

ANNUAL REPORT
2010 - 2011

B. NANJI ENTERPRISES LIMITED

B. NANJI ENTERPRISES LIMITED

BOARD OF DIRECTOR

Mr. B N Padsala	Chairman & Managing Director
Mr. S B Padsala	Executive Director
Mr. Philip Job	Director
Mr. Vinayak Sarkhot	Director

REGISTERED OFFICE

5, Moorti Bunglow
Ashok Nagar Co. Op. Hou. Soc. Ltd.,
B/h Sunder Nagar, ISRO, Satellite, Ahmedabad-380015

REGISTRAR & SHARE TRANSFER AGENT

SYSTEM SUPPORT SERVICES

209, Shivai Ind, Estate,
89, Andheri Kurla Road,
Saki Naka, Andheri (E), Mumbai-400072

BANKERS

HDFC Bank
Bank of India
Bank of Maharastra

AUDITORS

ATUL DALAL & CO,
Chartered Accountants
2nd Floor, Abhishek Building,
Nr. Girish Cold Drink, C G Road,
Ahmedabad-380009.

NOTICE

NOTICE is hereby given that the Annual General Meeting of the members of B. Nanji Enterprises Limited will be held on Thursday, 29th September, 2011 at 10.30 a.m., at "Common Plot & Hall", 7, Ashoknagar Co-Operative Housing Society Ltd. Opp. ISRO, B/h. Sundervan, Ahmedabad-380015 for transacting the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended on 31st March, 2011, Balance Sheet as on that date and Auditors' and Directors' report thereon.
2. To appoint Director in place of Mr. Bhikhibhai Padsala, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

For and on behalf of the Board of Directors

Date : 19/05/2011
Place : Ahmedabad

Bhikhubhai Padasla
Chairman & Managing Director

NOTES :

- 1) Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a Member. Proxy to be effective should reach the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.
- 2) The Register of Members and Share Transfer books of The Company will remain closed from Monday the 26th September 2011 to Thursday the 29th September, 2011 (Both Days Inclusive).
- 3) The Members are requested to notify immediately the change of address, If Any to the Company's Share Transfer Agent, M/s. System Support Service, 209, Shivai Ind. Estate, Near Park Devis, 89, Andheri Kurla Road, Sikinaka, Andheri(East), Mumbai-400072 quoting their Folio No. or Client ID No.
- 4) Nomination facility is available to the Shareholders in respect of share held by them.
- 5) Members desiring any information on Accounts are requested to write to the Company at least One week before the meeting so as to enable the management to keep the information ready. Replies will be provided only at the meeting.
- 6) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies of Annual Report and the attendance slip at the meeting
- 7) Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting.

DIRECTORS' REPORT

TO,
THE MEMBERS,

Your Directors are pleased to present the Annual Report of your Company together with the Audited Statement of accounts for the year ended on 31st March, 2011.

FINANCIAL RESULTS :

(Rs in Lacs)

Particulars	2010-11	2009-10
Profit before Interest, Depreciation and Tax	234.10	73.77
Interest	32.90	18.71
Depreciation	8.91	12.76
Profit Before Tax	192.30	42.30
Income Tax	60.00	40.00
Deffered Income Tax	Nil	Nil
Fringe Benefit Tax	Nil	Nil
Prior Period Adjustment (Net)	9.36	40.33
Profit After Tax	141.65	42.63

DIVIDEND :

To conserve the financial resources of the Company, your Directors do not recommend dividend for the year under review.

FIXED DEPOSITS :

The Company has not accepted/renewed any public deposits during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS :

(A) Industry Structure and Development :

India is the second fastest growing economy in the world. The Indian construction industry is an integral part of the economy and a conduit for a substantial part of its development investment, is poised for growth on account of industrialization, urbanization, economic development and people's rising expectations for improved quality of living. In India, construction is the second largest economic activity after agriculture. Construction accounts for nearly 65 percent of the total investment in infrastructure and is expected to be biggest beneficiary of the surge in infrastructure investment over the next five years.

(B) Review of Operations :

During the year 2010-11 total income of the Company was Rs. 558 lacs and earned net profit of Rs. 141.65 lacs as compared to total income Rs. 838 lacs and net profit of Rs 42.63 lacs during the previous year.

(C) Opportunities and Threats :

Opportunities :

- (i) 4th largest economy in terms of purchasing power parity.
- (ii) 850 million middle class consumer market.
- (iii) Steady economic growth.
- (iv) Very large pool of educated, trained and skilled manpower.
- (v) Rapidly developing R & D and increasing investment in new technology in infrastructure sector.
- (vi) Agricultural self sufficiency, rich mineral and other natural resources base.

Threats :

- (i) Lengthy approval process affects execution of projects.
- (ii) Increasing inflation adversely affecting purchasing power of middle class.
- (iii) Increasing raw material price.
- (iv) Increasing interest rates.

(D) Internal Control System :

The company has proper and adequate system of internal controls. The management reviews the internal control systems and procedures to ensure orderly and efficient conduct of business and to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorised, recorded and reported correctly.

The Company has well defined internal control system. The Company takes abundant care to design, review and monitor the working of internal control system. All significant issues are brought to the attention of the Audit Committee of the Board. Gaps, if any, under the existing system are being examined and the mitigation measures for the same are being devised.

(E) Human Resources :

Human capital has continued to be the key engine for our growth and aspirations. The Company has been constantly reviewing its HR policies and practices to keep abreast with the market changes and has embarked upon several initiatives to focus on creating a positive work environment that provides employees with ample growth and development opportunities as well as ensuring high levels of motivation and engagement.

The employee relations of the Company continue to be cordial. The active co-operation of employees is an important contributory factor for the cordial relations. The company firmly believes that intellectual capital and human resources is the backbone of the company's success.

CORPORATE GOVERNANCE :

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, a separate section titled "Corporate Governance Report" is attached to this annual report.

CFO CERTIFICATION :

The Executive Director who looks after finance function has submitted a certificate to the Board regarding the financial statements and other matters as required under clause 49 (V) of the Listing Agreement.

DIRECTOR :

Pursuant to provisions of Section 256 of the Companies Act, 1956 Mr. Bhikhubhai Padsala retire by rotation and being eligible offers themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217 (2AA) of the Companies Act, 1956, your Directors state that :

- In the presentation of Annual Accounts, the applicable accounting standard have been followed along with proper explanation relating to material departure.
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year and have of the profit of the Company for the period.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for preventing and detecting fraud and other irregularities.
- The Directors have prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES :

No employee is drawing remuneration more than the specified limit prescribed u/s.217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975. Hence, the information in terms of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 are not required to be given.

AUDITORS :

M/s. Atul Dalal & Co., Chartered Accountant, statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received certificate from M/s. Atul Dalal & Co., Chartered Accountant, to the effect that their appointment, if made would within the prescribed limits under section 224(1B) of the Companies Act, 1956 and that they are not disqualified from such appointment within the meaning of section 226 of the Companies Act, 1956. The proposal for re-appointment is included in the notice of Annual General Meeting sent with.

REPLY TO AUDITORS' OBSERVATIONS/QUALIFICATIONS :

As regards Para 4 (a) of Auditors' Report, the Company has adopted policy of payment of retirement benefits on cash basis and hence no provision has been made for the same.

- As regards Para 4 (b) of Auditors' Report, the Company has not made provision for Income Tax demand of earlier years of Rs 101.10 lacs as the Company does not foresee any tax liability in respect of the said demand.
- As regards Para 4 (c) of Auditors' Report , the Company has not made provision for VAT and Service Tax Liability for earlier years as the Company does not foresee any tax liability in respect of the same.
- As regards Para 7 of the Annexure to the Auditors' Report, the Company is in process of introducing internal audit system.
- As regards Para 9 of the Annexure to the Auditors' Report , the Company could not make payment of Provident Fund due to inadvertence.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION FOREIGN EXCHANGE EARNING AND OUTGO :

The year under review, there are no manufacturing activities undertaken by the Company. The activity of the Company under review is land development activities and is of such a nature that it requires minimum amount of energy. Information pursuant to section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to conservation of energy and technology absorption are not applicable to the Company. There is no foreign exchange earnings and outgo during the year under review.

ACKNOWLEDGMENT :

Your Directors wish to place on record their sincere appreciation to the employees at all levels for their hard work, dedication and commitment. Your Directors would like to express their sincere appreciation for assistance and co-operation received from the vendors and stakeholders including financial institutions, banks, Central & State Government authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review. Your Directors take this opportunity to place on record their gratitude and appreciation for the committed services of the employees at all levels of the Company.

For and on behalf of the Board of Directors

Date : 19/05/2011
Place : Ahmedabad

Bhikhubhai Padasla
Chairman & Managing Director

REPORT ON CORPORATE GOVERNANCE

[Pursuant to clause 49 of the listing agreement]

CORPORATE GOVERNANCE :

The principal characteristics of corporate governance are Transparency, Independence, Accountability, Responsibility, Fairness, and Social Responsibility. Corporate Governance pertains to system of blending law, regulations and voluntary practices, which enable the company to attract financial and human capital, perform efficiently and thereby perpetuate it into generating long-term economic value for its shareholders, while respecting interests of other stakeholders and the society as a whole.

It aims to assure the shareholders that it is "Your Company" and it belongs to you. . The Chairman and Board of Directors are your fiduciaries and trustee pushing the business forward in maximizing long term value for its shareholders. This report sets out the compliance status of the Company with the requirements of corporate governance, as set out in Clause 49 for the financial year 2010-11.

BOARD OF DIRECTORS :**A) Composition of Board of Directors :**

Name of the Directors	Category	No. of other Directorship in Public Ltd. Companies	No. of other Board Committees of which member/chairman
Mr. B.N. Padsala	Non-Independent and Executive	2	Nil
Mr. S.B. Padsala	Non-Independent and Executive	3	3
Mr. Philip Job	Independent and Non- Executive	Nil	Nil
Mr. Vinayak Sarkhot	Independent and Non- Executive	1	2

B) Attendance of each Directors at Board Meeting and last Annual General Meeting :

Sr. No.	Name of Director	No. of Board meeting attended	Attendance at last AGM
1	Mr. B.N. Padsala	7	Yes
2	Mr. S.B. Padsala	7	Yes
3	Mr. Philip Job	7	Yes
4	Mr. Vinayak Sarkhot	4	Yes

C) Number of Board meetings held during the financial year and dates of Board Meetings :

Board Meeting	Date	Board Meeting	Date
1	14/07/2010	5	22/11/2010
2	31/07/2010	6	08/02/2011
3	10/09/2010	7	25/03/2011
4	31/10/2010		

AUDIT COMMITTEE :**Composition of Audit Committee :**

Name	Designation	Non-executive/ independent	Committee meeting attended
Mr. Vinayak Sarkhot	Chairman	Independent and Non-Executive	4
Mr. Philip Job	Member	Independent and Non-Executive	4
Mr. Sandip B. Padsala	Member	Non-Independent and Executive	4

The term of reference stipulated by the board to the Audit Committee are, as contained in clause 49 of the Listing agreement and Section 292A of the Companies Act, 1956, as follows :

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the board, focusing primarily on; (a) Any changes in accounting policies and practices, (b) Major accounting entries based on exercise of judgment by management, (c) Qualifications in draft audit report (d) Significant adjustments arising out of audit (e) The going concern assumption, (f) Compliance with accounting standards, (g) Compliance with stock exchange and legal requirements concerning financial statements, (h) Any related party transactions.
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with external auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing the company's financial and risk management policies.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

Four meetings of Audit Committee were held during the financial year 2010-11 on following dates:

No.	Date	No.	Date
1	30/07/2010	3	22/11/2010
2	30/10/2010	4	08/02/2011

REMUNERATION COMMITTEE :

The Remuneration Committee comprised of the following Directors.

Name	Designation	Non-executive/ independent	Committee meeting attended
Mr. Vinayak Sarkhot	Chairman	Independent and Non-Executive	2
Mr. Philip Job	Member	Independent and Non-Executive	2
Mr. Sandip B. Padsala	Member	Non-Independent and Executive	2

Two meetings of Remuneration Committee was held on 22/11/2010 and 08/02/2011 during the year 2010-11.

The details of remuneration paid/ payable to the directors for the year 2010-11 are as under :

Name of Director	Salary/Perquisite Amount (Rs.)	Commission Amt. (Rs.)	Total Amt. (Rs.)
Mr. B.N. Padsala	842884	---	842884
Mr. S.B. Padsala	561923	---	561923

SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE :

The Shareholders/Investors' Grievances specially look into redressing of Shareholders and Investors' complaint such as transfer of shares, non-receipt of dividend, if any and to ensure expeditious share transfer process. The Committee comprises of the following Directors.

Name	Designation	Non-executive/ independent	Committee meeting attended
Mr. Vinayak Sarkhot	Chairman	Independent and Non-Executive	2
Mr. Philip Job	Member	Independent and Non-Executive	2
Mr. Sandip B. Padsala	Member	Non-Independent and Executive	2

Two meetings of Shareholder's/Investor's Grievances was held on 22/11/2010 and 08/02/2011 during the year 2010-11.

GENERAL BODY MEETINGS :

Details of three Annual General Meeting:

Year	Date	Time	Venue
2007-08	30.09.2008	2.00 P.M.	Moorti Bunglows, 5, Ashoknagar, B/h. Sundervan, Ahmedabad-15.
2008-09	30.09.2009	4.00 P.M.	Moorti Bunglows, 5, Ashoknagar, B/h. Sundervan, Ahmedabad-15.
2009-10	31-12-2010	4.00 P.M.	Moorti Bunglows, 5, Ashoknagar, B/h. Sundervan, Ahmedabad-15.

No postal ballot were used or required for voting at these meetings in respect of special resolution passed.

MEANS OF COMMUNICATION :

The quarterly, half yearly and annual financial results of the Company were sent to the Stock Exchanges.

DISCLOSURE :

- (a) The register of contracts containing transactions in which directors are interested is placed before the Board of Directors regularly. No transaction of material nature has been entered into by the Company with the directors or the management and their relatives etc. that may have potential conflict with the Associated, Key Managerial Personnel and relatives as stated below.

Particulars	Associates	Key Management	Relatives
Balance Outstanding as on 31-03-2011	Cr.48040615	Cr.140160657 Cr. 16842017	Cr.2500000
As on 30-06-2010	Cr.56560447 Dr.22848464	Dr. NIL	Cr. 73404 Dr. NIL
Remuneration : 31-03-2011 30-06-2010		1500000 900000	
Purchase / Premium Paid for Land 31-03-2011 30-06-2010		NIL 43548910	NIL 21982400

Particular	Associates	Key Management	Relatives
Loan Given/Repaid :			
31-03-2011	6879331	36981360	
30-06-2010	5900953	23430000	
Loan Taken :			
31-03-2011	989500	160300000	2436596
30-06-2010	33500000	30500000	10000

- (b) Details of non-compliance by the Company, penalties, imposed on the Company by Stock Exchanges or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years: N.A

GENERAL SHAREHOLDERS INFORMATION :

- a) Annual General Meeting- Date, Time & Venue : 29/09/2011 at 10.30 a.m. at "Common Plot & Hall", 7, Ashoknagar Co-Operative Housing Society Limited, Opp. ISRO, B/h., Sundervan, Satellite, Ahmedabad-380 015.
- b) Financial Year : 1st April, 2011 to 31st March, 2012
 First Quarterly results End of July, 2011
 Second Quarterly results End of October, 2011
 Third Quarterly results End of January, 2012
 Fourth Quarterly results End of March, 2012
 AGM for the year ended March, 2011 End of September, 2012
- c) Date of Book Closure: 26th September, 2011 to 29th September, 2011 (Both days inclusive)
- d) Dividend : Nil
- e) Listing at following Stock Exchanges :
 * Bombay Stock Exchange
 * Saurashtra & Kutch Stock Exchange
- f) Listing Fees :
 Paid to Bombay Stock Exchange Ltd up to 2011-12. Payment of Listing fee Surashtra & Kutch Stock Exchange is pending for last few years.
- g) Scrip Code: BSE 526594
- h) ISIN : INE735G01010
- i) **Market Price Data :**

The monthly market price data of the Company's Shares from July, 2010 to March, 2011 is as follows:

Month	Bombay Stock Exchange		Shaurashtra & Kutch Stock Exchange	
	High	Low	High	Low
July, 2010	31.90	28.00	—	—
August, 2010	29.40	24.55	—	—
September, 2010	28.95	24.55	—	—
October, 2010	29.05	21.90	—	—
November, 2010	27.90	22.45	—	—
December, 2010	27.00	20.30	—	—
January, 2011	22.60	17.20	—	—
February, 2011	21.55	17.80	—	—
March, 2011	20.00	17.25	—	—

j) **Registrar for Electronic & Physical Mode :**

Address for correspondence at present for transfer / dematerialization of shares, change in address, change in status of investors and other query or any grievance / complaints relating to the shares of the Company is as below :

Registrar & Share Transfer Agent**System Support Services,**

209, Shivai Ind.Estate,
Near Park Devis, 89,
Andheri Kurla Road,
Sakinaka, Andheri (East),
Mumbai-400072.

k) Name of Compliance Officer : Mr. Sandip B. Padsala

l) **Shareholding as on 31st March, 2011**

Sr. No.	Category	% of shareholding	No. of shares held
1.	Promoters		
	i) Individual/ HUF	1057620	19.18
	ii) Bodies Corporate	2009400	36.44
	Total	3067020	55.62
2.	Public		
	i) Bodies Corporate	71300	1.29
	ii) Individuals upto 1 lakh	1637100	29.69
	iii) Individual in excess of 1 lakh	731600	13.27
	iv) Non Residents Indians	7500	0.14
	Total	2447500	44.38
	TOTAL	5514520	100.00

m) Distribution of Shareholding as on 31st March, 2011.

No. of Shares	No. of Holders	No. of Shares	Total No. of Holders %	Total No. of Shares
1 to 500	8774	1204650	96.375	21.845
501 to 1000	1952	151800	2.109	2.753
1001 to 2000	70	105550	0.769	1.914
2001 to 3000	16	39200	0.176	0.711
3001 to 4000	8	27600	0.088	0.500
4001 to 5000	8	37900	0.088	0.687
5001 to 10000	15	103900	0.165	1.884
10001 to above	21	3843920	0.231	69.705
TOTAL	9104	5514520	100.000	100.000

n) **Share Transfer System :**

The Board of Director has delegated the power of share transfer, splitting/ consolidation of the share certificate and issue of duplicate share, rematerialisation of shares to the Registrar and Share Transfer Agent. The Registrar and Share Transfer Agent register the share received for transfer in physical mode, within 30 days from the date of lodgement, if documents are complete in all respects.

o) Dematerialization of Shares and Liquidity :

The Company Shares are available for dematerialization on both the Depositories Viz. National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) .

p) Company's Address for correspondence :

Mr. Sandip Padsala,
Compliance Officer,
B. Nanji Enterprise Ltd.
"Moorti Bunglow",
5, Ashoknagar Co-Operative Housing Society Ltd.
B/h. Sundervan,
Ahmedabad-380015.

q) The Companies (Amendment) Act, 1999 introduced through Section 109A, the facility of nomination to shareholders. The facility is mainly useful for all holders holding the shares in single name. Investors are advised to avail of this facility, especially investor holding securities in single name, to avoid the lengthy process of transmission formalities. The nomination form is available on request from the company.

For and on behalf of the Board of Directors

Date : 19/05/2011
Place : Ahmedabad

Bhikhubhai Padasla
Chairman & Managing Director

CERTIFICATE

To,
The Members,
B. Nanji Enterprises Limited,
Ahmedabad.

We have examined the compliance of the conditions of Corporate Governance by B.Nanji Enterprises Limited (the Company) for the year ended on 31st March, 2011 as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchanges in India.

The Compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedure and implementation there of, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanation given to us the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement. The details of transactions entered into by the Company with group companies/concerns and/or associates companies/concerns are stated by the Auditors in their Report and also stated in Notes to the Accounts. i.e Schedule N to Balance Sheet & Profit & Loss Account.

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.

FOR RAJESH PAREKH & CO.
Company Secretary

Date :19/05/2011
Place : Ahmedabad

RAJESH PAREKH
Proprietor

AUDITORS' REPORT

We have audited the attached balance sheet of B. Nanji Enterprises Limited as at March 31, 2011 and the Profit & Loss Account and also the Cash Flow Statement for the period ended on that date from July 1, 2010 to March 31, 2011 Annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amount and disclosures in financial statements, An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, and on the basis of such checks and verification as were considered necessary, we report, in annexure a statement on the matters wherever applicable as specified in paragraph 4 & 5 of the said Order.
2. Further to our comments in the Annexure referred to above, we 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, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - 3) The balance sheet, profit & loss account and cash flow statement dealt with by this report are in agreement with the books of accounts.
 - 4) The balance sheet, the profit & loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, except :
 - (a) Note regarding non provision of Retirement Benefit being accounted on cash basis which is not in conformity with As-15, Accounting Standards for retirement benefits to employees, issued by the Institute of Chartered Accountants of India.
 - (b) Note No. 8 regarding Non Provision of Income Tax Demand of earlier years of Rs.101.10 lacs.
 - (c) Note No. 9 regarding non provision of VAT and Service Tax Liability for earlier years, amount of which is not determined.
 - 5) On the basis of written submission received from directors as on 31/03/2011 and taken on record by the Board of Directors, we report that none of the director is disqualified as on 31/03/2011 from being appointed as a director of the company as required u/s 274 (1) (g) of the Companies Act, 1956.
 - 6) In our opinion, and to the best of our information and explanations given to us, the said accounts, read together with notes & other documents annexed thereto, give the information required by the companies Act.1956. in the manner so required, and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) In the case of the balance sheet, of the affairs of the state of affairs of the company as at March 31, 2011,
 - (b) In the case of the profit & loss account, of the profit for the period ended on that date, and
 - (c) In the case of the cash flow statement, of the cash flow for the period ended on that date.

**FOR ATUL DALAL&CO.
CHARTERED ACCOUNTANTS
(Firm Reg. No.100760W)**

**ATUL J. DALAL
PROPRIETOR
MEM. NO.14665**

**AHMEDABAD
MAY 19, 2011**

ANNEXURE TO THE AUDIT REPORT

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets
- (b) All the assets have been physically verified by management at the end of the year which in our opinion, is reasonable having regard to the size and nature of its business. We have been informed that no material discrepancies were noticed on such verification.
- (c) During the year no major assets have been disposed off by the company.
2. (a) Inventory has been physically verified by the management during the year, in our opinion, the frequency of verification is reasonable.
- (b) The procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) As informed to us no major discrepancy have been noticed on such verification.
3. (a) Company has taken interest free loans from 2 directors, shareholders and from companies covered in the register maintained u/s 301 of the Companies' Act, 1956. The maximum amount involved during the year was Rs1883.71 lacs and the year end balance of loans taken from such parties was Rs.1907.01 lacs.
- (b) In our opinion, the terms and condition on which such loans were taken/granted to companies, firms and other parties listed in the register maintained u/s 301 of the Companies Act, 1956 are, not prima-facie, prejudicial to the interest of the company.
- (c) As no repayment schedule has been fixed for loans taken/granted the same have not been repaid / recovered.
- (d) As no repayment schedule has been fixed for loans taken/granted , we could not opine whether there is any overdue amount of loan taken from or granted to the parties / companies, firms or any other parties listed in the register maintained u/s301 of the company Act,1956.
- 4 In our opinion and according to the information and explanations given to us there is adequate internal control procedure commensurate with the size of the company and nature of its business regard to purchases of materials, fixed assets. sale of goods and services. During the course of our audit, we have not observed continuing failure to correct major weaknesses in internal controls .
5. In our opinion and according to the information and explanations given to us, there are no transactions to be entered into the register maintained u/s 301 of the companies Act, 1956 and exceeding the value of rupees five lacs.
6. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits within the meaning of sec.58A & 58AAof the companies Act.1956 and rules framed there under.
7. Company has not yet introduced internal audit system.
8. According to the information and explanations given to us. Central Government has not prescribed the maintenance of cost accounting records u/s 209(1) (d) of the companies Act,1956.
9. Company has not deposited with appropriate authorities undisputed statutory dues of Provident Fund. According to the information and explanations given to us, no undisputed amount payable in respect of income tax, wealth tax, sales tax and cess were in arrears, as at 31/03/2011 for a period of more than six months from the date become payable According to the information and explanations given to us, the disputed dues of income tax that have not been deposited on account of matter pending before respective authorities are as under.

Name of Statute	Nature of Dues	Amount involved Rs. in lacs	Forum where dispute is pending
Income Tax Act, 1961 Income Tax AY 2005-06	Tax on Regular Asst.	Rs.101.10	Before CIT Appeals

11. In our opinion and according to the information and explanations given to us the company has not defaulted in repayment of dues to a financial institution.
12. The company has not granted any loans or advance on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion the company is not a chit fund or a nidhi mutual fund /society.
14. In our opinion, the company is not dealing in shares, securities, debentures or other investment. Hence, the provisions of clause 4 (xiv) of the Companies (auditor's Report) Order 2003 are not applicable.
15. In our opinion, the company has not given any guarantee for loans taken by others.
16. In our opinion, the company has taken loan for purchase of Vehicles during the year.
17. According to the information and explanations given to us and an overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been used for long term investments. No long term funds have been used to finance short term assets except permanent working capital.
18. The company has not made any preferential allotment of shares during the year.
19. The Company has not issued any debentures during the year.
20. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**FOR ATUL DALAL&CO.
CHARTERED ACCOUNTANTS
(Firm Reg. No.100760W)**

**AHMEDABAD
MAY 19, 2011**

**ATUL J. DALAL
PROPRIETOR
MEM. NO.14665**

BALANCE SHEET AS AT 31ST MARCH, 2011

(Amount in Rs.)

	SCHEDULE		As on 31-3-2011	As on 30-6-2010
SOURCES :				
OWN FUND :				
Share Capital	A	54984700		54984700
Reserve & Surplus	B	115914629		101748891
			170899329	156733591
LOAN FUND :				
Secured Loan	C	2565569		3099220
Unsecured Loan	D	203723202		104307208
			206288771	107406428
			377188100	264140019
APPLICATION :				
FIXED ASSETS :				
Gross Block	E	11686086		8964782
Less : Depreciation		4530708		4345254
Net Block			7155378	4619528
INVESTMENTS	F		38274983	20233406
CURRENT ASSETS LOANS & ADVANCES :				
Inventories	G	326980714		239710571
Sundry Debtors		31484564		42362849
Cash & Bank Balances		29039514		7654537
Loans & Advances		116336763		157917606
		503841555		447645563
Less : Current Liabilities & Provisions	H	172083816		208358478
NET CURRENT ASSETS			331757739	239287085
			377188100	264140019
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS				
	N			

AS PER OUR AUDIT REPORT ATTACHED

**FOR ATUL DALAL & CO.
CHARTERED ACCOUNTANTS
Firm Regn. No.: 100760W**

FOR B. NANJI ENTERPRISES LTD.

**ATUL J. DALAL
PROPRIETOR
MEM. NO. 14665**

**BHIKHUBHAI N. PADSALA
CHAIRMAN & MANAGING DIRECTOR**

**SANDIPBHAI B. PADSALA
EXECUTIVE DIRECTOR**

**Place : Ahmedabad
MAY 19, 2011**

**Place : Ahmedabad
MAY 19, 2011**

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

(Amount in Rs.)

	SCHEDULE	As on 31-3-2011	As on 30-6-2010
INCOME :			
Sale of land		526000	68087728
Construction Work		25695300	14799351
Sale of Gala		0	525000
Interest (TDS Rs.56121, Previous Year Rs.NIL)		4334579	31009
Compensation (TDS Rs.2500000, Previous Year Rs.NIL)		25000000	0
Miscellaneous Income	I	124729	323066
Increase/(Decrease) in Stock	J	87459529	63834102
		143140137	147600256
EXPENDITURE :			
Land Purchase		40642456	95890958
Construction Work		57914401	10747182
Construction Material Consumed	K	6174792	12040009
Other Expenses	L	14998214	21544745
Interest		3290220	1871135
		123020083	142094029
Operating Profit		20120054	5506227
Depreciation		890543	1276290
Profit before Tax		19229511	4229937
Prior Period Adjustment (Net)		936227	4033009
Provision For Income Tax/Fringe Benefit Tax		6000000	4000000
Profit after tax carried to Balance Sheet		14165738	4262946
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS	N		

AS PER OUR AUDIT REPORT ATTACHED

FOR ATUL DALAL & CO.
CHARTERED ACCOUNTANTS
Firm Regn. No.: 100760W

ATUL J. DALAL
PROPRIETOR
MEM. NO. 14665

Place : Ahmedabad
MAY 19, 2011

FOR B. NANJI ENTERPRISES LTD.

BHIKHUBHAI N. PADSALA
CHAIRMAN & MANAGING DIRECTOR

SANDIPBHAI B. PADSALA
EXECUTIVE DIRECTOR

Place : Ahmedabad
MAY 19, 2011

CASH FLOW STATEMENT FOR THE PERIOD FROM 1.7.2010 TO 31.3.2011

(Amount in Rs.)

	31-3-2011	30-6-2010
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before Tax & Extra Ordinary Items	19229511	4229937
Adjustment for :		
Depreciation	890543	1276290
Interest Paid	3290220	1871135
	4180763	3147425
Less : Interest received	4334579	31009
	4334579	31009
Operating Profit before working Capital Changes	19075695	7346353
Add : Increase(Decrease) in Trade Payable	(36274662)	20674823
(Increase)/Decrease in Trade receivable	10878285	5429928
(Increase)/Decrease in Loans & Advances	41580843	(3915277)
Less : Decrease/(Increase) in inventories	(87270143)	(64014498)
	(71085677)	(41825024)
CASH GENERATE FROM OPERATION BEFORE EXTRA ORDINARY ITEMS	(52009982)	(34478671)
LESS : Interest Paid	3290220	1871135
Provision for Tax	6000000	4000000
Profit on Sale of Assets	69140	0
Add : Prior Period Adjustment	(936227)	(4033009)
	8423133	1838126
Net Cash from Operating activity	(60433115)	(36316797)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
INFLOW :		
Increase in Capital	—	0
Sale of Fixed assets	390000	0
Decrease in Trade Investment	—	0
Interest received	4334579	31009
OUT FLOW :		
Increase in Trade Investment	18041577	13765903
Purchase of fixed assets	3747253	1845980
	(17064251)	(15580874)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Add : Increase in Unsecured Loan	99415994	41224101
Increase in Secured Loan	-533651	1729382
Less :		
Decrease in Unsecured Loan	—	0
Decrease in Secured Loan	—	0
Net Cash Used in Financing Activity	98882343	42953483
Net Increase/(Decrease) in cash	21384977	(8944188)
Cash or Cash Equivalue at the Beginning of the year	7654537	16598725
Cash or cash equivalent at the end of the year	29039514	7654537
	—	—

AS PER OUR AUDIT REPORT ATTACHED

FOR ATUL DALAL & CO.
CHARTERED ACCOUNTANTSATUL J. DALAL
PROPRIETORPlace : Ahmedabad
MAY 19, 2011

FOR B. NANJI ENTERPRISES LTD.

BHIKHUBHAI N. PADSALA
CHAIRMAN & MANAGING DIRECTORPlace : Ahmedabad
MAY 19, 2011SANDIPBHAI B. PADSALA
EXEUCTIVE DIRECTOR

SCHEDULE

(Amount in Rs.)

SCHEDULE	As on 31/03/2011	As on 30/06/2010
SCHEDULE - A - SHARE CAPITAL :		
AUTHORISED :		
60,00,000 Equity Shares of Rs.10/- each	60000000	60000000
Issued & Subscribed :		
5514520 Equity Shares of Rs.10/- each	55145200	55145200
Subscribed & Paid up :		
5514520 Equity Shares of Rs.10/- each	55145200	55145200
Less : Allotment money in arrears	160500	160500
	54984700	54984700
SCHEDULE - B - RESERVES & SURPLUS :		
General Reserve :		
Balance as per last year	24500	24500
Profit and Loss Account	115890129	101724391
	115914629	101748891
SCHEDULE - C - SECURED LOANS :		
Kotak Mahindra Prime Ltd.	0	2316955
HDFC Bank Ltd	2251002	782265
Axis Bank Ltd.	314567	0
See Note No. 9	2565569	3099220
SCHEDULE - D - UNSECURED LOANS :		
From Companies	61062545	84761787
From Directors	140160657	16842017
From Shareholders	2500000	2703404
	203723202	104307208

SCHEDULE - E - FIXED ASSETS :

PARTICULARS	Gross Block			Depreciation		Net Block	
	AS ON 1-7-2010 Rupees	ADDITION DURING THE YEAR Rupees	SALES/ADJ. DURING THE YEAR Rupees	TOTAL UPTO 31-3-2011 Rupees	UPTO 31-3-2011 Rupees	AS ON 31-3-2011	AS ON 30/6/2010
Furniture	1259108	16904	0	1276012	455320	820692	890613
Vehicles	5943798	3191613	1025949	8109462	3133870	4975592	2748112
Jewellery	25080	0	0	25080	0	25080	25080
Computers	475967	3950	0	479917	391881	88036	120696
Office Equipment	1260829	534786	0	1795615	549637	1245978	835027
Total	8964782	3747253	1025949	11686086	4530708	7155378	4619528
Previous Year	7118802	1845980	0	8964782	4345254	4619528	

SCHEDULE

(Amount in Rs.)

SCHEDULE		As on 31/03/2011	As on 30/06/2010
SCHEDULE - F - INVESTMENTS : (Unquoted)(At Cost)			
450 Shares of Sharangpur Co.op Bank Ltd. of Rs.25 each fully paid		11250	11250
50500 Shares of Siddhi Vinayak Buildcon Pvt.Ltd.of Rs.10 each fully paid		2502500	2502500
Investment in Partnership firm :			
- B Nanji		35681823	17719656
- B Nanji A		79410	0
		38274983	20233406
SCHEDULE - G - CURRENT ASSETS LOANS AND ADVANCES :			
(A) Inventories :			
(As taken, valued and Certified by Managing Director)			
Land (At Cost)	171498307		131193315
Construction Material (Cost)	3799907		3989293
Work in Progress (At Cost)	151682500		104527963
		326980714	239710571
(B) Sundry Debtors :			
(Unsecured considered good)			
Outstanding for more than six months*	31484564		36895409
Others	--		5467440
Of which considered doubtful Rs.1552337 (Previous year Rs.1552337)			
		31484564	42362849
(C) Cash & Bank Balances :			
Cash on Hand	5527267		2845880
Balance with Scheduled Banks :			
- In Current Account	20871808		2967818
- Current Account with the Karnavati Co.Op.Bank Ltd. (Maximum Balance during the year Rs.3311833 /- last year Rs.1840838)	2640439		1840839
		29039514	7654537
(D) Loans & Advances :			
(Unsecured considered good)			
Loans	50101005		85475280
Advances recoverable in cash or in kind or for value to be received	55340160		63930659
Miscellaneous Deposits	413144		608914
Advance Income Tax & TDS	10482454		7902753
		116336763	157917606
		503882188	447645563
SCHEDULE - H - CURRENT LIABILITIES & PROVISIONS :			
Sundry Creditors		39402196	95243793
Advances received		22112428	55729507
Contribution from Members of the scheme		100474192	53290178
		161988816	204263478
PROVISIONS :			
Provision for Taxation		10095000	4095000
		172083816	208358478

SCHEDULE

(Amount in Rs.)

SCHEDULE		For Period ended on 31/03/2011	For Period ended on 30/06/2010
SCHEDULE - I - OTHER INCOME :			
Dividend		1125	0
Confirming party Sales Income		0	225000
Kasar		54464	30094
Profit on sale of Assets		69140	0
Misc. Income		0	67972
		124729	323066
SCHEDULE - J - INCREASE/(DECREASE) IN STOCK :			
Closing Stock :			
Land	171498307		131193315
Work in progress	151682500		104527963
		323180807	235721278
Less : Opening Stock			
Land	131193315		80680231
Work in progress	104527963		91206945
		235721278	171887176
		87459529	63834102
SCHEDULE - K : MATERIAL CONSUMPTION :			
Opening Stock		3989293	3808897
Purchases		5985406	12220405
		9974699	16029302
Less : Closing Stock		3799907	3989293
SCHEDULE - L - OTHER EXPENSES :			
Salary & Bonus		1959277	1818284
Directors' Remuneration		900000	1500000
Directors' House Rent		504807	673200
Mixer Machine Rent		13900	5200
Site Expenses		576288	285004
Electric Expenses		504607	1263489
Rent & Taxes		816697	592914
Land Revenue		520444	58857
Advertisement		1324688	1211799
Stationery & Printing		156345	217755
Travelling, Conveyance and Vehicle Expenses		560373	720810
Postage & Telephone		198611	255935
Commission			0
Professional & Legal Fees		4521802	4703196
Repairs & Maintenance		320358	283606
Listing Fee		51986	66239
Auditors Remuneration :			
Audit Fee	185000		223900
Tax Audit Fees	0		11100
		185000	235000
Compensation schemes		0	1464824
Amount written off		0	25000
Loss on sale of Investment		0	3699553
Loss from Partnership Firm		60933	0
Miscellaneous Exp.		1268769	2464080
		14998214	21544745

SCHEDULE - N - SIGNIFICANT ACCOUNTING POLICES AND NOTES ON ASSCUNTS :**(A) SIGNIFICANT ACCOUTING POLICIES :**

1. The accounts have been prepared on historical cost convention and on the basis of going concern with revenue recognition.
2. Company follows the accrual system of accounting unless otherwise stated.
3. Company is engaged in sale and purchase of land, development and construction activity. In respect of trading activity, purchase of land is accounted on historical cost method and on the basis of either Sale Deed in favor of Company or an Agreement to Sale with possession in favor of the Company without execution of legal documents whichever is earlier. Sale of land is accounted at the time of possession of land or execution of sale deed, whereas in respect of the construction activity, company has adopted the percentage/progress of completion method as certified by Engineer.
4. Stock of Land is Valued as under :
 Land for Resort at Village Ganol with Banakhat Right is valued at Banakhat value.
 Land of Vibhusha Scheme held in the name of Associate Company/firm is valued at banakhat value/cost.
 Land of Nisarg Scheme (Agricultural Land) is held in the name of Chairman and Managing Director and erstwhile Directors, associate firm and company is valued at Cost / Banakhat Value.
 Land of Vevji /Dehli – Bhilad Projects is valued at Cost plus direct expenses like Registration and Stamp Duty.
 Land at Mahemdavad and Vadaj is valued at Cost plus direct expenses like Registration and Stamp Duty and brokerage paid for the same.
5. Work in progress/work completed has been accounted on the basis of cost of work done plus direct expenses pertaining to project. Stock of Raw Material is valued at Cost, Stock of Finished Goods i.e. Plot at Silvassa at purchase price including cost of development and Constructed Shed at Land Cost plus Cost of Construction. Work in Progress of Vibhusha Scheme is valued at percentage of completion less Cost of Sales as Certified by Engineer. Work in Progress of Subhnagar is valued at percentage of completion less Cost of Sales as Certified by Engineer. Work in Progress of Shiromani bungalows is taken as per agreement executed with Labh Construction Limited in earlier years. Work in Progress at Umargam and Bhilad Project is valued at Direct cost plus direct expenses pertaining to the project. Work in Progress at Kathlal is valued at cost of work done plus direct expenses pertaining to project
6. Stock of construction material is valued at Cost including VAT.
7. VAT Payable is accounted on the basis of advance received or sale deed executed which ever is earlier.
8. Service Tax Payable is accounted either on amount received or sale deed executed which ever is earlier.
9. Compensation paid to members of Nisarg Scheme is accounted at the time of finalization of terms / payment made and has been capitalized.
10. Purchases includes Carting, Land Leveling Expenses and Sales Tax.
11. Unquoted Investments are stated at cost.
12. Fixed Assets are stated at cost. Assets costing less than Rs.5000 purchased during the year is charged to expenses account.
13. Depreciation has been provided on written down value method on assets put to use as per the rates prescribed in the Schedule XIV to the Companies Act, 1956..
14. Dividend income is accounted on cash basis.
15. Compensation received from Krishna Developers is accounted on cash basis.
16. Retirement Benefit and other employee's benefit is accounted on cash basis.

(B) NOTES ON ACCOUNTS :

1. This account has been prepared for a period of 9 months i.e. from 1.7.2010 to 31st March 2011 on the basis of Resolution passed in meeting of the Board of Directors held on 25/03/2011.
2. Subsequent to the search, the Income Tax Department has issued notices u/s 153 A of the Income Tax Act, 1961 pertaining to Asst. Year 2003-04 to 2009-10 to file revised return of income for the above mentioned assessment years. Till this date, Company has not filed revised returns as required by the

Income Tax Department, hence liability of income tax, if any, will be provided at the time of filing revised returns.

3. Company has received notices from Income Tax Department for reopening of assessment for Asst. Year 2002-03 to 2005-06 with a show cause why deduction allowed u/s 80IB should not be withdrawn as mentioned in the said notice. Against the same, Company has filed writ petition before High Court of Gujarat, challenging the reopening of the cases. No provision for the liability, if any, that may arise in the matter has been made in the accounts as the matter is subjudice. However Income Tax Department has dropped the Re-opening procedure for AY 2002-03 and 2003-04.
4. No provision for Retirement Benefit and payable to employees has been made in the accounts which is not in conformity with As-15 the Accounting Standard Issued by The Institute of Chartered Accountants of India.
5. No provision has been made for the demand raised by the Income Tax Department as per the assessment order for the AY 2005-06 amounting to Rs. 101.10 lacs.(Net of Payment of Rs.40.74 lacs)
6. No provision has been made for VAT and Service Tax Payable on construction activity for earlier years, as amount is not determined. Since company has not obtained M VAT Registration, no provision is made for M Vat payable on booking amount received during the year on Vevji (Umergam) Project.
7. Company has accounted sale land for which no legal documents have been executed by the Company but Documents for sale of land has been executed in the name of associate concerns and sale amount has been reimbursed to the Company.
8. Calculation of Managerial Remuneration :
In view of inadequacy of Profit, remuneration paid to Managing & Executive Director of Rs.1404807/ (Previous year Rs. 2336874) inclusive of perquisite is treated as Minimum Remuneration and hence detail calculation of Managerial Remuneration is not given.
9. Secured Loan from HDFC Bank / Axis Bank is secured by Hypothecation of Specific Motor Car Purchased under the scheme.
10. Investment in partnership Firm M/s. B Nanji:

Name of Partner	% of Share	Capital as on 31-3-2011
Ashish Bhupendrabhai Patel	15.00%	22329102
Biren Bhupendrabhai Patel	15.00%	22329102
B Nanji Enterprises Ltd.	50.00%	35681823
Prashant Pravinchandra Amin	20.00%	20597381
Investment in Partnership Firm M/s. B Nanji A		
Ashish Bhupendrabhai Patel	11.25%	457278
Biren Bhupendrabhai Patel	11.25%	447278
B Nanji Enterprises Ltd.	30.00%	79409
Prashant Pravinchandra Amin	22.50%	4989557
Ishwarbhai Purshottambhai Patel	5.00%	720168
Mayur Ishwarbhai Patel	10.00%	1864
Rakesh Chandubhai Patel HUF	10.00%	604936

- 11) Related party disclosures as required by Accounting Standard 18 issued by The Institute of Chartered Accountants of India is as under :

RELATIONSHIP :

Associate companies/Firms – Enterprises owned by /over which Key Management Personnel are able to exercise significant influence:

B Nanji Power cable Ltd.

B Nanji Finance Ltd.

B Nanji Construction Pvt. Ltd .

International Housing Finance Corp. Ltd

Samal Investment Pvt. Ltd.

Sankira Resorts Pvt.Ltd.

N. V. Lifecare Pvt.Ltd. (Previously known as Aerospace Technologies Private Limited)

Siddhi Vinayak Buildcon Pvt.Ltd.

Key Management Personal :

Bhikhubhai Nanjibhai Padsala

Sandeepbhai Bhikhubhai Padsala

Relative to Key personal :

Shubhdraben B Padsala

Vasanti Sandeep Padsala

Following Transaction were carried out with the related parties:

(Amount in Rs.)

Particular	Associates	Key Management	Relatives
Balance Outstanding: As on 31-03-2011	Cr.48040615	Cr.140160657	Cr.2500000
As on 30-06-2010	Cr.56560447 Dr.22848464	Cr. 16842017 Dr. NIL	Cr. 73404 Dr. NIL
Remuneration : 31-03-2011 30-06-2010		1500000 900000	
Purchase /Premium : Paid for Land 31-03-2011 30-06-2010		NIL 43548910	NIL 21982400
Loan Given/Repaid 31-03-2011 30-06-2010	6879331 5900953	36981360 23430000	NIL NIL
Loan Taken : 30-06-2010	989500 33500000	160300000 30500000	2436596 10000

- 12) In the opinion of the board of Directors, Current Assets, Loans & Advances are approximately of the value stated in the balance sheet, if realized in ordinary of business.
- 13) Balances of Sundry Debtors, Creditors including scheme deposits from members, Loans, Loans & advances including Advance for Land are subject to confirmation /reconciliation
- 14) Figures of previous year are not comparable with those of current year as Current year's figures are for 9 months and that of previous period are for 15 months and have been regrouped wherever necessary.
- 15) The company is engaged in development of plots of land and construction activities. which is nether a manufacturing company a trading company there for the information required by clause 3&4 of part II of schedule VI of the company act, 1956 regarding quantity information are not given.
- 16) Additional Information to be given under para 4D of part II of schedule 6 of the companies Act,1956.

	<u>2010-11</u>	<u>2009-10</u>
C. I. F Value of imports	NIL	NIL
F. O. B. Value of exports	NIL	NIL
Expenditure in foreign Currency	NIL	NIL
Remittance in foreign currency		
On account of Dividend	NIL	NIL

BALANCE SHEET ABSTRACT AND COMPANY 'S GENERAL BUSINESS PROFILE :*(Rs. in '000)*

1. Registration details :	
Registration No.	5148
State code	04
Balance sheet Date	31-3-2011
2. Capital raised during the year :	
Public issue	NIL
Rights issue	NIL
Bonus issue	NIL
Private placement	NIL
3. Position of mobilization and development of funds :	
Total liabilities	377188
Total assets	377188
Sources of funds :	
Paid-up Capital	54985
Reserves & Surplus	111515
Secured Loans	2565
Unsecured Loans	203723
Application of Funds :	
Net Fixed Assets	7155
Investments	38275
Net Current Assets	331758
Miscellaneous Expenditure	NIL
Accumulated Losses	NIL
Performance of the company :	
Turnover	-
Total Expenditure	93639
Profit before Tax	20165
Profit after Tax	14165
Earning per Share (in Rs.)	Rs.2.5
(No Diluted Earning Per Share has been calculated)	
Dividend Rate	NIL
V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS OF THE COMPANY : (As Per Monetary / Terms)	
Item Code No. (ITC Code)	Note Applicable
Product Description	Note Applicable

FOR ATUL DALAL & CO.
CHARTERED ACCOUNTANTS

FOR B. NANJI ENTERPRISES LTD.

ATUL J. DALAL
PROPRIETOR

BHIKHUBHAI N. PADSALA
CHAIRMAN & MANAGING DIRECTOR

SANDIPBHAI B. PADSALA
EXEUCTIVE DIRECTOR

Place : Ahmedabad
MAY 19, 2011

Place : Ahmedabad
MAY 19, 2011

B. Nanji Enterprises Limited

PROXY FORM

Members Folio No. _____

DP ID _____

Client ID _____

I/We _____ of _____ being a Member/Members of B. Nanji Enterprises Limited, hereby appoint of _____ or failing him _____ of _____ or failing him _____ of _____ as my/our Proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, the 29th day of September, 2011 at any adjournment there of.

Signed this _____ Day of _____ 2011.

Signed by the said _____

of _____

Affix
Revenue
Stamp of
Requisite
Amt.

Note : If a member is unable to attend the Meeting, he may sign this form and send it to the Company's Registered Office at : "Common Plot & Hall", 7, Ashoknagar Co-Operative Housing Society Ltd. Opp. ISRO, B/h. Sundervan, Ahmedabad-380015 so as to reach them not less than 48 hours before the Meeting

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B. Nanji Enterprises Limited

ATTENDANCE SLIP

I hereby record my presence at the Annual General Meeting convened at the Registered Office of the Company at "Common Plot & Hall", 7, Ashoknagar Co-Operative Housing Society Ltd., B/h. Sundervan, Opp. ISRO, Ahmedabad-380015 on Thursday, 29th September, 2011.

Members Folio No. _____

DP ID _____

Client ID _____

Name of the Member attending the Meeting

In case of proxy, Name of Proxy

(Signature of Member/Proxy)
(To be signed at the time of
handing over this slip)

Note : Members/Joint members are requested to bring the attendance slip with them.

**BOOK POST
PRINTED MATTER**

To, _____

If undelivered Please return to :

B. NANJI ENTERPRISES LIMITED

Registered Office :

5, Moorti Bunglow, Ashok Nagar Co.Op. Hou. Soc. Ltd.,
B/h. Sundar Nager, ISRO, Satellite, Ahmedabad-380015