

VAGHANI TECHNO-BUILD LIMITED

16th Annual Report 2009-10

VAGHANI TECHNO-BUILD LIMITED

Board of Directors: Mr. Kantilal Savla - Chairman
Mr. Govind Vaghani - Managing Director (**)
Mr. Bavchandbhai Vaghani
Late Ms. Pratiksha Gala (*)
Mr. Ramesh Meisheri
Mr. Manojkumar Sharma
Mr. Sabu Daniel
Mr. Jayesh Nisar
(*)Director till 7th March, 2010
(**)Resigned on 6th October, 2010

Auditors: M/s. Kapadia and Gajaria Associates
Chartered Accountant

Bankers: Union Bank of India,
Turner Road Branch, Bandra, Mumbai

Regd. Office: 126/127, Shiv Centre,
Sector 17, Plot No. 72,
Vashi, Navi Mumbai- 400 703.

**-Registrar and Share
Transfer Agent:** Link Intime India Private Limited
(Formerly, Intime Spectrum Registry Limited)
C-13, Pannalal Silk Mills Compound
L B S Marg, Bhandup (West),
Mumbai - 400 078.
Tel. (022) 25963838

NOTICE

Notice is hereby given that Sixteenth Annual General Meeting of **VAGHANI TECHNO-BUILD LIMITED** will be held at the Registered Office of the Company at 126/127, Shiv centre, Sector 17, Plot no 72, Vashi, Navi Mumbai 400703 on Monday, 20th December, 2010 at 10.30 A.M. to transact with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS

1. To adopt the Audited Balance Sheet as at 31st March, 2010 and Profit and Loss Account for the year ended on 31st March, 2010 and the Reports of Directors' and Auditors thereon.
2. To appoint a Director in place of Mr. Kantilal M Savla, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ramesh Meishri who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** M/s. M.L. Bhuwania & Company , Chartered Accountant, Mumbai be and is hereby appointed as Statutory Auditors of the Company in place of M/s. Kapadia and Gajaria Associates, Chartered Accountants, the retiring auditors of the Company, from the conclusion of Sixteenth Annual General Meeting until the conclusion of next Annual General Meeting at such remuneration plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf. ”

Registered Office:
126/127, Shiv Centre,
Sector 17, Plot No. 72,
Vashi, Navi Mumbai- 400 703.

For & on behalf of Board of Directors

Sd/-
Kantilal M Savla
Chairman & Executive Director.

Date : 06.10.2010
Place : Mumbai

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE THE MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item no.4 of the Notice set out above, is annexed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 15-12-2010 to 20-12-2010 (both days inclusive).
4. The members are requested to:
 - a) Intimate to the Company's Registrars and Share Transfer Agents M/s. LinkIntime India Private Limited (Formerly Intime Spectrum Registry Pvt. Ltd.) the changes, if any, in their registered address, Bank account number / details etc. at an early date;
 - b) Quote ledger folio numbers / DP Identity and Client Identity Numbers in all their correspondences;
 - c) Approach the Company for consolidation of folios, if shareholdings are under multiple folios;
 - d) Get the shares transferred in joint names, if they are held in single name to avoid inconvenience;
 - e) Bring their copies of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
 - f) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the Registered Office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
 - g) Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting is attached hereto.

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956

ITEM No. 4:

M/s. Kapadia and Gajaria Associates, Chartered Accountants, Statutory Auditors retire at the conclusion of the ensuing Annual General Meeting of the Company and expressed their inability to continue as auditors till the conclusion of the next Annual General Meeting due to pre-occupation.

M/s. M.L. Bhuwania & Company, Chartered Accountants have given a letter that they are eligible to be appointed as Statutory Auditors of the Company.

Now the proposed resolution is placed before the members for their approval to appoint M/s. M.L. Bhuwania & Company, Chartered Accountants as statutory Auditors of the Company in place of retiring auditors.

Your Directors recommend the resolution set out in item No. 4, for the approval of members.

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

Disclosure pursuant to Clause 49 of the Listing Agreement:

Disclosure of Directors seeking appointment/ re-appointment at the Annual General Meeting to be held on 20th December, 2010.

Name of Director	Mr. Kantilal Savla	Mr. Ramesh Meisheri
Date of Birth	13.05.1959	24.08.1944
Date of Appointment	31.01.2009	31.01.2009
Qualification	B.Com and OPM (Owner/President-Management Program) from Harvard Business School	Mechanical Engineer
Expertise in specific functional areas	Construction & Real Estate business	Engineering Projects and Maintenance activities
Chairman / Member of the committee of other companies*	NIL	NIL

* Listed

For & on behalf of the Board of Directors

Sd/-

Kantilal M Savla

Chairman & Executive Director.

Date: 06.10.2010

Place: Mumbai

VAGHANI TECHNO-BUILD LIMITED
REG. OFFICE: 126/127, Shiv Centre, Sector – 17, Plot No. 72, Vashi,
Navi Mumbai - 400 703

DIRECTOR'S REPORT

Dear Members,

Your Directors present their SIXTEENTH ANNUAL REPORT together with the Audited Accounts along-with the report of the Auditors for the year ended 31st March, 2010.

FINANCIAL RESULTS

(in Lacs ₹)

Particulars	Year 2009-10 ₹	Year 2008-09 ₹
Income	1003.56	4847.11
Total Expenditure	794.12	4684.53
Profit(+)/Loss(-) Before Tax	212.73	162.58
Provision for Tax	59.72	0.04
Profit(+)/Loss (-) After Tax	153.01	162.54

DIVIDEND

The Board of Directors, in order to conserve the resources, regrets their inability to recommend any dividend for the year ended 31st March 2010.

REVIEW OF OPERATIONS

The total income of the Company for the year under review was ₹ 1003.56 Lacs as against ₹4847.11 Lacs achieved during the previous year. Company has earned a net profit of ₹ 153.04 Lacs as against ₹ 162.54 Lacs incurred during the corresponding previous year.

BUSINESS AND FUTURE PLAN

The Company is trading in Transfer of Development Rights (TDR) further steps will be taken to accelerate the same.

DIRECTORS

Mr. Kantilal Manilal Savla and Mr. Ramesh Meishri retire by rotation and being eligible offers themselves for reappointment.

Late Ms. Pratiksha Gala was associated as Director with effect from 31st January, 2009 and ceased to be Director due to her untimely demise on 7th March, 2010. Her active participation and Contribution at the meetings of the Board and various Committees have been invaluable. Your Directors place on record invaluable contributions of Ms. Pratiksha Gala towards the progress of the Company.

The term of Appointment of Mr. Kantilal Manilal Savla as whole-Time Director expired on 31st January, 2010 and on 1st February, 2010 Mr. Kantilal Savla, was reappointed as Whole time Director

Mr. Jayesh Raichand Nisar was appointed as Director with effect from 30th September, 2010

Mr. Pravin Veera was associated as Additional Director with effect from 31st January, 2009 and ceased to be director due to vacation under section 260 on 30/09/2009

A brief resume of the Directors being appointed/re-appointed are attached to the Notice of the ensuing Annual General Meeting.

DEPOSITS

The Company has not accepted any deposits from the public within the meaning of the Companies (Acceptance of Deposits) Rules, 1975 during the year under review.

AUDITORS

M/s. Kapadia and Gajaria Associates, Chartered Accountants, Auditors retire at the conclusion of the ensuing Annual General Meeting of the Company and expressed their inability to continue as auditors till the conclusion of the next Annual General Meeting due to pre-occupation. Further, they have given their no objection for the appointment of M/s. M.L. Bhuwania and Company, Chartered Accountant in place of them. M/s. M.L. Bhuwania and Company, Chartered Accountant has given a letter that they are eligible if appointed as Statutory Auditor of the Company and have expressed their willingness to accept the office of Auditor and have furnished certificate under Section 224(1B) of the Companies Act, 1956 for their eligibility for appointment. Your directors recommend for their appointment as the Statutory Auditors till the conclusion of the next Annual General Meeting.

AUDITORS' REPORT

In the opinion of the directors, the notes to the accounts are self-explanatory and adequately explained the matters, which are dealt with by the auditors.

POLLUTION AND ENERGY CONSERVATION AND FOREIGN EXCHANGE

Your Company has not consumed energy of the significant level and accordingly no measures were taken for energy conservation and no additional investment was made for the reduction of energy conservation. The particulars regarding technology absorption and Foreign exchange earnings and outgo pursuant to Section 217 (1) (e) of the Companies Act, 1956 are NIL. During the year the company has not earned or expended foreign exchange.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors hereby confirm the following:

1. That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures ;
2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31.03.2010 and of the Profit & Loss of the Company for that year ;
3. That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the annual accounts on 'going concern' basis.

CORPORATE GOVERNANCE

As per clause 49 of the Listing Agreement with the Stock Exchange, the report of the Corporate Governance and the Certificate of the Auditors of the Company in respect of compliance thereof are appended hereto and forming part of this report.

LISITNG

Shares of the Company have been listed with Bombay Stock Exchange Limited. Scrip Code No. 531676

The Company has paid the annual listing fee to the above stock exchange for the financial year 2010-11.

DEMATERIALIZATION OF SHARES

To provide better and smooth services to the shareholders, the company's equity shares are made available for dematerialization in electronic mode in the depository system operated by National Securities Depository Limited (NSDL) and with the Central Depository Services Limited (CDSL).

PARTICULARS OF EMPLOYEES

There was no employee drawing in excess of limits prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

GROUP STRUCTURE:

Kantilal M Savla and Gala Group and Vaghani group being "groups" defined under the Monopolies and Restrictive Trade Practices Act, 1969; (MRTP Act) controls the Company. The names of companies and persons comprising the Kantilal M Savla and Gala Group and Vaghani Group have been disclosed in the Annual Report of the Company for the purpose of Regulation 3(1) (e) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997.

APPRECIATION:

Your Directors express their sincere gratitude for the assistance and co-operation extended by customers, various Government, Semi-Government and Local Authorities, suppliers and business associates.

The Board of Directors also thanks the Investor Shareholders for their support, co-operation and faith in the Company and look forward for their continued support in future.

For and on behalf of the Board of Directors

Sd/-
Kantilal M Savla

Chairman

Place: Mumbai
Date: 06.10.2010

ANNEXURE TO THE DIRECTORS' REPORT

List of Companies/persons constituting Kantilal M Savla & Gala Group and Vaghani Group coming within the definition of the 'group' as defined under the Monopolies and Restrictive Trade Practices Act, 1969, and controlling the Company, include the following:

Sr. No.	Name of Group Companies
	KANTILAL M SAVLA & GALA GROUP
1.	Integrated Spaces Limited
2.	Integrated Coreinfra Limited
3.	Integrated Estate Management Private Limited
4.	Integrated Renewable Energy Private Limited
5.	Pranay Leasing and Finance Limited
6.	Escube Ports Limited
7.	Mr. Kantilal Savla
8.	Late Ms. Pratiksha Gala
9.	Mr. Kartik Gala
	VAGHANI GROUP
1.	Satyam Concast Pvt. Limited
2.	Mr. Bavchandbhai. J. Vaghani
3.	Mr. Govind. J. Vaghani
4.	Mrs. Hasumatiben B Vaghani
5.	Mrs. Kirtiben Govind Vaghani

For and on behalf of the Board of directors

Sd/-
Kantilal M Savla
Chairman

Place: Mumbai
Date: 06.10.2010

VAGHANI TECHNO-BUILD LIMITED

CORPORATE GOVERNANCE

The Company pursuant to Clause 49 of the listing agreement with the Stock Exchanges furnishes its report on the code on Corporate Governance.

COMPANYS' PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations and in all its interactions, Shareholders have right to have complete information about the Directors and Management and their interest in the company as well as governance practices followed by them. Towards this end, the company is making extensive disclosures from time to time.

Board of Directors

I. Composition and Category

The Board of Company consists of seven (6) directors, which include the two executive Director and four (4) independent directors.

Name of Director	Executive/Non-Executive / Independent	No. of outside Directorship(s) Held (Public)
Kantilal M. Savla	Executive	4
Bavchandbhai J. Vaghani	Executive	1
Late Pratiksha P. Gala (•)	Executive	2
Govind J. Vaghani (*)	Managing Director	1
Ramesh U. Meisheri	Independent	NIL
Manoj S. Sharma	Independent	NIL
Sabu P. Daniel	Independent	NIL
Jayesh Raichand Nisar (••)	Independent	NIL
Pravin N Veera (**)	Independent	NIL

- (•) Director till 07th March, 2010
- (*) Resigned on 06th October, 2010
- (••) Appointed on 30th September, 2009
- (**) Vacated under section 260 on 30/09/2010

II. Board Meetings, attendance, position held in meetings

The Board met nine (9) times on 30.04.2009, 27.07.2009, 28.08.2009, 05.09.2009, 30.09.2009, 27.10.2009, 27.11.2009, 30.01.2010, 25.02.2010 Notices of the meetings with agenda along with necessary details were sent to the directors in time.

The names and categories of the Directors, their attendance at Board meetings and General Meeting as also position held by them in committees of other public limited companies as on 31st March, 2010 are given below:

Name of the Director	Category	Attendance particular 2009-2010				
		Board Meeting held During tenure of Director	Board Meeting Attended	Last A G M	No. of Directorship in other Public Ltd. Cos	Chairman/ Membership in other public limited Cos.
1. Kantilal M. Savla	Chairman	9	9	Yes	4	4
2. Bavchandbhai J. Vaghani	Executive	9	9	Yes	1	1
3. Late Pratiksha P. Gala (•)	Executive Director	9	9	Yes	2	2
4. Govind J. Vaghani (*)	Executive	9	9	Yes	1	1
5. Ramesh U. Meisheri	Independent	9	9	Yes	NIL	NIL
6. Manoj S. Sharma	Independent	9	9	Yes	NIL	NIL
7. Sabu P. Daniel	Independent	9	9	Yes	NIL	NIL
8. Jayesh R. Nisar (••)	Independent	4	4	No	NIL	NIL
9. Pravin Veera (**)	Independent	5	4	No	NIL	NIL

- (•) Director till 07th March, 2010
 (*) Resigned on 06th October, 2010
 (••) Appointed on 30th September, 2009
 (**) Vacated under section 260 on 30/09/2010

III. Information on Directors Appointment/Re-appointment

Mr. Kantilal Savla and Mr. Ramesh Meishri retire by rotation at the ensuing Annual General Meeting. They being eligible, offer themselves for reappointment.

Mr. Kantilal Savla were reappointed as Whole time Director on 01.02.2010

The following are their details:

Name of Director	Mr. Kantilal Savla	Mr. Ramesh Meisheri
Date of Birth	13.05.1959	24.08.1944
Date of Appointment	31.01.2009	31.01.2009
Qualification	B.Com and OPM (Owner/President Management Program) from Harvard Business School	Mechanical Engineer
Expertise in specific functional areas	Construction & Real Estate business	Engineering Projects and Maintenance activities
Chairman / Member of the committee of other Co's*	1	NIL

* Only public limited companies are considered

IV. Audit Committee

Audit Committee, during the year under review, comprise of four members out of them two are independent directors. Mr. Ramesh Meisheri, independent director, is the Chairman of the Audit committee, and Mr. Manoj Sharma, independent director, Mr. Kantilal Savla, Chairman of the Company and Mr. Govind Vaghani , Managing Director (*) are members to the committee.

Committee met on 30.04.2009, 27.07.2009, 28.08.2009, 27.10.2009, 27.11.2010, 31.01.2010 and 25.02.2010 for perusal of financial position, un-audited quarterly result and for Limited Review Report and also met on 05.09.2009 for the finalization of account for the year ended on 31.03.2009. The Accounts and Financial position perused by the Audit Committee were placed before the board for their consideration.

Attendance

Sr. No.	Name of the Members	Number of meetings attended
1	Mr. Ramesh Meisheri	7
2	Mr. Manoj Sharma	6
3	Mr.Kantilal Savla	7
4	Mr.Govind Vaghani (*)	7

(*) Resigned on 06th October, 2010

V. SHARE TRANSFER COMMITTEE /INVESTOR GRIEVANCE COMMITTEE:

The Investors'/ Shareholders' Grievance Committee comprise of four members chaired by Mr. Manoj Sharma being an independent, non-executive Director. The Committee looks into the redressal of investors' complaints such as delay in transfer of equity shares, request for transmission of shares, issue of duplicate share certificates, non receipt of declared dividends/ annual reports etc.

During the financial year 2009-10, the Investors' Grievance Committee met four (4) times on 30.04.2009, 27.07.2009, 27.10.2009 and 31.01.2010.

Investors' Grievance Committee comprised of the following members:

Sr.No.	Name	Status	No. of meeting attended
1	Mr. Manoj Sharma	Chairman #(NE&I)	4
2	Mr. Sabu Daniel	Member # (NE & I)	4
3	Mr. Kantilal Savla	Member @ (Exe.)	4
4	Late Ms. Pratiksha Gala (•)	Member @ (Exe.)	4
5	Mr. Ramesh Meisheri	Member # (NE & I)	NIL

Shares of the company are also available for dematerialization.

•Ceased to be Director W.e.f. 07/03/2010
Non-Executive & Independent, @ Executive

VI. Exclusive email-ids:

Further as per clause 47 (f) of the Listing Agreement, the company has designated exclusive Email id: investors@groupintegrated.com for grievance redressal service department for the purpose of registering complaints by investor. For, prompt disposal of any query or any matters Shareholders may contact to the Registrar and Share Transfer Agent and under the above referred email id.

VII. REGISTRAR AND SHARE TRANSFER AGENT:

The company has appointed M/s. Link Intime India Private Limited (Formerly known as Intime Spectrum Registry Limited) Unit: Vaghani Techno-Build Limited as Registrar and Share Transfer Agent.

VIII. MEANS OF COMMUNICATION:

The quarterly/half yearly /yearly financial results are published in English and in Marathi language news paper. More over necessary reports and certificates as required by the listing agreement are sent to Bombay Stock Exchange Ltd.

IX. MARKET PRICE DATA:

There were no trading due to suspension in trading of the shares on Bombay Stock Exchange Limited during the year 2008-09 but same has been revoked on June, 2009 and hence month wise detail of market prices of the shares from July 2009 is tabled below.

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover (₹)	Spread High-Low	Spread Close-Open
Jul-09	30	39.5	13.12	14.34	31500	117	529668	26.38	-15.66
Aug-09	13.63	20.03	13.63	20.03	16180	86	279633	6.4	6.4
Sep-09	21	21.45	17.3	19.2	12100	105	232479	4.15	-1.8
Oct-09	19.9	20.5	14.3	14.3	21571	187	356399	6.2	-5.6
Nov-09	14	14.8	12.06	12.61	16468	153	218703	2.74	-1.39
Dec-09	13.2	20.8	13.2	20.15	34256	225	608457	7.6	6.95
Jan-10	19.65	25.5	19.65	19.85	23293	160	523018	5.85	0.2
Feb-10	20.75	24.75	18.6	18.6	9474	83	201415	6.15	-2.15
Mar-10	19.5	19.5	15.9	18.9	18795	68	319201	3.6	-0.6

X. MANAGEMENT DISCUSSION AND ANALYSIS:

Report on Management discussion and analysis has been given separately in this Annual Report and form part of this report.

XI. GENERAL BODY MEETINGS

a. Particulars of AGM held during last three years:

Year	Date	Time	Place of Meeting	Nos. of Special Resolutions Passed
2008-09	30/09/2009	10.30 A.M.	126/127, Shiv Centre, Sector-17, Plot No. 72, Vashi, Navi Mumbai- 400703	NIL
2007-08	18/06/2008	11.00 A.M.	278/281, Kamlanagar House, Badarkha, Tal. Dholka, Dist. Ahmedabad	NIL
2006-07	08/09/2007	11.00 A.M.	278/281, Kamlanagar House, Badarkha, Tal. Dholka, Dist. Ahmedabad	One

In the last three years special resolutions as set out in their respective notices for AGM's were passed by shareholders.

XII. COMPLIANCE OFFICER:

As on date Mr. Kantilal Savla, is acting as the Compliance Officer of the company.

XIII. LISTING

The Equity Shares of the company are listed at Bombay Stock Exchange Ltd.

XIV. STOCK CODE

- (1) Trading Scrip Code at Bombay Stock Exchange Ltd.: **531676**
- (2) Demat ISIN number in NSDL/CDSL for equity Shares held: **INE554H01021**

XV. BOOK CLOSURE:

For updating records and shareholding information of the members of the company, the Share Transfer Books and Register of Members shall remain closed from 15.12.2010 to 20.12.2010 (both days inclusive)

XVI. DISTRIBUTION OF SHAREHOLDING PATTERN:

Category	Shares	% of total
Promoters- Kanti Savla & Gala Group	1957520	37.50
Vaghani Group	1957500	37.50
Banks, Financial Institutions, Mutual Funds	60	0.00
Public	1304920	25.00
In Transit	0	0.00
Total	5220000	100.00

The company is controlled by Kanti Savla & Gala Group along with Vaghani Group.

Distribution Schedule: as on 31.03.2010

No. of Shares	No. of Shareholders %	%
1 - 500	311	46.0741
501 - 1000	296	43.8519
1001 - 2000	30	4.4444
2001 - 3000	12	1.7778
3001 - 4000	5	0.7407
4001 - 5000	2	0.2963
5001 - 10000	2	0.2963
10001 - 999999	17	2.5185
TOTAL	675	100.00

XVII. REGISTERED OFFICE:

The registered office of the Company is situated at 126/127, Shiv Centre, Sector 17, Plot No. 72, Vashi, Navi Mumbai-400 703.

XVIII. MANAGEMENT DISCUSSION AND ANALYSIS:

1. INDUSTRY OUTLOOK:

During the period under review there were growth shown in the realty markets, promoter having expertise in the field of construction and development of infrastructure projects and Transfer and Development Rights

Current scenario are supportive and realty markets and infrastructural and construction projects are on boom

2. OPPORTUNITIES AND THREATS:

The company envisaged growth over previous years and by seeing at current scenario many opportunities can be predicted in future for development

3. INITIATIVES:

The initiatives are being taken by the Company for improving the quality standards and reduction of costs at appropriate level and every effort is being taken at all levels to tackle the all types of situations which will improve the overall productivity and profitability.

4. RISKS AND CONCERNS:

The Company is in to TDR Trading where TDR FSI Prices are governed as per demand and supply of TDR FSI in the market as such it is highly volatile which can affect company's performance.

5. INTERNAL CONTROL SYSTEM:

The Company is taking all steps to achieve adequate internal audit system in the operation, optimum utilization of resources and effective monitoring thereof and compliance with applicable laws.

6. FUTURE PLAN:

The Company is trading in Transfer of Development Rights (TDR) further steps will be taken to accelerate the same.

7. CAUTIONARY STATEMENT:

Certain Statements in this section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results which could be different from what the directors envisage in terms of the future performance and outlook.

DECLARATION UNDER CODE OF CONDUCT

To,
The Shareholders
Vaghani Techno-Build Limited
Mumbai.

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members have confirmed compliance with the Code of Conduct for the year ended 31st March, 2010.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 06.10.2010

Sd/-
Kantilal M Savla

Chairman

CEO/CFO CERTIFICATION

To,
The Board of Directors
Vaghani-Tecno-Build Limited

I do hereby certify that:

- (a) I have reviewed financial statements and the Cash Flow statement for the year and that to the best of my knowledge and belief:
- (i.) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii.) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standard, applicable laws and regulations,
- (b) 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 in violation of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of 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 I am aware and the steps taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committees.
- (i) Significant changes in internal control over financial reporting during the year.
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board of Directors

Sd/-
Kantilal M Savla

Chairman

Place: Mumbai
Date: 06.10.2010

AUDITORS' REPORT ON CORPORATE GOVERNANCE

To,
The Members of
Vaghani Techno-build Limited

We have examined the compliance of conditions of Corporate Governance by Vaghani Techno-Build Limited ('the Company') for the year ended March 31, 2010, as stipulated in amended Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the representation made by the directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in amended Clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievances is pending as on 31st March, 2010 no other investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company which are presented to Shareholders/ Investors Grievance Committee.

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

For Kapadia and Gajaria Associates
Chartered Accountants

Sd/-
Kamlesh Gajaria
Membership No. 39280
Firm Registeratin no: 111874W

Place: Mumbai
Date: 06.10.2010

AUDITOR'S REPORT TO THE MEMBERS OF VAGHANI TECHNO-BUILD LIMITED

1. We have audited the attached Balance Sheet of **Vaghani Techno-Build Limited**, Mumbai as at 31st March 2010, and the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) 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;
 - (iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (iv) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
 - (v) On the basis of written representations received from the Directors, as on 31st March 2010 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with other notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a. In the case of the Balance Sheet of the state of affairs of the Company as at 31st March 2010
 - b. In the case of the Profit and Loss Account of the profit for the year ended on that date; and
 - c. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For and on behalf of
Kapadia and Gajaria Associates
Chartered Accountants

Sd/-
Kamlesh Gajaria
Partner

Place: Mumbai
Date: 06.10.2010

Membership No: 39280
Firm Registration No. 111874W

Annexure referred to in paragraph 3 of Auditor's report to the members of Vaghani Techno-Build Limited for the year ended 31st March 2010.

- (i) (a) The company is maintaining the proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the Company are physically verified by the Management, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. Discrepancies were noticed between the book records and the physical inventories were not material and have been properly dealt with in the accounts.
- (c) In our opinion and according to the information and explanation given to us, no substantial part of the fixed assets has not been disposed off by the Company during the year.
- (ii) (a) During the year, the inventories have been physically verified by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the records of inventories, we are of the opinion that the Company is maintaining proper records of inventories. The discrepancies noticed on physical verification of inventories as compared to the book records were not material and have been properly dealt with in the books of account.
- (iii) During the year, the Company has granted unsecured loan to parties listed in the register maintained under Section 301 of the Companies Act, 1956.

No. of parties	Total amount of loan given	Maximum balance outstanding during the year.	Amount outstanding at the end of the year.
2	3,57,30,350	3,57,30,350	2,57,30,350

During the year, the Company has taken loan from companies and other parties covered in the register maintained under Section 301 of the Companies Act, 1956. The rate of interest and other terms and conditions are prima facie not prejudicial to the interest of the Company. There are no stipulations with respect to the repayment of the loan and the interest thereon. The details of loan transactions are as under:

No. of parties	Total amount of loan taken	Maximum balance outstanding during the year.	Amount outstanding at the end of the year.
2	53,50,000	53,50,000	Nil

- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no weakness has been noticed in the internal controls.
- (v) (a) According to the information and explanation given to us, we are of the opinion that during the year, the particulars of the contracts/arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.

- (b) According to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956, and exceeding the value of rupees five lacs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted deposits from the public during the year within the meaning of the provision of section 58A of the Companies Act, 1956.
- (vii) *The Company does not have an internal audit system.*
- (viii) The Central Government has not prescribed maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956, for any of the products of the Company.
- (ix) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Customs Duty, Wealth Tax, Service Tax, Excise Duty, Cess and other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable were outstanding at the year end for a period of more than six months from the date they became payable.
- According to the records of the Company, there are no dues of Income Tax, Sales Tax, Customs Duty, Wealth Tax, Service Tax, Excise Duty or Cess which have not been deposited on account of any dispute.
- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred any cash losses in the current and immediately preceding financial year.
- (xi) As per the information and explanation given to us, the Company has not defaulted in repayment of dues to the banks. The Company has not borrowed from the financial institutions and does not have any borrowings by way of debentures.
- (xii) Based on our examination of documents and records, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, clause 4 (xii) of the order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute application to chit fund and nidhi/mutual benefit fund/societies. Accordingly, clause 4 (xiii) of the order is not applicable to the Company.
- (ixv) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion, the Company is not dealing / trading in shares, securities, debentures and other investment. Accordingly, clause 4 (xiv) of the order is not applicable to the Company.
- (xv) According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions. Accordingly, clause 4 (xv) of the order is not applicable to the Company.
- (xvi) According to the information and explanations given to us and an overall examination of the Balance Sheet of the Company, we report no term loans were taken by the Company. Accordingly, clause 4 (xvi) of the order is not applicable to the Company.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short term basis have been used for long term investment by the Company.

- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money through a public issue during the year.
- (xxi) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit for the year ended March 31, 2010.

For and on behalf of
Kapadia and Gajaria Associates
Chartered Accountants

Sd/-

Kamlesh Gajaria
Partner
Membership No: 39280
Firm Registration No. 111874W

Place: Mumbai
Date: 06.10.2010

VAGHANI TECHNO-BUILD LTD.

BALANCE SHEET AS AT 31 MARCH, 2010

Particulars	Schedule	Amount in ₹.	
		As at March31,2010	As at March31,2009
SOURCES OF FUNDS			
SHAREHOLDER'S FUNDS			
Share Capital	A	52,200,000	52,200,000
Reserves And Surplus	B	25,545,818	10,244,035
LOAN FUNDS			
Unsecured Loans	C	-	4,700,000
TOTAL		77,745,818	67,144,035
APPLICATION OF FUNDS			
Fixed Assets			
(a) Gross Block	D	59,709,420	59,885,664
(b) Less:Accumulated Depreciation		22,477,105	19,174,223
(c) Net Block		37,232,315	40,711,441
DEFFERRED TAX ASSET		1,263,482	-
CURRENT ASSETS, LOANS AND ADVANCES			
Inventories	E	48,830,999	7,445,677
Sundry debtors	F	28,298,024	50,156,816
Cash and Bank Balances	G	1,668,818	19,486
Loans And Advance	H	25,817,054	57,099
		104,614,895	57,679,078
LESS:			
CURRENT LIABILITIES & PROVISIONS			
Liabilities	I	58,125,285	31,242,474
Provisions	J	7,239,590	4,010
		65,364,875	31,246,484
NET CURRENT ASSETS		39,250,020	26,432,594
TOTAL		77,745,818	67,144,035

Significant accounting policies and notes to accounts

P

The Schedules referred above form an integral part of Balance sheet
As per our report of even date

For Kapadia and Gajaria Associates
Chartered Accountants

For and on behalf of the Board of directors

Sd/-
Kamlesh Gajaria
Partner
Firm Registration No. 111874W
M.No. 39280
Mumbai
Date: 06.10.2010

Sd/-
Kantilal M. Savla
(Director)

Sd/-
Bavchandbhai J. Vaghani
(Director)

VAGHANI TECHNO-BUILD LTD.			
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010			
Particulars	Schedule	Amount ₹	Amount ₹
		Year ended 31st March, 2010	Year ended 31st March, 2009
<u>INCOME</u>			
Sale of TDR		100,355,515	484,710,999
Other Income	K	330,745	0
		100,686,260	484,710,999
<u>LESS:</u>			
<u>EXPENDITURE:</u>			
Cost of Sales	L	73,921,876	463,923,658
Payment to and Provision for Employees	M	-	178,747
Selling and Administrative Expenses	N	1,920,112	503,428
Financial Expenses	O	122,261	4,522
Depreciation		3,448,131	3,842,440
		79,412,380	468,452,795
PROFIT OR (LOSS) BEFORE TAX		21,273,880	16,258,204
Less: -Provision for Taxation			
Current Tax		6,896,359	0
Deferred Tax		153,279	0
Fringe Benefit Tax		0	4,010
PROFIT OR (LOSS) AFTER TAX		14,224,242	16,254,194
Add : taxes for earlier years		1,077,540	0
PROFIT OR (LOSS) AFTER TAX		15,301,783	16,254,194
Add: Profit Brought Forward from Previous year		10,244,035	(6,010,159)
		25,545,818	10,244,035
Appropriation:			
balance Carried to Balance Sheet		25,545,818	10,244,035
		25,545,818	10,244,035
Basic & Dilluted Earnings per share			
(Refer Note No. 4 of Schedule 'P')		2.93	3.11

Significant accounting policies and notes to accounts

P

The Schedules referred above form an integral part of Profit and Loss Account
As per our report of even date

For Kapadia and Gajaria Associates
Chartered Accountants

For and on behalf of the Board of directors

Sd/-
Kamlesh Gajaria
Partner
Firm Registration No. 111874W
M.No. 39280
Mumbai
Date: 06.10.2010

Sd/-
Kantilal M. Savla
(Director)

Sd/-
Bavchandbhai J. Vaghani
(Director)

VAGHANI TECHNO-BUILD LTD.

Schedules annexed to Balance Sheet and Profit & Loss Account as at March 31st, 2010

PARTICULARS	Amount ₹	
	As at March 31, 2010	As at March 31, 2009
<u>SCHEDULE "A" : SHARE CAPITAL</u>		
AUTHORISED CAPITAL		
1,00,00,000 Equity Shares of ₹ 10/- each fully paid up	100,000,000	100,000,000
Issued , SUBSCRIBED & PAID-UP CAPITAL		
52,20,000 Equity Shares of ₹ 10/- each fully paid up	52,200,000	52,200,000
	52,200,000	52,200,000
<u>SCHEDULE "B" : RESERVES AND SURPLUS</u>		
Profit and Loss Account	25,545,818	10,244,035
	25,545,818	10,244,035
<u>SCHEDULE "C" : UNSECURED LOAN</u>		
From Directors	-	4,700,000
	-	4,700,000
<u>SCHEDULE "E" : INVENTORIES</u>		
(As taken, valued and certified by the Management)		
Stock of Industrial Units	7,445,677	7,445,677
Stock of TDR	41,385,322	-
	48,830,999	4,700,000
<u>SCHEDULE "F" : SUNDRY DEBTORS</u>		
(unsecured & Considered Good)		
Debts Outstanding for More than Six Months	23,398,024	5,448,024
Other	4,900,000	44,708,792
	28,298,024	50,156,816
<u>SCHEDULE "G" : CASH AND BANK BALANCE</u>		
Cash on Hand	22,399	19,486
Balances with scheduled Banks: in current accounts	1,646,419	-
	1,668,818	19,486
<u>SCHEDULE "H" : LOANS AND ADVANCES</u>		
(unsecured & Considered Good)		
Loans and Advance	25,730,350	-
Advance Income Tax and Fringe Benefit tax	29,605	-
Minimum Alternate tax Credit	1,611,503	-
Less: Reserved during the year	(1,611,503)	-
Deposits	57,099	57,099
	25,817,054	57,099

<u>SCHEDULE "I" : CURRENT LIABILITIES</u>			
Sundry Creditors**		28,090,236	22,197,893
Temporary Bank Overdraft		-	9,044,581
Advance from Customers		30,000,000	-
Other Liabilities		35,049	-
		58,125,285	31,242,474
**Refer Note No.11 of Schedule "P"			
<u>SCHEDULE "J" : PROVISIONS</u>			
Provision for Income Tax	8,847,083		
less: MAT Credit reserved	(1,611,503)	7,235,580	-
provision for fringe Benefit Tax		4,010	4,010
		7,239,590	4,010
<u>SCHEDULE "K" : OTHER INCOME</u>			
Interest received on Loan (TDS deducted ` . 25,595/- (previous Year ` Nil)		255,945	-
Sundry Balance Written Back		74,800	-
		330,745	-
<u>SCHEDULE "L" : COST OF SALES</u>			
TDR			
opening Stock		-	-
Add: Purchases (Net of Returns)		115,307,198	463,653,658
Less: Closing Stock		41,385,322	-
	A	73,921,876	463,653,658
INDUSTRIAL UNITS			
Opening Stock		7,445,677	7,715,677
Add: Purchases		-	-
Less: Closing Stock		7,445,677	7,445,677
	B	-	270,000
Total (A+B)		73,921,876	463,923,658
<u>SCHEDULE "M" PAYMENT TO AND PROVISION FOR EMPLOYEES</u>			
Salary and Wages		-	170,950
Staff Welfare Expenses		-	7,797
		-	178,747
<u>SCHEDULE "N" SELLING AND ADMINISTRATIVE EXPENSES</u>			
Advertisement & Publicity Expenses		37,975	49,175
Auditors Remuneration		30,150	25,000
Brokerage Paid on Purchases		284,988	-
Directors Sitting Fees		3,000	-
Electricity Charges		-	9,727
Penalty Paid		660,000	-
Rates and Taxes		89,250	4,000
Loss on Sale of Fixed Assets		21,395	-
Brokerage Paid on Sales		76,424	-
Printing and Stationary		28,660	23,431
Legal and Professional Fees		598,990	116,754
Repairs & Maintenance - others		-	9,182
Travelling expenses		-	104,377
Miscellaneous Expenses		89,280	161,782
		1,920,112	503,428
<u>SCHEDULE "O" FINANCIAL EXPENSES</u>			
Bank Charges		1,241	4,522
Bank Interest		121,020	-
		122,261	4,522

SCHEDULE "D": FIXED ASSETS

(Amount in Rs)

Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
	Opening 01-04-2009	Additions during the Period	Deduction during the Period	As on March31, 2010	Opening 01-04- 2009	For the period	Deduction during the Period	As on March31, 2010	As on March31, 2009	As on March31, 2010
Land	6,278,206	-	-	6,278,206	-	-	-	6,278,206	6,278,206	6,278,206
Buildings	53,431,214	-	-	53,431,214	19,037,759	3,439,346	-	22,477,105	30,954,109	34,393,455
Computer	70,000	-	70,000	-	42,815	7,249	50,064	-	-	27,185
Furniture & Fixtures	104,144	-	104,144	-	92,879	1,359	94,238	-	-	11,265
Cycle	2,100	-	2,100	-	770	177	947	-	-	1,330
Total	59,885,664	-	176,244	59,709,420	19,174,223	3,448,131	145,250	22,477,105	37,232,315	40,711,441
Previous Year	59,885,664	-	-	59,885,664	15,331,783	3,842,440	-	19,174,223	40,711,441	

ANNEXURE: NOTES OF ACCOUNTS**SCHEDULE "P"****1) SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS****SIGNIFICANT ACCOUNTING POLICIES:****a) Basis of Accounting:**

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with generally accepted accounting principle to in section 211 (3C) and other requirements of the Companies Act, 1956.

b) Inventories:

TDR Stock and Industrial Unit is valued at lower of cost and net realizable value.

c) Fixed Assets:

Fixed Assets are stated at cost less accumulated depreciation. Cost of comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use

d) Deprecation:

Depreciation has been provided on written down Value at rates prescribed in Schedule XIV to Companies Act, 1956. Depreciation on assets Added / Disposed off during year has been provided on a Pro-rata basis with reference to month of additions/deduction. Depreciation has been provided for full month ignoring part of month.

e) Revenue Recognition:

TDR Sale is recognized after entering into an agreement with the Purchaser of the TDR.

f) Taxation Policy:

- (i) Provision for Income Tax is made on the basis of the estimated taxable income for the accounting period in accordance with Income Tax Act, 1961.
- (ii) The deferred tax for timing differences between the book profits and tax profits for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the Balance Sheet date. Deferred tax asset arising from timing differences are recognised to the extent there is a virtual certainty that this would be realised in future and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.
- (iii) Fringe Benefit Tax is determined at current applicable rates on expenses falling within the ambit of 'Fringe Benefit Tax' as defined under the Income Tax Act, 1961.

g) Impairment of Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Profit and Loss Account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

h) Provisions and Contingent Liabilities:

The Company creates a provision when there is a present obligation as a result of a past

event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

NOTES FORMING PART OF THE ACCOUNTS:

2) Auditors remuneration :

	2009-10	2008-09
	₹	₹
(i) Statutory Audit Fees	15,000	15,000
(ii) Tax Audit Fees	10,000	10,000
(iii) Service Tax	5,150	-
	30,150	25,000

3) Details of Related Party transactions:

Key Management Personnel

Mr. Bavchandbhai J Vaghani	Director
Mr. Govind J Vaghani	Director
Mr. Kantilal M Savla	Chairman
Late Ms. Pratiksha P Gala	Director (till 7th March, 2010)

Enterprise over which Key managerial Personnel or relative of key Management personnel able to exercise significant influence:

Satyam Concast Private limited
 Integrated Spaces Limited
 Pranay Investment
 Pranay Leasing & Finance Limited
 Integrated Coreinfra Limited
 Integrated Estate Management Private Limited
 Integrated Renewable Energy Private Limited
 Pranay Properties
 Pranay Realtors
 Pranay leela Associates
 Rehab Pranay Developers
 R.K. Enterprises
 Savla Associates
 Nagi sales International

Details of related Party Transaction

Name	Transaction	2009-10 ₹	2008-09 ₹
Mr. Bavchandbhai J Vaghani	Opening	4,700,000	4,000,000
	Loan Taken	50,000	2,900,000
	Loan Refund	4,750,000	2,200,000
	Loan Balance	-	4,700,000
Integrated Spaces Limited	Opening	-	-
	Loan Given	25,730,350	-
	Loan Refund	-	-
	Loan Balance	25,730,350	-

Name	Transaction	2009-10 ₹	2008-09 ₹
Integrated Spaces Limited	Opening	7,775,000	-
	Sales of Good	-	78,437,268
	Payment Received	7,775,000	70,662,268
	Balance	-	7,775,000
Integrated Coreinfra Limited	Opening	-	-
	Loan Given	10,000,000	-
	Loan Refund	10,000,000	-
	Loan Balance	-	-
Satyam Concast Private Limited	Opening	1,500,000	4,000,000
	Purchases	-	-
	Payment made	1,500,000	2,500,000
	Balance	-	1,500,000
Pranay Investment	Opening	-	-
	Loan Taken	1,000,000	-
	Loan Refund	1,000,000	-
	Loan Balance	-	-
	Opening	-	-
	Sales of Good	-	46,500,480
	Payment Received	-	46,500,480
	Balance	-	-
Late Ms. Pratiksha Gala	Opening	-	-
	Loan Taken	4,350,000	-
	Loan Refund	4,350,000	-
	Loan Balance	-	-

Note: Related party relationship is as identified by the company and relied upon by Auditors

4) Earnings Per Share (EPS):

As required by Accounting Standard-AS 20 "Earnings Per Share" issued by the Institute of Chartered Accountants of India", the Earnings Per Share (EPS) is calculated by dividing the profit attributable to the Equity Shareholders by the average number of Equity Shares outstanding during the year and is ascertained as follows.

Particulars	2009-10 ₹	2008-09 ₹
Profit after Tax	15,301,783	16,254,194
Weighted average number of Equity Shares outstanding during the year	5,220,000	5,220,000
Face Value Per Equity Share	10	10
Basic and Diluted Earning per Share	2.93	3.11

5) Quantitative Details:

TDR

Particulars	2009-10		2008-09	
	Sq Mtrs.	₹	Sq Mtrs.	₹
Opening	-	-	-	-
Add: Purchases (Net)	8,856.70	115,307,198	23,465.80	463,465,548
Less: Sales (Net)	5,935.20	73,921,876	23,465.80	484,410,999
Closing Stock	2,921.50	41,385,322	-	-

6) Deferred tax Assets:

	2009-10 ₹	2008-09 ₹
Opening Deferred Tax Asset	-	-
On account of difference of Depreciation as per Books and Income Tax	1,263,482 **	-
	1,263,482	-

** Includes ₹ (14,16,761/-) for the earlier year.

- 7) Tax for earlier year includes ₹ (1,416,761/-) towards difference in depreciation as per Books and Income Tax & ₹339,221/- [Net of Minimum Alternate Tax credit of ₹ (1,611,503/-)] towards Income Tax
- 8) The Company is engaged in the Real Estate related business and accordingly there are no Segments.
- 9) In the opinion of the Board, Current Assets, Loans and Advances are of the value stated if realized in the ordinary course of business. The provision for all known and determined liabilities are adequate and not in excess of the amounts reasonably required.
- 10) Balances of the Sundry Debtors, Creditors, Loans and Advances are subject to confirmation, reconciliation and consequent adjustment if any. However, in the opinion of the management such adjustments, if any, will not be material.
- 11) The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid as at the year-end together with interest paid/payable under this Act, have not been given. The same has been relied upon by the Auditors.
- 12) The provision of Clause 4C of Part II of Schedule VI of the Companies Act, 1956 are not applicable to the company.
- 13) Previous Years Figure have been regrouped and rearranged wherever necessary.

As per our report of even date

For Kapadia and Gajaria Associates
Chartered Accountants

Sd/-
Kamlesh Gajaria
Partner
Firm Registration No. 111874W
M.No. 39280
Mumbai
Date: 06.10.2010

For and on behalf of the Board of directors

Sd/-
Kantilal M. Savla
(Director)

Sd/-
Bavchandbhai J. Vaghani
(Director)

INFORMATION REQUIRED AS PER PART IV OF SCHEDULE VI OF THE COMPANIES ACT, 1956, BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE.

I. REGISTRATION DETAILS.

Registration No.: 187866 State Code: 11
 Balance Sheet Date: 31 03 2010
 Date Month Year

II. CAPITAL RAISED DURING THE YEAR (Amount in ₹ Thousand).

Public Issue: NIL Right Issue: NIL
 Bonus Issue: NIL Private Placement: NIL

III POSITION OF MOBILIZATION AND DEVELOPMENT OF FUNDS (Amount in ₹)

Total Liabilities: 143110693	Total Assets: 143110693
<u>SOURCES OF FUNDS</u>	
Paid up capital: 5,22,00,000	Reserves and Surplus: 25,545,818
Secured Loans:	Unsecured Loans: NIL
<u>APPLICATION OF FUNDS</u>	
Net Fixed Assets : 37,232,315	Investments: NIL
Net Current Assets : 39,250,020	Misc. Expenditure: NIL
Accumulated Losses: NIL	

IV PERFORMANCE OF COMPANY (Amount in ₹)

Turnover: 100,686,260	Total Expenditure: 79,412,380
Profit Before Tax: 21,273,880	Profit After Tax: 15,301,783
EPS (In ₹): 2.93	Dividend (%): NIL

V GENERIC NAMES OF THREE PRINCIPAL PRODUCTS / SERVICES OF COMPANY, (AS PER MONETARY TERMS).

Item Code No. (ITC Code) : N A
 Product Description:

Signature to Schedule I

As per our report of even date

For Kapadia and Gajaria Associates
Chartered Accountants

For and on behalf of the Board of directors

Sd/-
Kamlesh Gajaria
 Partner
 Firm Registration No. 111874W
M.No. 39280
 Mumbai
 Date: 06.10.2010

Sd/-
Kantilal M. Savla
 (Director)

Sd/-
Bavchandbhai J. Vaghani
 (Director)

VAGHANI TECHNO-BUILD LTD.			
CASH FLOW STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2010			
Sr.No.	Particulars	For the Year Ended	
		March31, 2010 ₹	March31, 2009 ₹
A	CASH FLOW FROM OPERATION ACTIVITIES		
	Net Profit before Tax	21,273,880	16,258,204
	<u>Adjustment for:</u>		
	depreciation	3,448,131	3,842,440
	Interest Income on Loan given	(255,945)	-
	loss on Sale of Fixed Assets & Investments	21,395	-
	<u>Operating Profit before Working capital Changes</u>	24,487,462	20,100,644
	Inventories	(41,385,322)	270000
	Trade & Other Receivables	21,858,792	(49,900,496)
	Trade & Other payables	26882811	26606988
		31,843,742	(2,922,864)
	Less: Taxes Paid	(29,605)	-
	Cash Generates from Operations (A)	31,814,137	(2,922,864)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Sale of Fixed Assets	9,600	-
	Loan received Back	-	1,325,000
	Net Cash from Investing Activities (B)	9,600	1,325,000
C	CASH FLOW FROM FINANCIAL ACTIVITIES		
	Proceeds / (repayments) from / of borrowings (net)	(30,174,405)	700,000
	Net Cash From/ (used in) Financing Activities (C)	(30,174,405)	700,000
D	NET INCREASE/DECREASE IN CASH & CASH EQUIVALENTS (A)+(B)+ (C)	1649332	(897,864)
E	OPENING CASH & CASH EQUIVALENTS	19486	917350
F	CLOSING CASH & CASH EQUIVALENTS	1668818	19486
		1,649,332	(897,864)
Notes:			
1	Details of Cash and Cash Equivalents		
	Cash on hand	22399	19846
	Balances with Scheduled banks:		
	- in current accounts	1646419	-
		1,668,818	19,486
2	Previous years figures have been regrouped and rearranged wherever considered necessary		

As per our report of even date

For Kapadia and Gajaria Associates
Chartered Accountants

For and on behalf of the Board of directors

Sd/-
Kamlesh Gajaria
Partner
Firm Registration No. 111874W
M.No. 39280
Mumbai
Date: 06.10.2010

Sd/-
Kantilal M. Savla
(Director)

Sd/-
Bavchandbhai J. Vaghani
(Director)

VAGHANI TECHNO-BUILD LIMITED
REG. OFFICE: 127-128, Shiv Centre, Sector-17, Plot No. 72,
Vashi, Navi Mumbai- 400 703.

FORM OF PROXY

I/We,

_____ of
_____ in the district of _____ being a
member(s) of the **Vaghani Techno-Build Limited** hereby appoint
_____ of _____ in the district of
_____ or failing him, _____ of
_____ in the district of _____ as my /
our proxy to vote for me / us and on my / our behalf at the **ANNUAL GENERAL
MEETING** of the Company to be held on **20th December, 2010 at 10:30 A.M.** at the
Registered Office of the Company and at any adjournment thereof.

Signed this _____ day of _____ 2010.

DP. ID	
--------	--

Client ID/ Folio No.	
-------------------------	--

No. of Shares	
---------------	--

Affix
Revenue
Stamp

Signature: _____

Note:

The 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 date and time for holding the Annual General Meeting.

VAGHANI TECHNO-BUILD LIMITED
REG. OFFICE: 127-128, Shiv Centre, Sector-17, Plot No. 72,
Vashi, Navi Mumbai- 400 703.

ATTENDANCE SLIP

(To be handed over, duly filled in, at the Entrance of the meeting Place)

Name of the attending Member/Proxy :
(in block letters)

DP. ID	
--------	--

Client ID/ Folio No.	
-------------------------	--

No. of Shares	
---------------	--

I hereby record my presence at the Annual General Meeting at _____
_____ on _____, the 20th December, 2010 at 10.30 A.M.

Signature of the Shareholder / Proxy holder: _____

U.P.C/ BOOK POST

To,

If undelivered please return to:
C/o Link Intime India Private Limited.
Unit: Vaghani Techno-Build Limited
C-13, Pannalal silk Mills Compound,
LBS Marg, Bhandup (west)
Mumbai- 400078