



## **GUJARAT CREDIT CORPORATION LIMITED**

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**BOARD OF DIRECTORS :** SHRI BAHUBALI S. SHAH - CHAIRMAN  
SHRI AMAM S. SHAH - MANAGING DIRECTOR  
SHRI SHRIRAJ S. JHAVERI - DIRECTOR  
SHRI VIPUL H. RAJA - DIRECTOR  
SHRI L. A. PATEL - DIRECTOR

**AUDITORS :** M/S. PARIKH MEHTA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
2, HAPPY HOME APPARTMENTS,  
10, SAMPATRAO COLONY,  
R. C. DUTT ROAD,  
BARODA - 390 005.

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

## **GUJARAT CREDIT CORPORATION LIMITED**

Regd. Office: 606, SAKAR-1, Opp. Nehru Bridge, Asham Road, Ahmedabad – 380 009.

### **NOTICE**

NOTICE IS HEREBY GIVEN THAT THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF GUJARAT CREDIT CORPORATION LIMITED WILL BE HELD ON WEDNESDAY, 18<sup>th</sup> September, 2013 at 10.30 a.m. at Tower 'B', Ground Floor, Siddhi Vinayak Tower, Makarba, Ahmedabad, 380051 to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive consider & adopt the Balance Sheet as at 31st March, 2013, statement of Profit & Loss Account for the year ended on that date and the reports of the Directors' & Auditors thereon.
2. To appoint Director in place of Shri Bahubali S. Shah, who being eligible offers himself for reappointment.
3. To appoint Director in place of Shri Shriraj S. Jhaveri, who being eligible offers himself for reappointment.
4. To appoint Auditors and fix their remuneration and in this regard 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 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s Hiren K. Shah & Co., Chartered Accountants, Ahmedabad, be and is hereby appointed as the auditors of the Company in place of the retiring auditors M/s. Parikh Mehta & Associates, Chartered Accountants, Vadodara, to hold office of the auditors from the conclusion of Twentieth Annual General Meeting till the conclusion of the 21st annual general meeting, on such remuneration as may be determined by the Board of Directors of the Company."

#### **NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND VOTE ON A POLL, IF ANY, IN HIS/HER STEAD AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxies, in order to be effective, must be received by the Company at the registered office, not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to this notice.
3. As required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges the relevant details of Shri Bahubali S. Shah and Shri Shriraj S. Jhaveri, Directors retiring by rotation and seeking re-appointment under Item No. 2 and Item No.3 of the notice respectively, are annexed herewith.
4. Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 11th September, 2013 to, Wednesday, the 18th September, 2013 (both days inclusive).
5. The Register of Directors' shareholding maintained under Section 307 of the Companies Act, 1956, will be available for inspection by members at the AGM.
6. The Register of Contracts, maintained under Section 301 of the Companies Act, 1956, will be available for inspection by the Members at the registered office of the Company.
7. The BSE has granted trading permission with effect from 03/06/2013. The equity shares of the Company being actively traded thereafter.
8. As a Green Initiative in the Corporate Governance, the Ministry of Corporate Affairs ("MCA") vide its circular bearing nos. (i) 17/2011 dated April 21, 2011 and (ii) 18/2011 dated April 29, 2011 allowed the Companies to send various notices/ documents (including Notice conveying AGM, Audited Financial Statements, Auditors' Report, Directors Report and other related documents) to shareholders through electronic mode, to the registered email of the shareholders. Pursuant to said Green Initiative. The Company urges the members to communicate their email id to the Company and / or RTA, so that the Company can send future communications to these shareholders in electronic mode.
9. Members are requested to visit the website of the Company [www.gccl.co.in](http://www.gccl.co.in) for viewing the quarterly & annual financial results and more information about the Company.
10. For any investor-related queries, communication may be sent by e-mail to [info@gccl.co.in](mailto:info@gccl.co.in)

11. M/s Sharepro Services (India) Private Limited (Sharepro) is the Registrar & Share Transfer Agent (R & T Agent) of the Company. All investor related communication may be addressed to Sharepro at the following address;  
M/s Sharepro Services (India) Private Ltd  
416-420, 4<sup>th</sup> Floor,  
Devnandan Mall,  
Opp. Sanyas Ashram Road,  
Ahmedabad-380006,  
Tel-079-26582381-84  
E-mail- sharepro.ahmedabad@shareproservices.com
12. For effecting changes in address/bank details/ECS (Electronic Clearing Service) mandate, members are requested to notify:
  - (i) The R&T Agent of the Company, viz. Sharepro Services (India) Private Limited, if shares are held in physical form; and
  - (ii) Their respective Depository Participant (DP), if shares are held in electronic form.
13. Members are requested to send their queries, if any, to reach the Company at its Registered Office, at least 10 days before the meeting, so that the information can be compiled in advance.
14. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
15. An Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, relating to special business to be transacted at the meeting is annexed hereto.
16. Details of the Directors seeking re-appointment in the 20<sup>th</sup> (Twentieth) Annual General Meeting [Pursuant to Clause 49 of Listing Agreement of Bombay Stock Exchange]

Particulars	Shri Bahubali S. Shah	Shri Shriraj S. Jhaveri
Relationships with other Directors	None	None
Date of Appointment	01/11/1993	01/11/1993
Expertise	Entrepreneur	Finance
Qualification	B.com	B.com
No. of Equity Shares held in the Company	2599980	10
List of other companies in which directorship are held	<ul style="list-style-type: none"> <li>• Lok Prakashan Limited</li> <li>• Zora Traders Limited</li> <li>• GCCL Construction and Realities Limited</li> <li>• Indian Chronicle Limited</li> <li>• GCCL Housing Finance Limited</li> <li>• Parijat Infrastructure Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Lipi Mercantile Limited</li> <li>• Deepshikha Impex Limited</li> <li>• GCCL Infrastructure AND Projects Limited</li> <li>• GCCL Housing Finance Limited</li> <li>• Parijat Infrastructure Limited</li> <li>• JVO Satva Hospitality Limited</li> </ul>
List of committees of the Board of Directors(across all companies) in which Chairmanship/ Membership is held	<ul style="list-style-type: none"> <li>• GCCL Construction and Realities Limited- Chairman</li> </ul>	<ul style="list-style-type: none"> <li>• GCCL Infrastructure and Projects Limited</li> </ul>

The other Directorships as mentioned above do not include Directorships of Private Limited Companies.

By Order of the Board of Directors

Date-18/07/2013

Registered Office:

606, Sakar-I, Ashram Road,

Ahmedabad- 380009

Amam Shah

Managing Director

**Explanatory Statement**

**(Pursuant to Section 173(2) of the Companies Act, 1956)**

**ITEM 4: Appointment of Auditor other than retiring Auditor**

The present Auditors M/s. Parikh Mehta & Associates has intimated the Company in writing of their unwillingness to be re-appointed as Auditor of the Company from F.Y. 2013-14. The Company under section 225 of the Companies Act, 1956, proposing the appointment of M/s Hiren K. Shah & Co, Chartered Accountant, Ahmedabad, as the Statutory Auditors of the Company. As required, the M/s Hiren K. Shah & Co. Chartered Accountant, Ahmedabad, has forwarded a Certificate to the Company stating that the appointment, if made, will be within the limits specified in the Sub-Section (1B) of Section 224 of the Companies Act, 1956. Further, they have confirmed that they are not disqualified from being appointed as Auditors under Section 226 of the Companies Act, 1956.

It is therefore proposed to appoint M/s Hiren K. Shah & Co., as Statutory Auditors of the Company to hold office from the conclusion of 20<sup>th</sup> Annual General Meeting until the conclusion of the 21<sup>st</sup> Annual General Meeting of the Company.

The Directors recommend adoption of the Resolution.

None of the Directors is concerned or interested in the resolution

By Order of the Board of Directors

Date-18/07/2013

Registered Office:

606, Sakar-I, Ashram Road,

Ahmedabad- 380009

Amam Shah

Managing Director

# GUJARAT CREDIT CORPORATION LIMITED

## DIRECTORS' REPORT

To,  
The Members  
Gujarat Credit Corporation Limited,  
Your Directors present their Twentieth Annual Report together with the Audited Statement of Accounts of the Company for the year ended on 31<sup>st</sup> March, 2013.

### FINANCIAL RESULTS:

(Rs. In Lacs)

Particulars	2012-2013	2011-2012
Gross Income	72.95	4.70
Depreciation	3.71	3.79
Profit/Loss after Depreciation	39.87	(12.30)
Tax- Current	32.73	0
Deferred	(0.77)	(0.55)
Profit/loss after tax	7.91	(11.75)

### OPERATIONS:

The Company has earned Rs 71.12 lacs as project income & Rs 1.84 lacs as other income. The profit of the Company is Rs. 7.91 lacs against loss of Rs. 11.75 lacs in the previous year.

### APPROPRIATIONS

#### DIVIDEND

The Board does not recommended any dividend for current year

#### TRANSFER TO RESERVES

According to Companies (Transfer of Profits to Reserves) Rules, 1975, your Company is not mandatorily required to transfer certain minimum percentage of profits to general reserve and hence the Board has recommended a transfer of Rs. Nil to the general reserve and an amount of Rs. 7.91 lacs has retained in the profit and loss account.

### LISTING OF SHARES

The Company's share continues to remain listed with the Bombay Stock Exchange.

### CORPORATE GOVERNANCE

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

### DIRECTORS

The clause 90 of Articles of Association of the Company provides that at least two-thirds of our Directors shall be subject to retirement by rotation. One third of these retiring Directors must retire from office at each Annual General Meeting of the shareholders. A retiring Director is eligible for re-election.

Shri Bahubali Shah & Shri Shiraj S. Jhaveri, Directors will retire by rotation and being eligible, offer themselves for reappointment. The details of their re-appointment together with nature of their expertise in specific functional

and names of the Companies in which they hold office as Director and/or the Chairman/Membership of Committees of the Board, are provided in the notice of the 20<sup>th</sup> Annual General Meeting.

**STATUTORY DISCLOSURES:**

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

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

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

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

**PARTICULARS OF EMPLOYEES:**

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

**CODE OF CONDUCT**

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

**DIRECTOR'S RESPONSIBILITY STATEMENT**

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

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

**CASH FLOW**

A Cash Flow statement for the year ended 31st March 2013 is attached to the Balance Sheet.

**AUDITORS AND AUDITORS' REPORT**

The present Auditors M/s. Parikh Mehta & Associates, Chartered Accountant, Vadodara, have intimated the Company in writing of their unwillingness to be re-appointed as Auditor of the Company from F.Y. 2013-14. It is proposed to appoint M/s Hiren K. Shah & Co. Chartered Accountants, Ahmedabad, as Auditor to hold office until the conclusion of the 21<sup>st</sup> Annual General Meeting. The Company has received certificate from the Auditors' to the effect that the reappointment if made, would be within prescribed limit under Section 224 (1-B) of the Companies Act, 1956.

**FIXED DEPOSITS**

The Company has not accepted any deposits from the public.

## **INSURANCE**

The Company's assets are adequately insured against major risks.

## **ACKNOWLEDGMENTS**

The Board expresses their appreciation for continued co-operation and support extended to the Company by bankers, employees & shareholders.

Place: Ahmedabad

For and on behalf of the Board of Directors

Date-18/07/2013

Registered Office:

Amam Shah

Shriraj Jhaveri

606, Sakar I, Ashram Road,

Managing Director

Director

Ahmedabad- 380 009

## **MANAGEMENT DISCUSSION & ANALYSIS**

### **INDUSTRY STRUCTURE AND DEVELOPMENT**

Year 2012 was subdued for real estate due to inflationary pressures and rising interest rates, coupled with the ongoing economic crisis in the Eurozone and US. GDP growth progressions for the country have been fairly narrow and revised lower continually over the last few months, with the economy expected to grow at an abysmal rate of just 5.3% - 5.5% in 2013.

### **POLICY UPDATES**

The recent move by the government to open multi-brand retail to FDI will be a powerful vehicle in bringing the retail sector on the trajectory of the much needed growth.

Also, the issues related to the Land Acquisition and Real Estate Regulation Bills if passed by parliament, will help to bring in much needed efficiency, transparency and accountability in the sector.

### **OPPORTUNITIES**

The government now appears close to launching the National Investment Board. Therefore, overall sentiment for 2013 is expected to be one of cautious optimism. The Wholesale Price Index (WPI) indicates inflation in the country has fallen and core inflation has declined. Besides this, some relief measures for both developers and investors can be expected in the form of decline in interest rates and increased liquidity in the near future. This could help stimulate demand for real estate.

With multi-brand retailers entering the market, retail property will witness renewed demand and uptake along with improved investor confidence in the sector.

### **THREATS**

There is a challenge in achieving operational efficiencies by improvement in construction productivity and delivery of projects in hand with the help of technological advances. Up-skilling of existing manpower would be bigger challenge.

## **SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE**

The company is engaged in a single segment, namely, real estate development.

## **FUTURE OUTLOOK**

The Indian real estate sector has traditionally been dominated by a number of small regional players with relatively low levels of expertise and/or financial resources. Historically, the sector has not benefited from institutional capital; instead, it has traditionally tapped high net-worth individuals and other informal sources of financing, which has led to low levels of transparency. This scenario would change with in line with the sector's growth.

## **INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY**

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

## **CAUTIONARY STATEMENT**

The Management Discussion & Analysis Report may contain certain statement that might be considered forward looking within the meaning of applicable securities, laws and regulations. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statements as important factors could influence the Company's operations such as Government policies, tax laws, political and economic development.

Place: Ahmedabad

For and on behalf of the Board of Directors

Date-18/07/2013

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

Amam Shah  
Managing Director

Shriraj Jhaveri  
Director

# GUJARAT CREDIT CORPORATION LIMITED

## CORPORATE GOVERNANCE

(As required by clause 49 of the Listing Agreement with the stock exchange)

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

### 1. **COMPANY'S PHILOSOPHY & CODE OF GOVERNANCE**

Your Company's corporate governance policy is directed towards adherence to ethical business practices. All mandatory requirements as also a few non-mandatory requirements prescribed by Clause 49 of the Listing Agreement have been implemented by the Company. Non-mandatory requirements such as formation of Remuneration Committee have been implemented. Codes of business conduct, adopted by the directors and senior management personnel, are posted on the website of the Company [www.gccl.co.in](http://www.gccl.co.in)

All board members and senior management personnel have affirmed compliance with the respective codes of conduct for the year ended 31st March 2013. In terms of Clause 49 (I) (D) of the Listing Agreement, the Director has given the requisite declaration to this effect. In terms of Clause 49 (V) of the Listing Agreement, Managing Director [CEO] and Director [CFO] have given the requisite certification to the Board of Directors in the prescribed format for the period under review

### 2. **BOARD OF DIRECTORS**

#### **Composition of Board:**

The strength of the Board as on 31st March 2013. was five, of which, two are none executive promoter Directors, and three are independent Directors. The requisite particulars are given below:

Directors	Attendance Particular				Other Committee Membership	
	Category	Board Meeting	Last AGM	Other Directorship	Member	Chair man
Shri Bahubali S. Shah	CM-NENI	4	Y	8	0	1
Shri Amam S.Shah	NENI	4	Y	9	1	1
Shri Shriraj S Jhaveri	IND	4	Y	6	1	1
Shri Vipul H Raja	IND	4	Y	5	0	0
Shri L.A. Patel	IND	4	Y	3	0	0

#### **BOARD MEETINGS**

The Board evaluates the strategic direction, management policies and their effectiveness and provides guidance and leadership to the management in achieving set goals. Board meeting dates are finalised in consultation with all directors. The Board is regularly apprised about important business related information and developments. Board members express opinions and bring up matters for discussion at its meetings. Board meeting minutes are circulated to all Directors in advance and confirmed at the subsequent Board meeting. Copies of signed minutes of the various Committees of the Board are tabled at Board meetings.

**Details of Board Meetings** In compliance with the provisions of Clause 49 of the Listing Agreement, the Board meetings are held atleast once every quarter and the time gap between two meetings is not more than four months. During the year, four Board Meetings were held.

<b>Date of Meeting</b>	<b>No. of Directors Present</b>
10/05/2012	5
28/07/2012	5
29/10/2012	5
31/01/2013	5

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

### **3. AUDIT COMMITTEE**

The Audit Committee comprises of following members:

<b>Name</b>	<b>Designation</b>	<b>Attendance</b>
Shri Shiraj S Jhaveri- Chairman	Non-executive Independent	4
Shri L.A. Patel	Non-executive Independent	4
Shri Vipul H Raja	Non-executive Independent	4

Compliance officer acts as the Secretary of the Committee. All the members of the Audit Committee are financially literate. The Chairman of the Committee attended the last Annual General Meeting of the Company held on September 28<sup>th</sup> 2012. The meetings of the Audit Committee are attended by representatives of accounts and statutory auditors. The Audit Committee addresses matters pertaining to appropriateness of audit tests and checks, reliability of financial statements, adequacy of provisions for liabilities and internal controls. The Committee lays emphasis on adequate disclosures and compliance with all relevant statutes. The Committee performs the functions enumerated in Clause 49 of the Listing Agreement, Section 292A of the Companies Act, 1956 and duties cast upon from time to time by the Ministry of Corporate Affairs through its circulars and notifications. The matters deliberated upon by the Committee include:-

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- 2) Recommending to the Board, the appointment of statutory auditors, fixation of audit fees and approval of payments for any other services rendered by them.
- 3) Reviewing with the management the quarterly and annual financial statements before submission to the Board for approval with particular reference to: -
  - a) matters required to be included in the Directors' Responsibility Statement in terms of Clause (2AA) of Section 217 of the Companies Act, 1956;
  - b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to financial statements;
  - f) disclosure of related party transactions; and
  - g) qualifications in the draft audit report, if any.
- 4) Reviewing with the management, the performance of statutory auditors and adequacy of the internal control systems.
- 5) Discussion with statutory auditors before the audit commences about the nature and scope of audit as also post-audit discussion to ascertain areas of concern.

#### Details of Audit Committee Meetings:

The Audit Committee met four times during the year under review on 10/05/2012, 28/07/2012, 29/10/2012 and 31/01/2013 and was attended by all members. .

#### 4. REMUNERATION COMMITTEE

There is no change in the composition of remuneration committee and no meeting was held during the financial year as there was no payment of remuneration to any Director.

#### 5. SHAREHOLDERS/INVESTOR'S GRIEVANCES COMMITTEE

The Investors' Grievances Committee comprises following Directors

Name	Designation	Attendance
Shri Shriraj S Jhaveri- Chairman	Non-executive Independent	4
Shri L.A. Patel	Non-executive Independent	4
Shri Vipul H Raja	Non-executive Independent	4

The Investors' Grievances Committee met four times during the year under review on 10/05/2012, 28/07/2012, 29/10/2012 and 31/01/2013 and was attended by all members.

Meetings of the Investors' Grievances Committee are also attended by the head of Investors' Services Department i.e. Compliance officer.

The Committee oversees functioning of the Investors' Services Department covering all facets of the operations including transfer of shares in physical form, dematerialisation of shares and activities related to depository operations. The Committee also closely monitors investor grievance redressal system of the department.

Your Company received nil complaint from shareholders during the year. As on 31st March 2013, no complaints remained pending/un-attended and no share transfers remained pending for over 30 days, during the year.

#### SHARE TRANSFER COMMITTEE

The Board of Directors has delegated power of approving transfer of securities to Shri Amam Shah and Shri Shriraj Jhaveri. The Committee, inter alia, reviews and approves the transfer/transmission/demat of equity shares as submitted by Sharepro Services (India) Pvt. Ltd., the Registrar and Transfer Agent of the Company.

It met 17 times during the year to approve transfer/ transmission/ demat of equity shares. It transferred 1800 equity shares submitted through physical transfer deed

#### 6. DETAILS OF LAST THREE ANNUAL GENERAL MEETING

Year	Venue Of AGM	Day, date & time	No. of Special Resolutions passed
2009-10	606, Sakar-I, Opp: Nehru Bridge, Ashram Road, Ahmedabad	Thursday, 23/09/2010 at 11.00 a.m.	Nil
2010-11	606, Sakar-I, Opp: Nehru Bridge, Ashram Road, Ahmedabad	Wednesday, 28/09/2011 at 10.30 a.m	Nil
2011-12	606, Sakar-I, Opp: Nehru Bridge, Ashram Road, Ahmedabad	Friday 28/09/2012 at 10:30 a.m	Nil

No business was required to be transacted through postal ballot at the above meetings. Similarly, no business is required to be transacted through postal ballot at the forthcoming Annual General Meeting.

## **7. DISCLOSURE ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS**

During the year under review, there were no materially significant related party transactions between the Company and its promoters, directors, management or their relatives, etc. which may have potential conflict with the interests of the Company. Statements of transactions in summary form with related parties in the ordinary course of business and material individual transactions with related parties, which were not in the normal course of business, were placed at meetings of the Audit Committee. The Audit Committee reviews statements of related party transactions submitted by the management. Details of transactions in which Directors are interested are recorded in the Register of Contracts maintained pursuant to the provisions of Section 301 of the Companies Act, 1956 and the same is placed at Board meetings and is signed by the Directors present. In compliance with Accounting Standard AS 18, details of related party transactions are disclosed in the notes to accounts that form part of the balance sheet and profit and loss account.

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 and they have not imposed any penalties on, or passed any strictures against the Company. Trading in securities of the Company is permitted by the Bombay stock exchange w.e.f. 03/06/2013.

## **8. MEANS OF COMMUNICATION**

Quarterly and annual financial results of the Company are submitted to the stock exchange immediately after the Board approves them. Thereafter, the same are published in Western Times English and Gujarati newspapers. 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.

## **9. GENERAL SHAREHOLDER INFORMATION**

### **• EXCLUSIVE EMAIL ID FOR INVESTOR GRIEVANCES**

Pursuant to Clause 47 (f) of the Listing Agreement, the following email id has been exclusively designated for communicating investor grievances: Info@gccl.co.in Person in-charge of the Department: Shri Chandrakant Sheth.

### **• ANNUAL GENERAL MEETING**

The 20<sup>th</sup> Annual General Meeting will be held at 10.30 a.m. on Wednesday, September 18, 2013, at Tower 'B', Ground Floor, Siddhi Vinayak Tower, Makarba, Ahmedabad-380051

### **• FINANCIAL CALENDAR**

First quarter results: July 2013

Second quarter results: October 2013

Third quarter results: January 2014

Annual results: April/May 2014

Annual General Meeting: August/September 2014

### **• BOOK CLOSURE**

The Register of Members and the Share Transfer Register will remain closed from Wednesday, September 11, 2013 to Wednesday, September 18, 2013, (both days inclusive).

- **DIVIDEND PAYMENT DATE**  
Not applicable
- **SHARES LISTED AT**  
The equity shares of the Company are listed at:  
Bombay Stock Exchange Limited (BSE)  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai Samachar Marg,  
Mumbai - 400 001  
Annual Listing fees for the year 2013-14 have been paid to Bombay stock exchange. The Company has also paid the Annual custodial fees to both the depositories.
- **STOCK CODES**  
The stock codes of the Company is: 511441
- **INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)**  
ISIN is a unique identification number allotted to dematerialised scrip. The ISIN has to be quoted in each transaction relating to dematerialised shares of the Company. The ISIN of equity shares of the Company is INE 034B01019.
- **CORPORATE IDENTIFICATION NUMBER (CIN)**  
CIN of the Company, allotted by the Ministry of Corporate Affairs, Government of India:  
L65910GJ1993PLC020564
- **HIGH/LOW OF MONTHLY MARKET PRICE OF THE COMPANY'S EQUITY SHARES TRADED ON THE BOMBAY STOCK EXCHANGES DURING THE FINANCIAL YEAR 2012-13**  
No transaction reported on Bombay Stock Exchange.
- **SHARE TRANSFER SYSTEM**  
Company's shares in dematerialised 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 Investor Grievance 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 / rematerialisation of Company's shares.  
In terms of Clause 47 (c) of the Listing Agreement, every six months, a qualified Practising 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 31st MARCH, 2013)**

Sl. No.	Category (Shares)	Electronic		Physical		Total		% to total shares
		Holders	Shares	Holders	Shares	Holders	Shares	
1	1-500	2887	456640	6280	790910	9167	1247550	4.99
2	501-1000	150	120678	82	63100	232	183778	0.74
3	1001-2000	58	85187	19	27800	77	112987	0.45
4	2001-3000	18	46200	3	8000	21	54200	0.21
5	3001-4000	8	26838	2	7700	10	34538	0.14
6	4001-5000	6	28700	2	10000	8	38700	0.15
7	5001-10000	9	60760	1	9500	10	70260	0.29
8	10001-20000	2	30301	3	42800	5	73101	0.29
9	Above 20000	7	1207286	49	21977600	56	23184886	92.74
	TOTAL	3145	2062590	22937410	9586	6441	25000000	100

a. On the basis of category

Category	No. of Shares Held	% to total Shares held
Individual	11000495	44.00
Private Corporate Bodies	6094715	24.38
Promoters	7903190	31.61
N.R.I	1600	0.01
<b>TOTAL</b>	<b>25000000</b>	<b>100</b>

- **DEMATERIALISATION OF SHARES AND LIQUIDITY**  
Shares of the Company are traded compulsorily in dematerialised 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 dematerialisation. 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 5500 equity shares. As on 31st March 2013, 08.25% of the total shares issued by the Company were held in dematerialised form
- **RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**  
Pursuant to the provisions of the SEBI (Depositories & Participants) Regulations, 1996, quarterly audit is being undertaken by a Practising 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 Investors' Grievances Committee.
- **OUTSTANDING GDRs / ADRs / WARRANTS OR ANY CONVERTIBLE INSTRUMENT AS ON 31st MARCH 2013**  
There were no outstanding GDRs/ADRs/Warrants or any convertible instrument as at end March 2013
- **PLANT LOCATIONS**  
The nature of business is such that the Company has no plant.
- **ADDRESS FOR CORRESPONDENCE**  
All enquiries, clarification and correspondence should be addressed to the compliance officer at the following Addresses.
  - 1) Gujarat Credit Corporation Limited  
606, Sakar I, Ashram Road, Ahmedabad, -380 009
  - 2) Registrar & Transfer Agent M/s Sharepro Services (India) Private Ltd  
4th Floor, Devnandan Mega Mall, Opp. Sanyas Ashram,  
Near M J Library, Ellis Bridge, Ahmedabad – 380006  
Tel-079-26582381-84  
E-mail- sharepro.ahmedabad@shareproservices.com

## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To,

The Members of Gujarat Credit Corporation Limited

We have examined the compliance of the conditions of corporate governance by Gujarat Credit Corporation Limited ("the Company") for the year ended on 31st March 2013, as stipulated in clause 49 of the listing agreements of the said company with relevant stock exchanges.

The compliance of the conditions of corporate governance is the responsibility of the management.

Our examination has been limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of 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, we certify that the Company has complied with the conditions of corporate governance as stipulated in the abovementioned listing agreements.

We 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.

Pinakin Shah & Co.,

Place: Ahmedabad

Date-18/07/2013

Practicing Company Secretary

FCS 2562, C.P No 2932

## **DECLARATION PURSUANT TO CLAUSE 49 1 (D) (ii) OF THE LISTING AGREEMENT**

In accordance with Clause 49 1(D) (ii) of the Listing Agreement with the Stock Exchanges, I hereby declare that the Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct as applicable to them for the year ended 31st March 2013,

For and behalf of Board of Directors

Place: Ahmedabad

Dated-18/07/2013

Amam S. Shah

Managing Director

## **CERTIFICATE PURSUANT TO CLAUSE 49 V OF THE LISTING AGREEMENT**

**We, Shri Amam Shah, Managing Director (CEO) and Shri Shrirajbhai Jhaveri (CFO) do hereby certify to the Board that:**

- a) We have reviewed the Balance Sheet as at 31st March 2013, the Profit and Loss Account and the Cash Flow Statement for the year ended on that date and that to the best of our knowledge and belief:**
  - i) 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;**
  - ii) 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.**
- b) There are, to the best of our 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;**
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we 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;**
- d) We have indicated to the Auditors and the Audit Committee:**
  - i) significant changes in internal control over financial reporting during the year, if any;**
  - ii) 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**
  - iii) 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.**

**For Gujarat Credit Corporation Limited**

**Shri Amam S. Shah  
Chief Executive Officer**

**Place: Ahmedabad**

**Date-18/07/2013**

**For Gujarat Credit Corporation Limited**

**Shri Shriraj Jhaveri  
Chief Finance Officer**

## **AUDITORS' CERTIFICATE**

To the Members of Gujarat Credit Corporation Limited, we have examined the compliance of condition of corporate governance by Gujarat Credit Corporation Limited for the year ended on 31<sup>st</sup> March 2013 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange.

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

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

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

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

Place : AHMEDABAD

Date : 28/05/2013

For Parikh Mehta & Associates

Chartered Accountant

Hemangi Mulaokar

Partner

M.No.:127083

## **AUDITORS' REPORT**

To,  
The Members,  
Gujarat Credit Corporation Ltd.  
Ahmedabad

We have audited the attached Balance Sheet of Gujarat Credit Corporation Limited as at 31st March 2013 and the Profit & Loss Account annexed thereto for the year ended on that date. These financial Statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with 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.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956 we enclose in the Annexure a Statement on the matters specified in paragraph 4 & 5 of the said order only to the extent applicable to the Company.

Further to our comments in the Annexure referred to 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 purpose of our audit.
- ii) In our opinion, proper books of accounts, as required by law, have been kept by the Company so far as it appears from our examination of such books.
- iii) The Balance Sheet and the Profit and Loss Account referred to in this report are in agreement with the Books of Account.
- iv) In our opinion, the Balance Sheet and Profit and Loss Account read in conjunction with the notes on accounts, comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 except (i) non provision of leave encashment and gratuity (AS 15), (ii) Non Provision of Permanent Diminution in value of Investment (AS 13)
- v) According to the information and explanation given to us, in relation to the affairs of the company, none of the Directors are disqualified 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 together with the notes thereon, give the information as 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, 2013 and
  - b) in the case of the Profit and Loss Account, of the profit of the company for the year ended on that date.

Place : Ahmedabad  
Date : 28/05/2013

For Parikh Mehta & Associates  
Chartered Accountants

Hemangi Mulaokar  
Partner  
M.No.:127083

**ANNEXURE TO THE AUDITORS' REPORT  
TO THE MEMBERS OF GUJARAT CREDIT CORPORATION LTD  
(REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE)**

- (I)
  - (a) The Company has maintained generally proper records showing full particulars including quantitative details and situation of Fixed Assets.
  - (b) We have been informed that physical verification of the fixed assets was conducted by the management during the period and no discrepancies were observed between book records and physical verification of fixed assets.
- (II)
  - (a) The inventories have been physically verified by the management during the year. The frequency of such verification is reasonable.
  - (b) In our opinion and according to the information and explanations given to us the procedures followed by the management for physical verification of stocks were found reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) We are informed that no discrepancies have been noticed between physical stocks and the book records.
- (III)
  - (a) The company has granted loans to companies involving balance outstanding at year end of Rs 60.44 lacs to companies, firms or other parties listed in the register maintained under section 301 of the companies Act, 1956.
  - (b) Whereas no interest is charged on such loan granted but regarding other terms and conditions of loans given by the company, in our opinion the same are not prima facie prejudicial to the interest of the company.
  - (c) The repayment of such loans granted by the company is as per the stipulated terms and conditions of the loan granted.
  - (d) On the basis of information and explanations given to us, there are no overdue amount recoverable from the loan granted by the company.
  - (e) The company has taken loans from one company of which outstanding as at the end of the year is Rs 203.69 Lacs from companies, firms or other parties listed in the register maintained under Section 301 of the companies Act, 1956 Companies Act, 1956
  - (f) The rate of interest and other terms and conditions of loan taken by the company, in our opinion, are not prejudicial to the interests of the company.
  - (g) According to the information and explanation given to us, the repayment of principal and interest is as per stipulations mentioned.
- (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.
- (V)
  - (a) According to the information and explanations given to us we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 of the Companies Act 1956 have been so entered.
  - (b) In our opinion and 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 lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market price at relevant time.
- (VI) The company has not accepted any deposit from public under the purview of Section 58 A of the Companies Act 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- (VII) The company has an internal audit system commensurate with the size of the company and nature of its business.
- (VIII) The Central Government has not prescribed maintenance of the cost records under Section 209 (1) (d) of the Companies Act 1956 in respect of the products manufactured by the company.
- (IX)
  - (a) According to the records of the company, the company is regular in depositing with appropriate authorities the undisputed dues according to the information and explanations given to us, there are no undisputed amounts of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Wealth Tax, Sales Tax, Custom Duty, Service Tax, Excise Duty, cess and any other statutory dues outstanding as at 31st March, 2013 for a period more than six months from the date they become payable.
- (X) The accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (XI) The company has not defaulted in repayment of dues to financial institutions and banking institutions.
- (XII) The company has not granted any loans or advance on the basis of security by way of pledge of shares, debentures and other similar securities and hence the question of maintaining adequate documents and records does not arise.
- (XIII) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4 (xiii) of the CARO 2003 are not applicable to the company.

- (XIV) The company has maintained proper records of transactions and contracts in respect of trading in shares, debentures and other securities and that timely entries have been made therein. The shares and debentures have been held by the company in its own name except to the extent of exemption granted under section 49(4) of the companies Act, 1956.
- (XV) In our opinion, the company has not given any guarantee for loans taken by others from banks or financial institutions and hence the provisions relating to clause 4 ( xv ) are not applicable to the company.
- (XVI) This clause is not applicable since no term loans have been raised during the year.
- (XVII) According to the information and explanation given to us and on overall examination of balance sheet of the company , we report that no short term funds have been used for long term purposes nor long term funds are used for short term purposes.
- (XVIII) According to the information and explanation given to us, the company has not made any preferential allotment of shares to parties and companies covered under Section 301 of the Companies Act 1956.
- (XIX) No Debentures have been issued during the year.
- (XX) The company has not raised any money by public issue during the year.
- (XXI) According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Place : Ahmedabad  
Date : 28/05/2013

For Parikh Mehta & Associates  
Chartered Accountants

Hemangi Mulaokar  
Partner  
M.No.: 127083

# GUJARAT CREDIT CORPORATION LIMITED

## Balance Sheet as at 31st March 2013

	Notes	As at 31st March 2013 (` in Rs.)	As at 31st March 2012 (` in Rs.)
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	85,000,000	85,000,000
Reserves & Surplus	2	21,704,135	20,912,943
		<b>106,704,135</b>	<b>105,912,943</b>
<b>Non-Current Liabilities</b>			
Long-term Borrowings	3	190,705,468	197,019,536
Deferred Tax Liabilities (Net)	4	76,649	153,889
		<b>190,782,117</b>	<b>197,173,425</b>
<b>Current Liabilities</b>			
Trade Payables	5	131,469	145,341
Other Current Liabilities	6	550,174	58,810
		<b>681,643</b>	<b>204,151</b>
<b>TOTAL</b>		<b>298,167,895</b>	<b>303,290,519</b>
<b>ASSETS</b>			
<b>Non Current Assets</b>			
<b>Fixed Assets</b>			
Tangible Assets	7	1,408,652	1,913,094
		<b>1,408,652</b>	<b>1,913,094</b>
Non Current Investments	8	33,890,557	33,890,557
Long term Loans and Advances	9	201,878,109	203,006,871
Other Non-current Assets	10	60,494,705	60,494,705
		<b>296,263,371</b>	<b>297,392,133</b>
<b>Current Assets</b>			
Trade Receivables	11	12,000	21,000
Cash and Cash Equivalents	12	465,768	2,725,978
Other Current Assets	13	18,104	1,238,314
		<b>495,872</b>	<b>3,985,292</b>
<b>TOTAL</b>		<b>298,167,895</b>	<b>303,290,519</b>

See accompanying notes forming part of the financial statements

As per our Report attached of even date

For PARIKH MEHTA & ASSOCIATES

CHARTERED ACCOUNTANTS

AMAM S.SHAH  
MANAGING DIRECTOR

HEMANGI MULAOKAR  
PARTNER

SHRIRAJ S.JHAVERI  
DIRECTOR

PLACE:AHMEDABAD  
DATE :28/05/2013

PLACE:AHMEDABAD  
DATE : 28/05/2013

# GUJARAT CREDIT CORPORATION LIMITED

## Statement of Profit and Loss for the year ended 31st March 2013

	Notes	For the year ended 31st March 2013 ( ' In Rs.)	For the year ended 31st March 2012 ( ' In Rs.)
<b>1. Revenue</b>			
Revenue From operation		7,111,611	22,500
<b>2. Other Income</b>	<b>14</b>	183,589	447,935
<b>3. Total Revenue</b> (1 + 2)		<b>7,295,200</b>	<b>470,435</b>
<b>4. Expenses</b>			
Employee Benefits Expense	<b>15</b>	511,800	405,600
Depreciation and Amortisation Expense	<b>7</b>	371,409	378,560
Finance Costs	<b>16</b>	366,348	78,930
Administration and Other Expenses	<b>17</b>	2,058,634	837,697
<b>Total Expenses</b>		<b>3,308,191</b>	<b>1,700,787</b>
<b>5. Profit Before Exceptional Items and Tax</b> (3 - 4)		<b>3,987,009</b>	<b>(1,230,352)</b>
<b>6. Exceptional Items</b>		-	-
<b>7. Profit / (Loss) Before Tax</b> (5 - 6)		<b>3,987,009</b>	<b>(1,230,352)</b>
<b>8. Tax Expense:</b>			
Current Tax		3,273,057	-
Deferred Tax		(77,240)	(55,153)
<b>9. Profit / (Loss) After Tax</b> (7 - 8)		<b>791,192</b>	<b>(1,175,199)</b>
<b>Earnings Per Share (EPS)</b> (Face Value ' 10 Per Share)			
Basic EPS (')	<b>18</b>	0.09	(0.14)
Diluted EPS (')		0.09	(0.14)

See accompanying notes forming part of the financial statements  
As per our Report attached of even date  
For PARIKH MEHTA & ASSOCIATES  
CHARTERED ACCOUNTANTS

AMAM S.SHAH  
MANAGING DIRECTOR

HEMANGI MULAOKAR  
PARTNER

SHRIRAJ S.JHAVERI  
DIRECTOR

PLACE:AHMEDABAD  
DATE :28/05/2013

PLACE:AHMEDABAD  
DATE 28/05/2013

# GUJARAT CREDIT CORPORATION LIMITED

## 1 Share Capital

	As at 31st March 2013 ( ' in Rs.)	As at 31st March 2012 ( ' in Rs.)
Authorised Share Capital		
25000000 (As at 31st March 2011 - 25000000) equity shares of Rs. 10 each with voting rights	250,000,000	250,000,000
	<b>250,000,000</b>	<b>250,000,000</b>
Issued, Subscribed and fully paid-up equity shares with voting rights		
3000000 (As at 31st March 2011 - 3000000) fully paid up equity shares of Rs. 10 each	30,000,000	30,000,000
22000000 (As at 31st March 2011 - 22000000) fully paid up equity shares of Rs. 2.50 each	55,000,000.00	55,000,000.00
	<b>85,000,000</b>	<b>85,000,000</b>

### a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

#### Equity Shares

	As at 31st March 2013		As at 31st March 2012	
	No. Shares	(Rs.)	No. Shares	No. Shares
At the beginning of the year	25,000,000	85,000,000.00	25,000,000	85,000,000.00
Issued during the year	-	-	-	-
Outstanding at the end of the year	<b>25,000,000</b>	<b>85,000,000.00</b>	<b>25,000,000</b>	<b>85,000,000</b>

### b. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per

### d. Details of shareholders holding more than 5% shares in the Company

	As at 31st March 2013		As at 31st March 2012	
	No. Shares	% holding in the class	No. Shares	No. Shares
Equity shares of Rs. 10 each fully paid				
GCCL housing finance Limited	1,400,000	5.60%	1,400,000	1,400,000
Amam Shreyans Shah	2,100,000	8.40%	2,100,000	2,100,000
Bahubali Shantilal Shah	2,599,980	10.40%	2,599,980	2,599,980
	<b>6,099,980</b>	<b>24.40%</b>	<b>6,099,980</b>	<b>6,099,980</b>

## 2 Reserves and surplus

	As at 31st March 2013 ( ' in Rs.)	As at 31st March 2012 ( ' in Rs.)
<b>a. Special Reserve</b>		
Opening Balance	7,358,881	7,358,881
Closing Balance	<b>7,358,881</b>	<b>7,358,881</b>
<b>b. Surplus in the Statement of Profit and Loss</b>		
Opening Balance	13,554,062	14,729,261
Profit / (Loss) for the year	791,192	-1,175,199
Closing Balance	<b>14,345,254</b>	<b>13,554,062</b>
<b>Total reserves and surplus</b>	<b>21,704,135</b>	<b>20,912,943</b>

<b>3 Long-term borrowings</b>	<b>As at 31st March 2013 ( ' in Rs.)</b>	<b>As at 31st March 2012 ( ' in Rs.)</b>
<b>Unsecured borrowings</b>		
From Related Parties	162,039,492	161,496,452
From others	28,665,976	35,523,084
<b>Total long-term borrowings</b>	<b>190,705,468</b>	<b>197,019,536</b>
<b>4. Deferred tax asset / liability (net)</b>	<b>As at 31st March 2013 ( ' in Rs.)</b>	<b>As at 31st March 2012 ( ' in Rs.)</b>
<b>Deferred tax liability</b>		
Timing difference between book and tax depreciation	76,649	153,889
<b>Deferred tax liability</b>	<b>76,649</b>	<b>153,889</b>
<b>5. Trade payables</b>	<b>As at 31st March 2013 ( ' in Rs.)</b>	<b>As at 31st March 2012 ( ' in Rs.)</b>
Trade payables for expenses	131,469	145,341
	<b>131,469</b>	<b>145,341</b>
<b>6. Other current liabilities</b>	<b>As at 31st March 2013 ( ' in Rs.)</b>	<b>As at 31st March 2012 ( ' in Rs.)</b>
Current Maturities of long term borrowings		
Secured borrowings	-	-
Term Loan from bank	39,000	50,070
Other Current Liabilities	10,214	8,740
Statutory Liabilities	500,960	
Provision for MAT	550,174	58,810
<b>8 Non Current Investment</b>		
<b>Investments (quoted)</b>		
<b>In Associates</b>		
GCCL Infrastructure & Project Ltd	28,287,900	28,287,900
	<b>28,287,900</b>	<b>28,287,900</b>
E.I.H. Associate Hotel	1,033,815	1,033,815
Ricoh India Ltd.	117,375	117,375
Gujarat Stat Fertilizers Co.Ltd	114,574	114,574
J.K.Sugar	55,275	55,275
Tolani Bulk Carriers	11,803	11,803
Appu Industries Ltd.	18,815	18,815
Pro Leasing & Finance Ltd.	177,500	177,500
	<b>1,529,157</b>	<b>1,529,157</b>
<b>Other investments (Unquoted)</b>		
<b>In Associates</b>		
GCCL Securities Ltd.	3,963,000	3,963,000
GCCL Housing Finance Ltd.	10,500	10,500
	<b>3,973,500</b>	<b>3,973,500</b>
PNB Principal Infra.Ser.	100,000	100,000
	<b>100,000</b>	<b>100,000</b>
<b>Total non-current Investments</b>	<b>33,890,557</b>	<b>33,890,557</b>
<b>Aggregate value of quoted investments</b>		
- Cost	29,817,057	29,817,057
- Market value		
<b>Aggregate value of unquoted Investments</b>		
- Cost	4,073,500	4,073,500

## GUJARAT CREDIT CORPORATION LIMITED

### SCHEDULE : 7 : FIXED ASSETS

Sr. No.		Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
			Up to 31/03/12	Addition during the year	Adjustment during the year	Total as at 31/03/13	Up to 31/03/2012	Provided For the Year	Adjustmen During the year	As On 31/03/13	As on 31/03/13	As on 31/03/12
1		Aircondition	181900	0	0	181900	56426	8640	0	65066	116834	125474
2		Office Building	637155	0	0	637155	187068	10388	0	197456	439699	450087
3		Office Equipments	1036412	0	0	1036412	900273	49700	0	949973	86439	136139
4		Computers	493656	25000	-493656	25000	0	666	0	666	24334	0
5		Office Vehicle	2023699	0	-493756	1529943	1591575	184435	-335724	1440286	89657	432125
6		Office Furniture	1857483	0	0	1857483	1088214	117580	0	1205794	651689	769269
TOTAL :=====>			6230305	25000	-987412	5267893	3823556	371409	-335724	3859241	1408652	1913094
Previous Year			6230306	0	0	6230306	3938652	378560	0	4317212	1913094	2291654

<b>9 Long-term loans and advances</b>	<b>As at</b>	<b>As at</b>
(Unsecured, considered good)	<b>31st March 2013</b>	<b>31st March 2012</b>
Loans and advances to related parties	6,043,870	6,043,870
Other Loans and advances	195,834,239	196,963,001
	<b>201,878,109</b>	<b>203,006,871</b>
	<b>As at</b>	<b>As at</b>
	<b>31st March 2013</b>	<b>31st March 2012</b>
	<b>( ' In Rs.)</b>	<b>( ' In Rs.)</b>
<b>10 Other Non Current Assets</b>		
Memnagar Land ( zacbd Ahmedabad)	60,494,705	60,494,705
<b>11 Trade receivables</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2013</b>	<b>31st March 2012</b>
	<b>( ' In Rs.)</b>	<b>( ' In Rs.)</b>
Outstanding for a period exceeding six months from the date due for payment	-	-
(Unsecured, considered good)		
Other receivables	12,000	21,000
(Unsecured, considered good)	-	-
	<b>12,000</b>	<b>21,000</b>
<b>12 Cash and cash equivalents</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2013</b>	<b>31st March 2012</b>
	<b>( ' In Rs.)</b>	<b>( ' In Rs.)</b>
Cash on hand	81,296	21,465
Balances with banks		
In current accounts	384,472	204,513
In Fixed Deposit account	-	2,500,000
	<b>465,768</b>	<b>2,725,978</b>
<b>13 Other Current Assets</b>	<b>As at</b>	<b>As at</b>
(Unsecured, Considered Good)	<b>31st March 2013</b>	<b>31st March 2012</b>
	<b>( ' In Rs.)</b>	<b>( ' In Rs.)</b>
Other Current Assets	18,104	1,238,314
	<b>18,104</b>	<b>1,238,314</b>
<b>14 Other Income</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31st March 2013</b>	<b>31st March 2012</b>
	<b>( ' In Rs.)</b>	<b>( ' In Rs.)</b>
Profit in Share Investment	-	-
Dividend	41,985	50,606
Rent Income	3,600	9,013
Bank F.D.R. Interest	181,036	388,316
Loss on Sale of Assets	-43,032	-
	<b>183,589</b>	<b>447,935</b>
<b>15 Employee benefit expenses</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31st March 2013</b>	<b>31st March 2012</b>
	<b>( ' In Rs.)</b>	<b>( ' In Rs.)</b>
Salaries, wages and allowances	511,800	405,600
	<b>511,800</b>	<b>405,600</b>

**16 Finance costs**

	For the year ended 31st March 2013 ( ' In Rs.)	For the year ended 31st March 2012 ( ' In Rs.)
Bank Interest	265,241	75,400
Interest on Loans	83,337	-
Bank Charges	17,719	-
Interest on TDS	-	-
Interest on Late Payment	51	3,530
	<b>366,348</b>	<b>78,930</b>

**17 Administration and Other Operating Expenses**

	For the year ended 31st March 2013 ( ' In Rs.)	For the year ended 31st March 2012 ( ' In Rs.)
Telephone & Trunkcall Charges	57,740	57,507
Post & Tele Charges	-	-
Stationary & Printing Expenses	6,864	26,078
Listing Fees	28,590	55,825
Bank Charges	-	4,612
Travelling Expense	75,194	104,583
Security Trans,Tax & Ser. Charges	-	-
Legal & Professional Exp.	75,010	225,605
Audit Fees	22,472	22,060
Municipal Tax	56,723	52,198
Advertisement Exp.	62,942	42,157
Insurance Exp.	13,601	6,638
Motorcar Running Exp.	1,700	7,346
Electricity Expenses	106,355	115,087
Professional Tax	2,400	2,400
Stamp & other Charges on Kotak	-	-
Custodial Fees	73,034	71,695
Brockrage & S.Tax on Der.	-	-
Office & Misc.Exp.	-	759
Maint.& Repairing Exp.	63,679	41,618
Kasar & Discount	-17,709	-
Prior Period Exp	-	-
Demat Exp.	539	529
Appeal fees	-	1,000
AGM meeting Expenses	25,000	
Revocation and suspension fees	1,404,500	
	<b>2,058,634</b>	<b>837,697</b>

**18 Pursuant to the Accounting Standard (AS- 20) – Earnings per Share, the disclosure is as under:**

		For the year ended 31st March 2013 ( ' In Rs.)	For the year ended 31st March 2012 ( ' In Rs.)
<b>a. Basic and Diluted EPS</b>			
Profit/(Loss) attributable to equity shareholders	( ' In Rs.)	791,192	(1,175,199)
Weighted average number of equity shares outstanding during the year	No	8500000	8500000
Nominal Value of equity share	'	10	10
Basic and Diluted EPS	'	0.09	(0.14)

**GUJARAT CREDIT CORPORATION LIMITED**  
**SCHEDULE: 12: NOTES FORMING PART OF ACCOUNTS**

**1. CORPORATE INFORMATION**

Gujarat Credit Corporation Limited is a public company domiciled in India and incorporated under Companies Act, 1956. The Company is in the business of real estate development.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**(A) Basis of Preparation of Financial Statements:**

- i) The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles and the provision of the Companies Act, 1956 as adopted consistently by the company.
- ii) All Income and Expenditure items having a material bearing on the financial statement are recognized on accrual basis.

**(B) Investments:**

Investments are valued at their acquisition cost.

**(c) Fixed Assets:**

The fixed assets are stated at cost less accumulated depreciation.

**(D) Depreciation:**

- a) Depreciation on fixed assets owned by the company for own use has been provided on straight line method in accordance with the rates prescribed under schedule XIV to the Companies Act, 1956.
- b) Depreciation on fixed assets owned by the company but given on lease to respective clients of the company, is charged over the primary lease period so that the 100% cost of such assets is charged to depreciation during the said period.

**(E) Employee Benefits.**

**(a) Short Term Employee Benefits**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits. The benefits like salaries, wages, short term compensated absence etc. and the expected cost of bonus are recognized in the period in which the employee renders the related service.

**(b) Post-Employment Benefits**

i) **Defined Contribution Plans:** The Company has no such plans because number of employees is less than the prescribed limit as per Provident Fund Act. Similarly is the case with Employees State Insurance Act.

ii) **Defined Benefits Plans:** The Company has a policy to pay the gratuity as and when the employee retires from the service

**(F) Stock in Trade**

Although the market value is much below the cost, stock in trade is valued at cost.

**(F) CONTRACTUAL RECEIPTS:**

1. The company follows accounting policy of income from construction contracts on percentage completion method basis.
3. The company has followed the Reserve Bank of India's Guidelines applicable to the Non Banking Financial Companies in respect of Prudential Norms for income recognition, assets classification and capital adequacy.

**(G) Taxes on Income:**

Deferred Tax is recognized on timing difference, being the difference between taxable income and accounting income that originate in one period and are reversible in one or more subsequent period.

**(H) Earning Per Share:**

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

**Calculation of Earning Per Share:**

The numerators and denominators used to calculate the basic and diluted EPS are as follows.

**Calculation of Earning Per Share:**

The numerators and denominators used to calculate the basic and diluted EPS are as follows.

	Particulars	2012-13	2011-12
-	Profit/(Loss) For the year	791192	(1175199)
B.	Basic & Weighted average number of shares outstanding during the year	8500000	8500000
C.	Nominal value of Equity share	10	10
D.	Basic Earning /(Loss) per share	0.09	(0.14)
E.	Diluted Earning per share	0.09	(0.14)

**(I) Related Party Disclosures:**

(Related Party Disclosure under Accounting Standard 18)

(I). The list of related parties as identified by the Management are as under:

- |    |  |   |
|----|--|---|
| a. | Associates   | GCCL Construction & Realities Ltd,<br>GCCL Infrastructure & Projects Ltd,<br>GCCL Securities Ltd,<br>GCCL Housing Finance Ltd.<br>DMCC Oil Terminals ( Navlakhi ) Ltd |
| b. | Joint ventures   | None  |
| c. | Subsidiaries   | None  |
| d. | Individuals owing, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or Significant influence over the enterprise, & relatives of any such individuals.  | Shri Bahubali S. Shah<br>Shri Amam S. Shah<br>Shri Shreyansh S. Shah<br>Shri Smrutiben S. Shah<br>Shri Binoti A. Shah   |
| e. | Key Management Personnel & relatives of Key Management Personnel   | None  |
| f. | Enterprise over which any person described in [d] or [e] is able to exercise significant influence. This exercise significant influence. includes enterprises owned by Directors or major shareholders of the reporting enterprise that have a member of key Management Personnel in common with the reporting enterprise. | As mentioned in [a] above &<br>Aaspas Investment Pvt.Ltd<br>Indian Chronical Ltd.<br>Lok Prakashan Ltd.<br>Zora Traders Ltd.<br>Lipi Mercantile Ltd.                  |
- (ii) The Company has identified all related parties and details of transactions are given below. No provision for doubtful debts or advances is required to be made & no amounts have been written off or written back during the year in respect of debts due from or to related parties. There are no other related parties where control exists that need to be disclosed.
- The following transactions were carried out with the related parties in the ordinary course of business:

(Rs In Lacs)

Nature of Transactions	Associates	Individuals owing an the Company	Enterprise over Which directors or major share holders exercise significant influence
Balance Outstanding As on 31/03/2013 netDr			
(-)net Cr. Investment	322.61 (322.61)	0.00 (0.00)	0.00 (0.00)
Loans and advances	60.44 (60.44)	0.00 (0.00)	0.00 (0.00)
Other Current Liabilities	0.00 (0.00)	(00.00) (00.00)	0.00 (0.00)
Unsecured Loans	203.69 (203.76)	1317.70 (1312.19)	99.00 (99.00)

**(J) Segment Reporting:**

During the year under review, the Company was engaged in construction activities only. It earned its income in the form of development charges from construction business. Since the company is engaged in single segment, segment reporting is not required.

**(K) Impairment of Assets:**

The company assesses at each Balance sheet date whether there is any indication that asset may be impaired. If any such indication exists, the company estimates their 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 adjusted to the amount of recoverable amount.

**GUJARAT CREDIT CORPORATION LIMITED**  
**SCHEDULE: 12: NOTES FORMING PART OF ACCOUNTS**

- Information in respect of Opening Stock, Receipts, Sales and Closing Stock. NIL
- Balances of Sundry debtors, Sundry creditors, loans and advances are subject to confirmation.
- The dues to sundry creditor being SSI industry has not been worked out and the information is under process.
- Previous year's figures have been regrouped, rearranged wherever necessary to make them comparable to the current year's figures.
- Quoted Investment in Shares of GCCL Infrastructure & Projects Ltd.  
Despite there being no transaction in respect of shares of GCCL Infrastructure & Projects Ltd and permanent diminution in the cost of investment, the shares of GCCL Infrastructure & Projects Ltd. are taken at cost.
- In the opinion of the Board, the current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.
- Expenditure in foreign currency

2012-13      2011-12  
Nil              Nil

8.Payment to Auditors:	2012-13 Amount Rs	2011-12 Amount Rs
Audit Fees	22472	22060

Signature to Schedules 1 to 12  
As per the Report of even date attached.

For Parikh Mehta & Associates,  
Chartered Accountants  
HEMANGI MULAOKAR  
PARTNER

BAHUBALI S.SHAH  
CHAIRMAN

AMAM S.SHAH  
MANAGING DIRECTOR  
SHRIRAJ S.JHAVERI  
DIRECTOR

Place:Ahmedabad  
Date:: 28/05/2013

Place:Ahmedabad  
Date:: 28/05/2013

# GUJARAT CREDIT CORPORATION LIMITED

## Cash Flow Statement for the year ended 31st March, 2013

	For the year ended 31st March, 2013  (Amt. In Rs.)	For the year ended 31st March, 2012  (Amt. In Rs.)
<b>A. Cash flow from operating activities</b>		
Profit / (Loss) before tax and exceptional items as per Statement of Profit and Loss	3,987,009	(1,230,352)
Adjustments for:		
Depreciation and amortisation	371,409	378,560
(Gain) on sale of fixed assets	43,032	-
Finance Costs	368,348	78,930
Interest income		
Cash generated from operating activity before working capital changes	4,787,798	(772,862)
Changes in Working Capital:	9,000	21,000
Trade Receivables	1,128,762	(1,036,009)
Long-term Loans and Advances	1,220,210	(38,832)
Other Current Assets	(13,872)	27,129
Trade Payables	491,364	(1,831,791)
Current Liabilities	7,603,262	(3,831,365)
Cash generated from operations		
Less: Taxes paid	(3,273,057)	-
<b>Net cash from operating activities (A)</b>	<b>4,330,205</b>	<b>(3,631,365)</b>
<b>B. Cash flow from investing activities</b>		
Purchase of fixed assets and Capital Work In Progress	(25,000)	-
Proceeds from Sale of fixed assets	115,000	-
<b>Net cash used in investing activities (B)</b>	<b>90,000</b>	<b>-</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from Long-term borrowings		3,691,310
Repayment of Long-term borrowings	(6,314,068)	
Finance Costs Paid	(366,348)	(78,930)
<b>Net cash from financing activities (C)</b>	<b>(6,580,416)</b>	<b>3,612,380</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(2,260,211)</b>	<b>(18,985)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>2,725,978</b>	<b>2,744,963</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>465,767</b>	<b>2,725,978</b>

In terms of our report attached

For PARIKH MEHTA & ASSOCIATES  
Chartered Accountants

**HEMANGI MULAOKAR**  
PARTNER

Place : Ahmedabad  
Date : 28/05/2013

**SHRIRAJ S JHAVERI**      **AMAM S SHAH**  
MANAGING DIRECTOR

Place : Ahmedabad  
Date : 28/05/2013

### AUDITORS CERTIFICATE

We have examined the attached cash flow statement of Gujarat Credit Corporation Limited for the year ended 31/3/2013. The statement has been prepared by the Company in accordance with the requirement of listing agreement clause 32 with stock exchange and is in agreement with the corresponding Profit and Loss account and Balance Sheet of the Company for the year ended 31/3/2013 covered by our report dated .

Place : Ahmedabad  
Date : 28/05/2013

# GUJARAT CREDIT CORPORATION LIMITED

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

## PROXYFORM

FOLIO NO.:

I / We \_\_\_\_\_ of \_\_\_\_\_ being a member /members of Gujarat Credit Corporation Limited

hereby appoint (1) \_\_\_\_\_ of \_\_\_\_\_

or failing him (2) \_\_\_\_\_ of \_\_\_\_\_

or failing him (3) \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to vote for me / us and on my / our behalf at the 20<sup>th</sup> (TWENTIETH) Annual General Meeting of the Company to be held on Wednesday, 18th September, 2013 At 10.30 a.m. At Tower 'B', Ground Floor, Siddhi Vinayak Tower, Makarba, Ahmedabad-380051 at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Affix  
1/- Rs.  
Revenue  
Stamp

**Signature by the Said Member(s)**

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

## ATTENDANCE SLIP

# GUJARAT CREDIT CORPORATION LIMITED

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

**Name & Address**

**L. F. No.**

**No. of Shares Held**

I hereby record my/our attendance at the 20<sup>th</sup> (TWENTIETH) Annual General Meeting of the Company to be held on Wednesday, 18th September, 2013 At 10.30 a.m. At Tower 'B', Ground Floor, Siddhi Vinayak Tower, Makarba, Ahmedabad-380051

**SIGNATURE OF THE SHARE HOLDER / PROXY:**

## BOOK-POST

If Undelivered Please return to:

**GUJARAT CREDIT CORPORATION LIMITED**

416-420, 4th Floor, Devnandan Mall, Opp. Sanyas Ashram, Ashram Road,  
Ahmedabad-380 006. Tel.: (079) 26582381-84 E-mail: [sharepro.ahmedabad@sharepro.com](mailto:sharepro.ahmedabad@sharepro.com)