



# GYAN

**DEVELOPERS & BUILDERS LTD.**

CIN: L70101TN1992PLCO22624

GSTIN: 33AAACG2558G1ZW

**Registered Office:**

**"GYAN KIRAN"**

6, Hanumantha Rao Street,  
North Usman Road,

T.Nagar, Chennai - 600 017.

Ph : 28157644, 9381003930

07/09/2020

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

Dear Sir / Madam,

Sub: Annual Report of Annual General Meeting of the Company

Pursuant to Regulation 34 of SEBI (LODR) Regulations 2015, enclosed is Annual Report for the year ended March 31, 2020

We request you to take note of the same.

Thanking You  
Yours Faithfully

For GYAN DEVELOPERS AND BUILDERS LIMITED

T Ashok Raj  
Managing Director

## **CORPORATE INFORMATION**

**(2019-20)**

### **BOARD OF DIRECTORS**

T. ASHOK RAJ	- Managing Director
S. VIJAYAN	- Director (NEID)
M. SUNITA	- Director & CFO
J. CHANDRA SEKAR	- Director (NEID)
CIN	- L70101TN1992PLC022624
REGISTERED OFFICE	- Gyan Kiran, Door No.6, Hanumantha Rao Street T.Nagar, Chennai – 600 017 E-mail: <a href="mailto:gyandevelopers@yahoo.com">gyandevelopers@yahoo.com</a>
BANKER	- Tamil Nadu Mercantile Bank Ltd. Chennai - 600 017
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: <a href="mailto:corpserv@iepindia.com">corpserv@iepindia.com</a>
BSE SCRIP CODE No	- 530141
DEMAT ISIN	- INE - 487G01018
AUDITORS	- SURAJ DHOKA & ASSOCIATES Chartered Accountants No.168 Mint Street, Manibhadra Enclave, 2 <sup>nd</sup> Floor, Sowcarpet, Chennai 600079. Email id: <a href="mailto:surajda2007@gmail.com">surajda2007@gmail.com</a>

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**NOTICE TO MEMBERS**

Notice is hereby given that the **TWENTY EIGHTH ANNUAL GENERAL MEETING** of the Members of **M/s. GYAN DEVELOPERS AND BUILDERS LIMITED** will be held on Wednesday, the 30<sup>th</sup> day of September 2020, at 05.00 P.M. through video conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2020, the Profit and Loss Account and Cash flow statement of the Company for the period ending 31.03.2020 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.

By Order of the Board  
For **GYAN DEVELOPERS AND BUILDERS LIMITED**

Place: Chennai  
Date: 05.09.2020

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

**NOTES**

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue. The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means i.e., remote e-voting and voting on the date of the AGM.

2. Information pursuant to Regulation 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS2) with respect of the Directors seeking appointment /re-appointment, as the case may be, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

4. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

5. Regulation 12 and Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 among other things, mandates the usage of electronic payment instruments, companies whose securities are listed on the stock exchanges shall maintain requisite bank details of their investors. Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also provides that only in cases where MICR, IFSC Code required for making electronic payment are not available or the electronic payments instructions have failed or have been rejected by the Bank, companies / R&STA can make cash payments (i.e. dividend warrants) to investors. However, even while making such payments, companies shall mandatorily print the bank account details of the investors on such electronic payments. In view of the above circular, investors may note the following advice -

A) Investors holding shares in physical mode are requested to intimate / update the bank account details viz, Bank Name, Bank Branch, Account Number, MICR No., IFSC Code along with a copy of the cancelled cheque to the company / R&STA for updating the records.

B) Investors holding shares in demat mode are requested to intimate / update the bank account details along with other details as may be required by their concerned Depository Participant.

6. Register of Members and the Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2020, to 30<sup>th</sup> September, 2020 (both days inclusive).

7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 7 days before the meeting on [gyandevlopers@yahoo.com](mailto:gyandevlopers@yahoo.com) so as to enable the Management to keep the information ready. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote at the AGM)

8. Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent of the Company:

- A) Any change in their address / mandate / bank details
- B) Particulars of their bank account, in case they have not been sent earlier
- C) Nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not been sent earlier
- D) Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account

As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents for assistance in this regard.

9. Members, holding shares in electronic form, may please note that, as per the applicable regulations of the Depositories, the bank details as furnished by the respective Depositories to the Company will be printed on the dividend warrants issued from time to time. The Company will not entertain any direct request from such members for deletion of / change in such bank details. Further, instructions if any, already given by members in respect of shares in physical form will not be automatically applicable to the dividend payable on shares in electronic form.

Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, directly to their Depository Participants. Members holding shares in electronic form are requested to advise change of their address and nomination to their Depository participants.

10. In compliance with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019 - 2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019 - 2020 will also be available, website of the Stock Exchange i.e. BSE Limited at ([www.bseindia.com](http://www.bseindia.com)) and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)

11. The physical copies of such documents will also be available at the company's registered office in Chennai for inspection during normal business hours on working days. For any communication in this regard, members may send their requests to [gyandevlopers@yahoo.com](mailto:gyandevlopers@yahoo.com)

12. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

13. In compliance with provisions of Section 108 of the Companies Act, 2013, read with 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 28<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

14. The facility of casting the votes by the members/ shareholders using an electronic voting system from a place other than venue of the AGM ('remote e-voting') and for poll during the meeting will be provided by Central Depository Services (India) Limited (CDSL e-Voting System).

15. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

16. The remote e-voting period commences on 26th September, 2020 (9.00 a.m. Indian Standard Time) and ends on 29th September, 2020 (5.00 p.m. Indian Standard Time). During this period, shareholders' of the Company, holding shares whether in physical form or in dematerialized form, as on the cutoff date i.e. 23rd September, 2020 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

17. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

18. The Instructions for Shareholder for Remote E-Voting are as under:-

- a) Visit the e-Voting website. Open web browser by typing the following URL: <https://www.evotingindia.com/> either on a Personal Computer or on a mobile.
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' module.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

(OR)

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- d) Next enter the Image Verification as displayed and Click on Login
- e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:
  - i) Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  
Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
  - ii) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  
  
If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

**19. To cast your vote electronically on CDSL E-Voting System.**

- a. After successful login, you will reach Company selection screen.
- b. Click on the EVSN for GYAN DEVELOPERS AND BUILDERS LIMITED
- c. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- d. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- e. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



f. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

g. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

h. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

i. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile

20. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

a) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

b) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

21. Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at

the email address viz; [gyandevelopers@yahoo.com](mailto:gyandevelopers@yahoo.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

22. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date of 23rd September, 2020.

23. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2020 may obtain the login ID and password by sending an email to [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in) by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.

24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

25. The Company has appointed Mr. Pankaj Mehta (M.No. A29407, CP.No. 10598), Partner, A. K. Jain & Associates, Company Secretaries in Practice, as Scrutiniser to scrutinize the 'remote e-voting' process and voting at the AGM, in a fair and transparent manner

26. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, 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. The Scrutinizer shall within 48 hours of conclusion of the meeting submit a consolidated Scrutinizer report of the total votes cast in favour or against, if any, to the Chairman of the meeting or any other Director authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.

27. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., 30<sup>th</sup> September 2020. The results along with the Scrutinizer Report shall be placed on the website of the Company [www.gyandevelopers.com](http://www.gyandevelopers.com) and on the website of CDSL <https://www.evotingindia.com/> immediately after the declaration of result by the Chairman of the meeting or any other director authorized by him in writing. The results shall also be communicated to the Stock Exchange viz, BSE Limited, Mumbai.

28. Instructions for Shareholders for attending the AGM through VC/OAVM are as under:

i) Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at the weblink: <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

ii) Facility of joining the AGM through VC / OAVM shall open 15 minutes before and after the scheduled time of the commencement of the Meeting and the facility will be available for 1000 Shareholders on a first come first served basis.

However, the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the

Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are not restricted on first come first served basis

Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

iii) Further, shareholders will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.

iv) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number / folio number, email id, mobile number at [gyandevolvers@yahoo.com](mailto:gyandevolvers@yahoo.com) from September 23, 2020 (9:00 hrs IST) to September 28, 2020 (17:00 hrs IST). The shareholders who do not wish to speak during the AGM but have queries may send their queries in within the above mentioned time period prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [gyandevolvers@yahoo.com](mailto:gyandevolvers@yahoo.com).

vi) Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

29. The instructions for shareholders for e-voting on the day of the AGM are as under:-

i) The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.

ii) Only those shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholder have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholder shall be considered invalid, as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

30. Other Instructions

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

31. Particulars of directors seeking Appointment/re-appointment in this Annual General Meeting as required to be furnished under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

<b>NAME OF THE DIRECTOR</b>	<b>SUNITA MAHENDAR RAJ</b>
Date of Birth	12.08.1973
Date of Appointment on the Board as a Director	02.12.2003
Qualification	Intermediate
List of Outside Directorships held	Nil
Chairman / Member of the committees of the Board of Directors of the company	Nil
No of shares held in company	159800

**DIRECTORS REPORT**

Your Directors have pleasure in presenting the Twenty Eighth Annual Report together with Audited accounts for the year ended 31.03.2020

**1. FINANCIAL RESULTS:**

The summarized financial results for the year ended 31.03.2020 and for the previous year 31.03.2019 are as under:

(In Rs.)		
Particulars	2019-2020	2018-2019
Total revenue	8,345,280.00	14,793,210.00
Total expenditure	7,586,774.19	14,110,454.87
Profit before tax	758,505.81	6,82,755.13
Less: Tax expenses		
Current Year	171,413.00	1,51,063
Previous Year	5,427.00	NIL
Deffered Tax	24,841.00	34,443
Profit (Loss) after tax	556,824.81	4,97,249.13
<b>Surplus account</b>		
Balance as per the balance sheet	99,02,750.13	9,405,501.00
(a) Add: Profit for the year	556,824.81	4,97,249.13
(b) Less: Depreciation on assets where useful life is NIL	-	-
Balance as at the end of the year	10,459,574.94	99,02,750.13

**2. FINANCIAL OVERVIEW:**

During the year under review, the total revenue of your company was Rs.8,345,280.00/- as compared to previous year revenue of Rs.14,793,210/-. The net profit for the year after tax is Rs.556,824.81 as against previous year profit of Rs.4,97,249.13/-.

**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, 2020. Hence, the details and performance thereof does not arise.

**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 31.03.2020 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.

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.

### **B. MEETINGS**

During the year under review, the Board of Directors met 6 times on 10.04.2019, 29.05.2019, 31.07.2019, 07.11.2019, 17.12.2019 and 10.02.2020 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:

**GYAN DEVELOPERS AND BUILDERS LIMITED, Chennai - 600017**

S.No	Name of the Directors	Designation & Category	No. of Meetings in the year 2019-20		Attended 27 <sup>th</sup> AGM	No. of other Directorship in other Public/ Private Companies	No. of other Directorship in other Public/ Private Companies
			Held	Attended			
1	Mr. T. Ashok Raj	Managing Director	6	6	Yes	Nil	Nil
2	Mr. S. Vijayan	Director (NEID)	6	6	Yes	Nil	Nil
3	Mrs. M. Sunita	Director (NED)	6	6	Yes	Nil	Nil
4	Mr. J. Chandrasekar	Director (NEID)	6	6	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 6 times during the year on 10.04.2019, 29.05.2019, 31.07.2019, 07.11.2019, 17.12.2019 and 10.02.2020. The composition of the Audit Committee and details of meeting held are provided hereunder:

Name of Directors	Designation	Category	No. of Meetings	
			Held	Attended
Mr. J Chandrasekar	Chairman	NEID	6	6
Mr. S. Vijayan	Member	NEID	6	6
Mrs. M. Sunita	Member	NED	6	6

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.

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, 4 meetings of the Committee were held on 29.05.2019, 31.07.2019, 07.11.2019 and 10.02.2020. 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.



**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 25<sup>th</sup> Annual General Meeting held on 14.09.2017, subject to ratification by members at every subsequent Annual General Meeting. 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.

Pursuant to notification of the Companies (Amendment) Act, 2017 on 7<sup>th</sup> May, 2018, the first proviso to Section 139 relating to the ratification of appointment of Statutory Auditors by the members at every General Meeting was omitted. Consequently, the ratification of appointment of M/s. Suraj Dhoka & Associates as Statutory Auditors is not required.

**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, 2020. The Secretarial Audit Report (in Form MR-3) is attached as **Annexure "B"** to this Report.

**17. REPLY TO SECRETARIAL AUDITOR REMARKS:**

<b>Auditors Observation</b>	<b>Reply to Observation</b>
(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.	Your Company is taking necessary steps to appoint a Company Secretary in terms of Section 203 of the Companies Act, 2013.
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	
The Company does not maintain a functional website as prescribed under Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The company is taking necessary steps to develop a functional website and will be deployed at the earliest.

**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 C'.

**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 2019-2020 is given in "Annexure D".

**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 2019-2020 which were in conflict with the interest of the Company. Details of transaction are provided in Form AOC-2 which is attached as "Annexure E".

**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 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. SECRETARIAL STANDARDS:**

The Company has complied with the applicable secretarial standards viz., SS-1 on meetings of Board of Directors and SS-2 on General Meetings issued by Institute of Company Secretaries of India as per section 118 (10) of the Companies Act, 2013.

**29. 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 AND BUILDERS LIMITED**

Place: Chennai  
Date: 04/09/2020

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

Sd/-  
SUNITA MAHENDAR RAJ  
Director  
(DIN: 01751554)

**FORM NO. MGT-9  
EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31/03/2020**

[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: 93810 03930 / 9677116250
(vi)	Whether listed Company	Yes
(vii)	Name and Address of Registrar & Transfer Agents ( RTA )	Integrated Registry Management Services Pvt. Ltd. "Kences Towers", No. 1 Ramakrishna Street, T. Nagar, Chennai – 600 017 Tel: 044 – 2814 0901 / 03 E-mail 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 & ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
NIL			

**IV. SHARE HOLDING PATTERN:**

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	1945600	0	1945600	64.85	1945600	0	1945600	64.85	0.00
b	Central Government									
c	State Government									
d	Bodies Corporate									
e	Financial Institutions/Banks									
f	Any other(specify)									
	<b>SUB TOTAL A(1)</b>	<b>1945600</b>	<b>0</b>	<b>1945600</b>	<b>64.85</b>	<b>1945600</b>	<b>0</b>	<b>1945600</b>	<b>64.85</b>	<b>0.00</b>

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(2)	Foreign									
a	Individual (Non-resident/foreign)									
b	Bodies corporate									
c	Institutions									
d	Qualified Foreign Investor									
e	Any other(specify)									
	<b>SUB TOTAL A(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding of promoter and Promoter Group(A)=A(1)+A(2)</b>	<b>1945600</b>	<b>0</b>	<b>1945600</b>	<b>64.85</b>	<b>1945600</b>	<b>0</b>	<b>1945600</b>	<b>64.85</b>	<b>0.00</b>
<b>B</b>	<b>Public Shareholding</b>									
<b>(1)</b>	<b>Institutions</b>									
a	Mutual funds/UTI									
b	Financial Institutions/Banks									
c	Central Government									
d	State Government(s)									
e	Venture Capital Funds									
f	Insurance Companies									
g	Foreign Institutional Investors									
h	Foreign Venture Capital Investors									
i	Qualified Foreign Investor									
j	Any other(specify)									
	<b>SUB TOTAL B(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(2)</b>	<b>Non-Institutions</b>									
a	Bodies Corporate (Indian / foreign / Overseas)	16495	14200	30695	1.02	15746	14200	29946	1.00	(0.02)
b	Individuals (Resident/NRI/Foreign National)									
(i)	Individual shareholders holding Nominal share Capital upto Rs.1 Lakh	352511	429400	781911	26.06	352918	418100	771018	25.70	(0.36)
(ii)	Individual shareholders holding Nominal share Capital above Rs.1 Lakh	174644	67100	241744	8.06	186287	67100	253387	8.45	0.39
c	Qualified Foreign Investor									
d	Any other(specify)									
d(i)	CORPORATE CM/TM - CLIENT MARGIN A/C	50	0	50	0.00	0	0	0	0.00	(0.00)
	BODY CORPORATE-CLIENT COLLATERAL ACCOUNT	0	0	0	0.00	49	0	49	0.00	0.00
	<b>SUB TOTAL B(2)</b>	<b>543700</b>	<b>510700</b>	<b>1054400</b>	<b>35.15</b>	<b>555000</b>	<b>499400</b>	<b>1054400</b>	<b>35.15</b>	<b>0.00</b>
	<b>Total Public Share Holding (B)=B(1)+B(2)</b>	<b>543700</b>	<b>510700</b>	<b>1054400</b>	<b>35.15</b>	<b>555000</b>	<b>499400</b>	<b>1054400</b>	<b>35.15</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>2489300</b>	<b>510700</b>	<b>3000000</b>	<b>100.00</b>	<b>2500600</b>	<b>499400</b>	<b>3000000</b>	<b>100.00</b>	<b>0.00</b>
C	Shares held by Custodians and against which Depository Receipts have been issued									
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>2489300</b>	<b>510700</b>	<b>3000000</b>	<b>100.00</b>	<b>2500600</b>	<b>499400</b>	<b>3000000</b>	<b>100.00</b>	<b>0.00</b>

**SHAREHOLDINGS OF PROMOTERS**

SI No.	Shareholder's Name	Shareholding at the beginning of year			Share holding at the end of the year			% change in shareholding 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

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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
		<b>1945600</b>	<b>64.84</b>		<b>1945600</b>	<b>64.84</b>		<b>0.000</b>

**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 01-04-2019	295000	9.833				
	Closing Balance as on 31-03-2020					295000	9.833
2	ASHOK RAJ T						
	PAN: AAEP4186H						
	Opening Balance as on 01-04-2019	268500	8.950				
	Closing Balance as on 31-03-2020					268500	8.950
3	SUMITHA A						
	PAN: AASPS4149J						
	Opening Balance as on 01-04-2019	202600	6.753				
	Closing Balance as on 31-03-2020					202600	6.753
4	MRS SUNITA						
	PAN: AZFPS8371N						
	Opening Balance as on 01-04-2019	159800	5.327				
	Closing Balance as on 31-03-2020					159800	5.327
5	MR. T MAHENDAR RAJ HUF						
	PAN :AAAHT4606B						
	Opening Balance as on 01-04-2019	125100	4.170				
	Closing Balance as on 31-03-2020					125100	4.170
6	KAVITHA N						
	PAN :AJXPK4306P						
	Opening Balance as on 01-04-2019	125000	4.167				
	Closing Balance as on 31-03-2020					125000	4.167
7	MR. P TARACHAND AND SONS HUF						
	PAN :AAIHP4293G						
	Opening Balance as on 01-04-2019	124000	4.133				
	Closing Balance as on 31-03-2020					124000	4.133
8	HARISH KUMAR T HUF						
	PAN: AAAHT7548E						
	Opening Balance as on 01-04-2019	109900	3.663				
	Closing Balance as on 31-03-2020					109900	3.663
9	HARISH KUMAR T						
	PAN :AAKPK6782H						
	Opening Balance as on 01-04-2019	107500	3.583				
	Closing Balance as on 31-03-2020					107500	3.583
10	MR. TARACHAND JAIN						
	PAN :AAHPJ1237H						
	Opening Balance as on 01-04-2019	107200	3.573				
	Closing Balance as on 31-03-2020					107200	3.573
11	Name: MRS. KAMALA DEVI						
	PAN :AAGPD2855A						
	Opening Balance as on 01-04-2019	102200	3.407				
	Closing Balance as on 31-03-2020					102200	3.407
12	REKHA H						
	PAN :ACEPJ0210F						
	Opening Balance as on 01-04-2019	90800	3.027				
	Closing Balance as on 31-03-2020					90800	3.027
13	MR MAHENDARRAJ						
	PAN :AAKPM0408Q						
	Opening Balance as on 01-04-2019	76000	2.533				
	Closing Balance as on 31-03-2020					76000	2.533
14	SUSILA G						
	PAN :AAWPS2135A						
	Opening Balance as on 01-04-2019	52000	1.733				
	Closing Balance as on 31-03-2020					52000	1.733

**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 01-04-2019	36400	1.21				
	Closing Balance as on 31-03-2020					36400	1.21
2	CHANDRA SHEKAR REDDY K						
	PAN :3872						
	Opening Balance as on 01-04-2019	34900	1.16				
	Closing Balance as on 31-03-2020					34900	1.16
3	ABISHEK K						
	PAN :AQAPA1780B						
	Opening Balance as on 01-04-2019	33300	1.11				
	Closing Balance as on 31-03-2020					33300	1.11
4	SUDESH G						
	PAN :BAOPS2762N						
	Opening Balance as on 01-04-2019	20000	0.67				
	Closing Balance as on 31-03-2020					20000	0.67
5	RISHAB KUMAR K.						
	PAN :ALAPR5421K						
	Opening Balance as on 01-04-2019	19500	0.65				
	Closing Balance as on 31-03-2020					19500	0.65
6	VANDANA V						
	PAN :AADPV9197L						
	Opening Balance as on 01-04-2019	18900	0.63				
	Closing Balance as on 31-03-2020					18900	0.63
7	B. PARAS DEVI.						
	PAN :AELPD0586P						
	Opening Balance as on 01-04-2019	18800	0.63				
	09-08-2019			-900.00	-0.03	17900	0.60
	Closing Balance as on 31-03-2020					17900	0.60
8	NIKITHA S						
	PAN :CXSPS1546R						
	Opening Balance as on 01-04-2019	16400	0.55				
	Closing Balance as on 31-03-2020					16400	0.55
9	MEENA BAI						
	PAN :4483						
	Opening Balance as on 01-04-2019	15800	0.53				
	Closing Balance as on 31-03-2020					15800	0.53
10	RAJSHREE JAIN G						
	PAN :AACPI8859Q						
	Opening Balance as on 01-04-2019	14490	0.48				
	Closing Balance as on 31-03-2020					14490	0.48
11	VSL SECURITIES PRIVATE LIMITED						
	PAN :AABCV4700G						
	Opening Balance as on 01-04-2019	13943	0.47				
	Closing Balance as on 31-03-2020					13943	0.47
12	D KISHORE .						
	PAN :AAOPK2078G						
	Opening Balance as on 01-04-2019	13500	0.45				
	Closing Balance as on 31-03-2020					13500	0.45
13	RAMU BEEMUNI						
	PAN :AKRPB2869B						
	Opening Balance as on 01-04-2019	13254	0.44				
	Closing Balance as on 31-03-2020					13254	0.44
14	QUANTA ENGINEERS & PROMOTERS (P) LTD						
	PAN :296						
	Opening Balance as on 01-04-2019	10000	0.33				

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	Closing Balance as on 31-03-2020					10000	0.33
15	HARSHITH KUMAR						
	PAN :AXQPH4279P						
	Opening Balance as on 01-04-2019	2985	0.10				
	30-08-2019			9558.00	0.32	12543	0.42
	Closing Balance as on 31-03-2020					12543	0.42

**E) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

SN	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
<b>1</b>	<b>ASHOK RAJ T</b>				
	At the beginning of the year	268500	8.950	268500	8.950
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	268500	8.950	268500	8.950
<b>2</b>	<b>SUNITA MAHENDAR RAJ</b>				
	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
<b>Indebtedness at the beginning of the financial year</b>				
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
<b>Total (i+ii+iii)</b>	0	0	0	0
<b>Change in Indebtedness during the financial year</b>	0	0	0	0
Addition	0	0	0	0
Reduction	0	0	0	0
<b>Net Change</b>	0	0	0	0
<b>Indebtedness at the end of the financial year</b>	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
<b>Total (i+ii+iii)</b>	0	0	0	0

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		<b>ASHOK RAJ T (MD)</b>	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	540,000	540,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3)	0	0



**GYAN DEVELOPERS AND BUILDERS LIMITED, Chennai - 600017**

	Income- tax Act, 1961		
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)	540,000	540,000
	Ceiling as per the Act	As prescribed under Companies Act, 2013 and rules made there under.	

**B. REMUNERATION TO OTHER DIRECTORS: NIL****C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: NIL****VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

By Order of the Board  
For **GYAN DEVELOPERS AND BUILDERS LIMITED**

Place: Chennai  
Date: 04/09/2020

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

Sd/-  
SUNITA MAHENDAR RAJ  
Director  
(DIN: 01751554)

**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: NIL**

**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	: 01.04.2019 – 31.03.2020
(d) Salient terms of contracts or arrangements or transactions including the value, if any	: As mutually agreed Rs.3,00,000/-
(e) Justification for entering into such contracts or arrangements or transactions	: NA
(f) Date(s) of approval by the Board	: 29.01.2019
(g) Amount paid as advances, if any	: NIL

By Order of the Board  
For **GYAN DEVELOPERS AND BUILDERS LIMITED**

Place: Chennai  
Date: 04/09/2020

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

Sd/-  
SUNITA MAHENDAR RAJ  
Director  
(DIN: 01751554)

**Form No.MR.3**

**Secretarial Audit Report**

(For the financial year ended 31<sup>st</sup> March, 2020)

[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 31<sup>st</sup> March, 2020, 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 M/s. Gyan Developers And Builders Limited ("**The Company**") for the financial year ended on 31<sup>st</sup> March, 2020 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'**)
  - (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; **(not applicable to the Company during the audit period)**
  - (d) The Securities and Exchange Board of India (Employees stock Option Scheme and Employee stock purchase Scheme) Guidelines, 1999; **(not applicable to the Company during the audit period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the Company during the audit period)**
  - (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 **(not applicable to the Company during the audit period)**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(not applicable to the Company during the audit period)**
- 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:

- (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.

- (iii) The Company does not maintain a functional website as prescribed under Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Place: Chennai  
Date: 02.09.2020

Sd/-  
PANKAJ MEHTA  
Partner  
ACS No. 29407  
C. P. No. 10598  
UDIN: A029407B000652150

**MANAGEMENT ANALYSIS AND REVIEW REPORT:****a. Industry Structure & Development:**

Indian real estate sector has witnessed high growth in the recent times with rise in demand for office as well as residential spaces. Government of India along with the governments of respective States has taken several initiatives to encourage development in the sector. The Smart City Project, with a plan to build 100 smart cities, is a prime opportunity for real estate companies. On February 29, 2020, India formally approved 417 special economic zones (SEZs), of which 238 were already in operation. Majority of the SEZs are in the IT/ ITeS sector.

**b. Opportunities:**

Real estate sector in India is expected to reach US\$ 1 trillion by 2030. By 2025, it will contribute 13 per cent to country's GDP. Real Estate stock in India was expected to reach 3.7 million square feet (msf) in 2019, with addition of 200 msf during the year. Emergence of nuclear families, rapid urbanisation and rising household income are likely to remain the key drivers for growth in all spheres of real estate, including residential, commercial, and retail. Rapid urbanisation in the country is pushing the growth of real estate. Indian real estate developers have shifted gears and accepted fresh challenges. The most marked change has been the shift from family owned businesses to that of professionally managed ones.

**c. Segment-wise analysis**

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

**d. Outlook:**

India Ratings and Research (Ind-Ra) has maintained a negative outlook on the overall real estate sector for 2020-21 (April March). The stimulus packages provided by the government for the sector does not provide much hope given the limited financial flexibility of and reduced credit availability to companies.

**e. Threats, Risks, and concerns**

The outbreak of a novel strain of coronavirus (i.e. COVID-19) across the world has since spread to almost entire India. The number of reported cases of COVID-19 in India, as well as the number of reported deaths because of COVID-19, significantly increased post April 2020. The COVID-19 outbreak could become more severe and result in a more widespread health crisis and/or result in a global recession because of disruptions of economic activity. Several governments revised GDP growth forecasts for 2020 downward in response to the economic slowdown caused by the spread of COVID-19, and it is possible that the outbreak of COVID-19 may cause a prolonged global economic crisis or recession. Any of these factors may have a material adverse effect on your Company's financial condition and results of operations.

**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. Key Financial Ratios:**

Particulars	2019-20	2018-19	Change %
Debtors Turnover Ratio#	Nil	Nil	Nil
Inventory Turnover Ratio@	23.82	48.27	(49.36)
Interest Coverage Ratio*	NA	NA	NA
Debt Equity Ratio*	NA	NA	NA
Current Ratio	5.53	21.73	(74.58)
Operating Profit Margin	9.25%	4.62%	100.22%
Net profit margin	6.79%	3.37%	101.48%
Return on net worth (%)	1.86%	1.66%	12.05%

# The debtors turnover ratio is NIL since the consideration of sales is fully received.

\* The Company does not have any debt. Hence, Debt equity & interest coverage ratio is NA

@ The lower inventory turnover ratio is in view of low sales in the Second half of the financial year.

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

The Company is continuously endeavoring to align the employee's objectives with the business objectives of the organisation through its HR policies, process and other development initiatives to achieve its organizational goals. Industrial relations have been cordial.

**Annexure – “E”**

**MANAGING DIRECTOR’S DECLARATION ON CODE OF CONDUCT:**

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: 04/09/2020

Sd/-  
T. Ashok Raj  
Managing Director



**INDEPENDENT AUDITORS' REPORT**

To

The Shareholders of GYAN DEVELOPERS & BUILDERS LIMITED

**Report on the audit of the financial statements**

We have audited the accompanying financial statements of GYAN DEVELOPERS & BUILDERS LIMITED ("the Company"), which comprise the balance sheet as at March 31, 2020, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid IndAS financial statements give the information required by the Companies Act, 2013 ('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 the Company as at March 31, 2020, its profit, cash flows and changes in equity for the year ended on that date.

**Basis for opinion**

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Management's responsibility for the financial statements**

The Company's board of directors are responsible for the matters stated in section 134 (5) of 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- (d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Report on other legal and regulatory requirements**

The provisions of the Companies (Auditor's Report) Order, 2018 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 (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 annexure a statement on the matters specified in paragraph 3 and 4 of the order.

#### **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 it appears from our examination of those books;
- (c) The balance sheet, the statement of profit and loss, and the 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 the written representations received from the directors as on March 31, 2020 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2020 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 2020, based on the internal financial controls 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 Accountant of India.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

- a. The Company does not have any pending litigations which would impact its financial position;
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

Place: Chennai  
Date: 31.07.2020

For Suraj Dhoka & Associates  
Chartered Accountants  
FRNo. 00097075

Sd/-  
CA VIKAS KOTHARI  
Partner  
Membership No. 230168

#### **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.
    - (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, GST 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, 2020.
  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.

Place: Chennai  
Date: 31.07.2020

For Suraj Dhoka & Associates  
Chartered Accountants  
FRNo. 00097075

Sd/-  
CA VIKAS KOTHARI  
Partner  
Membership No. 230168

<b>GYAN DEVELOPERS &amp; BUILDERS LTD</b>			
<b>BALANCE SHEET AS AT 31.03.2020</b>			
	<b>Note No.</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
<b><u>ASSETS</u></b>			
<b>1.Non-current assets</b>			
(a) Property, plant and equipment	1	5,342,884	5,352,750
(b) Financial Assets			
(i) Loans	2	1,033,000	1,033,000
(c) Deferred Tax Asset (net)		232,682	257,523
<b>Total non current assets</b>		<b>6,608,566</b>	<b>6,643,273</b>
<b>2.Current Assets</b>			
(a) Inventories	3	23,060,715	18,446,820
(b) Financial Assets			
(i) Trade Receivables	4	852,435	3,652,435
(ii) Cash & Cash Equivalents	5	623,231	470,619
(iii) Loans	6	16,425,750	11,756,301
(c) Other Current Assets	7	369,419	537,385
<b>Total current assets</b>		<b>41,331,551</b>	<b>34,863,561</b>
<b>Total Assets</b>		<b>47,940,117</b>	<b>41,506,834</b>
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>1. Equity</b>			
(a) Equity Share Capital	8	30,000,000	30,000,000
(b) Other Equity	9	10,459,575	9,902,750
<b>Total Equity</b>		<b>40,459,575</b>	<b>39,902,750</b>
<b>2. Liabilities</b>			
<b>Non Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	10	NIL	NIL
<b>Total non current liabilities</b>		<b>NIL</b>	<b>NIL</b>
<b>3. Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade Payables	11	423,679	423,679
(b) Other current Liabilities	12	6,885,450	1,029,342
(c) Provisions	13	171,413	151,063
<b>Total current liabilities</b>		<b>7,480,542</b>	<b>1,604,084</b>
<b>Total liabilities</b>		<b>7,480,542</b>	<b>1,604,084</b>
<b>Total Equity and Liabilities</b>		<b>47,940,117</b>	<b>41,506,834</b>
The accompanying notes are an integral part of the financial statement			
Significant accounting policies	18		
As per our Report attached			
For SURAJ DHOKA & ASSOCIATES		For and on behalf of the Board	
Chartered Accountants			
FRN No : 009707S			
Sd/-		Sd/-	Sd/-
<b>CA VIKAS KOTHARI</b>		<b>T. ASHOK RAJ</b>	<b>M. SUNITA</b>
Partner.		Managing Director	Director & CFO
Memb No. 230168		DIN: 00575471	DIN: 01751554
Place : Chennai			
Date : 31.07.2020			

<b>GYAN DEVELOPERS &amp; BUILDERS LTD</b>			
<b>PROFIT AND LOSS ACCOUNTS FOR THE YEAR ENDED 31.03.2020</b>			
	<b>Notes No.</b>	<b>Year Ended 31.03.2020</b>	<b>Year Ended 31.03.2019</b>
I. Revenue Operations	14	8,201,280.00	14,769,210.00
II. Other Income	15	144,000.00	24,000.00
<b>III. Total Revenue</b>		<b>8,345,280.00</b>	<b>14,793,210.00</b>
IV. Expenses			
a. Purchase of Stock in Trade		NIL	NIL
b. Change in Inventory		3,934,720.00	10,437,771.00
c. Employees Benefit Expenses	16	2,160,000.00	2,100,000.00
d. Depreciation & Amortisation		40,205.32	36,485.21
e. Other Expenses	17	1,451,848.87	1,536,198.66
		<b>7,586,774.19</b>	<b>14,110,454.87</b>
<b>V. Profit before Exceptional &amp; Extraordinary Items and Tax</b>		<b>758,505.81</b>	<b>682,755.13</b>
VI. Exceptional Items		NIL	NIL
<b>VII. Profit before Extraordinary Items &amp; Tax</b>		<b>758,505.81</b>	<b>682,755.13</b>
VIII. Extraordinary Items		NIL	NIL
<b>IX. Profit before Tax (VII-VIII)</b>		<b>758,505.81</b>	<b>682,755.13</b>
X. Tax Expenses		201,681.00	185,506.00
a. Current Year tax		171,413.00	151,063.00
b. Previous year		5,427.00	NIL
c. Deferred tax		24,841.00	34,443.00
c. Deferred tax prior periods		NIL	NIL
<b>XI. Profit/(loss) for the period from continuing operation</b>		<b>556,824.81</b>	<b>497,249.13</b>
XII. Profit/(Loss) from discontinuing operation		NIL	NIL
XIII. Tax Expenses of discontinuing operation		NIL	NIL
<b>XIV. Profit/(loss) from discontinuing operation (after tax)</b>		<b>NIL</b>	<b>NIL</b>
<b>XV. Profit/(loss) for the period (XI + XIV)</b>		<b>556,824.81</b>	<b>497,249.13</b>
XVI. Other comprehensive Income		NIL	NIL
<b>XVII. Total comprehensive income/(loss)</b>		<b>556,824.81</b>	<b>497,249.13</b>
XVI. Earnings per Equity Shares			
a. Basic		0.19	0.17
b. Diluted		0.19	0.17
The accompanying notes are an integral part of the financial statement			
Significant accounting policies	16		
As per our Report attached For SURAJ DHOKA & ASSOCIATES Chartered Accountants FRN No : 009707S		For and on the behalf of the Board	
Sd/- <b>CA VIKAS KOTHARI</b> Partner. Memb No. 230168 Place : Chennai Date : 31.07.2020		Sd/- <b>T. ASHOK RAJ</b> Managing Director DIN: 00575471	Sd/- <b>M. SUNITA</b> Director & CFO DIN: 01751554



**GYAN DEVELOPERS AND BUILDERS LIMITED, Chennai - 600017**

<b>Note 1 : Schedule of Property, plant and equipment</b>										
S.No.	Particulars	Gross Block			Depreciation			Debited to retained earnings in F.Y. 2016-17	Net Block	
		As at 01-04-2018	Additions during the year	As at 31-03-2019	As at 01-04-2018	Depreciation for the year	As at 31-03-2019		W.D.V as at 31-03-2019	WDV as at 31-03-2018
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	8,005.13	439.79	8,444.93	NIL	1,055.07	1,494.87
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	28,024.22	NIL	28,024.22	NIL	1,275.78	1,275.78
7	Computer III	84,800.00	-	84,800.00	80,560.00	NIL	80,560.00	NIL	4,240.00	4,240.00
8	Printer	5,999.00	-	5,999.00	5,699.05	NIL	5,699.05	NIL	299.95	299.95
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	1,475,340.50	NIL	1,475,340.50	NIL	77,649.50	77,649.50
11	Honda Activa	64,185.00	-	64,185.00	50,777.96	4,342.08	55,120.04	NIL	9,064.96	13,407.04
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	25,243.60	1,064.55	26,308.14	NIL	2,191.86	3,256.40
14	Air-Conditioner III	68,000.00	-	68,000.00	43,891.02	8,557.51	52,448.53	NIL	15,551.47	24,108.98
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	Mobile phone III	18,741.08	-	18,741.08	4,929.33	9,226.51	14,155.84	NIL	4,585.24	13,811.75
18	Mobile phone IV	16,588.66	-	16,588.66	737.44	7,582.96	8,320.40	NIL	8,268.26	15,851.22
19	Mobile phone F9	-	16,062.50	16,062.50	-	4,774.47	4,774.47	NIL	11,288.03	-
20	Mobile phone Y17	-	14,276.79	14,276.79	-	4,217.45	4,217.45	NIL	10,059.34	-
21	Office Furn. & Fittings	796,338.65	-	796,338.65	780,411.88	NIL	780,411.88	NIL	15,926.77	15,926.77
Total		9,130,488.90	30,339.29	9,160,828.19	3,776,006.40	40,205.32	3,816,211.73	1,732.18	5,342,884.28	5,352,750.32
Total		9,095,159.16	35,329.74	9,130,488.90	3,739,521.19	36,485.21	3,776,006.40	1,732.18	5,352,750.32	5,353,905.79

	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
<b><u>Note 2 : Loans</u></b>		
Other loans and Advances		
Unsecured , Considered good	NIL	NIL
Deposits		
Others Deposits	1,033,000	1,033,000
	<u>1,033,000</u>	<u>1,033,000</u>
<b><u>Note 3 : Inventories</u></b>		
Finished goods valued at cost	23,060,715	18,446,820
	<u>23,060,715</u>	<u>18,446,820</u>
<b><u>Note 4 : Trade Receivables</u></b>		
Sundry Debtors	852,435	3,652,435
	<u>852,435</u>	<u>3,652,435</u>
<b><u>Note 5 : Cash &amp; Cash Equivalents</u></b>		
1. Cash on Hand	521,480	335,206
2. Bank Balance with Scheduled Banks in Current Accounts	101,751	135,413
	<u>623,231</u>	<u>470,619</u>
<b><u>Note 6 : Loans</u></b>		
<b><u>a. Advance to Land Owners</u></b>		
Unsecured, Considered good	16,425,750	11,756,301
	<u>16,425,750</u>	<u>11,756,301</u>
<b><u>Note 7 : Other Current Assets</u></b>		
Balance with Revenue Authority	19,698	67,788
Advance Tax	-	150,000
TDS AY 2020-21	150,000	-
G C Daga and Co.,	-	-
GST Input available	199,721	319,597
	<u>369,419</u>	<u>537,385</u>
<b><u>Note 8a : Share Capital</u></b>		
<b><u>Authorised</u></b>		
50,00,000 Equity share of Rs.10/-each	<u>50,000,000</u>	<u>50,000,000</u>
<b><u>Issued, Subscribed &amp; paid up</u></b>		
30,00,000 Equity shares of Rs.10/-each	<u>30,000,000</u>	<u>30,000,000</u>
<b><u>Note 8b : Reconciliation of number of shares outstanding</u></b>		
<b><u>Equity Shares</u></b>		
Shares O/s. at the beginning of the year	3,000,000	3,000,000
Shares issues during the year	NIL	NIL
Shares bought back during the year	NIL	NIL
Shares O/s. at the end of the year	<u>3,000,000</u>	<u>3,000,000</u>

**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**

	<b>% Holding</b>		<b>Nos.</b>	
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	9,902,750	9,405,501
Add : Net profit/(loss) for the current period	556,825	497,249
Less : Depreciation on assets where useful life is NIL	-	-
Balance as at the end of the year	10,459,575	9,902,750
	<u>10,459,575</u>	<u>9,902,750</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)	NIL	NIL
Trade Payables - Ganesh Builder (2nd floor)	NIL	NIL
Trade Payables - Sivabudham village UDS cum Flat	NIL	NIL
Trade Payables - Sivabudham village 2nd Floor Flat	NIL	NIL
	<u>423,679</u>	<u>423,679</u>

**Note 12 : Other current liabilities**

NEST Builders	NIL	800,000
Ambattur Project	6,829,002	100,000
A.K.Jain and Associates	NIL	39,600
Advance received from Land buyers	NIL	NIL
Land development and levelling charges payable	NIL	NIL
Audit Fees payable	10,000	10,000
TDS Payable	NIL	NIL
Salary Payable	NIL	NIL
Other Liabilities	46,449	34,202
GST Payable	NIL	45,540
	<u>6,885,450</u>	<u>1,029,342</u>

**Note 13 : Provisions**

Provisions for Others		
a. Provision for Income Tax	171,413	151,063
	<u>171,413</u>	<u>151,063</u>

<b>Note 14 : Revenue from Operation</b>		
Sale of Inventory and Services	7,691,280	14,769,210
Commission Receipts	510,000	NIL
	<u>8,201,280</u>	<u>14,769,210</u>
<b>Note 15 : Other Income</b>		
Compensation Received for Property	-	-
Rental Income	144,000	24,000
	<u>144,000</u>	<u>24,000</u>
<b>Note 16 : Employee Benefit Expenses</b>		
Salaries, Bonus & Benefits	1,620,000	1,560,000
Director Remuneration	540,000	540,000
Staff Refreshment	NIL	NIL
	<u>2,160,000</u>	<u>2,100,000</u>
<b>Note 17 : Other Expenses</b>		
Accounting Charges	-	-
Advertisement	250,050	29,800
AGM Expenses	1,000	99,888
Bad Debts	-	-
Bank Charges	3,778	3,615
Sales Promotion and Commission Expenses	-	-
Power & fuel	71,872	141,951
Insurance	17,976	40,567
Lisitng Fees	342,145	250,000
Legal & Professional Charges (a)	77,000	65,000
Printing & Stationery	7,625	38,915
Property & Water Tax	30,024	27,405
Postage & Stamps	30,070	95,686
ROC & XBRL Filing Charges	34,200	4,800
Telephone charges	23,655	25,249
Rent	300,000	300,000
Interest on T.D.S. and Income Tax	110	18,699
Xerox Expenses	-	-
Office Expenses	152,034	176,364
Repairs & Maintenance	74,189	218,260
Travelling Expenses	36,120	
	<u>1,451,849</u>	<u>1,536,199</u>
(a) Legal and professional includes Payment to Auditor		
- for Statutory Audit	10,000	10,000
- for Tax Matters	NIL	NIL
- for Other Services	67,000	55,000
- Service Tax & Cess	-	-
	<u>77,000</u>	<u>65,000</u>

**GYAN DEVELOPERS AND BUILDERS LIMITED, Chennai - 600017****Cash Flow Statement for the year ended 31st March, 2020**

<b>A. Cash flow from Operating Activities</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
Net profit before tax and extraordinary items	758,505.81	682,755.13
Adjustment for :		
Depreciation	40,205.32	36,485.21
Loss/(profit) on sale of property, plant and equipment	NIL	NIL
Interest income	NIL	NIL
Operating Profit before Working Capital changes	798,711.13	719,240.34
Change in Working Capital		
(Increase)/ decrease in Trade & Other Receivables	(1,701,482.73)	(2,553,883.41)
(increase)/ decrease in Inventories	(4,613,895.00)	5,854,771.00
Increase / (decrease) in Trade & Other Payables	5,856,108.48	(4,878,843.19)
Cash Generated from Operations	339,441.88	(858,715.26)
Direct Taxes Paid	(156,490.00)	(473,211.00)
Cash Flow before Extra-ordinary Items	182,951.88	(1,331,926.26)
Extra-ordinary Items	NIL	NIL
Net Cash flow from Operating Activities	182,951.88	(1,331,926.26)
<b>B. Cash flow from Investing Activities</b>		
Purchase of Property, plant and equipments	(30,339.29)	(35,329.74)
Sale of Property, plant and equipments	NIL	NIL
Interest Receipts	NIL	NIL
Net Cash flow from Investing Activities	(30,339.29)	(35,329.74)
<b>C. Cash flow from Financing Activities</b>		
Repayment of long term borrowings	NIL	NIL
Net cash flow from Financing Activities	-	-
Net increase / Decrease in cash and cash equivalents	152,612.59	(1,367,256.00)
Cash and cash equivalents at the beginning of the year	470,618.81	1,837,874.81
Cash and cash equivalents at the end of the year	623,231.40	470,618.81
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 <b>SURAJ DHOKA &amp; ASSOCIATES</b> Chartered Accountants FRN No : 009707S	For and on Behalf of the Board	
Sd/- <b>CA VIKAS KOTHARI</b> Partner. Memb No. 230168 Place : Chennai Date : 31.07.2020	Sd/- <b>T. ASHOK RAJ</b> Mg. Director DIN: 00575471	Sd/- <b>M. SUNITA</b> Director & CFO DIN: 01751554

**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 31.03.2020 were approved and adopted by Board of Directors of the Company in its meeting held on 31.07.2020

**B. Basis of preparation and presentation of financial statements:**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act , 2013 ('the Act') and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter

**C. Events Occurring After the Date of Balance Sheet:**

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

**D. 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.

**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 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.

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. There is no such indication of Impairment as on the date of Balance sheet.

**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.

**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 31.03.2019 (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 :

	Current Year	Previous Year
1. Director's Remuneration		
- Mr. T. Ashok Raj	Rs.3,60,000/-	Rs.3,60,000/-
2. Allowances to Director		
- Mr. T. Ashok Raj	Rs.1,80,000/-	Rs.1,80,000/-
3. Rent		
- Mrs. A. Sumitha	Rs.3,00,000/-	Rs.3,00,000/-

**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.5,56, 824.81/-
Weighted Average no. of Equity Shares	30,00,000.00
Nominal value of Shares	10/-
Basic and Diluted EPS	Rs. 0.19/-

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

**For and on behalf of the Board**

Sd/-  
**CA VIKAS KOTHARI**  
Partner.  
Memb no. 230168

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

Sd/-  
**M. SUNITA**  
Director  
(DIN: 07151554)

Place: Chennai  
Date: 31.07.2020