

GCCL CONSTRUCTION AND REALITIES LIMITED

Annual Report 2015-16

GCCL CONSTRUCTION AND REALITIES LIMITED

Board of Directors:

Bahubali S Shah	00347465	Chairman
Amam S Shah	01617245	Director
Himanshu Kamdar	01239167	Director
Bharatbhai Kasturbhai	01726399	Director
Ashokkumar Damani	02229475	Director

Auditors:

Hiren D Shah & Associates Chartered Accountants
Firm No.: 135212W
55, Madhuban,
Nr. Madalpur Underbridge,
Ellisbridge, Ahmedabad- 380006

Registered Office:

A-115, Siddhi Vinayak Towers,
B/h DCP Office, Off S.G. Highway,
Makarba, Ahmedabad- 380051

GCCL CONSTRUCTION AND REALITIES LIMITED

Regd. Office : A-115, Siddhi Vinayak Towers, B/H. DCP Office, Off S.G. Highway, Makarba Ahmedabad- 380051

Notice is hereby given that the 22nd Annual General Meeting of GCCL Construction and Realities Limited will be held on Tuesday, 27th September, 2016 at 12 p.m. at A-115, Siddhi Vinayak Towers, B/h. DCP Office, off S.G. Highway, Makarba, Ahmedabad- 380051 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31st March, 2016, the Balance Sheet as on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mr. Bahubali S Shah, Director (DIN: 00347465) of the company who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company appoints M/s Hiren D. Shah & Associates, Chartered Accountants, Ahmedabad (Firm Registration No: 135212W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2021 subject to ratification by the members at every Annual General Meeting held after this Annual General Meeting at such remuneration as may be determined by the Board of Directors of the company on recommendation of the Audit Committee.”

Special Business:

4. Appointment of Ms. Gunjan Jhaveri (DIN: 07540626) as an Independent Director
To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, read with Schedule IV to the Act, as amended from time to time, Gunjan Jhaveri (DIN: 07540626), a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and clause 27 of the SEBI (LODR) with stock exchanges, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 10/06/2016.”

Place: Ahmedabad

Date: 28th July, 2016

DIN: 01617245

Registered office:

A-115, Siddhi Vinayak Towers,
B/h. DCP Office, Off S.G. Highway,
Makarba, Ahmedabad- 380051.

For and on behalf of the Board

Amam Shah

Director

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item No. 3 of the Notice, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 20th September, 2016 to Tuesday, 27th September, 2016 (both days inclusive).
4. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in Demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
6. The Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s).
7. Members who have received the Notice of Annual General Meeting, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the Annual General Meeting
8. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rule, 2014 as amended and Regulations 44 of the SEBI (LODR) Regulations,

2015 the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Cut-off date i.e. a date not earlier than seven days before the date of general meeting, are entitled to vote on the Resolutions set forth in this Notice.

9. Members who have acquired shares after the dispatch of the Annual Report and before the Cut-off date may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. A person who is not a member as on the Cut-off date should treat this notice for the information purpose only. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
 - I. In case of members receiving e-mail from CDSL (for Members whose e-mail addresses are registered with Company/ Depositories):
 - a. Log on to the e-voting website www.evotingindia.com
 - b. Click on Shareholders
 - c. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on Login.
 - e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - f. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- k. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- p. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- r. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which

they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

II. In case of members receiving the physical copy:

- a. Please follow all steps from sl. no. (a) to sl. no. (s) above to cast vote.
- b. The voting period begins at 24th September, 2016 at 9.00 a.m. and will end on 26th September, 2016 at 5.00 p.m.. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

III. Other Instructions:

- a. The e-voting period commences at 9.00 a.m. on 24th September, 2016 and will end on 26th September, 2016 at 5.00 p.m.. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 19th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- b. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 31st March, 2016.
- c. Mr. Ishan P. Shah, Advocate has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall immediately after the conclusion of voting after the Annual General Meeting, count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the company and make, not later than three days of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Chairman or person authorised by him in writing shall declared the results of the voting forthwith.
- e. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s

website www.gccconstruction.com and on the website of CDSL www.evoting.CDSL.com immediately after the result is declared by the Chairman.

- f. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- g. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Bigshare Services Pvt. Ltd. / Investor Service Department of the Company immediately.
- h. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to M/s. Bigshare Services Pvt. Ltd. / Investor Service Department of the Company.
- i. Members desiring any information relating to the accounts are requested to write to the Company at least seven days in advance so as to enable the management to keep the information ready.

Place: Ahmedabad

Date: 28th July, 2016

For and on behalf of the Board

Amam Shah

Director

DIN: 01617245

Registered office:

A-115, Siddhi Vinayak Towers,
B/h. DCP Office, Off S.G. Highway,
Makarba, Ahmedabad- 380051.

EXPLANATORY STATEMENT

[Pursuant to section 102 of the Companies Act, 2013]

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 of the accompanying Notice:

Item No. 4: Appointment of Ms. Gunjan Jhaveri (DIN: 07540626) as Director

The Company had, pursuant to the provisions of Clause 27 of SEBI (LODR), 2015 appointed Ms. Gunjan Jhaveri, as an Independent Director in its Board Meeting held on 10/06/2016. Pursuant to the provisions of section 149 of the Companies Act, 2013, every listed public company is required to have at least one-third of the total number of directors as independent directors. Such Independent Director shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. Thus, it is proposed to appoint Ms. Gunjan Jhaveri for a term of five years from 10/06/2016. She has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. Notices have been received from Members proposing candidature of the above Director for the office of Independent Director of the Company. In compliance with the provisions of section 149 and 161 read with Schedule IV of the Act, the appointment of Ms Gunjan Jhaveri as an Independent Director is now being placed before the Members for their approval, for the term stated above. Other terms and conditions for their appointment shall be available for inspection by the Members at the Registered Office of the Company during business hours on any working day, excluding Saturday.

None of the Directors, except the proposed appointee in resolution concerning their individual appointment or any of Key Managerial Personnel of the Company or relatives of any of them are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the Ordinary Resolutions set out at Item No. 4 of the Notice for approval by the shareholders.

A brief profile of the Independent Director to be appointed is given below:

Name of Director	:	Gunjan Priyank Jhaveri
DIN	:	07540626
Date of Appointment	:	10/06/2016
Qualification	:	Graduate
No of shares held in the Company	:	Nil
Directorship in other Companies	:	Nil

Details of Director retiring by rotation and seeking re-appointment

Name of Director	:	Bahubali Shreyans Shah
Date of Appointment	:	01/11/1994
Qualification	:	B.Com.
Expertise	:	Entrepreneurship
No of shares held in the Company	:	Nil
Directorship in other Companies	:	Holds Directorship in following Companies

Sr. no.	Name of the Company
1	Lok Prakashan Limited
2	Parijat Infrastructure Limited
3	Zora Traders Limited
4	Gujrat Credit Corporation Limited
5	GCCL Housing Finance Limited
6	Indian Chronicle Limited

Note: The Directorship held by director as mentioned above do not include directorship of private limited companies and partnership in LLP.

Place: Ahmedabad

Date: 28th July, 2016

For and on behalf of the Board

Amam Shah

Director

DIN: 01617245

Registered office:

A-115, Siddhi Vinayak Towers,
B/h. DCP Office, Off S.G. Highway,
Makarba, Ahmedabad- 380051.

GCCL CONSTRUCTION AND REALITIES LIMITED

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the 22nd Directors' Report together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2016.

The summary of operating results for the year and appropriation of divisible profits is given below.

Financial Highlights

(Rs. In lakhs)

Particulars	2015-16	2014-15
Revenue from operations	-	-
Other Income	15.55	7.96
Total Income	15.55	7.96
Depreciation	-	-
Tax: Current Tax	-	1.10
Deferred tax	-	-
Profit/(Loss) after Tax	12.10	3.05
Earnings per share:BasicDiluted	0.10	0.03

Performance of the Company

During the year under review, the total income of the Company was Rs 15,55,436/- against Rs 7,96,037/- in the previous year. The Company has earned a Profit after tax of Rs 12,10,889/- compared to a profit of Rs. 3,05,337/- in the previous year.

Transfer to Reserves

For the financial year ended 31st March, 2016, it is proposed to carry a nil amount to General Reserve Account.

Dividend

In view of inadequate profits, the Board of Directors has not recommended any dividend for the current year.

Material Changes between the date of the Board Report and end of Financial Year

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

Details of Subsidiary/ Joint Ventures/ Associate Companies

As on March 31, 2016, the Company does not have any subsidiary/joint venture/ Associate Company.

Change in the Nature of the Business

There is no change in the nature of the business of the Company.

Meetings of the Board

The information on meetings of the Board of Directors as held during the financial year 2015-16 is provide under Clause 2 (b) of the Corporate Governance Report.

Corporate Governance

The Company is committed to maintain and adhere to the Corporate Governance requirements set out by SEBI. The Report on Corporate Governance along with a certificate from Mr. Pinakin Shah, Practicing Company Secretary, Ahmedabad conforming compliance to the conditions as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and rules made there under is annexed to this Report.

Deposits

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Risk Management

There is an adequate risk management infrastructure in place capable of addressing risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks those have been identified and assessed.

Directors and Key Managerial Personnel

Mr. Bahubali S Shah (DIN: [00347465](#)) retires at the Annual General Meeting and has offered himself for re-appointment. During the financial year Ms. Gunjan Jhaveri (DIN: 07540626) was appointed as an Independent Director in the Board Meeting held on 10/06/2016. She meets the criteria as provided under section 149 (6) of the Act and the Board recommends her appointment as an Independent Director.

Auditors

M/s Hiren D Shah & Associates, Chartered Accountants, Ahmedabad (Firm Registration No 135212W) were appointed as statutory auditors of the Company by the Board for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the twenty- seventh annual general meeting of the Company to be held in the year 2021. Pursuant to the provisions of section 139 of the Act and the rules framed thereafter, the appointment of Auditors shall be placed for ratification at every Annual General Meeting. In this regard, the Company has received consent from the Auditors to the effect that they are willing to be appointed and it would be in accordance with the provisions of section 141 of the Act.

Auditors' report

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Secretarial Auditor

M/s Pinakin Shah & Co, Practising Company Secretary has been appointed as the secretarial Auditor of the Company for the financial year 2016-17 as required under Section 204 of the Companies Act 2013 and Rules there under. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as Annexure- I to this Report. The Secretarial Audit Report contains the following qualification/ adverse remark for which an explanation has been given.

	Remark	Explanation
1	Non- compliance of Section 204 of the Companies Act, 2013	The size of the company does not offer any professional career goal.
2	Non- compliance of Section 138 of the Companies Act, 2013	The Company has an internal audit system commensurate with its size
3	Non- compliance of Section 149 (1) (b) of the Companies Act, 2013	The Company did not appoint a Woman Director
4	Non- compliance of Section 186 (7) of the Companies Act, 2013- Interest not charged	The interest will be accounted for as and when it is received
5	Non- Compliance of Regulation 46 of the SEBI (LODR), 2015	The Website was not updated at the time of Secretarial Audit

Committees of the Board

The Committees of the Board is provided under Clause 3 of the Corporate Governance Report.

Particulars of loans, guarantees and investments

The details of loans to companies, firms or other parties, details of investments have been disclosed in the financial statements.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) 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;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

Extract of Annual Return

As provided under section 92(3) of the Act, the extract of annual return is given in Annexure- II in the prescribed Form MGT-9, which forms part of this report.

Particulars of employees and related Disclosures

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) and (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is nil.

Insurance

There are no fixed assets in the Company.

Transactions with related parties

Information on transactions with related parties pursuant to section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 is Nil.

Declaration by Independent Directors

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

Familiarization Programme

Since all independent directors are associated with the company for more than 5 (years), the company has not conducted familiarization programme for independent director.

Vigil Mechanism/ Whistle Blower Policy

The Company has established a Vigil Mechanism / Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy has a systematic mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or policy.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

(a) Conservation of energy and Technology absorption

The Company has not made any investment for (energy conservation) and taken any specific measures to reduce energy cost per unit. However, it intends to conserve energy for future generation.

(b) Technology Absorption

There is no research and development activity carried out by the Company.

(c) Foreign exchange earnings and Outgo

There were no foreign exchange earnings and outgo during the year under review.

Equity Capital

(a) Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

(b) Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

(c) Bonus Shares

No Bonus Shares were issued during the year under review.

(d) Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.

(e) Equity Shares with Differential Voting Rights

The company has not issued equity shares with differential rights as to dividend, voting or otherwise.

Shares in Suspense Account

- Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the beginning of the year: NIL
- Number of shareholders who approached issuer for transfer of shares from Suspense Account during the year: Not Applicable
- Number of shareholders to whom, shares were transferred from Suspense Account during the year: Not Applicable
- Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the end of the year: NIL
- That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: Not Applicable

Shares in Unclaimed Suspense Account

- Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account lying at the beginning of the year: NIL
- Number of shareholders who approached issuer for transfer of shares from the Unclaimed Suspense Account during the year: Not Applicable
- Number of shareholders to whom, shares were transferred from the Unclaimed Suspense Account during the year: Not Applicable

Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account lying at the end of the year: NIL

Internal financial control systems and their adequacy

The Company has proper and 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.

Any significant and material Order passed by Regulators/ Courts/ Tribunals

No orders were passed by the regulators or courts or Tribunals impacting the going concern status and company's operation in future.

Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

There were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Acknowledgement

The Board places on record their appreciation for the support of all stakeholders.

Place: Ahmedabad

Date: 28th July, 2016

For and on behalf of the Board

Amam Shah

Director

DIN: 01617245

Registered office:

A-115, Siddhi Vinayak Towers,

B/h. DCP Office, Off S.G. Highway,

Makarba, Ahmedabad-380051.

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,

The Members,

GCCL Construction and Realities Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GCCL Construction and Realities Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2016 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (up to 14th May, 2015)
The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15th May, 2015);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – not applicable;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

Based on our verification, we have observed that the SEBI Regulations mentioned at (c), (d), (e), (g) and (h) are not applicable to the Company during the year as it has not:

- Issued further Share Capital;
- Listed Debt Capital;
- Proposed to Delist its Equity Shares;
- Proposed to Buy Back any of its Securities.

6. Specifically applicable Laws to the Company as identified and confirmed by the Management:

a) Labor Laws applicable to the Employees of the Company:

- Provident Fund Act, 1952;
- Employees State Insurance Act, 1948;
- Profession Tax Act, 1975;
- The Payment of Gratuity Act, 1972

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

- a) Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors (SS 1) and General Meeting (SS 2).
- b) Clauses of Listing Agreements (applicable till November 30, 2015) entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from December 01, 2015).

We further report that during the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines etc mentioned above except the following:

Under the Companies Act, 2013

Sections under the Companies Act, 2013	Non Compliances
Section 204	Appointment of a whole time Company Secretary.
Section 138	Appointment of an Internal Auditor.
Section 149	Appointment of a Woman Director
Section 186	Interest not charged

Under Listing Agreement/ SEBI (LODR) Regulations, 2015

Clauses under SEBI (LODR) Regulations, 2015	Non Compliances
Clause 46 – Website	Company’s Website is not updated regularly.

We further report that compliances of applicable Financial Laws including, Direct & Indirect Tax Laws by the Company has not reviewed in this Audit Report; since the same has been subject to

reviewed by the Statutory Auditor & other Designated Professionals.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that based on our review of Compliance Mechanism established by the Company and on the basis of Compliance Certificate(s) issued by the Managing Director and taken on record by the Board of Directors at their meeting(s), we are of opinion that, there are adequate systems and processes in place in the Company, which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As informed the Company has responded appropriately to the notices received from various statutory/regulatory authorities including initiating action for corrective measures, wherever focused necessary.

We further report that during the audit period there are no events/actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines etc referred above.

Place: Ahmedabad

Pinakin Shah & Co.

Date: 28th July, 2016

Company Secretary

FCS: 2562; COP: 2932

Note: This report is to be read with our letter of even date which is annexed hereto and forms an integral part of this report.

To,
The Members,
GCCL Construction and Realities Limited

Our report of even date is to be read along with this letter.

Management Responsibility:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

Auditors Responsibility:

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company or verified compliances of Laws other than those mentioned above. Wherever required, we have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
4. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

Disclaimer:

5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Place: Ahmedabad

Date: 28th July, 2016

Pinakin Shah & Co.

Company Secretary

FCS: 2562; COP: 2932

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2016

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

I. REGISTRATION AND OTHER DETAILS :		
i)	CIN	L45201GJ1994PLC023414
ii)	Registration Date	25/10/1994
iii)	Name of the Company	GCCL Construction and Realities Limited
iv)	Category / Sub-Category of the Company	Public Company Limited by shares Company having share capital
v)	Address of the Registered office and contact details	A-115, Siddhi Vinayak Towers, B/h DCP office, off S.G. Highway, Makarba, Ahmedabad- 380051
	Telephone Fax Number : Email :	07929703131 pinakincs@yahoo.com
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any Name of Registrar & Transfer Agents	Bigshare Services Pvt. Ltd.
	Address	E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road., Sakinaka, Andheri(E)
	Town / City	Mumbai
	State	Maharashtra
	Pin Code	400072
	Telephone	022 4043 0200
	Fax Number	
	Email Address	bssahd@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

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

Sl. No.	Name and Description of main products / services the Product/	NIC Code of turnover of service	% to total the company
1	Construction	99531223	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

NA

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) :

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year					% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	275100	275100	2.29	0	275100	275100	2.29	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	120000	8179600	8299600	69.16	1426700	6422900	7849600	65.41	3.75
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	120000	8454700	8574700	71.45	1426700	6698000	8124700	67.70	3.75
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter	120000	8454700	8574700	71.45	1426700	6698000	8124700	67.70	3.75
(A) = (A)(1)+(A)(2)									
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0

a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	00	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture	0	0	0	0	0	0	0	0	0
Capital Funds									
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									0
a) Bodies Corp.	701200	2020000	2721200	22.67	702700	2470000	3172700	26.44	3.77
i) Indian									0
ii) Overseas									0
b) Individuals									0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	230900	283600	514500	4.29	228900	282600	511500	4.26	0.03
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	169000	22000	191000	1.59	170500	22000	192500	1.60	0.01
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	1101100	2325600	3426700	28.55	1102100	2774600	3876700	32.30	3.75
Total Public	1101100	2325600	3426700	28.55	1102100	2774600	3876700	32.30	3.75
Shareholding (B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	1221100	10780300	12001400	100	2528800	9472600	12001400	100	0

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares encumbered to total	% change in share holding during the year
1	Gujarat Credit Corp. Ltd	25,56,600	21.30	0	2556600	21.30	0	0
2	Gccl Infra. & Projects Ltd.	20,46,700	17.05	0	2046700	17.05	0	0
3	Indian Chronicle Ltd	9,63,400	8.03	0	963400	8.03	0	0
4	Amam Investment Pvt. Ltd.	7,25,000	6.04	0	725000	6.04	0	0
5	Param Infrastructure Pvt. Ltd.	9,00,000	7.50	0	450000	3.75	0	3.75
6	Gccl Securities Ltd	3,43,300	2.86	0	343300	2.86	0	0
7	Monarch Pro. & Finmart	3,37,500	2.81	0	337500	2.81	0	0
8	Lipi Mercantile Ltd.	3,07,100	2.56	0	307100	2.56	0	0
9	Smruti S Shah	2,75,100	2.29	0	275100	2.29	0	0
10	Aajkal Investment Pvt	1,20,000	1.00	0	120000	1.00	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. Shares	% of total Shares of the company	No. Shares	% of total Shares of the company
		At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): At the End of the year				

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

Sl. No.	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Gujarat Credit Corporation Ltd.	Domestic Company	2556600	21.3025	2556600	21.3025
2	GCCL Infrastructure & Projects Ltd	Domestic Company	2046700	17.0538	2046700	17.0538
3	Indian Chronicle Ltd.	Domestic Company	963400	8.0274	963400	8.0274
4	Anwasha Stock Trade Pvt. Ltd.	Domestic Company	900000	7.4991	900000	7.4991
5	Amam Investment Pvt. Ltd.	Domestic Company	725000	6.0410	725000	6.0410
6	Ganpati Infrastructure Ltd.	Domestic Company	700000	5.8327	700000	5.8327
7	Kamal Exports Pvt. Ltd.	Domestic Company	450000	3.7496	450000	3.7496
8	Param Infrastructure Pvt. Ltd.	Domestic Company	450000	3.7496	450000	3.7496
9	Sound Finlease Pvt. Ltd.	Domestic Company	450000	3.7496	450000	3.7496
10	Sukh Shanti Realities Pvt. Ltd.	Domestic Company	450000	3.7496	450000	3.7496

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	NIL					

V.INDEBTEDNESS :

Indebtedness of the Company including interest outstanding/accrued but not due for payment : NA

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

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

Sl. no	Name of MD/WTD/ Manager	Gross salary			Stock Option	Sweat Equity	Commission	Others	Total	Ceiling as per the Act
		(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	(B) Value of perquisites u/s 17(2) Income -tax Act 1961	(c) Profits in lieu of salary under section 17(3) Income -tax Act, 1961						

B. Remuneration to other relative of directors

Sl. No.	Name of relative of Directors	Total Salary Paid
1	NIL	

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

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

Sl.no	Name of Key Manageria 1 Personal	Gross salary			Stock Option	Sweat Equity	Commission	Others	Total
		(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	(B) Value of perquisites u/s 17(2) Income -tax Act 1961	(c) Profits in lieu of salary under section 17(3) Income -tax Act, 1961			as % of Profit	others	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES : NIL

PARTICULARS OF REMUNERATION

Information in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- i. **The ratio of the remuneration of each director to the median remuneration of the employees for the financial year 2015-16**

Name of Director	Designation	Remuneration of the Directors for 2015-16(Rs. in Lacs)	Median remuneration of the employees (Rs. in Lacs)	Ratio of remuneration of the directors to the median remuneration of the employees
Nil				

- ii. **The percentage increase in remuneration of each Director, CFO, CEO, CS in the financial year**

Name of Director	Designation in remuneration	Percentage increase
Nil		

- iii. **The percentage increase in the median remuneration of employees in the financial year 2015-16: Nil**

- iv. **There were 5 employees on the rolls of Company as on 31st March, 2016.**

PARTICULARS OF EMPLOYEE

Information in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- i. **Particulars of top ten Employees in terms of remuneration drawn**

Name & Designation of Employee	Remuneration Received (in Rs.)	Nature of Employment	Qualifications	Experience	Date of Commencement of Employment	Age	Last Employment	% of Equity Shares held
NIL								

ANNEXURE TO DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

This section on Corporate Governance forms part of the Annual Report to the shareholders. Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreements with the BSE. The Company is in compliance with the requirements stipulated under regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

1. Company's Philosophy & Code of Governance

The philosophy on Corporate Governance is an important tool for shareholder protection and maximization of their long term values. The cardinal principles such as independence, accountability, responsibility, transparency, fair and timely disclosures, credibility etc. serve as the means of implementing the philosophy of Corporate Governance in letter and spirit.

Code of Conduct and Ethics

The Board of Directors has amended the Code of Conduct and Ethics for the Board of Directors and Senior Management to align with the provisions of the Companies Act, 2013. The confirmation from the Director regarding compliance with the code by all the Directors and Senior Management forms part of the Report. The Code of Conduct and Ethics is displayed on the website of the Company (www.gcclconstruction.com).

Certification by MD & CEO/ CFO

The MD has issued certificate pursuant to the provisions of the SEBI Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

2. Board of Directors

(a) Composition of the Board of Directors

The Company is fully compliant with the Corporate Governance norms in terms of constitution of the Board of Directors ("the Board"). The Board acts with autonomy and independence in exercising its strategic supervision, discharging its fiduciary responsibilities and ensuring that the management observes the highest standards of ethics, transparency and disclosure. Every member of the Board, including the Non-Executive Directors, has full access to any information related to the Company. As on March 31, 2016 we had one Executive Director and Four Non-executive Directors, of which three Non-executive Directors are independent directors who are free from any business or other relationship that could materially influence their judgment. Details of Directors as on March 31, 2016 and their attendance at the Board meetings and Annual General Meeting during the financial year ended March 31, 2016 are given below:

Directors	Attendance Particular			Membership of other Committees		
	Category	Board Meeting	Last AGM	Other Directorship	Member	Chairman
Amam Shah	ED	4	Yes	7	Nil	Nil
Bahubali Shah	NED	4	Yes	7	Nil	Nil
Himanshu Kamdar	ID	4	Yes	Nil	Nil	Nil
Bharatbhai Shah	ID	4	Yes	Nil	Nil	Nil
Ashok Damani	ID	4	Yes	Nil	Nil	Nil

ED- Executive Director ID- Independent Director NED- Non Executive Director

(b) Board Meetings

The Company held one Board Meeting in each quarter as required under the Companies Act, 2013 (“the Act”) and the gap between two Board meetings did not exceed four months. The schedule of Board/Committee meetings are communicated in advance to the directors/committee members to enable them to plan their schedules and to ensure their meaningful participation in the meetings. The Board met four times in the financial year details of which are summarized as below:

Sr. No.	Date of meeting	Board strength	No. Of directors present
1.	27/05/2015	5	5
2.	28/07/2015	5	5
3.	29/10/2015	5	5
4.	30/01/2016	5	5

3. Committees of the Board

i. Audit Committee

All Members of the Audit Committee have accounting and financial management expertise. The Chairman of the Committee attended the Annual General Meeting held on September, 23rd, 2015 to answer the shareholders queries. The role of Audit Committee, the powers exercised by it pursuant to the terms of reference, and the information reviewed by it are in accordance with the requirements as specified in the Regulation 18 SEBI (LODR) Regulations, 2015, Companies Act, 2013 and other applicable laws, if any. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

The Composition of the Audit Committee and details of participation of the members during the financial year ended March 31, 2016 were as under:

Name	Designation	No. Of meetings attended	
		Held	Attended
Shri Himanshu Kamdar	Chairman	4	4
Shri Ashokkumar Damani	Member	4	4
Shri Bharatbhai Shah	Member	4	4

ii. Nomination and Remuneration Committee

The roles and responsibilities of the Committee are in accordance with the requirements as specified in the Regulation 19 SEBI (LODR) Regulations, 2015, Companies Act, 2013 and other applicable laws, if any. Apart from the above, the Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

The Composition of the Nomination & Remuneration Committee and details of participation of the Members at the Meetings of the Committee are as under:

Name	Category	No. Of meetings during the F.Y. 5015-16	
		Held	Attended
Shri Himanshu Kamdar	Non executive Independent director	1	1
Shri Ashokkumar Damani	Non executive Independent director	1	1
Shri Bharatbhai Shah	Non executive Independent director	1	1

The meeting of Nomination and Remuneration Committee was held once on 30/01/2016 which was attended by all the members of the Committee.

iii. Stakeholder Relationship Committee

The terms of reference of the Committee include reviewing and redressing complaints from shareholders such as non-receipt of annual report, transfer of shares, issue of duplicate share certificates, etc.; to oversee and review all matters connected with transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of securities; to oversee the performance of the Registrar and Transfer Agent and recommend measures for overall improvement in the quality of investor services; and to perform any other function, duty as stipulated by the Companies Act, Securities & Exchange Board of India, Stock Exchanges and any other regulatory authority or under any applicable laws, as amended from time to time.

The Committee met four times during the financial year viz 27/05/2015, 28/07/2015, 29/10/2015 and 30/01/2016. The Composition of the Stakeholders Relationship Committee and details of Members participation at the Meetings of the Committee are as under:

Name	Designation	No. Of meetings during f.y. 2015-16	
		Held	Attended
Shri Himanshu Kamdar	Chairman	4	4
Shri Ashokkumar Damani	Member	4	4
Shri Bharatbhai Shah	Member	4	4

In addition, Details of Shareholders' Complaints received during the year are as follows:

Particulars	No. of Complaints
Investor complaints pending as at April 1, 2015	Nil
Investor complaints received during the year ended on March 31, 2016	Nil
Investor complaints resolved during the year ended March 31, 2016	Nil
Investor complaints pending as on March 31, 2016	Nil

Share transfer committee

The stakeholder relationship committee has delegated powers of approving transfer of securities to Amam S Shah and Himanshu Kamdar. The Committee, inter alia, reviews and approves the transfer/ transmission/ Demat of equity shares as submitted by Sharepro Services Pvt. Ltd., the Registrar & Transfer Agent of the Company.

4. Special Resolutions passed at the last three Annual General Meetings

Year	Venue of AGM	Day, date and time Resolutions passed	No. Of Special
2012-13	A-115, Siddhi Vinayak Towers, B/h DCP office, Off S.G. highway, Makarba, Ahmedabad- 380051	Wednesday September 18 2013, 11:30 a.m.	Nil
2013-14	A-115, Siddhi Vinayak Towers, B/h DCP office, Off S.G. highway, Makarba, Ahmedabad- 380051	Monday September 29, 2014, 11:00 a.m.	Nil
2014-15	A-115, Siddhi Vinayak Towers, B/h DCP office, Off S.G. highway, Makarba, Ahmedabad- 380051	Wednesday September 23, 2015, 12:00 p.m.	1

5. Disclosure on materially significant Related Party Transactions

There were no materially significant related party transactions made by the Company with its promoters, directors, key managerial personnel or their relatives, which may have potential conflict with the interests of the Company at large. All related party transactions are placed on quarterly basis before the Audit Committee and also before the Board for approval. Register under section 188 of the Companies Act, 2013 is maintained and particulars of transactions are entered in the Register, wherever applicable. All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. The Board of Directors at

its Meeting held on May 27, 2015 has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions pursuant to the provisions of the Companies Act, 2013 and Listing Agreement.

6. Strictures and Penalties

The Company has complied with requirements of the Stock Exchanges, SEBI and other statutory Authorities on all matters relating to Capital markets during the last three years. However, trading of shares of the Company at the Bombay Stock Exchange is suspended and efforts are being made for revocation of suspension.

7. Means of Communication

Quarterly and Annual Financial Results of the Company were submitted to the Stock Exchanges immediately after the Board approved them. Thereafter, the same were published in Western Times, English and Gujarati Ahmedabad editions. Disclosures pursuant to various clauses of the Listing Agreement are promptly communicated to the Stock Exchanges. No formal presentation was made to the institutional investors or to the analysts during the year under review. Management Discussion and Analysis forms Part of the Annual Report, which is sent to the Shareholders of the Company.

8. General Shareholder Information

- Exclusive e-mail id for investor grievances Pursuant to Clause 47 (f) of the Listing Agreement, the following e-mail id has been exclusively designated for communicating Investor Grievances: info@gcclconstruction.com
Person in-charge of the Department: Chandrakant Sheth
- Annual General Meeting
The 22nd Annual General Meeting will be held on Tuesday, 27th September, 2016 at 12:00 p.m. at A-115, Siddhi Vinayak Towers, B/H. DCP Office, Off S.G. Highway, Makarba, Ahmedabad-380051
- Financial Calendar
First quarter results: July, 2016
Second quarter results: October, 2016
Third quarter results: January, 2017
Annual results: April/May, 2017
Annual General Meeting: August/ September 2017
- Book Closure
The Register of Members and the Share Transfer Register will be closed from Tuesday, 20th September, 2016 to Tuesday, 27th September, 2016 (both days inclusive).
- Dividend Payment Date
Not applicable.
- The equity shares of the Company are listed at Bombay Stock Exchange Limited (BSE). However,

the trading has been suspended due to penal reasons. Annual Listing fees for the year 2016-17 have been paid to BSE. The Company has also paid the Annual Custodial fees to both the depositories.

- Stock Codes

The stock code of the Company at BSE is 531953.

- International Securities Identification Number (ISIN)

ISIN is a unique identification number allotted to dematerialized scrip. The ISIN has to be quoted in each transaction relating to dematerialized shares of the Company. The ISIN of the equity shares of the Company is INE775C01015.

- Corporate Identity Number (CIN)

CIN of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L45201GJ1994PLC023414.

- High/Low of monthly Market Price of the Company's Equity Shares

No transaction Recorded on Bombay Stock Exchange

- Share Transfer System

Company's shares in dematerialized form are transferrable through depositories. Shares in physical form are transferred by the Registrar & Transfer Agent and placed before the Share Transfer Committee for its approval. The Committee meets at a regular interval to consider and approve the transfer, transmission, issuance of duplicate/ consolidated/ sub-divided share certificates and requests for dematerialization/ rematerialization of Company's shares. In terms of the SEBI Listing Agreement, every six months, a qualified Practicing Company Secretary undertakes audit of the share transfer related activities carried out by the Department and issues a compliance certificate, which is submitted to the Stock Exchange.

- Distribution of Shareholding (As On March 31, 2016)

- Distribution of Shareholding (As On March 31, 2016)

On the basis of Share held

Category	Electronic			Physical			Total		
	Holder's	Shares	% total Shares	Holder's	Shares	% total Shares	Holder's	Shares	% total Shares
1-500	178	50000	0.42	418	113300	0.94	596	163300	1.36
501-1000	44	38200	0.32	68	56100	0.47	112	94300	0.79
1001-2000	21	32200	0.27	22	37700	0.31	43	69900	0.58
2001-3000	12	33400	0.28	10	26200	0.22	22	59600	0.50
3001-4000	0	0	0.00	4	13900	0.12	4	13900	0.12
4001-5000	4	19000	0.16	2	10000	0.08	6	29000	0.24
5001-10000	8	58800	0.49	4	25400	0.21	12	84200	0.70
10001-20000	7	88800	0.74	2	22000	0.18	9	110800	0.92
Above 20000	7	2208400	18.40	13	9168000	76.39	20	11376400	94.79

On the basis of Category

Category	No. Of shares held	% of total shares held
Associated Companies / Promoters	7849600	65.40
Directors	275100	2.29
Domestic Companies	3172700	26.44
Individuals	704000	5.87
Total	12001400	100

- **Dematerialization of Shares**

Shares of the Company are traded compulsorily in dematerialized form and are available for trading with both the depositories with whom the Company has established direct connectivity. The Demat requests received by the Company are continually monitored to expedite the process of dematerialization. The Demat requests are confirmed to the depositories within five working days of receipt. During the year, the Company has electronically confirmed Demat requests for 375710 equity shares. As on March 31, 2016, 21.07% of the total shares issued by the Company were held in dematerialised form.

- **Code of Conduct for Prevention of Insider Trading**

The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2014 and Companies Act, 2013 with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares beyond threshold limits. Further, it prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

- **Reconciliation of Share Capital Audit Report**

Pursuant to the provisions of the SEBI (Depositories & Participants) Regulations, 1996, quarterly audit is being undertaken by a Practicing Company Secretary for reconciliation of share capital of the Company. The audit report inter alia covers and certifies that the total shares held in NSDL, CDSL and those in physical form tally with the issued and paid-up capital of the Company, the Register of Members is duly

updated, Demat requests are confirmed within stipulated time etc. The Reconciliation of Share Capital Audit Report is submitted with BSE and is also placed before the meetings of the Board of Directors and the Stakeholder relationship Committee.

Outstanding GDRs/ADRs/Warrants or any convertible instrument as on 31 March-16

There were no outstanding GDRs/ADRs/Warrants or any convertible instrument as at March, 2016.

- **Plant Locations**

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

- **Addresses for Correspondence**

All enquiries, clarification and correspondence should be addressed to the compliance officer at the following addresses:

(1) GCCL Construction and Realities Limited

A-115, Siddhi Vinayak Towers,
B/h. DCP Office, off S.G. Highway,
Makarba, Ahmedabad- 380051

(2) Bigshare Services Pvt. Ltd.

A-802, Samudra complex,
Near Klassic Gold Hotel,
Off C. G. Road, Ahmedabad - 380009

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry structure and developments

The recently passed Real Estate (Regulation & Development) Act, 2016, is set to impact Real Estate Industry. The new Act will be effective in bringing transparency and accountability in the real estate sector, thus increasing consumer confidence and benefiting the sector as a whole. It would be a foundation for this sector for many years to come. With the changing skylines in many cities, it takes within its ambit many factors, including development and redevelopment, thus paving the way for a smooth road ahead.

2. Opportunities and threats

The Real Estate (Regulation & Development) Act, 2016 will impact positively at two levels—first at the micro level of homebuyers, and second at a macro level of the entire real estate sector. It will without doubt make the process of buying much easier, but on a larger scale, they will also have repercussions on the entire real estate sector. The absence of a regulator is to a great extent responsible for this plight. With a regulator in place, the sector will be more efficient, prices will be more rationalised and most importantly, the regulator will ensure that malpractices are weeded out well in time. We believe our strengths give us the competitive advantage to position ourselves in new regime. Our strategic objective is to build a sustainable organization that remains relevant to the agenda of our clients, while generating profitable growth for our investors.

3. Outlook, risks and concerns

This section lists forward-looking statements that involve risks and uncertainties. The outlook, risks and concerns can be listed as follows:

- 1) The economic environment and pricing pressures could negatively impact our revenues and operating results.
- 2) Any inability to manage our growth could disrupt our business, reduce our profitability and adversely impact our ability to implement our growth strategy.
- 3) Intense competition in the market could affect our revenues.
- 4) Our increasing work with governmental agencies may expose us to additional risks.
- 5) We may be the subject of litigation which, if adversely determined, could harm our business and operating results.
- 6) New and changing corporate governance and public disclosure requirements add uncertainty to our compliance policies and increase our costs of compliance.

4. Internal Control Systems and their adequacy

The Company maintains appropriate systems of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly. The internal audit department together with a firm of Chartered Accountants reviews the effectiveness and efficiency of these systems and procedures to ensure that all assets are protected against loss and that the financial and operational information is accurate and complete in all respects. The Audit

Committee approves and reviews audit plans for the year based on internal risk assessment. Audits are conducted on an ongoing basis and significant deviations are brought to the notice of the Audit Committee of the Board following which corrective action is recommended for implementation. All these measures facilitate timely detection of any irregularities and early remedial steps with no monetary losses

5. Discussion on Financial Performance with respect to Operational Performance

Net revenue from other sources is Rs. 15.55/- lakhs over the previous year. The Company has incurred a Profit of Rs. 12.10 lakhs.

6. Material Developments in Human Resources/ Industrial Relations Front, including number of people employed

There is no material development in human resources and industrial relations are cordial. The Company has employed six people.

7. Cautionary Note

The statements forming part of the Directors' Report may contain certain forward looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

Auditors Certificate on compliance with Clause 27 of the Listing Agreement

I have examined compliance by GCCL Construction And Realities Limited (the Company) with the requirements under Clause 27 of the Listing Agreement entered into by the Company with the Bombay Stock Exchange for the year ended on March 31, 2016.

In my opinion and to the best of my information and according to the explanations given to me and the representation by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 27 of the Listing Agreement.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance under Clause 27. The examination is neither an audit nor an expression of opinion on the financial statements of the Company or the corporate governance report of the Company.

I state that no investor's grievance is pending unresolved by the Company for a period exceeding one month against the Company as per the records maintained by the stakeholder relationship Committee. I further state that such compliance is neither an assurance to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad,

Date : 28th July, 2016

Pinakin Shah

Company Secretary

FCS 2562, C.P. No 2932

Declaration on adherence to the Code of Conduct under Regulation 26 (3) of SEBI (LODR), 2015

All the Board members and senior management personnel of the Company have confirmed adherence to the Code of Conduct of GCCL Construction and Realities Limited for the financial year ended March 31, 2016.

Place: Ahmedabad

Date: 28th July, 2016

For GCCL Construction & Realities Limited

Amam Shah

DIN: 01617245

Registered Office:

A-115, Siddhi Vinayak Towers Director

B/H. DCP Office, Off S.G. Highway, Makarba

Ahmedabad- 380051

Certificate Pursuant To Regulation 27(2) (a) of the SEBI (LODR) Regulations, 2015

I, Shri Amam S Shah, CEO do hereby certify to the Board that:

I have reviewed the Balance Sheet as at March 31st 2016, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and that to the best of my knowledge and belief:

The said statements do not contain any false, misleading or materially untrue statements or figures or omit any material fact, which may make the statements or figures contained therein misleading;

The said statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

I have indicated to the Auditors and the Audit Committee:

Significant changes in internal control over financial reporting during the year, if any;

Significant changes in accounting policies during the year if any and that the same have been disclosed in the notes to the financial statements; and

Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Ahmedabad

Date: 28th July, 2016

For GCCL Construction & Realities Limited

Amam Shah

CEO

Independent Auditor's Report

To the Members of

GCCL Construction & Realities Limited

Report on Financial Statements:

We have audited the accompanying financial statements of **GCCL Construction & Realities Limited** ("the Company"), which comprise the Balance Sheet as at 31 March, 2016, the Statement of Profit and Loss, the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

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

Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the

appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at **March 31, 2016**;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date.
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c) The Balance Sheet, the Statement of Profit and Loss, and cash flow statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigation which would impact its financial Statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There is no transferring amount required to be transferred to Investor Education and Protection Fund by the company. Hence, question of delay in transferring such amount does not arise.

For, Hiren D Shah & Associates

Chartered Accountants

FRN: 135212W

Hiren D Shah

(Partner)

Membership No.:047928

Place: Ahmedabad

Date : 30-5-2016

ANNEXURE - A TO THE AUDITOR'S REPORT

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of **GCCL Construction & Realities Limited** on the accounts of the company for the year ended 31st March, 2016.

- 1) The Company does not have fixed assets. Therefore, the provisions of clause (i) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- 2) According to the information and explanations given to us, the inventory has been physically verified at reasonable intervals during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material. The discrepancies have been properly dealt with in the books of accounts.
- 3) According to the information and explanations give to us and based on our examination of the records of the Company, it has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of clause (iii) of the CARO, 2016 is not applicable to the Company.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- 5) The Company has not accepted any deposits covered the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act. Therefore, clause (v) of the CARO, 2016 is not applicable to the company.
- 6) In our opinion and according to the information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act. Therefore, clause (vi) of the CARO, 2016 is not applicable to the company.
- 7) (a) According to the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no undisputed amounts payable in respect of statutory dues as on 31st of March, 2016 for a period of more than six months from the date they became payable.
 (b) According to the information and explanations given to us, the disputed statutory dues as on 31st March, 2016 that have not been deposited on account of disputed matter pending before appropriate authorities are as under:

Statute	Nature of dues	Forum where Dispute is pending	Period to relates which the amount	Amount involved (Rs in lakhs)
Income tax Act 1961.	Income Tax	Income Tax Officer	A.Y. 2004-05 & A.Y. 2006-07	2.10

- 8) The company does not have any loans or borrowings from any financial institution, banks , government or debenture holders during the year, Accordingly, clause (viii) of the CARO, 2016 is not applicable to the company.
- 9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, clause (ix) of the CARO, 2016 is not applicable to the company.
- 10) According to the information and explanations given to us, no material fraud on or by the company, its officers, or employees has been noticed or reported during the course of our audit.
- 11) According to the information and explanations give to us and based on our examination of the records of the Company, the Company is private limited So, clause (xi) of the CARO, 2016 for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act is not applicable.
- 12) In our opinion and according to the information and explanations given to us, the Company is not nidhi company. Therefore, Clause (xii) of the CARO, 2016 is not applicable.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, Clause (xv) of the CARO, 2016 is not applicable.
- 16) The company has not required to be registered under section 45 IA of the Reserve Bank of India act 1934.

Place: Ahmedabad

Date : 30-5-2016

For, Hiren D Shah & Associates

Chartered Accountants

FRN: 135212W

Hiren D Shah

(Partner)

Membership No.:047928

Annexure - B to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **GCCL Construction & Realities Limited** ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance note on audit of internal financial controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

company's internal financial control over financial reporting includes those policies and procedures that;

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company;

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

Place: Ahmedabad

Date : 30-5-2016

For, Hiren D Shah & Associate.

Chartered Accountants

FRN: 135212W

Hiren D Shah

(Partner)

Membership No.:047928

GCCL CONSTRUCTION AND REALITIES LIMITED

Balance Sheet For the Year Ending on 31-03-2016

PARTICULARS	NOTE	31.3.2016	31.3.2015
Equity and liabilities			
Shareholders' funds			
Share Capital	2	120,014,000	120,014,000
Reserves and surplus	3	11,394,041	10,183,152
		131,408,041	130,197,152
Non-Current Liabilities			
Long term borrowings	4	59,000,000	59,000,000
Trade payables		-	-
Other long term liabilities		-	-
Long Term Provisions	6	-	-
		59,000,000	59,000,000
Current Liabilities			
Short term borrowings		-	-
Trade payables	5	222,227	295,440
Other current liabilities	5	116,434	2,650
Short Term Provisions	6	-	20,000
		338,661	318,090
		190,746,702	189,515,242
Assets			
Non-current Assets			
Fixed Assets			
Tangible Assets		-	-
Intangible Assets		-	-
Non- current investments	7	31,635,875	31,635,875
Deferred tax assets (Net)		-	-
Long term loans and advances	8	1,019,383	1,054,383
Trade receivables		-	-
Other non-current assets	9	-	-
		32,655,258	32,690,258
Current Assets			
Current investments		-	-
Inventories	10	154,530,384	154,530,384
Trade receivables		-	-
Cash and bank balances	11	1,572,060	1,085,600
Short-term loans and advances	8	-	-
Other current assets	9	1,989,000	1,209,000
		158,091,444	156,824,984
Total		190,746,702	189,515,242
Summary of significant accounting policies	2.1		

Notes Forming Parts of Accounts - As per Schedule

AS PER OUR AUDIT REPORT OF EVEN DATE ATTACHED HEREWITH

For, Hiren D Shah & Associates

Chartered Accountants

FRN: 135212W

Hiren D Shah

(Partner)

Membership No.:047928

Place: Ahmedabad

Date : 30-5-2016

For GCCL CONSTRUCTION AND REALITIES LIMITED

Bahubali S. Shah
Director

Aman S. Shah
Director

GCCL CONSTRUCTION AND REALITIES LIMITED

PROFIT AND LOSS STATEMENT FOR YEAR ENDING 31ST MARCH, 2016

PARTICULARS	NOTE	31.3.2016	31.3.2015
Continuing operations			
Income			
Revenue from operations (Gross)		-	-
Less : Excise Duty		-	-
Revenue from operations (Net)		-	-
Other income	12	1,555,436	796,037
Total Revenue (I)		1,555,436	796,037
Expenses			
Cost of raw material and components consumed		-	-
Employee benefit expense	13	8,000	24,000
Other expenses	14	336,286	355,796
Share of (profit)/loss from investment in partnership firm			
Total (II)		344,286	379,796
Earning before interest, tax, depreciation and amortization (EBITDA) (I)-(II)		1,211,150	416,241
Depreciation and amortization expense		-	-
Less : recoupment from revaluation reserve		-	-
Net Depreciation and amortization expense		-	-
Finance cost	15	261	774
Profit/(Loss) before tax		1,210,889	415,467
Tax Expense			
Current Tax		-	110,130
Total Tax expense		-	110,130
Profit/(Loss) for the year from continuing operations (A)		1,210,889	305,337
Discontinuing operations			
Profit/(loss) before tax from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) after tax from discontinuing operations (B)		-	-
Profit/(Loss) for the year (A+B)		1,210,889	305,337
Earnings per equity share [nominal value of share Rs. 10 (31 March 2015 : Rs. 10)]			
Basic			
Computed on the basis of profit from continuing operations	16	0.10	0.03
Computed on the basis of total profit for the year		0.10	0.03
Summary of significant accounting policies	1		

Notes Forming Parts of Accounts - As per Schedule
AS PER OUR AUDIT REPORT OF EVEN DATE ATTACHED HERewith

For, Hiren D Shah & Associates

Chartered Accountants

FRN: 135212W

Hiren D Shah

(Partner)

Membership No.:047928

Place: Ahmedabad

Date : 30-5-2016

For GCCL CONSTRUCTION AND REALITIES LIMITED

Bahubali S. Shah
Director

Aman S. Shah
Director

GCCL Construction & Realities Limited
Notes to financial statements for the year ended 31 March 2016

1	Summary of significant accounting policies
1	<p>Basis of preparation of financial statements</p> <p>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, Materiality 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.</p>
2	<p>Fixed Assets</p> <p>Tangible Fixed Assets: The company has no fixed assets as on Balance Sheet date.</p>
3	<p>Investments</p> <p>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 and loss account.</p> <p>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.</p> <p>Disposal of Investments : On disposal of investment, the difference between the carrying amount and net disposal proceeds is</p>
4	<p>Revenue Recognition</p> <p>Revenue is recognized only when measurability and realisability is certain. In case of uncertainties, revenue recognition is postponed to the year in which it is properly measured and realisability assured. In respect of services, the company accounts for revenue on the basis of completed contract method. Revenue arising from use of enterprise resources from others yielding interest is measure on a time proportion basis taking into accounts the amount outstanding and the rate applicable.</p>
5	<p>Contingent Liabilities:</p> <p>Contingent Liabilities are disclosed after careful evaluatuion of facts and legal aspects of the matter involved.</p>
6	<p>Taxes On Income:</p> <p>Tax Expenses for the year includes current tax & deffered tax. Current tax is the tax payable/ recoverable from taxation authoriries. Defferd tax is the tax effect of timing difference arising between accounting incme and tax income. Deferred tax is recognised for all timing difference at substantively enacted rates except in respect of those giving rise to deffered tax assets, which are recognised only if their reliability is reasonably certain in case of unabsorbed deprecation and unabsorbed Losses.</p>
7	<p>Earning Per Share</p> <p>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 is computed by dividing the net loss for the year attributable to shareholders by the weighted average number of equity shares 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 shares, except where the result are antidilutive.</p>

2 Share Capital			31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
Authorised Shares 1,25,00,000 (31 March 2015:1,25,00,000 equity share of Rs. 10 each			125,000,000	125,000,000
Issued, subscribed and fully paid up shares 1,20,01,400 (31 March 2015: 1,20,01,400) equity shares of Rs. 10 each fully paid			120,014,000 120,014,000	120,014,000 120,014,000
a Reconciliation of the shares outstanding at the beginning and at the end of the reporting period				
	31-Mar-16		31-Mar-15	
	No.	Amount	No.	Amount
At the beginning of the period	12,001,400	120,014,000	12,001,400	120,014,000
Issued during the period - Bonus issue				
Issued during the period - ESOP				
Outstanding at the end of the period	12,001,400	120,014,000	12,001,400	120,014,000
b Details of shareholders holding more than 5% shares in the company				
	31-Mar-16		31-Mar-15	
	No.	% of holding in the class	No.	% of holding in the class
Equity shares of Rs. 10 each fully paid				
GUJARAT CREDIT CORPORATION LIMITED	2556600	21.30%	2556600	21.30%
GCCL INFRA & PROJECT LIMITED	2046700	17.05%	2046700	17.05%
INDIAN CHRONICLE LTD.	963400	8.03%	963400	8.03%
ANWESHA STOCKTRADE PVT LTD	900000	7.50%	900000	7.50%
AMAM INVESTMENT PVT LTD	725000	6.04%	725000	6.04%
GANPATI INFRASTRUCTURE LIMITED	700000	5.83%	700000	5.83%
3 Reserves and surplus			31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
Surplus/(deficit) in the statement of profit and loss account Balance as per last financial statements			10,183,152	9,767,685
Profit for the year			1,210,889	415,467
Net Surplus in the statement of profit and loss			11,394,041	10,183,152
Total Reserves and Surplus			11,394,041	10,183,152

4	Long Term Borrowings	Non-Current portion		Current maturities	
		31-Mar-16 (Rs.)	31-Mar-15 (Rs.)	31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
	Other loans and advances Unsecured : Ganpati In Tradex Pvt Ltd Indian Chronicle Limited Kasturbhai Lalbhai & Co. Lok Prakashan Ltd	59,000,000	59,000,000		
		59,000,000	59,000,000		
	The above amount includes Secured borrowings Unsecured borrowings Amount disclosed under the head "other current liabilities" (Note 9)	- 59,000,000	- 59,000,000	- -	- -
	Net Amount	59,000,000	59,000,000	-	-
5	Other Current liabilities				
				31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
	Trade Payables Others : TDS on security charge TDS on Professional and Consultancy charges Service tax Payable Unpaid R.O.C filling			222,227 2,600 3,750 110,084 -	295,440 650 2,000
				116,434	2,650
				338,661	298,090
6	Provisions				
		Long Term 31-Mar-16 (Rs.)	31-Mar-15 (Rs.)	Short Term 31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
	Provision for Employee benefits	-	-	-	-
	Provisions for Expences	-	-	-	20,000
		-	-	-	20,000
		-	-	-	20,000

7 Non-current Investments					
		31-Mar-16 (Rs.)		31-Mar-15 (Rs.)	
Investment Property (at cost less accumulated depreciation)		-		-	
Cost of land and building given on operating lease		-		-	
Less: Accumulated Depreciation		-		-	
Net Block		-		-	
Trade Investments (valued at cost unless stated otherwise)					
GCCL Infrastructure & Project Ltd		7,000,000		7,000,000	
GCCL Securities Limited		3,000,000		3,000,000	
National Thermal Power Corp. Ltd. (no. of shares 3,18,415 current year market value Rs Per share previous year market value RS per share)		21,635,875		21,635,875	
		31,635,875		31,635,875	
Non-trade Investments (valued at cost unless stated otherwise)		-		-	
		31,635,875		31,635,875	
8 Loans and Advances					
		Non-current		Current	
		31-Mar-16 (Rs.)	31-Mar-15 (Rs.)	31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
Advances recoverable in cash or kind					
Secured, Considered good					
Unsecured, considered good		1,000,000	1,035,000		
Doubtful		-	-		
		1,000,000	1,035,000		
Provision for doubtful advances		-	-	-	-
(A)		1,000,000	1,035,000	-	-
Other loans and advances					
Income tax (net of provision for taxation)		19,383	19,383		
(B) (E)		19,383	19,383	-	-
Total (A+B)		1,019,383	1,054,383	-	-
9 Other Assets					
		Non-current		Current	
		31-Mar-16 (Rs.)	31-Mar-15 (Rs.)	31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
Unsecured, considered good unless stated otherwise					
Pre Operative Expenses				1,989,000	1,209,000
		-	-	1,989,000	1,209,000
Total (B)		-	-	1,989,000	1,209,000

10 Inventories (valued at lower of cost and net realizable value)		
	31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
Land held for Sale	154,530,384	154,530,384
	154,530,384	154,530,384
11 Cash and Bank Balances		
	Current	
	31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
Cash and Cash equivalent		
Balances with banks :		
On current accounts	1,569,472	1,077,122
Chaques/drafts on hand		
Cash on hand	2,588	8,478
Amount disclosed under non-current assets	1,572,060	1,085,600
12 Other income		
	31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
Interest income on		
Income Tax refund	-	-
Dividend income on		
Long-term investments	1,407,386	796,037
Sundry balance W/off	148,050	-
	1,555,436	796,037
13 Employee benefit expense		
	31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
Salaries, wages and bonus	8,000	24,000
Staff welfare expense	-	-
	8,000	24,000
14 Other expenses		
	31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
Advertising and sales promotion	39676	33,980
Printing and stationery	3435	40,812
Legal and professional fees	60524	33,128
Payment to auditor (Refer details below)	11,450	20,113
Listing Fees	103491	197,416
Sundry Balance w/off	0	-
Postage and courier	50	-
R.O.C. filing fees	1800	8,100
Security service	0	-
Service Tax Expenses	115860	21,917
Filling Fees Exp		150
Tea & Refreshment Exp		180
	336,286	355,796

Payment to auditor		31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
As auditor :			
Audit fee		11,450	10,000
In other capacity :			
Taxation matters		-	10,113
Other services (certification fees)		-	-
Reimbursement of expenses		-	-
		11,450	20,113
15	Finance costs		
		31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
Interest		90	-
Bank charges		171	774
		261	774
16	Earning per share (EPS)		
The following reflects the profit and share data used in the basic and diluted EPS computations:			
		31-Mar-16 (Rs.)	31-Mar-15 (Rs.)
Total operations for the year			
Profit/(loss) after tax		1,191,506	305,337
Less : Dividends			
Net profit/(loss) for calculation of basic EPS		1,191,506	305,337
Net profit as above		1,191,506	305,337
Add : dividends		-	-
Add : Interest on bonds convertible into equity shares (net of tax)			
Net profit/(loss) for calculation of diluted EPS		1,191,506	305,337
Continuing operations			
Profit/(loss) after tax		1,191,506	305,337
Less : Dividends			
Net profit/(loss) for calculation of basic EPS		1,191,506	305,337
Net profit as above		12,001,400	12,001,400
Add : dividends		-	-
Add : Interest on bonds convertible into equity shares (net of tax)			
Net profit/(loss) for calculation of diluted EPS		12,001,400	305,337

	No of shares	No of shares
Weighted number of equity shares in calculating basic EPS	12,001,400	12,001,400
Effect of dilution :		
Convertible preference shares	-	-
Convertible bonds	-	-
Stock option granted under ESOP	-	-
Weighted average number of equity shares in calculating diluted EPS	12,001,400	12,001,400

17 Related Party Disclosures
Name of related parties and related party relationship
Related parties with whom transactions have taken place during the year
 Enterprise owned or significantly influenced by key management personnel or their relatives GANPATI IN TRADEX PVT. LTD.
Related party transactions
 The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:
A. Loans Taken and repayment thereof

	Year ended	Loans taken	Repayment	Interest accrued	Amount owned by related parties end of the year
GANPATI IN TRADEX PVT. LTD.	31-Mar-16	-	-	-	59,000,000

Loan taken from related parties are interest free and repayable on demand.

18 Contingent Liability

	31 March 2016 (Rs)	31 March 2015(Rs)
Income tax demand	209,838	209,838

- Income tax demand from the Indian Tax Authority for payment of tax of Rs. 2,09,838 upon completion of their tax reviews for the financial year 2003-04 and 2005-06.
- The company is contesting the demands and no tax expense has been accrued in the financial statements for the tax demands raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the company's financial position and results of the operations .

19 Previous years' figures have been regrouped whenever necessary to confirm to current years' classification

For, Hiren D Shah & Associates
 Chartered Accountants
 FRN: 135212W
 Hiren D Shah
 (Partner)
 Membership No.:047928
 Place: Ahmedabad
 Date : 30-5-2016

For GCCL CONSTRUCTION AND REALITIES LIMITED

Bahubali S. Shah Aman S. Shah
 Director Director

GCCL CONSTRUCTION AND REALITIES LIMITED

Cash Flow Statement for the year ended 31st March, 2016

Particulars	2015-16	2014-15
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Taxation and extraordinary items	1210889	415467
Adjustments for:		
Dividend Income	(1407386)	(796037)
Income Tax Refund	-	-
Income Tax Written Off	-	-
Interest on Bank F. D.	-	-
Profit on sale of Investment	-	-
Provision Reverse	-	-
Operating Profit before working capital changes	(196497)	(380570)
(Increase) / Decrease of Stock In-Hand	-	147475523
(Increase)/Decrease in Loans and Advances	35000	8600000
Increase/(Decrease) in Sundry Creditors	(73213)	59408
Increase/(Decrease) in Other Current Liability	93784	6430
(Increase)/Decrease in Other current assets	(780000)	(1209000)
Cash Generated from Operations	(920926)	154551791
Income Taxes paid	-	-
Net Cash from Operating Activities	(920926)	154551791
CASH FLOW FROM INVESTING ACTIVITIES		
Investments sold		
Dividend Income	1,407,386	796037
Interest on Bank F. D.		
Fixed Deposits Retired / (Made)		
Net Cash from Investing Activities	1407386	796037
CASH FLOW FROM FINANCING ACTIVITIES		
Unsecured Loans raised	-	(155020085)
Unsecured Loans repaid	-	-
Net Cash from Financing Activities	-	(155020085)
Net Increase in Cash and Cash Equivalents	486460	327743
Cash and Cash Equivalents at the beginning of the period	1085600	757857
Cash and Cash equivalents at the end of the period	1572060	1085600
Notes to the Cash Flow Statement:		
1. Cash and Cash Equivalents	31.03.16	31.03.15
Cash on Hand	2,588	8478
Balance in Current Account	1,569,472	1077122
Bank F.D.R.. with B. O. B. Bhadra	-	-
(Profit) / Loss on sale of current investment	-	-
	1572060	1085600

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
For GCCL CONSTRUCTION AND REALITIES LIMITED

Place : Ahmedabad
Date : 30-5-2016

Bahubali S. Shah
Director

Aman S. Shah
Director

GCCL CONSTRUCTION AND REALITIES LIMITED

PROXY FORM

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

CIN: L45201GJ1994PLC023414

Name of the Company: GCCL Construction and Realities Limited

Registered office: A-115, Siddhi Vinayak Tower, B/h. DCP office, Off S.G. Highway,
Makarba, Ahmedabad - 380 051.

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of..... shares of the above named Company, hereby appoint

- | | | |
|------------|------------|----------------|
| 1. Name : | Address: | |
| E-mail Id: | Signature: | or failing him |
| 2. Name : | Address: | |
| E-mail Id: | Signature: | or failing him |
| 3. Name : | Address: | |
| E-mail Id: | Signature: | |

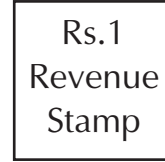
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual general meeting of the Company, to be held on Tuesday, the 27th day of September, 2016 at 12.00 p.m. at A-115, Siddhi Vinayak Tower, B/h. DCP office, Off S.G. Highway, Makarba, Ahmedabad - 380 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution (s)	Assent	Dissent
1.	Ordinary Business Adoption of the Audited Statement of Profit and Loss for the financial year ended 31st March. 2016, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.		
2.	Re-appointment of Shri Bahubali S Shah who retires by rotation		
3.	Appointment of M/s. Hiren D Shah Chartered Accountants, Ahmedabad [FRN: 135212W] as Statutory Auditors of the Company		

Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)



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

ATTENDANCE SLIP

GCCL CONSTRUCTION AND 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
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I hereby record my/ our attendance at the 22nd Annual General Meeting of the Company at A-115, Siddhi Vinayak Towers, B/h DCP office, Off S.G. Highway, Makarba, Ahmedabad- 380051 on Tuesday, 27th September, 2016 at 12.00 p.m.

SIGNATURE OF THE SHARE HOLDER / PROXY:

Book Post

If Undersived Please return to :

Bigshare Services Pvt. Ltd.

(Unit : GCCL CONSTRUCTION AND REALITIES LIMITED

A-802, Samudra complex, Near Klassic Gold Hotel,
Off C. G. Road, Ahmedabad - 380009