

**17<sup>TH</sup>**  
**ANNUAL**  
**REPORT**  
**2010-2011**



**POPULAR ESTATE MANAGEMENT LIMITED\***

(\*Formerly known as Pioneer Technoparks Limited)

# POPULAR ESTATE MANAGEMENT LIMITED

## **BOARD OF DIRECTORS**

Shri. Ramanbhai B. Patel	Chairman & Managing Director
Shri. Dashrathbhai B. Patel	Whole Time Director
Shri. Chhaganbhai B. Patel	Director
Shri. Purshottam M. Pandya	Director
Shri Purshottam H Pandya	Director
Shri. Suresh N. Patel	Director

## **COMPANY SECRETARY & COMPLIANCE OFFICER**

Shri Ronak D Doshi

## **AUDIT COMMITTEE**

Shri. Purshottam M. Pandya  
Shri. Purshottam H Pandya  
Shri. Suresh N. Patel

## **BANKER**

- I. Bank of Maharashtra,  
Ashram Road, Ahmedabad
- II. ING Vyasa Bank, Bodakdev, Ahmedabad
- III. Axis Bank, Law Garden, Ahmedabad
- IV. Yes Bank, C.G. Road, Ahmedabad

## **AUDITORS**

Surendrakumar Jain & Co  
Chartered Accountants  
201 Rajshree Avenue - A,  
Behind Income Tax  
Near Dinesh Hall,  
Ashram Road  
Ahmedabad-380009

## **COMPANY LAW CONSULTANT**

Ashok P. Pathak & Co.  
Company Secretaries  
U/4, Trupti Complex,  
Opp : Shreeji Petrol Pump,  
Nr. Jivrajpark Bus Stand,  
Jivraj Park, Ahmedabad - 380051  
Tel / Fax No : 079 26631534  
e-mail : ashokppathak@yahoo.com

## **REGISTRARS AND SHARES**

### **TRANSFER AGENTS**

Link Intime India Private Limited  
C/13, Pannalal Silk Mills Compound  
Lbs Marg, Bhandup (West)  
Mumbai – 400 078  
Tel : 91-22-2596 3838  
Fax : 91-22-2594 6969  
Mail : bombay@linkintime.co.in

### **REGISTERED OFFICE**

81, 8<sup>th</sup> Floor, A-Wing,  
“New York Tower”,  
Opp : Muktidham Derasar,  
Thaltej, S. G. Highway,  
Ahmedabad-380054  
Tel No : 079-65415149  
Fax No : 079-26854831  
Mail: popularestatement@yahoo.co.in  
Website : www.popularestatement.com

## **LISTING**

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Fort,  
Mumbai – 400 001

**STOCK CODE** : 531870

**ISIN** : INE370C01015

**IMPORTANT COMMUNICATION TO SHAREHOLDERS**  
**“GREEN INITIATIVE IN THE CORPORATE GOVERNANCE”**

Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued a circular No.17/2011 on April 21, 2011 stating that the service of document to shareholders by a Company can be made through electronic mode.

Keeping in view the underlying theme and to support this green initiative of Government in the right spirit, members who holds shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the below mentioned prescribed form, giving their consent to receive the Notices calling general meetings, audited financial statements, auditors’ report, directors’ report, explanatory statement or any other communication in electronic mode, and register the said form with Link Intime India Private Limited The said form is also available on the Company’s website : [www.popularestatemanagement.com](http://www.popularestatemanagement.com)

Please note that you will be entitled to be furnished, free of cost, with a physical copy of the notice, balance sheet and all other documents required by law to be attached thereto including the profit & loss account and auditors’ report etc., upon receipt of a requisition from you, any time, as a member of the Company.

We are sure you would appreciate the “Green Initiative” taken by MCA and your Company’s desire to participate in such initiatives.

**Email Address Registration Form**  
**(For members who holds shares in Physical Forms)**

**POPULAR ESTATE MANAGEMENT LIMITED**

**Registered Office** : 81, 8<sup>th</sup> Floor, “A” Wing, New York Tower, Opp : Muktidham Derasar,  
Thaltej, S. G. Highway, Ahmedabad.

Ledger Folio No.: \_\_\_\_\_ No. of Share(s) held : \_\_\_\_\_

NAME OF THE SHAREHOLDER / JOINT HOLDER : \_\_\_\_\_

Email Address : i) \_\_\_\_\_ ii) \_\_\_\_\_

Contact No.: (R) \_\_\_\_\_ M) \_\_\_\_\_

I hereby give my / our consent to receive the Notices calling general meetings, audited financial statements, auditors’ report, directors’ report, explanatory statement and all other documents required by law to be attached thereto or any other communication in electronic mode at my/our above mentioned email ID.

Signed this \_\_\_\_\_ day of, 2011

**Note :**

- 1) Members are requested to send their duly completed form as above to the Registrar and Transfer Agent (RTA) namely Link Intime India Pvt. Ltd. 211, Sudarshan Complex, Near Mithakhali Underbridge, Navrangpra, Ahmedabad -380009 Tele fax : 079-26465179
- 2) Members are also requested to inform about any change in their email ID immediately to RTA.
- 3) This form is also available on the Company’s website : [www.popularestatemanagement.com](http://www.popularestatemanagement.com)

**NOTICE**

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of M/s. Popular Estate Management Limited will be held at Registered Office 81, 8<sup>th</sup> Floor, A-Wing, "New York Tower", Opp. Muktidham Derasar, Thaltej, S. G. Highway, Ahmedabad-380 054 on Friday, 30<sup>th</sup> day of September, 2011 at 11:30 am to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Accounts for the Financial Year ended on 31<sup>st</sup> March 2011, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri. Chhaganbhai B. Patel who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in place of Shri. Purshottam H. Pandya who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT M/s. Patel & Jesalpura, Chartered Accountants be and are hereby appointed Auditors of the Company in place of retiring auditors M/s. Surendrakumar Jain & Co. to hold office until the conclusion of the next Annual General Meeting at a remuneration as shall be fixed by the Board of Directors, exclusive of traveling and other out of pocket expenses."

**SPECIAL BUSINESS :**

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

"RESOLVED THAT pursuant to section 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof and subject to the approval of the Central Government, if any, the approval of the board be and is hereby accorded to the increase in the Monthly remuneration from Rs.50,000/- [Rupees Fifty Thousand only] per month to Rs.1,25,000/- [Rupee One Lac Twenty Five Thousand only] per month as specifically mentioned hereunder be paid to Shri Ramanbhai B. Patel, Managing Director of the Company, w.e.f. 1<sup>st</sup> June, 2011."

1.	Salary	Rs.1,25,000 per month
2.	Conveyance	Free use of Company's car with driver for official purpose
3.	Traveling/ Boarding/Lodging	Actual expenditure to be reimbursed – Boarding / Lodging by the Company for outstation journey for official work, in India or abroad.
4.	Leave Travel	Entitled to travel with family by any Concession mode, i.e. air / train / road once in two years for visiting any place in India.
5.	Medical Benefit	Actual Expenses incurred for Managing Director and his family.
6.	Other Perquisites	As may be determined by the Board of Directors from time to time and may be payable monthly or otherwise provided that the perquisites shall be evaluated as per Income Tax Act and Rules wherever applicable.

"FURTHER RESOLVED THAT where in a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of the part II of Schedule XIII to the Companies Act for the year, which will be payable to him as minimum remuneration for that year."

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

"RESOLVED THAT pursuant to section 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof and subject to

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the approval of the Central Government, if any, the approval of the board be and is hereby accorded to the increase in the Monthly remuneration from Rs.25,000/- [Rupees Twenty Five Thousand only] per month to Rs.1,00,000/- [Rupee One Lac only] per month as specifically mentioned hereunder be paid to Shri Dashrathbhai B. Patel, Whole Time Director of the Company, w.e.f. 1<sup>st</sup> June, 2011.”

1.	Salary	Rs.1,00,000 per month
2.	Conveyance	Free use of Company's car with driver for official purpose
3.	Traveling/ Boarding/Lodging	Actual expenditure to be reimbursed – Boarding / Lodging by the Company for outstation journey for official work, in India or abroad.
4.	Leave Travel	Entitled to travel with family by any Concession mode, i.e. air / train / road once in two years for visiting any place in India.
5.	Medical Benefit	Actual Expenses incurred for Whole Time Director and his family.
6.	Other Perquisites	As may be determined by the Board of Directors from time to time and may be payable monthly or otherwise provided that the perquisites shall be evaluated as per Income Tax Act and Rules wherever applicable.

“FURTHER RESOLVED THAT where in a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of the part II of Schedule XIII to the Companies Act for the year, which will be payable to him as minimum remuneration for that year.”

**7. TO CONSIDER AND IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION THE FOLLOWING AS A SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company be altered as follows :

The following new Article Nos.195-A is being added after the existing Article No.195

**195-A: (a) Service of notices / documents to member**

The Company may serve any notices and / or documents, specifically physical copy of Annual Report of the Company comprising of Balance Sheet, Profit and Loss Account, Director's Report, Auditor's Report, to the members of the Company through e-mail, who register their e-mail addresses with the Company from time to time. In case any member has not registered e-mail with the Company, the same will be sent by other modes of service as provided under Section 53 of the Companies Act, 1956.

**(b) Electronic platform of agencies for electronic voting process**

The Company may use electronic platform of agencies duly approved by the Ministry of Corporate Affairs (MCA), for capturing accurate electronic voting process as per section 192A of the Companies Act 1956 read with Companies (Passing of resolution by Postal Ballot) Rules 2011.

Regd. Office :  
81, 8<sup>th</sup> Floor, A-Wing,  
“New York Tower”  
Opp. Muktidham Derasar,  
Thaltej, S. G. Highway,  
Ahmedabad-380054

Date : 27<sup>th</sup> May, 2011

**By Order of the Board**  
**For, Popular Estate Management Limited**

Sd/-  
**Ramanbhai B. Patel**  
**Chairman & Managing Director**

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**NOTES :**

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

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

2. An explanatory statement pursuant to section 173(2) of the Companies Act, 1956, in respect of special business in the Notice is annexed hereto. The relevant details as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s), in respect of Directors seeking appointments / re-appointments as directors under Item Nos. 2 and 3 above, are also annexed hereto.
3. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11 a.m. and 1 p.m. up to the date of meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of Seven days from Friday, 23<sup>rd</sup> day of September, 2011 to Friday, 30<sup>th</sup> day of September, 2011 (both days inclusive).
5. Members are requested to contact M/s. Link Intime India Private Limited (Previously Known as Intime Spectrum Registry Limited), for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.
6. The equity shares of the company are available for dematerialization, as the company has entered into an agreement with National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL). Those shareholders who wish to hold the company's share in electronic form may approach their depository participants.
7. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
8. Members are requested to bring their copies of Annual Report at the meeting. Shareholders seeking any information with regard to account are requested to write to the Company early so as to enable the Management to keep the information ready.
9. Members / Proxies are requested to bring with them the attendance slip duly filled in and hand it over at the entrance.

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**Opp. Muktidham Derasar,**  
**Thaltej, S. G. Highway,**  
**Ahmedabad-380054**

**Date : 27<sup>th</sup> May, 2011**

**By Order of the Board**  
**For, Popular Estate Management Limited**

**Sd/-**  
**Ramanbhai B. Patel**  
**Chairman & Managing Director**

**ANNEXURE TO THE NOTICE**

Notes on Directors seeking appointment / re-appointment at the annual general meeting as required under the revised Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

**Profile of Directors being appointed / Re-appointed :**

**Item No. 2**

Name	Shri.Chhaganbhai B. Patel
Qualification	B. Com
Experience	Over 33 years of wide ranging experience
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	967900 Equity Shares of Rs.10/- each
Disclosure of the relationships	Shri. Chhaganbhai B. Patel is Brother of Shri. Ramanbhai B. Patel, Chairman & Managing Director and Shri. Dashrathbhai B. Patel, Director of the Company.

**Item No. 3**

Name	Shri. Purshottam H. Pandya
Qualification	B.com
Experience	Over 20 years of wide ranging experience
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	NIL
Disclosure of the relationships	Shri. Purshottam H Pandya is not, in any way, concerned / interested / related with any of the other directors of the company.

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**Ahmedabad-380054**

**Date : 27<sup>th</sup> May, 2011**

**By Order of the Board**  
**For, Popular Estate Management Limited**

**Sd/-**  
**Ramanbhai B. Patel**  
**Chairman & Managing Director**

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

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

**ITEM NO 5 :**

Subject to approval of the members, the Board of Directors at their meeting held on 27<sup>th</sup> May, 2011 has approved revision in the salary of Shri. Ramanbhai B. Patel, Managing Director from Rs.50,000/- [Rupees Fifty Thousand only] per month to Rs.1,25,000/- [Rupee One Lac Twenty Five Thousand only] per month with effect from 1<sup>st</sup> June, 2011. The present term of office of Shri. Ramanbhai B. Patel will be expiring on 30<sup>th</sup> June, 2014. Other terms and conditions will be remained same as per the resolutions passed at the 15<sup>th</sup> annual general meeting held on Wednesday, 23<sup>rd</sup> day of September, 2009.

Taking into account financial position of the company, trend in the industry, and qualifications and experience of Shri. Ramanbhai B. Patel, the increased remuneration set out in the resolution is considered to be just, fair and reasonable.

The resolution at Item No 5 of the Notice seeks the approval of the members for the increase in remuneration. Your directors recommend the resolution to the shareholders for adoption.

This shall be treated as circular of abstracts to the members as required under section 302 of the Companies Act, 1956.

Shri. Ramanbhai B. Patel, Shri. Chhaganbhai B. Patel and Shri. Dashrathbhai B. Patel are considered as interested in this resolution. However, none of the other Directors is considered to be concerned or interested in this resolution.

**ITEM NO 6 :**

Subject to approval of the members, the Board of Directors at their meeting held on 27<sup>th</sup> May, 2011 has approved revision in the salary of Shri. Dashrathbhai B. Patel, Whole Time Director from Rs.25,000/- [Rupees Twenty Five Thousand only] per month to Rs.1,00,000/- [Rupee One Lac only] per month with effect from 1<sup>st</sup> June, 2011. The present term of office of Shri. Dashrathbhai B. Patel will be expiring on 30<sup>th</sup> June, 2014. Other terms and conditions will be remained same as per the resolutions passed at the 15<sup>th</sup> annual general meeting held on Wednesday, 23<sup>rd</sup> day of September, 2009.

Taking into account financial position of the company, trend in the industry, and qualifications and experience of Shri. Dashrathbhai B. Patel, the increased remuneration set out in the resolution is considered to be just, fair and reasonable.

The resolution at Item No 6 of the Notice seeks the approval of the members for the increase in remuneration. Your directors recommend the resolution to the shareholders for adoption.

This shall be treated as circular of abstracts to the members as required under section 302 of the Companies Act, 1956.

Shri. Dashrathbhai B. Patel, Shri. Ramanbhai B. Patel and Shri. Chhaganbhai B. Patel and are considered as interested in this resolution. However, none of the other Directors is considered to be concerned or interested in this resolution.

**ITEM NO. 7 :**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies through electronic mode by way of Circular No.17/2011 dated 21/04/2011, Circular No.18/2011 dated 29/04/2011 and Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.



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The Ministry of Corporate Affairs vide its Circular No.17/2011 dated 21/04/2011 has clarified that a company would have complied with Section 53 of the Companies Act, 1956 if the service of document has been made through electronic mode provided the company has obtained e-mail by giving an advance opportunity to every shareholders to register their e-mail address and changes therein from time to time with the Company. In case where any member has not registered his e-mail address with the company, the service of document etc will be affected by other modes of service as provide under Section 53 of the Companies Act, 1956.

The Ministry of Corporate Affairs vide its Circular No.18/2011 dated 29/04/2011 has clarified that the company would be in compliance of Sections 219(1) of the Companies Act, 1956 in case, a copy of Balance Sheet etc., is sent by electronic mail to its member subject to the fact that company has obtained –

- a. e-mail address of its member for sending the Notice with Balance Sheet, Profit & Loss Account, Auditor's Report, Director's Report and Explanatory Statement etc through e-mail, after giving an advance opportunity to the member to register his e-mail address and changes therein from time to time with the company or with the concerned depository.
- b. Company's website display full text of these documents well in advance prior to mandatory period and issue advertisement in prominent newspapers in both vernacular and English stating that the copies of aforesaid documents are available in the website and for inspection at the Registered Office of the Company during office hours. Website must be designed in a way so that documents can be opened easily and quickly.
- c. In cases where any member(s) has not registered his e-mail address for receiving the Balance Sheet etc through e-mail, the Balance Sheet etc, will be sent by other modes of services as provided under Section 53 of the Companies Act, 1956.
- d. In case any member(s) insist for physical copies of above documents, the same should be sent to him physically, by post free of cost.

Further, the Ministry of Corporate Affairs vide its Circular No.21/2011 dated 02/05/2011 has approved appointment of agency for providing electronic platform for electronic voting under the Companies Act, 1956.

In compliance of and be a part of the "Green Initiative in the Corporate Governance" of the Ministry of Corporate Affairs by allowing paperless compliances by the companies through electronic mode by way of Circular No.17/2011 dated 21/04/2011, Circular No.18/2011 dated 29/04/2011, Circular No.21/2011 dated 02/05/2011 and Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is required to alter its articles of association incorporating the enabling provisions of these initiatives by way of adding new Article No.195-A after existing Articles No.195.

Pursuant to Section 31 of the Companies Act, 1956 the alteration in the Articles of Association requires special resolution to be passed in the General Meeting.

The Special Resolution at Item No 7 of the Notice seeks the approval of the members. Your directors recommend the resolution to the shareholders for adoption.

None of the Directors of the Company is, in any way, concerned or interested in the resolution.

**Regd. Office :**  
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**Ahmedabad-380054**

**Date : 27<sup>th</sup> May, 2011**

**By Order of the Board**  
**For, Popular Estate Management Limited**

**Sd/-**  
**Ramanbhai B. Patel**  
**Chairman & Managing Director**

**POPULAR ESTATE MANAGEMENT LIMITED**  
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**DIRECTORS' REPORT**

To,  
The Members,  
**Popular Estate Management Limited,**  
Ahmedabad

Your directors have pleasure in presenting herewith their Seventeenth Annual Report together with the Audited Statements of Accounts for the period ended 31<sup>st</sup> March, 2011.

**FINANCIAL RESULTS :**

<b>Particulars</b>	<b>Current Year Ended on 31/03/2011</b>	<b>Previous Year Ended on 31/03/2010</b>
Income	0.00	94,71,150.00
Depreciation	22,63,327.00	18,75,057.31
Administrative & other Exp.	44,63,671.77	33,22,107.76
Preliminary Exp. Written off	6,20,718.00	6,20,716.00
Net Profit/(Loss) Before Tax	(73,47,716.77)	36,53,268.93
Provision for Taxation	0.00	5,50,000.00
Profit/(Loss) After Tax	(73,47,716.77)	31,03,268.93
Proposed Dividend	0.00	0.00
Provision for dividend distribution Tax	0.00	0.00
Profit/(Loss) after Tax & Dividend	(73,47,716.77)	31,03,268.93
Bal. Brought Forward	4,67,86,587.73	4,38,30,653.80
Less : Income Tax paid for previous year	0.00	1,47,335.00
Less : Dividend Tax paid of previous year	0.00	0.00
Balance Carried to Balance Sheet	3,94,38,870.96	4,67,86,587.73

**DIVIDEND :**

Due to the loss incurred during the year under review, your directors do not recommend any dividend for the year 2010-11.

**BOARD OF DIRECTORS :**

In accordance with provisions of Section 256 of the Companies Act, 1956, Shri. Chhaganbhai B. Patel, and Shri. Purshottam H. Pandya retires by rotation and being eligible offers themselves for re-appointment.

There is no other appointment or cessation of any director during the year under view.

**REVIEW OF FINANCIAL PERFORMANCE, OPERATIONS AND FUTURE PROSPECTS :**

During the year under report, the company has not earned any income as compared to Rs. 94.71 Lac during the previous year and the operations for the year under review have resulted into net loss of Rs. 73.47 Lac. Your company could not perform well in the business due to global and national recession and poor market situations in the real estate business. Directors are hoping better performance during the current year.

The Company has entered into Development Agreements with various parties for the development of different projects on their respective land.

A detailed analysis of the financial results is given in the Management Discussion and Analysis Report, which forms part of this report.

**PUBLIC DEPOSIT :**

The Company has not accepted any deposits as defined under section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules, 1975, as amended, during the year under review.

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

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

**LAUNCHING OF COMPANY'S OWN WEBSITE [www.popularestatementmanagement.com](http://www.popularestatementmanagement.com) :**

Shri. Ramanbhai B. Patel, Chairman & Managing Director of the Company launch the Company's own functional website [www.popularestatementmanagement.com](http://www.popularestatementmanagement.com). The Board of Directors placed on record the initiative taken by Shri. Ronak Doshi, Company Secretary cum Compliance Officer of the Company to develop the website of the company.

All the stakeholders will be immensely benefited to have access all the related information relating to the company namely details of business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the company who are responsible for assisting and handling investor grievances, details of agreements, if any, entered into with the media companies and/or their associates, etc.

**PARTICULARS OF EMPLOYEES :**

Provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars Employees) Rules, 1975 are not applicable to the Company, since none of the employees of the Company was in receipt of total remuneration exceeding of 60,00,000/- p.a. or 5,00,000/- p. m. for part of the year during the financial year under review.

**COMPANY SECRETARY AND COMPLIANCE OFFICER :**

In accordance with the provisions of Section 383A of the Companies Act, 1956. Shri Ronak D Doshi, a member of The Institute of Company Secretaries of India (ICSI) has been working as a Company Secretary cum Compliance officer.

**AUDIT COMMITTEE :**

Audit Committee re-constituted by the company comprising three independent Non-Executive Directors viz. Shri. Purshottam M. Pandya, Chairman (having financial and accounting knowledge), Shri. Purshottam H. Pandya and Shri. Suresh Patel, members. The constitution of Audit Committee meets with the requirements under Section 292A of the Companies Act, 1956 and Clause 49 of the Listing agreement of the Stock Exchanges as well.

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

**ACCOUNTING STANDARDS AND FINANCIAL REPORTING :**

The Company incorporates the accounting standards as and when issued by the Institute of chartered

**POPULAR ESTATE MANAGEMENT LIMITED**  
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Accountants of India. The Company Complied with the Stock Exchange and legal requirement concerning the Financial Statements at the time of preparing them for the Annual Report.

**CORPORATE GOVERNANCE :**

Your Company follows the principles of effective Corporate Governance. The Company has complied with the mandatory provisions of Corporate Governance as prescribed in the revised Clause 49 of the Listing Agreement executed with the Stock Exchange(s).

A separate section on Corporate Governance is included in the Annual Report and Certificate from Company's Auditors confirming the compliance with the code of Corporate Governance as enumerated in Clause-49 of the listing agreement with the Stock Exchange is annexed hereto.

**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT :**

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement executed with the Stock Exchange, is presented in a separate section forming part of the Annual Report.

**DEMATERIALISATION OF EQUITY SHARES :**

As per direction of the SEBI and Bombay Stock Exchange Limited, the shares of the Company are under compulsory demat form. The Company has established connectivity with both the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited and the demat activation number allotted to the Company is ISIN: INE 370C01015. Presently shares are held in electronic and physical mode (80.47% of shares in demat, 19.53% in physical mode).

**LISTING :**

The equity shares of the company are listed in the Bombay Stock Exchange Limited which has the connectivity in most of the cities across the country.

**AUDITORS :**

M/s. Surendrakumar Jain & Co., Chartered Accountants, retiring auditors has expressed their unwillingness for re-appointment as auditors of the Company at ensuing Annual General Meeting. A special notice in terms of Section 190 of the Companies Act, 1956 has been received from a member proposing the appointment of M/s. Patel & Jesalpura Chartered Accountants as auditors of the Company in place of M/s. Surendrakumar Jain & Co., Chartered Accountants, the retiring auditors of the Company.

The Company has received a certificate under Section 224(1B) of the Companies Act, 1956 to the effect that the appointment of M/s. Patel & Jesalpura, Chartered Accountants, if made, will be in accordance to the limit specified in the said Section. You are requested to consider their appointment as auditors of the Company for the Financial Year 2011-2012.

**AUDITORS REPORT :**

The comments in the Auditors Report with Notes on Accounts referred to the Auditor's Report are self explanatory and, therefore do not call for any further explanation.

**DIRECTORS' RESPONSIBILITY STATEMENT :**

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

- (i) that in the preparation of the Annual Accounts for the Financial Year ended 31<sup>st</sup> March, 2011 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the Directors had selected such accounting policies and applied them consistently and made judgments

and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit or Loss of the Company for the year under review;

(iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) that the Directors had prepared the accounts for the Financial Year ended 31<sup>st</sup> March, 2011, on a 'going concern' basis.

**INSURANCE :**

The company has made necessary arrangements for adequately insuring its insurable interests.

**INDUSTRIAL RELATIONS :**

The directors are happy to note that the industrial relations continued to remain cordial during the year. The directors express their appreciation towards the staffs and executive staffs for their coordination and hope for a continued harmonious relations.

**ACKNOWLEDGEMENT :**

Your directors would like to express their grateful appreciation for the assistance and co-operation received from the Government, Banks and Business associates during the year under review. The Directors also express their gratitude to the shareholders for the confidence reposed towards the Company. Your Directors wish to place on record their deep sense of appreciation to all the employees for their commendable team work and enthusiastic contribution during the year.

**Regd. Office :**  
**81, 8<sup>th</sup> Floor, A-Wing,**  
**"New York Tower"**  
**Opp. Muktidham Derasar,**  
**Thaltej, S. G. Highway,**  
**Ahmedabad-380054**

**Date : 27<sup>th</sup> May, 2011**

**By Order of the Board**  
**For, Popular Estate Management Limited**

**Sd/-**  
**Ramanbhai B. Patel**  
**Chairman & Managing Director**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**A. BUSINESS HIGHLIGHTS :**

**Turnover :**

Popular Estate Management Limited has no turnover in 2010-2011.

**Employee Emoluments :**

Employees emoluments (other than managerial remuneration) is Rs. 6,50,946/- during the year as against Rs. 5,39,850/- during the previous year.

**Administrative and Other Expenses :**

Major components of administrative and other expenses includes printing and stationary, audit fees, advertisement expenses, postage and stamps, listing fees, insurance premium etc. Administrative and other expenses for the year amounted to Rs.44.64 Lac as against Rs. 33.22 Lac during the previous year.

**Interest and Finance Charges :**

Interest and finance charges / bank charges during the year come to Rs. 3,76,969.78 as against Rs. 6,45,119.00 during the previous year.

**Depreciation :**

Depreciation charge for the current year came to Rs.22.63 Lac as against 18.75 Lac of the previous year.

**Provision for Tax :**

As there was loss during the year, nothing was provided during the year towards tax as against Rs.55.00 Lac during the previous year. As there is no dividend payable this year, the company has not provided any amount for dividend distribution tax.

**Loss / Profit after Tax :**

Loss after tax for the current year is Rs.73.48 Lac as against profit of Rs.31.03 Lac during the previous year.

**Earnings per Share :**

Basic and diluted earnings per share for the current year worked out to Rs. 0.00 as against Rs.0.22 during the previous year.

**Financial Condition :**

**Secured loans :**

The Company has Secured Loan of Rs. 7.93 Lac as at 31<sup>st</sup> March, 2011.

**Debtors :**

Debtors as on 31<sup>st</sup> March, 2011 amounted to NIL as against Rs. 790.71 Lac during the previous year.

**Fixed Assets :**

Net block of the fixed assets at the end of the year is Rs. 165.02 Lac as against Rs. 185.12 Lac in the previous year.

**B. SEGMENT WISE PERFORMANCE :**

The company is operating in only one segment i.e. Infrastructure / Construction. Your company has adopted various marketing strategies for sustained growth including increase in number of clients / customers to reduce the dependency on any single client / customer.

**C. AN INDUSTRY OVERVIEW :**

The management is confident of improvement in the company's working in the near future with fast growth.

The scenario of the infrastructure industry and economy in general is buoyant even after the industry is exposed to competition with policy of the government. The process of development, increasing thrust of the government on the infrastructure industry, the future of industry appears quite bright.

**D. SWOT ANALYSIS OF THE COMPANY :**

**Strength :**

- Management depth and ability to manage client / customer relationships
- Enhanced presence in the market through clientele basis

**Opportunities and Threats :**

The infrastructure industry is subject to tough competition amongst various segments within and outside the country. The threat of competition is comparatively less in the area in which your company is operating. The increase in demand from business sector will provide opportunity to your company to increase more market share. Moreover, Indian infrastructure industry witnessing changes in business dynamics.

**E. RISKS AND CONCERNS :**

Your company is mainly focusing on R & D and manpower and the intelligence. Apart from the risk on account of interest rate and regulatory changes, business of the company are exposed to certain operating business risks, which is mitigated by regular monitoring and corrective actions. The company has taken necessary measures to safe guard its assets and interest etc.

**F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :**

The company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly and to monitor internal business process, financial reporting and compliance with applicable laws.

The internal control system has been designed so as to ensure that the financial and other records are reliable and reflects a true and fair view of the state of the Company's business.

A qualified and independent committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them.

**G. HUMAN RESOURCE MANAGEMENT :**

The Company believes that human resource is the most important assets of the organization. It is not shown in the corporate balance sheet, but influences appreciably the growth, progress, profits and the shareholders' values. During the year your company continued its efforts aimed at improving the HR policies and processes to enhance its performance. The vision and mission of the company is to create culture and value system and behavioral skills to insure achievement of its short and long term objectives.

**Cautionary Statement :**

Statement made in the Management Discussion and Analysis Report describing the company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the markets in which the company operates, changes in the government regulations, tax laws & other statutes and other incidental factors.

**CORPORATE GOVERNANCE**

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

**1. Company's philosophy on Code of Governance :**

The Company's Philosophy on investor service and protection envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its stakeholders including shareholders, employees, the government and lenders. The Company is committed to achieving the highest standards of corporate governance. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value over a sustained period of time. The Company continues to take necessary steps towards achieving this goal.

**2. Board of Directors :**

**Composition:**

The present Board of Directors consists of half of Non-executive / Independent directors. As of date, the Board Comprises of 2 (two) whole time / executive directors and 1 (one) non executive / promoter directors and 3 (Three) non executive and independent directors.

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

The composition and category of Directors are as follows :

<b>CATEGORY</b>	<b>NAME OF DIRECTORS</b>
Promoter & Executive Director	Shri. Ramanbhai B. Patel (Chairman & Managing Director) Shri. Dashrathbhai B. Patel (Whole Time Director)
Promoter and Non Executive Director	Shri. Chhaganbhai B. Patel (Director)
Independent & Non-Executive Directors	Shri. Purshottambhai M. Pandya (Director) Shri. Purshottambhai H. Pandya (Director) Shri. Sureshbhai N. Patel (Director)

Disclosure of relationships between Directors inter-se :

<b>Name of directors</b>	<b>Relationship with other Director</b>
Shri. Ramanbhai B. Patel	Brother of Shri. Chhaganbhai B. Patel & Shri. Dashrathbhai B. Patel Directors of the Company.
Shri. Chhaganbhai B. Patel	Brother of Shri. Ramanbhai B. Patel, Chairman & Managing Director and Shri. Dashrathbhai B. Patel, Director of the Company.
Shri. Dashrathbhai B. Patel	Brother of Shri. Ramanbhai B. Patel, Chairman & Managing Director & Shri. Chhaganbhai B. Patel, Director of the Company.
Shri. Purshottambhai M. Pandya	Not, in any way, concern / interested / related with any of the other directors of the company
Shri. Purshottambhai H. Pandya	Not, in any way, concern / interested / related with any of the other directors of the company
Shri. Sureshbhai N. Patel	Not, in any way, concern / interested / related with any of the other directors of the company



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Attendance of each Director at the Board meetings, Last Annual General Meeting and Number of Other Directorships and Chairmanships / Memberships of Committees of each Director in various companies, during the year 2010-2011:

Name Of Directors	Attendance particulars		No. of Directorships and Committee Memberships / Chairmanships		
	Board Meetings	Last AGM	Other Directorship	Committee Membership	Committee Chairman-ship
Ramanbhai B. Patel	6	Present	9	1	1
Dashrathbhai B. Patel	6	Present	5	1	None
Chhaganbhai B. Patel	6	Present	6	1	None
Purushottam M. Pandya	6	Present	None	2	2
Suresh N. Patel	6	Present	None	2	None
Purshottam H Pandya	6	Present	None	2	None

**Note :**

- I) Details of the Committee membership / chairmanship are in accordance with the revised Clause 49 of Listing Agreement.
- II) None of the Directors of the Company is a member of more than ten committees nor is the Chairman of more than five Committees across all the Companies in which he is a Director.

**Number of Board Meetings held and dates on which held :**

6 (Six) Board Meetings were held during the year 2010-2011, as against the minimum requirement of 4 meetings. The dates on which the meetings were held are 27/05/2010, 27/07/2010, 01/09/2010, 27/10/2010, 18/01/2011 and 28/03/2011.

The Company has held one meeting every quarter and the maximum time gap between two meetings was not more than four months.

The Information as required under Annexure IA to Clause 49 of the Listing Agreement is made available to the Board. The agenda and the papers for consideration at the Board meeting are circulated to the Directors in advance before the meeting. Adequate information is circulated as part of the Board papers and is also made available at the Board Meeting to enable the Board to take informed decisions. Where it is not practicable to attach supporting / relevant document(s) to the Agenda, the same are tabled at the meeting and specific reference to this is made in the agenda.

**CEO Certification :**

The Chairman and Managing Director of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49. The Chairman and Managing Director also give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41

**Code of Conduct :**

The Company has formulated and implemented a Code of Conduct for all Board members and senior management personnel of the Company in compliance with Clause 49(I)(D) of the Listing Agreement.

**Risk Management Policy :**

The Company has formulated a Corporate Policy applicable to its operations, and duly approved by the Board of Directors at its meeting held on 31<sup>ST</sup> March, 2006 in compliance with the requirement of the revised Clause 49 of the Listing Agreement with the Stock Exchanges. Audit Committee and Board Members are reviewing and updating the said policy periodically.

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**3. Audit Committee :**

The Board of Directors of the Company has constituted an Audit Committee and has been reconstituted from time to time. The said Committee has been reconstituted by inducting qualified and independent members on the Committee, by the Board of Directors of the company at its meeting held on 30<sup>th</sup> November, 2009 and 6<sup>th</sup> March, 2010. Presently, the Audit Committee comprising of 3 (Three) independent Non-Executive Directors namely Shri. Purshottambhai M. Pandya, Chairman (having financial and accounting knowledge), Shri. Purshottambhai H. Pandya and Shri. Suresh N. Patel, members of the committee.

The Constitution, composition and functioning of the Audit Committee also meets with the requirements of Section 292A of the Companies Act, 1956 and revised Clause – 49 of the Listing Agreement entered into with the Stock Exchanges.

**Terms of Reference:**

The terms of reference of the Audit Committee include approving and implementing the audit procedures, reviewing financial reporting systems, internal control systems and control procedures and ensuring compliance with the regulatory guidelines and also include those specified under the revised Clause 49 of the Listing Agreement as well as under Section 292A of the Companies Act, 1956.

**Powers of the Audit Committee:**

The Audit Committee has powers that include the following:

- a) To investigate any activity of the Company within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal and other professional advice
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

Names of Members and Chairperson of the Audit Committee and the meetings attended by them during the Financial Year 2010-11 ending on 31<sup>st</sup> March, 2011, are as under :

<b>Name of Directors</b>	<b>Category</b>	<b>Status / Designation</b>	<b>No. of Meeting attended</b>
Shri. Purshottam M. Pandya	Non-executive / Independent	Chairman	4
Shri. Suresh N. Patel	Non-executive / Independent	Member	4
Shri Purshottam H Pandya	Non-executive/ independent	Member	4

The Committee met 4 (Four) times during the year 2010-2011. The dates on which the Audit Committee meetings were held are 27/05/2010, 27/07/2010, 27/10/2010 and 18/01/2011. The maximum time gap between any two meetings was not more than four months.

Members of the Audit Committee have requisite accounting, financial and management expertise.

**4. Remuneration Committee (non-mandatory) :**

The Company has constituted the Remuneration Committee in the Board meeting held on 18<sup>th</sup> January, 2011 and it is entrusted with the responsibility of finalizing the remuneration of Executive / Whole Time Directors.

**5. Shareholders' and Investors' Grievance Committee :**

The Board of Directors of the Company has constituted a Shareholders' and Investors' Grievance Committee which was reconstituted from time to time. Presently, the Shareholders and Investors Grievance Committee comprising of Shri. Ramanbhai B. Patel, Chairman of the Committee, Shri. Chhaganbhai B. Patel and Shri. Dashrathbhai B. Patel members of the Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the securities transfers. The Committee also looks into redressal of shareholders' complaints like transfer of shares, non-receipts of balance sheet, non-receipt of declared dividends etc. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services.

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The Board has designated Shri. Ronak D Doshi, Company Secretary as the Compliance Officer. As required by the provisions of Clause 47(f) of the Listing Agreement, the Company has designated the below cited e-mail ID of the Grievance Redressal Division / Compliance Officer exclusively for the purpose of registering complaints by investors.

E-mail ID – popularestatementmanagement@yahoo.co.in

None of the request for transfers, dematerialization and re-materialization was pending for approval as on 31<sup>st</sup> March, 2011.

**Quarter-wise Summary of Investors' Complaints received and resolved to the satisfaction of the shareholders during the financial year 2010-2011.**

Quarter Period	Complaints	Complaints Position at the beginning of the quarter	Complaints received during the quarter	Complaints resolved during the quarter	pending at the end of the quarter
01/04/2010	30/06/2010	0	0	0	0
01/07/2010	30/09/2010	0	0	0	0
01/10/2010	31/12/2010	0	0	0	0
01/01/2011	31/03/2011	0	0	0	0
<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Complaint pending at beginning of the year			= 0		
Complaint received during the year			= 0		
Complaint resolved during the year			= 0		
Complaint pending at the end of the year			= 0		

**6. Annual General Body Meetings :**

Location, Date and Time for last three Annual General Meetings were as follows :

Year	Location	Date	Time
2007-08	B-53, 5 <sup>th</sup> Floor, A-Wing, "New York Tower", Thaltej Cross Road, Sarkhej Gandhinagar Highway, Ahmedabad-380054.	30/09/2008	10:00 a.m.
2008-09	B-53, 5 <sup>th</sup> Floor, A-Wing, "New York Tower", Thaltej Cross Road, Sarkhej Gandhinagar Highway, Ahmedabad-380054.	23/09/2009	10:00 a.m.
2009-10	B-53, 5 <sup>th</sup> Floor, A-Wing, "New York Tower", Thaltej Cross Road, Sarkhej Gandhinagar Highway, Ahmedabad-380054.	30/09/2010	11:30 a.m.

At the ensuing Annual General Meeting there is no resolution proposed to be passed by Postal Ballot pursuant to the provisions of Section 192A of the Companies Act, 1956.

Whether any Special Resolutions :

- (a) Were put in the previous AGM : No
- (b) Were put through Postal Ballot last year : No
- Details of voting pattern : N.A.
- Persons who conducted postal ballot exercise : N.A.
- (c) Are proposed to be conducted through postal ballot : No
- (d) Procedure for postal ballot : N.A.

**POPULAR ESTATE MANAGEMENT LIMITED**  
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**7. Disclosures :**

**7.1** There are no materially significant related party transactions i.e. transactions of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflicts with the interests of the company at large in the financial year 2010-2011.

**7.2** The Company has complied with all the mandatory requirements of the Revised Clause 49 of the Listing Agreement.

**8. Means of Communication**

The Company regularly intimates quarterly un-audited as well as yearly audited financial results to the Stock Exchanges, immediately after the same are taken on record by the Board. These results are normally published in "The Western Times" an English daily newspaper in its Gujarati as well as English addition. These are not sent individually to the Shareholders.

The Management Discussion and Analysis Report forms part of this report.

**9. General Shareholder Information**

**9.1 Seventeenth Annual General Meeting**

Date : 30th day of September, 2011

Time : 11:30 a.m.

Venue : 81, 8<sup>th</sup> Floor, A-Wing, "New York Tower",  
Opp: Muktidham Derasar, Thaltej,  
S. G. Highway, Ahmedabad-380054

As required under Clause 49(IV)(G)(i), particulars of Directors seeking appointment/re-appointment are given in annexure to the Notice of the Annual General Meeting to be held on 30th September, 2011.

**9.2 Financial Year / Calendar**

The Company follows April to March as its Financial Year. The results for every quarter beginning from April are being declared in the month following the quarter as per the Listing Agreement.

**9.3 Date of Book Closure**

From Friday, 23rd day of September, 2011 to Friday, 30th day of September, 2011, (both days inclusive).

**9.4 Listing of Equity Shares on Stock Exchanges at :**

Bombay Stock Exchange Limited, Mumbai (BSE),  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai -400001.

Annual listing fees for the year 2011-2012, as applicable, have been paid to the Mumbai Stock Exchange Limited. The Company has also paid Annual Custodial Fees for the year 2011-2012, as applicable, to National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL].

**9.6 Stock Code**

**Bombay Stock Exchange Limited : 531870**  
**Demat ISIN Number in NSDL & CDSL for Equity Shares : INE370C01015**

**9.7 Registrar and Transfer Agents**

**Link intime India Private Limited**

(Previously Known as Intime Spectrum Registry Limited)

**Registered Office :** C/13, Panalal Silk Mills Compound,

LBS Marg, Bhandup (West), Mumbai – 400 078

Tel : 91-22-2596 3838 Fax : 91-22-2594 6969

e-Mail: bombay@linkintime.co.in

### 9.8 Share Transfer / Demat System

All the shares related work is being undertaken by our R & T Agent, Link Intime India Private Limited (Previously Known as Intime Spectrum Registry Limited), Mumbai. To expedite the process of share transfer, transmission, split, consolidation, re-materialization and de-materialization etc. of securities of the Company, the Board of Directors has delegated the power of approving the same to the Company's R & T Agent under the supervision and control of the Compliance Officer Shri. Raonak D. Doshi, who is placing a summary statement of transfer / transmission etc. of securities of the Company at the meeting of the Shareholders' and Investors' Grievance Committee.

Share lodged for transfer at the R & T Agents address in physical form are normally processed and approved within 15 days from the date of its received, subject to the documents been valid and complete in all respect. Normally, the entire request for de-materialization of shares is processed and the confirmation is given to the Depository within 15 days. The investors / shareholders grievances are also taken-up by our R & T Agent.

The Company has obtained and filed with the Stock Exchange(s), the half yearly certificates from a Company Secretary in Practice as required under Clause 47(c) of the Listing Agreement.

### 9.9 Distribution Schedule and Shareholding Pattern as on 31st March, 2011

#### Distribution Schedule:

No. of equity shares held	No. of holders	% of Total	No. of shares	% of Total
1 - 500	974	80.0330	139155	0.9940
501 - 1000	107	8.7920	95378	0.6810
1001 - 2000	48	3.9440	76593	0.5500
2001 - 3000	17	1.3970	41658	0.2980
3001 - 4000	11	0.9040	38900	0.2780
4001 - 5000	11	0.9040	51718	0.3690
5001 - 10000	7	0.5750	42400	0.3030
10001 and Above	42	3.4510	13514038	96.5270
<b>Total</b>	<b>1217</b>	<b>100.00</b>	<b>14000200</b>	<b>100.00</b>

#### Shareholding Pattern :

Sr. No.	Category	As on March 31, 2011		As on March 31, 2010	
		Nos. of Shares held	Voting Strength %	Nos. of Shares held	Voting Strength %
1	Promoters	8220500	58.72	8220500	58.72
2	Mutual Fund & UTI	0	0.00	0	0.00
3	Bank, Financial Institutions (FI's), Insurance Companies	0	0.00	0	0.00
4	Foreign Institutional Investors (FII's)	0	0.00	0	0.00
5	Private Bodies Corporate	2273974	16.24	2273468	16.24
6	Indian Public	3505726	25.04	3506232	25.04
7	Any other	0	0.00	0	0.00
	<b>Total</b>	<b>14000200</b>	<b>100.00</b>	<b>14000200</b>	<b>100.00</b>

**POPULAR ESTATE MANAGEMENT LIMITED**  
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**9.10 De- materialization of Shares and Liquidity**

The Company's Shares are in compulsory Demat segment and as on 31<sup>st</sup> March, 2011. 1,12,65,700 Equity Shares of the Company forming 80.47% of the company's paid - up Equity share capital is in dematerialized form.

**9.11 Out standing GDR/DR/Warrants or any Convertible Instruments - Not applicable.**

**9.12 Address for correspondence**

- a) Investor Correspondence for transfer / de-materialization of shares and any other query relating to the shares of the Company.

Link intime India Private Limited  
C/13, Pannalal Silk Mills Compound  
LBS Marg, Bhandup (West)  
Mumbai - 400 078.  
Tel : 91-22-2596 3838  
Fax : 91-22-2594 6969  
e-Mail: bombay@linkintime.co.in

- b) Any other query and Annual Report

Secretarial Department  
81, 8<sup>th</sup> Floor, A-Wing,  
"New York Tower", Thaltej Cross Road,  
Sarkhej Gandhinagar Highway,  
Ahmedabad-380054  
Tel : 079-65415149  
Fax : 079-26854831  
e-mail : popularestatementmanagement@yahoo.co.in

**9.13 Reconciliation of Share Capital Audit Report :**

The Reconciliation of Share Capital Audit Report of the Company prepared in terms of SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 reconciling the total shares held in both the depositories, viz NSDL and CDSL and in physical form with the total issued / paid-up capital of the Company were placed before the Board of Directors every quarter and also submitted to the Stock Exchange(s) every quarter.

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members  
**Popular Estate Management Limited**

We have examined the compliance of condition of corporate governance by M/s. Popular Estate Management Limited ('the Company') for the year ended 31<sup>st</sup> March, 2011 as stipulated in Clause 49 of Listings Agreement of the company with Stock Exchanges. We have conducted our review on the basis of relevant records and documents maintained by the Company for the year ended 31<sup>st</sup> March, 2011 and furnished to us for the purpose of the review and the information and explanation given us by the Company during the review.

The compliance of condition of corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation there of, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that Company has complied with the conditions of corporate governance as stipulated in the above – mentioned Listing Agreement.

As required by the Guidance Note issued by the institute of Chartered Accountants of India, we have to state that no investor grievance is pending for period exceeding one month against the Company as per the records maintained by the Company.

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

**Place :- Ahmedabad**  
**Date :- 27/05/2011**

**SURENDRA KUMAR JAIN & CO.**  
**CHARTERED ACCOUNTANTS**

**Sd/-**  
**S K JAIN**  
**PROPRIETOR**  
**Membership No-71318**

**CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE  
UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)**

To,  
The Members  
**Popular Estate Management Limited**

We have read the Report of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of Corporate Governance by the Popular Estate Management Limited for the year ended on 31<sup>st</sup> March, 2011 as stipulated in Clause 49 of the Listing Agreement executed by Company with the Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement.

We state that no investor complaints are pending for a period exceeding for 30 days against the Company as per the records maintained by the Share Transfer Committee.

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

**Place : Ahmedabad**  
**Date : 27/05/2011**

**For, Ashok P.Pathak & Co.**  
**Company Secretaries**

**Sd/-**  
**Ashok P. Pathak**  
**Company Secretary**  
**Membership No-9939**



**AUDITOR'S REPORT**

To,  
The Members,  
**Popular Estate Management Ltd.**  
**(Previously known as Pioneer Technoparks Ltd.)**

We have audited the attached Balance Sheet of Popular Estate Management Ltd. as at 31<sup>st</sup> March, 2011 and report that :

1. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion books of accounts as required by law have been kept by the company so far as appears from our examination of such books.
3. The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account.
4. In our opinion and to the best of our information and according to the explanations given to us the Balance Sheet and the Profit and Loss account together with the notes appearing thereon, given in the prescribed manner the information required by the Companies Act, 1956 give a true and fair view:
  - (i) in the case of balance sheet of the state of affairs as at 31<sup>st</sup> March, 2011.
  - (ii) in the case of Profit and Loss Account of the Loss for the year ended on that date.
  - (iii) In case of the cash flow statement of the cash flows for the year ended on that date
5. The Balance Sheet and Profit & Loss Account comply with the mandatory accounting standard referred to by Sec. 211 (3c) of the Companies (Amendment) Act, 1999.
6. As informed and explained to us none of the directors is disqualified from being appointed as directors under clause (g) of sub section (1) of Section 274.
7. As required by the manufacturing and other Companies (Auditors Report) order 1988, issued by the Company Law Board in terms of Section 227 (4-A) of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanations given to us we report under :
  - (i) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. These fixed assets have been physically verified by the management at reasonable intervals and no discrepancies have been noticed on such verification.
  - (ii) None of the Fixed Assets have been revalued during the year.
  - (iii) The company has taken/accepted interest free unsecured loans of Rs. 82,40,000/- from companies listed in the Register maintained under Section 301 of the Companies Act, 1956.
  - (iv) The Company has granted interest free unsecured loans of Rs. 14,94,87,173/- to the firms and other parties listed in the Register maintained under Section 301 of the Companies Act, 1956
  - (v) The parties to whom the Loans or Advances in the nature of Loans were given by the Company, are still total outstanding including interest, wherever applicable.
  - (vi) In our opinion there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of materials and components, plant and machinery, equipments and other assets.

**POPULAR ESTATE MANAGEMENT LIMITED**  
**17<sup>TH</sup> ANNUAL REPORTS 2010-2011**

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- (vii) The company has not entered into agreement for development of land as shown in Note No. (B) (ix) of Notes to Accounts, with parties u/s. 301 of Companies Act, 1956.
- (viii) The Company has not accepted any deposit form the public as defined in Sec. 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1978 during the year.
- (ix) The Company has an internal audit system commensurate with its size and nature of business.
- (x) As explained, the requirement of maintenance of cost record under Section 209(1)(d) of the Companies Act, 1956 is not applicable.
- (xi) As explained the Provisions of Employees Provident Fund Act and other allied Act does not apply to the company.
- (xii) No undisputed amounts payable in respect of income-tax, wealth tax, excise duty was outstanding as at the last day of the financial year for a period of more than six months form the date they become payable.
- (xiii) The Company is not a sick industrial company within the meaning of the Sick Industrial Companies (Special Provisions) of Act, 1985.
- (xiv) According to the information and explanation given to us no personal expenses of employers or directors have been charged to revenue account, other than those payable under contractual obligation or in accordance with generally accepted business practice.
- (xv) The service activities of the company are as such that the question of allocation of man hours to the relative jobs does not arise. Consequently the authorization and control on the allocation of labour to jobs is not applicable.
- (xvi) Other clauses of the order are not applicable to the company during the year under consideration.

**Place :- Ahmedabad**  
**Date :- 27/05/2011**

**SURENDRA KUMAR JAIN & CO.**  
**CHARTERED ACCOUNTANTS**

**Sd/-**  
**S K JAIN**  
**PROPRIETOR**  
**Membership No-71318**

**CEO / MD CERTIFICATION PURSUANT TO CLAUSE 49 (V) OF THE LISTING AGREEMENT**

To  
The Board of Directors  
Popular Estate Management Limited.  
81, 8<sup>th</sup> Floor, A-Wing, "New York Tower",  
Opp : Muktidham Derasar, Thaltej,  
S. G. Highway,  
Ahmedabad-380054.

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER / MANAGING DIRECTOR**

I, Ramanbhai. B. Patel, Managing Director of the Company M/s. Popular Estate Management Limited, hereby certify that for the financial year ending **31<sup>st</sup> March, 2011** on the basis of the review of the financial statements and the cash flow statement and to the best of my knowledge and belief that :

1. These statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year 2010-2011 which are fraudulent, illegal or in violation of the Company's code of conduct.
4. I accept responsibility for establishing and maintaining internal controls. I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the Audit Committee those deficiencies, of which I am aware, in the design or operation of the internal control systems and that I have taken the required steps to rectify these deficiencies.
5. I further certify that :
  - a) there have been no significant changes in internal control during this year.
  - b) there have been no significant changes in accounting policies during this year.
  - c) there have been no instances of significant fraud of which I have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system.

**Place : Ahmedabad**  
**Date : 27/05/2011**

**Sd/-**  
**Ramanbhai B. Patel**  
**Chairman and Managing Director**

**POPULAR ESTATE MANAGEMENT LIMITED**  
**17<sup>TH</sup> ANNUAL REPORTS 2010-2011**

**BALANCE SHEET AS ON 31ST MARCH '2011**

Particulars	Schedule	As At 31.3.2011 Rs.	As At 31.3.2010 Rs.
<b>Share Holder's Funds :</b>			
Share Capital	"A"	140,002,000.00	140,002,000.00
Reserves and Surplus	"B"	40,153,870.96	47,501,587.73
<b>Secured Loan</b>	<b>"C"</b>	7,93,641.28	5,709,676.50
<b>Unsecured Loan</b>			
Sundry Others Loan		233,673,000.00	255,768,000.00
		<b>414,622,512.24</b>	<b>448,981,264.23</b>
<b>APPLICATION OF FUNDS</b>			
<b>Fixed Assets :</b>	<b>"D"</b>		
Gross Block		30,544,664.00	30,291,168.00
Less : Depreciation		14,042,623.92	11,779,296.92
Net Block		<b>16,502,040.08</b>	<b>18,511,871.08</b>
<b>Investment (in land)</b>		<b>126,451,075.00</b>	<b>125,777,800.00</b>
<b>Current Assets, Loans &amp; Advances :</b>			
Sundry Debtors	"E"	-	79,071,039.77
Cash & Bank Balances	"F"	1,095,907.80	3,023,581.87
Loans & Advances	"G"	271,523,947.77	223,060,242.00
		<b>272,619,855.57</b>	<b>305,154,863.64</b>
<b>Less : Current Liabilities &amp; Provisions :</b>			
Sundry Creditors		400,458.41	533,988.49
Provision for Taxation & FBT		550,000.00	550,000.00
<b>Net Current Assets</b>		<b>271,669,397.16</b>	<b>304,070,875.15</b>
<b>Miscellaneous Expenditure</b>	<b>"H"</b>	-	620,718.00
<b>Total Rs.</b>		<b>414,622,512.24</b>	<b>448,981,264.23</b>
Notes Annexed Form part of the Account	"I"		

AS PER OUR REPORT OF EVEN DATE ATTACHED HEREWITH

FOR SURENDRA KUMAR JAIN & CO.  
 CHARTERED ACCOUNTANTS

FOR POPULAR ESTATE MANAGEMENT LTD.

Sd/-  
**(S. K. JAIN)**  
 PROPRIETOR

Sd/-  
**(R. B. PATEL)**  
 CHAIRMAN &  
 MNG. DIRECTOR

Sd/-  
**(D. B. PATEL)**  
 DIRECTOR

Sd/-  
**(RONAK DOSHI)**  
 COMPANY  
 SECRETARY  
 ACS : 23712

Place : **AHMEDABAD**  
 Date : **27, May-11**

**POPULAR ESTATE MANAGEMENT LIMITED**  
**17<sup>TH</sup> ANNUAL REPORTS 2010-2011**

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011**

Particulars	Schedule	As At 31.3.2011 Rs.	As At 31.3.2010 Rs.
<b><u>INCOME</u></b>			
Compensation/Demages Received		-	9,471,150.00
	<b>Total</b>	<b>-</b>	<b>9,471,150.00</b>
<b><u>EXPENDITURE</u></b>			
Administrative and other Exp.	“H”	4,463,671.77	3,322,107.76
Depreciation		2,263,327.00	1,875,057.31
Preliminary and Public Issue Exp. written off		620,718.00	620,716.00
	<b>SUB TOTAL</b>	<b>7,347,716.77</b>	<b>5,817,881.07</b>
Profit/Loss(-) Before Tax		-7,347,716.77	3,653,268.93
Less : Provision for Taxation & FBT		-	550,000.00
Profit/Loss(-) after Tax		-7,347,716.77	3,103,268.93
Proposed Dividend		-	-
Provision for Dividend Distribution Tax		-	-
Profit/Loss(-) after Tax & Dividend		-7,347,716.77	3,103,268.93
Balance Brought Forward		46,786,587.73	43,830,653.80
Less : Income Tax paid of previous year		-	147,335.00
Less : Dividend Tax paid of previous year		-	-
Balance Carried to Balance-sheet		<b>39,438,870.96</b>	<b>46,786,587.73</b>

Notes Annexed Form part of the Account

“I”

AS PER OUR REPORT OF EVEN DATE ATTACHED HEREWITH

FOR SURENDRA KUMAR JAIN & CO.  
CHARTERED ACCOUNTANTS

FOR POPULAR ESTATE MANAGEMENT LTD.

Sd/-  
**(S. K. JAIN)**  
PROPRIETOR

Sd/-  
**(R. B. PATEL)**  
CHAIRMAN &  
MNG. DIRECTOR

Sd/-  
**(D. B. PATEL)**  
DIRECTOR

Sd/-  
**(RONAK DOSHI)**  
COMPANY  
SECRETARY  
ACS : 23712

Place : **AHMEDABAD**  
Date : **27, May-11**

**POPULAR ESTATE MANAGEMENT LIMITED**  
**17<sup>TH</sup> ANNUAL REPORTS 2010-2011**

**SCHEDULES ATTACHED TO AND FORMING PARTS OF ACCOUNTS**

**SCHEDULE : 'A' SHARE CAPITAL**

	As At 31.3.2011 Rs.	As At 31.3.2010 Rs.
<b>Authorised Capital</b>		
4,50,00,000 Equity Shares of Rs. 10 each	450,000,000.00	450,000,000.00
<b>Total</b>	<u>450,000,000.00</u>	<u>450,000,000.00</u>

**Issued, Subscribed and paid up capital :**

1,40,00,200 Equity shares of Rs. 10/- each fully paid up	140,002,000.00	140,002,000.00
<b>Total</b>	<u>140,002,000.00</u>	<u>140,002,000.00</u>

**SCHEDULE : 'B' RESERVE & SURPLUS**

General Reserve	715,000.00	715,000.00
Profit & Loss Account balance	39,438,870.96	46,786,587.73
<b>Total</b>	<u>40,153,870.96</u>	<u>47,501,587.73</u>

**SCHEDULE : 'C' SECURED LOANS**

Bank of Maharashtra Car Loan	115,238.00	476,534.00
TATA Capital Ltd Merc Benz Loan	377,786.34	4,671,206.46
TATA Capital Ltd Swift Loan	300,616.94	561,936.04
<b>Total</b>	<u>793,641.28</u>	<u>5,709,676.50</u>

**SCHEDULE : 'D' FIXED ASSETS**

Sr. No	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		As at 1.4.2010	Additions / (-) Deletion during the year	As at 31.3.2011	As at 1.4.2010	Provided during the year	As at 31.3.2011	As at 31.3.2011	As at 31.3.2010
1.	Computers	8,011,700.00	-	8,011,700.00	6,639,141.89	380,555.00	7,019,696.89	992,003.11	1,372,558.11
2.	Office Equipments	4,468,247.00	114,900.00	4,583,147.00	1,908,928.25	215,648.00	2,124,576.25	2,458,570.75	2,559,318.75
3.	Furniture & Fixtures	911,473.00	38,596.00	950,069.00	495,509.72	58,499.00	554,008.72	396,060.28	415,963.28
4.	Vehicles	16,899,748.00	100,000.00	16,999,748.00	2,735,717.06	1,608,625.00	4344342.06	12,655,405.94	14,164,030.94
	<b>Total</b>	<b>30,291,168.00</b>	<b>253,496.00</b>	<b>30,544,664.00</b>	<b>11,779,296.92</b>	<b>2,263,327.00</b>	<b>14,042,623.92</b>	<b>16,502,040.08</b>	<b>18,511,871.08</b>

**POPULAR ESTATE MANAGEMENT LIMITED**  
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<b>SCHEDULE : 'E' SUNDRY DEBTORS</b>	<b>31.03.2011</b>	<b>31.3.2010</b>
(Unsecured Considered Good)		
Outstanding More Than Six Months	-	73,715,889.77
Others	-	5,355,150.00
<b>Total</b>	<b>-</b>	<b>79,071,039.77</b>
<b>SCHEDULE : 'F' CASH &amp; BANK BALANCES</b>		
Cash in hand	34,928.50	26,330.50
Bank Balance	1,060,979.30	2,997,251.37
<b>Total</b>	<b>1,095,907.80</b>	<b>3,023,581.87</b>
<b>SCHEDULE : 'G' LOANS AND ADVANCES</b>		
( Unsecured considered good)		
SUNDRY DEPOSITS (STP OF INDIA)	179,700.00	37,500.00
OTHERS	271,344,247.77	223,022,742.00
<b>Total</b>	<b>271,523,947.77</b>	<b>223,060,242.00</b>
<b>SCHEDULE : 'H' MISCELLANEOUS EXPENSES</b>		
<b>(To the extent not written off)</b>		
Preliminary Exps.	-	620,718.00
	<b>-</b>	<b>620,718.00</b>
<b>SCHEDULE : 'J' ADMINISTRATIVE EXPENSES</b>		
Auditors Remuneration	80,000.00	80,000.00
Advertisement Exps.	32,849.00	90,909.00
Arrears Salary	-	94,350.00
Bonus	146,130.00	119,665.00
Bank Charges	7,125.50	7,676.50
Brokerage	300,000.00	-
Bank Loan Exps.	-	-
Computer Repairing	5,180.00	5,485.00
Conveyance	30,927.00	18,453.00
Custodian Charges	66,180.00	66,180.00
Director Remuneration	900,000.00	675,000.00
Donation	-	111,000.00
Electricity Expenses	51,280.00	-
Electric Repairing	840.00	2,975.00
Employees Remuneration	650,946.00	539,850.00
Filling Fees	2,620.00	4,246.00
Insurance premium	-	301,891.00
Interest on Car Loan	369,844.78	637,442.50
Repair & Maintenance	42,462.50	-
Late payment fees (TDS)	5,610.00	425.00
Legal & Professional Fees	392,666.00	166,921.00
Listing Fees	33,090.00	36,341.00
Municipal Tax	34,736.00	-
Office Exp.	115,604.00	60,207.00
Postage & Stamps	1,400.00	8,633.00
Printing & Stationery	79,368.00	57,839.00
Petrol & Diesel	92,580.00	88,160.00
Professional tax	-	4,700.00
Rent Exp.	639,900.00	-
Share Transfer Fees	42,483.99	60,270.88
Staff Welfare Exp.	22,048.00	15,702.00
Subscription Fees	2,674.00	3,055.00
Telephone Exp.	6,162.00	15,469.88
Vehicle Repairing	122,998.00	32,817.00
Vehicle Insurance Premium	157,321.00	-
Xerox Exp.	28,646.00	16,444.00
<b>Total</b>	<b>4,463,671.77</b>	<b>3,322,107.76</b>



**SCHEDULE : I'**

**(A) Significant Accounting Policies :**

- (i) Basis of Accounting :  
The Financial Statement are prepared on the basis of historical cost convention and in accordance with the normally accepted accounting principles.
- (ii) Fixed Assets :
  - a) Fixed Assets are stated at cost of Acquisition less accumulated depreciation.
  - b) Depreciation on Fixed Assets have been provided on straight line method in accordance with the rates and manners prescribed in schedule XIV to the Companies Act, 1956.
- (iii) Income & Expenditure :  
All income & Expenditure items having material bearing on the financial statements are recognised on accrual basis.
- (iv) Retirement benefits :  
Gratuity and superannuation benefits to the employees will be accounted for on cash basis.
- (v) Investments :  
Investments are considered as Long Term Investments unless and otherwise specified . Investments are valued at cost. Dividend/Interest on Investments are recognised on receipt basis.
- (vi) Contingent Liabilities :  
Contingent Liabilities are disclosed in the accounts by way of notes giving the nature and quantity of such liabilities.
- (vii) Preliminary Expenses & Public Issue Expenses :  
Preliminary Expenses & Public Issue Expenses have been written off over the period of five years.

**(B) Notes to Accounts :**

- (i) The estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil.
- (ii) Contingent Liabilities not provided for Rs. Nil.
- (iii) In opinion of the management Current Assets, Loans & Advances are approximately of the values stated if realised in ordinary course of the business.
- (iv) Previous years figures have been regrouped/rearranged/recast wherever considered necessary.
- (v) Balances of debtors, creditors, loans & advances, deposits and unsecured loan are as per books and subject to confirmation from respective parties.
- (vi) Imports of materials , components, spare parts and Capital Goods Rs. Nil
- (vii) Information under clause 4C & 4D of part II of Schedule VI of Companies Act, 1956 :
  - a) The company engaged in the infrastructure / development which is not amenable for quantification. Hence the information required as per clause 4C of part II of schedule VI of Companies Act, 1956 has not been furnished.
  - b) Information required under Clause 4D of part II of Schedule VI of the Companies Act, 1956 to the extent applicable are as per details furnished and certified by management is as follows :
    - (i) Expenditure in foreign currency Rs. Nil.
    - (ii) Earning in Foreign Currency Rs. Nil. ( Previous year Nil )
- (viii) Statement showing Disclosure of materially significant related party transaction entered into by the company is annexed herewith.

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Signature to Schedule 'A' to 'I' forming part of Balance Sheet and Profit & Loss A/c.

AS PER OUR REPORT OF EVEN DATE ATTACHED HEREWITH

FOR SURENDRA KUMAR JAIN & CO.  
CHARTERED ACCOUNTANTS

FOR POPULAR ESTATE MANAGEMENT LTD.

Sd/-  
**(S. K. JAIN)**  
PROPRIETOR

Sd/-  
**(R. B. PATEL)**  
CHAIRMAN &  
MNG. DIRECTOR

Sd/-  
**(D. B. PATEL)**  
DIRECTOR

Sd/-  
**(RONAK DOSHI)**  
COMPANY  
SECRETARY  
ACS : 23712

Place : **AHMEDABAD**  
Date : **27, May-11**

**ADDITIONAL INFORMATION AS REQUIRED UNDER PART IV OF SCHEDULE VI**

**Balance Sheet abstract and companies general business profile**

1	Registration Details :		
	Registration Number	:	23287
	State Code	:	04
	Balance Sheet Date	:	31/3/2011
2	Capital raised during the Year (Amount Rs. in '000)		
	Public Issue	:	-
	Right Issue	:	-
	Bonus Issue	:	-
	Private Placement	:	-
3	Position of mobilisation and Development of Funds (Amount Rs.'000)		
	Total Liabilities	:	414,622.51
	Total Assets	:	414,622.51
	<b><u>Sources of Funds</u></b>		
	Paid up Capital	:	140,002.00
	Reserve & Surplus	:	40,153.87
	Secured Loans	:	793.64
	Unsecured Loans	:	233,673.00
	<b><u>Application of Funds</u></b>		
	Net Fixed Assets	:	16,502.04
	Investments	:	126,451.07
	Net Current Assets	:	271,669.40
	Miscellaneous Exp.	:	-
	Advance for Capital	:	-
	Expenditure		
4	Performance of Company		
	Turnover	:	-
	Expenditure	:	7,347.72
	Profit Before Tax	:	-7,347.72
	Profit After Tax	:	-7,347.72
5	Generic Names of the Three Principal Products/Services of Company.		
	1. Infrastructure Development		NOT AVAILABLE
	2. Financial Services		NOT AVAILABLE
	3. Developers & Builders		NOT AVAILABLE

**ANNEXURE - A**  
**(Clause 32)**

<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS		-7,347,716.77
<b>ADJUSTMENTS FOR :</b>		
DEPRECIATION	2,263,327.00	-
PREL. EXPS. W/OFF	620,718.00	2,884,045.00
INVESTMENTS	-	-
INTEREST / DIVIDEND	-	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		<b>(4,463,671.77)</b>
<b>ADJUSTMENTS FOR :</b>		
- DECREASE / INCREASE IN TRADE AND OTHER RECEIVABLES	30,607,334.00	
- INVENTORIES	-	
- INCREASE / DECREASE IN TRADE PAYABLES	-133,530.08	
INTEREST PAID	-	
DIRECT TAXES PAID		
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>		<b>26,010,132.15</b>
EXTRAORDINARY ITEMS	-	-
<b>NET CASH FROM OPERATING ACTIVITIES :</b>		<b>26,010,132.15</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
ADVANCE FOR CAPITAL EXP. RECOVERY	-	-
SALE/PURCHASE OF FIXED ASSETS	-253,496.00	-
ACQUISITIONS OF COMPANIES (AS PER ANNEXURE)	-	-
SALE/PURCHASE OF INVESTMENTS	-673,275.00	-
INTEREST RECEIVED	-	-
DIVIDEND RECEIVED	-	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>-926,771.00</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
PROCEEDS FROM ISSUE OF SHARE CAPITAL	-	-
PROCEEDS FROM LONG TERM BORROWINGS	(27,011,035.22)	-
REPAYMENT OF FINANCE LEASE LIABILITIES	-	-
DIVIDEND PAID	-	-
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		<b>-27,011,035.22</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>-1,927,674.07</b>
<b>CASH AND CASH EQUIVALENTS AS AT 01/04/2010 (OP. BAL.)</b>	<b>3,023,581.87</b>	
<b>CASH AND CASH EQUIVALENTS AS AT 31/03/2011 (CL. BAL.)</b>	<b>1,095,907.80</b>	<b>-1,927,674.07</b>

**AUDITORS CERTIFICATE**

We have verified the Cash Flow Statement of **POPULAR ESTATE MANAGEMENT LTD**, derived from audited financial statement and the books and records maintained by the co. for the year ended on 31-03-2011, and found the same in agreement therewith. The statement has been prepared by the Company in accordance with the requirement of clause - 32 of listing agreement of stock exchange.

Place : Ahmedabad  
Date : 27-May-11

FOR SURENDRA KUMAR JAIN & CO.  
Chartered Accountants

(S.K.JAIN)  
Proprietor

POPULAR ESTATE MANAGEMENT LIMITED

Disclosure of Materially Significant Related Party Agreement Entered into By the Company During F.Y. 2010-11

Sr. No.	Name of person / organisation transacting with the Company	Name related Director	Details of financial transactions	Details product / services / work involved	Total amount involved in transactions during the year Rs.	Amount involved as a % of total turnover / income of the Company to related parties	Amounts written off or written back during the year in respect of debts due from or
1	Smt. Lataben D. Patel	Dashrath B. Patel	Land Development Agreement	Development of 36,821 Sq. Mtrs. of Land lying and being at Village Garodiya, Taluko Sanand, Dist. Ahmedabad	Nil	Not Applicable	Not Applicable
2	Smt. Mayuriben R. Patel	Ramanlal B. Patel	Land Development Agreement	Development of 92,595 Sq. Mtrs. of Land lying and being at Village Garodiya, Taluko Sanand, Dist. Ahmedabad	Nil	Not Applicable	Not Applicable
3	Smt. Kokilaben C. Patel	Chhaganlal B. Patel	Land Development Agreement	Development of 78,583 Sq. Mtrs. of Land lying and being at Village Garodiya, Taluko Sanand, Dist. Ahmedabad	Nil	Not Applicable	Not Applicable

**FORM OF PROXY**

I/We \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ in the district of \_\_\_\_\_ Being a  
member / members of the above named company hereby appoint \_\_\_\_\_ of the  
District of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of  
\_\_\_\_\_ in the district of \_\_\_\_\_ as my / our  
proxy to vote for / me / us on my / our behalf at the 17<sup>th</sup> Annual General Meeting of the members of the company  
to be held on Friday, 30<sup>th</sup> day of September, 2011 at 11-30 a.m. and at any adjournment thereof.

Signed this \_\_\_\_\_ days of \_\_\_\_\_ 2011

Signed \_\_\_\_\_

L.F.No.: \_\_\_\_\_ No. of Shares (s) held \_\_\_\_\_

DP Id.\* \_\_\_\_\_ No. of Shares (s) held \_\_\_\_\_

Client Id. \_\_\_\_\_

1. Rupees  
Revenue  
Stamp

- Note :-
1. A Member entitled to attend and vote is entitled to appoint a proxy to attend vote instead of himself.
  2. A Proxy need not be a member.
  3. The proxy form duly completed must be deposited at the registered Office of the Company not less than 48 hours before the time for holding the Meeting.

The proxy need not be a Member of the Company.

\*Applicable for investors holding shares in electronic form

**POPULAR ESTATE MANAGEMENT LIMITED 17<sup>TH</sup> ANNUAL REPORT  
ATTENDANCE SLIP**

Reg. Folio No. \_\_\_\_\_

DP Id.\* \_\_\_\_\_

Client Id.\* \_\_\_\_\_

I certify that I am a registered shareholder / proxy for the registered shareholder of the company.

I hereby record my presence at the 17<sup>th</sup> Annual General Meeting of the company at 81, 8<sup>th</sup> Floor, A-Wing, "New York Tower", Opp : Muktidham Derasar, Thaltej, S. G. Highway, Ahmedabad-380054 at 11-30 a.m. on Friday, 30<sup>th</sup> day of September, 2011.

\_\_\_\_\_  
Member's / Proxy's name  
In Block Letters

\_\_\_\_\_  
Member's / Proxy's Signature

Note : Please fill in this attendance slip and hand it over at the entrance of the meeting hall.

\*Applicable for investors holding shares in electronic form.

Book Post

To

*If undelivered Please return to :*

**POPULAR ESTATE MANAGEMENT LIMITED**

81, 8<sup>th</sup> Floor, A-Wing, "New York Tower",

Opp : Muktidham Derasar, Thaltej,

S. G. Highway, Ahmedabad-380054