

RADHE DEVELOPERS (INDIA) LIMITED

14th ANNUAL REPORT 2007-2008

REGISTERED OFFICE

1ST Floor, Chunibhai Chambers,
Ashram Road, Ahmedabad-380009

AUDITORS

M/S. R CHOUDHARY & ASSOCIATES
Chartered Accountants

NOTICE

Notice is hereby given that 14th Annual General Meeting of the Members of RADHE DEVELOPERS (INDIA) LIMITED will be held on Tuesday, September 30, 2008 at 10.00 a.m. at the Registered office of the Company at 1st Floor, Chunibhai Chambers, Ashram Road, Ahmedabad - 380009 Gujarat to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2008 and Profit & Loss Account on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint Director in place of Shri Alok Vaidya, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Director in place of Shri Nirav Desai, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Statutory Auditors M/s. R. Choudhary & Associates, Chartered Accountants, Ahmedabad to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

By Order of the Board
For, RADHE DEVELOPERS (INDIA) LIMITED

Date : 02/09/2008
Place : Ahmedabad

Sd/-
ASHISH P. PATEL
MANAGING DIRECTOR

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be the member of the company.
2. The Instrument of proxies in order to be effective must be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
3. The register of members and share transfer book shall remain closed on 27.9.2008 to 30.9.2008 (both days inclusive) for the purpose of annual general meeting.
4. Members are requested to intimate the change in their address, if any, immediately to the Company's Registrars, M/s MCS Limited 101, Shatdal Complex, 1st Floor, Ashram Road, Ahmedabad - 380009
5. Members/Proxies are requested to bring their Attendance Slip duly filled up for attending the Meeting.

By Order of the Board
For, RADHE DEVELOPERS (INDIA) LIMITED

Date : 02/09/2008
Place : Ahmedabad

Sd/-
ASHISH P. PATEL
MANAGING DIRECTOR

RADHE DEVELOPERS (INDIA) LIMITED

1st Floor, Chunibhai Chambers, Ashram Road, Ahmedabad -9.

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure presenting you the 14th Annual Reports of the company together with the Audited Accounts for the year ended on March 31, 2008.

FINANCIAL RESULTS:

The Operating results of your Company for the period under review are as follows:

(Amount in Rs.)

PARTICULARS	Current Year 31-3-2008	Previous Year 31-3-2007
Profit / (Loss) before Depreciation & Tax	28774783	6285287
Depreciation	776272	759870
Profit / (Loss) before Tax	27998511	5525417
Tax Provisions	10450000	2190000
Deferred Tax	(37251)	(1781249)
Fringe Benefit Tax	50000	45629
Profit / (Loss) after tax	17535762	5071037
Balance of previous year brought forward	(16941854)	(22012892)
Profit / (Loss) carried forward to Balance Sheet	593907	(16941854)

DIVIDEND:

Your Directors do not recommend any dividend for the year.

PERFORMANCE

The profit before depreciation and tax was at Rs. 28774783 as against previous year Rs. 6285287. The depreciation was at Rs. 776272 as against previous year Rs. 759870. The profit after tax was at Rs. 17535762 as against Rs. 5071037. The board is exploring possibility of other profitable venture and is hopeful of improved result in years to come.

DIRECTORS:

Shri Alok Vaidya and Nirav Desai, Directors of the Company retire by rotation and being eligible offers themselves for reappointment. Members are requested to reappoint them.

CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the listing agreement the report on Corporate Governance is attached which forms part of the Directors Report.

AUDITORS AND AUDIT REPORT

M/s R. Choudhary & Associates, Chartered Accountants, the Auditors of the Company retire at the conclusion of the 14th Annual General Meeting & being eligible offer themselves for re-appointment. The Company has received a letter from the auditors of the Company stating that their appointment, if made will be within the limits specified in Section 224 (1B) of the Companies Act, 1956. Your Directors recommend their appointment.

The observations made by the Auditors' in their report are self-explanatory and therefore, do not call for any comments.

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

The company has no manufacturing activities. Hence there is no information to submit in respect of conservation and absorption of technology. There is no foreign exchange earnings and outgo.

DEPOSITS:

The Company has not accepted any deposits coming under the provisions of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of deposits) Rules 1975.

Listing Fees :

The company has paid the listing fees of the Bombay Stock Exchange Limited whereas the listing fees of the Ahmedabad Stock Exchange remains unpaid.

PARTICULARS OF EMPLOYEES UNDER SECTION 217(2A):

The provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1988, as amended are not applicable to the Company, as there are no employees whose remuneration is in excess of the limits prescribed.

DIRECTORS' RESPONSIBILITY STATEMENT:

As required under Section 217 (2AA) of the Companies Act, 1956 your Directors' confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii. 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 for the period ended on March 31, 2008 and of the profit or loss of the Company for the year ended on that date.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their gratitude for the valuable assistance and co-operation extended by the Bankers, vendors, customers, advisors, the general public and for the valued efforts and dedication shown by the Company employees at all levels. Your Directors also sincerely acknowledge the confidence and faith reposed by the shareholders of the Company.

**By Order of the Board
FOR RADHE DEVELOPERS (INDIA) LIMITED**

Date : 2nd September, 2008
Place : Ahmedabad

Chairman

Annexure to the Directors' Report
CORPORATE GOVERNANCE REPORT
COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Annexure to the Directors Report
CORPORATE GOVERNANCE DISCLOSURE

In Compliance with clause 49 of the Listing Agreement with Stock Exchange, the matters mentioned in the said clause and practice as followed by the Company:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy is to conduct its affairs in a manner which is transparent, Clear and evident to those dealing with or having a stake in the company namely shareholders, lenders, creditors and employees. The Company's philosophy on corporate Governance is thus concerned with the ethics and values of the Company and its Directors, who are expected to act in the best interest of the Company and remain accountable to share holders and other beneficiaries for their action.

The Company is committed to provide high quality product and services to its customers and stakeholders, because the company believes that its long-term survival is entirely dependent on good corporate governance.

2. BOARD OF DIRECTORS:

The present strength of the Board of Directors is 5 (five). The Board of the Company comprises of a 2 executive Director and three independent Directors as on 31st March 2008.

Attendance of each Director at the Board Meetings and last Annual General Meeting :

Sr.No	Name of Directors	Designation	Board Meeting Attended	Attendance at Last AGM	No. of Directorship in other Public Companies	No. of Chairmanship Membership in othe Board/ Committees
1.	Ashish P. Patel	Managing Director	7	Yes	2	Nil
2.	Praful C. Patel	Chairman cum Director	7	Yes	1	Nil
3.	Prakash Shah	Independent and Non – Executive Director	7	Yes	Nil	Nil
4	Nirav Desai	Independent and Non – Executive Director	7	Yes	Nil	Nil
5	Alok Vaidya	Independent and Non – Executive Director	7	Yes	Nil	Nil

Seven Board meetings were held during the year. The dates of Board meeting are as : 30/4/2007, 31/07/2007, 31/10/2007, 05/11/2007, 28/12/2007, 31/12/2007 and 31/1/2008

The information required to be given for the Directors seeking reappointment at the Annual General Meeting as per clause 49 (VI) is as under :

Name of the Director	Alok Vaidya
Father Name	Hrishikesh Vaidya
Date of Birth	15 – 10 – 1955
Date of Appointment	14 th March, 2005
Qualification	Commerce Graduate
Name of the Public limited Companie(s) in which he is a director other than Radhe Developers (India) Limited	Nil
Specific functional Areas	He has expertise in the field of finance, accountancy and administration

Name of the Director	Nirav Desai
Father Name	Dilipkumar Desai
Date of Birth	28 - 02 - 1970
Date of Appointment	15 th March, 2005
Qualification	Civil Engineer
Name of the Public limited Company(s) in which he is a director other than Radhe Developers (India) Limited	Nil
Specific functional Areas	He has expertise in the field of finance, accountancy and administration

3. REMUNERATION TO DIRECTORS :

Sr. No.	Name of Directors	Salary Rs.	Benefits Rs.	Commission Rs.	Meeting Fees Rs.	Total Rs.
1.	Ashish P. Patel	Nil	Nil	Nil	Nil	Nil
2.	Praful C. Patel	Nil	Nil	Nil	Nil	Nil
3.	Prakash Shah	Nil	Nil	Nil	Nil	Nil
4.	Nirav Desai	Nil	Nil	Nil	Nil	Nil
5.	Alok Vaidya	Nil	Nil	Nil	Nil	Nil

4. BOARD COMMITTEES:

The Company is following the procedures and practices in conformity with the code of corporate governance in keeping with the spirit of the code. The board has constituted the following committees:

A. AUDIT COMMITTEE:

The Board of Directors of the Company has constituted an audit committee pursuant to the provisions of Section 292A of the Companies Act, 1956 to ensure full compliance will all the relevant provisions including code of corporate governance.

The Audit Committee is comprising of 3 (three) members composed of Shri Nirav Desai [Chairman], Shri Alok Vaidya, Member and Shri Prakash Shah, Member of the audit committee. The audit committee carries out functions enumerated in the listing agreement and section 292A of the Companies Act, 1956.

During the year under the review the audit committee met 5 (Five) times on 30/4/2007, 31/7/2007, 1/09/2007, 31/10/2007 and 31/1/2008.

B. REMUNERATION COMMITTEE:

- I. Remuneration committee not being a statutory requirement has not been constituted.
- II. Remuneration of employees mainly consists of fixed salaries i.e. Basic pay allowances and perquisites, which varies with different grades and is related to the qualification experience and responsibilities shared by the employees:-

C. SHAREHOLDERS COMMITTEE :

Share Transfer and Investors Grievance Committee:

The shareholder's investors Grievance Committee comprises of Mr. Alok Vaidya [Chairman], Shri Prafulbhai Patel and Shri Ashish Patel - as members. The Share Transfer committee approves transfers, transmission issue of duplicate share certificates, approval of demat position. The investors Grievance committee consisted of the aforesaid members look after the matters related to the grievances of the shareholders as and when received. During the period all the complaints received by the company were resolved to the satisfaction of the complainants. At the end of the period there is no pending share transfer of complaints.

5. GENERAL BODY MEETINGS:

The last three annual General Meetings were held as under:

Sr. No.	Financial Year	Date	Time	Location
1	2004-2005	31/8/2005	9.30 a.m.	Registered office of the company at 1 st Floor, Chunibhai Chambers, Ashram Road, Ahmedabad – 380009
2	2005-2006	07/07/2006	9.30 a.m.	Registered office of the company at 1 st Floor, Chunibhai Chambers, Ashram Road, Ahmedabad – 380009
3	2006 - 2007	28/09/2007	9.30 a.m.	Registered office of the company at 1 st Floor, Chunibhai Chambers, Ashram Road, Ahmedabad – 380009

The company has passed special resolution at the annual general meeting held on 31st August, 2005 and on 28th September, 2007. However the company has passed special resolution at the annual general meeting held on 7th July, 2006. No resolution was proposed to be passed through postal ballot. No resolution is propose to pass through postal ballot at this annual general meeting.

6. MEANS OF COMMUNICATION:

Your company complies with Clause 41 of the Listing Agreement. Quarterly Results, Annual Result and other statutory publications are being normally published in The News Line (Gujarati) & CHANAKYANI POTHII (English).

7. CODE OF CONDUCT

The Board of Directors has already adopted the Code of Ethics and Business Conduct for the Directors and Senior Management personnel. This code is a comprehensive code applicable to all Directors, Executive as well as Non – executive and members of the Senior Management. The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them. A declaration given by the Managing Director and CEO is given below :

The Company has obtained from all the members of the Board and Senior Management Personnel of the Company, affirmation that they have complied with the Code of Ethics and Business Conduct framed for Directors and Senior Management Personnel in respect of the financial year 2007 – 2008."

(Ashish Patel)
(Managing Director)

Subsidiary Company : The Company does not have any subsidiary company.

8. GENERAL SHAREHOLDER INFORMATION:

(i) Annual General Meeting Date, Time and Venue	Date : 30 th September, 2008 Time : 10.00 A.M. Venue: Registered Office at 1 st Floor, Chunibhai Chambers, Ashram Road, Ahmedabad – 380009
(ii) Financial Calendar Year	1 st April, 2007 to 31 st March, 2008
(iii) Date of Book Closure	27 th September, 2008 to 30 th September, 2008 (both days inclusive)
(iv) Dividend Payment Date	Not applicable
(v) ISIN No. for ordinary shares of the company in Demat form	INE986B01010
(vi) Registered Office	1 st Floor, Chunibhai Chambers, Ashram Road, Ahmedabad – 380009
(vii) Registrar and Transfer Agent	MCS Limited
(viii) Plant Locations	Not applicable
(ix) Investor Correspondence	Radhe Developers (India) Limited 1 st Floor, Chunibhai Chambers, Ashram Road, Ahmedabad – 380009
(x) Means of Communication	The company sends its quarterly results to Stock Exchange. The Company also publishes the quarterly results in newspaper.
(xi) Any Website where it displays official releases	No
(xii) Any presentation made to the institutional Investor and Analyst	No
(xiii) Is half yearly report sent to the shareholders	No
(xiv) Whether Management Discussion and Analysis is a part of this report	Yes
(xv) Share Transfer System	The work of physical share transfer is handled by Registrar and Transfer Agent.
(xvi) Listing and Stock Code	Bombay Stock Exchange – 531273 Ahmedabad Stock Exchange -
(xvii) The name and address of Stock Exchanges where Company is Listed	1. The Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 2. The Ahmedabad Stock Exchange, Limited Kamdhenu Complex, Panjrapole, Ahmedabad - 380015
(xviii) Email Address for Investors Correspondence / Complaints	radhe_ltd@yahoo.co.in

9. FINANCIAL CALENDER:

Report Period	:	1 st April, 2007 to 31 st March, 2008
First Quarter Result	:	Last week of July, 2007
Half Quarter Result	:	Last week of October, 2007
Third Quarter Result	:	Last week of January, 2008
Fourth Quarter Result	:	Last week of April, 2008

10. STOCK PRICE DATA :

Price Information :

High and low price of shares and its comparison with BSE sensex				
Month and Year	Share Prices of the Company quoted on Bombay Stock Exchange		BSE Sensex	
	High	Low	High	Low
April, 2007	22.00	18.30	14383.72	12425.52
May, 2007	19.80	16.00	14576.37	13554.34
June, 2007	17.25	14.20	14683.36	13946.99
July, 2007	18.51	14.40	15868.85	14638.88
August, 2007	15.90	12.85	15542.40	13779.88
September, 2007	25.45	14.25	17361.47	15323.05
October, 2007	20.95	15.15	20238.16	17144.58
November, 2007	22.00	13.50	20204.21	18182.83
December, 2007	69.00	17.30	20498.11	18886.40
January, 2008	142.70	68.85	21206.77	15332.42
February, 2008	110.85	78.45	18895.34	16457.74
March, 2008	92.00	44.90	17227.56	14677.24

The Stock price data is furnished on the basis of the data available on the website of Bombay Stock Exchange.

11. SHARE HOLDING PATTERN (AS ON 31-03-2008) :

(a) Categories of Shareholders (in %)		
Category	No. of Shares	% of holding to total
Promoters, Directors, & Associates	2908084	28.57
Bodies Corporates	1125897	11.06
NRIs	148936	1.46
Mutual Funds, Financial Institution / Banks	81100	0.79
Foreign Institutional Investors	74199	0.73
Others	5841684	57.39
Total:	10179900	100

(b) Distribution of Shares holding as on 31.03.2008

Number of Equity Shares	Number of Equity shareholders	Total number of Equity shares
1 – 500	7906	1151536
501 – 1000	581	492566
1001 – 2000	280	436601
2001 – 3000	99	254332
3001 – 4000	53	190393
4001 – 5000	51	241336
5001 – 10000	67	511460
10001 – 50000	89	2003874
50001 – 100000	17	1192910
100001 & Above	11	3704892
TOTAL	9154	10179900

DEMATERIALIZATION OF SHARES & LIQUIDITY:

As on 31st March, 2008 2497880 equity shares of the company are dematerialized with CDSL representing 24.54% of total capital. 5638610 equity shares are dematerialized with NSDL representing 55.39% of total capital. The Balance 2043410 equity shares representing 20.07% of total capital are held in physical form.

Auditors : M/s. R. Choudhary and Associates, Chartered Accountants

Compliance Officer : Mr. Ashish Patel, Managing Director

12. CORPORATE OFFICE:

1st Floor, Chunibhai Chambers, Ashram Road, Ahmedabad - 380009

DISCLOSURES

Outstanding Warrants :

The company has issued 15,000,000 convertible warrants which are convertible into equity shares.

Materially significant related party transactions

All the Related Party Transactions are forming part of the notes to the Balance Sheet. Other than those there was no materially significant related party transaction with its promoters, directors or the management, their subsidiaries or relatives etc. that had a potential conflict with the interest of the Company at large

Details of non compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or Securities and Exchange Board of India (SEBI) or any Authority on any matter related to capital markets during last three years: NIL

By Order of the Board

FOR RADHE DEVELOPERS (INDIA) LIMITED

Date : 2nd September, 2008

Place: Ahmedabad

Ashish Patel
Managing Director