

GCCL CONSTRUCTION & REALITIES LIMITED

ANNUAL REPORT 2009-2010

GCCL CONSTRUCTION & REALITIES LIMITED

Registered Office : 606, Sakar-I, Opp. Nehru Bridge, Ashram Road, Ahmedabad-380 009.

NOTICE

Notice is hereby given that the 16th (Sixteenth) Annual General Meeting of the Members of GCCL Construction & Realities Limited will be held on Thursday, 23rd September, 2010 at 10.30 a.m. at 606 SAKAR – 1, Opp. Nehru Bridge, Ashram Road, and Ahmedabad to transact the following business.

ORDINARY BUSINESS

1. To receive consider & adopt the Balance Sheet as at 31st March, 2010, the Profit & Loss Account for the year ended on that date and the reports of the Directors' & Auditors thereon..
2. To appoint Director in place of Shri Bahubali S. Shah, who being eligible offers himself for reappointment.
3. To appoint Director in place of Shri Amam S. Shah, who being eligible offers himself for reappointment.
4. To appoint M/s. Dinesh R. Shah & Nanavati, Chartered Accountants, Ahmedabad as Auditors of the Company to hold office from conclusion of this Annual General Meeting till conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors of the Company.

By Order of the Board of Directors

Date : 30/06/2010

**Bahubali S. Shah
Chairman****Registered Office:**

606, Sakar-I, Ashram Road, Ahmedabad- 380009.

NOTES

1. A 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 OF THE COMPANY.
2. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Register of the members & share transfer Books of the Company will remain closed from Thursday, 16/9/2010 to Thursday 23-9-2010 (both day inclusive)
4. Shareholders desirous of asking any question at the Annual General Meeting are requested to send in their questions so as to reach the Company at least five days before the Annual General Meeting so that the same can be suitably replied.
5. Share transfer documents and all correspondence relating thereto, should be addressed to Registrar and Share Transfer Agents of the Company, M/s. Sharepro Services (India) Private Ltd., 416-420, 4th Floor, Devnandan Mall, Opp. Sanyash Ashram, Ashram Road, Ahmedabad-380006. Ph. : 079-26582381-84 Fax No. : 079-26582385 E-mail : sharepro_ahmedabad@shareproservices.com
6. Members who hold shares in physical form are requested to notify immediately only changes in their addresses to the register and share transfer agents at the above address and to their depository participants, in case shares are held in electronic mode.
7. At the ensuing Annual General Meeting, Shri Bahubali S. Shah and Shri Amam S. Shah shall retire by rotation and being eligible, offer themselves for reappointment. Pursuant to Clause 49 of the Listing Agreement, the particulars of Directors to be reappointed are given below.

Name	Shri Bahubali S. Shah	Shri Amam S. Shah
Address	Gujarat Samachar Bhavan, Khanpur, Ahmedabad – 01.	31, Anand Nagar, Paldi, Ahmedabad – 07.
Age	59 Years	39 Years
Nationality	Indian	Indian
Occupation	Business	Business
Qualification	B. Com	B. Com
Experience	16 Years	19 Years
Date of Appointment	25/10/1994	25/10/1994

By Order of the Board of Directors

Date : 30/06/2010

**Bahubali S. Shah
Chairman**

Registered Office: 606, Sakar-I, Ashram Road, Ahmedabad- 380009.

GCCL CONSTRUCTION & REALITIES LIMITED

DIRECTORS' REPORT

To,
The Members
GCCL CONSTRUCTION & REALITIES LIMITED,

Your Directors presents their Sixteenth Annual Report together with the Audited Statement of Accounts of the Company for the year ended on 31st March, 2010.

FINANCIAL RESULTS:

Your company has not pursued any of its main objects and hence there is no income earned. During the year under report, the other income was Rs 12.12 Lacs and net profit after tax is Rs 3.96 Lacs.

Your Directors do not recommend any dividend for the year 2009-2010.

MANAGEMENT DISCUSSION & ANALYSIS

At present, your Company is not pursuing any of its main objects and hence the Board has not commented upon Industry Structure & Development, Opportunities & Threats, Future Outlook, and

Risk & Concerns.

• Internal Control Systems & their Adequacy:

The company has proper & adequate system of their internal controls proportionate to its size and business. The internal control systems of the Company are designed to ensure that the financial and other records are reliable for preparing financial statements and other data.

CORPORATE GOVERNANCE

Pursuant to clause 49 of the listing agreement, a report on corporate governance along with auditors' certificate of its compliance is included as part of the annual report.

AUDITORS AND AUDITORS' REPORT:

The Auditors' M/s Dinesh R. Shah & Nanavati, Chartered Accountants, Ahmedabad holds office until the conclusion of the ensuing Annual General Meeting and is recommended for reappointment for the year 2010-2011. The Company has received certificate from the Auditors' to the effect that the reappointment if made, would be within prescribed limit under Section 224 (1-B) of the Companies Act, 1956.

The notes at schedule 7 are self-explanatory and do not require further clarifications.

FIXED DEPOSITS:

The Company has not accepted any deposits from the public.

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

Particulars required to be furnished by the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988:

Part A and B pertaining to conservation and technology absorption is not applicable to the Company. However the Company endeavored to conserve energy consumption wherever feasible.

The Company has neither used nor earned any foreign exchange during the year under review.

DIRECTORS:

Shri Bahubali S. Shah and Shri Amam S. Shah, Directors will retire by rotation and being eligible, offers themselves for reappointment.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to sub-Section (2AA) of Section 217 of Companies Act' 1956 the Board of Directors of the Company hereby State and confirm that:

- “ in preparation of Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- “ the Directors had selected such accounting policies and applied them consistently and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at end of the financial year and of the profit or loss of the company for that period;
- “ the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- “ the Directors had prepared the annual accounts on a going concern basis.

CODE OF CONDUCT

The code of conduct for all Board members and senior management of the Company has been laid down and is being complied in words and spirit. The declaration on compliance of code of conduct signed by CEO of the Company is included as a part of this annual report.

PARTICULARS OF EMPLOYEES:

The information as required under Section 217(2A) of the Companies Act. 1956 read with Companies (particulars of employees' amendment) Rules, 1988 as amended from time to time is nil.

For and on behalf of the Board of Directors

**Bahubali S. Shah
Chairman**

Place: Ahmedabad
Date : 30/06/2010

**Registered office:
606, Sakar I,
Ashram Road,
Ahmedabad- 380 009.**

GCCL CONSTRUCTION & REALITIES LIMITED

CORPORATE GOVERNANCE

(As required by clause 49 of the Listing Agreement with the Stock Exchange)

This section on Corporate Governance forms part of the Directors' Report to the shareholders. This report is given in terms of clause 49 of the Listing Agreement entered with the Mumbai Stock Exchange where the shares of the Company have been listed.

MANDATORY REQUIREMENTS

1. Company's Philosophy & Code of Governance

The Cornerstone of your company's corporate governance policy is directed towards:

Adherence to ethical business practices.

2. Board of Directors

Composition of Board:

The composition of the Board is in conformity with clause 49 of the Listing Agreement. The Board of Directors consists of 5 [Five] members. The Company has a non-executive Chairman and the number of independent director is one half of the total number of directors. None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees (as specified in clause 49), across all the Companies in which he is a Director. The Directors have made the necessary disclosures regarding Committee positions.

The Composition of the Board as on 31st March 2010 was as under.

Directors	Category	AttendanceParticulars		Other Directorships	Other Committee Membership	
		No.of Board Meeting	LastAGM		Member	Chairman
Shri Bahubali S.Shah	CM-NENI	6	Y	5	0	0
Shri Amam S. Shah	NENI	6	Y	6	0	1
Shri Himanshu J. Kamdar	IND	5	Y	0	0	0
Shri Ashokkumar Damani	IND	6	Y	0	0	0
Shri Bharatbhai Kasturbhai	IND	6	Y	0	0	0

CM- Chairman NENI-Non Executive Non Independent IND- Independent

Details of Board Meetings held during the year 2009-10

6(Six) Board meetings were held during the year and the gap between two meetings did not exceed four months.

Leave of absence was granted by the Board to the Directors who were absent at the respective Board Meeting(s).

Date of Meeting	No. of DirectorsPresent
25/04/2009	5
30/06/2009	5
11/07/2009	4
30/07/2009	5
30/10/2009	5
30/01/2010	5

The information as required under annexure I to clause 49 is being made available to the Board.

AUDIT COMMITTEE

Terms of Reference:

The terms of reference, role and scope are in line with those prescribed by clause 49 of the Listing Agreement executed with the Mumbai Stock Exchange. The Company also complies with the provisions of Section 292A of the Companies Act 1956 pertaining to Audit committee and its functioning.

The Board delegated the following powers to the Audit Committee:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Board defined the role of Audit Committee as under:

- Overseeing 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/removal of external auditors, fixing audit fees and approving payments for any other services;
- Reviewing with the management the annual financial statements before Submission to the Board;
- Reviewing with the management external and internal auditors, the adequacy of Internal control system;
- Discussing with the external auditors before the audit commences, the nature and scope of audit as well as have post audit discussions to ascertain any area of concern;
- Reviewing the company's financial & risk management policies;
- To look into the reasons for substantial defaults in the payment to the creditors.

Composition:

The Audit Committee comprises of 3 Non Executive Independent Directors. The members of audit committee have adequate financial/accounting knowledge.

The Audit Committee met four times during the year under review on 30/06/09, 30/07/09, 30/10/09 and 30/01/10.

Name	Designation	Attendance
Shri Himanshu Kamdar	Non-executive Independent	4
Shri Ashokkumar Damani	Non-executive Independent	4
Shri Bharatbhai Kasturbhai	Non-executive Independent	4

CEO/CFO Certification

The Board has recognized Shri Bahubali S. Shah, the Chairman of the Company as the CEO and Director Shri Himanshu Kamdar as CFO for the limited purpose of compliance under the listing agreement. The CEO and CFO have certified in terms of revised clause 49 of the listing agreement to the Board that the financial statements present a true and fair view of the company's affairs and are in compliance with existing accounting standards.

4. REMUNERATION OF DIRECTORS

The Company has not setup a remuneration committee as there is no executive Director.

5. SHAREHOLDERS/INVESTOR'S GRIEVANCES COMMITTEE.

The committee consists of two Directors. Shri Amam S. Shah is the Non-Executive Director heading the committee. This committee looks into the redressal of Shareholders/Investor's Grievances, if any like Transfer / Transmission of Shares; Loss of Share Certificates; Non receipt of Annual Report etc. during the year. There were no complaints received from the shareholders. The Company has no transfers pending at the close of the financial year.

The Committee met 24 times during the year under review on 15/04/09, 30/04/09, 15/05/09, 30/05/09, 16/06/09, 30/06/09, 15/07/09, 30/07/09, 16/08/09, 31/08/09, 15/09/09, 30/09/09, 15/10/09, 30/10/09, 16/11/09, 30/11/09, 15/12/09, 30/12/09, 15/01/10, 30/01/10, 15/02/10, 27/02/10, 15/03/10 and 30/03/10

Name of the director	Category of directorship	Attendance
Shri Bahubali S. Shah	Non Executive	24
Shri Amam Shah	Non Executive	24

6. DETAILS OF LAST THREE ANNUAL GENERAL MEETING

AGM	Year	Venue of AGM	Date	Time
Thirteenth	2006-2007	606, Sakar – 1, Opp. Nehru Bridge, Ashram Road, Ahmedabad	26/09/07	10.00 a.m.
Fourteenth	2007-2008	606, Sakar – 1, Opp. Nehru Bridge, Ashram Road, Ahmedabad	30/09/08	10.30 a.m.
Fifteenth	2008-2009	606, Sakar – 1, Opp. Nehru Bridge, Ashram Road, Ahmedabad	30/09/09	10.30 a.m.

No special resolution was required to be put through postal ballot last year.

No items of business relating to matters specified under clause 49 of the listing agreement with the stock exchange and/or provisions contained in Section 292A of the Companies Act, 1956 requiring voting by postal ballot is included in the notice convening forthcoming Annual General Meeting.

7 DISCLOSURE

i. **Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.**

The Company has no materially significant related party transactions i.e. transactions of the Company of material nature with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflicts with the interest of the Company at large.

For details about related parties transactions, see Notes on Accounts.

ii. **Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

There were instances of non-compliance by the Company in last three years & trading in securities of the Company is suspended by the Mumbai Stock Exchange w.e.f. 17/2/2003.

iii. **Non mandatory requirements**

Adoption of non mandatory requirements of clause 49 of the listing agreement are being reviewed by the Board from time to time.

8 Means of communication

The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results in the Performa prescribed by clause 41 of the listing agreement within one month of the close of the respective period. The approved financial results are forthwith send to the Mumbai Stock Exchange and are published in Western Times news paper, English/Gujarati editions within 48 hours of approval thereof. The same are not send to the shareholders separately.

The Company's financial results and official news releases are not displayed on the Company's website. No formal presentations were made to institutional investors or to the analysts during the year under review.

Management Discussion and Analysis forms part of the annual report, which is posted to the share holders of the Company.

9 General Shareholder Information:

i. **Date time and venue of –AGM**

Thursday, 23rd September 2010 at 10.30 a.m. at 606, Sakar-1, Opp.Nehru Bridge, Ashram Road, Ahmedabad-380 009.

ii. **Financial year**

The Company follows April-March as its financial year. The results for every quarter beginning from April are declared in the month following the quarter except for the last quarter, for which results are declared by June as permitted under listing agreement.

iii. **Dates of book closure**

Thursday, 16th September, 2010 to Thursday, 23rd September 2010. (Both days inclusive).

iv. **Dividend payment date**

Not Applicable

v. **Listing Of Stock Exchanges At**

The Stock Exchange – Mumbai

Phiroze Jeejeebhoy Towers, Dalal street, Mumbai-400 023

vi. **Stock Codes**

531953

vii. **High/Low of monthly Market Price of the Company's Equity Shares traded on the Mumbai Exchange during the financial year 2009-10 is furnished below:**

No transaction reported on Mumbai Stock Exchange.

viii. **Registrar & Transfer Agent**

M/s Sharepro Services (India) Private Limited

416-420, 4th Floor, Devnandan Mall,

Opp. Sanyash Ashram, Ashram Road, Ahmedabad-380006.

Ph. : 079-26582381-84 Fax No. : 079-26582385

E-mail : sharepro_ahmedabad@shareproservices.com

ix. Share Transfer System

The Registration Certificate of M/s Pinnacle Shares Registry Private Ltd. was suspended by SEBI and hence The Company has appointed M/s. Sharepro Services (India) Private Limited as Registrar & Transfer Agents for D-mat as well as physical share transfer work.

Valid share transfer in physical form and complete in all respects were approved and registered within stipulated period.

x. Distribution of shareholding (as on March 31, 2010)

a On the basis of Shares held

	PHYSICAL		D-MAT		TOTAL	%	TOTAL	%	
Balance	Holder	SHARES	Holder	SHARES	Holder		Shares		
1	500	440	119500	173	50500	613	71.11	170000	1.42
501	1000	84	68500	50	43000	134	15.55	111500	0.93
1001	2000	25	42100	16	26700	41	4.76	68800	0.57
2001	3000	11	28900	14	38900	25	2.90	67800	0.56
3001	4000	4	13900	2	7300	6	0.70	21200	0.18
4001	5000	2	10000	2	9500	4	0.46	19500	0.16
5001	10000	5	33400	7	49100	12	1.39	82500	0.69
10001	9999999	17	10496700	10	963400	27	3.13	11460100	95.49
		588	10813000	274	1188400	862	100	12001400	100

b. On the basis of category

Category	No. of Shares Held	% to total Shares held
Individual	705900	5.88
Private Corporate Bodies	2720800	22.67
Promoters	8574700	71.45
TOTAL	12001400	100

xi. Dematerialization of shares & liquidity

The shares are listed on Mumbai Stock Exchanges. Under the depository system the international securities identification number (ISIN) allotted to the Company is INE775C01015

xii. Outstanding GDRs/ADRs/Warrants or any convertible instruments as at end March, 2010.

There were no outstanding GDRs/ADRs/Warrants or any convertible instruments as at end March, 2010.

xiii. Plant Locations

The nature of business is such that that the Company has no plant.

xiv. Address for Correspondence

All enquiries, clarifications and correspondence should be addressed to the Compliance Officer at the following address. 606, Sakar I, Ashram Road, Ahmedabad- 380 009.

DECLARATION BY CHAIRMAN

[Under Clause 49 of the Listing Agreement]

To,

The Shareholders

GCCL Construction & Realities Limited

I, Bahubali S. Shah Chairman of GCCL Construction & Realities Limited declare that to the best of my knowledge and belief, all the members of the Board of Directors and Senior Management personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2010.

For and on behalf of the Board of Directors

Bahubali S. Shah
Chairman

Place: Ahmedabad

Date : 30/06/2010

Registered office: 606, Sakar I, Ashram Road, Ahmedabad- 380 009.

GCCL CONSTRUCTION & REALITIES LIMITED

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of GCCL Construction & Realities Limited,

We have examined the compliance of condition of corporate governance by GCCL Construction & Realities Limited for the year ended 31st March, 2010 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange.

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. It is neither an audit nor an expression of opinion on the financial statement of the Company.

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 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 grievances is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors' Grievance 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.

**For DINESH R. SHAH & NANAVATI
Chartered Accountants**

**(DINESH R. SHAH)
PARTNER
Mem. No.: 8228**

**Place: Ahmedabad
Date: 30/06/2010**

AUDITOR'S REPORT

To,
The Members,
GCCL Construction & Realities Ltd.,
Ahmedabad.

We have audited the attached balance sheet of GCCL Construction & Realities Ltd. as at 31st March, 2010 and the profit and loss account for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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 amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used in significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis of our opinion.

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, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- A. We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - B. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - C. The balance sheet and profit and loss account dealt with by this report are in agreement with the books of account;
 - D. On the basis of written representations received from the directors, as on 31st March, 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - E. We invite your attention to Notes to Accounts. The company has not stated quantitative details of its inventories, auditors' remuneration and managerial remuneration as required by Part-II of Schedule VI to the Companies Act, 1956. However, such non-presentation has no effect on the performance results for the year ended 31st March 2010 as stated in Profit and Loss Account for that year and on the financial position as stated in the Balance Sheet as at that date;
 - F. In our opinion and to the best of our information and according to the explanations given to us, subject to our observation in the immediately preceding clause I, the said accounts 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;
 1. In the case of the balance sheet, of the state of affairs of the company as at 31st March, 2010;
- And
2. In the case of profit and loss account, of the loss for the year ended on that date

For DINESH R. SHAH & NANAVATI
Chartered Accountants

(DINESH R. SHAH)
PARTNER
Mem. No.: 8228

Place: Ahmedabad
Date: 30/06/2010

GCCL CONSTRUCTION & REALITIES LIMITED

Annexure to Auditor's Report

Re:GCCL Construction & Realities Ltd.

Referred to in paragraph 3 of our report of even date

- I. A. The Company does not have fixed assets. Hence the provisions of clause 4(i) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- II. A. The management has conducted physical verification of inventories at regular intervals, which in our opinion, and according to the explanations and information given to us appear reasonable.
B. In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
C. In our opinion, and according to the information and explanations given to us, the company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- III. A. In absence of Register u/s 301 being produced before us, we are unable to state whether the company has granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956
B. In absence of Register u/s 301 of the Companies Act, 1956 being produced before us, we are unable to state whether the rate of interest and other terms and conditions of unsecured loans taken are prima facie not prejudicial to the interests of the company.
C. The loan accounts have not been squared up during the year.
- IV. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of fixed assets. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- V. A. In absence of register u/s 301 being produced before us, we are unable to comment whether the transactions that need to be entered into the register maintained under section 301 of the companies Act, 1956 have been so entered.
B. In absence of register u/s 301 being produce before us, we are unable to comment whether the transactions made in pursuance of contracts or arrangement entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- VI. The Company has not accepted deposit from public during the year or in the previous years.
- VII. In our opinion, the company does not have a formal internal audit system.
- VIII. The Company is not required to maintain cost records prescribed by the Central Government under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956.
A. The company is regular in depositing with appropriate authorities undisputed statutory dues including income tax, wealth tax, cess and other material statutory dues applicable to it.
B. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax and cess were in arrears, as at 31st March, 2010 for a period of more than six months from the date they became payable.
C. According to the information and explanation given to us, there are no dues of income tax, wealth tax, which have not been deposited on account of any dispute.

- IX. The Company did not have accumulated losses as at the end of the financial year or in the previous year.
- X. 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, bank or debenture holders.
- XI. The Company has not granted loans and advance on the basis of security by way of pledge of shares, debentures and other securities.
- XII. In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- XIII. In our opinion, the Company has maintained proper records of the investment transactions and timely entries have been made therein. All the shares and securities have been held by the Company in its own name.
- XIV. The Company has not given any guarantee for loans taken by others from banks or financial institutions.
- XV. The Company has not obtained term loans during the financial year or in the previous year.
- XVI. According to the information and explanations given to us and on 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 investment.
- XVII. The company has not made preferential allotment of share during the year.
- XVIII. The Company has not issued debentures to the public. Hence, the provisions of clause 4(xix) of Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- XIX. The company has not raised any money from public issued during the year. Hence, the provisions of clause 4(xx) of Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- XX. 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 DINESH R. SHAH & NANAVATI
Chartered Accountants**

**(DINESH R. SHAH)
PARTNER
Mem. No.: 8228**

**Place: Ahmedabad
Date: 30/06/2010**

GCCL CONSTRUCTION & REALITIES LIMITED

GCCL CONSTURCTION & REALITIES LIMITED

Regd. Off.: 606, SAKAR-1, OPP. NEHRU BRIDGE, ASHRAM ROAD, AHMEDABAD-09.

BALANCE SHEET AS AT 31ST March - 2010

PARTICULARS	Sch.	As At 31/03/2010 (Rs.)	As At 31/03/2009 (Rs.)
SOURCE OF FUNDS			
<u>SHARE HOLDERS FUND:</u>			
SHARE CAPITAL	1	120014000	120014000
RESERVE & SURPLUS	2	7013430	6616634
LOANS			
UNSECURED LOANS	3	184135000	183850000
		311162430	310480634
APPLICATION OF FUNDS			
<u>INVESTMENT</u>	4	31635875	31635875
CURRENT ASSETS, LOANS & ADVANCES	5		
STOCK IN HAND (LAND HELD FOR SALE)		266484374	266484374
CASH & BANK BALANCE	5A	3393550	2690424
LOANS & ADVANCES	5B	9835000	9835000
		279712924	279009798
LESS : CURRENT LIABILITIES	6		
SUNDRY CREDITORS	6A	165881	159291
CURRENT LIABILITIES & PROVISIONS		20488	5748
		186369	165039
NET CURRENT ASSETS		279526555	278844759
		311162430	310480634
NOTES TO ACCOUNTS	8		

As per our Audit Report of even date attached

For & on behalf of
Dinesh R. Shah & Nanavati
Chartered Accountants

For, GCCL Construction & Realities Limited

(Dinesh R. Shah)
Partner
Mem.No. 8228

BAHUBALI S. SHAH
CHAIRMAN

AMAM S. SHAH
DIRECTOR

Place : Ahmedabad
Date : 30-6-2010

GCCL CONSTRUCTION & REALITIES LIMITED

Regd. Off.: 606, SAKAR-1, OPP. NEHRU BRIDGE, ASHRAM ROAD, AHMEDABAD-09.

PROFIT & LOSS, ACCOUNT FOR THE YEAR ENDED 31ST MARCH-2010.

PARTICULARS	Sch.	As At 31/03/2010 (Rs.)	As At 31/03/2009 (Rs.)
<u>INCOME :</u>			
OTHER INCOME	7	1212210	1210418
TOTAL INCOME		1212210	1210418
<u>LESS : EXPENDITURE</u>			
PURCHASE OF LAND	7A		
LESS : STOCK IN HAND (LAND HELDFOR SALE)		0	0
ADMINISTRATIVE & GENERAL EXPENSES		813675	780836
TOTAL EXPENDITURE		813675	780836
PROFIT + / [LOSS -] BEFORE TAX		398535	429582
<u>LESS : TAX EXPENSE</u>	7B	1739	0
PROFIT + / [LOSS -] AFTER TAX		396796	429582
PROFIT BROUGHT FORWARD FROM LAST YEAR		6616634	6187052
BALANCE CARRIED TO BALANCE SHEET		7013430	6616634
EARNING PER SHARE BASIC & DILUTED		0.03	0.04
FACE VALUE PER SHARE		10.00	10.00
ACCOUNTING POLICIES & NOTES FORMING PART OF ACCOUNTS	8		

As per our Audit Report of even date attached

For & on behalf of
Dinesh R. Shah & Nanavati
Chartered Accountants

For, GCCL Construction & Realities Limited

(Dinesh R. Shah)
Partner
Mem.No. 8228

BAHUBALI S. SHAH
CHAIRMAN

AMAM S. SHAH
DIRECTOR

Place : Ahmedabad

Date : 30-6-2010

GCCL CONSTRUCTION & REALITIES LIMITED

GCCL CONSTURCTION & REALITIES LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF BALANCE SHEET & PROFIT AND LOSS A/C.

PARTICULARS	As At 31/03/2010 (Rs.)		As At 31/03/2009 (Rs.)	
	SCHEDULE : 1			
<u>SHARE CAPITAL</u>				
<u>AUTHORISED CAPITAL</u>				
EQUITY SHARES OF RS.10 EACH		125000000		125000000
<u>ISSUED, SUBSCRIBED & PAID UP CAPITAL</u>				
12001400 EQUITY SHARES OF RS.10 EACH		120014000		120014000
		120014000		120014000
SCHEDULE : 2				
<u>RESERVE & SURPLUS</u>				
PROFIT & LOSS A/C. OPENING BALANCE		6616634		6187052
ADD : FOR THE YEAR.		396796		429582
		7013430		6616634
SCHEDULE : 3				
<u>LOANS</u>				
UNSECURED LOANS				
GANPATI IN TRADEX PVT. LTD.	55200000		55200000	
GCCL HOUSING & FINANCE LTD.,	85000		0	
KASTURBHAI LALBHAI & CO.,	600000		400000	
LOK PRAKASHAN LTD,	128250000	184135000	128250000	183850000
SCHEDULE : 4				
<u>INVESTMENT (TRADE), LONG TERM</u>				
GCCL INFRASTRUCTURE & PROJECT LTD	7000000		7000000	
GCCL SECURITIES LIMITED	3000000		3000000	
<u>NON - TRADE, CURRENT</u>				
NATIONAL THERMAL POWER CORP. LTD,				
(No of Shares 318415 Current Year 183=50 per Share Prv. YearMKT. VALUE Rs.133=05 Per Share	21635875		21635875	
		31635875		31635875
<u>CURRENT ASSETS, LOANS & ADVANCE</u>				
SCHEDULE : 5A				
<u>CASH AND BANK BALANCES</u>				
CASH ON HAND		43829		45329
WITH SCHEDULED BANK IN CURRENT ACCOUNT		3349721		2645095
		3393550		2690424
SCHEDULE : 5B				
<u>LOANS & ADVANCES</u>				
Advances Recoverable in Cash or Kind or for value to be received		9835000		9835000
		9835000		9835000

GCCL CONSTURCTION & REALITIES LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF BALANCE SHEET & PROFIT AND LOSS A/C.

PARTICULARS	As At 31/03/2010 (Rs.)		As At 31/03/2009 (Rs.)	
SCHEDULE : 6				
<u>CURRENT LIABILITIES</u>				
SCHEDULE : 6				
SUNDRY CREDITORS FOR EXPENSES		165881		159291
		165881		159291
SCHEDULE : 7				
<u>OTHER INCOME :</u>				
CREDIT BALANCE WRITTEN OFF	0		64124	
DIVIDEND INCOME	1209977		1146294	
PROVISION REVERSE	2233		0	
		1212210		1210418
SCHEDULE : 7A				
<u>ADMINISTRATIVE & GENERAL EXPENSES</u>				
AUDITORS REMUNERATION				
- AUDIT FEES	15000		15000	
- FOR TAXATION MATTERS	10000	25000	10000	25000
ADVERTISEMENT EXP.		9321		5215
BANK CHARGES EXP.		310		280
APPEAL FEES		1000		2500
DEMAT CHARGES		0		620
INTEREST EXPENSES		0		300
LEAGLE & PROFESSIONAL CHARGES		37000		37000
LISTING FEES		101030		73251
POSTAGE & COURIER		0		131
PRINTING & STATIONERY		23040		10500
R. O. C. FILLING FEES		1500		5500
SALARY EXPENSES		12000		12000
SECURITY SERVICE		537600		537600
SERVICE TAX		65874		70939
TOTAL EXPENDITURE		813675		780836
SCHEDULE : 7B				
<u>TAX EXPENSES</u>				
SHORT(+)/ EXCESS (-) PROV. OF INCOME TAX		1739		0
		1739		0

GCCL CONSTRUCTION & REALITIES LIMITED

Schedule : 8

A) SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF ACCOUNTING :

The Accounts of the Company have been prepared under the historical cost convention in accordance with the applicable accounting standards and other generally accepted accounting principles in conformity with the statutory requirements.

The major considerations that are kept in mind while adopting an accounting policy are prudence. Substance over Form, Materially and Consistency.

A change in an accounting policy is made only if

- The adoption of a different accounting policy is required by statute ; or
- For compliance with an accounting standard or ;
- If it is considered that the change would result in a more appropriate presentation of the financial statements of the enterprise.

2. FIXED ASSETS :

Tangible Fixed Assets :

The Company has no fixed assets as on Balance Sheet date.

3. INVESTMENTS :

Long Term :

Long term Investments shown in the Balance Sheet are valued at cost unless there is a permanent diminution in the value, in which case they are valued at the diminished value and the resulting difference is reflected in the Profit & Loss Account.

Current Investments :

Investments classified as current investments are being carried in the financial statements at the lower of cost and fair value identified on individual investment basis.

Disposal of Investments :

On disposal of an investment, the difference between the carrying amount and net disposal proceeds is being charged to Profit & Loss Account determined on the basis of First-in-First-out Method.

4. REVENUE RECOGNITION :

Revenue is recognized only when measurability and reliability is certain. In case of uncertain, revenue recognition is postponed to the year in which it is properly measured & realisability assured. In respect of services, the Company accounts for revenue on the basis of the completed contract method.

5. CONTINGENT LIABILITIES :

Contingent Liabilities are disclosed after careful evaluation of facts and legal aspects of the matter involved.

6. TAXES ON INCOME :

Tax Expenses for the year includes current tax & deferred tax. Current tax is the tax payable / recoverable from taxation authorities. Deferred tax is the tax effect of timing difference arising between Accounting income and tax income. Deferred tax is recognized for all timing differences at substantively enacted rates except in respect of those giving rise to deferred tax assets, which are recognized only if their realisability is reasonably certain and virtually certain in case of unabsorbed depreciation and unabsorbed losses.

7. EARNING PER SHARE :

The Company reports basic and diluted earnings per share in accordance with Accounting Standard (AS) 20 - Earning per Share issued by the Institute of Chartered Accountants of India. Basic Earning per Share are computed by dividing the net profit or loss for the year by the weighted average number of equity share outstanding during the year. Diluted earning per share is computed by dividing the net profit or loss for the year by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential equity share, except where the results are anti-dilutive.

B) NOTES FORMING PART OF BALANCE SHEET AND PROFIT & LOSS ACCOUNT

I. Break-up of components of deferred tax :

Particulars	2009-2010	2008-2009
Preliminary Exp. Written off	Nil	Nil
Public Issue Exp. Written off	Nil	Nil
Substantively enacted rate	Nil	Nil
Tax effect of timing difference	Nil	Nil

II. Calculation of Earning per Share :

Particulars	2009-2010	2008-2009
Profit / (Loss) attributable to the equity shareholders (a)	396563	429582
No. of Equity shares of Rs.10/- each (b)	12001400	12001400
Basic Earnings / (Loss) per share (a/b)	0.03	0.04
Diluted Earning per Share (a/b)	0.03	0.04

III. Particulars of Investments as required by Sch.IV to the Companies Act, 1956.

Sr.	Particulars	Opening Balance		Purchase.		Sales Qty.		Closing Balance		Capital	
		Qty.	Rs.	Qty.	Rs.	Qty.	Rs.	Qty.	Rs.	Qty.	Rs.
1	N.T.P.C.	318415	21635875			—	—	318415	21635875	—	—
2	Gccl Infrastructure & Project Ltd	700000	7000000	—	—	—	—	700000	7000000	—	—
3	Gccl Securities Ltd.	300000	3000000	—	—	—	—	300000	3000000	—	—

V. Provision year's figures have been regrouped, rearranged wherever necessary to make them comparable to the current year's figures.

VI. In the opinion of the Board, the current assets, Loans and Advances have a value on realization in the ordinary course at least equal to the amount at which they are stated.

Dinesh R. Shah & Nanavati
Chartered Accountants

For, GCCL Construction & Realities Limited

(Dinesh R. Shah)
Partner
Mem.No. 8228
Place : Ahmedabad
Date : 30/06/2010

BAHUBALI S. SHAH
CHAIRMAN

AMAM S. SHAH
DIRECTOR

AUDITOR'S CERTIFICATE

We have examined the attached cash flow statement of GCCL CONSTRUCTION & REALITIES LTD, for the period ended 31st March, 2010. The statement has been prepared by the Company in accordance with the requirements of Listing Agreement clause 32 with Stock Exchange and is based on and as in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company for the period ended 31st March, 2010 covered by our report dated 30/06/2010.

For Dinesh R. Shah & Nanavati
Chartered Accountants

(Dinesh R. Shah)
Partner
Mem. No. : 8228

Place : Ahmedabad
Date : 30/06/2010

GCCL CONSTRUCTION & REALITIES LIMITED

GCCL CONSTRUCTION & REALITIES LIMITED

Cash Flow Statement for the period ended 31st March, 2010

PARTICULARS	As At 31/03/2010 (Rs.)	As At 31/03/2009 (Rs.)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Taxation and extraordinary items	398535	429582
Adjustments for:		
Dividend Income	1209977	1146294
Income Tax Refund	0	0
Income Tax Written Off	0	0
Interest on Bank F. D.	0	0
Profit on sale of Investment	0	0
Loss on Current Investment	0	0
Operating Profit before working capital changes	1608512	1575876
Increase / Decrease of Stock In-Hand	0	0
(Increase)/Decrease in Loans and Advances	0	0
Increase/(Decrease) in Sundry Creditors	(5910)	(51357)
Cash Generated from Operations	1602602	1524519
Income Taxes paid	1739	0
Net Cash from Operating Activities	1604341	1524519
CASH FLOW FROM INVESTING ACTIVITIES		
Investments sold	0	0
Dividend Income	1209977	1146294
Interest on Bank F. D.	0	0
Fixed Deposits Retired / (Made)	0	0
Net Cash from Investing Activities	1209977	1146294
CASH FLOW FROM FINNCING ACTIVITIES		
Unsecured Loans raised	285000	200000
Unsecured Loans repaid	0	0
Net Cash from Financing Activities	285000	200000
Net Increase in Cash and Cash Equivalents	690626	581225
Cash and Cash Equivalents at the beginning of the period	2690424	2109199
Cash and Cash equivalents at the end of the period	3381050	2690424
Notes to the Cash Flow Statement:		
1. Cash and Cash Equivalents	31.03.10	31.03.09
Cash on Hand	43829	45329
Balance in Current Account	3337221	2645095
Bank O.D. with B. O. B. Bhadra	0	0
(Profit) / Loss on sale of current investment	0	0
	3381050	2690424

As per our Audit Report of even date attached

For & on behalf of
Dinesh R. Shah & Nanavati
Chartered Accountants

(Dinesh R. Shah)
Partner
Mem.No. 8228

Place : Ahmedabad
Date : 30/06/2010

For, GCCL Construction & Realities Limited

BAHUBALI S. SHAH
CHAIRMAN

AMAM S. SHAH
DIRECTOR

GCCL CONSTRUCTION & REALITIES LIMITED
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL PROFILE
AS PER SCHEDULE VI, PART (IV) OF THE COMPANIES ACT, 1956.

1. REGISTRATION DETAILS :	
Registration No.	: 23414
State Code	: 4
Balance Sheet Date	: 31/03/2010
2. CAPITAL RAISED DURING THE YEAR : (AMOUNT RUPEES IN THOUSAND)	
Public Issue	: Nil
Rights Issue	: Nil
Bonus Issue	: Nil
Private Placement	: Nil
3. MOBILISATION AND DEPLOYMENT OF FUNDS :	
Total Liabilities	: 311162
Total Assets	: 311162
SOURCE OF FUNDS :	
Paid up Capital	: 120014
Reserve & Surplus	: 7013
Secured Loans	: Nil
Unsecured Loans	: 184135
APPLICATION OF FUNDS :	
Net Fixed Assets	: Nil
Investments	: 31636
Net Current Assets	: 279527
Deferred Tax Assets	: Nil
Miscellaneous Expenditure	: Nil
Accumulated Losses	: Nil
4. PERFORMANCE OF THE COMPANY :	
Turnover of the Company (Including Other Income)	: Nil
Total Expenditure	: 814
Profit/(Loss) before Tax	: 399
Profit/(Loss) after Tax	: 397
Earning Per Share	: 0.03
Dividend Rate	: Nil
5. GENERIC NAME OF THREE PRINCIPAL PRODUCTS OF THE COMPANY :	
ITEM CODE NO.(IT CODE) PRODUCT DESCRIPTION	NOT APPLICABLE
PRODUCTS / SERVICES	CONSTRUCTION

Signature of Schedules 1 to 8
As per our Audit Report of even date attached

For & on behalf of
Dinesh R. Shah & Nanavati
Chartered Accountants

(Dinesh R. Shah)
Partner
Mem.No. 8228
Place : Ahmedabad
Date : 30/06/2010

For, GCCL Construction & Realities Limited

BAHUBALI S. SHAH
CHAIRMAN

AMAM S. SHAH
DIRECTOR

GCCL CONSTRUCTION & REALITIES LIMITED

GCCL CONSTRUCTION & REALITIES LIMITED

Regd. Off. : 606, Sakar-I, Opp. Nehru Bridge, Ashram Road, Ahmedabad- 380 009.

PROXY FORM

FOLIO NO. :

I / We _____ of _____ being a member / members of Gccl Construction & Realities Limited

hereby appoint (1) _____ of _____

or failing him (2) _____ of _____

or failing him (3) _____ of _____

as my/our proxy to vote for me / us and on my / our behalf at the Sixteenth Annual General Meeting of the Company to be held on Thursday 23rd September, 2010 at 10.30 A.M. at 606 Sakar-I, Opp. Nehru Bridge, Ashram Road, Ahmedabad-9. at any adjournment thereof.

Signed this _____ day of _____ 2010.

Affix 1/- Rs. Revenue Stamp

Signature by the Said Member(s)

Note : The proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.

ATTENDANCE SLIP

GCCL CONSTRUCTION & REALITIES LIMITED

Please complete this attendance slip and hand it over at the entrance of the meeting hall. Only members or their proxies are entitled to present at the meeting.

Name & Address

L. F. No.

No. of Shares Held

I hereby record my/our attendance at the 16th (Sixteenth) Annual General Meeting of the Company being held on Thursday 23rd September, 2010 at 10.30 a.m. at 606, Sakar-I, Opp. Nehru Bridge, Ashram Road, Ahmedabad-9.

SIGNATURE OF THE SHARE HOLDER / PROXY:

BOOK-POST

If Undelivered Please return to :

GCCL CONSTRUCTION & REALTIES LIMITED

REGD. OFFICE : 606, 'SAKAR-I', OPP. NEHRU BRIDGE,
ASHRAM ROAD, AHMEDABAD-380 009.