Compliance Report u/s 383A of the Companies Act, 1956, received from M/s A.K.Jain & Associates, Chennai Company Secretaries in Practice, is annexed and forms part of this report.

PARTICULARS OF EMPLOYEES:

None of the employees is covered under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company is taking utmost care in the Conservation of Energy. The Company has no activity in relation to Technology absorption. The company has no foreign exchange outgo or inflow.

ACKNOWLEDGEMENT

We wish to place on record our sincere thanks for the help and service by our Bankers, customers, Shareholders, auditors and staff.

On behalf of the Board of Directors
for GYAN DEVELOPERS AND BUILDERS LIMITED

T.Ashok Raj
Managing Director.


T.Kamala Devi
Director.

Place : Chennai

Date : 27-06-2009

for GYAN DEVELOPERS & BUILDERS LTD.

6


Managing Director

GYAN DEVELOPERS & BUILDERS LIMITED

COMPLIANCE CERTIFICATE

CIN: L70101TN1992PLC022624

To,

The Members,

M/s. GYAN DEVELOPERS AND BUILDERS LIMITED

We have examined the registers, records, books and papers of **M/s. GYAN DEVELOPERS AND BUILDERS LIMITED** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the year ending 31st March, 2009. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and wherever required entries therein have been recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Chennai, within the time prescribed / with late fees, as applicable, under the Act and the rules made thereunder.
3. The Company being a Public Limited Company, has the minimum prescribed paid up capital.
4. The Board of directors met FOUR times on 29.04.2008, 29.07.2008, 29.10.2008 and 29.01.2009 in respect of which meetings notices were given and the proceedings were recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from 10.09.2008 to 12.09.2008 and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31.03.2008 was held on 12.09.2008 after giving notice to the members of the Company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. According to the information and explanations given to us, the Company has not entered into any contract falling within the purview of Section 297 of the Act.
10. The Company made necessary entries in the register maintained under Section 301 of the Act.
11. According to the information and explanations given to us, there were no instances falling within the purview of Section 314 of the Act during the year under review.
12. The duly constituted Committee of Directors has approved the issue of duplicate Share Certificates.
13. The Company has:
 - (i) not made any allotment of securities during the financial year under review. The Company has delivered all the certificates on lodgment thereof for transfer / transmission or any other purpose in accordance with the provisions of the Act.

GYAN DEVELOPERS & BUILDERS LIMITED

- (ii) not deposited any amount in a separate Bank Account as no Dividend was declared during the financial year.
 - (iii) not posted warrants to any member of the Company as no dividend was declared during the financial year.
 - (iv) no unpaid/unclaimed dividend, application money due for refund, matured deposit, matured debentures and the interest accrued thereon for a period of seven years, required to be transferred to Investor Education and Protection Fund during the financial year under review.
 - v) Generally, complied with the requirements of Section 217 of the Act.
- 14. The Board of directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
 - 15. The appointment of Managing Director and the payment of remuneration to him, has been made in compliance with the provisions of the Act.
 - 16. The Company has not appointed any sole -selling agents during the financial year.
 - 17. The Company has not obtained any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
 - 18. The directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
 - 19. The Company has not issued any shares, debentures or other securities during the financial year.
 - 20. The Company has not bought back any shares during the financial year.
 - 21. The Company has not issued any Preference shares / debentures, hence the question of redeeming any Preference shares / debentures does not arise.
 - 22. There were no transaction necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
 - 23. According to the information and explanations given to us, the Company has not invited/accepted any deposit from the public during the financial year under review.
 - 24. The Company has not made any borrowings during the financial year ended 31.03.2009.
 - 25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
 - 26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
 - 27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
 - 28. The Company has not altered the provisions of the memorandum with respect to the name of the Company.

GYAN DEVELOPERS & BUILDERS LIMITED

29. The Company has not altered the provisions of the memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its articles of association during the year under review.
31. According to the information and explanations given to us, there was no prosecutions initiated against or show cause notices received by the Company, during the financial year, for offenses under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. According to information and explanations given to us, the Company has not constituted its own Provident Fund Trust for its employees, therefore provisions of Section 418 of the Act is not applicable to the Company.

**For A. K. JAIN & ASSOCIATES
Company Secretaries**

S/d
ANIL KUMAR JAIN
Partner
C.P.No.3283

Place : Chennai

Date: 27.06.2009

ANNEXURE A

Registers as maintained by the Company

1. Register of Members u/s 150
2. Register of Share Transfer
3. Register of Charges u/s 143
4. Register of Directors u/s 303
5. Register of Directors Share Holding u/s 307
6. Register of Contracts in which Directors are interested u/s 301.
7. Minutes of the meeting of the Board of Directors / Committee(s) along with Attendance Register.
8. Minutes of the meeting of Share Holders.
9. Register of Director, Managing Director, Manager, and Secretary u/s. 303.
10. Register of Director Shareholding u/s. 307.
11. Register of Investments.

GYAN DEVELOPERS & BUILDERS LIMITED

ANNEXURE B

Forms and Returns as filed by the Company , during the financial year ending on 31st March, 2009 with the Registrar of Companies, Chennai:

1. DIN 3 filed on 12.08.2008 (SRN No.A42991596).
2. e Form No. 23 for Registration of Resolution(s) passed in the meeting of Board of Directors held on 29.07.2008, filed u/s 192 on 23.08.2008. (SRN: A 43615277).
3. e form 25C for Return of Appointment of Managing Director for the resolution passed in the Meeting of the Board of Directors held on 29.07.2008 w.e.f. 01.07.2008 filed u/s.269 on 23.08.2008. (SRN: A 43615525).
4. e Form 23AC & 23ACA - Profit & Loss a/c and Balance Sheet for the year ending 31.03.2008 filed u/s 220 on 23.09.2008. (SRN: P 21595624).
5. e Form 20B - Annual Return - Schedule V made up to 12.09.2008 filed u/s 159 on 27.09.2008. (SRN: P 22122550).
6. e Form No. 23 for Registration of Resolution(s) passed in the meeting of Shareholders held on 12.09.2008, filed u/s 192 with additional fees on 11.10.2008. (SRN: A 46664645).
7. e Form No. 23 for Registration of Resolution(s) passed in the meeting of Board of Directors held on 29.01.2009, filed u/s 192 on 20.02.2009. (SRN: A 56599582).
8. e Form No.32 for appointment / changes among directors w.e.f. 29.01.2009, filed u/s 303(2) on 20.02.2009 (SRN: A 56599715).
9. e form 25C for Return of Appointment of Managing Director for the resolution passed in the Meeting of the Board of Directors held on 29.01.2009 w.e.f. 29.01.2009 filed u/s.269 on 20.02.2009. (SRN: A 56599624).

**For A. K. JAIN & ASSOCIATES
Company Secretaries**

Place : Chennai
Date: 27.06.2009

S/d
ANIL KUMAR JAIN
Partner
C.P.No.3283

For GYAN DEVELOPERS & BUILDERS LTD,


Managing Director

GYAN DEVELOPERS & BUILDERS LIMITED

REPORT ON CORPORATE GOVERNANCE 2008 - 2009

Pursuant to Clause 49 of the Listing Agreement, A Report on Corporate Governance is given below.

1. Company's Philosophy on code of corporate governance:

Your Company is committed to the standards of corporate governance in all its activities and functions to enhance the long-term share holders value and maximize interest of the Stake Holders through various measures of good governance and to further this endeavor, strives to conduct its business with integrity, fairness, accountability and transparency in all its dealings with Stake holders and regulatory authorities. We have always believed that sound corporate governance practices is the cornerstone of any enterprise and is thus forms an integral part of its business policy. The business of the Company are carried out to benefit all the shareholders of the company and not to benefit any particular group or constituents thereof.

2. Board of Directors:

The Board of Directors comprises of 6 (Six) directors (including Mr. J.Chandrasekar who was appointed on 27.06.2009), inclusive of one Executive Director, two Non Executive Director and 3 (Three) non-executive independent directors. During the year under review, 4 (Four) Board Meetings were held on.

29.04.2008 29.10.2008

29.07.2008 29.01.2009

Sl No.	Name of the Director	Designation & Category	No. of Borad Meetings in the year 2008 - 2009		Whether attended 16th AGM	No. of other Directorship in other Public/Private Companies	No. of Membership Chairmanship/ in other Companies/ Board Committee
			Held	Attended			
1.	T. Ashok Raj	Managing Director	4	4	Yes	Nil	Nil
2.	N. Gajraj	Director (NEID)	4	4	Yes	Nil	Nil
3.	S. Vijayan	Director (NEID)	4	4	Yes	Nil	Nil
4.	M. Sunitha	Director(NED)	4	4	Yes	Nil	Nil
5.	T. Kamala Devi	Director(NED)	4	4	Yes	Nil	Nil
6.	*J. Chandrasekar	Additional Director (NEID)	-	-	-	-	-

* Note : Mr.J.Chandrasekar, (NEID) was appointed as an Additional Director of the Company w.e.f 27.06.2009.

3. AUDIT COMMITTEE :

The Members of the Audit Committee met 4 (Four) times on 29.04.2008, 29.07.2008, 29.10.2008 and 29.01.2009. The following are the members of the Audit Committee

Name of Directors	Status	No. of Meetings	
		Held	Attended
Mr. N. Gajraj	Chairman	4	4
Mr. S. Vijayan	Member	4	4
Mrs. M. Sunitha	Member	4	4

GYAN DEVELOPERS & BUILDERS LIMITED

The terms of reference of the Audit committee cover the matter specified under Clause 49 of the Listing Agreement.

4. REMUNERATION COMMITTEE:

The Remuneration committee consisting of the following members have met twice during the year on 29.07.2008 and 29.01.2009.

Name of Directors	Status	No. of Meetings	
		Held	Attended
Mrs. M. Sunitha	Chairperson	2	2
Mr. S. Vijayan	Member	2	2
Mr. N. Gajraj	Member	2	2

The Remuneration Committee advises the broad policy for remuneration, terms of employment and any changes, including service contracts of Executive and Non Executive directors. The Committee takes into account the general market trend pertaining to the industry and the performance of the Company at the time of fixing the remuneration to the Directors.

Based on the recommendation of remuneration committee, the Board of Directors in its meeting held on 29.07.2008 had recommended a remuneration of Rs.15,000/- per month to Mr. T.Ashok Raj, Managing Director along with perquisites and other allowances with effect from 01.07.2008. The share holders in the 16th Annual General Meeting had approved the remuneration payable to Mr.T.Ashok Raj, Managing Director.

And the Board of Directors, based on the recommendation of the remuneration committee, in its meeting held on 29.01.2009 has recommended the re-appointment of Mr. T.Ashok Raj, Managing Director, for a further period of five years w.e.f. 29.01.2009 to 28.01.2014 at a remuneration of Rs.15,000/- per month.

5. SHARE TRANSFER / INVESTORS GRIEVANCE COMMITTEE:

The Committee is to look after transfer of shares and the investors complaints, if any, and to redress the same expeditiously. The following are the members of the Share transfer / Investors Grievance Committee :

Name of Directors	Status	No. of Meetings	
		Held	Attended
Mr. N. Gajraj	Chairman	3	3
Mr. T. Ashok Raj	Member	3	3

During the year ending 31.03.2009, the Share transfer / Investor Grievance Committee met 3 (Three) times on 13.05.2008, 12.11.2008 and 23.03.2009 and approved share transfer (both physical and Demat) and attended to investors grievances.

For GYAN DEVELOPERS & BUILDERS LTD.

GYAN DEVELOPERS & BUILDERS LIMITED

Details of Investors complaints received during the year are as follows:

Sl.No.	Nature of Complaints	Received	Disposed	Pending	Remarks
1.	Non-receipt of dividend warrants	Nil	Nil	Nil	Nil
2.	Revalidation of Dividend warrants	Nil	Nil	Nil	Nil
3.	Non-receipt of Share Certificates after transfer	Nil	Nil	Nil	Nil
4.	Non-receipt of Demat rejection	Nil	Nil	Nil	Nil
5.	Loss of Share Certificates/ Stop Transfer	Nil	Nil	Nil	Nil
6.	Others	Nil	Nil	Nil	Nil

Name and Address of the Compliance Officer for Share Transfer / Investors Grievance Committee:

Mr. N. Gajraj has been appointed as compliance officer for any clarification / complaints, share holders may contact Mr. N. Gajraj at the following address.

GYAN DEVELOPERS AND BUILDERS LIMITED

Mr. N. Gajraj

Plot No. M. 149, Door No. 8/2,

8th Cross Street, T. V. Nagar,

Thiruvannamiyur, Chennai 600 041

Email ID : gyandevelopers@yahoo.com

Phone No : 28157644, 93810 03930

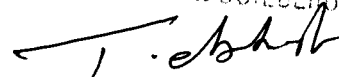
6. REMUNERATION OF DIRECTORS (FINANCIAL YEAR: 2008 - 2009).

The Board of Directors in its meeting held on 29.07.2008 had recommended remuneration of Rs.15,000/- per month to Mr. T.Ashok Raj, Managing Director along with perquisites and other allowances with effect from 01.07.2008. The share holders in the 16th Annual General Meeting had approved the remuneration payable to Mr.T.Ashok Raj, Managing Director.

And the Board of Directors in its meeting held on 29.01.2009 has recommended the re-appointment of Mr. T.Ashok Raj, Managing Director, for a further period of five years w.e.f. 29.01.2009 to 28.01.2014 at remuneration of Rs.15,000/- per month as mentioned in item No. 6 of this notice.

7. Disclosures :

- The Company had paid a rent of Rs.1,14,000/- for the financial year 2008-2009 to Mrs. A.Sunitha, wife of Mr.T.Ashok Raj, Managing Director for using the Registered office premises. Apart from the above, no transaction of material nature has been entered into by the Company with related parties i.e. Directors or Management, their subsidiaries or relatives, during the year, which may have potential conflict with the interest of the Company.
- The Board duly authorised for the transaction with the Promoters or Directors or the Management or their relatives with respect to rent paid as indicated in the above point.
- The Bombay Stock Exchange Limited has suspended the trading in securities of our scrip. The company has already taken steps for revocation of suspension and vigorously coordinating with Bombay Stock Exchange to lift revocation / cancellation of suspension



GYAN DEVELOPERS & BUILDERS LIMITED

of scrip and there is a favorable response from them. Hopefully our company is expecting revocation of suspension of our scrip at any movement in order to have liquidity to the shareholders.

- There were no instances of non-compliance by the Company, on any matter related to capital markets during the last three years. Further, there has been no penalty, and stricture imposed on by the Company by Stock Exchanges or SEBI or any Statutory Authorities against the Company.
- The Company has a policy, wherein the employees enjoy access of reporting to the Management / Audit Committee.
- All the mandatory requirements have been complied by the Company and also adopted some of the non-mandatory requirements of this clause.

8. MEMBERS MEETING, LOCATION, TIME AND ATTENDANCE OF MEMBERS AT LAST THREE ANNUAL GENERAL MEETING.

Date	Time	Venue
15.09.2006	9.30 A.M.	The Chartered Accountant Study Circle, No. 2-L, Rear Block 2 nd Floor, Prince Arcade, 22 A Cathedral Road, Chennai – 600086 (14 th A. G. M.)
19.09.2007	10.30 A.M.	The Chartered Accountant Study Circle, No. 2-L, Rear Block 2 nd Floor, Prince Arcade, 22 A Cathedral Road, Chennai – 600086 (15 th A. G. M.)
12.09.2008	9.30 A. M.	The Chartered Accountant Study Circle, No. 2-L, Rear Block 2 nd Floor, Prince Arcade, 22 A Cathedral Road, Chennai – 600086 (16 th A. G. M.)

9. MEANS OF COMMUNICATION:

Your company publishes the quarterly results, book closure / record dates in "Trinity Mirror" in English daily and "Makkal Kural" in Tamil daily being vernacular daily news paper. During the year quarterly results were published on the following dates.

		Date of Publishing
FIRST QUARTER ENDING	30.06.2008	: 30.07.2008
SECOND QUARTER ENDING	30.09.2008	: 31.10.2008
THIRD QUARTER ENDING	31.12.2008	: 01.02.2009
FOURTH QUARTER ENDING	31.03.2009	: 01.05.2009

TENTATIVE DATES FOR THE FINANCIAL YEAR 2009 – 2010

First Quarter ended	30.06.2009	Last week of July, 2009
Second Quarter ended	30.09.2009	Last week of October, 2009
Third Quarter ended	31.12.2009	Last week of January, 2010
Fourth Quarter ended	31.03.2010	Last week of April, 2010

14 For GYAN DEVELOPERS & BUILDERS LTD.



Managing Director

GYAN DEVELOPERS & BUILDERS LIMITED

The unaudited quarterly financial results, limited review by the Auditors and the audited full year financial results are sent to the Bombay Stock Exchange Limited and Madras Stock Exchange within the specified time limit.

10. Shareholders information :

a. Seventeenth Annual General Meeting:

Date & Time : Wednesday the 19th Day of August, 2009 at 10.00 A.M.

Venue : The Chartered Accountants Study Circle, No. 2-L, Rear Block 2nd Floor,
Prince Arcade, 22 A Cathedral Road, Chennai – 600086

b. Financial Year : 1st April to 31st March.

c. Book Closure Date : Monday the 17th day of August, 2009 to Wednesday the 19th day of August 2009 (both days inclusively).

d. Dividend Payment Date : Not applicable

e. Listing on Stock Exchanges :

The Company's equity shares of Rs.10/- each are listed at

1) Madras Stock Exchange

(Regional Stock Exchange)
Exchange Buildings
Second Line Beach
Chennai 600 001.

2) The Stock Exchange, Mumbai

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001.

Listing Fees is duly paid to the both the Stock Exchanges pursuant to clause 38 of the listing Agreement.

f. Stock Code

BSE Scrip Code No: 530141

MSE Scrip Code: GYAN DEVELOPERS

Depository ISIN- INE 487G01018

CIN: L70101TN1992PLC022624

g. Market Price Data & Performance.

- The Company scrip is suspended and there is no Market Price Data and performance available for the Scrip. The company has already taken steps for revocation of suspension and vigorously coordinating with Bombay Stock Exchange to lift suspension of scrip and there is a favorable response from them. Hopefully our company is expecting revocation of suspension of our scrip at any movement in order to have liquidity to the shareholders.

h. Registrar and Share Transfer Agents : Physical and Demat

M/s Integrated Enterprises (India) Limited
"Kences Towers", No. 1 Ramakrishna Street,
T. Nagar, Chennai 600 017
Tel No. 28140901- 03. Fax No. 28142479

For GYAN DEVELOPERS & BUILDERS LTD


Managing Director

GYAN DEVELOPERS & BUILDERS LIMITED

I. Share Transfer System

- i) Share Transfers : Share transfers are registered and returned in the normal course within a period of 15 days from the date of receipt, if the documents are order in all respects. Request for dematerialization of shares are processed and confirmation is given to the respective depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CSDL) within 15 days.
- ii) Investor Correspondence : Shareholders can send in their correspondence to the Regd. Office Plot No. M. 149, Door No. 8/2, 8th Cross Street, T. V. Nagar, Thiruvannmiyur, Chennai 600 041 of the company at or to the share transfer agents at the above address.
- iii) Intimation of change of address, bank details etc. All the members are requested to notify immediately any change in their address, bank details, and bank mandate and nomination details to the Registrar and Share transfer agent of the company.

M/s Integrated Enterprises (India) Limited
"Kences Towers", Second Floor,
No. 1 Ramakrishna Street,
T. Nagar, Chennai 600 017.
Tel No. 28140801-28140803 Fax No.28142479.
Email ID : corpserv@iepindia.com

iv) Investor Grievances

The Company has a regular system of attending to investor grievances. These grievances are promptly attended to and there is no complaint pending as on date.

v) Registered Office of the Company:

Plot No. M. 149, Door No. 8/2,
8th Cross Street, T. V. Nagar,
Thiruvannmiyur, Chennai 600 041

vi) Compliance Officer and Address for Correspondence:

Mr. N. Gajraj has been appointed as compliance officer for any clarification / complaints, share holders may contact Mr. N. Gajraj at the following address.

GYAN DEVELOPERS AND BUILDERS LIMITED
Mr. N. Gajraj
Plot No. M. 149, Door No. 8/2,
8th Cross Street, T. V. Nagar,
Thiruvannmiyur, Chennai 600 041
Email ID : gyandevlopers@yahoo.com
Phone No : 28157644, 93810 03930

For GYAN DEVELOPERS & BUILDERS LTD,



Managing Director.

GYAN DEVELOPERS & BUILDERS LIMITED

J. Share holding pattern.

Share holding pattern as on 31.03.2009.

Category	No of shares held	% of shareholding	Shares pledged or otherwise	
			No. of shares	% of shares
PROMOTERS HOLDINGS				
Indian Promoters	2,68,500	8.95	NIL	NIL
Relatives	16,57,100	55.24	NIL	NIL
Friends	54,300	1.81	NIL	NIL
Sub Total	19,79,900	66.00	NIL	NIL
INSTITUTIONAL INVESTORS:				
a. Mutual Fund and UTI	NIL	NIL		
b. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/Non- Government institutions)	NIL	NIL		
c. Foreign Institutional Investors	NIL	NIL		
OTHERS				
a. Private Corporate Bodies	17,200	0.57		
b. Indian Public	8,32,000	27.73		
c. Individual shareholders holding Nominal share Capital above Rs.1 Lakh	1,70,800	5.69		
d. Any other (specify)-CM/TM - Client Margin A/c	100	0.01		
Sub Total	1,020,100	34.00		
GRAND TOTAL	3,000,000	100.00		

K. Dematerialisation of Shares

An extent of 20,64,000 shares representing 68.80% of the issued share capital have been dematerialized as at 31st March 2009. 9,36,000 are in physical mode representing 31.20%.

L. Distribution of Shareholdings as on 31st March 2009

Sl. No.	Category	No. of Holders	% of Holders	Amount (Rs.)	% of Amount
1.	Upto 500	936	73.05	1505600	5.02
2.	501-1000	95	7.43	763400	2.54
3.	1001-2000	59	4.63	917000	3.06
4.	2001-3000	131	10.23	3850000	12.83
5.	3001-4000	18	1.40	709000	2.36
6.	4001-5000	8	0.62	366000	1.22
7.	5001-10000	13	1.01	925000	3.08
8.	10000 and above	21	1.63	20964000	69.88
	TOTAL	1281	100.00	3,00,00,000	100.00

GYAN DEVELOPERS & BUILDERS LIMITED

- m. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity : The Company has not issued any GDR / ADRs / Warrants or any convertible instruments, since the date of incorporation.

11. MANAGEMENT ANALYSIS AND REVIEW REPORT:

a. Industry structure & Development :

The realty sector was stagnant in the last one year and in the next two- three years the market conditions likely to improve in a slow phase. The cause for the stagnant conditions were due economic slow down and reports of layoff and retrenchment coming from all corners of the Industry. During the India Economic Summit organized by the World Economic Forum, the Finance Minister Mr.P.Chidambaram said, "Hotels must cut tariffs; airlines must cut prices; real estate developers must cut rates of apartments and homes they sell; car makers and two-wheeler makers must cut prices". The Indian Government is providing stimulus wherever possible by cutting taxes and duties, in order to increase the consumption among the consumer fraternity. Price cuts are the FM's recipe for reviving demand, and averting deeper economic slowdown and job losses in the Indian economy.

b. Opportunities & Threats

The Government of Tamil Nadu and the private sectors are promoting many industrial parks i.e., Auto, Leather, Hardware, Cellcity - Special Economic Zones. The demand for affordable housing is going to be huge in these areas as and when the employment opportunities are created. The Company has a good land Bank in and around these areas and can encash the same as and when the industries are established. However, the Company has to wait till the operations of these industries to commence.

c. Segment-wise analysis

Your Company is dealing in only one segment i.e., buying and selling of vacant land.

d. Outlook :

In and around Chennai, Tamil Nadu Government, through State Industries Corporation of Tamil Nadu, is promoting industrial estates i.e., Auto, Leather, Hardware Hitech Special Economic Zone and other public and private Sectors are coming up with establishing Big Industries. The Government of Tamil Nadu is developing infrastructures like metro rail, roads and Airport, and supporting the industry and providing rail corridors to the Industrial Hub and the Chennai City expanding fast and wider. In the next two three years, there is a possibility of generation of 40000 employments in the above industries and the requirement for vacant land may go up in these areas. Your company has land bank in these areas and that the future outlook though not very lucarative, will be a constant growth and demand for the vacant land in these areas.

e. Risks and concerns

Rising petrol prices, inflation and interest rates have developed major concerns. Affordability can come only with smaller unit sizes. The Government needs to change the norms that have been fixed decades ago to achieve affordable housing everywhere.

The cost of construction materials like cement and steel, power, water and labour have increased rapidly. Added to this are the complicated and slow government approvals. These are some areas of concern which need to be looked into by the respective government departments.

GYAN DEVELOPERS & BUILDERS LIMITED

f. Internal control systems and their adequacy

Your Company has in place, adequate internal control systems and procedures commensurate with the size and nature of our business. These procedures are designed to ensure that:

- An effective and adequate internal control environment is maintained across the Company.
- All assets and resources are acquired economically, used efficiently and are adequately protected.
- Significant financial, managerial and operating information is accurate, reliable and is provided timely, and
- All internal policies and statutory guidelines are complied with.

g. Discussion on financial performance with respect to operational performance.

The Company has made a profit of Rs.3,78,459, as against previous year Profit of Rs. 8,67,730.80. Due to Global Slow Down, the business in the all sectors of the Country is very badly affected, which has consequently affected the purchasing power of an Individual including Real Estate market, hence, the turnover of the Company has come down sharply and consequently the profit is reduced. Adding fuel to the Fire, the lending rate of Banks to individuals has gone up sharply and Many Bank have minimized the lending for vacant lands. However, Your Company is carefully monitoring the market situation and land prices and the company is following a cautious but optimistic approach to increase its land sales available with the Company with better margins, in order to increase the wealth of the share holders.

h. Material developments in human resources/industrial relations front, including number of people employed

The Company is continuously endeavoring to align the employee's objectives with the business objectives of the organisation through its HR policies, process and other development initiatives to achieve its organizational goals. Industrial relations have been cordial. The total number of employees in the Company during the financial year 2008 – 2009 were 9.

12. Cautionary Statement:

Details given herein above relating to various activities and future plans may be forward looking statements within the meaning of applicable laws and regulations. The actual performance may vary from those express or implied.

On behalf of the Board of Directors
for GYAN DEVELOPERS AND BUILDERS LIMITED

SD/-

T.Ashok Raj
Managing Director.

SD/-

T.Kamala Devi
Director.

Place : Chennai

Date : 27-06-2009

For GYAN DEVELOPERS & BUILDERS LTD



Managing Director

GYAN DEVELOPERS & BUILDERS LIMITED

MANAGING DIRECTOR'S DECLARATION ON CODE OF CONDUCT

As required by Clause 49 of the Listing Agreement, the Managing Director's and CEO's declaration for Code of Conduct is given below :

To

The Members of

GYAN DEVELOPERS & BUILDERS LIMITED

I, T. Ashok Raj, Managing Director & CEO of the Company declare that all Board Members and Senior Management of the Company have affirmed compliance with the code of Conduct.

for GYAN DEVELOPERS AND BUILDERS LIMITED

S/d


T.Ashok Raj

Managing Director & CEO

Place : Chennai-41

Date : 27-06-2009

for GYAN DEVELOPERS & BUILDERS LTD.



Managing Director

GYAN DEVELOPERS & BUILDERS LIMITED

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To the Members,

Gyan Developers & Builders Limited

We have reviewed the compliance of conditions of corporate governance by **Gyan Developers & Builders Limited** for the Year ended 31st March, 2009 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchange(s) in India.

The compliance of condition of corporate governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of corporate governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that no investor grievances are pending exceeding for period of one month against the company as at 31st March 2009 as per the records maintained by the Shareholders / Investors Grievance Committee of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the management has conducted the affairs of the company.

For **G.C. DAGA & CO.,**
Chartered Accountants

SD/-
CA GOUTHAM CHAND N
Partner
Memb No. 027581

Place : Chennai

Date : 27.06.2009

GYAN DEVELOPERS & BUILDERS LIMITED

To

The Shareholders of

GYAN DEVELOPERS & BUILDERS LIMITED

AUDITORS' REPORT

1. We have audited the attached Balance Sheet of M/s. GYAN DEVELOPERS & BUILDERS LIMITED as at 31.03.2009, The Profit and Loss Account and The Cash Flow Statement for the year ended on that date, annexed thereto. These financial Statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statements. An Audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An Audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended by the Amendment Order 2004) issued by the Central government of India in terms of sub section (4A) of section 227 of the Companies Act, 1956 we enclose in the Annexure a statement of the matter specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:-
 - a. We have obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of these books.
 - c. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d. In our opinion, the said Balance Sheet, Profit & Loss Account and Cash Flow Statement read with Notes thereon dealt with by this report are in compliance with Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956.
 - e. On the basis of written representations received from the directors as on March 31, 2009 and taken on record by the Board of directors, we report that none of the directors is disqualified as on 31.03.2009 from being appointed as a director of the company in terms of clause (g) of subsection (1) of section 274 of the Companies Act 1956.
 - f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with Significant Accounting Policies and Notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-
 - I. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009.
 - II. In the case of the Profit and Loss Account, of the profit of the Company for the year ended on that date, and
 - III. In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For **G.C. DAGA & CO.,**
Chartered Accountants

S/d
CA GOUTHAM CHAND N.
Partner
Memb No. 027581

Place : Chennai
Date : 27-06-2009

GYAN DEVELOPERS & BUILDERS LIMITED

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
- (b) The fixed Assets are physically verified by the Management at reasonable intervals. As informed to us, no material discrepancies were noticed.
- (c) The Company did not dispose off a substantial part of Fixed Assets during the year.
- (ii) (a) The inventory comprising of property development projects & land has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of our examination of the inventory records, the company has maintained proper records of inventory. No discrepancy was noticed on physical verification.
- (iii) The company has neither granted or taken any loans, secured or unsecured, to and from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, clause 4 (iii) (b) to (d) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures as regards purchase of inventory and fixed assets, commensurate with the size and nature of business carried out by the company. During the course of our audit, no major weakness has been noticed in the internal controls.
- (v) Based on the audit procedures applied by us and according to the information and explanations given to us we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been entered into the register required to be maintained under that section. The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The company has not accepted any deposits from the public during the year and consequently, the directive issued by the Reserve Bank of India and the provisions of Section 58A and 58 AA of the Companies Act, 1956, and the rules framed there under are not applicable. Accordingly paragraph 4 (vi) of the Order is not applicable.
- (vii) The Company has no formal internal Audit Department as such. However its control procedures ensure reasonable internal checking of its Financial and other records.
- (viii) As per the information and explanations given to us, the Company is not required to maintain cost records as prescribed by the Central Government u/s 209 (1) (d) of the Companies Act, 1956. Accordingly paragraph 4 (viii) of the Order is not applicable.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, in our opinion, the company has been regular in depositing undisputed statutory dues, including Income-tax, FBT, Sales-tax, as applicable with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sale-tax, and FBT service-tax, customs duty, excise duty and cess which have not been deposited on account of any dispute.

GYAN DEVELOPERS & BUILDERS LIMITED

- (x) The company has no accumulated losses as at March 31, 2009. The Company has not incurred any cash losses in the financial year ending on that date or in the immediately preceding financial year. Accordingly paragraph 4 (x) of the Order is not applicable.
- (xi) In our opinion and according to the information & explanations given to us, the company has not borrowed funds for in repayment of dues to a Financial Institutions or bank or debenture holders as at the balance sheet date. Accordingly paragraph 4 (xi) of the Order is not applicable.
- (xii) The company has not granted any loans or advances on the basis of security by way of pledge of shares, debenture and other securities. Accordingly paragraph 4 (xii) of the Order is not applicable.
- (xiii) The company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore the provisions of Clause 4 (xiii) of the said order are not applicable to the company. Accordingly paragraph 4 (xiii) of the Order is not applicable.
- (xiv) In our opinion and according to information and explanation given to us, the company is not dealing in shares, securities, debentures and other investments. Accordingly paragraph 4 (xiv) of the Order is not applicable.
- (xv) In our opinion and as per the information given to us, the company has not given any guarantee for loans taken by others from bank or financial institution. Accordingly paragraph 4 (xv) of the Order is not applicable.
- (xvi) According to information and explanation given to us, the Company has not taken any term loans. Accordingly paragraph 4 (xvi) of the Order is not applicable.
- (xvii) In our opinion, the company has not raised any short term funds for long term investment. Accordingly paragraph 4 (xvii) of the Order is not applicable.
- (xviii) The company has not made preferential allotment of shares during the year. Accordingly paragraph 4 (xviii) of the Order is not applicable.
- (xix) The company has not issued any debentures during the year. Accordingly paragraph 4 (xix) of the Order is not applicable.
- (xx) The company has not raised any money by way of public issue during the year. Accordingly paragraph 4 (xx) of the Order is not applicable.
- (xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year under report nor have we been informed of such case by the management.

For **G.C. DAGA & CO.,**
Chartered Accountants

Sd/-
CA GOUTHAM CHAND N
Partner
Memb No. 027581

Place : Chennai
Date : 27.06.2009

GYAN DEVELOPERS & BUILDERS LIMITED

BALANCE SHEET AS AT 31.03.2009

	Schedule No.	As at 31.03.2009	As at 31.03.2008
I. SOURCES OF FUNDS:			
1. Shareholders Funds			
a. Share Capital	1	30,000,000.00	30,000,000.00
b. Reserves and Surplus	2	1,330,841.62	952,382.62
2. Loans Funds			
a. Secured Loans		Nil	Nil
b. Unsecured Loans		Nil	Nil
Total		31,330,841.62	30,952,382.62
II. APPLICATION OF FUNDS:			
1. Fixed Assets :	3		
Gross Block		5,758,870.06	5,859,539.06
Less : Depreciation		<u>1,553,180.90</u>	<u>1,630,364.90</u>
Net Block		4,205,689.16	4,229,174.16
2. Investments		Nil	Nil
3. Deferred Tax Asset		97,684.00	96,599.00
4. Current Assets, Loan & Advances			
a. Current Assets			
Inventories		10,577,857.00	10,577,857.00
Work-In-Progress	4	1,619,932.45	1,459,932.45
Less: Payments from Customers		<u>250,000.00</u>	<u>750,000.00</u>
Net Work-in Progress		1,369,932.45	709,932.45
Cash & Bank Balances	5	1,781,366.01	1,639,825.01
b. Loans and Advances	6	13,954,651.00	14,654,719.00
		<u>27,683,806.46</u>	<u>27,582,333.46</u>
Less : Current Liabilities and Provisions	7	<u>656,338.00</u>	<u>955,724.00</u>
Net Current Assets		27,027,468.46	26,626,609.46
5. Miscellaneous Expenditure (To the extent not written off or adjusted)		Nil	Nil
Total		31,330,841.62	30,952,382.62

Significant Accounting Policies and Notes on Accounts 13

As per our Report attached

For **G.C. DAGA & CO.,**
Chartered Accountants

On behalf of the Board
for GYAN DEVELOPERS AND BUILDERS LIMITED

SD/-
CA GOUTHAM CHAND N
Partner
Memb No. 027581
Place : Chennai
Date : 27-06-2009

SD/-
T. KAMALA DEVI
Director

SD/-
T. ASHOK RAJ
Managing Director

For GYAN DEVELOPERS & BUILDERS LTD

GYAN DEVELOPERS & BUILDERS LIMITED

PROFIT AND LOSS ACCOUNTS FOR THE PERIOD ENDED 31.03.2009

	Schedule No.	Year ended 31.03.2009	Year ended 31.03.2008
INCOME :			
Income from Operations	8	1,581,911.00	2,499,365.00
		<u>1,581,911.00</u>	<u>2,499,365.00</u>
EXPENDITURE :			
Cost of Construction	9	Nil	Nil
Administration Expenses	10	924,681.00	1,022,980.20
Marketing Expenses	11	21,700.00	27,104.00
Financial Overheads	12	1,914.00	5,688.00
Depreciation		46,116.00	53,586.00
		<u>994,411.00</u>	<u>1,109,358.20</u>
Net Profit before tax		587,500.00	1,390,006.80
Less : Provision for Taxation			
Current Year		182,675.00	433,583.00
Previous Year		25,192	85,131.00
Fringe Benefit Tax			
Current Year		5,764.00	7,515.00
Previous Year		(3,505.00)	Nil
Deferred Tax Liability / (Asset)		(1,085.00)	(3,953.00)
		<u>209,041.00</u>	<u>522,276.00</u>
Net Profit after tax		378,459.00	867,730.80
Add : Balance brought from last year		952,382.62	84,651.82
Balance Carried to Balance Sheet		<u>1,330,841.62</u>	<u>952,382.62</u>
Significant Accounting Policies and Notes on Accounts	13		
Basic and Diluted Earning per share (in Rs.)		0.126	0.289
Nominal Value per share (Rs.)		10.00	10.00
Net Profit (Rs.)		378,459.00	867,730.80
Weighted average No. of shares		3,000,000.00	3,000,000.00

As per our Report attached

For **G.C. DAGA & CO.,**
Chartered Accountants

On behalf of the Board
for GYAN DEVELOPERS AND BUILDERS LIMITED

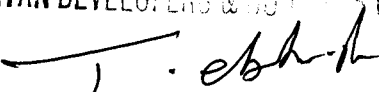
SD/-
CA GOUTHAM CHAND N
Partner
Memb No. 027581

SD/-
T. KAMALA DEVI
Director

SD/-
T. ASHOK RAJ
Managing Director

Place : Chennai
Date : 27-06-2009

For GYAN DEVELOPERS & BUILDERS LTD.



Managing Director

GYAN DEVELOPERS & BUILDERS LIMITED

	As at 31.03.2009	As at 31.03.2008
Schedule 1 : SHARE CAPITAL		
Authorised		
50,00,000 Equity share of Rs.10/-each	50,000,000.00	50,000,000.00
Issued, Subscribed & paid up		
30,00,000 Equity shares of Rs.10/-each	30,000,000.00	30,000,000.00
Schedule 2: RESERVES & SURPLUS		
Balance in Profit & Loss Account	1,330,841.62	952,382.62
	<u>1,330,841.62</u>	<u>952,382.62</u>
Schedule 4:WORK-IN-PROGRESS		
(As valued and certified by Mgt.,)		
1. Value of Construction work at the beginning of the year	1,459,932.45	1,339,932.45
2. Add: Cost of construction during the year	160,000.00	120,000.00
Project transferred	NIL	NIL
Total	1,619,932.45	1,459,932.45
3. Less: Cost of Construction on Projects completed during the year	NIL	NIL
	<u>1,619,932.45</u>	<u>1,459,932.45</u>
4. Add: Adjustment for value Addition for the year	NIL	NIL
5. Value of construction work at the year end	<u>1,619,932.45</u>	<u>1,459,932.45</u>
Schedule 5. CASH AND BANK BALANCES		
1. Cash on Hand	1,072,863.91	930,004.91
2. Bank Balance with Scheduled Banks		
in Current Accounts	708,502.10	709,820.10
in Other Accounts	NIL	NIL
	<u>1,781,366.01</u>	<u>1,639,825.01</u>
Schedule 6: LOANS AND ADVANCES		
Loans	7,785,691.00	8,024,721.00
Advances to land Owners	5,952,250.00	6,328,250.00
Other Advances	216,710.00	301,748.00
	<u>13,954,651.00</u>	<u>14,654,719.00</u>
Schedule 7: CURRENT LIABILITIES AND PROVISIONS		
a. Current Liabilities		
Sundry Creditors - Expenses	41,948.00	86,827.00
Sundry Creditors - Others	425,951.00	427,799.00
	<u>467,899.00</u>	<u>514,626.00</u>
b. Provisions		
Provision for Income Tax	182,675.00	433,583.00
Provision for Fringe Benefit Tax	5,764.00	7,515.00
	<u>656,338.00</u>	<u>955,724.00</u>

GYAN DEVELOPERS & BUILDERS LIMITED

Schedule 8 : INCOME FROM OPERATIONS

Increase in Land Development Cost	374,400.00	1,298,990.00
Interest Receipts	1,024,470.00	1,200,375.00
Interest from IT Refund	3,041.00	NIL
Service charges Receipts	180,000.00	NIL
	<u>1,581,911.00</u>	<u>2,499,365.00</u>

Schedule 9: COST OF CONSTRUCTION

Opening Work-in-progress	1,459,932.45	1,339,932.45
Construction during the period	160,000.00	120,000.00
	<u>1,619,932.45</u>	<u>1,459,932.45</u>
Less: Closing Work-in progress	1,619,932.45	1,459,932.45
	<u>NIL</u>	<u>NIL</u>

Schedule 10 : ADMINISTRATION EXPENSES

Accounting Charges	6,000.00	6,000.00
Advances written off	NIL	62,529.70
Auditors Remuneration	22,060.00	44,944.00
Directors Remuneration	164,449.00	90,000.00
Electricity expenses	11,900.00	15,775.00
Fees & Professional Charges	107,750.00	51,132.00
Interest on TDS	62.00	NIL
Legal expenses	21,000.00	60,000.00
Office Expenses	30,949.00	37,387.00
Postage & Stamp expenses	7,800.00	36,637.00
Printing and Stationery	38,450.00	50,456.00
Property Tax	12,895.00	6,276.00
Rates,Taxes, Licence & Registration expenses	NIL	17,021.00
Rent	114,000.00	114,000.00
Salaries	270,000.00	250,000.00
Telephone expenses	41,189.00	42,246.00
Travelling And Conveyance	32,128.00	78,972.50
Vehicle Maintenance	44,049.00	59,604.00
	<u>924,681.00</u>	<u>1,022,980.20</u>

Schedule 11 : MARKETING EXPENSES

Advertisement Expenses	21,700.00	27,104.00
	<u>21,700.00</u>	<u>27,104.00</u>

Schedule 12 : FINANCIAL OVERHEADS

Bank charges	1,914.00	5,688.00
	<u>1,914.00</u>	<u>5,688.00</u>

SCHEDULE 13: SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

I. Significant Accounting Policies

A. Basis of accounting:

The financial Statements are prepared under the historical cost convention and income and expenses are accounted for on an accrual basis.

GYAN DEVELOPERS & BUILDERS LIMITED

B. Events Occurring After the Date of Balance Sheet :

Material events occurring after the date of Balance Sheet are taken into cognizance.

C. Revenue Recognition:

Income from Operations:

Income from Operations is determined as the aggregate during the period of the project promotion fee earned, value of the construction work done, increase in land development cost and the proceeds from the demolition contracts, interest receipts and other income.

(a) Project Promotion Fee:

Project promotion fee is the fee charged to the customers on allotment of flats at the specific rate per square foot of built up area to be constructed, in consideration of the various services rendered by the company for promoting the respective projects. Project promotion receipts include sale of land to the customers.

(b) Value of Construction Work:

The value of construction work done during the year is determined as follows:

- i. In the case of projects completed during the year, it is the difference between the value of construction to the customers on completion of the project and the value of construction to the customers at the beginning of the accounting year.
- ii. In the case of projects in progress at the close of the accounting period, it is the difference between the value of construction to the customers determined at the close of the accounting period and the value of construction to the customers at the beginning of the accounting period.
- iii. Value of construction to the customers in respect of completed projects is the full value that is paid /payable by the customers for the project on this account.
- iv. Value of construction to the customers in respect of projects in progress at the beginning of the accounting period and at the close of the accounting period is the value of work-in-progress on those dates respectively.

(c) Demolition Proceeds:

Demolition proceeds for the period is the aggregate sum stated as consideration in the demolition agreements executed during the period, for demolition of existing structures on the properties taken up for development by the company.

D. Fixed Assets:

Expenditure which is of a capital nature is capitalised at cost which comprises purchase price (net of rebates and discounts), statutory levies and other expenses/charges directly expended in acquiring such assets.

E. Intangible Assets:

There are no Intangible Assets of the Company.

F. Impairment:

Impairment loss is recognised wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expenses in the statement of profit and loss and carrying amount of the asset is reduced to its recoverable amount.

Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased.

GYAN DEVELOPERS & BUILDERS LIMITED

G. Depreciation:

Depreciation is provided from the date on which assets have been installed and put to use on Written down Value method at the rates specified under Schedule XIV to the Companies Act, 1956. According to the circular No. 14, dated 20-12-1993, depreciation on assets, whose actual cost does not exceed five thousand rupees have been provided at the rate of hundred percent. Depreciation is not provided on Land and building.

H. Work - in - Progress:

Work - in - Progress in respect of each project in progress is first valued at the close of the accounting year at the aggregate of the cost of materials consumed, labour charges and the other expenditure incurred on the project. Thereafter the adjustment for value addition is made on the following basis:

- i. Where the actual expenditure incurred up to the end of the accounting year in a project is between 30% and 89% of its total estimated expenditure, and this total expenditure is less than its total estimated revenue, value addition is determined as 2/3rds of the proportionate estimated surplus (such proportion being the percentage of actual expenditure to total estimated expenditure). Where however the actual expenditure of a project up to the close of the accounting year is above 89% of the total estimated expenditure of the project, value addition is determined as the 4/5th of the proportionate estimated surplus (such proportion being the percentage of actual expenditure to total estimated expenditure)
- ii. Where total estimated expenditure of a project is in excess of its total estimated revenue, the entire actual expenditure comprising of the cost of the material consumed, labour and other expenditure incurred on the project is considered as the value of work-in-progress till the project is completed.

I. Land Owner's Account:

Amounts due from customers towards land cost are debited to their accounts on the land cost falling due under the agreements of the project promotion and construction are credited to the respective land owner's accounts. Advance to land owners are reflected as the aggregate of amounts paid to them and amounts due from them, reduced by the amounts credited to them as aforesaid.

J. Inventories:

The inventories are valued at cost.

K. Recognition of Income and Expenditure:

Income and expenditure are recognised on accrual basis and provision is made for all known expenses.

L. Borrowing Costs

There are no borrowing costs attributable to the acquisition or construction of assets. Other borrowing costs are recognised as expenses in the period in which they are incurred.

M. Contingent Liabilities:

Contingent Liabilities are not provided for in the accounts and are disclosed by way of Notes.

N. Taxation

The accounting treatment for income-tax in respect of company's income is based on the Accounting Standard 22 on 'Accounting for Taxes on Income' issued by the Institute of Chartered

GYAN DEVELOPERS & BUILDERS LIMITED

Accountants of India. Provision for current income-tax is made in accordance with the Income-tax Act, 1961. Deferred tax assets and liabilities are recognized at substantively enacted tax rates, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Fringe Benefit Tax (FBT) is accounted for on the estimated value of fringe benefits for the period as per the related provisions of the Income-tax Act.

O. Employee Benefits:

A. Short term Employee Benefits

All Short term employee benefits payable including salaries and other allowances are recognized on accrual basis, in the manner provided in AS 15.

B. Other Long Term Employee Benefits

No provision has been made for leave encashment retirement benefit for the period as the terms of employment does not provide for such obligation on the company.

C. Post Employment Benefits

(1) Defined Contribution Plans

No provision has been made for Provident Fund and other Superannuation benefits as the respective Acts are not applicable to the company.

(2) Defined Benefit Plans

No provision has been made for Gratuity liability for the period as the respective Acts are not applicable to the company.

P. Earning Per Share :

The earning considered in ascertaining the Company's Earning Per Share ('EPS') comprise the net profit after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti dilutive.

Q. Provisions :

Provisions are recognized when the company has a present obligation as a result of past event; it is more likely than not that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

R. Cash Flow Statement:

Cash Flow Statement has been prepared under indirect method, as prescribed in Accounting Standard 3 issued by The Institute of Chartered Accountants of India. Cash and Cash Equivalents comprise Cash on Hand, current and other accounts held with Banks.

II. Notes on Accounts:

1. Previous years figures have been regrouped/ reclassified wherever necessary. Accordingly, amounts and other disclosure for the previous year are included as an integral part of the current year's financial statement and are to be read in relation to the amounts and other disclosures relating to the current year.

GYAN DEVELOPERS & BUILDERS LIMITED

2. In the opinion of the Board, work-in-progress, loans and advances are approximately of the value stated, if realized in the ordinary course of business.
3. The outstanding amount in respect of loans and advances, current liabilities, sundry debtors, advance to land owners and payments received from customers are subject to confirmations.
4. Amounts due to Small Scale Industrial Undertakings is Rs. NIL as at 31.03.2009 (Previous year Rs.NIL).
5. In the opinion of the Board there is no contingent liability of the company.
6. Auditors Remuneration includes:

	<u>2008-2009</u>	<u>2007-2008</u>
Statutory Audit Fees	15,000.00	30,000.00
Tax-Audit Fees	3,000.00	5,000.00
Limited Review	2,000.00	5,000.00
Service-tax	2,800.00	4,800.00
Education Cess	60.00	144.00
	<u>22,060.00</u>	<u>44,944.00</u>

7. No provision has been made for gratuity liability for the period as the payment of Gratuity Act is not applicable.

8. Related Party Disclosures:

Key managerial personnel :

Mr. T. Ashok Raj (Managing Director)

Mrs. T. Kamala Devi (Director)

Mrs. M. Sunitha (Director)

Mr. N. Gajraj (Director)

Mr. S. Vijayan (Director)

Relatives to Key Managerial Personnel :

Mr. P. Tarachand Jain - Father of Managing Director

Mr. T. Mahendar Raj - Brother of Managing Director

T. Ashok Raj HUF - Managing Director is Karta

A. Sumitha - Wife of Managing Director

Related Party Transactions:

The following transactions are carried out with the related parties in the ordinary course of business :

	Current Year	Previous Year
1. Director's Remuneration		
- Mr. T. Ashok Raj	Rs. 1,64,449/-	Rs. 90,000/-
2. Rent		
- Mrs. A. Sumitha	Rs.114,000/-	Rs.114,000/-

GYAN DEVELOPERS & BUILDERS LIMITED

9. Deferred Tax:

The Company has provided deferred tax in accordance with the Accounting Standard – 22 (Accounting for taxes on Income) issued by the Institute of Chartered Accountants of India applicable with effect from 1-4-2002.

10. Segment Reporting:

The company is engaged in the business of Construction / Real Estate Activity which is a significant Business Segment and hence Segment reporting is not considered necessary.

11. Earnings per Share:

Basic and Diluted Earnings per share (as per AS 20 issued by the Institute of Chartered Accountant of India) :

Net Profit for the year (after tax)	Rs.378,459.00/-
-------------------------------------	-----------------

Weighted Average no. of Equity Shares	3000000
---------------------------------------	---------

Nominal value of Shares	10/-
-------------------------	------

Basic and Diluted EPS	Rs.0.126/-
-----------------------	------------

12. Balance of current assets, loans and advance are as per Books and subject to confirmation. In the opinion of management, these are realizable approximately at the value stated in the ordinary course of the business.

13. Provision of Rs. 5,764/- (previous year Rs.7,515/-) towards Fringe Benefit Tax (FBT) as Tax payable under section 115W of the Income Tax Act,1961 has been made for the current year.

14. Figures in bracket represent previous year's figures.

Signatures to schedules 1 to 13

As per our Report attached.

For **G.C. DAGA & CO.,**
Chartered Accountants

On behalf of the Board
for GYAN DEVELOPERS AND BUILDERS LIMITED

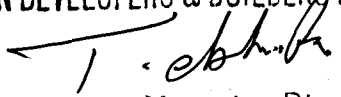
Sd/-
CA GOUTHAM CHAND N
Partner
Memb No. 027581

Sd/-
T. KAMALA DEVI
Director

Sd/-
T. ASHOK RAJ
Managing Director

Place : Chennai
Date : 27-06-2009

for GYAN DEVELOPERS & BUILDERS LTD.


Managing Director

Schedule 3 : FIXED ASSETS

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.08	Additions	Deletions/ Retirement	Balance as 31.03.09	As at 01.04.08	For the Year	Depn. on Assets Sold/ Retired	As at 31.03.09	W.D.V as at 31.03.09	W.D.V as at 31.03.08
Land	1,579,235.50	NIL	NIL	1,579,235.50	NIL	NIL	NIL	NIL	1,579,235.50	1,579,235.50
Building	2,583,672.56	NIL	NIL	2,583,672.56	175,406.00	NIL	NIL	175,406.00	2,408,266.56	2,408,266.56
Office Equipments	29,280.90	NIL	NIL	29,280.90	26,492.90	388.00	NIL	26,880.90	2,400.00	2,788.00
Two Wheelers	29,500.00	NIL	NIL	29,500.00	14,424.00	3,903.00	NIL	18,327.00	11,173.00	15,076.00
Furnitures & Fixtures	129,920.10	NIL	NIL	129,920.10	119,375.00	1,909.00	NIL	121,284.00	8,636.10	10,545.10
Computers	233,003.80	22,631.00	NIL	255,634.80	211,062.80	13,303.00	NIL	224,365.80	31,269.00	21,941.00
Air-Conditioner	280,635.55	NIL	NIL	280,635.55	218,910.55	8,586.00	NIL	227,496.55	53,139.00	61,725.00
Centering Sheets	113,750.00	NIL	113,750.00	0.00	113,750.00	NIL	113,750.00	NIL	NIL	NIL
Coffee Maker	6,916.00	NIL	NIL	6,916.00	5,851.00	148.00	NIL	5,999.00	917.00	1,065.00
Mixer Machine	30,500.00	NIL	NIL	30,500.00	25,597.00	682.00	NIL	26,279.00	4,221.00	4,903.00
Mobile Phones	7,441.00	NIL	NIL	7,441.00	2,819.00	643.00	NIL	3,462.00	3,979.00	4,622.00
Fax Machine	21,795.00	NIL	NIL	21,795.00	17,843.00	550.00	NIL	18,393.00	3,402.00	3,952.00
Constant Voltage	4,900.00	NIL	4,900.00	0.00	4,900.00	NIL	4,900.00	NIL	NIL	NIL
Water Pump	4,650.00	NIL	4,650.00	0.00	4,650.00	NIL	4,650.00	NIL	NIL	NIL
EPABX	8,000.00	NIL	NIL	8,000.00	6,264.00	241.00	NIL	6,505.00	1,495.00	1,736.00
Office Furniture and Fittings	796,338.65	NIL	NIL	796,338.65	683,019.65	15,763.00	NIL	698,782.65	97,556.00	113,319.00
Total	5,859,539.06	22,631.00	123,300.00	5,758,870.06	1,630,364.90	46,116.00	123,300.00	1,553,180.90	4,205,689.16	4,229,174.16
Previous Year	5,859,539.06	NIL	NIL	5,859,539.06	1,576,778.90	53,586.00	NIL	1,630,364.90	4,229,174.16	4,282,760.16

Note : Computer Purchased on 17.12.2008 for Rs.22631/-

GYAN DEVELOPERS & BUILDERS LIMITED

Annexure as per Clause 32 of the Listing Agreement Cash Flow Statement for the year ended 31st March, 2009

	For the year Ended	
	31.03.2009	31.03.2008
A. Cash Flow from Operating Activities :		
Net profit before tax and extraordinary items	587,500.00	1,390,006.80
Adjustment for: Depreciation	46,116.00	53,586.00
Foreign Exchange	NIL	NIL
Investments	NIL	NIL
Interest received	(1,027,511.00)	(1,200,375.00)
Operating Profit befor W.C changes	(393,895.00)	243,217.80
Adjustment for :		
Trade & Other Receivables	700,068.00	1,743,113.70
Inventories	NIL	(2,687,120.00)
Net Work In Progress	(660,000.00)	(120,000.00)
Trade Payables	(46,727.00)	(47,492.00)
Cash Generated from Operation	(400,554.00)	(868,280.50)
Direct Taxes Paid	(462,785.00)	(206,514.00)
Cash Flow before Extra-ordinary Items	(863,339.00)	(1,074,794.50)
Extra-ordinary Items	NIL	NIL
Net Cash flow from Operating Activities	(863,339.00)	(1,074,794.50)
B. Cash flow from Investing Activities		
Purchase of Fixed Assets	(22,631.00)	NIL
Sale of Fixed Assets	NIL	NIL
Acquisition of Companies	NIL	NIL
Purchase of Investments	NIL	NIL
Sale of Investments	NIL	NIL
Interest Receipts	1,027,511.00	1,200,375.00
Dividend Receipts	NIL	NIL
Net Cash flow from Investing Activities	1,004,880.00	1,200,375.00

C. Cash flow from Financing Activities

Proceeds from issue of Share Capital	NIL	NIL
Proceeds from Long term Borrowings	NIL	NIL
Repayment of Finance Lease liabilities	NIL	NIL
Dividend Paid	NIL	NIL
Miscellaneous Expenditure	NIL	NIL
Net cash flow from Financing Activities	<u>NIL</u>	<u>NIL</u>
Net increase / Decrease in cash and cash equivalents	141,541.00	125,580.50
Cash and cash equivalents at the beginning of the year	1,639,825.01	1,514,244.51
Cash and cash equivalents at the end of the year	<u>1,781,366.01</u>	<u>1,639,825.01</u>

- Notes: 1. Cash and cash equivalents include cash and bank balances.
2. Figures in brackets indicate cash out go
3. Figures for the Previous Year have been regrouped /rearranged wherever found necessary

As per our Report attached.

For **G.C. DAGA & CO.,**
Chartered Accountants

On behalf of the Board
for **GYAN DEVELOPERS AND BUILDERS LIMITED**

Sd/-
CA GOUTHAM CHAND N
Partner
Memb No. 027581

Sd/-
T. KAMALA DEVI
Director

Sd/-
T. ASHOK RAJ
Managing Director

Place : Chennai
Date : 27-06-2009

for GYAN DEVELOPERS & BUILDERS LTD.

Managing Director.

GYAN DEVELOPERS & BUILDERS LIMITED

Balance Sheet Abstract and General Business Profile as required under Part IV of the Schedule VI to the Companies Act, 1956.

I	Registration details	Reg. No & State code	2262418
	Balance Sheet date		31032009
II	Capital raised during	Public issue	NIL
	Year (Rs In 000s)	Right Issue	NIL
		Bonus Issue	NIL
		Private Placement	NIL
III	Mobilisation and	Total Liabilities	31331
	Deployment of	Total Assets	31331
	Funds (Rs in 000s)	Paid-up capital	30000
		Reserves and Surplus	1331
		Secured Loans	NIL
		Unsecured Loans	NIL
		Net Fixed Assets	4206
		Investments	NIL
		Net Current Assets	27027
		Deferred Tax Assets	98
		Miscellaneous Expenditure	NIL
		Accumulated losses	NIL
IV	Performance	Turnover	1582
	(Rs. In 000s)	Total expenditure	994
		Profit / loss before tax	588
		Profit / loss after tax	378
		Earning Per Share in Rs.	0.13
		Dividend %	NIL

V. Generic Names

1. Item code

Product

2. Item Code

Product

3. Item Code

Product

N	O	T		A	V	A	I	L	A	B	L	E	
C	O	N	S	T	R	U	C	T	I	O	N		
N	O	T		A	V	A	I	L	A	B	L	E	
D	E	V	E	L	O	P	M	E	N	T			
N	O	T		A	V	A	I	L	A	B	L	E	
I	N	V	E	S	T	M	E	N	T				

As per our Report attached.

For **G.C. DAGA & CO.,**
Chartered Accountants

On behalf of the Board
for **GYAN DEVELOPERS AND BUILDERS LIMITED**

Sd/-
CA GOUTHAM CHAND N
Partner
Memb No. 027581

Sd/-
T. KAMALA DEVI
Director

Sd/-
T. ASHOK RAJ
Managing Director

Place : Chennai
Date : 27-06-2009

for GYAN DEVELOPERS & BUILDERS LTD.


Managing Director.

GYAN DEVELOPERS & BUILDERS LIMITED

GYAN DEVELOPERS & BUILDERS LIMITED

Registered Office : Plot No. M-149, Door No. 8/2, 8th Cross Street, T.V. Nagar, Chennai - 600 041.

ATTENDANCE SLIP

I hereby record my presence at the Seventeenth Annual General Meeting of the Company held at the Chartered Accountants Study Circle, No.2, L, Rear Block, Second Floor, Prince Arcade, 22 A, Cathedral Road, Chennai - 86 on Wednesday, 19th August 2009 at 10.00 a.m.

Regd. Folio No	
No.of Shares held	
Name of the Share Holder or Proxy	

Note :

1. Shareholders/Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
2. Shareholders who come to attend the meeting are requested to bring their copies of their Annual Report with them.
3. Shareholders are requested to indicate their Folio No, the change in their address, if any to the share Transfer Agent

----- **TEAR HERE** -----

GYAN DEVELOPERS & BUILDERS LIMITED

Registered Office : Plot No. M-149, Door No. 8/2, 8th Cross Street, T.V. Nagar, Chennai - 600 041.

PROXY FORM

I/We of being a member/members of Gyan Developers & Builders Limited, hereby appoint of or failing him of as / our proxy in my / our absence to attend and vote for me / us on my / our behalf at the Seventeenth Annual General Meeting of the Company of be held on Wednesday, 19th August 2009 at 10.00 a.m.

Signed this day of 2009
Regd Folio No
No. of shares held

Note : The proxy in order to be duly stamped completed and signed and must be deposited at the registered office of the company not less than 48 hours before the time for holding the aforesaid meeting.

Affix Re.1/- Revenue Stamp

NO GIFT WILL BE GIVEN AT THE ANNUAL GENERAL MEETING

BOOK - POST

If Undelivered Please Return to :-
GYAN DEVELOPER & BUILDERS LIMITED
Plot No. M-149, Door No. 8/2, 8th Cross Street,
T.V. Nagar, Thiruvananthapuram, Chennai - 600 041.