BOARD OF DIRECTORS

Shri Punit Beriwala Managing Director

Shri Anil Kumar Agarwal Director
Shri G. S. Baweja Director
Shri Kapil Dutta Director
Shri Rajesh Batra Director

COMPANY SECRETARY

Shri Sumit Goel

REGISTERED OFFICE

9-A, 3rd Floor Vasant Square Mall Sector-B, Pocket-5 Vasant Kunj New Delhi-110 070

CORPORATE OFFICE

Vipul TechSquare, Golf-Course Road Sector-43, Gurgaon-122 009

AUDITORS

M/s. L. B. Jha & Co. Chartered Accountants New Delhi

BANKERS

ICICI Bank Ltd.
Indian Overseas Bank
Axis Bank Ltd.
Central Bank of India
Punjab & Sind Bank
State Bank of India
Yes Bank Ltd.

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NOTICE

NOTICE is hereby given that the 17th Annual General Meeting of the members of Vipul Limited will be held on Tuesday, the 23rd day of December, 2008 at 11.30 A.M. at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, New Delhi-110003 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2008 and the Profit and Loss Account for the year ended on that date and the Reports of the Auditors and Directors, thereon.
- 2. To declare dividend.
- 3. To appoint a Director in place of Mr. Rajesh Batra, who retires by rotation, and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Kapil Dutta, who retires by rotation, and being eligible, offers himself for re-appointment.
- 5. To appoint Statutory Auditors of the Company and to authorise Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

6. RE-APPOINTMENT OF MR. PUNIT BERIWALA AS MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including the statutory modifications or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum & Association and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchanges and/ or any other appropriate authority(s) under any other applicable laws, rules and regulations for the time being in force and amended from time to time and further subject to such terms and conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of them while granting

such approvals which the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated), be and is hereby authorised to accept and subject to such conditions and modifications as may be considered appropriate by the Board of the Company, the consent of the Company be and is hereby accorded to re-appoint Mr. Punit Beriwala as Managing Director of the Company, not liable to retire by rotation, for a period of five years with effect from December 1, 2008 on the following terms & conditions:

Term of Re-appointment : 5 years w.e.f.

December 1, 2008

1. Salary : Rs. 3,00,000/- per

month.

2. Perquisites & Allowances : As may be

determined by the Board of Directors or any committee thereof subject to maximum of 75% of the Salary.

- 3. In addition to the above, he is also eligible for the following:
 - (i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent of either singly or put together are not taxable under the Income Tax Act, 1961.
 - (ii) Gratuity in accordance with the rules of the Company but not more than half a month's salary for each completed year of service.
 - (iii) Encashment of Leave at the end of the term as per rules of the Company shall not be considered for the valuation of perquisite(s).
 - (iv) Provision of the Company's maintained car and driver's salary for the use of Company's business and telephone at residence/mobile shall not be considered as perquisite(s).

- (v) No sitting fees to be paid to him for attending Meeting of the Board of Directors or any of its committee.
- (vi) Reimbursement of entertainment, traveling and all other actual expenses incurred for the purpose of the Company's business and the same shall not be considered as remuneration.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to take all such steps, acts, deeds and things as may be required, desirable or expedient to give effect to this resolution.

By order of the Board of Directors For Vipul Limited

Sd/-

Date: November 28 , 2008 Sumit Goel Place: Gurgaon Company Secretary

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE I.E. 9A, 3RD FLOOR, VASANT SQUARE MALL, SECTOR-B, POCKET-5, VASANT KUNJ, NEW DELHI-110070 OR AT THE CORPORTE OFFICE AT VIPUL TECHSQUARE, GOLF COURSE ROAD, SECTOR-43, GURGOAN-122002, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING. A BLANK PROXY FORM IS ENCLOSED.
- Corporate Members intending to send their authorized representative(s) are requested to send duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.
- 3. In terms of Articles of Association of the Company, Mr. Rajesh Batra and Mr. Kapil Dutta retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Further, the Board of Directors in their meeting held on November 28, 2008 had re-appointed Mr. Punit Beriwala as Managing Director w.e.f December 1,

2008 for a further period of 5 (Five) years. A brief resume of these Directors, nature of their expertise in specific functional areas and name of Companies in which they hold Directorship and Membership/ Chairmanship of the Board or Committees, as stipulated under Clause 49 of the Listing Agreement entered with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors recommends their respective appointment(s)/re-appointment(s).

- The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, December 16, 2008 to Tuesday, December 23, 2008 (both days inclusive). If the dividend, as recommended by the Board of Directors is approved at the Annual General Meeting, the payment of such dividend will be made to those members whose names would appear in the Register of Members on the date of Book Closure.
- 5. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed herewith.
- 6. For effecting any change in address, members are requested to notify the same to the following:
 - If shares are held in physical mode, to the Company and/ or Registrar and Share Transfer Agent (R & T Agent) of the Company i.e. M/s MAS Services Limited, AB-4, Safdarjung Enclave, New Delhi-110029.
 - If shares are held in electronic mode, to their Depository Participant (DP) only and not to the Company and/or Registrars & Share Transfer Agents of the Company. The said changes will automatically be reflected in the Company's records.
- 7. Members are requested to:
 - Bring their copy of annual report and attendance slip at the venue of the meeting.
 - Quote their Folio/DP & Client ID No. in all correspondence with the Company/ R&T Agent.
 - Note that shareholders present in person or through registered proxy shall only be entertained.



- Note that the attendance slip/ proxy form should be signed as per the specimen signature registered with the R & T Agent/ DP.
- Note that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, change of name etc. to their depository participant only and not to the Company or its Registrar and Transfer Agent. The said will be automatically reflected in the Company's records.
- Members seeking further information about the accounts or any other matter are requested to write to the Company atleast one week before the date of Annual General Meeting giving details of the information required.
- All the documents referred to in the Notice and Explanatory Statement, unless otherwise specifically stated will be available for inspection by the Member at Registred Office and/or Corporate Office of the Company i.e Vipul Techsquare, Golf Course Road, Sector-43, Gurgaon-122009 between 11.00 a.m. to 1.00 p.m. on all working days from the date hereof up to the date of the Annual General Meeting.
- Under Section 109A of the Companies Act, 1956, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form 2B of Companies (Central Governments) General Rules & Forms, 1956 in duplicate to the Company's Registrar & Transfer Agent.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956:

ITEM NO. 6

The Board of Directors in their meeting held on November 28, 2008 had re-appointed Mr. Punit Beriwala as Managing Director and fixed remuneration for the period of five years commencing from December 1, 2008, not liable to retire by rotation, subject to the consent of the members of the Company and approval of Central Government, if required.

The remuneration package is already explained in the foregoing paragraphs. The report on Corporate Governance which forms part of this Annual Report also gives requisite details related to remuneration and contract of service as required.

The Board of Directors unanimously recommends his appointment as Managing Director at the proposed remuneration.

This may also be treated as an abstract of the terms of the contract between the Company and Mr. Punit Beriwala and of the memorandum of interest under Section 302 of the Companies Act, 1956.

The said contract is open for inspection on all working days during business hours at the registered office of the Company.

Except Mr. Punit Beriwala as appointee Director, none of the Director is concerned or interested in the proposed business.

> By order of the Board of Directors For Vipul Limited Sd/-

Date: November 28, 2008 Sumit Goel Place: Gurgaon Company Secretary

DIRECTORS' REPORT

To the Members,

The Board of Directors of your Company are pleased to present the 17th Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2008.

Your Company experienced another successful year of operations and recorded an incredible and remarkable growth.

FINANCIAL RESULTS

| | | Rupees (In Lacs) |
|--|-----------------------|-----------------------|
| Particulars | Year Ended 31.03.2008 | Year Ended 31.03.2007 |
| Income from operations | 28,639.71 | 19,872.40 |
| Other Income | 529.16 | 118.53 |
| Profit before Interest, Financial Charges & Depreciation | 7,399.39 | 6,780.80 |
| Less : Interest & Depreciation | 693.10 | 504.36 |
| Profit before Tax | 6,706.29 | 6,276.44 |
| Less: Provision for taxation | | |
| (i) Current Year | 23,45.00 | 2,121.66 |
| (ii) Earlier year adjustment | 153.18 | (4.47) |
| (iii) Deferred tax | (9.36) | (3.09) |
| (iv) Fringe Benefit Tax | 21.35 | 16.24 |
| Profit available for Appropriation | 4,196.13 | 4,146.10 |
| Less: (i) Proposed Dividend | 209.97 | 179.98 |
| (ii) Dividend Tax | 35.68 | 30.59 |
| Profit of the year carried to the Balance Sheet | 3,950.48 | 3,935.53 |

DIVIDEND

The Directors of your Company are pleased to recommend dividend @ 17.50% for the year ended March 31, 2008 to those members whose name appear on the Register of Members of the Company as on the date of Book Closure in respect of the shares held in the physical form and in respect of shares held in electronic form, to those beneficial owners whose names appear in the list provided

by the Depository as on the date of Book Closure.

TRANSFER TO RESERVES

Your Company proposes to transfer Rs. 5000.00 Lacs to General Reserve out of the amount available for appropriations and accumulated profit to the extent of Rs. 3529.72 Lacs is proposed to be carried over to subsequent year.

CASH FLOW STATEMENT

As required by Clause 32 of the Listing Agreement, Cash Flow Statement for the year ended March 31, 2008 is enclosed with the Balance Sheet and Profit & Loss Account of the Company. Consolidated Cash Flow Statement of your Company and its subsidiaries is enclosed with the Consolidated Financial Statements.

PERFORMANCE AND OPERATIONS

The Company had clocked a turnover of Rs 29,168.87 Lacs during the period under review as against Rs19,990.93 Lacs in the previous year, registering a growth of 45.91%. Further, the net profit of the Company has increased from Rs. 4,146.10 Lacs in the last year to Rs 4,196.13 Lacs in the current year, an increase of 1.20 %.

The earning per share (EPS), on an equity share having face value of Rs. 2/-, stands at Rs.7.32/-.

The year under review not only witnessed an improved performance of the Company on all parameters but also strengthens the shareholders value.

PROJECTS OF THE COMPANY

Your Company is being managed by a team of dedicated professionals & thus follows best practices of systems, procedures, integrity and transparency. Your Company has historically focused on residential & commercial developments in Gurgaon's realty market and is a niche player in developing premium residential & office complexes in that area. Of late it has diversified into other major segments by venturing into developing Integrated Townships, Hotels and SEZs. Further, to grow its business and to tap the growth in the upcoming areas, the Company's land bank comprised in the cities like Hyderabad, Kolkata, Ludhiana, Bhubaneshwar and Faridabad for development of residential and commercial space, out of which the Company has recently inaugarated a township project "Vipul World" at Ludhiana, Punjab.



The Company had earlier launched its one of the most prestigious project named "TATVAM VILLAS", which is spread over an area of 50 acres (approx), part of 150 acres premium integrated township called VIPUL WORLD in Gurgaon. It comprises of exclusive villas designed to match the taste of the discerning few, these villas are modern & contemporary in design with all the features to facilitate comfortable living, backed by plethora of modern services. The project has been designed for the discerning few, this innovative community will have breath-taking landscaping & a serene atmosphere far from the maddening crowds of the concrete.

As a growth strategy your Company has formed a Special Purpose Vehicle in the name of Vipul Hospitality Ltd. to foray in the hospitality sector by setting up quality business hotels in opportune locations over the next few years. For the said purpose, the Company had tied-up with Sarovar Hotels & Resorts, an established and recognized brand in Hospitality Sector.

Till Date "Vipul" has Executed /Sold/Delivered the following Residential And Commercial Projects Viz: Vipul Gardens, Vipul Greens, Vipul Belmonte, Vipul Square, Vipul Plaza, Vipul Agora, Vipul TechSquare etc.

Your Company has been growing at a rapid pace and some of the ongoing/proposed future projects are as follows:

| NAME OF THE PROJECT | TYPE | LOCATION |
|------------------------|-------------|---------------|
| VIPUL VILLANOVA | RESIDENTIAL | GURGAON |
| VIPUL GARDENS | RESIDENTIAL | DHARUHERA |
| VIPUL WORLD | TOWNSHIP | GURGAON |
| VIPUL WORLD | TOWNSHIP | FAZILPUR |
| VIPUL WORLD | TOWNSHIP | LUDHIANA |
| VIPUL CYBER | COMMERCIAL | FARIDABAD |
| VIPUL WORLD | TOWNSHIP | HYDERABAD |
| VIPUL WORLD | TOWNSHIP | BHUBHANESHWAR |
| VIPUL GARDENS | RESIDENTIAL | BHUBHANESHWAR |

| THE ACE | COMMERCIAL | MANESAR |
|---------------|-------------|---------|
| VIPUL SEZ | IT/ITes | NAGPUR |
| VIPUL KOLKATA | RESIDENTIAL | KOLKATA |

DIRECTORATE

In accordance with the provisions of Companies Act, 1956 Mr. Rajesh Batra and Mr. Kapil Dutta, Directors of the Company are retiring by rotation, and being eligible offers themselves for re-appointment.

Tenure of Mr. Punit Beriwala as Managing Director of the Company expires on November 30, 2008. Keeping in view the extraneous efforts of Mr. Beriwala, the Board has accorded its unanimous consent for re-appointment of Mr. Punit Beriwala as Managing Director of the Company for a further period of 5 year w.e.f. December 1, 2008.

A brief resume of the Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas and name of Companies in which they hold Directorship and Membership/ Chairmanship of the Board or Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report.

The Board of Directors recommends their respective appointment(s)/re-appointment(s).

AUDITORS

The Statutory Auditors of the Company viz. M/s L.B. Jha & Co., Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a letter from M/s L.B. Jha & Co., to the effect that their appointment/ re-appointment, if made, would be within the prescribed limits as specified under Section 224(1B) of the Companies Act, 1956 and they are not disqualified for such appointment/ re-appointment within the meaning of Section 226 of the said Act.

The Board of Directors of your Company recommends their re-appointment.

AUDITOR'S REPORT

The Notes to the Accounts, forming part of Balance Sheet as at March 31, 2008 and Profit & Loss Account for the year ended on that date, referred to in Auditors Report are self-explanatory and therefore do not call for any further comments.

The Company had disputed the liability of Rs 16.10 Lacs related to Service Tax (Financial Act, 1944) for the year 2003-04 & 2004-05 and the Company's appeal is pending before the Joint Commissioner, Service Tax, New Delhi.

FIXED DEPOSIT

During the financial year 2007-08, your Company has not invited or accepted any deposits from the public within the meaning of Section 58A of the Companies Act, 1956.

SUBSIDARY COMPANIES

The Company has 15 Subsidiaries as on March 31, 2008. List of Subsidiaries which have been consolidated at the year end is given in the Notes to Accounts.

In terms of exemption granted by the Government of India under Section 212(8) of the Companies Act, 1956, copy of the Balance Sheets, Profit & Loss Accounts, Reports of the Directors' and Auditor's of the subsisting subsidiaries have not been attached with the Balance Sheet of the Company. These documents will be made available upon request by any member of the Company interested in obtaining the same and will also be kept for inspection at the registered office of your Company and that of subsidiary Companies concerned. However, as directed by the Central Government, the financial data in respect of each of the subsidiaries i.e. information about capital, reserves, total assets, total liabilities, details of investment, turnover, profit before taxation, provision for taxation, profit after taxation and proposed dividend, has been furnished in one sheet which is forming part of this Annual Report.

Further, pursuant to Accounting Standard (AS) -21 issued by the Institute of Chartered Accountants of India, your Company has presented the consolidated financial statements which include the financial information relating to its subsidiaries and forms part of the Annual Report. Financial Statements in respect of the Classic Real Estate Developers Private Limited has not been considered in consolidation as the controlling interest in the said Company is temporary in nature.

AMALGAMATION

The Board of Directors at its meeting held on August 30, 2007 had decided to amalgamate the Company's six wholly owned subsidiaries namely M/s. Metex Finance Pvt Ltd, M/s. Pushpendra Investments Pvt Ltd., M/s. DN Sons Agro Pvt Ltd., M/s. PCMJ Buildcom Pvt Ltd., M/s. Landmark Suit Pvt. Ltd. and M/s. Meadows Golf Villas Pvt. Ltd. The decision for amalgamation has been taken for the best interests of the Company & will save huge overheads of the said Wholly Owned Subsidiary Companies. The

Company has received approval from Bombay Stock Exchange and Madras Stock Exchange, regarding the same. The first motion application has been approved by the Hon'ble High Court of Delhi.

The accounts for each of the aforesaid Companies have been prepared separately without giving any effect to the aforesaid scheme. On final approval of the said scheme, the accounts of M/s. Vipul Ltd. will be amended giving effect to the scheme of amalgamation as may be approved by the Hon'ble High Court of Delhi.

EXTENSION FOR CONVENING ENSUING ANNUAL GENERAL MEETING

In view of the ongoing merger of six wholly owned subsidiaries of the Company, the Board of Directors of the Company felt it prudent to present the financials of the Company for the year ended March 31, 2008, post the amalgamation. Accordingly, the Company had obtained the necessary approval from the office of Registrar of Companies, NCT of Delhi & Haryana for convening the ensuing Annual General Meeting upto December 31, 2008. However, the order for amalgamation is still pending from the Hon'ble High Court of Delhi. Therefore, the Company is convening the Annual General Meeting and proposing to adopt the Financial Results as at March 31, 2008 without giving effect to the proposed merger.

CHANGES IN CAPITAL STRUCTURE

During the year, the Company has subdivided each equity share of Rs 10/- fully paid-up, into five Equity Shares of Rs 2/- each consequent upon approval from the members of the Company at the Annual General Meeting held on September 29, 2007. After subdivision the paid up share capital of the Company comprises of 5,99,92,240 equity shares of Rs. 2/- each aggregating to Rs 11,99,84,480/-.

PARTICULARS OF EMPLOYEES

As required under the provisions of sub-section (2A) of Section 217 of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, particulars of the employees are set in the Annexure to the Directors' Report.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Company has been proactive in following the principles and practices of a good corporate governance. The Company has ensured that the requirement of the Corporate Governance, as stipulated under Clause 49 of the Listing Agreement are duly complied with. Report on



Corporate Governance along with a certificate from the Statutory Auditors of the Company confirming such compliance and Management Discussion & Analysis Report forms part of this Annual Report.

COPRPORATE SOCIAL RESPONSIBILTY

Your Company has set high standards of discharging corporate soicial responsibilities. The projects of your Company are aimed at environmental protection, upgradition, conservation, water harvesting etc. We also acknowledge right to housing for everyone and providing healthcare and eduction facilities through dispensaries, schools in its colonies. Your Company has a strong commitment towards Corporate Governance.

The initiatives taken by the Company towards Corporate Social Responsibility are as under:

I Society

- a) Donation Bihar Flood Relief Fund (and others).
- b) Community Awareness is given importance and employees trained on the same.
- c) As an initiative towards the human power attached to your company in any form of work at the projects' sites, the Company facilitates:-
 - Free schooling for girl child of workers at the site
 - Free books and stationery to workers' children
 - Crèche facility at the projects' site
 - Doctor on panel to provide free/economical Medical Aid
 - Educating workers about Family Planning
 - Clothes/Toys etc. for workers' families
 - Reward and Recognition to workers

II Environment

- a) Green Drive A team of employees of Vipul Ltd. plant saplings regularly and nurtures them.
- b) Energy Conservation One of your group Company Ngenox Technologies Pvt. Ltd. is BSI certified to ISO 14001:2004 and diligently focuses on :
 - Waste Reduction, Recycling, Reuse and Energy Conservation.

- Ergonomics is given importance and the employees are trained on the same
- Food and paper wastage is minimized and targets defined for the respective teams.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- In the preparation of annual accounts for the financial year ended March 31, 2008, 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 made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review.
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4. The Directors had prepared the annual accounts for the financial year ended March 31, 2008 on a going concern basis.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The information relating to Conservation of Energy and Technology Absorption as required to be disclosed under Section 217(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is not applicable to the Company.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars regarding foreign exchange earning and outgo are as under:

(Rupees in Lacs)

| Particulars | 31.03.2008 | 31.03.2007 |
|---------------------------|------------|------------|
| Foreign Exchange Earnings | 94.14 | 770.94 |
| Foreign Exchange Outgo | 94.68 | 92.77 |

Activities Releating to Exports; Initiatives taken to Increase Exports; Development of New Export Market for Products & Services and Export Plans: Not Applicable

LISTING INFORMATION

During the year the Company has voluntarily delisted from the Delhi Stock Exchange and had made an application for delisting from the Madras Stock Exchange, pursuant to the approval of the shareholders at the Annual General Meeting held on September 30, 2005. The delisting approval is expected shortly.

The Equity Shares of your Company continue to be listed on Bombay Stock Exchange. The Annual listing fees for the financial year 2008-09 has been paid by the Company to the Stock Exchange(s).

The Company is in the process of making an application with National Stock Exchange (NSE) seeking listing of the Company's equity at NSE.

ACKNOWLEDGEMENT

The Board acknowledges with gratitude, the co-operation and assistance provided to the Company by :

- All Bankers and Financial Institutions for extension of financial facilities and continued support.
- The Central and State Government as well as their respective departments and development authorities in India and abroad connected with the business of the Company for their co-operation and continued support.
- The members, depositors, suppliers, contractors and customers for showing their trust and confidence in the Company.

The relationship of the Company with their employees remained cordial during the year and the Board wishes to place on record their appreciation of contribution and hard work made at all levels and also convey the gratitude for the hard work put in by the officers and employees without which your Company could not have reported commendable growth during the year under review.

For & on behalf of Board of Directors of VIPUL LIMITED

Sd/- Sd/-

Date: November 28, 2008 Punit Beriwala Anil Kumar Agarwal

Place : Gurgaon Managing Director Director



ANNEXURE TO THE DIRECTORS' REPORT

Information as per Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended and forming part of the Directors' Report for the period ended March 31, 2008.

1. EMPLOYED FOR THE WHOLE YEAR AND IN RECEIPT OF REMUNERATION AGGREGATING RS. 24,00,000/- OR MORE PER ANNUM

| Name of Employee | Designation | Gross Remuner- ation (in Rs.) | Age (Year) | Qualifi- cation | Exper- ience (Years) | Date of commen-cement of employment | Previous employment & position held |
|----------------------------|--|--|---------------|---------------------|----------------------------|-------------------------------------|---|
| Mr. Punit Beriwala | Managing Director | 63,98,783 | 44 | B.Com | 20 | 01.12.2002 | Self Employment |
| Mr. Raj Kishore Kaushik | Chief Financial Officer | 55,01,775 | 50 | FCA | 28 | 01.09.2002 | Bhatia Bros. Dubai |
| Ms. Guninder Singh | Chief Executive (Real Estate Division) | 55,01,775 | 43 | B.E. (Arch) | 25 | 01.07.2002 | Unitech Ltd. Architect |
| Mr. Parikshit Roy | Chief Executive (International Business) | 55,01,775 | 45 | B.E.(Mech) & MBA | 23 | 01.07.2005 | Johnson Controls Inc. Country Service Manager |
| Mr. Brijesh Bhanote | Vice President (Marketing & Sales) | 40,00,470 | 38 | Dip. In Mktg. | 16 | 05.07.2004 | CIDL Manager |
| Mr. Rakesh Sharma | Vice President (Business Development & Co-Ordination) | 29,60,655 | 48 | FCA | 25 | 31.07.2006 | Tapasya Projects Ltd. Vice President |

2. EMPLOYED FOR THE PART YEAR AND IN RECEIPT OF REMUNERATION AGGREGATING RS. 2,00,000/- OR MORE PER MONTH

| Name of Employee | Designation | Gross Remuner- ation (in Rs.) | Age (Year) | Qualifi- cation | Exper- ience (Years) | Date of commencement of employment | Previous employment & position held |
|---------------------|--------------------------------|--|---------------|--------------------|----------------------------|------------------------------------|--|
| Mr. Pankaj Agrawal | Vice President | 2,25,488 | 41 | B.E.(Civil) | 19 | 06.04.2007 Pallonji, DGM | Shapoorji |
| Mr. Vinay Verma* | Chief Executive (Construction) | 4,68,225 | 56 | Marine Engineer | 34 | 18.12.2006 | DLF Commercial Developers Ltd. Chief Executive |

^{*} Resigned w.e.f. 18.06.07

Notes:

- 1) Gross remuneration includes Basic Salary, HRA, Employer's contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity, Encashment of Leave, medical reimbursement and other allowable allowances as per Income Tax Act and Rules made there under (whenever applicable) etc.
- 2) Nature of employment is contractual in case of Mr. Punit Beriwala. All other are in full time employment of the Company. Terms & conditions of their appointment are governed by Company's rules & policies.
- 3) There is no other employee who is receipt of remuneration in terms of the provisions of Section 217 (2A)(a)(iii) of the Companies Act, 1956 read with Companies (Particular of Employees) Rules, 1975.

For & on behalf of Board of Directors of VIPUL LIMITED

Sd/-

Sd/-

Date: November 28, 2008 Place: Gurgaon Punit Beriwala Managing Director Anil Kumar Agarwal
Director

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance is to believe in achieving highest standards of accountability, transparency and equity in all its spheres and in all its dealings with its stakeholders. Company strongly believes that sound principles of Corporate Governance are important key to success as these enhance the ability to secure the confidence of its stakeholders and therefore it has sought and will continue to seek corporate excellence and profits through ethics, timely disclosures, transparent accounting policies and high level of integrity in decision-making.

2. BOARD OF DIRECTORS

Your Company believes in active and independent Board to achieve and maintain the desired level of Corporate Governance. The Board approves and reviews strategy and is responsible for the establishment of cultural, ethical and accountable growth of the Company. The Code of Conduct adopted by the Company is being followed by all

concerned. The Code has been put on the Company's website.

(i) Composition and Category of Directors

As on March 31, 2008, the Board of Directors of your Company comprised of 5 (Five) Directors, of whom one is Promoter Executive Director viz Mr. Punit Beriwala, Managing Director and four are Independent Non Executive Directors Viz. Mr. Anil Kumar Agarwal, Mr. Rajesh Batra, Mr. Kapil Dutta and Mr. G.S. Baweja. The Company has a Non-Executive Chairman viz Mr. Anil Kumar Agarwal.

(ii) Detail of Board Meetings held during the Financial Year 2007-08, Attendance of each Director at the Board Meeting and the last Annual General Meeting and Number of Directorship and committee membership/chairmanship in other public companies.

During the financial year ended March 31, 2008, 6(six) meetings of Board of Directors were held i.e. on 25.04.2007, 30.06.2007, 30.07.2007, 30.08.2007, 31.10.2007 and 21.01.2008.

The Details of Board of Directors including their attendance at these Board Meetings and last AGM, number of Directorship and committee membership etc. are as follows:

| Name | Category | No. of Board Meetings attended during the year under review | Whether attended last AGM (held on 29.09.2007) | Number of Directorship (As on 31.03.2008) in | | | ommittee 1.03.2008) |
|------------------------|----------|---|--|--|---------|-------------|------------------------|
| | | | | Public | Private | Memberships | Chairmanships |
| Mr. Punit Beriwala | PED | 6 | Yes | 13 | 10 | _ | _ |
| Mr. Anil Kumar Agarwal | INED | 6 | Yes | 3 | 4 | 2 | 1 |
| Mr. G.S. Baweja | INED | 1 | No | 1 | 1 | _ | _ |
| Mr. Kapil Dutta | INED | 4 | Yes | 2 | 1 | 2 | 1 |
| Mr. Rajesh Batra | INED | 5 | Yes | 2 | 0 | 2 | _ |

Note: (i) PED-Promoter Executive Director (ii) INED-Independent Non Executive Director

(iii) DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT

At the ensuing Annual General Meeting, Mr. Rajesh Batra & Mr. Kapil Dutta, retire by rotation and being eligible offers themselves for re-appointment. Further, Mr. Punit Beriwala is proposed to be re-appointed at the said Annual General Meeting. The information as required under the Listing Agreement in relation to the aforesaid Directors is as under:

| Name of Director | Mr. Punit Beriwala | Mr. Rajesh Batra* | Mr. Kapil Dutta* |
|--|---|-----------------------------------|--|
| Date of Birth | 01.12.1964 | 25.12.1947 | 25.07.1956 |
| Date of Appointment | 01.12.2002 | 01.10.2006 | 01.10.2006 |
| Nature of Expertise | Renowned Real Estate Developer having experience of more than 20 years. | Has experience in Management | Expert in strategic alliances, marketing and trade projects. |
| Qualification | B.Com. | B.E. | B.A. (Hons.) |
| Directorship in other Companies (As on 31.03.2008) | Vipul Limited Landmark Suit Pvt. Ltd. Meadows Golf Villas Pvt. Ltd. Metex Finance Pvt. Ltd. Pushpendra Investment Pvt Ltd PCMJ Buildcom Pvt. Ltd. Vipul Sez Developers Pvt. Ltd. Classic Real Estate Devel.(P) Ltd. Vipul Facility Management Pvt. Ltd. Ngenox Technologies Pvt. Ltd. Laxpo Company Pvt. Ltd. Limelight Towers Pvt. Ltd. SU Finance Limited SB Developers Ltd. Sarv Manglam Builders & Dev. (P) Ltd. Continental Properties Pvt. Ltd. Chandan Cements Pvt. Ltd. Whitfield Infrastructure Dev. Pvt. Ltd. Milennium Plaza Limited Vipul Vocational Institutes Pvt. Ltd. Aman Resorts Pvt. Ltd. Vipul Hospitality Limited Vipul Eastern Infracon Pvt. Ltd. | Vipul Limited Kool Breweries Ltd. | Vipul Limited United Leasing Ltd. Ganga Fabtex (Pvt.) Ltd. |
| Membership / Chairmanship | Nil | 2 | 2 |

^{*} Non of the proposed appointee Non Executive Directors holds any shares in the Company as on the adoption of this report.

3. AUDIT COMMITTEE:

(i) Terms of reference:

The role and terms of reference of Audit Committee covers areas mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. It include overseeing the Company's financial reporting process and the disclosure of its financial information, reviewing with the Management the quarterly and annual financial statements before submission to the Board for approval and all other matters as specified under Clause 49 of the Listing Agreement.

(ii) Composition:

The Audit Committee of the Company comprises of three Independent Non-Executive Directors. The composition of the Audit Committee is as under:

| S. No. | Name of Member | Designation Held |
|--------|------------------------|------------------|
| 1. | Mr. Anil Kumar Agrawal | Chairman |
| 2. | Mr. Kapil Dutta | Member |
| 3. | Mr. Rajesh Batra | Member |

Besides above, the officer in charge of Accounts & Finance and Statutory Auditors of the Company are the permanent invitees to the meetings of the Audit Committee. The Company Secretary acts as a secretary to the Committee.

(iii) Meetings and attendance:

During the period under review, four meetings of Audit Committee were held i.e. on 30.06.2007, 30.07.2007, 31.10.2007 and 21.01.2008.

The attendance of the Members at the meeting was as follows:

| S. No. | Name of Member | No. of Meetings Attended |
|--------|------------------------|-----------------------------|
| 1. | Mr. Anil Kumar Agarwal | 4 |
| 2. | Mr. Kapil Dutta | 4 |
| 3 | Mr. Rajesh Batra | 4 |

4. DETAILS OF REMUNERATION OF DIRECTORS

Managerial Remuneration paid to Mr. Punit Beriwala during the year 2007-2008 is as under:

| Name of the Director | Position | Renumeration Including Perquisites & Allowances (in Rs.) |
|----------------------|----------|--|
| Mr. Punit Beriwala | M.D. | 63,98,783 |

Non-Executive Directors are being paid only sitting fees for attending the meetings of the Board of Directors or the Committee(s) thereof. No remuneration was paid to the Non Executive Directors during the year under review.

| Name of the Director | Sitting Fees Paid for Board Meetings and Sub-committees |
|------------------------|---|
| Mr. Anil Kumar Agrawal | Rs. 34,000 |
| Mr. Rajesh Batra | Rs. 31,500 |
| Mr. Kapil Dutta | Rs. 29,000 |
| Mr. G.S. Baweja | Rs. 2,500 |

5. SHAREHOLDER'S / INVESTOR'S GRIEVANCES COMMITTEE

(a) Term of reference:

Shareholder's/Investor's Grievance Committee oversee shareholders grievances and complaints and matters relating to shares transfer, issue of duplicate share certificates etc.

(b) Composition:

As on March 31, 2008 the Shareholders/Investors Grievances Committee comprises of three Independent Non Executive Directors viz. Mr. Kapil Dutta, Mr. Rajesh Batra and Mr. Anil Kumar Agrawal. Mr. Kapil Dutta is the Chairman of the Committee.

Fifteen meetings of the Shareholders/Investors Grievances Committee were held during the year. There were 3 investor complaints outstanding as at April 1,2007. The Company received 170 Investor complaints during the year. As on March 31, 2008 out of the above received complaints, 172 were resolved to the satisfaction of shareholders, the pending 1 investor complaint was redressed subsequently. There were no share transfers pending as on March 31, 2008.

Besides above, the Company has designated an e-mail *(secretarial@vipulgroup.in)* to facilitate investors to register their complaints.

Mr. H.S. Rawat has ceased to be the Compliance Officer of the Company consequent upon his resignation from the post of Company Secretary of the Company w.e.f. October 13, 2008.

Mr. Sumit Goel has been appointed as the Company Secretary of the Company w.e.f. October 13, 2008 and also been designated as the Compliance Officer of the Company.

| C | CENEDAL | BODY MEETINGS | 0 |
|----|---------|----------------|---|
| D. | GENERAL | . DUUT MEETING | 3 |

(a) Location and Time where last three AGMs were held:

The details of the last 3 Annual General Meetings of the Company are given below:

| S.No. | Meeting | Date | Time | Venue |
|-------|----------|------------|------------|---|
| 1. | 16th AGM | 29.09.2007 | 10.00 a.m. | Tivoli Garden Resort Hotel, Chatterpur, Near Chatterpur Mandir, New Delhi-110030 |
| 2. | 15th AGM | 29.09.2006 | 11.00 a.m. | 16/2, Lord Sinha Road, Calcutta- 700091 |
| 3. | 14th AGM | 30.09.2005 | 11.00 a.m. | 16/2, Lord Sinha Road, Calcutta- 700091 |

(b) Details of Special resolution and Postal Ballot: The details of passing of Special Resolution in the aforesaid Annual General Meetings:

| S.No. | Meeting Date | Type of Meeting | Section Reference | Regarding |
|-------|--------------|-----------------|--|--|
| 1. | 29.09.2007 | AGM | Section 159 & 160 | Place of keeping the records at a place other than registered office, as required under Section 160, 161 and 163. |
| 2. | 29.09.2006 | AGM | - | No Special Resolution was passed. |
| 3. | 30.09.2005 | AGM | Section 31 | Alteration in Articles of Association of the Company to affect the increase in Authorized Share Capital of the Company. |
| 4. | 30.09.2005 | AGM | Section 31 | Alteration in Articles of Association for payment of fees to Non-Executive Directors. |
| 5. | 30.09.2005 | AGM | - | Consent to seek voluntary delisting of the equity shares of the Company from the Delhi Stock Exchange and Madras Stock Exchange. |
| 6. | 30.09.2005 | AGM | Section 20 | Approval under section 21, regarding change of name from Vipul Infrastructure Developers Ltd. to Vipul Ltd. |
| 7. | 30.09.2005 | AGM | Clause 49 of the Listing Agreement and Applicable provisions of Companies Act, 1956 | Payment of Sitting Fees to Non-Executive Directors |

Postal Ballot

No resolution was passed by Postal ballot during the financial year 2007-08.

7. DISCLOSURES

- During the year, there have been no materially significant related party transactions that may have potential conflict with the interest of the Company at large. The details of "Related Party Transactions" have been disclosed in Schedule 14 to the Accounts in the Annual Report.
- 2. The Company has complied with various laws, rules & regulations prescribed by the Stock Exchanges, SEBI & other Statutory Authorities on capital market related activities. During the last three years, there has been no noncompliance of the provisions laid by SEBI, Stock Exchanges or other regulatory authorities, during the last three years, relating to capital market. No penalties or strictures have been imposed by them on the Company.
- 3. The Company has duly complied with the mandatory requirements of Clause 49 of the Listing Agreement.

8. MEANS OF COMMUNICATIONS

- The un-audited quarterly, half yearly and audited yearly financial results are sent, by fax & courier to the Stock Exchange(s) in due time where the Company's shares are listed. In order to attain maximum shareholder reach, the financial results of the Company during the year were also published in Financial Express in English and Jansatta in Hindi.
- The "Limited Review Reports" of the financial results for the respective quarters were obtained from the Statutory Auditors of the Company and also filed with the Stock Exchange(s).
- 3. Financial Results are simultaneously posted on the Company's website i.e www.vipulgroup.in, from time to time.

9. GENERAL INFORMATION TO SHAREHOLDERS

(a) Forthcoming Annual General Meeting : Date, Time and Venue

The 17th Annual General Meeting of the Company is scheduled to be held on Tuesday, December 23, 2008 at 11.30 A.M at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, New Delhi-110003.

(b) Financial Year

The Company's financial year is from 1st April to 31st March.

(c) Date of Book Closure & Dividend Payment Date

The Book Closure will be from Tuesday, December 16, 2008 to Tuesday December 23, 2008 (both days inclusive). If the dividend, as recommended by the Board of Directors, is approved at the Annual General Meeting the same will be transferred within five days from the date of declaration as per the provision of Companies Act, 1956 and shall be paid within 30 days from the date of approval. Dividend will be paid to those members whose name appear in the register of members as on the date of Book Closure:

(d) Listing on Stock Exchange:

The Equity Shares of the Company are listed on:

| S. No. | Stock Exchange | Security Code |
|--------|-----------------------------|---------------|
| 1. | Bombay Stock Exchange Ltd. | 511726 |
| 2. | The Madras Stock Exchange L | ₋td* Vipul |

*The Company had made an application for delisting to Madras Stock Exchange, pursuant to the approval of share holders at the Annual General Meeting held on September 30, 2005. The delisting approval is expected shortly.

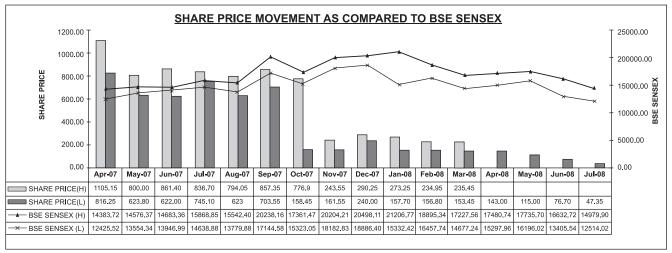


(e) Stock Market Price Data (01.04.2007 to 31.03.2008)

Market Price Data: High, Low during each month in the financial year 2007-08

| Date | Open (Rs.) | High (Rs.) | Low (Rs.) | Close (Rs.) | No. of Shares | Turnover (Rs) |
|----------------|------------------|------------|-----------|-------------|---------------|----------------|
| April, 2007 | 1105.15 | 1105.15 | 816.25 | 816.25 | 31900 | 27,136,135.00 |
| May, 2007 | 799.95 | 800.00 | 623.80 | 635.85 | 55299 | 38,155,120.00 |
| June, 2007 | 644.00 | 861.40 | 622.00 | 827.70 | 32241 | 23,002,144.00 |
| July, 2007 | 811.15 | 836.70 | 745.10 | 778.50 | 54254 | 42,969,639.00 |
| August, 2007 | 778.00 | 794.05 | 623.00 | 689.80 | 37185 | 26,316,751.00 |
| September, 20 | 07 703.55 | 857.35 | 703.55 | 713.30 | 54255 | 42,959,515.00 |
| October, 2007 | 720.00 | 776.90 | 158.45 | 164.80 | 92387 | 36,951,864.00 |
| November, 200 | 168.05 | 243.55 | 161.55 | 239.75 | 919505 | 195,298,243.00 |
| December, 200 | 243.90 | 290.25 | 240.00 | 267.90 | 663194 | 176,063,261.00 |
| January, 2008 | 273.25 | 273.25 | 157.70 | 176.70 | 461054 | 101,924,514.00 |
| February, 2008 | 180.00 | 234.95 | 156.80 | 229.40 | 530570 | 101,947,142.00 |
| March, 2008 | 220.10 | 235.45 | 153.45 | 163.75 | 391670 | 80,065,015.00 |

The face value of Equity Shares of the Company is Rs. 2/- w.e.f. from November 5, 2007.



The face value of Equity Shares of the Company is Rs. 2/- w.e.f. from November 5, 2007.

Share Price Movement as compared to BSE Sensex

(f) Registrar and Transfer Agents

M/s MAS Services Ltd. AB-4 Safdarjung Enclave, New Delhi-110029.

Phone: 011-26104142, 26104326, 26104292

Fax: 011-26181081 Email: info@masserv.com

(g) Share Transfer System

The Equity shares of the Company are in

dematerialized form and the transfers and transmissions are done by the Registrar and Share Transfer Agent of the Company viz; M/s MAS Services Ltd., AB-4 Safdarjung Enclave, New Delhi 110029 as and when required.

The Company obtains half yearly certificate from a Company Secretary in Practice of compliance with the share transfer formalities as required under Clause 47 (c) of the Listing Agreement entered with the Stock Exchanges and files a copy of the certificate(s) so obtained with the Stock Exchange(s), from time to time.

(h) Distribution of Shareholding (As on March 31, 2008)

| Range (No. of Shares) | No. of Share holders | % of Share holders | No. of Shares held in each category | % of Equity held Capital in each category |
|--------------------------|-------------------------|-----------------------|--|---|
| 1-5000 | 1172 | 51.927 | 164290 | 0.274 |
| 5001-10000 | 253 | 11.210 | 236350 | 0.394 |
| 10001-20000 | 185 | 8.197 | 328171 | 0.547 |
| 20001-30000 | 98 | 4.342 | 258016 | 0.430 |
| 30001-40000 | 242 | 10.722 | 951653 | 1.586 |
| 40001-50000 | 55 | 2.437 | 268152 | 0.447 |
| 50001-100000 | 128 | 5.671 | 982633 | 1.638 |
| 100000 & above | 124 | 5.494 | 56802975 | 94.684 |
| Grand Total | 2257 | 100.000 | 59992240 | 100.000 |

I) Shareholding Pattern as on March 31, 2008

| Category code | Category of shareholder s | Number of hareholders | Total number of shares | Number of shares held in dematerialized form | percenta | holding as a ge of total of shares |
|------------------|--|--------------------------|------------------------|--|--------------------------|--|
| | | | | | As a percentage of (A+B) | As a percentage of (A+B+C) |
| (A) | Shareholding of Promoter and Promoter Group | | | | | |
| -1 | Indian | | | | | |
| (a) | Individuals/Hindu Undivided Family | 14 | 35637610 | 35587560 | 59.40 | 59.40 |
| (b) | Central Government/ State Government(s) | | | | | |
| (c) | Bodies Corporate | 1 | 2424500 | 2424500 | 4.04 | 4.04 |
| (d) | Financial Institutions/ Banks | | | | | |
| (e) | Any Other (specify) | | | | | |
| | Sub-Total (A)(1) | 15 | 38062110 | 38012060 | 63.45 | 63.45 |
| -2 | Foreign | | | | | |
| (a) | Individuals (Non-Resident Individuals/ Foreign Individual | s) | | | | |
| (b) | Bodies Corporate | -/ | | | | |
| (c) | Institutions | | | | | |
| (d) | Any Other (specify) | | | | | |
| , , | Sub-Total (A)(2) | | | | | |
| | Total Shareholding of Promoter and Promoter | 15 | 38062110 | 38012060 | 63.45 | 63.45 |
| | Group $(A) = (A)(1)+(A)(2)$ | | | | | |
| (B) | Public shareholding | | | | | |
| `´ -1 | Institutions | | | | | |
| (a) | Mutual Funds/ UTI | | | | | |



| (b) (c) (d) | Financial Institutions/ Banks Central Government/ State Go Venture Capital Funds | vernment(s) | | | | | |
|-------------------|---|-------------|----------|----------|--------------|--------|--|
| (e) (f) | Insurance Companies Foreign Institutional Investors | 1 | 7000 | 7000 | 0.01 | 0.01 | |
| (g) | Foreign Venture Capital Invest | | | | 3.3 . | | |
| (h) | Any Other (specify) Sub-Total (B)(1) | 1 | 7000 | 7000 | 0.01 | 0.01 | |
| -2 | Non-institutions | • | 1000 | | 0.01 | 0.01 | |
| (a) (b) | Bodies Corporate Individuals - | 139 | 6244298 | 5953298 | 10.41 | 10.41 | |
| (0) | Individual shareholders holding nominal share capital up to Rs. 1 lakh. | 2063 | 4433245 | 2443045 | 7.39 | 7.39 | |
| | ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | 13 | 2249046 | 2016546 | 3.75 | 3.75 | |
| (C) | Clearing Member | 10 | 5262 | 5262 | 0.01 | 0.01 | |
| (d) | Any Other (specify) (NRI) | 15 | 22439 | 22439 | 0.04 | 0.04 | |
| (e) | Foreign Company | 1 | 8968840 | 8968840 | 14.95 | 14.95 | |
| | Sub-Total (B)(2) | 2241 | 21923130 | 19409430 | 36.54 | 36.54 | |
| | Total Public Shareholding (B)= (B)(1)+(B)(2) | 2242 | 21930130 | 19416430 | 36.55 | 36.55 | |
| | TOTAL (A)+(B) | 2257 | 59992240 | 57428490 | 100.00 | 100.00 | |
| (C) | Shares held by Custodians | | | | | | |
| | and against which | | | | | | |
| | Depository Receipts have been issued | | | | | | |
| | GRAND TOTAL (A)+(B)+(C) | 2257 | 59992240 | 57428490 | 100.00 | 100.00 | |

(i) Dematerialization of Shares

It may please be noted that the Company has established connectivity with both the depositories viz: National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and Equity Shares of your Company have been admitted for dematerialization.

Accordingly, it may kindly be requested to all the shareholders who are holding the shares in physical form to get their shares converted into demat form and thereby avail the option of scripless trading. For this purpose, Shareholders can open a de-mat account with a depository participant (DP) to avail the facility of dematerialization of shares or shareholders having de-mat account can surrender their share certificates to their respective DPs.

As on March 31, 2008, 95.72 % of the

Company's total share capital was held in dematerialized form. The International Security Identification Number (ISIN) allotted to the Company's Equity Shares is INE946H01029.

(k) Address for Correspondence

i) All work related to Shares Registry, both in physical and electronic form, is handled by the Company's Registrar & Transfer Agent at the following address:

M/s MAS Services Limited

(Unit: Vipul Limited)

AB-4 Safdarjung Enclave,

New Delhi 110029.

Phone: 011-26104142, 26104326, 26104292

Fax: 011-26181081 Email: info@masserv.com

ii) Mr. Sumit Goel, Company Secretary is the

Compliance Officer and Investors' complaint may also be addressed to him at the following address:

Company Secretary

Vipul Limited

Corporate Office

Vipul Techsquare,

Golf Course Road

Sector-43, Gurgaon-122009 Telephone: 0124-4065500

Fax: 0124-4061000

Email: secretarial@vipulgroup.in

(I) Outstanding GDRs /ADRs /Warrants or any Convertible Instruments, conversion date and likely impact on equity.

The Company has not issued any ADRs, GDRs or any other Convertible Instruments.

(m) Plant Locations:

As the Company is in real estate business hence, does not have any manufacturing or processing plants. The Registered Office of the Company is located at 9-A, 3rd Floor, Vasant Square Mall, Sector-B, Pocket-5, Vasant Kunj, New Delhi-110070.

10. CEO/CFO CERTIFICATION

As required by Clause 49 of the Listing Agreement, the Certificate duly signed by Mr. Punit Beriwala, Managing Director and Mr. Atul Banshal, Sr. General Manager (F&A) of the Company was placed before the Board of Directors at its meeting held on June 30, 2008.

11. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion & Analysis Report is enclosed to the Directors' Report & forms part of this Annual Report.

12. CODE OF CONDUCT:

The Board has laid down a Code of Conduct which is applicable to all its Directors and Senior Management Personnel of the Company.

Declaration as required under Clause 49 of the Listing Agreement

I, Punit Beriwala, Managing Director of Vipul Ltd. do hereby confirm that as per the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, the Company has laid down a Code of Conduct for its Board of Directors and Senior Management.

I further certify that all the Directors and Senior Management of the Company have affirmed compliance with the "Vipul Ltd. Code of Conduct" for the financial year ended March 31, 2008

Sd/-

Place: Gurgaon Punit Beriwala
Date: November 28, 2008 Managing Director
Vipul Limited

OTHER REQUIREMENTS UNDER CLAUSE 49 OF THE LISTING AGREEMENT

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement entered with the Stock Exchange(s). Further, compliance of other requirements of the said clause are provided below:

I. Non-Executive Chairman's Office & Tenure of Independent Directors

The Chairman of the Board and all Independent Directors are appointed/re-appointed in accordance with guidelines determined, by the Board from time to time. No maximum tenure has been specifically determined for the Independent Directors. The Board of Directors elect Non Executive Chairman among themselves for every meeting. Hence the provision of Non Executive Director's office is not applicable to the Company.

II. Remuneration Committee:

The Company has not formed Remuneration Committee.

III. Shareholders' Rights:

The Quarterly, Half-Yearly and Annual Financial Results of the Company are published in English language in newspapers having nation-wide circulation and also in regional language newspaper of the region where registered office of the Company is situated. Further, these results are also posted on



the web-site of the Company www.vipulgroup.in. Annual Report containing the detailed Balance Sheet and Profit & Loss Account is also sent being sent to individual shareholders of the Company.

IV. Audit Qualifications:

As explained in Directors' Report.

V. Training of Board Members:

The Board of Directors of the Company is continuously briefed with the developments and performance of the Company so as to enable them to monitor the same at regular intervals. Reports on risk assessment and minimization process and new initiatives proposed by the Company are also presented to them for suggestions and upgradation.

VI. Mechanism of evaluation of Non-Executive Directors:

The Board of Directors including Non-Executive Directors are casted with the responsibility of

strategic supervision of the Company. In view of the same, the Board evaluates its Non-Executive Directors on the basis of individual contribution towards fulfillment of this responsibility.

VII. Whistle-Blower Policy:

The Company intends to promote a policy for employees to have an open access to the respective Functional Heads, Chief Executives and/or Managing Director so as to ensure ethical and fair conduct of the business of the Company.

For & on behalf of Board of Directors of VIPUL LIMITED

Sd/- Sd/-

Date : November 28, 2008 Punit Beriwala Anil Kumar Agarwal

Place : Gurgaon Managing Director Director

Auditors' Report on compliance of Corporate Governance

To The Members of Vipul Ltd.

We have examined the compliance of conditions of Corporate Governance and procedure implement by Vipul Ltd, for the Year ended March 31, 2008 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

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

We have conducted our review on basis of the relevant records and documents maintained by the Company and furnished to us for review and the information and explanations given to us by the Management. Based on such review, in our opinion, the Company has complied with the conditions of Clause 49 of the above mentioned Listing Agreement.

We state that in respect of investors grievance received during the year ended 31st March, 2008, no investor grievance is pending against the Company for a period exceeding one month, as per records placed before the Shareholders/Investors Grievance Committee.

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

For L.B.Jha & Co. Chartered Accountants

Sd/-(Sataybrata Pati)

Date: November 28, 2008 Partner
Place: New Delhi Membership No: 95080

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MANAGEMENT DISCUSSION & ANALYSIS REPORT

Vipul Limited, formerly known as Vipul Infrastructure Developers Limited (hereinafter referred as "Vipul"), is the flagship Company of the Vipul Group. The Group ventured into real estate development in 1997.

Till date, the Company has fully completed around 25.50 Lacs sq. ft (approximately) of residential and commercial projects viz. Vipul Floors, Vipul Garden, Vipul Square, Vipul Agora, Vipul Plaza, Vipul TechSquare, etc.

The revenue of the Company for the year ended March 2008 is at INR 29,168 Lacs. In a short span of time VIPUL has garnered significant market share in the real estate industry. The basket of clientele of the Company comprises of big global brands like Gillette, Electrolux, Perfetti, Convergy's, Dell, Seagram, Frito Lays, General Motors, Cairn Energy, Nortel, Hewlett Packard, etc.

Industry Structure & Developments

Indian economy has experienced GDP growth at the rate of 8.5% and above in 2007-08. However, due to global economic recession the projected growth for the year 2008-09 will be reduced by 10% of the previous growth.

India is presently the second fastest growing economy in the world. Indian economy is steadily moving forward on its path to prosperity with economic development being the focal point of the progress. India's favourable government policies and economic scenario makes it an attractive destination for the real estate investors. Real Estate Development is seen and recognized as the largest industry after agriculture in India. The industry has been an integral part of the development of Indian economy as the substantial portion of investments takes place in real estate sector only. Based on the fact that the need for the developed areas among the general public at large coupled with affordable housing and improvement in per capita income, the future prospectus of the real estate sector are still bright.

The major constituents contributing to the growth of the real estate sector are increase in demand for ready to move houses due to tremendous increase in nuclear families and attitude of young generation "buy today and pay later", liberalized Foreign Direct Investment regime, increasing demand for commercial space requirements by domestic and foreign Companies, expansion of organized retail sector, Improvement in infrastructure, etc.

Opportunities and Threats

Now a days the Government has become supportive, pragmatic and encouraging in its approach in ushering in reforms in the real estate industry, which should open up more avenues of growth. According to studies in the coming

years there are huge opportunities available in the emerging Real Estate market in India, both in residential as well as commercial projects.

Your Company is a well established player and has a professional management team, Vipul is a well renowned name in the Indian Real Estate Market. Apart from normal business risks, your Company is facing several challenges:

- Competition from its old competitors as well as new entrance in the same line of business.
- Liquidity crunch as well as a slowdown in offtake.
- Difficulty in raising Bank loans for the real estate sector due to tightening of the policy by the RBI.
- Global economic recession.

Your Company has strong roots and will continue to have easy access to finances on account of their comfortable leverage ratios, healthy committed sale figures, strong land bank and reputation.

Segment-Wise or Product-Wise Performance

The Company's business activity primarily falls within a single business segment which constitutes real estate development. The Company operates primarily in India and there is no other geographical segment.

The Company believes in the policy of "Building Happiness" by developing world class real estate projects keeping in consideration the quality of project on one hand and the requirement of customers on other hand.

Outlook

The Company is intending to diversify its activity in covertical like Hospitality business, keeping the Real Estate Development as the main stream of activity for the group.

Real Estate sector has become an attractive destination for Overseas Investor due to liberalized Government policies and regime. Further, large numbers of realty funds are launched in the market to tap the growth in Real Estate. Key Drivers for the Real Estate Sector are:

- Easy availability of home loans
- Socio-Economic Growth
- Tax incentives
- Increasing Foreign Direct Investment in India
- Increase in number and income of the Middle Class Families

Risks and Concerns

Beside the normal risk factors that can affect any business



like change in Government Policy, increase in price of raw material, availability of finance, availability of labour (skilled, semi skilled or un-skilled), violence or war, natural calamities, commodity and energy prices and various other factors, the real estate sector is significantly impacted by changes in socio-economic factors like demographic trends, employment and income levels and interest rates are among other issues. Your company is well equipped to mitigate any such adverse situation.

As part of its strategy to establish a nationwide presence, the Company has acquired land parcels in newer markets in the recent past. Company is now working towards launching projects in these new markets. While company is making all efforts to ensure timely launch of these projects, there could be potential delays due to delays in obtaining regulatory approvals.

Internal Control Systems and Their Adequqcy

The Company has well defined and adequate internal controls systems to ensure that all the assets are safeguarded as well as are more productive. These internal controls are supplemented by periodic audits inhouse as well as by the Statutory Auditors of the Company. The internal controls are designed to ensure that financial and other records are reliable for preparing financial information and for maintaining accountability of assets.

We have a qualified and an Independent Audit Committee comprising of members of the Board of Directors. The Audit Committee reviews the adequacy and efficiency of internal controls and makes suggestion for improvements. These internal controls ensure efficiency in operations, compliance with internal policies of the Company, applicable laws and regulations, protection of resources and accurate reporting of financial transactions.

Financial Performance with Respect to Operational Performance:

During the year under review the Company has clocked the total turnover of Rs. 29,168.87 Lacs as compared to Rs. 19,990.30 Lacs in the previous year, there is an increase of 45.91%. The net profit has also increased from Rs. 4,146.09 Lacs in the previous year to Rs. 4,196.14 Lacs in the current year, thereby registering a growth of 1.2%.

The Group has posted a profit after tax & minority interest of Rs. 6,649.54 Lacs for the year ended March 31, 2008

as compared to Rs. 6,321.44 Lacs for the year ended March 31, 2007, there is an increase of 6%.

With respect to operational performance like performance in terms of commercial and residential complexes, special economic zones, your Company has achieved a mark of excellence in all these fields.

Human Resource Development and Industrial Relations

The Company believes in the strength of human resources and that it is the best form of business capital which needs to be explored and utilised to full potential. Vipul works with a team of around 200 employees comprising of distinguished professionals, to deliver world class projects to the existing and prospective customers. The management and employees of the Company work together to achieve vision and mission of the Organisation.

At the Company, constant efforts are made in developing human resources by providing necessary training and taking care of employee welfare. The Company endeavors to keep the employees' motivation level high by providing congenial work atmosphere and rewarding/remunerating adequately.

There are cordial relations between the management and the employees.

Cautionary Statement

Management Discussion and Analysis detailing the Company's objectives and expectations have "forward looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied, depending upon global and Indian demand-supply conditions, changes in Government regulations, tax regimes and economic developments within India and overseas. The Board of Directors presents an analysis of performance of the Company for the year 2007-08 and its outlook for the future. This outlook is based on assessment of the current business environment and government policies. The change in future economic and other development are likely to cause variation in this outlook.

For & on behalf of Board of Directors of VIPUL LIMITED

Sd/- Sd/-

Date : November 28, 2008 Punit Beriwala Anil Kumar Agarwal

Place: Gurgaon Managing Director Director

AUDITORS' REPORT

То

The Members of M/s. VIPUL LIMITED

- 1. We have audited the attached Balance Sheet of VIPUL LIMITED as at 31st March, 2008 and also the annexed Profit and Loss Account and the Cash Flow Statement of the Company 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.
- 2. We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3. As required by the Companies (Auditors' Report) (Amended) Order, 2004 issued by the Central Government of India in terms of Sub Section (4A) of Section 227 of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- 4. Further to our comments in the Annexure referred in paragraph 3 above, and read with notes and accounts and significant accounting policies as per schedule -13, we report that:
 - a. 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.
 - b. In our opinion, proper books of accounts as required by law have been kept by the Company,

so far as appears from our examination of the books.

- c. The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of accounts of the Company.
- d. In our opinion, the Balance Sheet, Profit and Loss Account and the 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 to the extent applicable.
- On the basis of written representations received from the Directors, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March,2008 from being appointed as a director in terms of clause (g) of sub section(1) of section 274 of the Companies Act, 1956.
- In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the significant accounting policies and notes to accounts stated in Schedule-13 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:
 - in case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2008
 - ii. in case of Profit and Loss Account, of the profit for the year ended on that date; and
 - iii. in case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For L. B. Jha & Co. **Chartered Accountants**

(Satyabrata Pati)

Date: 30th June. 2008 **Partner**

Place: New Delhi Membership Number: 95080



ANNEXURE TO THE AUDITORS' REPORT VIPUL LIMITED

(Referred to in paragraph 3 of our report of even date)

- a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. Fixed assets have been physically verified by the management during the year and there is a programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c. The Company has not disposed of any substantial part of its assets.
- II. a. Project materials are charged off to project cost as and when they are handed over to the contractors. On the basis of material reconciliation at the end of the contract, stocks are accounted for in the books, on the basis of return of excess stocks by the contractors. The management has conducted physical verification of inventories consisting of project materials lying with the contractors, at reasonable intervals.
 - b. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company, nature of its business and the nature of its inventories.
 - The Company is maintaining proper records relating to the kind of inventories owned by the Company. No discrepancies were noticed on the physical verification.
- The Company has not granted any loan to the Companies listed in the register maintained under Section 301 of the Companies Act, 1956.
 - 2. To the best of our knowledge and as per our verification of the books and records of the Company, no loan has been taken from companies, firms and other parties covered under Section 301 of the Companies Act, 1956.

In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and sale of goods and services. On the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control systems.

IV.

IX.

- 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 under Section 301 of the Companies Act, 1956 have been so entered.
 - b. In our opinion and according to the information and explanations given to us, the transactions during the year, if any, in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 exceeding an aggregate of Rs 5 lakhs in respect of any party and these 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 during the year from the public within the meaning of the provisions of Section 58A and 58AA of the Companies Act, 1956 or any other relevant provision of the Act and rules made there under.
- VII. In our opinion, the company has an internal audit system commensurate with the size of the company.
- VIII. The Central Government has not prescribed the maintenance of any cost records under section 209(1) (d) of the Companies Act, 1956.
 - a. The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Income Tax and Works Contract Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty, Cess etc., as applicable.

- According to the information and explanations given to us, no undisputed amounts payable in respect there of were in arrears as at 31.03.2008 for period of more than six months from the date they become payable.
- c. According to the information and explanations given to us, there are no dues relating to Sales Tax, Wealth Tax, Income Tax, etc. which have not been deposited on account of any dispute except as mentioned below:

The details of disputed liability is as under

| Name of the Statute | Nature of Dues | Amount (Rs.) | Period to which the amount relates (F.Y.) | Forum where dispute is pending |
|---------------------------------------|--------------------------|--------------|--|--|
| Service Tax (Finance Act, 1994) | Service Tax Demand | 16,10,821.10 | 2003-04 & 2004-05 | Joint Commissioner, Service Tax, New Delhi. |

- X The Company does not have any accumulated losses in the books and it has not incurred cash loss during the financial year and in the immediately preceding financial year.
- XI. In our opinion and according to information and explanations given to us, the Company has not defaulted in repayment of dues to Banks/ Financial Institutions.
- XII. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debenture and other securities.
- XIII. The provisions of any special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/ Societies are not applicable to the Company.

- XIV. The Company is not dealing or trading in shares, securities, debentures or other investments.
- XV. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks and Financial Institutions.
- XVI. In our opinion, the term loans have been applied for the purposes for which they were raised.
- 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 the no funds raised on short term basis have been used for long term investment.
- 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 during the year.
- XIX. No debentures have been issued by the Company and hence, the question of creating securities or charge in respect thereof does not arise.
- XX. During the year, the Company has not raised any money by way of Public issues.
- XXI. On the basis of our examination and according to the information and explanations given to us, no fraud, on or by the Company, has been noticed or reported during the year.

For L. B. Jha & Co. Chartered Accountants

(Satyabrata Pati)

Partner

Date: 30th June, 2008

Place: New Delhi Membership Number: 95080

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BALANCE SHEET AS AT 31ST MARCH,2008

| | Schedule | | AS AT | AS AT |
|--|---------------|----------------|---------------|---------------|
| | | | 31.03.2008 | 31.03.2007 |
| | | | (Rupees) | (Rupees) |
| SOURCES OF FUNDS | | | | |
| Shareholders' Funds | | | | |
| Share Capital | 1 | 119,984,480 | | 102,046,800 |
| Reserves & Surplus | 2 | 3,174,255,690 | | 457,923,513 |
| | | | 3,294,240,170 | |
| Loan Funds | 3 | | | |
| Secured Loans | | 1,691,934,400 | | 2,290,727,963 |
| Unsecured Loans | | 150,000,000 | | |
| | | | 1,841,934,400 | |
| Deferred Tax Liability | | | - | 129,140 |
| · | TOTAL | | 5,136,174,570 | 2,850,827,416 |
| APPLICATION OF FUNDS | | | | |
| Fixed Assets | | | | |
| Gross Block | 4 | 79,112,228 | | 39,967,072 |
| Less: Depreciation | | 26,573,898 | | 14,853,648 |
| Net Block | | | 52,538,330 | 25,113,424 |
| Investment | 5 | | 1,152,517,981 | 1,053,160,141 |
| Deferred Tax Assets | | | 806,957 | |
| Current Assets, Loans and Advances | 6 | | | |
| Inventories | | 4,464,051,335 | | 3,403,016,325 |
| Sundry Debtors | | 147,033,095 | | 189,934,826 |
| Cash & Bank Balances | | 200,708,535 | | 212,701,186 |
| Loans & Advances | | 5,411,411,045 | | 4,502,506,418 |
| | Total (A) | 10,223,204,010 | | 8,308,158,754 |
| Less: Current Liabilities and Provisions | | | | |
| Current Liabilities | 7 | 5,754,569,447 | | 6,252,742,909 |
| Provisions | | 538,323,261 | | 282,861,995 |
| | Total (B) | 6,292,892,708 | | 6,535,604,904 |
| Net current Assets | Total (A)-(B) | | 3,930,311,302 | 1,772,553,850 |
| | TOTAL | | 5,136,174,570 | 2,850,827,416 |
| Significant Accounting Policies and | 13 | | | |
| Notes to the Accounts | | | | |

As per our report of even date attached

For L.B. Jha & Co.
Chartered Accountants

For & on behalf of the Board of Directors of Vipul Limited

(Satyabrata Pati)

Punit Beriwala Managing Director Rajesh Batra Director

Partner Membership No-95080

H.S.Rawat Atul Banshal

Date: 30th June 2008

Place : New Delhi

Company Secretary

Sr. General Manager (F&A)

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PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2008

| | | | Year ended |
|--|----|---------------|---------------|
| | | 31.03.2008 | 31.03.2007 |
| | | (Rupees) | (Rupees |
| NCOME | | | |
| ncome from Real estate activities | | 2,863,970,691 | 1,987,240,461 |
| nterest received | | 51,483,526 | 8,851,452 |
| Other income | 12 | 1,432,880 | 3,001,639 |
| TOTAL | | 2,916,887,097 | 1,999,093,552 |
| EXPENDITURE | | | |
| Cost of the projects | 8 | 1,946,789,034 | 1,179,931,462 |
| Personnel expenses | 9 | 106,394,909 | 79,951,981 |
| Administrative expenses | 10 | 123,763,504 | 61,129,567 |
| Depreciation | 4 | 11,926,200 | 6,635,546 |
| nterest & Bank charges | 11 | 57,383,555 | 43,800,488 |
| TOTAL | | 2,246,257,202 | 1,371,449,044 |
| Profit/(Loss) before Taxation | | 670,629,895 | 627,644,508 |
| Provision for Taxation | | | |
| - Current year | | 234,499,634 | 212,165,631 |
| - Earlier year adjustment in tax | | 15,317,701 | (446,079 |
| - Deferred Tax | | (936,096) | (308,577 |
| - Fringe Benefit Tax | | 2,134,537 | 1,624,428 |
| NET PROFIT AVAILABLE FOR APPROPRIATION | l | 419,614,119 | 414,609,105 |
| ess: Appropriation | | | |
| (a) Proposed Dividend on Equity Shares | | 20,997,284 | 17,997,672 |
| (b) Corporate Dividend Tax | | 3,568,488 | 3,058,704 |
| PROFIT TRANSFERRED TO BALANCE SHEET | | 395,048,347 | 393,552,729 |
| Basic and diluted Earning Per Share | | 7.32 | 8.12 |
| Siginificant Accounting Policies and Notes | | | |
| o the Accounts | 13 | | |

As per our report of even date attached

For L.B. Jha & Co.

Chartered Accountants

Vipul Limited (Satyabrata Pati) **Punit Beriwala** Rajesh Batra Partner **Managing Director** Director

Membership No-95080

Place : New Delhi H.S.Rawat Atul Banshal

Date: 30th June 2008 Company Secretary Sr. General Manager (F&A)

For & on behalf of the Board of Directors of

| | AS AT 31.03.2008 (Rupees) | AS AT 31.03.2007 (Rupees) |
|---|---------------------------------|---------------------------------|
| SCHEDULE 1 | | |
| SHARE CAPITAL | | |
| Authorised Share Capital 25,00,00,000 (P.Y.5,00,00,000) Equity Shares of Rs. 2/-(P.Y. Rs.10/-) each | 500,000,000 | 500,000,000 |
| Issued, Subscribed and Paid-up, Share Capital | | |
| 5,99,92,240 (P.Y.1,02,04,680) Equity Shares of Rs.2/-(P.Y. Rs.10/-) each fully paid up (Including Shares Issued by Capitalisation of Free Reserves) | 119,984,480 | 102,046,800 |
| Total | 119,984,480 | 102,046,800 |
| SCHEDULE 2 | | |
| RESERVES & SURPLUS | | |
| General Reserve Opening Balance | _ | |
| Add: Transfer from Profit & Loss Account | 500,000,000 | - |
| Total | 500,000,000 | |
| Securities Premium | 2,321,283,830 | - |
| Profit & Loss Account : | | |
| Opening Balance | 457,923,513 | 115,394,184 |
| Less: Bonus Shares Issued during the year | 205.040.247 | 51,023,400 |
| Add: Transfer from Profit & Loss Account Less: Transferred to General Reserve | 395,048,347 500,000,000 | 393,552,729 |
| Profit Carried to Balance Sheet | 352,971,860 | 457,923,513 |
| Grand Total | 3,174,255,690 | 457,923,513 |
| SCHEDULE 3 | | |
| LOAN FUNDS | | |
| Loans and Advances from Banks Secured Loans | | |
| Indian Overseas Bank -Cash Credit (*) | 137,623,424 | 170,551,744 |
| ICICI Bank Ltd & its Consortium Banks | 1,246,259,678 | 1,766,313,670 |
| Term Loan (**) Yes Bank Limited - Term Loan (***) | 300,000,000 | 350,000,000 |
| Other Loans (****) | 300,000,000 | 330,000,000 |
| ICICI Bank Limited | 7,898,025 | 3,650,387 |
| Citibank N.A. | 153,273 | 212,162 |
| Total | 1,691,934,400 | 2,290,727,963 |
| (Installments falling due in next 12 months Rs.1,03,30,96,451 (F Unsecured Loans | P.Y. Rs.88,15,34,388) | |
| ICICI Bank Limited (Commercial Paper) | 150,000,000 | |
| Total | 150,000,000 | |

*Cash Credit Facility from Indian Overseas Bank is secured against hypothecation of stocks of building materials and other materials, Hypethocation of certain book debts, equitable mortgage of property at village Wazirabad, Tehsil & District Gurgaon.

**Term loan from ICICI Bank Limited and its Consortium Banks are secured by mortgage on certain properties together with buildings and structures thereon, pari passu mortgage on the receivables in repect of the properties, both present and future. Corporate guarantee from land owners of the properties, personal guarantee from Mr. Punit Beriwala - Managing Director. The Consortium Banks of ICICI Bank Ltd. are State Bank of Indore, Punjab & Sind Bank, Central Bank of India & Indian Overseas Bank.

***Term Loan from Yes Bank is Secured by mortgage of certain unsold stocks of Residential and Commercial Units of various projects situated at Gurgaon, Haryana and personal guarantee from Mr. Punit Beriwala.

SCHEDULE 4

FIXED ASSETS & DEPRECIATION

(In Rupees)

| S. No | PARTICULARS | | GROSS I | ВLОСК | | DEPRECIATION | | | NET BLOCK | | |
|----------|----------------------------|------------------|------------|------------------|------------------|------------------|-----------------|-----------|------------------|------------------|------------------|
| | | As at 01.04.2007 | Additions | Sale/ Adjust. | As at 31.03.2008 | As at 01.04.2007 | For the Year | Adjust. | As at 31.03.2008 | As at 31.03.2008 | As at 31.03.2007 |
| А | Cars | 19,562,430 | 8,707,007 | 365,117 | 27,904,320 | 6,454,051 | 4,614,555 | 191,816 | 10,876,790 | 17,027,530 | 13,108,379 |
| В | Furniture and Fixtures | 6,378,722 | 27,808,140 | - | 34,186,862 | 1,613,660 | 4,507,387 | | 6,121,047 | 28,065,815 | 4,765,062 |
| С | Computers & Accessories | 11,095,018 | 2,655,168 | 14,650 | 13,735,536 | 5,959,902 | 2,477,845 | 14,133 | 8,423,614 | 5,311,922 | 5,135,116 |
| D | Air conditioners | 543,689 | 48,500 | - | 592,189 | 247,831 | 45,933 | - | 293,764 | 298,425 | 295,858 |
| E | Other Office Equipments | 2,387,213 | 306,108 | - | 2,693,321 | 578,203 | 280,480 | - | 858,683 | 1,834,638 | 1,809,009 |
| | Total | 39,967,072 | 39,524,923 | 379,767 | 79,112,228 | 14,853,647 | 11,926,200 | 205,949 | 26,573,898 | 52,538,330 | 25,113,424 |
| | Previous Year | 36,114,236 | 11,463,724 | 7,610,888 | 39,967,072 | 10,757,313 | 6,635,546 | 2,539,212 | 14,853,648 | 25,113,424 | 25,356,923 |

^{****} Other Loans include only Car Loans secured by hypothecation of financed Cars.

| | AS AT 31.03.2008 (Rupees) | AS AT 31.03.2007 (Rupees) |
|--|---------------------------------|---------------------------------|
| SCHEDULE 5 | | |
| INVESTMENTS (Long Term - investments at cost) Unquoted : Fully paid up In Subsidiary Companies | | |
| Classic Real Estate Developers Pvt Ltd (2,66,650 (P.Y. 2,66,650) Equity shares of Rs. 10/- each) | 32,299,315 | 32,299,315 |
| Landmark Suit Private Limited (99,200 (P.Y. 99,200) Equity shares of Rs. 10/- each) | 11,904,000 | 11,904,000 |
| Meadows Golf Villas Pvt Ltd. (3,00,000 (P.Y. 3,00,000)Equity Shares of Rs. 10/- each) | 12,600,000 | 12,600,000 |
| D N Sons Agro Private Limited (50,000 (P.Y. 50,000) Equity Shares of Rs. 10/- each) | 356,943,750 | 356,943,750 |
| Metex Finance Private Limited (50,000 (P.Y 50,000) Equity Shares of Rs. 10/- each) | 226,215,735 | 226,215,735 |
| PCMJ Buildcom Private Limited (10,000 (P.Y. 10,000) Equity Shares of Rs. 10/- each) | 92,145,238 | 92,145,238 |
| Pushpendra Investment Private Limited (5,420 (P.Y. 5,420) Equity Shares of Rs. 100/- each) | 309,311,703 | 309,311,703 |
| Vipul SEZ Developers Private Limited (5,100 (P.Y. 5,100) Equity Shares of Rs. 10/- each) | 51,000 | 51,000 |
| Ritwiz Builders & Developers Private Limited (50,000(P.Y.50,000) Equity Shares of Rs. 10/- each) | 500,000 | 500,000 |
| URR Housing Construction Private Limited (50,000(P.Y. 50,000) Equity Shares of Rs. 10/- each) | 500,000 | 500,000 |
| Entrepreneur (Calcutta) Private Limited (6,46,200(P.Y. 646200) Equity Shares of Rs. 10/- each) | 9,689,400 | 9,689,400 |
| Vipul Eastern Infracon Pvt Ltd (2,62,186 (P.Y. Nil) Equity Shares of Rs.100/- each) | 81,507,840 | - |
| Vipul Hospitality Limited (50,000 (P.Y. Nil) Equity Shares of Rs.10/- each) | 500,000 | - |
| In Others | | |
| Vipul Karamchand SEZ Private Limited (5,00,000(P.Y. Nil) Equity Shares of Rs. 10/- each) | 5,000,000 | - |
| Ngenox Technologies Pvt Ltd. (5,000(P.Y. Nil) Equity Shares of Rs.10/- each) | 50,000 | - |
| Mudra Finance Limited (70,000 (P.Y. Nil) Equity Shares of Rs. 10/- each) | 13,300,000 | - |
| M/s MedSave Health Care Ltd. (Nil (P.Y. 33,300) Equity Shares of Rs. 10 each) | - | 1,000,000 |
| Total | 1,152,517,981 | 1,053,160,141 |

| | AS AT | AS AT |
|--|--|--|
| | 31.03.2008 | 31.03.2007 |
| | (Rupees) | (Rupees) |
| SCHEDULE 6 | | |
| CURRENT ASSETS, LOANS AND ADVANCES A. CURRENT ASSETS | | |
| Inventories & Construction Work in Progress | | |
| (As taken, valued & certified by the management) Project Work-in-Progress Project Finished Stocks | 4,405,568,950 58,482,385 | 3,314,548,399 88,467,926 |
| Total | 4,464,051,335 | 3,403,016,325 |
| Sundry Debtors (Unsecured-considered good) Debts over Six months Other Debts | 37,978,293 109,054,802 | 12,145,040 177,789,786 |
| Total | 147,033,095 | 189,934,826 |
| Cash and Bank Balances Cash in Hand (as certified by the management) Balance in Schedule Banks in Current Accounts Balance in Schedule Banks in Fixed Deposit A/cs (FD of Rs.12,58,52,793 (P.Y. Rs. 7,73,54,010) pledged with banks) | 723,939 37,224,898 162,759,698 | 610,813 59,104,391 152,985,982 |
| Total | 200,708,535 | 212,701,186 |
| B . LOANS AND ADVANCES (Unsecured -considered good) Advances receivable in cash or kind or for services to be received Loans Project Advances Advance for Share application money Mobilisation Advances | 2,707,125,541 19,174,746 2,168,581,806 64,150,000 69,335,769 | 2,426,872,769 32,069,961 1,754,791,147 32,040,500 55,977,122 |
| Taxation Payments Cenvat Credit Receivables | 353,984,473 4,328,782 | 177,617,385 4,357,298 |
| Security Deposit | 24,729,928 | 18,780,236 |
| Total | 5,411,411,045 | 4,502,506,418 |

| | ASAT | AS AT |
|--|-----------------|-----------------|
| | 31.03.2008 | 31.03.2007 |
| | (Rupees) | (Rupees) |
| SCHEDULE 7 | | |
| CURRENT LIABILITIES AND PROVISIONS | | |
| A CURRENT LIABILITIES | | |
| Sundry Creditors | 1,557,387,784 | 1,206,364,021 |
| Project advances against Flats | 3,908,714,133 | 4,815,018,944 |
| Earnest Money Deposits | - | 130,000 |
| Security Deposits | 254,924,606 | 194,942,374 |
| Expenses Payable | 17,441,301 | 20,535,794 |
| Taxes and Duties payable | 15,900,049 | 15,539,662 |
| Audit Fees payable | 201,574 | 212,114 |
| Total | 5,754,569,447 | 6,252,742,909 |
| B. PROVISIONS | | |
| Provision for Income Tax | 508,867,944 | 259,050,611 |
| Proposed Dividend on Equity Shares | 20,997,284 | 17,997,672 |
| Dividend Tax | 3,568,488 | 3,058,704 |
| Fringe Benefit Tax | 4,889,545 | 2,755,008 |
| Total | 538,323,261 | 282,861,995 |
| SCHEDULE 8 | | |
| PROJECT EXPENSES/ WORK IN PROGRESS | | |
| Advertisement and publicity | 25,307,272 | 41,027,972 |
| Cost of Land purchased | 1,315,697,928 | 986,715,878 |
| Architect & legal fee | 10,777,234 | 41,113,787 |
| Construction and Civil work | 526,737,062 | 517,278,745 |
| Electrical & Sanitary Expenses | 173,692,563 | 173,123,526 |
| Iron, Steel & Pipes | 21,048,327 | 91,166,773 |
| Interest and financial charges | 255,861,771 | 301,304,056 |
| Other Site Expenses | 113,188,889 | 423,169,221 |
| Maintenance and other Project Expenses | 565,512,998 | 254,032,277 |
| | 3,007,824,044 | 2,828,932,235 |
| Increase/(Decrease)in Work in progress | | |
| Opening Work in progress | 3,314,548,399 | 1,683,974,647 |
| Less:Closing Work in progress | (4,405,568,950) | (3,314,548,399) |
| | 1,916,803,493 | 1,198,358,483 |
| Increase/(Decrease)in Finished Stock | | |
| Opening Finished Stock | 88,467,926 | 71,159,194 |
| Less : Closing Finished Stock | (58,482,385) | (88,467,926) |
| Total Project Expenses | 1,946,789,034 | 1,181,049,751 |
| | | 1 110 200 |
| Less :Share of expenses of Joint Developer Total Project Expenses | | 1,118,289 |

| | ASAT | AS AT |
|---------------------------------------|-------------|------------|
| | 31.03.2008 | 31.03.2007 |
| | (Rupees) | (Rupees) |
| SCHEDIII E 0 | (- | (- 1 7 |
| SCHEDULE 9 | | |
| PERSONNEL EXPENSES | | |
| Salary & Other employees benefits | 101,336,493 | 75,438,571 |
| Medical & Insurance Expenses | 2,215,852 | 2,175,363 |
| Staff Welfare Expenses (| 2,842,564 | 2,338,047 |
| Total | 106,394,909 | 79,951,981 |
| SCHEDULE 10 | | |
| | | |
| ADMINISTRATIVE AND OTHER EXPENSES | | |
| Advertisement and Publicity | 19,616,971 | 10,638,603 |
| Audit fees | 224,720 | 226,760 |
| Business & Sales Promotions | 2,337,062 | 2,990,044 |
| Charity & Donation | 9,368,151 | 457,800 |
| Computer Maintenance Expenses | 911,985 | 762,992 |
| Electricity and Water Charges | 677,993 | 138,246 |
| General/ Miscellaneous Expenses | 1,085,654 | 981,023 |
| Insurance Premium | 228,120 | 87,452 |
| Legal & Professional Charges | 65,688,529 | 27,864,830 |
| Rates & Taxes | 397,533 | 1,933,761 |
| Directors' Sitting Fees | 97,000 | 116,000 |
| Membership & Subscription | 230,851 | 79,945 |
| Postage and Telegrams | 430,386 | 363,041 |
| Printing and Stationery | 1,927,410 | 1,889,581 |
| Rent and Lease Expenses | 5,401,665 | 2,050,810 |
| Repairs and Maintenance | 5,666,836 | 2,874,927 |
| Security Services Charges | 303,498 | 254,722 |
| Telephone Expenses | 3,267,898 | 3,269,030 |
| Wealth Tax | 138,794 | - |
| Tender Expenses | 90,836 | 28,000 |
| Travelling and Conveyance - Directors | 1,795,235 | 1,549,275 |
| Travelling and Conveyance - Other | 3,876,377 | 2,572,725 |
| Total | 123,763,504 | 61,129,567 |
| SCHEDULE 11 | | |
| · | | |
| INTEREST AND BANK CHARGES | | |
| Interest & Financial Charges | 42,983,481 | 42,312,313 |
| Bank Charges | 14,400,074 | 1,488,175 |
| Total | 57,383,555 | 43,800,488 |
| Ισιαι | | |

| | AS AT | AS AT |
|---|------------|------------|
| | 31.03.2008 | 31.03.2007 |
| | (Rupees) | (Rupees) |
| SCHEDULE 12 | | |
| OTHER INCOME | | |
| Rental Income | 849,600 | 1,296,000 |
| Profit on sale of Investment/Fixed Assets | 501,233 | 920,976 |
| Misc Income | 82,047 | 784,663 |
| Total | 1,432,880 | 3,001,639 |

SCHEDULE - 13

A. ACCOUNTING POLICIES

1. Basis of Accounting and nature of operations

The financial statements have been prepared on the historical cost convention basis, except where otherwise stated and with all material aspects of generally accepted accounting principles in India, the Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.

Income and expenses are recognized on accrual basis except for insurance claims which is accounted for, on crystallization and ex – gratia & Brokerage, which are recognized as and when incurred.

2. Revenue Recognition

Revenue is recognized as follows:

- Revenue on construction/development of projects is recognized according to percentage of completion method after making appropriate allowance for foreseeable loss, if any. However, Revenue is recognized only on those units where formal allotment/ agreement to sell is executed and cost of construction reaches 30% of total estimated cost of the project.
- II. Revenue relating to sale of residential and commercial plots is recognized on proportionate basis when 50% of the progress

has been achieved as measured in terms of actual cost incurred to total estimated cost.

III. Claims, interest and transfer fees from customers are recognized on acceptance of the same.

3. Borrowing Costs

Borrowing costs, attributable to the acquisition or construction of a qualifying asset are carried as part of the cost of that asset. Other borrowing costs are expensed in the year they are incurred.

4. Fixed Assets

Fixed assets are stated at cost of acquisition including any attributable cost for bringing the asset to its working condition for its intended use less accumulated depreciation and impairment losses.

5. **Depreciation**

Depreciation is provided on written down value method on pro-rata basis and at the rates prescribed in Schedule-XIV of the Companies Act, 1956.

6. Goodwill and Other Intangibles

Goodwill, if any, created on amalgamation will be amortized over a period of 5 years on straight line method, except for acquisition of project, which is charged to the respective project account.

Intangible assets are stated at cost of acquisition less accumulated amortization.

7. Investments

Long term investments are valued at cost, after providing for diminution in value, if it is of a permanent nature. Current investments are carried at cost or market rate, whichever is less, on individual assessment basis.

8. Inventories

- i. All expenses directly attributable to the projects are shown as work in progress under the head "Inventory". After allotment/sale in respect to the qualifying units of the projects, the proportionate cost are charged to Profit & Loss Account on percentage of completion method by reference to the stage of completion of the respective projects at the reporting date.
- On completion of projects, unsold stocks are transferred to project finished stock under inventories and the same is carried on cost or net realizable value, whichever is less.

9. Retirement Benefits

- i. The employees' gratuity fund scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method. The break up of the same could not be presented in view of awaited information from the Life Insurance Corporation of India.
- ii. Retirement benefits in the form of Provident Fund and superannuation/ pension schemes are charged to the Profit & Loss Account in the year when the contributions to the respective funds are due.

10. Contingent Liabilities

Contingent liabilities are not provided for in the books of account and are disclosed by way of notes to the accounts.

11. Taxes on Income

 Current tax is determined in respect of taxable income for the year based on applicable tax rates and laws. ii. Deferred tax liability is recognized, subject to consideration of prudence, on timing difference being the difference between taxable incomes and accounting income that originates in one year and is capable of reversal in one or more subsequent year and is measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which deferred tax assets can be realized. Deferred tax assets are reviewed at each Balance Sheet date to reassess their realisability.

12. Foreign Currency Transactions

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at the year-end rates. Other foreign currency transactions are accounted for at the exchange rates prevailing on the transaction dates.

The difference in transaction of monetary assets and liabilities and realized gains and losses on foreign exchange transactions other than those relating to fixed assets are recognized in the Profit & Loss account.

Exchange differences in respect of liabilities incurred to acquire fixed assets are adjusted in the carrying amount of the fixed assets.

13. Segment Reporting

The company has identified that its operating activity is a single primary business segment viz. Real Estate Development & Services.

Geographical segments have been considered for Secondary Segment Reporting. The whole of India has been considered as one geographical segment.

14. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by



dividing the net profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year (adjusted for the effects of dilutive potential equity share)

15. Impairment of Assets

At each Balance Sheet date, the management reviews the carrying amounts of its Fixed Assets to determine whether there is any indication that these assets suffered an impairment loss. If any such indication exists the recoverable amount of the asset is estimated in order to determine the extent of impairment loss and necessary adjustment there against, reversal of impairment loss is recognized as income in the Profit and Loss Account.

16. Leases

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalized.

If there is no reasonable certainty that the company will obtain the ownership by the end of the lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

17. Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

B. NOTES ON ACCOUNTS

1. Auditors Remuneration

| | | Current Year (Rs) | Previous year (Rs) |
|----|---|----------------------|-----------------------|
| a. | As Auditor * | 2,66,855 | 2,35,372 |
| b. | As advisor or in any other capacity in respect of : | | |
| | - Taxation Matters (Tax Audit Fees) and | - | 11,236 |
| | - Company Law Matters | 4,496 | 3,444 |
| | - Management Services | Nil | Nil |
| C. | Certification & Other Services | 41,597 | 1,85,547 |
| d. | In any other manner- Consultancy in Taxation Matter | - | 28,06,000 |
| e. | Out of pocket expenses | 66,637 | 82,554 |
| | | 3,79,585 | 33,24,153 |

Note: * Includes fees for limited review audits and Corporate Governance Certification.

2. Leases (Assets taken on lease)

We have obtained two cars on Operating lease, detail of which are given below:

- (I) The lease rent is payable at subject to minimum payment of Rs. 73,297/- per month (previous year Rs. 73,297). The lease term is for four years.
- (II) The lease rent is payable at subject to minimum payment of Rs. 67,452/- per month (previous year Nil). The lease term is for four years.

| 0 | perating | Lease |
|---|----------|-------|
| | | |

| | , , | |
|---|----------------------|-----------------------|
| Particulars | Current Year (Rs) | Previous Year (Rs) |
| Lease payments for the year | 14,86,632 | 2,19,891 |
| Contingent rent recognized in Profit and Loss Account | Nil | Nil |
| Minimum Lease Payments: | | |
| Not later than one year | 8,82,721 | 8,79,564 |
| Later than one year but not later than five years | 18,21,204 | 24,18,801 |
| Later than five years | Nil | Nil |

3. Construction Contracts

In accordance with Accounting Standard-7 following disclosure is being made relating to construction contract:

| S. No. | Particulars | Rs(in Lacs) |
|--------|---|--------------|
| 1 | Revenue Recognition from Construction Contracts | 49,240.28 |
| 2 | Aggregate amount of Costs incurred up to reporting date | 34,307.06 |
| 3 | Profit/(Loss) Recognized up to the reporting date | 14,933.22 |
| 4 | Amount of Advances Received | 71,362.16 |
| 5 | Amount retained by Contractee | Nil |

4. The Company is in the process of filing a petition before the Hon'ble High Court, Delhi seeking approval of a Scheme of Amalgamation and Arrangement for the amalgamation of Six wholly owned subsidiary Companies namely (i) M/s Metex Finance Private Limited, (ii) M/s Pushpendra Investments Private Limited, (iii) M/s PCMJ Buildcom Private Limited, (iv) M/s D N Sons Agro Private Limited, (v) M/s Landmark Suit Private Limited and (vi) M/s Meadows Golf Villas Private Limited with Vipul Limited w.e.f. 1.04.2007 pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956.

The Accounts for each of the aforesaid Companies have been prepared separately without giving any

effect to the aforesaid Scheme. On approval of the said scheme, the accounts will be amended giving effect to the scheme of amalgamation as may be approved by the Hon'ble High Court, Delhi.

- 5 As per information available to the management, neither any amount is due nor is any claim outstanding by the company to any small scale and ancillary industrial undertaking provided in the "Micro, Small and Medium Enterprises Development Act, 2006".
- 6 As far as Accounting Standard -28 is concerned, management is of the opinion that there has been no indication of impairment of the carrying amount of the Company's Fixed Assets taking consideration in to external and internal sources of information.

7 Earning per Share:

| S. No. | Particulars | Current Year | Previous Year |
|--------|---|-----------------|---------------|
| 1 | Net Profit after tax (Rs. In Lacs) | 4349.32 | 4,146.09 |
| 2 | Weighted average number of Equity Shares (Adjusted for Last Year)(in Lacs) | | 510.23 |
| 3 | Nominal Value of E Share (Rs.) | ach 2.00 | 2.00 |
| 4 | Basic and Diluted I | EPS 7.32 | 8.12 |

Weighted average number of equity shares in the previous year has been restated at current year face value of Rs. 2/- per equity share.

8 Managerial remuneration (paid or payable during the year)

| Particulars | 2007-2008 | 2006-2007 |
|--------------------------------|-----------|-----------|
| | (Rs) | (Rs) |
| Salary & other allowance | 60,00,000 | 81,56,492 |
| Contribution to Provident Fund | Nil | 2,25,581 |
| Other benefits & perquisites | 3,98,783 | 15,77,672 |
| Total | 63,98,783 | 99,59,745 |

9. The deferred tax liability has been arrived as follows:

(In Rs.)

| | | | (|
|--|------------|-----------------------|------------|
| Deferred Tax Assets/Liabilities | As at | Charged to | As at |
| | 01.04.2007 | Profit & Loss Account | 31.03.2008 |
| Deferred Tax Liabilities : | | | |
| Tax impact of difference between carrying amount of fixed assets in the financial statements and | 1,29,140 | (9,36,096) | (8,06,957) |
| as per the income tax calculation | | | |
| Others | Nil | Nil | Nil |
| Total | 1,29,140 | (9,36,096) | (8,06,957) |
| Net Deferred Tax Liability | 1,29,140 | (9,36,096) | (8,06,957) |
| | | | |

10 Information pursuant to the provisions of Part II of Schedule VI of the Companies Act,1956

(Rs. In lakhs)

| | | | (1 to: III lattilo) |
|-------|--|------------------|---------------------|
| S.No. | Particulars | As on 31.03.2008 | As on 31.03.2007 |
| i. | (a) Licensed Capacity | N.A. | N.A. |
| | (b) Installed Capacity | N.A. | N.A. |
| | (c) Actual Production | N.A. | N.A. |
| ii. | Expenditure in Foreign Currency | 94.68 | 92.77 |
| ii. | Receipts in Foreign Currency | 94.14 | 770.94 |
| iv. | Contingent Liabilities, not provided for - Bank Guarantees | 1732.96 | 2,050.71 |
| | Service tax disputed claims | 16.11 | 16.11 |
| ٧ | Capital Commitments - pending | Nil | Nil |
| | | | |

11. PROVISIONS:

(In Rs.)

| | | | | | | (11113.) |
|---------------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|
| Particulars | As at | Addition | Total | Payments/ | Written | Balance as |
| | 1.04.2007 | during | | Utilization | back during | at |
| | | the year | | Charged off | the year | 31.03.2008 |
| Proposed Dividend on Equity shares | 1,79,97,672 | 2,09,97,284 | 3,89,94,956 | 1,79,97,672 | - | 2,09,97,284 |
| Dividend Tax | 30,58,704 | 35,68,488 | 66,27,192 | 30,58,704 | - | 35,68,488 |

- 12. The Company has not charged interest on loan given to Mab Finlease Ltd on Rs. 1,50,81,815/-, as the account is under settlement and the same will be adjusted at the time of final settlement.
- 13. The unclaimed dividend for the Financial Year 2004-05, 2005-06 & for the Financial Year 2006-07, amounting to Rs. 1,18,365/-, Rs 1,14,260/- and Rs 2,85,271/- respectively had been deposited with the bank in separate accounts.
- 14. Other information pursuant to the provisions of paragraph 3 & 4 of Part II of Schedule VI of the Companies Act, 1956 has not been furnished as the same is not applicable for the year.
 - The details pertaining to related parties transactions and Loans & Advances given are shown in a separate sheet in point nos 14A & 14B.
- 15. Previous year's figures have been regrouped, rearranged and recast wherever considered necessary.
- 16. Schedules 1 to 13 form an integral part of the Accounts.

14(A) RELATED PARTY DISCLOSURES

Related parties are classfied as:

Wholly-owned Subsidiaries:

- 1 URR Housing Construction Pvt Ltd
- 2 Ritwiz Builders & Develoers Pvt Ltd
- 3 Meadows Golf Villas Pvt Ltd
- 4 Landmark Suit Pvt Ltd
- 5 Metex Finance Pvt. Limited
- 6 D N Sons Agro Pvt Ltd
- 7 Pushpendra Investments Pvt. Limited
- 8 PCMJBuildcomPvtLtd
- 9 Entrepreneurs (Calcutta) Pvt. Ltd.
- 10 Upwan Horticultural Resorts (P) Ltd.
- 11 Vipul Hospitality Limited

Other Subsidiaries:

- 1 Vipul SEZ Developers Pvt. Ltd.
- 2 KST Buildwell Pvt Ltd
- 3 PK B K Buildwell Pvt Ltd
- 4 PKB Bulidcon Pvt Ltd
- 5 Classic Real Estate Developers Pvt. Ltd.

Entities Having Common Key Management Personnel:

- 1 S.U Finance Limited
- 2 Whitfield Infrastructure Developers Pvt. Ltd

- 3 Laxpo Company Pvt. Ltd
- 4 Millennium Plaza Ltd
- 5 Sarvamangalam Builders & Developers Pvt. Ltd
- 6 Limelight Towers Pvt. Ltd
- 7 Vipul Facility Management Pvt. Ltd
- 8 Vipul Laing O'Rourke Pvt. Ltd.
- 9 Aman Resorts pvt Ltd
- 10 Exact Developers & Promoters Pvt Ltd
- 11 Abhijit Trading Company Limited

Key Management Personnel (Director):

1 Mr Punit Beriwala

Relatives of Key Management Personnel

- 1 Mrs.Bimla Devi Beriwala
- 2 Mrs.Sunita Beriwala
- 3 Punit Beriwala(HUF)

Associates

- 1 Vipul Karamchand SEZ Pvt. Ltd.
- 2 Mudra Finance Ltd.



230,690,433 53,576,591 2006-07 14 (B) Summary of significant related parties transactions carried out in ordinary course of business are as under: (In Rs) 225,275,833 511,149,800 113,706,856 117,709,604 2007-08 263,340 263,340 Relatives of Key Management Personnel (Director) 134,143,676 130,507,450 2006-07 260,000 3,930,916 2007-08 ,450 130,767,4 9,959,745 116,000 2006-07 Key Management Personnel (Director) 6,398,783 97,000 11,320,112 2007-08 16,300,000 405,600 30,899,716 1,337,862 44,379,622 20,522,886 992,671 81,020,614 20,163,276 4,578,341 22,300,000 Entities Having Common Key Management Personnel 2006-07 64,150,000 1,528,986 4,066,773 41,850,000 9,305,137 992,671 73,859,518 11,956,434 37,188,904 3,172,298 2007-08 230,897,262 762,767,909 328,234,799 341,973,159 16,988,146 2006-07 Other Subsidiaries 102,139,348 330,013,534 324,852,546 27,539,591 4,092,931 2007-08 1,408,338,826 898,996,321 2006-07 Wholly-owned Subsidiaries 1,651,765,029 313,537,228 2007-08 10 Management Consultancy Service Provided money vii) Investment in Shares/Share appl. 7 Maintenance Services Received 5 Advance Against Flat Received 8 Maintenance Services Provided 9 Share Application Money Paid 13 Balance as on 31st March 08 4 Project Advances Received 11 Remuneration to Directors ii) Advances Recoverable vi) Debtors/Receivables 2 Advances Recoverable 3 Project Advances Paid 12 Director's Sitting Fees iv) Advances Payable i) Loans Recoverable v) Creditors/Payables iii) Project Advances Description 6 Rent Received 1 Loans <u>ა</u> გ

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE AS PER SCHEDULE VI PART (iv) OF THE COMPANIES ACT, 1956

| Registration Details | | |
|--|--------|--|
| Registration No. | : | 167607 |
| State Code | : | 55 |
| Balance Sheet Date | : | 31.03.2008 |
| Capital Raised During the Year (Amount in Rs. Thousands) | | |
| Public Issue | : | NIL |
| Right Issue | : | NIL |
| Bonus Issue | : | NIL |
| Private Placement | : | 17938 |
| Position of Mobilisation and Deployment of Funds (Amount i | in Rs. | Thousands) |
| Total Liabilities | : | 5,136,175 |
| Total Assets | : | 5,136,175 |
| Sources of Funds | | |
| Paid-up Capital | : | 119,984 |
| Reserves & Surplus | : | 3,174,256 |
| Secured Loans | : | 1,691,934 |
| Unsecured Loans | : | 150,000 |
| Application of Funds | | |
| Net Fixed Assets | : | 52,538 |
| Investments | : | 1,152,518 |
| Deferred Tax Asset | : | 807 |
| Net Current Assets | : | 3,930,311 |
| Misc. Expenditure | : | - |
| Accumulated Losses | : | - |
| Performance of the Company (Amount in Rs. Thousands) | | |
| Turnover including other income | : | 2,916,887 |
| Total Expenditure | : | 2,246,257 |
| PROFIT/(LOSS) BEFORE TAX | : | 670,630 |
| PROFIT/(LOSS) AFTER TAX | : | 419,614 |
| Earning Per Share in Rs. | : | 7.32 |
| Dividend Rate % | : | 17.50% |
| Generic Names of Three Principal Products / Services of Co | ompa | ny (as per monetary terms) |
| Item Code No. | : | |
| (ITC Code) | : | -Nil- |
| Product Description | : | Real Estate Development and Related Services |

As per our report of even date attached

For L.B. Jha & Co. For & on behalf of the Board of Directors of

Chartered Accountants Vipul Limited

(Satyabrata Pati) Punit Beriwala Rajesh Batra Partner Managing Director Director

Membership No-95080

Place: New Delhi H.S.Rawat Atul Banshal

Date: 30th June 2008 Company Secretary Sr. General Manager (F&A)



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2008

| _ | | | | | Amount In Rupees |
|----|--|----------------------------------|-------------------------------|----------------------------------|-------------------------------|
| | Particulars | | Year Ended 31st March 2008 | | Year Ended 31st March 2007 |
| A. | CASH FLOW FROM OPERATING ACTIVITIES Net Profit before Tax, appropriation, and | | | | |
| | extra-Ordinary items | 670,629,895 | | 627,644,508 | |
| | Depreciation Profit/(Loss) on sale of Fixed Asset | 11,926,200 (1,233) | | 6,635,546 357,876 | |
| | Profit on sale of Security | (500,000) | | (1,278,852) | |
| | Wealth Tax | 138,794 | | (1,270,002) | |
| | Interest and Finance Charges | 42,983,481 | | 42,312,313 | |
| | Interest Income | (51,483,526) | | (8,851,452) | |
| | Operating Profit before Working Capital Chan Adjusted for : | | 673,693,611 | | 666,819,940 |
| | Taxes Paid during the year | (178,501,625) | | (146,110,072) | |
| | Current Liabilities Changes | (689,635,808) | | (1,338,841,145) 1,619,585,493 | |
| | Current Liabilities Changes Inventories Changes | (496,038,925) (1,061,035,011) | | (1,647,882,483) | |
| | inventories changes | (1,001,000,011) | (2,425,211,369) | (1,047,002,400) | $(\overline{1,513,248,207})$ |
| | Cash generated from operation | | (1,751,517,758) | | (846,428,267) |
| | NET CASH FROM OPERATING ACTIVITIES | | (1,751,517,758) | | (846,428,267) |
| B. | CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| | Sale of Fixed Asset | 175,048 | | 4,713,801 | |
| | Purchase of Fixed Asset | (39,524,923) | | (11,463,724) | |
| | Wealth Tax Adjustment Interest Received | (138,794) 51,483,526 | | 8,851,452 | |
| | Sale of Security | 1,500,000 | | 1,278,852 | |
| | Purchase of Investment | (100,357,840) | | (966,856,078) | |
| C. | NET CASH FROM INVESTING ACTIVITIES CASH FLOW FROM FINANCING ACTIVITIES | | (86,862,983) | , | (963,475,697) |
| | Interest and Finance Charges Increase in Share Capital | (42,983,481) 17,937,680 | | (42,312,313) | |
| | Securities Premium | 2,321,283,830 | | (5.047.040) | |
| | Dividend Paid to equity shareholders Proceeds from Unsecured Loans | (21,056,376) 150,000,000 | | (5,817,943) | |
| | Proceeds from Secured Loans | (598,793,563) | | (1,422,902) 1,927,060,760 | |
| | NET CASH FROM FINANCING ACTIVITIES | (000,100,000) | 1,826,388,090 | 1,027,000,700 | 1,877,507,602 |
| | Total (A+B+C) | | (11,992,651) | | 67,603,638 |
| | NET (Decrease)/Increase in Cash and Cash E | quivalents | (11,992,651) | | 67,603,638 |
| | Cash and Cash Equivalents (Opening Balance | | 212,701,186 | | 145,097,548 |
| | Cash and Cash Equivalents (Closing Balance) | | 200,708,535 | | 212,701,186 |
| | As per our report of even date attached | | | | |
| | For L.B. Jha & Co. | For & on | behalf of the Boa | ard of Directors o | of |
| | Chartered Accountants | | Vipul Limit | ed | |
| | (Satyabrata Pati) | Punit Beri | | Rajesh Batra | |
| | Partner Membership No. 95090 | Managing D | irector | Director | |
| | Membership No-95080 | | | | |
| | Place : New Delhi | H.S.Rav | | Atul Banshal | |
| | Date: 30th June 2008 | Company Se | cretary | Sr. General M | lanager (F&A) |
| | | | | | |

AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To

The Board of Directors of

Vipul Limited

- 1. We have audited the attached Consolidated Balance Sheet of VIPUL LIMITED (the company) and its subsidiary companies (collectively referred to as Vipul Limited "group") as at 31st March, 2008,and also the Consolidated Profit & Loss Account and the Consolidated Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management and have been prepared by the Management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2. 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 the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3. We did not audit the financial statements of the following, subsidiary companies. The details of the assets as at 31st March ,2008 and revenues in respect of financial year ended 31st March 2008 of the same companies to the extent to which they are reflected in the consolidated financial statements are given below:

| Name of the company | Total assets (Rs) | Total revenues (Rs) |
|--|-------------------|---------------------|
| Metex Finance Private Limited | 18,00,97,995 | 35,000 |
| Pushpendra Investment Private Limited | 17,26,81,872 | 35,000 |
| PKBK Buildwell Private Limited | 32,97,49,158 | 35,000 |
| PCMJ Buildcom Private Limited | 6,78,88,206 | 35,202 |
| PKB Buildcon Private Limited | 22,239,349 | 35,000 |
| KST Buildwell Private Limited | 17,932,561 | 35,000 |
| Entrepreneurs (Calcutta) Private Limited | 742,481,123 | 2,05,75,023 |

These financial statements and other financial information have been audited by other auditors whose report has been furnished to us, and our opinion is based solely on the report of the other auditors.

- 4. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard - 21 on Consolidated Financial Statements issued by the Institute of Chartered Accountants of India.
- 5. Based on our audit as aforesaid, and on consideration of reports of other auditors on the separate financial statements and on the other financial information of the components, and to the best of our information and according to the explanations given to us, we are

of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India.

- In the case of Consolidated Balance Sheet, of the state of affairs of Vipul Limited "group" as at 31st March, 2008,
- b) In the case of the Consolidated Profit and Loss Account, of the Profit of Vipul Limited "group" for the year ended on that date;
- c) In the case of consolidated cash flow statement, of the Cash Flows of Vipul Limited "group" for the year ended on that date.

Date: 30th June, 2008 Place: New Delhi For L. B. Jha & Co. Chartered Accountants (Satyabrata Pati)

Partner

Membership Number: 95080



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2008

| | Schedule | As At | As At |
|---------------------------------------|--------------------------|----------------------------|----------------|
| | | 31.03.2008 | 31.03.2007 |
| | | (Rupees) | (Rupees) |
| SOURCES OF FUNDS | | | |
| Shareholders' Funds | | | |
| Share Capital | 1 | 119,984,480 | 102,046,800 |
| Reserves and Surplus | 2 | 3,172,716,076 | 459,015,884 |
| Minority Interest | 2 | 44,380 | 44,380 |
| Loan Funds | | 44,000 | 77,000 |
| Secured Loans | 3 | 1,691,934,400 | 2,290,727,963 |
| Unsecured Loans | 4 | 150,000,000 | 2,230,727,300 |
| Onsecured Loans | TOTAL | 5,134,679,336 | 2,851,835,027 |
| APPLICATION OF FUNDS | IOIAL | 3,134,079,330 | 2,031,033,021 |
| Goodwill on Consolidation | | 997,537,932 | 951,926,248 |
| Fixed Assets | 5 | 331,331,332 | 931,920,240 |
| Gross Block | 3 | 123,782,816 | 42,657,820 |
| Less : Depreciation | | 27,955,826 | 15,778,346 |
| Net Block | | 95,826,990 | 26,879,474 |
| | 6 | | |
| Investments Deferred Tax Asset | 6 | 84,151,553 | 66,801,553 |
| | | 1,312,091 | 326,596 |
| Current Assets, Loans and Adv | vances 7 | 7 524 007 072 | 6 204 246 050 |
| Inventories | | 7,531,887,072 | 6,201,346,950 |
| Sundry Debtors | | 234,460,718 | 225,934,123 |
| Cash and Bank Balance | | 206,727,156 | 226,889,153 |
| Loans and Advances | | 4,002,222,493 | 3,426,982,465 |
| | Total (A) | 11,975,297,439 | 10,081,152,690 |
| Less: Current Liabilities and P | rovisions 8 | | |
| Current Liabilities | | 7,478,912,213 | 7,990,222,287 |
| Provisions | | 540,534,455_ | 285,029,248 |
| | Total (B) | 8,019,446,669 | 8,275,251,535 |
| Net Current Assets | Total (A-B) | 3,955,850,771 | 1,805,901,156 |
| Miscellaneous Expenditure | 9 | - | - |
| (to the extent not written off or ac | | | |
| | TOTAL | 5,134,679,336 | 2,851,835,027 |
| Significant Accounting Policie | | | |
| & Notes to Accounts | 17 | | |
| Schedules 1 to 9 & 17 referred | d above form an integral | nart of this Balance Sheet | |

As per our report of even date attached

For L.B. Jha & Co. For & on behalf of the Board of Directors of

Chartered Accountants Vipul Limited

(Satyabrata Pati) **Punit Beriwala** Rajesh Batra Partner **Managing Director** Director

Membership No-95080

Place : New Delhi H.S.Rawat **Atul Banshal**

Date: 30th June 2008 Company Secretary Sr. General Manager (F&A)

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2008

| | Schedule | Year Ended | Year Ended |
|--|------------------------|-----------------------------|---------------|
| | | 31.03.2008 | 31.03.2007 |
| | | (Rupees) | (Rupees) |
| INCOME | | | |
| Income From Projects/Sales | 10 | 2,884,925,760 | 2,143,699,454 |
| Interest Received | 11 | 51,483,526 | 8,919,687 |
| Other Income | 12 | 1,474,060 | 3,223,679 |
| | TOTAL | 2,937,883,346 | 2,155,842,820 |
| EXPENDITURE | | | |
| Cost of the Projects/Sales | 13 | 1,946,789,034 | 1,260,445,852 |
| Personnel Expenses | 14 | 128,099,663 | 142,882,611 |
| Administrative Expenses | 15 | 125,248,430 | 68,714,124 |
| Depreciation | 5 | 12,383,430 | 7,198,374 |
| Financial Expenses | 16 | 57,408,368 | 44,457,433 |
| | TOTAL | 2,269,928,925 | 1,523,698,394 |
| Profit before Tax | | 667,954,421 | 632,144,426 |
| Provision for Tax : | | | |
| - Current Tax | | 234,535,934 | 214,142,340 |
| - Earlier year adjustment in tax | | 15,301,651 | (269,574) |
| - Deferred Tax | | (985,494) | (724,803) |
| Fringe Benefit Tax | | 2,158,046 | 1,739,526 |
| Profit after Tax | | 416,944,284 | 417,256,937 |
| Appropriation/Adjustments | | | |
| Adjustment of Pre-Acquistion | | 34,238 | (1,557,213) |
| Share of profit of Vipul Limited in Subs | sidiaries | | |
| Minority Interest | | - | 4,620 |
| Proposed Dividend | | (20,997,284) | (17,997,672) |
| Tax on Proposed Dividend | | (3,568,488) | (3,058,704) |
| Balance Carried to Balance Sheet | | 392,412,750 | 394,647,968 |
| Earning Per Share(Basic & Diluted |) | 7.28 | 8.14 |
| Significant Accounting Policies & | | | |
| Notes to Accounts | 17 | | |
| Schedules 5, 10 to 17 referred above | ve form an integral pa | art of this Profit and Loss | Account. |

As per our report of even date attached

For L.B. Jha & Co. For & on behalf of the Board of Directors of

Chartered Accountants Vipul Limited

artered Accountants vipur Limit

(Satyabrata Pati)Punit BeriwalaRajesh BatraPartnerManaging DirectorDirector

Membership No-95080

Place: New Delhi H.S.Rawat Atul Banshal

Date: 30th June 2008 Company Secretary Sr. General Manager (F&A)

| | AS AT 31.03.2008 | ASAT 31.03.2007 |
|--|---------------------|--------------------|
| | (Rupees) | (Rupees |
| SCHEDULE 1 | · · · · · · | <u> </u> |
| | | |
| SHARE CAPITAL Authorized | | |
| Authorised | - 00 000 000 | 450 000 000 |
| 25,00,00,000 (P.Y.5,00,00,000) Equity Shares of Rs. 2/-(P.Y. Rs. 10/-) each | 500,000,000 | 150,000,000 |
| Equity Strates of Ns. 27-(F.1. Ns. 107-) each | | |
| Issued, Subscribed and Paid up Share Capital | | |
| 5,99,92,240 Equity Shares (P.Y.1,02,04,680) | 119,984,480 | 102,046,800 |
| of Rs.2/-(10/-) each fully paid up | | |
| (Including Shares Issued by Capitalisation of Free Reserves) | | |
| TOTAL | 119,984,480 | 102,046,800 |
| SCHEDULE 2 | | |
| RESERVES AND SURPLUS | | |
| Securities Premium Account | 2,321,283,830 | |
| General Reserve | | |
| Opening Balance | - | , |
| Add: Transfer from Profit & Loss Account | 500,000,000 | |
| TOTAL | 500,000,000 | |
| Profit & Loss Account | | |
| Opening Balance | 459,019,496 | 115,391,316 |
| Bonus Shares Issued During The Year | - | (51,023,400 |
| Transfer from Profit & Loss Account | 392,412,750 | 394,647,968 |
| Transfer to General Reserve | (500,000,000) | |
| Transfer to Balance Sheet | 351,432,246 | 459,015,884 |
| GRAND TOTAL | 3,172,716,076 | 459,015,884 |
| SCHEDULE 3 | | |
| SECURED LOANS | | |
| Indian Overseas Bank -Cash Credit * | 137,623,424 | 170,551,744 |
| ICICI Bank Ltd.& its consortuim banks- Term Loan** | 1,246,259,678 | 1,766,313,670 |
| ICICI Bank Car Loan**** | 7,898,025 | 3,650,387 |
| Yes Bank Limited*** | 300,000,000 | 350,000,000 |
| Citibank Car Loan**** | 153,273 | 212,162 |
| TOTAL | 1,691,934,400 | 2,290,727,963 |

*Cash Credit Facility from Indian Overseas Bank is secured against hypothecation of stocks of building materials and other materials, Hypothecation of book debts, equitable mortgage of property at village Wazirabad, Tehsil & District Gurgaon.

**Term loan from ICICI Bank Limited and its Consortium Banks are secured by mortgage on the properties together with buildings and structures thereon, pari passu mortgage on the receivables in repect of the properties, both present and future. Corporate guarantee from landowners of the properties. Personal guarantee from Mr. Punit Beriwala - Managing Director. The Consortium banks of ICICI Bank Limited are State Bank of Indore, Punjab & Sind Bank, Central Bank of India & Indian Overseas Bank.

***Term Loan from Yes Bank is Secured by mortgage of unsold stocks of Residential and Commercial Units of various projects situated at Gurgaon, Haryana and personal guarantee from Mr. Punit Beriwala.

**** Other Loans include only Car Loans secured by hypothecation of financed Cars.

| | ASAT | ASAT |
|------------|------------|------------|
| | 31.03.2008 | 31.03.2007 |
| | (Rupees) | (Rupees) |
| SCHEDULE 4 | | |

UNSECURED LOANS

From Bodies Corporate:

From Body Corporates & Others ICICI Bank Limited (Commercial Paper)

> 150,000,000 **TOTAL**

150,000,000

SCHEDULE 5

FIXED ASSETS & DEPRECIATION

(In Rupees)

| DESCRIPTION | | GROS | SBLOCK | | | DEI | PRECIATION | | NET | BLOCK |
|-----------------|--------------------|------------|-------------|---------------------|--------------------|-----------------|-------------|--------------------|---------------------|---------------------|
| | As At 1.04.2007 | Additions | Adjustments | As At 31.03.2008 | UpTo 01.04.2007 | For The Year | Adjustments | UpTo 31.03.2008 | As At 31.03.2008 | As At 31.03.2007 |
| VEHICLES | 22,253,178 | 8,707,007 | 365,117 | 30,595,068 | 7,378,749 | 5,071,785 | 191,816 | 12,258,718 | 18,336,350 | 14,874,429 |
| FURNITURE | 6,378,722 | 27,808,140 | - | 34,186,862 | 1,613,660 | 4,507,387 | - | 6,121,048 | 28,065,814 | 4,765,062 |
| & FIXTURE | | | | | | | | | | |
| COMPUTER | 11,095,018 | 2,655,168 | 14,650 | 13,735,536 | 5,959,902 | 2,477,845 | 14,133 | 8,423,614 | 5,311,922 | 5,135,116 |
| AIR CONDITIONER | 543,689 | 48,500 | - | 592,189 | 247,831 | 45,933 | - | 293,763 | 298,426 | 295,858 |
| EQUIPMENTS | 2,387,213 | 306,108 | - | 2,693,321 | 578,203 | 280,480 | - | 858,683 | 1,834,638 | 1,809,009 |
| & INSTALLATIONS | | | | | | | | | | |
| CAPITAL WIP | - | 41,979,840 | - | 41,979,840 | - | - | - | - | 41,979,840 | - |
| Total | 42,657,820 | 81,504,763 | 379,767 | 123,782,816 | 15,778,345 | 12,383,430 | 205,949 | 27,955,826 | 95,826,990 | 26,879,474 |
| Previous Year | 37,744,167 | 12,524,541 | 7,610,888 | 42,657,820 | 11,119,183 | 7,198,374 | 2,539,212 | 15,778,346 | 26,879,474 | 25,709,071 |

| | AS AT 31.03.2008 | ASAT 31.03.2007 |
|--|--|--|
| | (Rupees) | (Rupees) |
| SCHEDULE 6 | | |
| INVESTMENTS | | |
| Long Term - Trade Investments at cost | | |
| Unquoted : Equity Shares | | |
| M/s MedSave Health Care Ltd. | - | 1,000,000 |
| (Nil (P.Y. 33,300) Equity Shares of Rs. 10/- each) M/s Classic Real Estate Developers Pvt Ltd. | 58,051,553 | 58,051,553 |
| (4,79,250 (P.Y.4,79,250) Equity shares of Rs. 10/- each) | 00,001,000 | 00,001,000 |
| Mudra Finance | 13,300,000 | - |
| (70,000 (P.Y. Nil) Equity Shares of Rs. 10/- each) Karamchand SEZ | 5,000,000 | |
| (5,00,000(P.Y. Nil) Equity Shares of Rs. 10/- each) | 5,000,000 | - |
| Ngenox Technologies Pvt Ltd. | 50,000 | - |
| (5,000(P.Y. Nil) Equity Shares of Rs.10/- each) | 0.000.000 | 0.050.000 |
| Maxworth Marketing Pvt.Ltd. (6,25,000(P.Y.6,25,000) Equity shares of Rs.10/- each) | 6,250,000 | 6,250,000 |
| Whitfield Infrs.Dev.Pvt.Ltd. | 1,500,000 | 1,500,000 |
| (1,50,000 (P.Y.1,50,000)Equity shares of Rs.10/- each) | , , | , , |
| TOTAL | 84,151,553 | 66,801,553 |
| 001150111 5 7 | | |
| SCHEDULE 7 | | |
| CURRENT ASSETS, LOANS AND ADVANCES | | |
| A. CURRENT ASSETS | | |
| | | |
| Inventories | | |
| Inventories (as taken ,valued & certifiied by the management) | 7 472 404 697 | 6 112 970 024 |
| Inventories (as taken ,valued & certifiied by the management) Project Work-in-Progress | 7,473,404,687 58,482,385 | 6,112,879,024 88 467 926 |
| Inventories (as taken ,valued & certifiied by the management) Project Work-in-Progress Project Finished Stocks | 58,482,385 | 88,467,926 |
| Inventories (as taken ,valued & certifiied by the management) Project Work-in-Progress Project Finished Stocks TOTAL | | |
| Inventories (as taken ,valued & certifiied by the management) Project Work-in-Progress Project Finished Stocks TOTAL Sundry Debtors | 58,482,385 7,531,887,072 | 88,467,926 6,201,346,950 |
| Inventories (as taken ,valued & certifiied by the management) Project Work-in-Progress Project Finished Stocks TOTAL Sundry Debtors Outstanding for over Six months (considered good) | 58,482,385 <u>7,531,887,072</u> 79,012,051 | 88,467,926 6,201,346,950 64,259,331 |
| Inventories (as taken ,valued & certifiied by the management) Project Work-in-Progress Project Finished Stocks TOTAL Sundry Debtors Outstanding for over Six months (considered good) Others (considered good) | 79,012,051 155,448,667 | 88,467,926 6,201,346,950 64,259,331 161,674,792 |
| Inventories (as taken ,valued & certifiled by the management) Project Work-in-Progress Project Finished Stocks TOTAL Sundry Debtors Outstanding for over Six months (considered good) Others (considered good) TOTAL | 58,482,385 <u>7,531,887,072</u> 79,012,051 | 88,467,926 6,201,346,950 64,259,331 |
| Inventories (as taken ,valued & certifiied by the management) Project Work-in-Progress Project Finished Stocks TOTAL Sundry Debtors Outstanding for over Six months (considered good) Others (considered good) TOTAL Cash and Bank Balances | 79,012,051 155,448,667 234,460,718 | 88,467,926 6,201,346,950 64,259,331 161,674,792 225,934,123 |
| Inventories (as taken ,valued & certifiled by the management) Project Work-in-Progress Project Finished Stocks TOTAL Sundry Debtors Outstanding for over Six months (considered good) Others (considered good) TOTAL | 58,482,385 7,531,887,072 79,012,051 155,448,667 234,460,718 3,599,691 | 88,467,926 6,201,346,950 64,259,331 161,674,792 |
| Inventories (as taken ,valued & certifiied by the management) Project Work-in-Progress Project Finished Stocks TOTAL Sundry Debtors Outstanding for over Six months (considered good) Others (considered good) TOTAL Cash and Bank Balances Cash in Hand (as certified by the management) | 79,012,051 155,448,667 234,460,718 | 88,467,926 6,201,346,950 64,259,331 161,674,792 225,934,123 3,398,063 |
| Inventories (as taken ,valued & certified by the management) Project Work-in-Progress Project Finished Stocks TOTAL Sundry Debtors Outstanding for over Six months (considered good) Others (considered good) TOTAL Cash and Bank Balances Cash in Hand (as certified by the management) Balance in Scheduled Banks in Current Account | 79,012,051 155,448,667 234,460,718 3,599,691 40,367,767 162,759,698 | 88,467,926 6,201,346,950 64,259,331 161,674,792 225,934,123 3,398,063 70,505,108 |

| | ASAT | ASAT |
|---|---------------|---------------|
| | 31.03.2008 | 31.03.2007 |
| | (Rupees) | (Rupees) |
| Schedule 7 Contd. | | |
| B. LOANS AND ADVANCES (Unsecured-considered good) | | |
| Advances receivable in cash or kind | 3,102,549,354 | 3,005,691,460 |
| Loans | 19,174,746 | 32,069,961 |
| Project Advances | 191,964,231 | 97,668,155 |
| Advance for Share application money | 64,150,000 | 32,040,500 |
| Mobilisation Advances | 237,255,559 | 55,977,123 |
| Taxation Payments | 358,069,893 | 180,397,732 |
| Security Deposit | 24,729,928 | 18,780,236 |
| Cenvat Receivables | 4,328,782 | 4,357,298 |
| TOTAL | 4,002,222,493 | 3,426,982,464 |
| SCHEDULE 8 | | |
| CURRENT LIABILITIES AND PROVISIONS | | |
| A. CURRENT LIABILITIES | | |
| Sundry Creditors | 1,565,552,983 | 1,205,600,512 |
| Project advances received | 5,615,958,613 | 6,531,092,944 |
| Earnest Money Deposits | - | 130,000 |
| Security Deposits | 255,114,675 | 195,114,011 |
| Expenses Payable | 17,441,301 | 31,974,292 |
| Taxes and Duties payable | 24,371,428 | 25,873,536 |
| Audit Fees payable | 473,213 | 436,992 |
| TOTAL | 7,478,912,213 | 7,990,222,287 |
| B. PROVISIONS | | |
| Proposed Dividend | 20,997,284 | 17,997,672 |
| Provision for Income Tax | 510,916,228 | 261,078,645 |
| Tax on Proposed Dividend | 3,568,488 | 3,058,704 |
| Fringe Benefit Tax | 5,052,455 | 2,894,227 |
| TOTAL | 540,534,455 | 285,029,248 |
| - | | |
| MISCELLANEOUS EXPENDITURE | | |
| (to the extent not written off or adjusted) | | |
| Pre-Operative Expenses | - | 19,024,098 |
| Less : W/off during the year | - | (92,443) |
| Less : Transfer to WIP | - | (18,931,655) |
| | | (15,551,555) |
| TOTAL | | |
| | | |

| | ASAT | ASAT |
|---|-----------------------------|-----------------------------|
| | 31.03.2008 | 31.03.2007 |
| | (Rupees) | (Rupees) |
| SCHEDULE 10 | | |
| SALES & SERVICES | | |
| ncome from Real estate activities | 2,865,376,407 | 2,075,637,401 |
| ncome From Sales | 19,549,353 | 68,062,053 |
| TOTAL | 2,884,925,760 | 2,143,699,454 |
| SCHEDULE 11 | | |
| nterest Income | | |
| nterest income during the year | 51,483,526 | 8,919,687 |
| TOTAL | | |
| | <u>51,483,526</u> | 8,919,687 |
| SCHEDULE 12 | | |
| OTHER INCOME | 0.40.000 | 4 000 000 |
| Rental Income Profit On Sale of Asset | 849,600 504,333 | 1,296,000 |
| Misc Income | 501,233 123,227 | 920,976 1,006,703 |
| | • | |
| TOTAL SOLIEDIUS 42 | 1,474,060 | 3,223,679 |
| SCHEDULE 13 | | |
| PROJECT EXPENSES/COST OF SALES/ WORK | | |
| N PROGRESS | | |
| Advertisement and publicity | 25,307,272 | 41,027,972 |
| Cost of Land & Land Related Expenses Architect & legal fee | 1,585,203,040 10,777,234 | 3,155,591,709 41,113,787 |
| Construction and Civil work | 526,737,062 | 517,278,745 |
| Electrical & Sanitary Expenses | 173,692,563 | 173,123,526 |
| ron, Steel & Pipes | 21,048,327 | 91,166,773 |
| nterest and financial charges | 255,861,771 | 301,304,056 |
| Other Site Expenses | 113,188,889 | 423,169,221 |
| Maintenance Expenses | 565,512,998 | 254,032,277 |
| | 3,277,329,156 | 4,997,808,066 |
| ncrease/(Decrease)in Work in progress | 0.446.000.00 | 0.046.400.444 |
| Opening Work in progress | 6,112,879,024 | 2,313,429,441 |
| Less : Closing work in progress | (7,473,404,687) | (6,112,879,024) |
| ncrease/(Decrease)in Finished Stock | 1,916,803,493 | 1,198,358,483 |
| Opening Finished Stock | 99 467 026 | 71,159,194 |
| Jenning Finished Stock Less : Closing Finished Stock | 88,467,926 (58,482,385) | (88,467,926) |
| | 1,946,789,034 | |
| Total Project Expenses | 1,340,703,034 | 1,181,049,751 |
| | - | 1,118,289 |
| Less: Share of expenses of Joint Developer | | |
| Less : Share of expenses of Joint Developer Cost of Sales TOTAL | | 80,514,390 |

| | | Year Ended | Year Ended |
|-------------------------------------|-------|-------------|-------------|
| | | 31.03.2008 | 31.03.2007 |
| | | | |
| | | (Rupees) | (Rupees) |
| SCHEDULE 14 | | | |
| PERSONNEL EXPENSES | | | |
| Salary & Other employees benefits | | 123,036,156 | 138,304,343 |
| Medical & Insurance Expenses | | 2,215,852 | 2,175,363 |
| Staff Welfare Expenses | | 2,847,655 | 2,402,905 |
| | TOTAL | 128,099,663 | 142,882,611 |
| SCHEDULE 15 | | | |
| ADMINISTRATIVE EXPENSES | | | |
| Advertisement and Publicity | | 19,616,971 | 10,662,416 |
| Remuneration to auditor-Audit fees | | 392,856 | 395,458 |
| Business & Sales Promotions | | 2,337,062 | 3,131,244 |
| Charity & Donation | | 9,368,151 | 457,800 |
| Computer Maintenance Expenses | | 911,985 | 762,992 |
| Electricity and Water Charges | | 677,993 | 138,246 |
| nterest on Tax | | 7,891 | 6,295 |
| General/Miscellaneous Expenses | | 1,092,444 | 984,338 |
| nsurance Premium | | 228,120 | 87,452 |
| egal & Professional Charges | | 65,865,542 | 30,384,351 |
| Rates & Taxes | | 515,004 | 1,996,387 |
| Directors' Sitting Fees | | 97,000 | 116,000 |
| lembership & Subscription | | 230,851 | 79,945 |
| Postage and Telegrams | | 430,386 | 363,041 |
| rinting and Stationery | | 1,940,517 | 1,921,521 |
| Rent and Lease Expenses | | 6,386,155 | 5,004,280 |
| epairs and Maintenance | | 5,666,836 | 2,874,927 |
| ecurity Services Charges | | 303,498 | 254,722 |
| elephone Expenses | | 3,267,898 | 3,269,030 |
| ender Expenses | | 90,836 | 28,000 |
| ravelling and Conveyance -Directors | | 1,795,235 | 1,549,275 |
| ravelling and Conveyance -Other | | 3,886,405 | 3,716,496 |
| Vealth Tax | | 138,794 | - |
| Other Administrative Expenses | | - | 437,465 |
| Preliminary Expenses W/off | | - | 92,443 |
| | | | |

| | AS AT | ASAT |
|------------------------------|------------|------------|
| | 31.03.2008 | 31.03.2007 |
| | (Rupees) | (Rupees) |
| SCHEDULE 16 | | |
| FINANCIAL CHARGES | | |
| Interest & Financial Charges | 43,001,012 | 42,312,449 |
| Bank Charges | 14,407,356 | 2,144,984 |
| TOTAL | 57,408,368 | 44,457,433 |

SCHEDULE 17

Significant Accounting policies and notes to accounts to the Consolidated Balance Sheet & Profit and Loss Account

A. Statement of Significant Accounting Polices

The significant accounting policies adopted by the Company and its subsidiaries (hereinafter referred to as the Vipul Limited "Group") in respect of these Consolidated Financial Statement, are set out below:

1) Principles of consolidation

The Consolidated Financial Statements have been prepared on the basis of Accounting Standard-21, issued by the Institute of Chartered Accountants of India read with the following assumptions:

- The financial statements of the parent company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and inter group transactions.
- The consolidated financial statement are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the parent company's separate financial statement unless stated otherwise.
- The difference between the costs of investments in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the Financial Statements as Goodwill or Capital Reserve as the case may be.
- Goodwill arising out of consolidation is not being amortized.
- Minority Interest share of Net Profit/Loss of Consolidated Subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to the shareholders of the Company.
- Minority Interest's share of Net Assets of Consolidated Subsidiaries is identified and presented in the Consolidated Balance Sheet separately from liabilities and the equity of the Company's Shareholders.

2) Basis of Accounting

The accounts are prepared on the accrual concept of accounting under the historical cost convention and on the basis of going concern.

3) Investments

Investments other than in subsidiaries and associates have been accounted as per Accounting Standard-13 on "Accounting for Investments".

4) Other Significant accounting policies

These are setout under "Significant Accounting Policies" as given in the Standalone Financial Statements of the parent company and its subsidiaries.

B. Notes to Accounts

1. These accounts represent consolidated accounts of the Company, its Subsidiaries, all incorporated in India, as follows:

| S.No | Name of Subsidiaries | Relationship | Shareholding as at March 31, 2008 |
|------|--|--------------|-----------------------------------|
| 1 | URR Housing and Construction Private Limited | Subsidiary | 100% |
| 2 | Ritwiz Builders and Developers Private Limited | Subsidiary | 100% |
| 3 | Meadows Golf Villas Private Limited | Subsidiary | 100% |
| 4 | Landmark Suit Private Limited | Subsidiary | 100% |
| 5 | Metex Finance Private Limited | Subsidiary | 100% |
| 6 | D N Sons Agro Private Limited | Subsidiary | 100% |
| 7 | Pushpendra Investment Private Limited | Subsidiary | 100% |
| 8 | PCMJ Buildcom Private Limited | Subsidiary | 100% |
| 9 | Entrepreneures (Calcutta) Private Limited | Subsidiary | 100% |
| 10 | Vipul Eastern Infracon Pvt Ltd | Subsidiary | 100% |
| 11 | Vipul Hospitality Limited | Subsidiary | 100% |
| 12 | Vipul SEZ Developers Private Limited | Subsidiary | 51% |
| 13 | PKB Buildcon Private Limited | Subsidiary | 51% |
| 14 | PKBK Buildwell Private Limited | Subsidiary | 51% |
| 15 | KST Buildwell Private Limited | Subsidiary | 51% |

^{2.} One Subsidiary, Classic Real Estate Developers Pvt. Ltd. has not been taken in the Consolidated financial statement as the control is temporary as envisaged by the management.

^{3.} As there are long term constraints for transfer of funds, accounting of investments in shares of Associate Companies viz. Mudra Finance Ltd and Ngenox Technologies Pvt. Ltd, (in which Vipul is holding 33.33% and

Vipul Limited

50% of the total paid up capital respectively) has not been done under the Equity method in terms of Accounting Standard 23 issued by the Institute of Chartered Accountants of India.

4. Contingent Liability

Contingent liabilities are not provided for in the books of account and are disclosed by way of notes to the accounts of the respective companies.

5. The deferred tax Assets/ liability has been arrived as follows:

(in Rs.)

| Deferred Tax Assets/(Liabilities) | As at 01.04.2007 | Charged to Profit & Loss Account | As at 31.03.2008 |
|--|------------------|--|------------------|
| Deferred Tax Assets : | | | |
| Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the income tax calculation | 3,26,597 | 9,85,494 | 13,12,091 |
| Others | Nil | Nil | Ni |
| Total | 3,26,597 | 9,85,494 | 13,12,091 |
| Net Deferred Tax Assets | 3,26,597 | 9,85,494 | 13,12,091 |

6. Managerial remuneration (paid or payable during the year)

Amount (in Rupees)

| Particulars | 31 st March, 2008 | 31 st March, 2007 |
|--------------------------------|------------------------------|------------------------------|
| Salary & other allowance | 60,00,000 | 81,56,492 |
| Contribution to Provident Fund | Nil | 2,25,581 |
| Other benefits & perquisites | 3,98,783 | 1,577,672 |
| Total | 63,98,783 | 99,59,745 |

- 7. Reserve shown in the Consolidated Balance Sheet represents the Group's share in the respective reserves of the Group Companies. Retained earnings comprise general reserve and Profit & Loss Account.
- 8. The figures of parent company and subsidiary companies have been regrouped and rearranged wherever necessary. The details pertaining to related parties transactions are shown in a separate sheet in point numbers 8A & 8B.

8(A) RELATED PARTY DISCLOSURES

Related parties are classfied as:

Wholly-owned Subsidiaries:

- 1 URR Housing Construction Pvt Ltd
- 2 Ritwiz Builders & Develoers Pvt Ltd
- 3 Meadows Golf Villas Pvt Ltd
- 4 Landmark Suit Pvt Ltd
- 5 Metex Finance Pvt. Limited
- 6 D N Sons Agro Pvt Ltd
- 7 Pushpendra Investments Pvt. Limited
- 8 P C M J Buildcom Pvt Ltd
- 9 Entrepreneurs (Calcutta) Pvt. Ltd.
- 10 Vipul Eastern Infracon Pvt. Ltd.
- 11 Vipul Hospitality Limited

Other Subsidiaries:

- 1 Vipul SEZ Developers Pvt. Ltd.
- 2 KST Buildwell Pvt Ltd
- 3 PK B K Buildwell Pvt Ltd
- 4 PKB Bulidcon Pvt Ltd
- 5 Classic Real Estate Developers Pvt. Ltd.

Entities Having Common Key Management Personnel:

- 1 S.U Finance Limited
- 2 Whitfield Infrastructure Developers Pvt. Ltd

- 3 Laxpo Company Pvt. Ltd
- 4 Millennium Plaza Ltd
- 5 Sarvamangalam Builders & Developers Pvt. Ltd
- 6 Limelight Towers Pvt. Ltd
- 7 Vipul Facility Management Pvt. Ltd
- 8 Vipul Laing O'Rourke Pvt. Ltd.
- 9 Aman Resorts pvt Ltd
- 10 Exact Developers & Promoters Pvt Ltd
- 11 Silverstone Developers Pvt. Ltd.

Key Management Personnel (Director):

1 Mr Punit Beriwala

Relatives of Key Management Personnel

- 1 Mrs.Bimla Devi Beriwala
- 2 Mrs.Sunita Beriwala
- 3 Punit Beriwala(HUF)

Associates

- 1 Vipul Karamchand SEZ Pvt. Ltd.
- 2 Mudra Finance Ltd.



| | ntes | 2006-07 | | | 230,690,433 | | | | | | | | | | | | | | | 53,576,591 | | | | |
|--|--|---------|---------|------------------------|-------------------------|-----------------------------|---------------------------------|-----------------|---------------------------------|---------------------------------|--------------------------------|--|------------------------------|----------------------------|-------------------------|--------------------------------|----------------------|--------------------------|-----------------------|----------------------|-------------------------|------------------------|--------------------------|---|
| (In Rs) | Associates | 2007-08 | | | 255,275,833 | 511,149,800 | | | | | | | | | | | | | 117,709,604 | 113,706,856 | | | | |
| s under: | Relatives of Key Management Personnel (Director) | 2006-07 | | | • | | 134,143,676 | 263,340 | | | | | | | | | | | | 130,507,450 | | | 263,340 | |
| ss are as | Relative Manaç Personne | 2007-08 | | | | | 260,000 | 3,930,916 | | | | | | | | | | | | 130,767,450 | | | | |
| of busine | Key Management Personnel (Director) | 2006-07 | | | | | , | | | | | | 9,959,745 | 116,000 | | | | | | | | | | |
| course | Key Managemores Personnel (Director) | 2007-08 | | | 11,320,112 | | | | | | | | 6,398,783 | 97,000 | | | | | | | | | | |
| າ ordinary | Having on Key t Personnel | 2006-07 | | | 44,379,622 | | | 405,600 | 30,899,716 | 1,337,862 | 16,300,000 | 20,522,886 | | | 597,000,000 | | | 992,671 | 81,020,614 | | 597,000,000 | 20,163,276 | 4,578,341 | 22,300,000 |
| ied out ir | Entities Having Common Key Management Personnel | 2007-08 | | | 37,188,904 | | | | 3,172,298 | 1,528,986 | 41,850,000 | 9,305,137 | | | | | | 992,671 | 85,959,518 | | 541,700,000 | 11,956,434 | 4,066,773 | 64,150,000 |
| ions carr | iaries | 2006-07 | | 341,973,159 | | | | 2,953,470 | | | | | | | | | 16,988,146 | 328,234,799 | | | | | 763,570 | |
| transact | Other Subsidiaries | 2007-08 | | 36,839,591 | 1 | | | 984,490 | | | | | | | | | 4,092,931 | 335,913,534 | | | | | | |
| ed parties | Wholly-owned Subsidiaries | 2006-07 | • | | ' | | | | | | | | | | | | | | | | | | | |
| ant relat | Wholls | 2007-08 | • | | · | | | | | | | | | | | | | | | · | | | | |
| 8 (B) Summary of significant related parties transactions carried out in ordinary course of business are as under: (In Rs | SI. Description No. | | 1 Loans | 2 Advances Recoverable | 3 Project Advances Paid | 4 Project Advances Received | 5 Advance Against Flat Received | 6 Rent Received | 7 Maintenance Services Received | 8 Maintenance Services Provided | 9 Share Application Money Paid | 10 Management Consultancy Service Provided | 11 Remuneration to Directors | 12 Director's Sitting Fees | 13 Project Contribution | 14 Balance as on 31st March 08 | i) Loans Recoverable | ii) Advances Recoverable | iii) Project Advances | iv) Advances Payable | v) Project Contribution | vi) Creditors/Payables | vii) Debtors/Receivables | vii) Investment in Shares/Share appl. money |

| <u>چ</u> ی | 8 (B) (2) FINANCIAL DETAILS OF COMPANIES ACT, 1956 FORMINO | | ARIES AS F CONSO | REQUIRED LIDATED FI | SUBSIDIARIES AS REQUIRED BY THE APPROVAL GRANTED UNDER SECTION 212(8) OF THE GPART OF CONSOLIDATED FINANCIAL STATEMENTS | PROVAL | GRANTE | D UNDER | SECTION | 212(8) OF | 표 |
|------------|---|--------------------|---------------------|------------------------|---|-------------|------------|-------------------------|--|------------------------|----------|
| S. No. | Name of the Subsidiary | Paid up Capital | Reserves | Total Assets | Total Liabilities | Investments | Turnover | Profit Before Tax | Provision for Tax (including adjustments) | Profit After Tax | Proposed |
| - | Ritwiz Builders & Develoers Pvt Ltd | 200,000 | 365,441 | 420,623,267 | 420,623,267 | 1 | 43,000 | 6,049 | 1,720 | 4,329 | |
| 7 | URR Housing Construction Pvt. Ltd. | 200,000 | 1 | 127,329,419 | 127,329,419 | • | 35,969 | 4,819 | 1,280 | 3,539 | |
| က | Landmark Suit Pvt. Ltd. | 992,000 | 1,191,998 | 13,302,922 | 13,302,922 | ' | 35,000 | 18,445 | 7,960 | 10,485 | |
| 4 | Meadows Golf Villas Pvt. Ltd. | 3,000,000 | 1 | 15,853,853 | 15,853,853 | • | 62,055 | 38,026 | 12,570 | 25,456 | |
| 2 | Metex Finance Pvt. Ltd. | 200,000 | 7 | 80,097,995 | 180,097,995 | • | 35,000 | (25,554) | | (25,554) | |
| 9 | D.N Sons Agro Pvt. Ltd. | 200,000 | | 42,673,420 | 42,673,420 | • | 35,000 | 17,308 | 5,630 | 11,678 | |
| _ | Pushpendra Investment Pvt. Ltd. | 542,000 | 000'089 | 172,681,872 | 172,681,872 | • | 35,000 | (67,772) | 1 | (67,772) | |
| ω | PCMJ Buildcom Pvt. Ltd. | 100,000 | ı | 67,888,206 | 67,888,206 | • | 35,202 | 6,590 | 3,850 | 2,740 | |
| တ | Entrepreneurs (Calcutta) Pvt. Ltd. | 64,620,000 | | 742,481,123 | 742,481,123 | 33,502,238 | 20,575,023 | (2,691,343) | 25,889 | (2,665,454) | |
| 9 | Vipul Eastem Infracon Pvt. Ltd. | 26,218,600 | 9,715,408 | 122,808,338 | 122,808,338 | ' | • | ' | | ' | |
| ₽ | Vipul Hospitality Ltd. | 200,000 | 1 | 165,542,526 | 165,542,526 | • | 1 | (58,015) | • | (58,015) | |
| 5 | K S T Buildwell Pvt Ltd | 100,000 | 1 | 17,932,561 | 17,932,561 | • | 35,000 | (069) | 3,210 | 2,520 | |
| ೮ | PK B K Buildwell Pvt Ltd | 100,000 | 1 | 329,749,158 | 329,749,158 | • | 35,000 | (6,018) | 098'9 | 842 | |
| 4 | P K B Bulidcon Pvt Ltd | 100,000 | 2,618 | 22,239,349 | 22,239,349 | • | 35,000 | 154 | (2,690) | 2,844 | ı |
| 5 | Vipul S E Z Developers Pvt Ltd | 100,000 | 1 | 1,928,948,791 | 1,928,948,791 | 300,000 | 1 | • | • | • | ' |



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2008

| | Particulars | | Year Ended | | Amount In Rupee Year Ended |
|----|---|-----------------|-----------------|-----------------|-------------------------------|
| | | | 31st March 2008 | | 31st March 2007 |
| Δ | CASH FLOW FROM OPERATING ACTIVITY | | | | |
| Λ. | Net Profit before Tax, appropriation, and | | | | |
| | extra-Ordinary items | 667,875,105 | | 632,144,426 | |
| | Depreciation | 12,383,430 | | 7,198,374 | |
| | Preliminary Expenses W/O | 82,526 | | 92,443 | |
| | Loss/(Profit) on sale of Fixed Asset | (1,233) | | 357,876 | |
| | Profit on sale of Security | (500,000) | | (1,278,852) | |
| | Interest and Finance Charges | 43,000,023 | | 42,350,623 | |
| | Interest Income | (51,483,526) | | (8,912,879) | |
| | Operating Profit before Working Capital C | | 671,356,325 | (0,912,079) | 671,952,011 |
| | Adjusted for | manges | 07 1,330,323 | | 071,932,011 |
| | Tax Paid/TDS during the year | (179,277,896) | | (151,188,089) | |
| | Current Assets Changes | 1,770,622,845 | | (852,476,427) | |
| | Current Liabilities Changes | (2,711,185,031) | | 2,490,858,148 | |
| | Inventories Changes | (1,210,014,602) | | (1,592,809,970) | 1 |
| | inventories changes | (1,210,014,002) | (2,329,854,684) | (1,002,000,010) | (105,616,338) |
| | Cash generated from operation | | (1,658,498,359) | | 566,335,673 |
| | NET CASH FROM OPERATING ACTIVITY | | (1,658,498,359) | | 566,335,673 |
| R | CASH FLOW FROM INVESTING ACTIVITY | | (1,000,400,000) | | |
| ٥. | Sale of Fixed Asset | 175,048 | | 4,713,801 | |
| | Purchase of Fixed Asset | (81,504,763) | | (12,524,541) | |
| | Goodwill on Consolidation | (997,537,932) | | (951,926,248) | |
| | Interest Received | 51,483,526 | | 8,912,879 | |
| | Sale of Security | 1,500,000 | | 1,278,852 | |
| | Investment Changes | 1,001,810,826 | | 53,004,748 | |
| | NET CASH FLOW FROM INVESTING ACTIV | | (24,073,295) | 00,004,740 | (896,540,509) |
| C. | CASH FLOW FROM FINANCING ACTIVITY | | (24,070,200) | | (030,040,003) |
| • | Interest and Finance Charges | (43,000,023) | | (42,350,623) | |
| | Issue Of Shares | 8,387,680 | | 1,500,000 | |
| | Securities Premium | 2,321,283,830 | | .,000,000 | |
| | Dividend Paid to equity shareholders | (21,056,376) | | (5,817,943) | |
| | Consolidation Adjustment | (104,586,354) | | (68,278,957) | |
| | Minority Interest | (44,380) | | 44,380 | |
| | Proceeds from Unsecured Loans | 100,000,000 | | (1,471,833,525) | 1 |
| | Proceeds from Secured Loans | (598,793,563) | | 1,917,032,817 | |
| | Transfer of Preliminary Exps WIP | - | | 18,698,113 | |
| | NET CASH FLOW FROM FINANCING ACTIV | /ITY | 1,662,190,814 | 10,000,110 | 348,994,262 |
| | Total (A+B+C) | | (20,380,840) | | 18,789,426 |
| | Net (Decrease)/Increase in Cash and Cas | h Equivalents | (20,380,840) | | 18,789,426 |
| | Cash and Cash Equivalents (Opening Bala | | 227,107,996 | | 208,099,727 |
| | Cash and Cash Equivalents (Closing Bala | | 206,727,156 | | 226,889,153 |
| _ | Cach and Cash Equivalents (Closing Bala | | 200,727,100 | | 220,000,100 |

For L.B. Jha & Co. For & on behalf of the Board of Directors of

Chartered Accountants Vipul Limited

(Satyabrata Pati) **Punit Beriwala** Rajesh Batra Director **Partner Managing Director**

Membership No-95080

Place: New Delhi H.S.Rawat **Atul Banshal Date: 30th June 2008 Company Secretary** Sr. General Manager (F&A)

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VIPUL LIMITED

Regd. Office: 9-A, 3rd Floor, Vasant Square Mall, Sector-B, Pocket-5 Vasant Kunj, New Delhi-110 070

ATTANDANCE CARD 17TH ANNUAL GENERAL MEETING

Tuesday, 23rd December, 2008

| Folio No. | No of | Shares |
|---|--|--|
| DP ID | Client | ID |
| Name | | |
| Address | | |
| | 7th Annual General Meeting of the Company beir a Sai International Center, Pragati Vihar, Lodhi Ro | |
| Proxy's Name(if applicable) | | |
| Proxy's Signature | Member's Signatur | re |
| Note: Members are requested to Registered Office of the Community | | |
| | | . — — — — — — — — |
| Regd. Office : 9 | VIPUL LIMITED A, 3rd Floor, Vasant Square Mall, Sector-B, Poc Vasant Kunj, New Delhi-110 070 | cket-5 |
| | FORM OF PROXY | |
| I/We | | |
| of | | being a member/members of |
| , , , , , | | |
| | or failing him or failing him, | |
| of | or railing film, | |
| as my/our proxy to vote for me/us of | n my/our behalf at the 17th Annual General Mee cember, 2008 at Sri Sathya Sai International Cent nt thereof. | |
| Dated day of | 2008 | Affix Rs. 1.00 |
| For Office Use only Proxy No. | | Revenue Stamp Member's Signature |
| | | |

Notes:

- 1. The form should be signed across the stamp as per specimen signature registered with the Company.
- 2. The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the Meeting.
- 3. A Proxy need not be a Member.