

GYAN DEVELOPERS AND BUILDERS LIMITED
Regd Off: Gyan Kiran, Door No. 6, Hanumantharao Street,
T. Nagar, Chennai – 600 017

CIN: L70101TN1992PLC022624
ISIN: INE487G01018

E-mail: gyandevlopers@yahoo.com
Scrip Code: 530141

October 17, 2018

To
BSE Limited
P J Towers, Dalal Street,
Mumbai 400 001

Dear Sir / Madam,

Sub: Annual Report of 26th Annual General Meeting of the Company
Ref: AGM – 27.09.2018

Pursuant to Regulation 34 of SEBI (LODR) Regulations 2015, enclosed is Annual Report for the year ended March 31, 2018

We request you to take note of the same.

Thanking You
Yours Faithfully

For GYAN DEVELOPERS AND BUILDERS LIMITED



T Ashok Raj
Managing Director

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GYAN DEVELOPERS & BUILDERS LIMITED

CORPORATE INFORMATION

(2017 - 2018)

BOARD OF DIRECTORS

T. ASHOK RAJ	-	Managing Director
S. VIJAYAN	-	Director (NEID)
M. SUNITA	-	Director & CFO
J. CHANDRA SEKAR	-	Director (NEID)

CIN	-	L70101TN1992PLC022624
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REGISTERED OFFICE	-	Gyan Kiran, Door No.6, Hanumantha Rao Street T.Nagar, Chennai-600 017. E-mail : gyandevelopers@yahoo.com
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BANKER	-	Tamil Nadu Mercantile Bank Ltd., Chennai - 600 017.
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SHARE TRANSFER AGENT	-	M/s Intergrated Registry Management Services Pvt. Ltd., "Kences Towers, No.1 , Ramakrishna St, North Usman Road, T. Nagar, Chennai - 600 017. Ph : 28140801-03, Fax : 28142479 E-mail : corpserv@iepindia.com
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BSE SCRIIP CODE No	-	530141
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AUDITORS	-	SURAJ DHOKA & ASSOCIATES Chartered Accountants No.168 Mint Street, Manibhadra Enclave, 2nd Floor, Sowcarpet, Chennai 600079. Email id: surajda2007@gmail.com
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GYAN DEVELOPERS & BUILDERS LIMITED

GYAN DEVELOPERS & BUILDERS LIMITED
Regd Off : Gyan Kiran, Door No.6, Hanumantha Rao Street
T.Nagar, Chennai-600 017.

CIN: L70101TN1992PLC022624

Email ID: gyandevelopers@yahoo.com

NOTICE TO MEMBERS

Notice is hereby given that the **TWENTY SIXTH ANNUAL GENERAL MEETING** of the members of **M/s. GYAN DEVELOPERS AND BUILDERS LIMITED** will be held on Thursday, the **27th day of September, 2018, at 10.00 a.m.**, at The Chartered Accountants Study Circle, No.2-L, Rear Block 2nd Floor, Prince Arcade, 22A Cathedral Road, Chennai – 600086, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2018, the Profit and Loss Account and Cash flow statement of the Company for the period ending 31.03.2018 and the reports of the Directors and Auditors.
2. To appoint a Director in the place of Mrs. Sunita Mahendar Raj, (DIN: 01751554), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s. Suraj Dhoka & Associates., Chartered Accountants (FRN: 009707S) as the Statutory Auditors and fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit to pass the following resolution as an Ordinary Resolution
“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Act, Mr. T. Ashok Raj be and is hereby reappointed as Managing Director (DIN: 00575471) of the Company for a term of three years effective from 29.01.2019, on such remuneration and terms and conditions as mentioned hereunder.

Remuneration:

- a) **Basic Salary:** Rs.30,000/- (Rupees Thirty Thousands 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.

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- (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) Contribution 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 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act, 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 Schedule V of the Companies Act, 2013.

"RESOLVED FURTHER THAT Mr. T. Ashok Raj, Managing Director shall be liable to retire by rotation.

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."

5. To consider and If thought fit to pass the following resolution as an Special Resolution

"RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. J CHANDRASEKAR (DIN No. 02691406) who

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was appointed as an Independent Director for a term of five years for the first term in the 22nd Annual General Meeting of the company held on 22.09.2014, be and is hereby re-appointed as an Independent Director of the Company for the second term to hold office for a period of five years from 22nd September, 2019, to 21st September, 2024, not liable to retire by rotation.

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."

6. To consider and if thought fit to pass the following resolution as an Special Resolution

"RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. S VIJAYAN (DIN No.02781886) who was appointed as an Independent Director for a term of five years for the first term in the 22nd Annual General Meeting of the company held on 22.09.2014, be and is hereby re-appointed as an Independent Director of the Company for the second term to hold office for a period of five years from 22nd September, 2019, to 21st September, 2024, not liable to retire by rotation.

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 & BUILDERS LIMITED**

Sd/-
T. ASHOK RAJ
Managing Director.
(DIN: 00575471)

Place : Chennai
Date : 30-07-2018

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 later than 48 hours before the time fixed for the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

2. Revenue stamp should be affixed on the Proxy form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's Signature may also be furnished in the Proxy Form, for identification purpose.
3. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. The register of members and share transfer of the company will remain closed from September 20, 2018 to September 27, 2018 (Both days inclusive).
5. The members are requested to intimate to the Company and or to its Share Transfer Agent M/s. Integrated Registry Management Services Private Limited, Second Floor, No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017 for changes, if any, in their registered address along with Pin Code Number.
6. Members are informed that copy of annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the annual report to the meeting.
7. Members are requested to quote their Folio Number, e-mail ID, mobile numbers in all correspondences with the Company.
8. Details of directors seeking re-appointment at this Annual General Meeting are annexed thereto.
9. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 for special business is annexed hereto
10. **Voting through electronic means**
 1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI

GYAN DEVELOPERS & BUILDERS LIMITED

(Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Sunday, September 23, 2018 (9:00 A.M) and ends on Wednesday, September 26, 2018 (5:00 P.M). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 20, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "GYAN DEVELOPERS & BUILDERS LIMITED.pdf" with your Client ID or Folio No. as password. The said PDF file contain your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Gyan Developers & Builders Limited".

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(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@akjainassociates.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 20, 2018.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 20, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No.: 1800-222-990.

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- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Pankaj Mehta, Practicing Company Secretary (Membership No. A29407) has been appointed as the Scrutinizer for conducting both the e-voting and the poll process in a fair and transparent manner and he has communicated his willingness for the same.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gyandevloper.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

Mr. T. Ashok Raj is associated with the Company since Incorporation and holds a degree in Commerce. He has endeavored and is instrumental in turning around the Company into profits. His tenure as a Managing director expires on 28.01.2019. In view of his continued efforts and in terms of the recommendation of nomination and remuneration committee, the Board of directors of the Company in their meeting held on 30.07.2018 had decided to recommend his re-appointment as a Managing Director of the company for a further period of three years with effect from 29.01.2019 on remuneration and terms and conditions as set out in the resolution.

In accordance with the provisions of Section 152(6) of the Companies Act 2013 ("the Act"), unless the Articles of Association of the Company provides for retirement of all Directors by rotation, at least two third of the total number of Directors shall be the persons whose period of office is liable to determination by retirement of Directors by rotation. Also, in terms of explanation to Section 152(6), Independent Directors appointed in terms of Section 149 of the Act are to be excluded for the purpose of calculating total number of Directors who are liable to retirement by rotation. Therefore, in order to comply with the aforesaid provision of the Act, Mr. T Ashok Raj, if

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re-appointed, shall be liable to retire by rotation. Hence, the above resolution is placed before the members for their consent.

Mr. T. Ashok Raj and Mrs. M. Sunitha are considered as interested in the above resolution.

Item No.5

Mr. J Chandrasekar was appointed as an Independent Director by the members in the 22nd Annual General Meeting of the company held on 22.9.2014 to hold office for the first term for a period of 5 years from 22.9.2014 to 21.9.2019. He does not hold any equity shares in the company. The Board of Directors of the company, after review, is of the opinion that Mr. J Chandrasekar fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be re-appointed as Independent Director pursuant to the provisions of section 149 of the Act, for the second term.

The Board considers that his rich experience, skills and knowledge will benefit the company. Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. J Chandrasekar as an Independent Director for the second term as indicated in the resolution, pursuant to the provisions of section 149 read with schedule IV of the Act for the approval by the shareholders of the company. In terms of the provisions of section 149 of the Act, Mr. J Chandrasekar shall not be liable to retire by rotation. A copy of the draft letter for the reappointment of Mr. J Chandrasekar as an independent director setting out the terms and conditions is available for inspection without any fee by the members at the company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

The company has received (i) consent from him in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Except Mr. J Chandrasekar, being an appointee, none of the Directors and Key Managerial Personnel of the company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out at item no.5.

The Board recommends the Special Resolution as set out in the Notice for approval of the members.

Item No.6

Mr. S Vijayan was appointed as an Independent Director by the members in the 22nd Annual General Meeting of the company held on 22.9.2014 to hold office for the first term for a period of 5 years from 22.9.2014 to 21.9.2019. He does not hold any equity shares in the company. The Board of Directors of the company, after review, is of the opinion that Mr. S Vijayan fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be re-appointed as Independent Director pursuant to the provisions of section 149 of the Act, for the second term.

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The Board considers that his rich experience, skills and knowledge will benefit the company. Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. S Vijayan as an Independent Director for the second term as indicated in the resolution, pursuant to the provisions of section 149 read with schedule IV of the Act for the approval by the shareholders of the company. In terms of the provisions of section 149 of the Act, Mr. S Vijayan shall not be liable to retire by rotation. A copy of the draft letter for the reappointment of Mr. S Vijayan as an independent director setting out the terms and conditions is available for inspection without any fee by the members at the company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

The company has received (i) consent from him in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Except Mr. S Vijayan, being an appointee, none of the Directors and Key Managerial Personnel of the company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out at item No.6.

The Board recommends the Special Resolution as set out in the Notice for approval of the members.

Information about director seeking appointment / re-appointment in this annual general meeting in respect of Item Nos. 2, 4, 5 & 6 above in accordance with SEBI (LODR) Regulations, 2015

Name of the Director	M. Sunitha	T.Ashok Raj	J.Chandra Sekar	S.Vijayan
Date of Birth	12.08.1973	23.07.1967	10.04.1969	21.01.1956
Date of Appointment on the Board as a Director	02.12.2003	07.05.1992	27.06.2009	12.12.2003
Qualification	Intermediate	B. Com	Intermediate	Nil
List of Outside Directorships held	Nil	Nil	Nil	Nil
Chairman / Member of the committees of the Board of Directors of the company	Chairperson in SRC Member in AC and NRC	Nil	Member in AC, Member in NRC and SRC	Chairman in, NRC Member in AC and SRC
No of shares held in company	159800	268500	0	0

AC: Audit Committee

NRC: Nomination & Remuneration Committee

SRC: Stakeholders Relationship Committee

GYAN DEVELOPERS & BUILDERS LIMITED

DIRECTORS REPORT

Your Directors have pleasure in presenting the Twenty Sixth Annual Report together with audited accounts for the year ended 31.03.2018.

1. FINANCIAL RESULTS

The summarized financial results for the year ended 31.03.2018 and for the previous year 31.03.2017 are as under:

(In Rs.)

Particulars	2017-2018	2016-2017
Total revenue	1,72,39,940.00	1,07,63,600.00
Total expenditure	1,53,80,873.95	1,03,02,641.85
Profit before tax	18,59,066.05	4,60,958.15
Less: Tax expenses		
Current Year	473,211	1,53,227.00
Previous Year		0.00
Deferred Tax	11,248	(10,506.00)
Profit (Loss) after tax	13,74,607.05	3,18,237.15
Surplus account		
Balance as per the balance sheet	8,030,893.66	77,12,656.51
(a) Add: Profit for the year	13,74,607.05	3,18,237.15
(b) Less: Depreciation on assets where useful life is NIL	Nil	Nil
Balance as at the end of the year	94,05,500.71	80,30,893.66

2. FINANCIAL OVERVIEW:

During the year under review, the total revenue of your company was Rs.17,239,940/- as compared to previous year revenue of Rs.10,763,600/-. The net profit for the year after tax is Rs.1,374,607.05/- as against previous year profit of Rs.318,237.15/-.

3. CHANGE IN THE NATURE OF BUSINESS

Your Company is engaged in buying and selling of vacant land. There is no change in the nature of business during the year compared to previous year.

4. DIVIDEND:

In order to conserve reserves / profit for the growth of the company, your Directors do not recommend any dividend.

5. SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES & PERFORMANCE THEREOF:

Your Company does not have any subsidiary, joint venture, associate company as at March 31, 2018. Hence, the details and performance thereof does not arise.

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6. DEPOSITS:

The company has not accepted or invited any deposits under the provisions of the Companies Act, 2013, and rules related thereto.

7. EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in Form MGT-9 for the year ended 31.03.2018 is herewith attached as **Annexure - "A"**.

8. SHARE CAPITAL:

The Company during the year under review has not issued any Sweat Equity Shares or Shares with Differential Rights or under Employee Stock Option Scheme nor did it Buy Back any shares.

9. MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report.

10. INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate.

11. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

12. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS UNDER SECTION 186:

The Company has not advanced any loans, given guarantees, provided security nor made investments covered under Section 186 of the Companies Act, 2013.

13. BOARD OF DIRECTORS AND ITS COMMITTEES:

A. Composition of the Board of Directors

The Board of Directors of the Company comprises of four Directors of which two are Non-Executive Independent Directors.

The Company has received necessary declarations from Mr. S. Vijayan (DIN: 02781886) and Mr. J. Chandrasekar (DIN: 02691406), the Independent Directors stating that they meet the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

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In terms of Section 152 of the Companies Act, 2013, Mrs. Sunita Mahendar Raj (DIN: 01751554), Director, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. Your Board recommends her continuation.

The Board recommends the reappointment of Mr. T Ashok Raj as a Managing director of the Company for a term of three years effective from 29.01.2019.

The first term of Mr. J Chandrasekar and Mr. S Vijayan as independent directors, get completed on 21.9.2019. Keeping in view their performance, the Board has recommended them for the second term for a period of 5 years from 22.09.2019 to 21.09.2024 to the members for their approval through Special Resolutions

B. Meetings

During the year under review, the Board of Directors met 5 times on 10.04.2017, 30.05.2017, 27.07.2017, 25.10.2017, and 24.01.2018 and the gap between two Board meetings were not more than 120 days. The particulars of name of the Directors and attendance are mentioned below:

Sl No.	Name of the Director	Designation & Category	No. of Meetings in the year 2016 - 2017		Attended 24th AGM	No. of other Directorship in other Public/Private Companies	No. of Membership Chairmanship/ In other Companies/ Board Committee
			Held	Attended			
1.	Mr.T. Ashok Raj	Managing Director	5	5	Yes	Nil	Nil
2.	Mr.S. Vijayan	Director (NEID)	5	5	Yes	Nil	Nil
3.	Mrs.M. Sunita	Director (NED)	5	5	Yes	Nil	Nil
4.	Mr.J.Chandrasekar	Director (NEID)	5	5	Yes	Nil	Nil

NEID - Non Executive Independent Director

NED - Non Executive Director

In accordance with the provisions of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held during the year under review.

C. Committees of the Board

AUDIT COMMITTEE:

The Audit committee comprises of three members and the committee met 5 times during the year on 10.04.2017, 30.05.2017, 27.07.2017, 25.10.2017, and 24.01.2018. The composition of the Audit Committee and details of meeting held are provided hereunder:

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Name of Directors	Designation	Category	No. of Meetings	
			Held	Attended
Mr. J Chandrasekar	Chairman	NEID	5	5
Mr. S. Vijayan	Member	NEID	5	5
Mrs. M. Sunita	Member	NED	5	5

NEID - Non Executive Independent Director

NED - Non Executive Director

The terms of reference of the Audit committee covers the matter specified under Section 177 of the Companies Act, 2013 and SEBI (LODR Regulations), 2015.

NOMINATION & REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee has been empowered and authorized to exercise powers as entrusted under the provisions of Section 178 of the Companies Act, 2013. In compliance with Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration and including criteria for determining qualifications, positive attributes, independence of Directors and other matters.

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selecting candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

GYAN DEVELOPERS & BUILDERS LIMITED

The Nomination & Remuneration committee consists of the following members.

Name of Directors	Designation	Category
Mr. S. Vijayan	Chairman	NEID
Mr. J. Chandrasekar	Member	NEID
Mrs. M. Sunita	Member	NED

NEID - Non Executive Independent Director

NED - Non Executive Director

During the year under review, no meeting of the Committee was held.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

- a. The Stakeholders Relationship Committee is to look after transfer of shares and the investor's complaints, if any, and to redress the same expeditiously. The role and terms of reference of the Committee are in consonance with the requirements mandated under Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. During the year under review, 1 meeting of the Committee was held on 12.07.2017. All the committee members were present in the meeting

The composition of the Committee is provided hereunder:

Name of Directors	Designation
Mrs. M. Sunita	Chairman
Mr. S. Vijayan	Member
Mr. J Chandrasekar	Member

- b. The number of investor complaints received during the year is NIL
- c. The number of investor complaints not solved to the satisfaction of Shareholders is NIL
- d. The number of pending complaints as on date is NIL

D. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, Independent Directors at their meeting without the participation of the Non-independent Directors and Management, considered/evaluated the Boards' performance, performance of the Chairman and other Non-independent Directors.

The Board subsequently evaluated its own performance, the working of its Committees and the Independent Directors.

GYAN DEVELOPERS & BUILDERS LIMITED

E. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the requirements of Section 134(5) of the Companies Act, 2013, we, on behalf of the Board of Directors, hereby confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) 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) the Directors have 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) the Directors had prepared the annual accounts on going concern basis.
- e) the directors had laid down internal financial controls to be followed by the company and such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. AUDITORS:

M/s. SURAJ DHOKA & ASSOCIATES, Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of five years in the 25th Annual General Meeting held on 14.09.2017, subject to ratification by members at every subsequent Annual General Meeting. The members are requested to ratify the appointment of the Statutory Auditors. The Statutory Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and rules framed there under for their re-appointment as Statutory Auditors of the Company.

15. AUDITORS REPORT:

The Auditors did not make any qualification, reservation or adverse remark or disclaimer on the financial statements prepared as per Section 133 of Companies Act, 2013, and notes on Accounts annexed thereto.

16. SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of Ms. A.K. Jain & Associates, Company Secretary in Practice, Chennai to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2018. The Secretarial Audit Report (in Form MR-3) is attached as Annexure "C" to this Report.

GYAN DEVELOPERS & BUILDERS LIMITED

17. REPLY TO SECRETARIAL AUDITOR REMARKS:

Your Company is taking necessary steps to appoint a Company Secretary in terms of Section 203 of the Companies Act, 2013 and comply with the Regulation 6 of SEBI (LODR) Regulations, 2015.

18. CORPORATE SOCIAL RESPONSIBILITY POLICY:

The Company does not fall under the class of Companies mentioned under Section 135 of the Companies Act, 2013, read with Companies (Corporate Social Responsibility) Rules, 2014. Hence, the Company has not spent any funds towards Corporate Social Responsibility.

19. VIGIL MECHANISM:

In compliance with the provisions of Section 177(9) the Board of Directors of the Company has framed the "Whistle Blower Policy" as the vigil mechanism for Directors and employees of the Company.

20. MANAGEMENT DISCUSSION & ANALYSIS:

A detailed analysis on the performance of the industry, the company, internal control systems, risk management are enumerated in the Management Discussion and Analysis report forming part of this report and annexed as 'Annexure D'.

21. CORPORATE GOVERNANCE REPORT:

Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, does not apply to your Company, as the Company's share capital and net worth is below the threshold limit prescribed under the said Regulation. Hence, the report on Corporate Governance is not provided.

22. CODE OF CONDUCT:

As prescribed under SEBI (LODR) Regulations, 2015, a declaration signed by the Managing Director affirming compliance with the Code of Conduct by the Directors and senior management personnel of the Company for the financial year 2017-18 is given in "Annexure E".

23. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

All transactions entered by the company with Related Parties were in the ordinary course of business and at arm's length pricing basis. There were no materially significant transactions with Related Parties during the financial year 2017-18 which were in conflict with the interest of the Company.

Details of the transactions are provided in Form AOC-2 which is attached as "Annexure B".

GYAN DEVELOPERS & BUILDERS LIMITED

24. RISK MANAGEMENT:

Your company has developed and implemented a Risk Management Policy which includes identification of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.

25. DETAILS TO BE DISCLOSED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

None of the employees draws remuneration of Rs.850,000/- or above per month and Rs.1,02,00,000/- or above per annum. Hence, details of the employees of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not furnished.

Having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013, the disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, forming part of the Annual Report, is available for inspection at the registered office of the company during working hours. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished without any fee and free of cost.

26. KEY MANAGERIAL PERSONNEL:

During the year under review, there is no change in the Key Managerial Personnel of the Company in terms of Section 203 of the Companies Act, 2013.

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

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

28. ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the customers, suppliers, bankers, business partners / associates, financial institutions and various regulatory authorities for their consistent support / encouragement to the Company. Your Directors would also like to thank the Members for reposing their confidence and faith in the Company and its Management.

By order of the Board
for **GYAN DEVELOPERS & BUILDERS LIMITED**

Place : Chennai
Date : 30-07-2018

Sd/-
T. Ashok Raj
Managing Director.
(DIN: 00575471)

Sd/-
Sunita Mahendar Raj
Director & CFO
(DIN: 01751554)

GYAN DEVELOPERS & BUILDERS LIMITED

ANNEXURE "A"

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31-03-2018

[Pursuant to Section 92(3) of the Companies Act, 2013, and
Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN:	L70101TN1992PLC022624
(ii)	Registration Date	07/05/1992
(iii)	Name of the Company	GYAN DEVELOPERS AND BUILDERS LIMITED
(iv)	Category / Sub-category of the Company	Company limited by Shares / Non Govt - Company
(v)	Address of the Registered office and contact details	Gyan Kiran, Door No. 6, Hanumantharao Street, T. Nagar, Chennai-600 017. Tel:044- 28157644, Mob: 9381003930, 9677116250
(vi)	Whether listed Company	Yes
(vii)	Name and Address of Registrar & Transfer Agents (RTA)	M/s. INTEGRATED REGISTRY MANAGEMENT SERVICES PVT. LTD. "Kences Towers", No. 1 Ramakrishna Street, T. Nagar, Chennai – 600 017 Tel: 044 – 2814 0901 / 03 Email id: yuvraj@integratedindia.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Buying and selling of vacant land	6810	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S.No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
NIL			

GYAN DEVELOPERS & BUILDERS LIMITED

IV. SHARE HOLDING PATTERN (EQUITY)

Cat Code	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
(1)	Indian									
a	Individual/Hindu Undivided Family	19,45,600	0	19,45,600	64.85	19,45,600	0	19,45,600	64.85	0.00
b	Central Government									
c	State Government									
d	Bodies Corporate									
e	Financial Institutions/Banks									
f	Any other(specify)									
	SUB TOTAL A(1)	19,45,600	0	19,45,600	64.85	19,45,600	0	19,45,600	64.85	0.00
(2)	Foreign									
a	Individual (Nonresident/foreign)									
b	Bodies corporate									
c	Institutions									
d	Qualified Foreign Investor									
e	Any other(specify)									
	SUB TOTAL A(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of promoter and Promoter Group (A) = A(1)+A(2)	19,45,600	0	19,45,600	64.85	19,45,600	0	19,45,600	64.85	0.00
B	Public Shareholding									
(1)	Institutions									
a	Mutual funds/UTI									
b	Financial Institutions/Banks									
c	Central Government									
d	State Government(s)									
e	Venture Capital Funds									
f	Insurance Companies									

GYAN DEVELOPERS & BUILDERS LIMITED

g	Foreign Institutional Investors									
h	Foreign Venture Capital Investors									
i	Qualified Foreign Investor									
j	Any other(specify)									
	SUB TOTAL B(1)	0	0	0	0.00	0	0	0	0.00	0.00
(2)	Non-Institutions									
a	Bodies Corporate (Indian/foreign/ Overseas)	19,696	14,200	33,896	1.13	15,892	14,200	30,092	1.00	(0.13)
b	Individuals (Resident/ NRI/Foreign National)									
(i)	Individual shareholders holding Nominal share Capital upto Rs.1 Lakh	3,32,960	4,41,900	7,74,860	25.83	3,41,464	4,41,100	7,82,564	26.09	0.26
(ii)	Individual shareholders holding Nominal share Capital above Rs.1 Lakh	1,74,644	67,100	2,41,744	8.06	1,74,644	67,100	2,41,744	8.06	0.00
c	Qualified Foreign Investor									
d	Any other(specify)									
d(i)	CORPORATE CM/TM- CLIENT MARGIN A/C	3,900	0	3,900	0.13	0	0	0	0.00	(0.13)
d(ii)	CORPORATE CM/TM- CLIENT BENEFICARY A/C	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL B(2)	5,31,200	5,23,200	10,54,400	35.15	5,32,000	5,22,400	10,54,400	35.15	0.00
	Total Public Share Holding (B)=B(1)+B(2)	5,31,200	5,23,200	10,54,400	35.15	5,32,000	5,22,400	10,54,400	35.15	0.00
	TOTAL (A)+(B)	24,76,800	5,23,200	30,00,000	100.00	24,77,600	5,22,400	30,00,000	100.00	0.00
	Shares held by Custodians and against which Depository Receipts have been issued									
	GRAND TOTAL (A)+(B)+(C)	24,76,800	5,23,200	30,00,000	100.00	24,77,600	5,22,400	30,00,000	100.00	0.00

GYAN DEVELOPERS & BUILDERS LIMITED

SHAREHOLDINGS OF PROMOTERS

Sl. No.	Shareholder's name	Share holding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total shares of the Company	% of Shares pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares pledged / encumbered to total shares	
1	ASHOK RAJ T HUF	295000	9.83	0	295000	9.83	0	0
2	ASHOK RAJ T	268500	8.95	0	268500	8.95	0	0
3	SUMITHA A	202600	6.75	0	202600	6.75	0	0
4	SUNITHA M	159800	5.33	0	159800	5.33	0	0
5	MAHENDAR RAJ T HUF	125100	4.17	0	125100	4.17	0	0
6	KAVITHA N	125000	4.17	0	125000	4.17	0	0
7	TARACHAND JAIN P HUF	124000	4.13	0	124000	4.13	0	0
8	HARISH KUMAR T HUF	109900	3.66	0	109900	3.66	0	0
9	HARISH KUMAR T	107500	3.58	0	107500	3.58	0	0
10	TARACHAND JAIN P	107200	3.57	0	107200	3.57	0	0
11	KAMALADEVI T	102200	3.41	0	102200	3.41	0	0
12	REKHA H	90800	3.03	0	90800	3.03	0	0
13	MAHENDAR RAJ T	76000	2.53	0	76000	2.53	0	0
14	SUSILA G	52000	1.73	0	52000	1.73	0	0
		1945600	64.84		1945600	64.84		0.000

GYAN DEVELOPERS & BUILDERS LIMITED

C) Change in Promoters' Shareholding

SL No.	NAME	Opening Balance		Increase/Decrease		Closing Balance	
		Shares	%	Shares	%	Shares	%
1	ASHOK RAJ T HUF						
	PAN :AAAHT5240H						
	Opening Balance as on 01-04-2017	295000	9.833				
	Closing Balance as on 31-03-2018					295000	9.833
2	ASHOK RAJ T						
	PAN :AAEPA4186H						
	Opening Balance as on 01-04-2017	268500	8.950				
	Closing Balance as on 31-03-2018					268500	8.950
3	SUMITHA A						
	PAN :AASPS4149J						
	Opening Balance as on 01-04-2017	202600	6.753				
	Closing Balance as on 31-03-2018					202600	6.753
4	SUNITHA M						
	PAN :AZFPS8371N						
	Opening Balance as on 01-04-2017	159800	5.327				
	Closing Balance as on 31-03-2018					159800	5.327
5	MAHENDAR RAJ T HUF						
	PAN :AAAHT4606B						
	Opening Balance as on 01-04-2017	125100	4.170				
	Closing Balance as on 31-03-2018					125100	4.170
6	KAVITHA N						
	PAN :AJXPK4306P						
	Opening Balance as on 01-04-2017	125000	4.167				
	Closing Balance as on 31-03-2018					125000	4.167
7	TARACHAND JAIN P HUF						
	PAN :AAIHP4293G						
	Opening Balance as on 01-04-2017	124000	4.133				
	Closing Balance as on 31-03-2018					124000	4.133

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8	HARISH KUMAR T HUF						
	PAN :AAAHT7548E						
	Opening Balance as on 01/04/2017	109900	3.663				
	Closing Balance as on 31/03/2018					109900	3.663
9	HARISH KUMAR T						
	PAN :AAKPK6782H						
	Opening Balance as on 01/04/2017	107500	3.583				
	Closing Balance as on 31/03/2018					107500	3.583
10	TARACHAND JAIN P						
	PAN :AAHPJ1237H						
	Opening Balance as on 01/04/2017	107200	3.573				
	Closing Balance as on 31/03/2018					107200	3.573
11	KAMALADEVI T						
	PAN :AAGPD2855A						
	Opening Balance as on 01/04/2017	102200	3.407				
	Closing Balance as on 31/03/2018					102200	3.407
12	REKHA H						
	PAN :ACEPJ0210F						
	Opening Balance as on 01/04/2017	90800	3.027				
	Closing Balance as on 31/03/2018					90800	3.027
13	MAHENDAR RAJ T						
	PAN :AAKPM0408Q						
	Opening Balance as on 01/04/2017	76000	2.533				
	Closing Balance as on 31/03/2018					76000	2.533
14	SUSILA G						
	PAN :AAWPS2135A						
	Opening Balance as on 01/04/2017	52000	1.733				
	Closing Balance as on 31/03/2018					52000	1.733
		1945600	64.85			1945600	64.85

GYAN DEVELOPERS & BUILDERS LIMITED

D) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No.	NAME	Opening Balance		Increase/Decrease		Closing Balance	
		Shares	%	Shares	%	Shares	%
1	SAMBATHRAJ JAIN MADHAN REKHA						
	PAN :AAKPM1966D						
	Opening Balance as on 01-04-2017	36400	1.213	-	-		
	Closing Balance as on 31-03-2018					36400	1.213
	CHANDRA SHEKAR REDDY K						
	PAN :3872						
	Opening Balance as on 01-04-2017	34900	1.163	-	-		
	Closing Balance as on 31-03-2018					34900	1.163
3	ABISHEK K						
	PAN :AQAPA1780B						
	Opening Balance as on 01-04-2017	33300	1.110	-	-		
	Closing Balance as on 31-03-2018					33300	1.110
4	SUDESH G						
	PAN :BAOPS2762N						
	Opening Balance as on 01-04-2017	20000	0.667	-	-		
	Closing Balance as on 31-03-2018					20000	0.667
5	RISHAB KUMAR K.						
	PAN :ALAPR5421K						
	Opening Balance as on 01-04-2017	19500	0.650	-	-		
	Closing Balance as on 31-03-2018					19500	0.650
6	VANDANA V						
	PAN :AADPV9197L						
	Opening Balance as on 01-04-2017	18900	0.630	-	-		
	Closing Balance as on 31-03-2018					18900	0.630
7	B PARAS DEVI						
	PAN :AELPD0586F						
	Opening Balance as on 01-04-2017	18800	0.627	-	-		
	Closing Balance as on 31-03-2018					18800	0.627
8	NIKITHA S						
	PAN :4493						
	Opening Balance as on 01-04-2017	16400	0.547	-	-		
	Closing Balance as on 31-03-2018					16400	0.547

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9	MEENA BAI						
	PAN :4483						
	Opening Balance as on 01-04-2017	15800	0.527	-	-		
	Closing Balance as on 31-03-2018					15800	0.527
10	RAJSHREE JAIN G						
	PAN :AACPJ8859Q						
	Opening Balance as on 01-04-2017	14490	0.483	-	-		
	Closing Balance as on 31-03-2018					14490	0.483
11	VSL SECURITIES PRIVATE LIMITED						
	PAN :AABCV4700G						
	Opening Balance as on 01-04-2017	13943	0.465				
	Closing Balance as on 31-03-2018					13943	0.465
12	KISHORE KUMAR D						
	PAN :AAOPK2078G						
	Opening Balance as on 01-04-2017	13500	0.450				
	Closing Balance as on 31-03-2018					13500	0.450
13	RAMU BEEMUNI						
	PAN :AKRPB2869B						
	Opening Balance as on 01-04-2017	13254	0.442				
	Closing Balance as on 31-03-2018					13254	0.442
14	QUANTA ENGINEERS & PROMOTERS (P) LTD						
	PAN :296						
	Opening Balance as on 01-04-2017	10000	0.333				
	Closing Balance as on 31-03-2018					10000	0.333
15	RAMAKRISHNA REDDY K						
	PAN :3842						
	Opening Balance as on 01-04-2017	9600	0.320				
	Closing Balance as on 31-03-2018					9600	0.320

GYAN DEVELOPERS & BUILDERS LIMITED

E) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	ASHOK RAJ T				
	At the beginning of the year	2,68,500	8.950	2,68,500	8.950
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease	-	-	-	-
	At the end of the year	2,68,500	8.950	2,68,500	8.950
2	SUNITA MAHENDAR RAJ				
	At the beginning of the year	159,800	5.327	159,800	5.327
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease				
	At the end of the year	159,800	5.327	159,800	5.327

V. INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	0	0	0	0
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

GYAN DEVELOPERS & BUILDERS LIMITED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.No.	Particulars of Remuneration	Name of MD/WTG/ Manager	Total Amount
ASHOK RAJ .T (MD)			
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	360,000	360,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit - others, specify	0	0
5	Others, please specify	0	0
	Total (A)	360,000	360,000
	Ceiling as per the Act	As prescribed under Companies Act, 2013 and rules made there under.	

GYAN DEVELOPERS & BUILDERS LIMITED

B. REMUNERATION TO OTHER DIRECTORS

S.No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mrs. M Sunitha	Mr. J Chandrasekar	Mr. S Vijayan	
1	Independent Directors	0	0	0	0
	Fee for attending board committee meetings	0	0	0	0
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (1)	0	0	0	0
2	Other Non-Executive Directors	0	0	0	0
	Fee for attending board committee meetings	0	0	0	0
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (2)	0	0	0	0
	Total (B)=(1+2)	0	0	0	0
	Total Managerial Remuneration	0	0	0	0
Overall Ceiling as per the Act		As prescribed under Companies Act, 2013 and rules made there under.			

GYAN DEVELOPERS & BUILDERS LIMITED

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S.No.	Particulars of Remuneration	Key Managerial Personnel	
		Mrs. M Sunitha CFO	Total
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	- as % of profit	0	0
	others, specify...	0	0
5	Others, please specify	0	0
	Total	0	0

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

By order of the Board
for GYAN DEVELOPERS & BUILDERS LIMITED

Place : Chennai
Date : 30-07-2018

Sd/-
T. Ashok Raj
Managing Director.
(DIN: 00575471)

Sd/-
Sunitha Mahendar Raj
Director & CFO
(DIN: 01751554)

GYAN DEVELOPERS & BUILDERS LIMITED

Annexure – B

Form AOC – 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

- (a) Name(s) of the related party and nature of relationship : NIL
- (b) Nature of contracts / arrangements / transactions : NA
- (c) Duration of the contracts / arrangements/transactions : NA
- (d) Salient terms of contracts or arrangements or transactions including the value, if any : NA
- (e) Justification for entering into such contracts or arrangements or transactions : NA
- (f) Date(s) of approval by the Board : NA
- (g) Amount paid as advances, if any : NA
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to Sec.188 : NA

2. Details of material contracts or arrangement or transactions at arm's length basis

- (a) Name of the related party and nature of relationship : A. SUMITHA, Wife of MD
- (b) Nature of contracts / arrangements / transactions : RENT
- (c) Duration of the contracts / arrangements/transactions : 01.04.2017 – 31.03.2018
- (d) Salient terms of contracts or arrangements or transactions including the value, if any : As mutually agreed
Rs.1,80,000/-
- (e) Justification for entering into such contracts or arrangements or transactions : NA
- (f) Date(s) of approval by the Board : 10.04.2017
- (g) Amount paid as advances, if any : NIL

By order of the Board
for **GYAN DEVELOPERS & BUILDERS LIMITED**

Place : Chennai
Date : 30-07-2018

Sd/-
T. Ashok Raj
Managing Director.
(DIN: 00575471)

Sd/-
Sunita Mahendar Raj
Director & CFO
(DIN: 01751554)

GYAN DEVELOPERS & BUILDERS LIMITED

Annexure – C

Form No.MR.3

Secretarial Audit Report

(For the financial year ended 31st March, 2018)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
GYAN DEVELOPERS AND BUILDERS LIMITED
Gyan Kiran, Door No. 6, Hanumantharao Street,
T. Nagar Chennai - 600 017.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Gyan Developers And Builders Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Gyan Developers And Builders Limited ("**The Company**") for the financial year ended on 31st March, 2018 according to the provisions of:

- 1) The Companies Act, 2013 (**the Act**) and the Rules made thereunder.
- 2) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**")

GYAN DEVELOPERS & BUILDERS LIMITED

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employees stock Option Scheme and Employee stock purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- 6) Following other laws applicable specifically to the company:
- (a) Transfer of Property Act, 1882
 - (b) Indian Stamp Act, 1899
 - (c) Registration Act, 1908,

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange Ltd.

We further report that the applicable financial laws, such as the Direct and Indirect Tax Laws, have not been reviewed under our audit as the same falls under the review of statutory audit and by other designated professionals.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., subject to the following:

GYAN DEVELOPERS & BUILDERS LIMITED

- (i) The Company has not appointed a Company Secretary as required under the first proviso of sub-section 1 of Section 203 of the Companies Act 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (ii) In absence of Company Secretary the Company has not complied with Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, viz., appointment of Company Secretary as Compliance officer.

We further report that:

- i) the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- ii) adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting and other business which are not included in the Agenda are considered vide supplementary agenda subject to consent of the Board of Directors.
- iii) all the decisions at Board meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.
- iv) there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities.
- (iii) Foreign technical collaborations

**For A.K Jain & Associates
Company Secretaries**

**Balu Sridhar
Partner**

**FCS No. 5869
C. P. No. 3550**

**Place : Chennai
Date : 30-07-2018**

Annexure – D

MANAGEMENT ANALYSIS AND REVIEW REPORT

A. INDUSTRY STRUCTURE & DEVELOPMENT:

The real estate sector is one of the most globally recognized sectors. In India, real estate is the second largest employer after agriculture and is slated to grow at 30 per cent over the next decade. The real estate sector comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy. Sectors such as IT and ITeS, retail, consulting and e-commerce have registered high demand for office space in recent times. Office space demand in the country increased 23 per cent year-on-year in January-March 2018 with office space absorption at 11.4 million square feet during the quarter.

B. OPPORTUNITIES:

The Indian real estate market is expected to touch US\$ 180 billion by 2020. Housing sector is expected to contribute around 11 per cent to India's GDP by 2020. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs. New housing launches across top seven cities in India increased 27 per cent year-on-year in January-March 2018. India is expected to witness an upward rise in the number of real estate deals in 2018, on the back of policy changes that have made the market more transparent. Chennai residential market is believed to be associated with great potential in the coming time as the home prices in major residential areas are consistently increasing.

C. SEGMENT-WISE ANALYSIS

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

D. OUTLOOK:

Chennai will experience a surge in new completion mall spaces with over 1.5 msf of new malls being added. Chennai has seen extremely restrained development activities over the last few years, mostly due to strong preference by retailers for traditional high street locations. The various steps taken by the Centre including the introduction of Real Estate Regulation Act (RERA) and the Goods and Services Tax (GST) along with Real Estate Investment Trusts (REITs) have all been positive steps towards increasing transparency and boosting consumer confidence in the real estate market.

GYAN DEVELOPERS & BUILDERS LIMITED

E. THREATS, RISKS, AND CONCERNS

The role of public-private partnership (PPP) in promoting the growth of affordable housing cannot be negated. Unfortunately, the tedious approval process has been one of the major impediments to the development of this segment or the sector at large. At present, a project needs to be cleared by many departments, including the environment, fire, revenue and water departments, the traffic police, and so on. Rising fuel prices, labour cost, inflation have also been major concern for the growth of Company.

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. 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.

By order of the Board
for **GYAN DEVELOPERS & BUILDERS LIMITED**

Place : Chennai
Date : 30-07-2018

Sd/-
T. Ashok Raj
Managing Director.
(DIN: 00575471)

Sd/-
Sunita Mahendar Raj
Director & CFO
(DIN: 01751554)

GYAN DEVELOPERS & BUILDERS LIMITED

ANNEXURE - "E"

MANAGING DIRECTOR'S DECLARATION ON CODE OF CONDUCT :

As required by SEBI (LODR) Regulation 2015, the Managing Director's declaration for code of conduct is given below:

To

The Members of

GYAN DEVELOPERS & BUILDERS LIMITED

I, T Ashok Raj, Managing Director of the Company declare that all the Board members and Senior Management of the Company have affirmed compliance with the code of conduct.

for **GYAN DEVELOPERS & BUILDERS LIMITED**

Place : Chennai
Date : 30-07-2018

Sd/-

T.Ashok Raj
Managing Director
(DIN: 00575471)

GYAN DEVELOPERS & BUILDERS LIMITED

INDEPENDENT AUDITORS' REPORT

To
The Shareholders of
GYAN DEVELOPERS & BUILDERS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Gyan Developers and Builders Limited ('the company'), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give true

GYAN DEVELOPERS & BUILDERS LIMITED

and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control systems over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of company as at 31st march 2018, and its loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2018 issued by the Central Government in terms of sub-section (11) of section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

- d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) on the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act;
- f) in our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India.
- g) with respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to best of our information and according to the explanations given to us :
 - 1) the Company does not have any pending litigations which would impact its financial position;
 - 2) the Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - 3) there were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

For SURAJ DHOKA & ASSOCIATES
Chartered Accountants
FRN : 009707S

S/d
CA SURAJ KUMAR DHOKA
Partner
Memb No.206254

Place : Chennai
Date : 30-05-2018

GYAN DEVELOPERS & BUILDERS LIMITED

ADDITIONAL INFORMATION ANNEXED TO THE INDEPENDENT AUDITORS' REPORT

1. In respect of its Fixed assets:
 - (a) the Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets;
 - (b) in our opinion, all the Fixed Assets have been physically verified by the Management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies between the book records and Physical Verification were noticed;
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company only.
2. In respect of its inventories:
 - (a) The inventory comprising of lands have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
 - (b) The company has maintained proper records of inventories. In our opinion, there was no material discrepancy noticed on physical verification of inventories as compared to the books of accounts.
3. The company has taken loans from four related parties covered in the register maintained under section 189 of the Companies Act, 2013,
 - (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been taken from the related parties as listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company. In the current year, there is no provision/payment of interest as agreed mutually between the company and lenders.
4. The company has neither granted any loans or security nor it has made any investment or guarantee which violates the provisions of section 185 and 186 of the Companies Act, 2013.
5. The company has not accepted any deposits during the year.
6. The maintenance of cost records has not been prescribed by the Central Government.
7. In respect of statutory dues:
 - (a) According to the information and explanations given to us and the records examined by us, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including Income-tax, service-tax, customs duty, excise duty, VAT and cess wherever applicable.

GYAN DEVELOPERS & BUILDERS LIMITED

- (b) According to the records of the Company, there are no dues outstanding in respect of income-tax, service-tax, customs duty, excise duty, VAT and cess (as applicable) on account of any dispute.
8. The company has no borrowings from banks, financial institutions, government or by way of debentures as on March 31, 2018.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
10. As per the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.
11. The managerial remuneration has been paid in accordance with the provisions of section 197 of the Companies Act, 2013.
12. The company is not a chit fund company or a nidhi/mutual benefit fund/society.
13. Based on our examination of the records and the information & explanations given to us, all the transactions with related parties are in compliance with section 177 and 188 of Companies Act, 2013 and necessary details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
14. The company has not made any preferential or private allotment of shares nor issued any debentures during the year.
15. Based on our examination of the records and the information & explanations given to us, the company has not entered into any non-cash transactions with the directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For SURAJ DHOKA & ASSOCIATES
Chartered Accountants
FRN : 009707S

S/d
CA SURAJ KUMAR DHOKA
Partner
Memb No.206254

Place : Chennai
Date : 30-05-2018

GYAN DEVELOPERS & BUILDERS LIMITED

BALANCE SHEET AS AT 31.03.2018

	Notes No.	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
ASSETS				
1. Non-current assets				
(a) Property, plant and equipment	1	5,353,906	5,485,470	5,672,230
(b) Financial Assets				
(i) Loans	2	1,033,000	533,000	553,000
(c) Deferred Tax Asset (net)		291,968	303,214	292,708
Total non current assets		6,678,872	6,321,684	6,517,938
2. Current Assets				
(a) Inventories	3	24,301,591	26,705,380	26,944,906
(b) Financial Assets				
(i) Trade Receivables	4	4,691,312	11,686,312	7,200,000
(ii) Cash & Cash Equivalents	5	1,837,875	254,396	235,074
(iii) Loans	6	8,135,750	5,425,750	5,925,750
(c) Other Current Assets	7	565,176	19,698	19,698
Total current assets		39,531,704	44,091,536	40,325,429
Total Assets		46,210,576	50,413,220	46,843,367
EQUITY AND LIABILITIES				
1. Equity				
(a) Equity Share Capital	8	30,000,000	30,000,000	30,000,000
(b) Other Equity	9	9,405,501	8,030,894	7,712,657
Total Equity		39,405,501	38,030,894	37,712,657
2. Liabilities				
Non Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	10	NIL	NIL	NIL
Total non current liabilities		NIL	NIL	NIL
3. Current Liabilities				
(a) Financial Liabilities				
(i) Trade Payables	11	2,739,679	3,239,679	3,664,679
(b) Other current Liabilities	12	3,592,185	8,989,420	5,239,349
(c) Provisions	13	473,211	153,227	226,682
Total current liabilities		6,805,075	12,382,326	9,130,710
Total liabilities		6,805,075	12,382,326	9,130,710
Total Equity and Liabilities		46,210,576	50,413,220	46,843,367

The accompanying Notes are an integral part of the financial statement

Significant accounting policies

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As per our Report attached
For **SURAJ DHOKA & ASSOCIATES**
Chartered Accountants
FRN : 009707S

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

Sd/-
CA SURAJ KUMAR DHOKA
Partner
Memb No. 206254

Sd/-
T. ASHOK RAJ
Managing Director
DIN: 00575471

Sd/-
SUNITA MAHENDAR RAJ
Director & CFO
DIN: 01751554

Place : Chennai
Date : 30-05-2018

GYAN DEVELOPERS & BUILDERS LIMITED

PROFIT AND LOSS ACCOUNTS FOR THE PERIOD ENDED 31.03.2018

		As at 31.03.2018	As at 31.03.2017
I. Revenue Operations	14	15,239,940.00	10,763,600.00
II. Other Income	15	2,000,000.00	180,000.00
III. Total Revenue		17,239,940.00	10,654,000.00
IV. Expenses			
a. Purchase of Stock in Trade		NIL	NIL
b. Change in Inventory		10,013,393.00	7,199,546.00
c. Employees Benefit Expenses	16	1,800,000.00	1,825,450.00
d. Depreciation & Amortisation		131,564.21	271,560.10
e. Other Expenses	17	3,435,916.74	1,006,085.75
		15,380,873.95	10,302,641.85
V. Profit before Exceptional & Extraordinary Items and Tax		1,859,066.05	460,958.15
VI. Exceptional Items		NIL	
VII. Profit before Extraordinary Items & Tax		1,859,066.05	460,958.15
VIII. Extraordinary Items		NIL	NIL
IX. Profit before Tax (VII-VIII)		1,859,066.05	460,958.15
X. Tax Expenses		484,459.00	142,721.00
a. Current Year tax		473,211.00	153,227.00
b. Previous year		NIL	NIL
c. Deferred tax		11,248.00	(10,506.00)
d. Deferred tax prior periods		NIL	NIL
XI. Profit/(loss) for the period from continuing operation		1,374,607.05	318,237.15
XII. Profit/(Loss) from discontinuing operation		NIL	NIL
XIII. Tax Expenses of discontinuing operation		NIL	NIL
XIV. Profit/(loss) from discontinuing operation (after tax)		NIL	NIL
XV. Profit/(loss) for the period (XI + XIV)		1,374,607.05	318,237.15
XVI. Other comprehensive Income		NIL	NIL
XVII. Total comprehensive income/(loss)		1,374,607.05	318,237.15
XVI. Earnings per Equity Shares			
a. Basic		0.46	0.11
b. Diluted		0.46	0.11

The accompanying Notes are an integral part of the financial statement

Significant accounting policies

18

As per our Report attached
For **SURAJ DHOKA & ASSOCIATES**
Chartered Accountants
FRN : 009707S

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

Sd/-
CA SURAJ KUMAR DHOKA
Partner
Memb No. 206254
Place : Chennai
Date : 30-05-2018

Sd/-
T. ASHOK RAJ
Managing Director
DIN: 00575471

Sd/-
SUNITA MAHENDAR RAJ
Director & CFO
DIN: 01751554

GYAN DEVELOPERS & BUILDERS LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

	As at 31.03.2018	As at 31.03.2017		
Note 2 : Loans				
Other loans and Advances				
Unsecured , Considered good	NIL	NIL		
Deposits				
Others Deposits	1,033,000	533,000		
	<u>1,033,000</u>	<u>533,000</u>		
Note 3 : Inventories				
Finished goods valued at cost	24,301,591	26,705,380		
	<u>24,301,591</u>	<u>26,705,380</u>		
Note 4 : Trade Receivables				
Sundry Debtors	4,691,312	11,686,312		
	<u>4,691,312</u>	<u>11,686,312</u>		
Note 5 : Cash & Cash Equivalents				
1. Cash on Hand	371,562	127,912		
2. Bank Balance with Scheduled Banks in Current Accounts	1,466,313	126,483		
	<u>1,837,875</u>	<u>254,396</u>		
Note 6 : Loans				
a. Advance to Land Owners				
Unsecured, Considered good	8,135,750	5,425,750		
	<u>8,135,750</u>	<u>5,425,750</u>		
Note 7 : Other Current Assets				
Balance with Revenue Authority	19,698	19,698		
Advance Tax AY 18-19	540,000	NIL		
G C Daga and Co.,	5,478	NIL		
	<u>565,176</u>	<u>19,698</u>		
Note 8a : Share Capital				
Authorised				
50,00,000 Equity share of Rs.10/-each	<u>50,000,000</u>	<u>50,000,000</u>		
Issued, Subscribed & paid up				
30,00,000 Equity shares of Rs.10/-each	<u>30,000,000</u>	<u>30,000,000</u>		
Note 8b : Reconciliation of number of shares outstanding				
Equity Shares	Nos.	Rs.	Nos.	Rs.
Shares O/s. at the beginning of the year	3000000	30,000,000.00	3000000	30,000,000.00
Shares issues during the year	NIL	NIL	NIL	NIL
Shares bought back during the year	NIL	NIL	NIL	NIL
Shares O/s. at the end of the year	<u>3000000</u>	<u>30,000,000.00</u>	<u>3000000</u>	<u>30,000,000.00</u>

GYAN DEVELOPERS & BUILDERS LIMITED

Note 8c : Rights, preference and restriction attached to shares

The company has only one class of shares referred to as equity shares having a per value of Rs.10/-. Each holder of equity shares is entitled to vote per share. In the event of liquidation of the company, the holder of equity share will be entitled to receive remaining assets of the company after distribution of all preferential amounts, in proportional to their shareholding.

Note 8d : Details for holding more than 5% shares in the company

	<u>% Holding</u>	<u>Nos.</u>	<u>% Holding</u>	<u>Nos.</u>
Equity shares of Rs.10/- each fully paid				
Ashok Raj	8.95%	268,500	8.95%	268,500
Ashok Raj HUF	9.83%	295,000	9.83%	295,000
Sumitha A	6.75%	202,600	6.75%	202,600
Sunita M	5.33%	159,800	5.33%	159,800

Note 9 : Other equity

Surplus in the statement of profit & loss

Balance as at the beginning of the year	8,030,894	7,712,657
Add : Net profit/(loss) for the current period	1,374,607	318,237
Less : Depreciation on assets where useful life is NIL	-	-
Balance as at the end of the year	9,405,501	8,030,894
	<u>9,405,501</u>	<u>8,030,894</u>

Note 10 : Borrowings

Term Loan		
- * from Banks (Secured)	NIL	NIL
Unsecured Loans	NIL	NIL
	<u>NIL</u>	<u>NIL</u>

Note 11 : Trade Payables

Trade Payables - others	423,679	423,679
Trade Payables - Ganesh Builder (1st floor)	1,275,000	1,275,000
Trade Payables - Ganesh Builder (2nd floor)	1,041,000	1,041,000
Trade Payables - Sivabudham village UDS cum Flat	NIL	300,000
Trade Payables - Sivabudham village 2nd Floor Flat	NIL	200,000
	<u>2,739,679</u>	<u>3,239,679</u>

Note 12 : Other current liabilities

NEST Builders	3,582,185	NIL
Advance received from Land buyers	NIL	4,737,500
Land development and levelling charges payable		3,964,623
Audit Fees payable	10,000	47,250
TDS Payable	NIL	NIL
Salary Payable	NIL	240,000
Other Liabilities	NIL	47
	<u>3,582,185</u>	<u>8,989,420</u>

GYAN DEVELOPERS & BUILDERS LIMITED

Fixed Assets bifurcating into Tangible & Intangible

Particulars	GROSS BLOCK			DEPRECIATION			Debited to retained earnings in F.Y.2016-17	NET BLOCK	
	As at 01.04.2017	Additions during the year	As at 31.03.2018	As at 01.04.2017	Depreciation for the year	As at 31.03.2018		W.D.V as at 31.03.2018	As at 31.03.2017
1. Land	2,889,851.50	-	2,889,851.50	-	Not a depreciable asset	-	NIL	2,889,851.50	2,889,851.50
2. Building	2,444,203.56	-	2,444,203.56	175,406.00	Not a depreciable asset	175,406.00	NIL	2,268,797.56	2,268,797.56
3. Furniture I	129,920.10	-	129,920.10	127,758.70	NIL	127,758.70	NIL	2,161.40	2,161.40
4. Furniture II	9,500.00	-	9,500.00	6,499.16	882.86	7,382.01	NIL	2,117.99	3,000.84
5. Computer I	255,634.80	-	255,634.80	253,203.80	NIL	253,203.80	NIL	2,431.00	2,431.00
6. Computer II	29,300.00	-	29,300.00	25,725.76	2,298.46	28,024.22	NIL	1,275.78	3,574.24
7. Computer III	84,800.00	-	84,800.00	47,249.67	23,716.67	70,966.34	NIL	13,833.66	37,550.33
8. Printer	5,999.00	-	5,999.00	5,263.29	418.00	5,681.29	NIL	317.71	735.71
9. Hyundai Car	437,510.00	-	437,510.00	425,599.80	NIL	425,599.80	NIL	11,910.20	11,910.20
10. XUV 500	1,552,990.00	-	1,552,990.00	1,394,182.92	79,809.07	1,473,991.99	NIL	78,998.01	158,807.08
11. Honda Activa	64,185.00	-	64,185.00	34,858.06	9,497.98	44,356.04	NIL	19,828.96	29,326.94
12. Air-Conditioner I	280,635.55	-	280,635.55	275,022.84	NIL	275,022.84	NIL	5,612.71	5,612.71
13. Air-Conditioner II	28,500.00	-	28,500.00	21,312.30	2,349.72	23,662.02	NIL	4,837.98	7,187.70
14. Air-Conditioner III	68,000.00	-	68,000.00	20,067.67	12,591.45	32,659.12	NIL	35,340.88	47,932.33
15. Mobile phone I	10,350.00	-	10,350.00	9,835.13	NIL	9,835.13	NIL	514.87	514.87
16. Mobile phone II	7,441.00	-	7,441.00	5,560.00	NIL	5,560.00	1,732.18	148.82	148.82
17. Office Furn.& Fittings	796,338.65	-	796,338.65	780,411.88	NIL	780,411.88	NIL	15,926.77	15,926.77
Total	9,095,159.16	-	9,095,159.16	3,607,956.98	131,564.21	3,739,521.19	1,732.18	5,353,905.79	5,485,470.00
Previous Year	9,010,359.16	84,800.00	9,095,159.16	3,336,396.88	271,560.10	3,607,956.98	1,732.18	5,485,470.00	5,672,230.11

GYAN DEVELOPERS & BUILDERS LIMITED

Note 13 : Provisions

Provisions for Others

a. Provision for Income Tax	473,211	153,227
	<u>473,211</u>	<u>153,227</u>

Note 14 : Revenue from Operation

Sale of inventory	15,239,940	10,763,600.00
Commission Receipts	NIL	NIL
	<u>15,239,940</u>	<u>10,763,600.00</u>

Note 15 : Other Income

Compensation Received for Property Interest Receipts	2,000,000	NIL
	<u>2,000,000</u>	<u>NIL</u>

Note 16 : Employee Benefit Expenses

Salaries, Bonus & Benefits	1,560,000	1,560,000.00
Director Remuneration	2,40,000.00	240,000.00
Staff Refreshment	NIL	25,450.00
	<u>1,800,000</u>	<u>1,825,450.00</u>

Note 15 : Other Expenses

Accounting Charges	36,000	36,000
Advertisement	30,728	29,800
AGM Expenses	50,408	104,350
Books & Periodicals	NIL	NIL
Bad Debts	290,000	NIL
Bank Charges	2,848	NIL
Sales Promotion and Commission Expenses	2,000,000	NIL
Power & fuel	157,787	71,712
Insurance	43,887	7,670
Listing Fees	297,850	NIL
Legal & Professional Charges (a)	63,100	403,142
Printing & Stationery	10,702	5,050
Property & Water Tax	7,793	19,038
Postage & Stamps	NIL	65
ROC & XBRL Filing Charges	117,475	13,079
Telephone charges	31,476	36,520
Rent	180,000	180,000
Interest on T.D.S. and Income Tax	16,138	17,004
Xerox Expenses	198	2,268
Office Expenses	67,727	77,333
Repairs & Maintenance	31,800	NIL
Miscellaneous Expenses	NIL	3,055
	<u>3,435,917</u>	<u>1,006,086</u>

(a) Legal and professional includes Payment to Auditor

- for Statutory Audit	30,000.00	30,000.00
- for Tax Matters	NIL	NIL
- for Other Services	48,600.00	15,000.00
- Service Tax	4,500.00	6,750.00
	<u>63,100.00</u>	<u>51,750.00</u>

GYAN DEVELOPERS & BUILDERS LIMITED

Note 18: SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS.

I. Significant Accounting Policies

A. Company Overview:

Gyan Developers & Builders Limited is a public Limited company incorporated and domiciled in India and has its registered office at Gyan kiran, Door No. 6, Hanumantha Rao street, T. Nagar, Chennai- 600 017. The company's shares are listed in BSE Limited. The company is principally engaged in buying and selling of vacant land. The financial statements of the company for the year ended 31.03.2018 were approved and adopted by Board of Directors of the Company in its meeting held on 30.05.2018

B. Basis of preparation and presentation of financial statements:

The financial statements for the period upto 31.03.2017 were prepared in accordance with Accounting Standards notified under section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014 (previous GAAP). Pursuant to the mandatory requirement for adoption of Indian Accounting Standards (IND AS) as notified by Ministry of Corporate Affairs (MCA), the Company has prepared its financial statements for the year commencing 01-04-2017 in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time. The comparative figures in the financial statements with respect to the previous year have been restated in accordance with IND AS requirements. While preparing these financial statements, the Company has first prepared its opening Balance sheet as per IND AS requirements as at 01-04-2016.

C. First time adoption of IND AS

The financial statements for the year commencing 01-04-2017 are the first financial statements prepared in accordance with IND AS. The Reconciliation and description of the effect of transition from previous GAAP to IND AS on Equity, Statement of Profit and Loss are provided in Note No. 38. The Balance sheet as on the date of transition has been prepared in accordance with IND AS 101 - First time adoption of Indian Accounting Standards (IND AS). All applicable IND AS were applied consistently and retrospectively in preparation of the first IND AS Financial Statements with certain mandatory exceptions and voluntary exemptions for the specific cases as provided under IND AS 101.

A) Mandatory Exceptions from retrospective application

The Company has applied the following exceptions to the retrospective application of IND AS as mandatorily required under IND AS 101:

(i) Estimates

On assessment of the estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise the estimates under IND AS, as there is no objective evidence of an error in those estimates. However, estimates that were required under IND AS but not required under Previous GAAP are

GYAN DEVELOPERS & BUILDERS LIMITED

made by the Company for the relevant reporting dates reflecting conditions existing as at that date.

(ii) Classification and measurement of financial assets

The Company has evaluated the facts and circumstances existing on the date of transition to IND AS for the purpose of classification and measurement of financial assets and accordingly has classified and measured financial assets on the date of transition.

B) Voluntary Exemptions from retrospective application

IND AS 101 permits first-time adopters certain exemptions from retrospective application of certain requirements under IND AS. The Company has elected to apply the following optional exemptions from retrospective application:

(i) Deemed cost for property, plant and equipment and intangible assets

The Company has elected to measure all its property, plant and equipment and intangible assets at the Previous GAAP carrying amount as its deemed cost on the date of transition to IND AS.

(ii) Designation of previously recognised financial instruments

The company has designated all investment in an equity instruments at FVTOCI in accordance with IND AS 109, based on the assessment made on the date of transition to IND AS.

D. 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 increase in land development cost, Service charges & sale of land. During the year there is no revenue generated from Increase in land development cost and Service charges.

(a) Increase in Land Development Cost

Increase in Land Development cost is the difference between the amount received from Prospective buyer and amount paid to the vendor at initial stage.

(b) Service charges

Service Charges is the nature of income which is generated from making out the deal between the land seller and prospective buyer.

(c) Revenue from Sale of Land

Revenue from Sale of land is the difference between the cost of land purchased (inclusive of stamp duty and other charges) and Sale value of the land.

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E. Property, plant and equipment:

- i) Property, Plant and Equipment are stated at cost of acquisition net of accumulated depreciation/ amortization and impairment losses if any, except free hold land which is carried at cost less impairment losses if any. The cost comprises purchase prices, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.
- ii) The Company identifies the significant parts of plant and equipment separately which are required to be replaced at intervals. Such parts are depreciated separately based on their specific useful lives. The cost of replacement of significant parts are capitalized and the carrying amount of replaced parts are de-recognized. When each major inception/ overhauling is performed, its cost is recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any remaining carrying amount of the cost of the previous inspection/ overhauling (as distinct from physical parts) is de- recognized.
- iii) Other expenses on fixed assets including day to day repair and maintainance expenditure and cost of replacing parts that does not meet the captilization criteria in accordance with Ind AS 16 are charged to the statement of profit and loss for the period during which such expenses are incurred.
- iv) Depreciation has been provided on written down value method.
- v) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each reporting date and adjusted prospectively, if appropriate.
- vi) Upon first time adoption of Ind AS, the company has elected to measure all its property, plant and equipment at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1st April 2016.

E. Current or Non-Current classification

An Asset or liability is classified as current if it satisfies any of the following conditions:

- i) Asset or liability is expected to be realized in the company's normal settlement cycle.
- ii) Asset is intended for sale or consumption.
- iii) Asset or liability is held primarily for the purpose of trading.
- iv) Asset or liability is expected to be realized or settled within twelve months after reporting period.

F. Financial Instruments

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that

GYAN DEVELOPERS & BUILDERS LIMITED

are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

G. Financial Asset

- i) Financial asset comprise of investment in equity, trade receivables, cash and cash equivalents and other financial assets.
- ii) Depending upon the business model (i.e) nature of transactions for managing those financial assets and its contractual cash flow characteristics, the financial assets are initially measured at fair value and subsequently measured and classified at:
 - a) Amortized cost; or
 - b) Fair value through other comprehensive income (FVTOCI); or
 - c) Fair value through profit or loss (FVTPL); or
 - d) Amortised cost represents carrying amount on initial recognition at fair value plus or minus transaction cost.
- iii) The company classifies its financial assets for measurement as below

Basis of measurement	Financial Assets
Amortised cost	Trade receivables, loans and advances given to employees and related parties, deposits and other advances recoverable in cash or kind.

- iv) The company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. On derecognition of a financial asset or part thereof, the difference between the carrying amount measured at the date of recognition and the consideration received including any new asset obtained less any new liability assumed shall be recognized in the statement of profit and Loss.
- v) The company assesses at each balance sheet date whether the financial asset or group of financial assets is impaired. IND AS 109 requires expected credit losses to be measured through a loss allowance. The company recognizes lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition

H. Financial liability

- i) Financial liabilities comprise of Borrowings from Banks, Trade payables, Derivative financial instruments, financial guarantee obligation and other financial liabilities.

GYAN DEVELOPERS & BUILDERS LIMITED

- ii) The company measures its financial liabilities as below:

Basis of Measurement	Financial Liability
Amortised cost	Borrowings, trade payables, interest accrued, Unclaimed / Disputed dividends, security deposits and other financial liabilities not for trading

- iii) Financial liabilities are derecognized when and only when it is extinguished (i.e) when the obligation specified in the contract is discharged or cancelled or expired.
- iv) Upon derecognition of its financial liabilities or part thereof, the difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid including any non cash assets transferred or liabilities assumed is recognized in the statement of profit or loss.

I. Impairment:

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, then 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.

J. 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 II to the Companies Act, 2013. Depreciation is provided from the date of capitalization till the date of sale of assets. 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 since these assets are not used in the business either for production, or supply of goods and services for rental to others or for administrative purposes.

K. Land Owner's Account:

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 if the agreement is cancelled or due to any change in the cost of the land.

L. Inventories:

The inventories are valued at cost. Inventory of the Company comprises of Lands purchased. Cost of the inventory shall also include the land development expenses incurred by the Company. Land development expenses are incurred for leveling of the land which is incidental for selling of the land.

M. Recognition of Income and Expenditure:

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

N. 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.

O. Taxation

Tax expense comprises current tax and deferred tax.

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 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.

P. 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.

Q. 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.

GYAN DEVELOPERS & BUILDERS LIMITED

R. Provisions and Contingent Liabilities:

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 based on technical evaluation and past experience. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not provided for in the accounts and are disclosed by way of Notes.

S. Cash Flow Statement:

Cash Flow Statement has been prepared under indirect method, as prescribed in Accounting Standard 3. 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.
2. In the opinion of the Board, 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, advance to land owners and payments received from customers are based on external confirmations.
4. Amounts due to Micro, Small & Medium Enterprises is Rs. NIL as at 31.03.2018 (Previous year Rs.NIL).
5. In the opinion of the Board there is no contingent liability of the company.
6. No provision has been made for gratuity liability for the period as the payment of Gratuity Act is not applicable.

7. Related Party Disclosures:

Key managerial personnel :

Mr. T. Ashok Raj (Managing Director)
Mrs M Sunita (Director)
Mr. S. Vijayan (NEI Director)
Mr. J. Chandra Sekar (NEI 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 :

GYAN DEVELOPERS & BUILDERS LIMITED

	Current Year	Previous Year
1. Director's Remuneration		
- Mr. T. Ashok Raj	Rs.2,40,000/-	Rs.2,40,000/-
2. Allowances to Director		
- Mr. T. Ashok Raj	Rs.1,20,000/-	Rs.1,20,000/-
3. Rent		
- Mrs. A. Sumitha	Rs.1,80,000/-	Rs.1,80,000/-

8. 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.

9. Segment Reporting:

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

10. 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.	13,74,607.05/-
Weighted Average no. of Equity Shares		30,00,000
Nominal value of Shares	Rs.	10/-
Basic and Diluted EPS	Rs.	0.46/-

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

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

As per our Report attached

For SURAJ DHOKA & ASSOCIATES
Chartered Accountants
FRN : 009707S

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

Sd/-
CA SURAJ KUMAR DHOKA
Partner
Memb No. 206254

Sd/-
T. ASHOK RAJ
Managing Director
DIN: 00575471

Sd/-
SUNITA MAHENDAR RAJ
Director & CFO
DIN: 01751554

Place : Chennai
Date : 30-05-2018

GYAN DEVELOPERS & BUILDERS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018

	For the year Ended	
	31.03.2018	31.03.2017
A. Cash Flow from Operating Activities :		
Net profit before tax and extraordinary items	1,859,066.05	460,958.15
Adjustment for :		
Depreciation	131,564.21	271,560.10
Loss/(profit) on sale of property, plant and equipment	NIL	NIL
Interest income	NIL	NIL
Operating Profit before Working Capital changes	1,990,630.26	732,518.25
Change in Working Capital		
(Increase)/ decrease in Trade & Other Receivables	3,239,522.00	(3,966,312.00)
(increase)/ decrease in Inventories	2,403,789.00	239,526.00
Increase / (decrease) in Trade & Other Payables	(5,897,235.00)	3,325,071.00
Cash Generated from Operations	1,736,706.26	330,803.25
Direct Taxes Paid	(153,227.00)	(226,682.00)
Cash Flow before Extra-ordinary Items	1,583,479.26	104,121.25
Extra-ordinary Items	NIL	NIL
Net Cash flow from Operating Activities	1,583,479.26	104,121.25
B. Cash flow from Investing Activities		
Purchase of Fixed Assets	NIL	(84,800.00)
Sale of Fixed Assets	NIL	NIL
Interest Receipts	NIL	
Net Cash flow from Investing Activities		(84,800.00)
C. Cash flow from Financing Activities		
Repayment of long term borrowings	NIL	NIL
Net cash flow from Financing Activities	-	
Net increase / Decrease in cash and cash equivalents	1,583,479.26	19,321.25
Cash and cash equivalents at the beginning of the year	254,395.55	235,074.30
Cash and cash equivalents at the end of the year	1,837,874.81	254,395.55

Notes:

- 1 Cash and cash equivalents include cash and bank balances.
- 2 Figures in brackets indicate cash outgo.
- 3 Figures for the Previous Year have been regrouped /rearranged wherever found necessary.
- 4 The above cash has been prepared under indirect method in accordance with the accounting standards 3 as notified U/s.211(3C) of the companies act,1956.

As per our Report attached
For **SURAJ DHOKA & ASSOCIATES**
Chartered Accountants
FRN : 009707S

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

Sd/-
CA SURAJ KUMAR DHOKA
Partner
Memb No. 206254
Place : Chennai
Date : 30-05-2018

Sd/-
T. ASHOK RAJ
Managing Director
DIN: 00575471

Sd/-
SUNITA MAHENDAR RAJ
Director & CFO
DIN: 01751554



GYAN DEVELOPERS & BUILDERS LIMITED

CIN: L70101TN1992PLC022624

Gyan Kiran, Door No. 6, Hanumantharao Street, T. Nagar, Chennai – 600017.

Tel: 044-28157644, e-mail: gyandevelopers@yahoo.com

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered address :

E-mail Id :

Folio No./Client Id & DP. Id :

I/We, being the Member(s) ofshares of the above named Company, hereby appoint

1. Name : Address :

Email Id : Signature :, or failing him

2. Name : Address :

Email Id : Signature :, or failing him

3. Name : Address :

Email Id : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the company, to be held on Thursday, the 27th day of September, 2018 at 10.00 A.M. at The Chartered Accountants Study Circle, No. 2 L, Rear Block, Prince Arcade, 22-A, Cathedral Road, Chennai - 600 086 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1.	To receive, consider and adopt the Audited Balance Sheet as at 31.03.2018, the Profit and Loss Account and Cash flow statement of the Company for the period ending 31.03.2018 and the reports of the Directors and Auditors.
2.	To appoint a Director in the place of Mrs. Sunita Mahender Raj, (DIN: 01751554), who retires by rotation and being eligible, offers herself for re-appointment.
3.	To ratify the appointment of M/s. Suraj Dhoka & Associates., Chartered Accountants (FRN: 009707S) as the Statutory Auditors and fix their remuneration.
4.	Re-appointment of Mr. T Ashok Raj as Managing Director
5.	Re-appointment of Mr. J Chandrasekar as Independent director for second term.
6.	Re-appointment of Mr. S Vijayan as Independent director for second term

Signed this..... day of September 2018

Affix
Re.1/-
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



GYAN DEVELOPERS AND BUILDERS LIMITED

CIN: L70101TN1992PLC022624

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Tel: 044-28157644, e-mail: gyandevlopers@yahoo.com

26th GENERAL MEETING ATTENDANCE SLIP

Name and Address of the Shareholder:

No. of Shares :

I hereby record my presence at the 26th Annual General Meeting of the company held on Thursday, the 27th day of September, 2018 at 10.00 A.M. at The Chartered Accountants Study Circle, No. 2 L, Rear Block, Prince Arcade, 22-A, Cathedral Road, Chennai - 600 086.

Member's Folio / *DPID-Client ID No.

Member's / Proxy's Name
in Block Letters

Member's / Proxy's
Signature

*Applicable for investors holding shares in electronic form

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password/PIN

Note: PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL