

Nurtured to Grow



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FROM THE CHAIRMAN'S DESK

Dear Shareholders,

This Annual Report comes to you when we are not only faced with challenging economic conditions but also have suffered an irreparable loss of our guiding star, pillar of our strength, a colleague and a friend to many- Mr. Anukool Rishi. However to quote Martha Washington, "Our success depends upon our dispositions, and not upon our circumstances." Hence, at MVL we are today even more earnestly resolved to continuously endeavour towards exploring opportunities and creating new epicentres of growth. Thus accomplishing what we had set to achieve 6 years back. And fulfilling the dream of a strong, valued and viable MVL Limited- a dream envisaged by Anukool and shared by each of us.

2011- The year that was:

Beginning with the macro-economic developments, the year bygone saw the world reeling under the threat of collapse of European Union, the rising fiscal deficits of leading advanced economies as well as the increasing prices of commodities and oil. However, by and large, business and consumer sentiments remained positive and there has been a significant reduction in risk perception of the global economy.

On the home front, India's growth story remained positive in the longer run despite volatile market situation and signs of decreasing GDP growth rate. The country continues to remain one of the front-runners of economic growth across the world due to its burgeoning middle class and positive consumption pattern.

On micro-economic level, the real estate industry faced its own share of concerns. Cautious buyer sentiment prevailed all through 2011 due to adverse impact of the prevailing macro-economic factors. At one hand the industry saw rising home loan rates exert pressure on buyers, on the other hand, developers had been constrained by the rising costs of construction and debt.

Commercial and Retail sectors, however remained buoyant throughout 2011. Leasing activity in the office space realm remained healthy across major cities. Tier II and Tier III towns witnessed expansion of major retailers.

On account of delay in securing statutory approvals, the company could not launch many of its mainstream projects in 2011. This combined with other factors- slowing economy, tightening liquidity, rising debt costs and input costs has led to decline in top and bottom line in comparison to the previous year. However these projects are scheduled to be launched in the current year and would give major thrust to overall performance of the company.

2012- The Journey Forward:

Though overall macro-economic conditions are likely to keep investor sentiments at cautious levels, both in terms of FDIs and FII's, however, as the Indian economy continues to show resilience in 2012, foreign investors will gain in confidence and India will become attractive among competitive investment destinations.

The demand for commercial and retail space is expected to be stable with rent and capital value expected to increase, albeit marginally.

The residential sector is likely to continue seeing low absorption rate and incidence of new launches will decline. However, projects nearing completion or possession are likely to record healthy appreciation of capital values.

In the light of the above we believe that the commercial segment of the company will continue to perform.

In the residential segment, MVL Coral will see a new thrust to its sale due to the expected capital appreciation on account of possession being given to its existing customers. MVL IndiHomes- the budget home project by your company will also be nearing completion which will boost its sale further.

2012 will also see your company foray into hospitality segment. Its star project at Neemrana for which MVL is collaborating with an internationally renowned hospitality brand will be launched in the year. The project will establish your company as a valuable contributor to the hospitality sector.

MVL Rivercity- the premium township at Yamunanagar is also slated for launch this year. Targeted at the discerning customers of Yamunanagar and surrounding towns, we believe that given the high per capita income of the population and lack of modern lifestyles options in the region, the project will add to both top and bottom line of the company.

Our dear shareholders, we believe that challenges and opportunities are two sides of a coin for those armed with foresight, perseverance and courage. Given your continuing support we are confident of achieving operational excellence and enhancing fortunes of all members of MVL family.

Prem Adip Rishi
Chairman



OUR PROJECTS



MVL[™]
Coral[™]
An Integrated Residential Complex

MVL Coral is an Integrated Residential Complex located in Bhiwadi, Rajasthan. The tastefully planned development offers finest accommodation options and facilities in this fast developing town. Possession of Avenue 5 of the project has commenced.

MVL[™]
INDI Homes[™]
small space of, smart life.

MVL IndiHomes, a two BHK budget home project in Bhiwadi, is aimed at the masses. Fully equipped with power back-up, car parking, landscaping, community hall, convenience store for shopping etc., it is a complete value for money proposition. The project development is at advance stage.



MVL[™]
IBC[™]
India Business Centre

India Business Centre is a stylish and modern business complex in Gurgaon. It encompasses a state-of-the-art infrastructure with amenities required for the development and growth of any business. The project also offers furnished office space designed for SME's under the sub brand of 'FUTURESPACE'. The construction of this business centre is in full swing.



OUR PROJECTS



Located in Yamunanagar, Haryana, MVL Rivercity is envisaged to be a self-sufficient, high quality township spread over 124 acres. The project will incorporate lifestyle villas, plotted developments, a shopping mall, a luxury hotel and lots more.



MVL Ozio is a premium hospitality project located in Neemrana, Rajasthan in collaboration with an internationally renowned hospitality brand. The project will incorporate luxury hotel, resort & residences.



BOARD OF DIRECTORS

Mr. Prem Adip Rishi

Chairman

Mr. Praveen Kumar

Whole Time Director

Mr. Rakesh Gupta

Director

Mr. Vinod Malik

Director

Mr. Vinod Kumar Khurana

Director

Mr. Vijay Kumar Sood

Director

Mrs. Kalpana Gupta

Director

M/s Arun Kishore & Co.
Chartered Accountants, New Delhi

Statutory Auditors

Mr. Sushil Aggarwal

Vice President (Legal & Co. Affairs)

Ms. Nidhi Agarwal

Company Secretary

Bankers

Allahabad Bank

Canara Bank

Punjab National Bank

UCO Bank

Dena Bank

IFCI Limited

IFCI Venture Capital Funds Limited

Registered Office

B-86/1, Okhla Industrial Area

Phase-II, New Delhi-110020

Corporate Office

Tower-A, Ground Floor,

Millennium Plaza

Sector-27, Sushant Lok-I,

Gurgaon - 122002 (Haryana)



NOTICE

Notice is hereby given that the 5th Annual General Meeting of the Members of MVL Limited will be held on Saturday, 30th June, 2012 at 12:30 P.M. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi - 110054 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st December, 2011 and Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rakesh Gupta who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Kalpana Gupta who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Auditors of the Company and to fix their remuneration.

**By Order of the Board of Directors
For MVL Limited**

**Place: New Delhi
Date : 15th May, 2012**

**Sd/-
(Prem Adip Rishi)
Chairman**

Notes:

1. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself. Such a proxy need not be a member of the Company.**
2. **The enclosed proxy form, if intended to be used, should be returned duly filled, stamped and authenticated at the Registered Office of the Company not less than 48 hours before the scheduled time of the Meeting.**
3. The Register of Members and Share Transfer Books of the Company will remain closed from **25th June, 2012 to 30th June, 2012** (both days inclusive).
4. Members are requested to inform immediately any change in their registered address to the Company at its registered office.
5. The Company has entered into agreement with NSDL and CDSL for dematerialisation of shares. Members who still hold the shares of the Company in the physical form are advised to have their holdings dematerialized in their own interest through authorized depository participant.
6. Members are requested to bring their copies of Annual Report to the meeting.
7. **Appointment/ Re-appointment of Director(s):**

Pursuant to the provisions of Articles of Association, Mr. Rakesh Gupta and Mrs. Kalpana Gupta are retiring by rotation at the ensuing Annual General Meeting of the Company and shall be re-appointed. The brief resumes of such Directors and other information as per Clause 49 of the Listing Agreement with the Stock Exchanges are given in the Report on Corporate Governance.



DIRECTORS' REPORT

To the Members

Your Directors have immense pleasure in presenting the 5th Annual Report and Audited Statement of Accounts of the Company for the year ended 31st December, 2011.

FINANCIAL RESULTS

Particulars	(Rs. in lakh)	
	Year ended 31.12.2011	Year ended 31.12.2010
Total Income	15656.40	19369.50
Profit Before Tax	2121.59	2843.88
Profit after prior period adjustment	2121.59	2844.36
Less: Provision for Tax	680.88	949.97
Profit After Tax	1440.71	1894.39
Profit available for appropriation	5926.79	5036.63
Appropriation: -		
Proposed Dividend on Equity Shares	—	300.62
Provision for Dividend Tax	—	49.93
Transfer to General Reserve	200.00	200.00
Balance Carried Forward	5726.79	4486.08

FINANCIAL OUTLOOK AND OPERATIONS

During the year under review, despite volatile market conditions in real estate, Company recorded a Turnover of Rs. 15656.40 lakh and Profit after Tax of Rs. 1440.71 lakh. There was some delay in getting the approvals from competent authorities and therefore some prominent projects of the Company could not be started on time. However, your Company will witness a growth oriented year 2012 and many new projects will be added in its project list.

DIVERSIFICATION AND FUTURE PLANNING

The Company, besides its current real estate activities, felt the need of diversifying into other business activities which having synergy with its current business profile and so diversified into a promising sector i.e. 'hospitality'. The Company has already started the process and has acquired a prime land for developing a 5 star hotel in Neemrana, Rajasthan and collaborated with an international renowned hospitality brand. This project will establish your Company as a valuable contributor to the hospitality sector. Further, to add on in its hospitality division the Company has allocated a prime land in its projects, River City, Yamuna Nagar for developing a class hotel and club house which is the need of that area and will further add significant figures in Company's top and bottom line.

DIVIDEND

Keeping in view the future growth plans of the Company and therefore requirement of fund for such plans, the directors of your Company do not recommend any dividend for the year under review.

SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENT

The Company has four wholly owned Subsidiaries, namely MVL Developers Limited, Creative Pools Developers Private Limited, Parisar Property Developers Private Limited and Udyan Horticultures Private Limited as on December 31, 2011.

Statement specified in Section 212 of the Companies Act, 1956 relating to Subsidiary Companies are attached to this report. The Company is also presenting its Audited Consolidated financial statements, which form part of the Annual Report as required by the Listing Agreement with the stock exchanges.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Rakesh Gupta and Mrs. Kalpana Gupta, Directors of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment.

Further, during the year under review, one of Director, Mr. Anukool Rishi ceased to exist due to his death on 19th February, 2012.



DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors state and confirm as under:

- a) That in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- b) That appropriate accounting policies have been selected and applied 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 as on 31st December, 2011 and the Profit of the Company for that period;
- c) That proper and sufficient care has been taken 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;
- d) That the annual accounts have been prepared on a going concern basis.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

Management Discussion and Analysis Report is annexed hereto and forms part of Directors' Report.

CORPORATE GOVERNANCE & COMPLIANCE CERTIFICATE

A detailed report on corporate governance of the Company is enclosed. A practicing Company Secretary has certified compliance with requirement of corporate governance in relation to clause 49 of the Listing Agreement.

FIXED DEPOSITS

The Company has not received any fixed deposit from the public.

AUDITORS

M/s. Arun Kishore & Co., Chartered Accountants, New Delhi, the Statutory Auditors, retire at the conclusion of ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept the office if re-appointed. They have furnished a certificate stating that their re-appointment would be within the limits specified under section 224(IB) of the Companies Act, 1956.

The Audit Committee and the Board recommends the re-appointment of M/s Arun Kishore & Co.

AUDITORS' REPORT

The Auditors' Report to the members together with Audited Accounts for the year ended 31st December, 2011 and notes thereon are attached, which are self-explanatory except their remark regarding unconfirmed balances, to which the board provides the following explanation:

Unconfirmed balances: Company has its own internal Audit system to monitor the reconciliation periodically, hence, confirmation of all outstanding balances at the year end are not taken.

PARTICULARS OF EMPLOYEES

There was no employee who was in receipt of remuneration as prescribed in Section 217 (2A) of Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended upto date.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

Although the rules of Conservation of Energy are not applicable on the Company yet every effort have been made to conserve the energy and absorption of technology in the development of the projects.

FOREIGN EXCHANGE EARNING AND OUTGO

There was no Foreign Exchange Earnings during this financial year. However, there was outgo of Foreign Exchange to the tune of Rs. 219.19 lakh on account of foreign travel.

ACKNOWLEDGEMENT

Your Directors place on record their sincere gratitude for the continuous assistance and support received from the investors, bankers, regulatory and government authorities during the period.

Your Directors also place on record their appreciation for the contributions made by employees at various levels, to the growth and success of the Company.

By Order of the Board of Directors
For MVL Limited

Place : New Delhi
Date : 15th May, 2012

Sd/-
(Prem Adip Rishi)
Director

Sd/-
(Rakesh Gupta)
Director



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Real Estate Sector in India

The growth in real estate sector is closely linked to the socio-economic development of geographic regions. For India, infrastructure and real estate development form the backbone of its progress and economic development. Although the year 2011 was more or less average year for India's Real Estate Sector, still, it is recognized as main driver of the economic growth engine of the Country.

Foreign Direct Investment (FDI) in this sector is expected to increase to USD 25 billion in next 10 years from present USD 4 billion; according to a report. According to the Department of Industrial Policy and Promotion (DIPP), FDI flow into housing and real estate during the month of April-October, 2011 was USD 471 million. Future growth prospects of real estate sector shall be in Tier II and Tier III cities which at present are attracting Real Estate Developers to expand their operations and according to a report, sale of new residential apartments in 10 such similar cities would be USD 4 billion in 2012.

Non-resident Indians and foreign citizens who are Persons of Indian Origin (PIO) are allowed to purchase immoveable property in India. Residential property prices have stabilized now and are deemed attractive for the NRI home buyer. Industry experts feel that with attractive pricing and innovation in construction technology and variety of designs, NRIs are taking a fresh look at India as a unique market in which they can invest.

Coming year seems to be brighter for real estate sector. Mr Pranab Mukherjee, Union Finance Minister, has endorsed raising the limit on housing loans eligible for a 1 percent subsidy in interest rates, and widened the scope for housing under "priority-sector lending" for banks, making interest rates cheaper on these. Further, more positive steps taken by the Government such as allocation of USD 12.89 billion to Bharat Nirman, relaxation in FDI Rules with regard to dropping the minimum size for housing estates built with foreign capital to 25 acre and 100 acres from 10 hectare and 40 hectare, respectively, granting permission to foreign citizens of Indian Origin to purchase property in India for residential and commercial purpose, will attribute to growth of real estate in coming years.

Further, real estate sector will continue its momentum in near future and few more steps such as easing liquidity crunch being faced by the developers by relaxing the norms for FDI and ECB, creating a regulatory authority of real estate sector increasing tax relief on housing loan, reduction in excise and vat on construction materials, providing subsidies to developers for development of satellite towns etc. will help real estate sector in contributing largely to the development of the country.

2. Business Outlook

Give the prevailing uncertainties of the global market, sentiments on the residential market will remain cautious but it is assumed that the same will be for the short term. The absorption rate is likely to be low and the new launch may decline in the coming year but few steps taken by the Government will bring the realty market on its track.

MVL Limited envisages 2012 as the year of achievements as the Company foray into hospitality sector with its star project at Neemrana for which we have collaborated with an internationally renowned hospitality chain.

3. Financial and Operational Performance

During the year, the Company recorded a turnover of Rs. 16578.15 lakh with Profit after Tax of Rs. 1440.71 lakh. However, the Company has also ventured into hospitality sector but the entire revenue earned was from its real estate business.

4. Real Estate - Strengths

- Wide gamut of government initiatives which have helped FDI entry into this sector.
- Affordable housing gets a boost in the current budget. Companies having affordable housing to get cheaper loans under "priority sector lending".
- Increased allocation for Urban Ministry.

5. Real Estate – Opportunities

- New markets opening up in the form of TIER II and TIER III cities.
- Revised friendly policies allowing foreigner to own property in India and dropping the minimum size of group housing from 10 hectare to 25 acre and for townships 100 acres from 40 hectare will increase new opportunities in realty industry.

MVL Limited has been aware of these increasing opportunities and its investments in Tier II/ Tier III cities and the fast completing phases of its affordable housing project in the sub Rs. 15 Lakh range are a testimony to its commitment to providing affordable housing.



6. Real Estate - Threats

- No regulatory body to monitor performance.
- Procedures to obtain licenses are time consuming.
- Infrastructure development by local Governments is slow thereby affecting the pace of projects progress.

To mitigate this scenario all our land banks are fully consolidated and free from litigation. Further, all the land banks are in the confirming zone as per the master plan in the respective areas. In addition, MVL Limited has provided high quality internal operational support with a dedicated legal and commercial team which has ensured that our projects are launched with optimum turnaround time cycle from their conception.

7. Adequacy of Internal Controls

The company remains committed to maintaining internal controls designed to safeguard the efficiency of operations and security of our assets. Accounting records are adequate for preparation of financial statements and related financial information. The adequacy and effectiveness of internal controls across the various functional levels as well as compliance with laid down systems and policies are monitored both by the company's internal control systems and the audit committee on a regular basis. Your statutory auditors have confirmed the adequacy of the internal control procedures in their report.

8. Development of Human Resources and Industrial Relations

The company believes that human resources are vital for giving the company an edge in its business. The company strictly follows the philosophy of congenial work environment, performance oriented work culture, knowledge, skill building, creativity, responsibility and performance based compensation. There is a constant emphasis in the company for development of skills through training and workshops.

9. Risks and Concerns

India's real estate market is largely unorganised and dominated by a large number of small players (with limited corporate or large/ international names on the national scene yet). Key risks synonymous to the real estate industry include the global recessionary trend, economic slowdown, increase in financial charges, non-availability (or undue increase in cost) of raw materials, such as land, cement, steel and labour, coupled with market fluctuations.

MVL is adequately equipped to face and mitigate any such adverse situation. The Company does not apprehend any inherent risk in the real estate industry in the long run, with the exception of certain primary concerns that have afflicted the progress of real estate industry in general, like:

- Restrictive legislation and related adverse changes, if any, in governmental policies relating to real estate. Limited investment from the organised sector.
- Real estate is one of the most overburdened tax segments in the country.
- Rising inflation.
- High interest rate.
- Volatile global economic environment.

As seen in the recent past, government policies have been supportive, except for a few continuing obstacles like the high incidence of stamp duty, the non-availability of low-cost long-term funds and tenancy laws for the real estate/construction sector. However, the said risks can be averted if the government aligns its real estate policies along a regulatory framework, instead of being restrictive in nature.

10. Cautionary Statement

Statements made in the report and elsewhere as applicable in the Annual Report including those stated under the caption Management Discussion and Analysis describing the company's plans, projections and expectations may constitute as forward looking statements within the meaning of applicable laws and regulations. Actual Results may differ materially from those either expressed or implied.

**By Order of the Board of Directors
For MVL Limited**

**Place : New Delhi
Date : 15th May, 2012**

**Sd/-
(Prem Adip Rishi)
Chairman**



REPORT ON CORPORATE GOVERNANCE

1. The Company's Philosophy on Code of Governance

MVL believes on building long lasting and mutually beneficial relationship based on integrity, ethics and trust in all respect of our business.

Corporate Governance has been a high priority for us both in letter and in spirit. Our commitment to ethical and lawful business conduct is a fundamental shared value of our Board of Directors, senior management personnel and employees and is critical to the Company's success. Our standards for business conduct provide that we will uphold ethical and legal standards vigorously as we pursue our financial objectives. We believe that good governance brings about sustained corporate growth and long-term benefits for stakeholders.

In line with the nature and size of operations of the Company, the Corporate Governance framework in MVL is based on the following main principles:

- Constitution of Board of Directors of appropriate composition and balance, comprising of an ideal mix of independent and non independent directors, all persons with the highest degree of integrity and professionalism, who discharge their responsibility in the best interests of the Company.
- Insistence on a complete adherence to a Code of Business Conduct and Ethics for Directors and Senior Management.
- Ensuring a timely and accurate flow of information at various organizational levels in general and to the Board and its various committees in particular.
- Independent verification of the Company's financial reporting systems and safeguarding integrity thereof.
- A sound system of risk management and internal controls with adequate safeguards and alarm systems.
- Compliance with all applicable laws, rules and regulations, not only in letter but also in their spirit.
- Fair and equitable treatment of all its stakeholders, including employees and shareholders.

2. Board of Directors

The present strength of the Board of Directors of the Company is seven which besides Chairman, comprise of one Executive Director and six Non-Executive Directors. The Composition of the Board is in conformity with the Listing Agreement. No Director is a member of more than 10 committees or acts as Chairman of more than 5 committees across all companies in which he is a Director.

a). Composition :

Name of the Directors	Designation	Category (Independent/ Non-executive/Executive)	Number of Directorships held in other Companies*	Number of Board Committee membership/ chairmanship held in other companies**	
				Chairman	Member
Mr. Prem Adip Rishi	Chairman	Promoter Non-Executive Director	9	1	—
Mr. Praveen Kumar	Whole-time Director	Executive Director	—	—	—
Mr. Rakesh Gupta	Director	Non-Executive Director	4	—	2
Mr. Vijay Kumar Sood	Director	Non-Executive Independent Director	2	—	—
Mr. Vinod Kumar Khurana	Director	Non-Executive Independent Director	—	—	—
Mr. Vinod Malik	Director	Non-Executive Independent Director	—	—	—
Mrs. Kalpana Gupta	Director	Non-Executive Independent Director	6	—	2
***Mr. Anukool Rishi	Director	Non-Executive Director	3	—	—

* Number of directorships in other companies excludes alternate directorships, directorships held in private limited companies, foreign companies and in companies under section 25 of the Companies Act, 1956.

** The Committees considered for the purpose are those prescribed under Clause 49 of the Listing Agreement(s).

*** Mr. Anukool Rishi ceased to be Director of the Company w.e.f. 19/02/2012 due to his death.



b) Attendance Record of Directors

Name of the Director	No. of Board meetings held	No. of Board meetings attended	Whether attended last AGM held on 25-06-2011
Mr. Prem Adip Rishi	12	12	Yes
Mr. Praveen Kumar	12	12	Yes
Mr. Rakesh Gupta	12	12	Yes
Mr. Vijay Kumar Sood	12	11	Yes
Mr. Vinod Kumar Khurana	12	10	No
Mr. Vinod Malik	12	11	Yes
Mrs. Kalpana Gupta	12	12	No
Mr. Anukool Rishi	12	01	No

c) No. of Board Meetings held

As per Listing Agreement, the Board must meet at least four times a year with a maximum gap of not more than four months between any two meetings.

During the year, 12 Board Meetings were held on various dates as per details given below:-

12.01.2011	04.02.2011	12.02.2011	01.03.2011	12.05.2011	14.05.2011
15.07.2011	12.08.2011	06.09.2011	12.10.2011	15.11.2011	16.12.2011

d) Brief resume of Directors proposed for appointment/re-appointment

- i) **Mr. Rakesh Gupta**, aged 48 years is a Fellow member of The Institute of Chartered Accountants of India. He has over 25 years of vast experience in finance, accounts, taxation and commercial matters. He is responsible for all financial, banking, accounting, legal, taxation and day to day commercial operations of the Company.

Directorship of Companies (as on 31.12.2011)

S. No.	Name of the Company	Position
1	MVL Industries Limited	Whole Time Director
2	MVL Developers Limited	Director
3.	MVL Constructions Limited	Director
4.	MVL Solar Power Limited	Director

Shareholding in MVL Limited

Mr. Rakesh Gupta holds 72,234 equity shares in his name as on 31st December, 2011.

- ii) **Mrs. Kalpana Gupta**, aged 49 years is a science graduate and also an Intermediate from the Institute of Chartered Accountants of India. She has to her credit around 23 years of experience in accounts and taxation matters.

Directorship of Companies (as on 31.12.2011)

S. No.	Name of the Company	Position
1.	MVL Industries Limited	Director
2.	MVL Telecom Limited	Director
3.	MVL Credits Holdings & Leasing Limited	Director
4.	Media Magnetic Cassettes Limited	Director
5.	MVL Developers Limited	Director
6.	MVL Constructions Limited	Director



Shareholding in MVL Limited

Mrs. Kalpana Gupta does not hold any equity shares in her name as on 31st December, 2011.

e) No. of Shares held by Non-Executive Directors

Non-Executive Directors of the Company viz. Mr. Rakesh Gupta was holding 72,234 equity shares, Mr. Anukool Rishi was holding 2,67,37,936 equity shares and Mr. Prem Adip Rishi was holding 1,36,86,434 equity shares of the Company as on 31.12.2011.

f) Relationship between Directors inter-se

Mr. Prem Adip Rishi, Chairman of the Company and Mr. Anukool Rishi, Director of the Company were related to each other.

3. Board Committees

MVL has the following Board Committees of its Directors for the compliance with various Corporate Governance requirements:

- a) Audit Committee
- b) Share Transfer cum Demat Committee
- c) Shareholders Grievance Redressal Committee.
- d) Remuneration Committee

a) Audit Committee

The Audit Committee was constituted in conformity with the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with Stock Exchanges.

The Audit Committee would assure to the Board, adherence of adequate internal control and financial disclosure and other acts confirming to the requirements of Listing Agreement with the Stock Exchanges.

Presently, Audit Committee comprising two non-executive and independent directors and one non-executive director viz. Mr. Vijay Kumar Sood, Mr. Vinod Kumar Khurana and Mr. Rakesh Gupta. Company Secretary of the Company is the Secretary of the Committee. All members of the Audit Committee have financial knowledge and Mr. Rakesh Gupta have accounting or related financial management expertise. The constitution of the Audit Committee meets with the requirements under section 292A of the Companies Act, 1956.

The terms of reference of the Audit Committee cover the matters specified under Clause 49 of the Listing Agreement as well as in section 292A of the Companies Act, 1956.

Four meetings of the Audit Committee were held on 01.03.2011, 14.05.2011, 11.08.2011 and 15.11.2011.

The attendance at the Audit Committee:

Name of the Member	Designation	No. of meetings held	No. of meetings attended
Mr. Vijay Kumar Sood	Chairman	4	4
Mr. Rakesh Gupta	Member	4	4
Mr. Vinod Kumar Khurana	Member	4	4

b) Share Transfer cum Demat Committee

Your Company has a Share Transfer cum Demat Committee comprising Mr. Rakesh Gupta, Mr. Prem Adip Rishi and Mr. Praveen Kumar. All shares received for transfer or dematerialization, as the case may be, were approved and registered within the prescribed time period, otherwise the letters were sent for correction of errors or other discrepancies found. As on the year end i.e. 31.12.2011, there was no case of pending request for transfer or dematerialization beyond the stipulated time.

The details of meetings of Share Transfer cum Demat Committee:

Name of the Member	No. of meetings held	No. of meetings attended
Mr. Rakesh Gupta	24	24
Mr. Prem Adip Rishi	24	24
Mr. Praveen Kumar	24	24

c) Shareholders Grievance Redressal Committee

Your company has also constituted Shareholders Grievance Redressal Committee to look into Shareholders' grievances and complaints and to resolve them satisfactorily and improve the quality of investor services.

Mr. Rakesh Gupta, Director of the Company, chairs the Committee. The other members of the Committee are Mr. Prem Adip Rishi and Mr. Praveen Kumar, Directors of the Company. Company Secretary of the Company is the Secretary of the Committee.



The Committee met four times during current year on 31.03.2011, 30.06.2011, 30.09.2011 and 31.12.2011, to review all investor grievances and ensure their speedy redressal. During the year ended 31st December, 2011, 11 complaints were received from the shareholders, All the complaints received during the year under review regarding non-receipt of share certificates etc. were resolved.

The attendance at the Shareholders Grievance Redressal Committee meetings is given below:

Name of the Member	No. of meetings held	No. of meetings attended
Mr. Rakesh Gupta	4	4
Mr. Prem Adip Rishi	4	4
Mr. Praveen Kumar	4	4

d) Remuneration Policy and Remuneration Committee

The Remuneration Committee of the Company comprises of one non-executive and independent and two non-executive directors viz. Mr. Vijay Kumar Sood (Chairman), Mr. Prem Adip Rishi and Mr. Rakesh Gupta, respectively and Company Secretary of the Company is the Secretary of the Committee. During the year Nil remuneration committee meeting was held.

The non-executive Directors have not drawn any remuneration from the Company except sitting fee for meetings of the Board and Committees attended by them. However, Mr. Prem Adip Rishi is being paid commission @ 1% of Net Profit of the Company per year, which was approved by the shareholders at the Annual General Meeting held on 16th April, 2008.

4. General Body Meetings

The particulars of last three Annual General Meetings:-

Year	Date	Time	Location	Special resolution
2010	25.06.2011	12:30 P.M.	MPCU Shah Auditorium, Shree Delhi Gujrati Samaj Marg, Civil Lines, Delhi-110054	NIL
2009	29.06.2010	01:30 P.M.	FICCI Auditorium, Tansen Marg, New Delhi – 110001	NIL
2008	29.06.2009	11.30 A.M.	Air Force Auditorium, Subroto Park, New Delhi-110010	Appointment of Mr. Arjun Rishi, relative of the Chairman of the Company to hold an office or place of profit as Executive Operations of the Company U/s 314 (1).

Notes:

- i) All special resolutions were passed by show of hands.
- ii) There was no postal ballot during the year.
- iii) The Company has not convened any EGM during the year

5. Disclosures

a. Disclosure on materially significant Related Party Transactions

Details of materially significant related party transactions made during the year are contained in the notes to annual accounts which form a part of the Annual Report.

b. Disclosure on non-compliance on any matter related to capital markets during last three years

No penalties or strictures have been imposed on the Company by the stock exchange or SEBI or any statutory authority on any matter related to capital market for non-compliance during the last three years. The Investor's complaints received through SEBI/ Stock Exchanges have been resolved in due course.

c. Whistle Blower Policy

At MVL there is place, a highly effective Whistle Blower Policy, which sets out the process and mechanism whereby employees at various levels in the organization can bring to the notice of the management, any violations of the applicable laws, rules and regulations and also any unethical or unprofessional conduct. Reports, if any, are taken up for consideration at appropriate intervals depending upon the gravity of the matter reported. Adequate rectifying measures are thereupon initiated in the right earnest, at the appropriate level.

In order to encourage the employees to freely air their views and voice their concerns on various matters and to prevent any victimization of the employees is kept strictly confidential.



It would be important to mention here that Audit Committee set up by the Board, constitutes a vital component of Whistle Blower mechanism and instances of financial misconduct if any, are reported to the Audit Committee. No employee is denied access to the Audit Committee.

d. Compliance with Mandatory Requirements

- (i) **Management Discussion and Analysis:** are given elsewhere in this Annual report.
- (ii) **Subsidiaries Companies:** The company has four Wholly Owned Subsidiaries i.e. M/s MVL Developers Limited, M/s Creative Pool Developers Pvt. Ltd., M/s Parisar Property Developers Pvt. Ltd. & M/s Udyan Horticultures Pvt. Ltd.
- (iii) **Details about Material Subsidiaries and Transactions:** There was no material subsidiary as at 31/12/2011. Details of transactions with subsidiaries are given in Note No. 15 of schedule 'Q' Part B i.e. Notes to accounts in Balance-Sheet as at 31/12/2011.

Compliance with Non-Mandatory Requirements

Remuneration Committee: The Board has set up a Remuneration Committee, details whereof are furnished at Sr. No. 3(d) of this report.

e. Means of Communication:

The Annual, Half yearly and Quarterly Financial Results are submitted to the Stock Exchanges in accordance with the Listing Agreements and are normally published in English in Financial Express and in Hindi in Jansatta.

f. Disclosures of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) to the extent applicable.

6. General Shareholders' Information

(a) Annual General Meeting

- Date** 30th June, 2012
- Day** Saturday
- Time** 12:30 P.M.
- Venue** MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi – 110054.

(b) Dividend The Company has not declared any dividend

(c) Financial Calendar: 1st January 2012 to 31st December, 2012

Results for the Quarter ending 31 st March, 2012	Second week of May, 2012
Results for the Quarter ending 30 th June, 2012	Second week of August, 2012
Results for the Quarter ending 30 th September, 2012	Second week of November, 2012
Results for the Quarter ending 31 st December, 2012	Second week of February, 2013
Annual General Meeting for the year ending December, 2012	Last week of June, 2013

(d) Book Closure Date 25th June, 2012 to 30th June, 2012 (both days inclusive)

(e) Listing on Stock Exchanges

S. No.	Name of the Stock Exchange	Stock Code
i.	The National Stock Exchange of India Limited (NSE)	MVL
ii.	The Bombay Stock Exchange Limited (BSE)	532991

(f) Annual Listing Fee Paid to the Stock Exchanges for the year 2011-12

(g) ISIN Number for NSDL & CDSL INE744I01034



(h) Stock Price Data:

Monthly High and Low closing quotation of shares traded at Bombay Stock Exchange and National Stock Exchange of India Limited are as follows:

Month	National Stock Exchange		Bombay Stock Exchange	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
January 2011	31.65	26.00	31.90	26.30
February 2011	29.90	26.40	30.15	26.50
March 2011	30.75	26.20	30.50	26.05
April 2011	32.45	26.55	32.40	26.55
May 2011	29.75	22.60	29.25	22.55
June 2011	29.90	20.80	27.85	24.50
July 2011	25.50	22.25	27.10	22.95
August 2011	27.50	22.35	26.55	22.20
September 2011	27.25	23.25	26.40	23.00
October 2011	27.75	21.80	27.65	21.50
November 2011	30.85	17.15	30.70	17.75
December 2011	24.90	17.85	25.45	18.05

Source: www.nseindia.com

Source: www.bseindia.com

(i) Distribution of Shareholding/ Shareholding Pattern as on 31/12/2011

Distribution Schedule

Shreholding of Nominal Value of		No. of Shareholders		No. of Equity Shares	
		Total	% of total shareholders	Total	% of total Shares
Rs.	Rs.				
1	- 5000	10,643	96.81	65,46,265	1.09
5001	- 10000	166	1.51	12,15,669	0.20
10001	- 20000	58	0.53	8,83,797	0.15
20001	- 30000	13	0.12	3,26,623	0.06
30001	- 40000	12	0.11	4,35,686	0.07
40001	- 50000	3	0.03	1,36,896	0.02
50001	- 100000	18	0.16	12,78,355	0.21
100001	- and above	81	0.74	59,04,19,909	98.20
TOTAL		10,994	100.00	60,12,43,200	100.00

Shareholding Pattern

Category	No. of shares	% of Shareholding
(A) Promoters	42,32,21,782	70.39
(B) Public Shareholding		
(a) Institution		
i. Mutual Funds/ UTI	49,600	00.01
ii. Financial Institutions/ Banks	8,78,322	00.15
iii. Foreign Institutional Investors	1,39,104	00.02
(b) Non-Institution		
i. Bodies Corporate	6,51,42,404	27.47
ii. Individuals	1,05,61,683	01.75
iii. Clearing Member	9,73,664	00.16
iv. Any Other (NRIs/ OCBs)	2,76,641	00.05
Total (B)	17,80,21,418	29.61
Grand Total (A+B)	60,12,43,200	100.00



(j) Shares Transfer System

The shares of the company are tradable compulsorily in de-mat form and will available for trading in the depository systems of both National Securities Depository Ltd. (NSDL) & Central Depository Services (India) Ltd. (CDSL). The share transfer work is handled by Registrar and Share Transfer Agent (RTA), Alankit Assignments Limited. All requests received by the Company / RTA for Dematerialization/ Rematerialization/ Transfer are disposed off expeditiously. Share Certificates duly endorsed are issued/ transferred to all those shareholders, who opt for shares in the physical form.

(k) Dematerialization of Shares

The Company's Equity Shares are eligible for dematerialization. The Company has signed agreements with both the depositories namely NSDL and CDSL. The shareholders may therefore hold Company's share in electronic mode. The Company's ISIN No. for both the depositories is INE744I01034. As on 31st December, 2011, 5,98,88,4371 Equity Shares constituting 99.61% of total Equity of the Company were held in dematerialized form with both the depositories namely NSDL and CDSL.

(l) Outstanding GDRs / ADRs/ Warrants etc:

The Company has no outstanding GDRs/ADRs/ Warrants as on 31/12/2011.

(m) Registrar and Share Transfer Agent

Alankit Assignments Limited,
'Alankit House'
2E/21, Jhandewalan Extension,
New Delhi-110055
Ph: 42541234, 23541234
Fax: 91-11-42541967
E-mail: info@alankit.com

(n) Investors' correspondence can also be addressed to

Ms. Nidhi Agarwal
Company Secretary & Compliance Officer
MVL Limited,
B-86/1, Okhla Industrial Area, Phase-II,
New Delhi – 110020.
Ph: 41613145-47
Fax: 91-11-26385832
E-mail: investors@mvl.in

(o) CEO/CFO Certification

As required by Clause 49 of the Listing Agreement, the CEO/ CFO certification is given in the Annual report.

(p) Compliance of Code of Conduct

Your Company has laid down a Code of Conduct for all Board Members and senior Management as stipulated in Clause 49 I (D) of the Listing Agreement. All Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended 31st December, 2010. The declaration signed by Mr. Prem Adip Rishi, Chairman is given hereunder: -

Declaration under Clause 49 (I) (D) of Code of Conduct

To

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, Prem Adip Rishi, Chairman of the Company confirm the compliance of this Code of Conduct by all the members of the Board and Senior Management Personnel.

**By Order of the Board of Directors
For MVL Limited**

**Sd/-
Prem Adip Rishi
Chairman**

**Place: New Delhi
Date : 15th May, 2012**



CEO/CFO CERTIFICATION

To,

The Board of Directors,
MVL Limited,

We, Praveen Kumar, Whole Time Director and Vijay Goel, GM Finance certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the year ended 31st December, 2011 and to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations;
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed the Auditors and Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which we are aware and steps have been taken to rectify these deficiencies.

Sd/-
(Praveen Kumar)
Whole Time Director

Sd/-
(Vijay Goel)
GM Finance

Place : New Delhi
Date : 15th May, 2012



Certificate of Company Secretary in practice regarding compliance of conditions of Corporate Governance

To

The members,
MVL Limited

I have examined the compliance of conditions of corporate governance by MVL Limited for the year ended 31st December, 2011, as stipulated in clause 49 of the Listing Agreement of the said company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In my opinion and to the best of my information and according to the explanation given to me, I certify that the Company has complied with the Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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

Place: New Delhi
Date : 15th May, 2012

Sd/-
R.S. Bhatia
Company Secretary in Practice
C.P. No. 2514



AUDITORS' REPORT**Auditors' Report to the Members of MVL LIMITED**

1. We have audited the attached Balance Sheet of MVL Limited ("the Company") as at 31st December 2011, the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's report) Order 2003 as amended by Companies Auditor's report (Amendment) Order 2004 (together the Order) issued by the Central Government of India in terms of sub Section (4A) of Section 227 of the Companies Act, 1956, (The Act) and on the basis of such checks of books and records of the company as we considered appropriate and according to information and explanation given to us we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:-
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of these books;
 - iii) The balance sheet, profit and loss account and Cash Flow statement dealt with by this report are in agreement with the books of account;
 - iv) In our opinion, the balance sheet, profit and loss account and Cash Flow statement dealt with by this report comply with the accounting standards referred to in sub section (3C) of Section 211 of the Act;
 - v) On the basis of written representations received from Directors as on 31st December 2011 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st December 2011 from being appointed as a Director in terms of clause (g) of Sub Section (1) of Section 274 of the Act.
 - vi) In our opinion and to the best of our information and according to the explanations given to us the said accounts *subject to Note No. B-10 of Schedule 'Q' regarding unconfirmed balances* and read together with the significant accounting Policies and notes thereon, give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st December, 2011;
 - b) in the case of the Profit and Loss Account, of the Profit for the year ended on that date and
 - c) in the case of Cash Flow Statement, of the cash flow for the year ended on that date.

For ARUN KISHORE & COMPANY
CHARTERED ACCOUNTANTS
(ICAI FRN : 001898N)

Sd/-
CA ARUN KISHORE
PARTNER
[Membership No. 10770]

Place: New Delhi
Date: 9th March' 2012.



ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 3 of the our report of even date to the members of MVL Limited on the financial statements for the year ended December, 2011

- I) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- b) The fixed assets have been physically verified by the management at reasonable intervals, as informed to us which in our opinion, is considered reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification. During the year the company has not disposed off substantial part of fixed assets which affects its going concern assumption.
- II) a) The Inventory includes lands, under construction projects, construction and development material and development rights in identified lands. Physical verification of inventory have been conducted at reasonable intervals by the management.
- b) In our opinion the procedure for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business;
- c) The company has maintained proper records of inventory. As explained to us no sizeable discrepancies were noticed on physical verification of inventory as compared with the book records;
- III) In respect of loans, secured or unsecured ,granted or taken by the Company to or from Companies, firms or from other parties covered in the register maintained under Section 301 of the Companies Act,1956, according to the information and explanations given to us :
- a) The Company has availed inter corporate loan from one party. Year end, balance of such loan was Rs. Nil (Previous Year Rs.830.83 Lacs) and the maximum balance during the year was Rs.1054.29 Lacs (Rupees Ten Crore Fifty Four Lacs & Twenty Nine Thousand only).
- b) In our opinion, the rate of interest and other terms and conditions of the loans are not prima facie, prejudicial to the interest of the Company.
- c) In respect of Loan taken by the company, the same is repayable on demand and therefore there is no overdue amount.
- d) Since the company has not granted any loans, secured or unsecured provisions of clause 4 (iii) (d), (e), (f) & (g) of the Companies (Auditors Report) Order 2003 are not applicable.
- IV) In our opinion and according to the information and explanations given to us, there is an adequate internal control procedure commensurate with the size of the Company and the nature of its business for purchase of inventory and fixed assets and for sale of goods and services. During the course of audit, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures given to us.
- V) a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, that needed to be entered into in the register maintained under Section 301 of the Act have been so entered.
- b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered into the register required to be maintained in pursuance of section 301 of the Act and exceeding the value of rupees five lacs in respect of any party during the year have been made, at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- VI) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public within the meaning of Sections 58A and 58AA of the Companies Act, 1956 and the rules framed there under.
- VII) In our opinion and according to the information and explanations provided to us,, the Company has an internal audit system commensurate with its size and nature of its business.



- VIII) According to the information given to us, the central government has not prescribed maintenance of cost record under clause (d) of sub-section (1) of section 209 of the companies Act, 1956 in respect of the activities of the company.
- IX) a) According to the records of the company, the Company is **generally** regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess and any other material statutory dues as applicable with the appropriate authorities. The undisputed amounts outstanding as at year end for a period of more than six months from the date they became payable are Rs.520.55 Lacs (Rs. Five Crore Twenty Lacs and Fifty Five Thousand only) towards statutory dues.
- b) According to the information and explanations given to us, and as per the records of the company examined by us, there are no disputed amounts in respect of provident fund, investor education and protection fund, employees' state insurance, income- tax, wealth- tax, sales- tax, custom duty, excise duty, cess and other statutory dues, outstanding, as at the year end which have not been deposited on account of any dispute.
- X) The Company does not have any accumulated losses as at the year end and has not incurred cash losses during the current year and immediately preceding year.
- XI) According to the information and explanations given to us and in our opinion, during the year the Company has delayed in re-payment of dues to financial institution or banks. The Company has no liability for debentures.
- XII) Based on our examination and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- XIII) The Company is not a chit fund or a nidhi / mutual benefit fund / society.
- XIV) In our opinion and according to the information and explanations given to us, the company is not a dealer or trader of securities and other investments. Investments in equity share of unlisted companies and mutual funds are held in its own name.
- XV) According to the information and explanations given to us, and the representation made by the management the guarantees given by the company for loans taken by others from banks, in our opinion are prima facie, not prejudicial to the interest of the company.
- XVI) In our opinion and according to the information and explanations given to us, on an overall basis, the term loans have been applied for the purposes for which they were obtained.
- XVII) On the basis of an overall examination of the balance sheet of the Company, in our opinion and according to the information and explanations given to us, funds raised on a short-term basis have not been used for long-term investment.
- XVIII) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained u/s 301 of the Act. Accordingly, the provisions of clause 4(xviii) of the order are not applicable.
- XIX) During the year, the company has not issued any warrant or debentures.
- XX) The Company has not raised any money by public issue during the year.
- XXI) During the course of the audit carried out and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed nor reported during the year nor have we been informed of such case by the management.

Place: New Delhi
Date: 9th March, 2012

For ARUN KISHORE & COMPANY
CHARTERED ACCOUNTANTS
(ICAI FRN : 001898N)

Sd/-
CA ARUN KISHORE
PARTNER
[Membership No. 10770]



Balance Sheet as at 31st December, 2011

PARTICULARS	SCHEDULE NO.	AS AT 31st Dec. 2011 (Amount in Rs.)	AS AT 31st Dec. 2010 (Amount in Rs.)
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	"A" 601,243,200		534,243,200
Reserves & Surplus	"B" 915,858,950	1,517,102,150	832,106,202
Loans Funds			
Secured Loans	"C" 1,671,047,527		1,105,769,508
Unsecured Loans	-	1,671,047,527	83,083,047
Deferred Tax Liability (Net)		3,867,467	3,779,202
		3,192,017,144	2,558,981,159
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	"D" 94,407,415		89,292,641
Less: Depreciation	13,056,521		9,571,293
Net Block		81,350,894	79,721,348
Investments			
	"E"	120,538,270	36,858,940
Current Assets ,Loans & Advances			
Inventories	"F" 1,345,607,991		1,252,598,057
Sundry Debtors	4,499,708,985		2,941,937,539
Cash & Bank Balances	54,735,474		61,208,184
Loans & Advances	269,988,569		982,516,847
	6,170,041,019		5,238,260,627
Less: Current Liabilities & Provisions			
Current Liabilities	"G" 2,898,589,422		2,550,230,583
Provisions	281,323,617		245,733,041
	3,179,913,039		2,795,963,624
Net Current assets		2,990,127,980	2,442,297,003
Miscellaneous Expenditure (To the extent not Written off or adjusted)	"H"	-	103,868
		3,192,017,144	2,558,981,159
Significant Accounting Policies and Notes	"Q"		

As per our report of even date
For Arun Kishore & Company
 Chartered Accountants
 (ICAI FRN : 001898N)

For and on behalf of the Board of Directors

Sd/-
CA Arun Kishore
 Partner
 Membership No. 10770
 Place : New Delhi
 Date : 9th March, 2012

Sd/-
(Prem Adip Rishi)
 Director

Sd/-
(Praveen Kumar)
 Whole Time Director

Sd/-
(Rakesh Gupta)
 Director

Sd/-
(Nidhi Agarwal)
 Company Secretary



Profit & Loss Account for the year ended 31st December, 2011

PARTICULARS	SCHEDULE NO.	For the year ended on 31st Dec. 2011	For the year ended on 31st Dec. 2010
INCOME			
Income from Operation	"I"	1,657,814,972	1,935,825,084
Other Income	"J-1"	4,086,384	1,124,766
Increase/(Decrease) in Stock in Trade	"J-2"	(96,261,200)	-
		<u>1,565,640,156</u>	<u>1,936,949,850</u>
EXPENDITURE:			
Cost of Construction / Development	"K"	478,441,744	440,047,703
Purchases of Traded Goods		700,978,000	1,065,588,882
Employees Cost	"L"	29,170,189	29,167,121
Administrative Cost	"M"	27,840,273	32,428,971
Selling & Distribution Expenses	"N"	26,489,477	21,424,171
Finance Cost	"O"	87,032,637	60,621,806
Depreciation	"D"	3,528,781	3,283,047
		<u>1,353,481,101</u>	<u>1,652,561,701</u>
Profit Before Tax		212,159,055	284,388,149
Prior Period Adjustments	"P"	-	(48,636)
Balance Profit		212,159,055	284,436,785
Provision for Tax			
:Current		68,000,000	95,000,000
:Deferred Tax		88,265	(2,598)
Profit after Tax		144,070,790	189,439,383
Balance Brought Forward		448,608,006	314,223,717
Amount available for Appropriation		592,678,796	503,663,100
Appropriations			
Proposed Dividend		-	30,062,160
Provision for Dividend Tax		-	4,992,934
Transfer to General Reserve		20,000,000	20,000,000
Balance Carried to Balance Sheet		572,678,796	448,608,006
		<u>592,678,796</u>	<u>468,608,006</u>

As per our report of even date
For Arun Kishore & Company
Chartered Accountants
(ICAI FRN : 001898N)

Sd/-
CA Arun Kishore
Partner
Membership No. 10770
Place : New Delhi
Date : 9th March, 2012

For and on behalf of the Board of Directors

Sd/-
(Prem Adip Rishi)
Director

Sd/-
(Praveen Kumar)
Whole Time Director

Sd/-
(Rakesh Gupta)
Director

Sd/-
(Nidhi Agarwal)
Company Secretary



Schedules Annexed to and Forming Part of the Balance Sheet

PARTICULARS	AS AT 31st Dec. 2011 (Amount in Rs.)	AS AT 31st Dec. 2010 (Amount in Rs.)
SCHEDULE 'A'		
Authorised Capital 73,00,00,000 Equity shares of Rs.1/- each (Previous Year 70,00,00,000 Equity shares of Rs.1/- each) (Refer Note No. B-1 of schedule Q)	<u>730,000,000</u>	<u>700,000,000</u>
Issued , Subscribed & Paid up Capital 60,12,43,200 (Previous Year 53,42,43,200) Equity Shares of Rs.1/- each fully paid up (Refer Note No. B-1 of schedule Q)	601,243,200	534,243,200
Note:- Above equity shares include 59,46,46,490 (Previous Year 52,76,46,490) equity shares of Rs.1/- each issued for consideration other than cash as per the schemes of amalgamation	<u>601,243,200</u>	<u>534,243,200</u>
SCHEDULE 'B'		
Reserve & Surplus		
(a) General Reserve		
Opening Balance	144,215,934	124,215,934
Add : Provided during the year	20,000,000	20,000,000
Less : Amalgamation Adjustment	<u>60,318,042</u>	-
(Refer Note No. B-1 of schedule Q)	103,897,892	1,44,215,934
(b) Capital Reserve	109,016,486	109,016,486
(c) Share Premium (Opening Balance)	130,265,776	130,265,776
(d) Balance of Profit & Loss A/c	572,678,796	448,608,006
	<u>915,858,950</u>	<u>832,106,202</u>
SCHEDULE 'C'		
Loans Funds		
Secured Loans		
Term Loans		
From Banks	1,201,991,402	551,287,121
From Financial Institutions	464,339,897	550,000,000
[secured against equitable mortgage of immovable property, third party gaurantee and securities and personal guarantee of chairman]		
Others	4,716,228	4,482,387
[Secured against hypothecation of vehicles]	<u>1,671,047,527</u>	<u>1,105,769,508</u>
Unsecured Loans		
Intercorporate Loans	-	83,083,047
	-	<u>83,083,047</u>



Schedules Annexed to and Forming Part of the Balance Sheet

SCHEDULE 'D'

FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 01.01.2011	Additions	Deletion/ Sale	Cost as on 31.12.2011	Total up to 01.01.2011	Current Year	Adjustment for deletion / sale	Total up to 31-12-2011	As on 31.12.2011	As on 31.12.2010
LAND	38,353,400	-	-	38,353,400	-	-	-	-	38,353,400	38,353,400
OFFICE BUILDING	21,512,487	-	-	21,512,487	2,751,859	718,517	-	3,470,376	18,042,111	18,760,628
VEHICAL	19,807,076	4,506,331	364,565	23,948,842	4,807,701	2,016,347	43,553	6,780,495	17,168,347	14,999,375
OFFICE EQUIPMENT	4,040,199	555,718	-	4,595,917	505,286	211,227	-	716,513	3,879,404	3,534,913
COMPUTER	2,046,119	344,483	-	2,390,602	869,558	356,470	-	1,226,028	1,164,574	1,176,561
FURNITURE & FIXTURE	3,533,360	72,807	-	3,606,167	636,889	226,220	-	863,109	2,743,058	2,896,471
TOTAL	89,292,641	5,479,339	364,565	94,407,415	9,571,293	3,528,781	43,553	13,056,521	81,350,894	79,721,348
PREVIOUS YEAR	87,281,375	2,427,644	416,378	89,292,641	6,394,815	3,283,047	106,569	9,571,293	79,721,348	80,886,560

PARTICULARS	AS AT 31st Dec. 2011 (Amount in Rs.)	AS AT 31st Dec. 2010 (Amount in Rs.)
SCHEDULE 'E'		
INVESTMENTS		
Equity Shares (Long Term) (Unquoted at Cost)		
100000 Equity shares of Rs. 10/- each of MVL Developers Ltd.(Subsidiary Company)	1,000,000	1,000,000
10,000 Equity shares of Rs. 10/- each of Creative Pool Developers Pvt. Ltd. (Subsidiary Company)	1,00,000	-
10,000 Equity shares of Rs. 10/- each of Parisar Property Developers Pvt. Ltd. (Subsidiary Company)	1,00,000	-
10,000 Equity shares of Rs. 10/- each of Udyan Horticultures Pvt. Ltd. (Subsidiary Company)	1,00,000	-
9994 Equity shares of Rs. 10/- each of MVL Constructions Ltd.	99,940	99,940
24700 Equity Shares of Rs. 10/- each of MVL Solar Power Ltd.	247,000	247,000
9800000 Equity Shares of Rs. 10/- each (Previous year 2881200 Eq. Shares) of MVL Telecom Ltd.	98,000,000	28,812,000
1123490 Equity Shares of Rs. 10/- each (Previous year 570000 Eq. Shares) of Shri Tirupati Balaji Electronics Pvt. Ltd.	11,234,900	5,700,000
Mutual Funds (Quoted at cost)		
94295 units of Rs.10/- each of Mutual Fund - DSP Black Rock	1,000,000	1,000,000
Others		
Investment - Precious Metals	8,656,430	-
	<u>120,538,270</u>	<u>36,858,940</u>
Market Value of quoted Securities		
Mutual Funds	<u>822,725</u>	<u>1,000,000</u>



Schedules Annexed to and Forming Part of the Balance Sheet

PARTICULARS	AS AT 31st Dec. 2011 (Amount in Rs.)	AS AT 31st Dec. 2010 (Amount in Rs.)
SCHEDULE 'F'		
Current Assets , Loans & Advances		
A Inventories: -		
Project Work in Progress (At Cost)	1,336,020,958	1,242,912,747
Materials at Site	9,587,033	9,685,310
	<u>1,345,607,991</u>	<u>1,252,598,057</u>
B Sundry Debtors (Unsecured) : - (considered good unless otherwise specified)		
Due for over six months	3,858,686,514	2,083,610,302
Due for less than six months	641,022,471	858,327,237
	<u>4,499,708,985</u>	<u>2,941,937,539</u>
C Cash & Bank Balances		
Cash Balances	3,226,355	1,900,613
Balances with Scheduled Banks	10,785,619	18,956,071
FDR's\ Margin Money with Scheduled Banks (Pledged)	40,723,500	40,351,500
	<u>54,735,474</u>	<u>61,208,184</u>
D Loans & Advances (Unsecured considered good unless otherwise specified)		
Advances for Projects (Land)	174,365,627	724,425,460
Security Deposits	2,057,795	1,935,076
Advances to Contractors & Suppliers	3,219,769	1,843,881
Other advances recoverable in Cash or in Kind or for value to be recd.	90,345,378	254,312,430
	<u>269,988,569</u>	<u>982,516,847</u>
SCHEDULE 'G'		
Current Liabilities & Provisions		
A Sundry Creditors		
For Security Deposit	5,145,199	3,860,646
For Construction & Purchase	1,877,391,786	1,756,986,322
For Expenses & Others	540,682,043	363,318,694
For Advances from Customers	475,370,394	426,064,921
	<u>2,898,589,422</u>	<u>2,550,230,583</u>
B Provisions		
Provision for Tax	280,064,130	214,616,342
Provision for Gratuity	1,259,487	839,133
Proposed Dividend	-	30,277,566
	<u>281,323,617</u>	<u>245,733,041</u>
SCHEDULE 'H'		
Miscellaneous Expenditure		
Preliminary Expenses	-	103,868
(Refer Note No. A-14 of schedule Q)		
	<u>-</u>	<u>103,868</u>



Schedules Annexed to and Forming Part of the Profit & Loss Account

PARTICULARS	Year Ended 31st Dec. 2011 (Amount in Rs.)	Year Ended 31st Dec. 2010 (Amount in Rs.)
SCHEDULE 'I'		
Income from Operation		
Sale of Projects	1,657,814,972	1,935,825,084
	<u>1,657,814,972</u>	<u>1,935,825,084</u>
SCHEDULE 'J-1'		
Other Income		
Interest from Customers	1,256,156	359,923
Interest from Bank FDR	2,623,644	764,843
Profit on Sale of Fixed Assets	27,096	-
Misc. Income	179,488	-
	<u>4,086,384</u>	<u>1,124,766</u>
SCHEDULE 'J-2'		
Increase /(Decrease) in Stocks		
Opening Stocks	96,261,200	-
Closing Stocks	-	-
Decrease in Stocks	<u>96,261,200</u>	<u>-</u>
SCHEDULE 'K'		
Cost of Construction/Development		
Project WIP (Opening Balance)	1,146,651,547	907,799,115
Stock of Cement & Iron & Steel (Opening Balance)	9,685,310	2,379,940
Construction and Land & Development Costs	418,596,275	625,568,020
Other Indirect Costs	249,116,603	156,898,685
Total cost upto 31.12.2011	<u>1,824,049,735</u>	<u>1,692,645,760</u>
Less: WIP (Closing stock)		
Building Materials	9,587,033	9,685,310
Project WIP	1,336,020,958	1,242,912,747
	<u>478,441,744</u>	<u>440,047,703</u>
SCHEDULE 'L'		
Employee Cost		
Salary, Allowances & Welfare	27,786,277	28,021,549
Bonus	825,496	771,394
Contributions to Provident Fund & ESI	558,416	374,178
	<u>29,170,189</u>	<u>29,167,121</u>



Schedules Annexed to and Forming Part of the Profit & Loss Account

PARTICULARS	Year Ended 31st Dec. 2011 (Amount in Rs.)	Year Ended 31st Dec. 2010 (Amount in Rs.)
SCHEDULE 'M'		
Administrative Cost		
Books & Periodicals	973,930	837,006
Conveyance Expenses	3,165,195	2,493,178
Audit Fees	441,200	752,400
Preliminary Exp. W/off	103,868	17,312
Donation	-	17,600
Electricity Expenses	366,275	310,659
Insurance	626,706	584,169
Legal & Professional Charges	5,699,120	8,324,343
Loss on Sale of Fixed Assets	-	134,293
Loss on Sale of Investment	337,500	-
Meeting Expenses	101,443	174,819
Membership Fee	121,270	131,692
Office Expenses	3,223,801	3,245,939
Postage & Telegram	560,279	379,120
Printing & Stationery	867,216	969,054
Rate, Fee & Taxes	1,218,779	1,027,840
Rent	4,926,796	5,141,706
Repair & Maintenance	2,120,724	2,304,345
Telephone Exp.	2,518,775	2,826,428
Watch & Ward	467,396	2,757,068
	27,840,273	32,428,971
SCHEDULE 'N'		
Selling & Distribution Expenses		
Business Promotion	16,549,691	13,127,137
Advertisement	1,605,869	782,032
Travelling Expenses (Director)	5,044,639	3,685,861
Travelling Expenses (Others)	3,289,278	3,829,141
	26,489,477	21,424,171
SCHEDULE 'O'		
Finance Cost		
Bank Charges	1,587,370	607,174
Interest on Loans	85,445,266	60,014,632
	87,032,637	60,621,806
SCHEDULE 'P'		
Prior Period Adjustments		
Balance written off/(Written back) Net	-	(112,840)
LTA paid for earlier year (2007-2008)	-	67,542
Excess provision of interest on FDR's reversed	-	92,575
Excess provision for expenses (written back)	-	(95,913)
	-	(48,636)
Figure in bracket indicate Credit balances		



SCHEDULE 'Q'

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS.

A) Significant Accounting Policies

1. Basis of Accounting

The financial statements are prepared under the historical cost convention, using accrual basis of accounting, in accordance with the generally accepted accounting principles in India, the accounting standards notified under the companies (Accounting Standard) Rules 2006 (as amended) and the relevant provisions of the Companies Act, 1956 (The Act)

2. Use of Estimates

The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates and any revision is recognized in the current and future periods.

3. Revenue Recognition

Real Estate Projects

Revenue from Real Estate Projects is recognized on the 'Percentage of Completion method' (POC) of accounting. Revenue comprises of the aggregate amounts of sale contracts entered into and is recognized on the basis of percentage of actual costs incurred, including land and total estimated cost of projects under execution, subject to such cost being 25% or more of the total estimated cost.

The estimates of the projected revenues, salable area and projected costs are reviewed periodically by the management and any effect of changes in estimates is recognized in the period such changes are determined.

Where aggregate of the payments received provide insufficient evidence of Buyers commitment to make the complete payment, revenue is recognized only to the extent of realization.

Whereas all income and expenses are accounted for on accrual basis, Interest on delayed payments by customers against dues is taken on realization owing to practical difficulties and uncertainties involved.

4. Cost of construction / Development

Accumulated project cost i.e. cost of construction / development comprises of: -

- a) Expenses directly related to the project.
- b) General Administration & Selling and Marketing costs that are attributable to the project in general and can be allocated to the project.
- c) Finance Cost including interest and charges incurred up to the completion of the project are considered as attributable cost to the project and included under accumulated Project cost.

Cost of Construction / Development is charged to profit and loss account in proportion to the project area sold for which revenue has been recognized Adjustments if required are made on completion of the respective projects.

5. Inventory

The Inventory comprises of lands, projects completed or under construction, building material in hand and rights in identified lands including :-

- a) Work-in-progress comprises of land, materials, services and other overheads related to project under construction and is valued at cost.
- b) Stock of building material is valued at cost.
- c) Completed units remaining unsold are valued at lower of cost or market value.



6. Fixed Assets

Fixed Assets are stated at cost, net of accumulated depreciation. Cost includes original cost of acquisition, including incidental expenses related to such acquisition and installation.

7. Depreciation

- a) Depreciation on fixed assets is provided on the straight line method at the rates and in the manner specified in Schedule XIV of the Act.
- b) Depreciation on additions/ deletions to/from fixed assets is provided on pro-rata basis from the date the asset is put to use/discarded.
- c) Individual Assets costing less than Rs. 5000.00 are depreciated in full in the year of purchase.

8. Impairment of Assets

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

9. Investments:

Investments are all long term, which are stated at cost. Provision for diminution in value thereof, other than temporary in nature, is accounted for.

10. Borrowing Cost

- a) Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets for the period up to the completion/installation or construction of such asset respectively are capitalized as part of the cost of such asset.
- b) Borrowing costs directly attributable to projects under taken by the company are charged to each such project on year to year basis and is treated as cost of the project.
- c) All other borrowing costs are charged to revenue in the year in which they are incurred.

11. Taxation**a) Current Tax**

Provision for Income Tax is based on assessable profits of the company as computed in accordance with the relevant provision of the Income Tax Act, 1961 for the year ending 31st December 2011.

b) Deferred Tax

Deferred Tax is recognized on timing differences; being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets on unabsorbed tax losses and tax depreciation are recognized only when there is a virtual certainty of their realization and on other items when there is reasonable certainty of realization. The tax effect is calculated on the accumulated timing differences at the year end based on the tax rates and laws enacted or substantially enacted on the balance sheet date.

12. Retirement Benefits

- a) Contributions payable by the Company to the concerned Government Authorities in respect of Provident Fund, Family Pension fund and Employee State Insurance are charged to the profit and loss account.
- b) Provision for gratuity and Leave Encashment are made on actuarial valuation, as per Accounting Standard (AS)-15.



Defined Benefit Plans

Valuation in respect of Gratuity and Leave encashment have been carried out by independent actuary, as at 31st December, 2011:

S. No.	Particulars	Year Ended 31.12.2011		Year Ended 31.12.2010	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
I	Expenses recognized in the statement of Profit and Loss account				
1	Current service cost	3,88,961	3,72,335	345,816	209,532
2	Interest cost	68,809	90,367	33,418	58,674
3	Net Actuarial (gain)/losses recognized	9,580	(18,457)	42,168	495,622
4	Past service cost	-	-	-	-
5	Settlement cost	-	-	-	-
6	Expenses recognized in the statement of profit and loss account	4,67,350	4,44,245	421,402	763,828
II	Net Assets/(Liability) recognized in the Balance sheet				
1	Present value of obligation as at the end of the year	12,59,487	14,57,338	839,133	1,102,031
2	Fair value of Plan assets as at the end of the year	-	-	-	-
3	Funded status [surplus/deficit]	(1259,487)	(14,57,338)	(839,133)	(1,102,031)
4	Net Liability recognized in balance sheet	12,59,487	14,57,338	839,133	1,102,031
III	Change in present value of obligation during the year				
1	Present value of obligation as at the beginning of the period	8,39,133	11,02,031	417,731	733,429
2	Acquisition adjustment	-	-	-	-
3	Interest cost	68,809	90,367	33,418	58,674
4	Past service cost	-	-	-	-
5	Current service cost	3,88,961	3,72,335	345,816	209,532
6	Settlement cost	-	-	-	-
7	Benefit paid	-	(88,938)	-	(395,226)
8	Actuarial (gain)/loss on obligation	9,580	(18,457)	42,168	495,622
9	Present value of obligation as at the end of the period	12,59,487	14,57,338	839,133	1,102,031
IV	Change in the plan value of assets during the year				
1	Fair value of plan assets at the beginning of the period	-	-	-	-
2	Expected return on plan assets	-	-	-	-
3	Contributions	-	-	-	-
4	Benefits paid	-	-	-	-
5	Actuarial Gain/(loss) on plan assets	-	-	-	-
6	Fair value of plan assets as at the end of the period				
	Actuarial Assumptions:				
1	Discount rate		8.60%		8.20%
2	Rate of increase in compensation		10.00%		10.00%
3	Rate of return on plan assets		-		-
4	Average Outstanding service of Employee's upto retirement		31.07 years		31.42 years

13. Accounting Standards

The Company follows all applicable accounting standards as required under Section 211 (3) (C) of the Act.

14. Preliminary Expenses

Preliminary expense of Rs. 1,03,868/- has been fully written off during the year on adoption of Accounting Standard (AS-26)

15. Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made. Contingent Liability is disclosed for (1) Possible obligations which will be confirmed only by future events not wholly within the control of the company or (2) Present obligations arising from past events where it is



not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of obligation cannot be made. Contingent assets are not recognized in the financial statements since this may result in recognition of income that may not be realized in the near future.

B) Notes to Accounts:

1. Amalgamation

The scheme of amalgamation of Balaji Tirupati Buildcon Ltd. (Amalgamated Company) with MVL Ltd. was approved by the Hon'ble High Court of Delhi on 8th October 2010. However the effective date of the said scheme is 12th January 2011. Assets and Liabilities of the amalgamated company were line-wise merged during the year, as a result of which: -

- a) Authorized capital of the company increased from 70,00,00,000 to 73,00,00,000 equity share of Rs. 1/- each.
- b) Issued, subscribed and paid up capital increased from 53,42,43,200 to 60,12,43,200 equity shares of Rs. 1/- each – representing 6,70,00,000 equity shares of Rs. 1 each issued to the existing shareholders of the amalgamated company.
- c) Net debit balance of Rs. 6,03,18,042/- on account of amalgamation adjustments in respect of reserves and surplus, debit balance of profit and loss account, goodwill and deferred tax assets taken over was adjusted out of reserves and surplus of the amalgamated company.
- d) Other assets and liabilities of the amalgamated company were merged with the assets and liabilities of the amalgamating company.

	For the Year Ended 31.12.2011 (Rs. in Lacs)	For the Year Ended 31.12.2010 (Rs. in Lacs)
2. Contingent Liabilities		
For Corporate Guarantees	2509.00	2009.00
3. Claims not acknowledged as debt		
For Commercial disputes	95.92	54.72
4. Loans and Advances considered doubtful of recovery for which no provision has been made	1.04	2.82
5. Deferred Tax Liabilities (Net)		
Deferred Tax Liabilities		
a) For Fixed Assets	42.48	40.23
b) For Deferred Revenue Expenditure	00.28	00.35
	42.76	40.58
Deferred Tax Assets		
For Employees Retirement Benefits	(4.09)	(2.79)
Net Liability	38.67	37.79
6. Auditors Remuneration Covers		
For Statutory Audit & Tax Audit	3.00	3.00
For Taxation matters	1.00	1.00
For Other Services and service tax	0.41	3.52
7. Directors Remuneration Covers		
Salaries	19.52	15.42
Sitting fees	1.56	1.56
Commission	21.22	28.44



8. Earning per Share (EPS)

Particulars		Unit	For the Year Ended 31.12.11	For the Year Ended 31.12.10
Profit attributable to equity share holder (numerator)	"A"	Rs.	1440.71 Lacs	1894.39 Lacs
No. of equity shares at the beginning of the year		Nos.	53,42,43,200	53,42,43,200
No. of equity shares allotted to the shareholders of Balaji Tirupati Buildcon Ltd. as per the order of amalgamation from the appointed date of 01.07.2009 (Refer Note No. B-1 of schedule 'Q').		Nos.	6,70,00,000	6,70,00,000
No of equity shares entitled to shares profits.		Nos.	60,12,43,200	60,12,43,200
Weighted average no. of equity shares at year end.	"B"	Nos.	60,12,43,200	60,12,43,200
Face Value per Equity Share		Rs.	Rs.1/-	Rs.1/-
Basic / Diluted earning per share (A) / (B)		Rs.	0.24	0.32

9. Previous year figures have been regrouped and rearranged, wherever necessary.

10. Some of the Debit and credit balances of Sundry Debtors, Creditors, Loans, advances & deposits are subject to confirmation and consequent adjustment if any arising from reconciliation. The Management however is of the view that there will be no material adjustments in this regard.

11. Determination of Revenues under 'Percentage of Completion Method' necessarily involves making estimates by management for percentage of completion, cost to completion, revenues expected from projects, and foreseeable losses. **These estimates being of technical nature have been relied upon by the auditors as per management representations.**

12. In the opinion of Directors, the current assets, loans and advances have value on realization in the ordinary course of business at least equal to the value at which they are stated in the forgoing Balance Sheet.

13. There are no micro and small enterprises, to whom the company owes sums, which are outstanding for more than 45 days as at 31st December 2011. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act. 2006 has been determined (to the extent such parties have been identified) on the basis of information available with the company, further no interest during the year has been paid or is payable under the terms of the Act.

14. Disclosure of Related Party Transactions in accordance with Accounting Standard (AS) - 18 "Related Party Disclosures".

a) **Subsidiaries (Group – A)**

MVL Developers Ltd.
Udyan Horticultures Pvt. Ltd.
Creative Pools Developers Pvt. Ltd.
Parisar Property Developers Pvt. Ltd.

b) **Associates (Group – B)**

Shri Balaji Tirupati Electronics Pvt. Ltd.
MVL Telecom Ltd.

c) **Key Managerial Personnel (Group – C)**

Mr. Prem Adip Rishi – Chairman
Mr. Praveen Kumar – Whole Time Director
Mr. Anukool Rishi – Director
Mr. Sushil Aggarwal – Vice President (Company Affairs & Legal)
Mr. Dhiraj Suri – Vice President Operations

d) **Key Managerial Personnel Relative (Group – D)**

Mr. Arjun Rishi



e) **Companies/Parties in which key management Person or his relatives have substantial interest/significant influence (Group – E)**

Anukool Films Pvt. Ltd.
Aster Auto Pvt. Ltd.
Global Digital Technologies Ltd.
Media Holding Pvt. Ltd.
Media Infrastructure Ltd.
Media Magnetic Cassettes Ltd.
Media Satellite & Telecoms Ltd.
Balaji Tirupati Buildcon Ltd. (Upto 12.01.2011)
MVL Credits Holdings & Leasing Ltd.
MVL Industries Ltd.
Risbro Technical Equipment Pvt. Ltd.
MVL Constructions Ltd.
Balaji Tirupati Buildwell Pvt. Ltd.
Balaji Tirupati Property Developers Pvt. Ltd.
Balaji Tirupati Infrastructure Pvt. Ltd.
Creative Pools Estates Pvt. Ltd.
Shiwalik Property Developers Pvt. Ltd.

Summary of transactions carried out with related parties (as identified above by the Company and relied upon by the Auditors)

(Rs. In Lacs)

Sl. No.	Nature of Transactions	Referred in 14 (a)	Referred in 14 (b)	Referred in 14 (c)	Referred in 14 (d)	Referred in 14 (e)	Total for the year ended 31/12/11	Total for the year ended 31/12/10
i.	Investment in shares (unlisted companies)	3.00	747.23	-	-	2.00	752.23	347.59
ii	Share Application money given	-	22.05	-	-	3.11	25.16	1422.76
iii	Sale of Investments (unlisted companies)	-	-	-	-	11.00	11.00	-
iv	Advances paid for Land	12.91	-	-	-	-	12.91	131.50
v	Real Estate Project Development Expenses paid	-	-	-	-	-	-	38.24
vi	Sale of Traded Items	-	-	-	-	10091.46	10091.46	1120.68
vii	Purchase of Traded Items	-	-	-	-	7009.78	7009.78	1026.26
viii	Construction Costs	-	-	-	-	1603.53	1603.53	1137.19
ix	Amounts received against sale of Trading items	-	-	-	-	1018.28	1018.28	5488.01
x	Director remuneration/ Commission	-	-	40.74	-	-	40.74	43.86
xi	Managerial Remuneration/ contribution to PF	-	-	26.30	-	-	26.30	22.87
xii	Rent & Fees	-	-	18.00	18.00	-	36.00	36.00
xiii	Interest paid on Loans	-	-	-	-	81.55	81.55	101.19
xiv	Refund of share application money received	-	1389.78	-	-	-	1389.78	1.59
xv	Reimbursement Received	-	61.22	-	-	-	61.22	317.56
xvi	Corporate Guarantee Given	-	-	-	-	2509.00	2509.00	2009.00
xvii	Corporate Guarantee Availed	-	-	-	-	5000.00	5000.00	-
xviii	Year End Balances							
	Share application money paid	-	29.23	-	-	4.17	33.40	1398.01
	Advance receivable	-	-	-	-	3292.65	3292.65	570.04
	Debts due against sales	-	-	-	-	27860.09	27860.09	16557.67
	Payables	-	-	-	-	18495.67	18495.67	15752.82
	Loans availed	-	-	-	-	-	-	830.83



15. Information pursuant to clause 32 of the listing agreement with stock exchanges : -

a) Loans and advances in the nature of loans to subsidiaries : -

Particulars	Balances (Rs. in Lacs)		Maximum balance during the year (Rs. in Lacs)	
	As at 31.12.2011	As at 31.12.2010	As at 31.12.2011	As at 31.12.2010
MVL Developers Ltd.(Subsidiary)	236.19	223.29	236.19	223.29

There is no stipulation of repayment of loan and no interest is charged on above loan to subsidiary.

b) There are no loans & advances in the nature of loans to Associate and to firms and companies in which directors are interested, other than as disclosed above.

c) There is no investment by the loanee in the shares of parent company.

16. Segment Reporting

Segments are being identified on the basis of dominant source and nature of risks and returns. Industry segments of the company w.e.f. July 2011, are primarily Real Estate & Hospitality Sector.

Operations of Hospitality Sector commenced from July 2011, there is no revenue for the year. Expenses directly related to the said sector during the year are capitalized as work in progress. All other income, direct expenses, fixed and other assets and liabilities in relation each segment are categorized based on items that are individually identifiable to that segment. Unallocated item, if any, is grouped as "Unallocated".

		For the Year Ended 31.12.2011 (Rs. in Lacs)	For the Year Ended 31.12.2010 (Rs. in Lacs)
a)	Segment Revenue		
	- Real Estate	16578.15	19358.25
	- Hospitality Sector	-	-
	Total	16578.15	19358.25
b)	Segment Result		
	- Real Estate	2976.04	3444.52
	- Hospitality Sector	-	-
	Total	2976.04	3444.52
	Less : -		
	Interest	854.45	600.15
	Unallocable income	-	-
	Profit before Tax	2121.59	2844.37
	Tax	680.88	949.98
	Profit after Tax	1440.71	1894.39
c)	Other Information	Segment Assets	Segment Assets
	- Real Estate	61194.43	53509.31
	- Hospitality Sector	2514.52	-
	- Unallocated	-	-
	Total Assets	63708.95	53509.31
		Segment Liabilities	Segment Liabilities
	- Real Estate	45667.91	37702.10
	- Hospitality Sector	41.06	-
	- Unallocated	-	-
	Total Liabilities	45708.97	37702.10
		Depreciation	Depreciation
	- Real Estate	35.29	32.83
	- Hospitality Sector	-	-
	- Unallocated	-	-
	Total	35.29	32.83



17. As per the best estimate of the Management, no provision is required to be made in terms of Accounting Standard (AS)-29, in respect of any present obligation as a result of past event that could lead to a probable outflow of resource which would be required to settle the obligation.
18. Liability for labour cess payable for projects in the States of Rajasthan and Haryana could not be ascertained in the absence of clarification and legal opinion sought in respect of applicable date and applicability on completed projects. Meanwhile the company has paid Rs. 32,63,216/- towards labour cess during the year as per its own estimate of amount due.
19. Information pursuant to paragraph 3 & 4 of Part-II of Schedule VI of the Act to the extent applicable is given below:-

		For the Year Ended 31.12.2011 (Rs. in Lacs)	For the Year Ended 31.12.2010 (Rs. in Lacs)
a)	Gross Revenue (Real Estate)	16578.15	19358.25
b)	Work in progress		
	Opening balance	12429.13	9077.99
	Closing Balance	13360.21	12429.13
c)	Brokerage on Sales	78.32	60.61
d)	Earnings in Foreign Currency	Nil	Nil
e)	Expenditure in Foreign currency		
	- For Traveling	29.38	39.53
	- For others	189.81	13.69
f)	CIF Value of Imports	Nil	Nil

Signature for Schedule "A" to "Q"

As per our report of even date
For ARUN KISHORE & COMPANY
 Chartered Accountants
 (ICAI FRN : 001898N)

Sd/-
CA Arun Kishore
 Partner
 Membership No. 10770
Place : New Delhi
Date : 9th March, 2012

For and on behalf of the Board of Directors

Sd/-
(Prem Adip Rishi)
 Director

Sd/-
(Praveen Kumar)
 Whole Time Director

Sd/-
(Rakesh Gupta)
 Director

Sd/-
(Nidhi Agarwal)
 Company Secretary



Cash Flow Statement for the Year ended 31.12.2011

SL. NO.	PARTICULARS	For the year ended 31.12.2011 (Rs. in lacs)	For the year ended 31.12.2010 (Rs. in lacs)
A)	Cash flow from Operating activities		
	Net profit before taxation & extraordinary items Adjustment for	2,121.59	2,843.88
	Depreciation	35.29	32.83
	Revenue Exp./other claims written off	1.04	0.17
	Loss on sale of Fixed Assets / Investments	3.37	1.34
	Interest charges	870.32	606.22
	Interest /other income received	(40.86)	(11.25)
	Operating Profit before working capital changes	2,990.75	3,473.19
	Adjustment for (increase)/decrease in -		
	Trade Receivables	(15,577.71)	(8,584.41)
	Other Receivables	7,121.56	(6,362.40)
	Inventories / Projects Work in Progress	(930.10)	(3,424.19)
	Trade payables and others	3,486.12	12,734.03
	Cash generated from operations	(2,909.38)	(2,163.78)
	Direct Taxes paid	(25.52)	-
	Dividend Paid	(302.77)	(264.97)
	Cash Flow before extraordinary items	(3,237.67)	(2,428.75)
	Extraordinary items.	-	0.48
	Net cash flow from Operative Activity	(3,237.67)	(2,428.27)
B	Cash Flow from investing activities.		
	Investments	(836.79)	(357.59)
	Purchase of property, plant, equipment & other long term assets	(54.79)	(24.28)
	Sale proceeds of property,plant,equipment & other long term asset	1.50	1.76
	Net Adjustements as per Scheme of Arrangments / Amalgamation	(603.18)	-
	Interest received & other Misc.Income	40.86	11.25
	Net Cash from investing activities.	(1,452.40)	(368.86)
C.	Cash Flow from Financing Activities		
	Interest and similar charges paid	(870.32)	(606.22)
	Increase in Share Capital/ Convertible Warrants/ Share Application	670.00	-
	Increase/(Decrease) in cash Credit Utilisation	4,821.95	3,356.40
	Net Cash from Financing Activities	4,621.63	2,750.18
	Net increase in cash and cash equivalents (A+B+C)	(68.44)	(46.95)
	Cash and Bank Equivalent (opening balance)	208.56	255.51
	Cash and Bank Equivalent (closing balance)	140.12	208.56

For and on behalf of the Board of Directors

Sd/-
Prem Adip Rishi
Director

Sd/-
Praveen Kumar
Whole Time Director

Sd/-
Rakesh Gupta
Director

Sd/-
Nidhi Agarwal
Company Secretary

AUDITOR'S CERTIFICATE

We have examined the attached Cash Flow Statement of MVL Limited for the year ended 31st December 2011. This statement has been prepared by the Company in accordance with the requirements of Clause 32 of Listing Agreement with the Stock Exchanges and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the company covered by our Report of 9th March 2012 to the members of the Company.

For **ARUN KISHORE & COMPANY**
Chartered Accountants
(ICAI FRN : 001898N)

Sd/-
CA ARUN KISHORE
PARTNER
MEMBERSHIP NO.10770



Place : New Delhi
Date : 9th March 2012

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE
--

I	REGISTRATION DETAILS	
	CIN No.	U45200DL2006PLC154848
	Balance Sheet date	31.12.2011
II	CAPITAL RAISED DURING THE YEAR	
		(Amount in Rs. Thousands)
	Public issue	NIL
	Right Issue	NIL
	Bonus Issue	NIL
	Private Placement	NIL
III	POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS	
	Total liabilities	3,192,017.00
	Total Assets	3,192,017.00
	SOURCES OF FUNDS	
	Paid up Capital	601,243.00
	Reserves and surplus	915,859.00
	Deferred Tax Liability	3,867.00
	Secured Loans	1,671,047.00
	Unsecured loans	-
	APPLICATION OF FUNDS	
	Net Fixed Assets	81,351.00
	Investments	120,538.00
	Net Current Assets	2,990,128.00
	Misc Expenditure	-
IV	PERFORMANCE OF THE COMPANY	
	Turnover including other income	1,565,640.00
	Total expenditure	1,353,481.00
	Profit before tax	212,159.00
	Profit after tax	144,070.00
	Earnings per share Rs.	0.24
V	GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY	
	(As per monetary terms)	
	a. Item Code No. (ITC No)	None
	Product description	Real Estate

For and on behalf of the Board of Directors

Sd/-
(Prem Adip Rishi)
Director

Sd/-
(Praveen Kumar)
Whole Time Director

Sd/-
(Rakesh Gupta)
Director

Sd/-
(Nidhi Agarwal)
Company Secretary

Place : New Delhi
Date : 9th March, 2012



Statement pursuant to section 212 of the Companies Act, 1956 relating to Subsidiary Company					
Domestic Subsidiary					
1	Name of Subsidiary Company	MVL Developers Limited	Udyan Horticultures Pvt. Ltd.	Creative Pools Developers Pvt. Ltd.	Parisar Property Developers Pvt. Ltd.
2	Financial Period of the Subsidiary ended on	31st December 2011	31st December 2011	31st December 2011	31st December 2011
3	Date from which it became subsidiary	10th December 2007	13th April 2011	09th May 2011	06th May 2011
4	No. of Equity Share held by MVL Limited and / or its Nominees as on 31st December 2011	1,00,000 Equity shares of Rs. 10/- each	10,000 Equity shares of Rs. 10/- each	10,000 Equity shares of Rs. 10/- each	10,000 Equity shares of Rs. 10/- each
5	Extent of Holding	100%	100%	100%	100%
6	Net aggregate amount of profits / losses of the Subsidiary so far as it concerns the members of MVL Limited	There is no profit or loss since all direct and indirect expenses are capitalized as project work in progress.	This is being the first year with on business activity, net administrative loss (after tax) of Rs. 12347/- was incurred during the year.	This is being the first year with on business activity, net administrative loss (after tax) of Rs. 11740/- was incurred during the year.	This is being the first year with on business activity, net administrative loss (after tax) of Rs. 11740/- was incurred during the year.
	i. Not dealt within the accounts of MVL Limited				
	a) for subsidiary's financial period ended on 31st December, 2011	Nil	Nil	Nil	Nil
	b) for previous financial years of the subsidiary since it became subsidiary of MVL Limited	Nil	Nil	Nil	Nil
	ii. Dealt within the accounts of MVL Limited.				
	a) for subsidiary's financial period ended on 31st December, 2011	Nil	Nil	Nil	Nil
	b) for previous financial years of the subsidiary since it became subsidiary of MVL Limited	Nil	Nil	Nil	Nil

For and on Behalf of the Board of Directors

Sd/-
(Praveen Kumar)
Wholetime Director

Place : New Delhi
Date : 9th March 2012



AUDITOR'S REPORT

AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF MVL LTD. ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MVL LTD. AND ITS SUBSIDIARIES.

1. We have audited the attached consolidated Balance Sheet of MVL Ltd. and its subsidiaries as at 31st December 2011, the consolidated Profit and Loss Account and the consolidated Cash Flow Statement for the year ended on that date annexed thereto. 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 of the holding and subsidiary companies. 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 misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the over all financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS) - 21, "Consolidated Financial Statements", Accounting Standard (AS) - 23 on "Accounting for investments in Associates in Consolidated Financial statements".
4. Based on our audit and on consideration of separate financial statements of holding and subsidiary companies and to the best of our information and according to the explanations given to us, the consolidated Financial statements subject to Note No B-10 of schedule 'Q' regarding on confirmed balances and read together with Significant Accounting policies and Notes thereon 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: -
 - a) in the case of the consolidated Balance sheet of the state of affairs of the Group as at 31st December, 2011.
 - b) in the case of the Consolidated Profit and Loss account of the profit of the Group for the year ended on that date: and
 - c) in the case of Consolidated Cash Flow Statement, of the Cash Flows of the Group for the year ended on that date.

**For ARUN KISHORE & COMPANY
CHARTERED ACCOUNTANTS
(ICAI FRN - 001898N)**

**Sd/-
CA ARUN KISHORE
PARTNER
[Membership No. 10770]**

**Place: New Delhi
Date: 9th March' 2012.**



Consolidated Balance Sheet as at 31st December, 2011

PARTICULARS	SCHEDULE No.	AS AT 31st Dec. 2011 (Amount in Rs.)	AS AT 31st Dec. 2010 (Amount in Rs.)
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	"A"	601,243,200	534,288,200
Reserves & Surplus	"B"	915,823,123	832,106,202
Loans Funds			
Secured Loans	"C"	1,671,047,527	1,105,769,508
Unsecured Loans		-	83,083,047
Deferred Tax Liability (Net)		3,860,825	3,779,202
		<u>3,191,974,675</u>	<u>2,559,026,159</u>
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	"D"	94,407,415	89,292,641
Less: Depreciation		13,056,521	9,571,293
Net Block		81,350,894	79,721,348
Investments			
	"E"	119,238,270	35,858,940
Current Assets ,Loans & Advances			
Inventories	"F"	1,369,663,994	1,275,402,416
Sundry Debtors		4,499,708,985	2,941,937,539
Cash & Bank Balances		56,014,278	62,240,493
Loans & Advances		246,369,201	959,764,887
		<u>6,171,756,458</u>	<u>5,239,345,335</u>
Less: Current Liabilities & Provisions			
Current Liabilities	"G"	2,899,047,330	2,550,270,291
Provisions		281,323,617	245,733,041
		<u>3,180,370,947</u>	<u>2,796,003,332</u>
Net Current assets		2,991,385,511	2,443,342,003
Miscellaneous Expenditure (To the extent not Written off or adjusted)	"H"	-	103,868
		<u>3,191,974,675</u>	<u>2,559,026,159</u>
Significant Accounting Policies and Notes	"Q"		

As per our report of even date
For Arun Kishore & Company
 Chartered Accountants
 (ICAI FRN : 001898N)

Sd/-
CA Arun Kishore
 Partner
 Membership No. 10770
 Place : New Delhi
 Date : 9th March, 2012

For and on behalf of the Board of Directors

Sd/-
(Prem Adip Rishi)
 Director

Sd/-
(Rakesh Gupta)
 Director

Sd/-
(Praveen Kumar)
 Whole Time Director

Sd/-
(Nidhi Agarwal)
 Company Secretary



Consolidated Profit & Loss Account for the year ended 31st December, 2011

PARTICULARS	SCHEDULE NO.	For the year ended on 31st Dec. 2011	For the year ended on 31st Dec. 2010
INCOME			
Income from Operation	"I"	1,657,814,972	1,935,825,084
Other Income	"J-1"	4,086,384	1,124,766
Increase/(Decrease) in Stock in Trade	"J-2"	(96,261,200)	-
		1,565,640,156	1,936,949,850
EXPENDITURE:			
Cost of Construction / Development	"K"	478,441,744	440,047,703
Purchases of Traded Goods		700,978,000	1,065,588,882
Employees Cost	"L"	29,170,189	29,167,121
Administrative Cost	"M"	27,882,742	32,428,971
Selling & Distribution Expenses	"N"	26,489,477	21,424,171
Finance Cost	"O"	87,032,637	60,621,806
Depreciation	"D"	3,528,781	3,283,047
		1,353,523,570	1,652,561,701
Profit Before Tax		212,116,586	284,388,149
Prior Period Adjustments	"P"	-	(48,636)
Balance Profit		212,116,586	284,436,785
Provision for Tax			
:Current		68,000,000	95,000,000
:Deferred Tax		81,623	(2,598)
Profit after Tax		144,034,963	189,439,383
Balance Brought Forward		448,608,006	314,223,717
Amount available for Appropriation		592,642,969	503,663,100
Appropriations			
Proposed Dividend		-	30,062,160
Provision for Dividend Tax		-	4,992,934
Transfer to General Reserve		20,000,000	20,000,000
Balance Carried to Balance Sheet		572,642,969	448,608,006
		592,642,969	468,608,006

As per our report of even date
For Arun Kishore & Company
Chartered Accountants
(ICAI FRN : 001898N)

Sd/-
CA Arun Kishore
Partner
Membership No. 10770
Place : New Delhi
Date : 9th March, 2012

For and on behalf of the Board of Directors

Sd/-
(Prem Adip Rishi)
Director

Sd/-
(Praveen Kumar)
Whole Time Director

Sd/-
(Rakesh Gupta)
Director

Sd/-
(Nidhi Agarwal)
Company Secretary



Consolidated Schedules Annexed to and Forming Part of the Balance Sheet

PARTICULARS	AS AT 31st Dec. 2011 (Amount in Rs.)	AS AT 31st Dec. 2010 (Amount in Rs.)
SCHEDULE 'A'		
Authorised Capital 73,00,00,000 Equity shares of Rs.1/- each (Previous Year 70,00,00,000 Equity shares of Rs.1/- each) (Refer Note No. B-1 of schedule Q)	<u>730,000,000</u>	<u>700,000,000</u>
Issued , Subscribed & Paid up Capital 60,12,43,200 (Previous Year 53,42,43,200) Equity Shares of Rs.1/- each fully paid up (Refer Note No. B-1 of schedule Q)	601,243,200	534,243,200
Note:- Above equity shares include 59,46,46,490 (Previous Year 52,76,46,490) equity shares of Rs.1/- each issued for consideration other than cash as per the schemes of amalgamation Share Application Money (Pending Allotment)	-	45,000
	<u>601,243,200</u>	<u>534,288,200</u>
Schedule 'B'		
Reserve & Surplus		
(a) General Reserve		
Opening Balance	144,215,934	124,215,934
Add : Provided during the year	20,000,000	20,000,000
Less : Amalgamation Adjustment	<u>60,318,042</u>	-
(Refer Note No. B-1 of schedule Q)	103,897,892	1,44,215,934
(b) Capital Reserve	109,016,486	109,016,486
(c) Share Premium (Opening Balance)	130,265,776	130,265,776
(d) Balance of Profit & Loss A/c	572,642,969	448,608,006
	<u>915,823,123</u>	<u>832,106,202</u>
Schedule 'C'		
Loans Funds		
Secured Loans		
Term Loans		
From Banks	1,201,991,402	551,287,121
From Financial Institutions [secured against equitable mortgage of immovable property, third party gaurantee and securities and personal guarantee of chairman]	464,339,897	550,000,000
Others [Secured against hypothecation of vehicles]	4,716,228	4,482,387
	<u>1,671,047,527</u>	<u>1,105,769,508</u>
Unsecured Loans		
Intercompany Loans	-	83,083,047
	-	<u>83,083,047</u>



Schedules Annexed to and Forming Part of the Balance Sheet
SCHEDULE 'D'
FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 01.01.2011	Additions	Deletion/ Sale	Cost as on 31.12.2011	Total up to 01.01.2011	Current Year	Adjustment for deletion / sale	Total up to 31-12-2011	As on 31.12.2011	As on 31.12.2010
LAND	38,353,400	-	-	38,353,400	-	-	-	-	38,353,400	38,353,400
OFFICE BUILDING	21,512,487	-	-	21,512,487	2,751,859	718,517	-	3,470,376	18,042,111	18,760,628
VEHICAL	19,807,076	4,506,331	364,565	23,948,842	4,807,701	2,016,347	43,553	6,780,495	17,168,347	14,999,375
OFFICE EQUIPMENT	4,040,199	555,718	-	4,595,917	505,286	211,227	-	716,513	3,879,404	3,534,913
COMPUTER	2,046,119	344,483	-	2,390,602	869,558	356,470	-	1,226,028	1,164,574	1,176,561
FURNITURE & FIXTURE	3,533,360	72,807	-	3,606,167	636,889	226,220	-	863,109	2,743,058	2,896,471
TOTAL	89,292,641	5,479,339	364,565	94,407,415	9,571,293	3,528,781	43,553	13,056,521	81,350,894	79,721,348
PREVIOUS YEAR	87,281,375	2,427,644	416,378	89,292,641	6,394,815	3,283,047	106,569	9,571,293	79,721,348	80,886,560

PARTICULARS	AS AT 31st Dec. 2011 (Amount in Rs.)	AS AT 31st Dec. 2010 (Amount in Rs.)
SCHEDULE 'E'		
INVESTMENTS		
Equity Shares (Long Term) (Unquoted at cost)		
9994 Equity shares of Rs. 10/- each of MVL Construction Ltd.	99,940	99,940
24700 Equity Shares of Rs. 10/- each of MVL Solar Power Ltd.	247,000	247,000
9800000 Equity Shares of Rs. 10/- each (Previous year 2881200 Eq. Shares) of MVL Telecom Ltd.	98,000,000	28,812,000
1123490 Equity Shares of Rs. 10/- each (Previous year 570000 Eq. Shares) of Shri Tirupati Balaji Electronics Pvt. Ltd.	11,234,900	5,700,000
Mutual Funds (Quoted at cost)		
94295 units of Rs.10/- each of Mutual Fund - DSP Black Rock	1,000,000	1,000,000
Others		
Investment - Precious Metals	8,656,430	-
	119,238,270	35,858,940
Market Value of quoted Securities		
Mutual Funds	822,725	1,000,000



Schedules Annexed to and Forming Part of the Balance Sheet

PARTICULARS	AS AT 31st Dec. 2011 (Amount in Rs.)	AS AT 31st Dec. 2010 (Amount in Rs.)
SCHEDULE 'F'		
Current Assets , Loans & Advances		
A Inventories: -		
Project Work in Progress (At Cost)	1,360,076,961	1,265,717,106
Materials at Site	9,587,033	9,685,310
	<u>1,369,663,994</u>	<u>1,275,402,416</u>
B Sundry Debtors (Unsecured) : - (considered good unless otherwise specified)		
Due for over six months	3,858,686,514	2,083,610,302
Due for less than six months	641,022,471	858,327,237
	<u>4,499,708,985</u>	<u>2,941,937,539</u>
C Cash & Bank Balances		
Cash Balances	4,329,813	2,765,513
Balances with Scheduled Banks	10,960,965	19,123,480
FDR's\ Margin Money with Scheduled Banks (Pledged)	<u>40,723,500</u>	<u>40,351,500</u>
	<u>56,014,278</u>	<u>62,240,493</u>
D Loans & Advances (Unsecured considered good unless otherwise specified)		
Advances for Projects (Land)	150,746,259	701,673,500
Security Deposits	2,057,795	1,935,076
Advances to Contractors & Suppliers	3,219,769	1,843,881
Other advances recoverable in Cash or in Kind or for value to be recd.	90,345,378	254,312,430
	<u>246,369,201</u>	<u>959,764,887</u>
SCHEDULE 'G'		
Current Liabilities & Provisions		
A Sundry Creditors		
For Security Deposit	5,145,199	3,860,646
For Construction & Purchase	1,877,814,986	1,756,986,322
For Expenses & Others	540,716,751	363,358,402
For Advances from Customers	475,370,394	426,064,921
	<u>2,899,047,330</u>	<u>2,550,270,291</u>
B Provisions		
Provision for Tax	280,064,130	214,616,342
Provision for Gratuity	1,259,487	839,133
Proposed Dividend	-	30,277,566
	<u>281,323,617</u>	<u>245,733,041</u>
SCHEDULE 'H'		
Miscellaneous Expenditure		
Preliminary Expenses	-	103,868
(Refer Note No. A-14 of schedule Q)	<u>-</u>	<u>103,868</u>



Schedules Annexed to and Forming Part of the Profit & Loss Account

PARTICULARS	Year Ended 31st Dec. 2011 (Amount in Rs.)	Year Ended 31st Dec. 2010 (Amount in Rs.)
SCHEDULE 'I'		
Income from Operation		
Sale of Projects	1,657,814,972	1,935,825,084
	<u>1,657,814,972</u>	<u>1,935,825,084</u>
SCHEDULE 'J-1'		
Other Income		
Interest from Customers	1,256,156	359,923
Interest from Bank FDR	2,623,644	764,843
Profit on Sale of Fixed Assets	27,096	-
Misc. Income	179,488	-
	<u>4,086,384</u>	<u>1,124,766</u>
SCHEDULE 'J-2'		
Increase /(Decrease) in Stocks		
Opening Stocks	96,261,200	-
Closing Stocks	-	-
Decrease in Stocks	<u>96,261,200</u>	<u>-</u>
SCHEDULE 'K'		
Cost of Construction/Development		
Project WIP (Opening Balance)	1,169,455,906	917,485,910
Stock of Cement & Iron & Steel (Opening Balance)	9,685,310	2,379,940
Construction and Land & Development Costs	419,816,355	638,662,990
Other Indirect Costs	249,148,167	156,921,279
Total cost upto 31.12.2011	<u>1,848,105,738</u>	<u>1,715,450,119</u>
Less: WIP (Closing stock)		
Building Materials	9,587,033	9,685,310
Project WIP	<u>1,360,076,961</u>	<u>1,265,717,106</u>
	<u>478,441,744</u>	<u>440,047,703</u>
SCHEDULE 'L'		
Employee Cost		
Salary, Allowances & Welfare	27,786,277	28,021,549
Bonus	825,496	771,394
Contributions to Provident Fund & ESI	558,416	374,178
	<u>29,170,189</u>	<u>29,167,121</u>



Schedules Annexed to and Forming Part of the Profit & Loss Account

PARTICULARS	Year Ended 31st Dec. 2011 (Amount in Rs.)	Year Ended 31st Dec. 2010 (Amount in Rs.)
SCHEDULE 'M'		
Administrative Cost		
Books & Periodicals	973,930	837,006
Conveyance Expenses	3,165,195	2,493,178
Audit Fees	456,200	752,400
Preliminary Exp. W/off	130,730	17,312
Donation	-	17,600
Electricity Expenses	366,275	310,659
Insurance	626,706	584,169
Legal & Professional Charges	5,699,120	8,324,343
Loss on Sale of Fixed Assets	-	134,293
Loss on Sale of Investment	337,500	-
Meeting Expenses	101,443	174,819
Membership Fee	121,270	131,692
Office Expenses	3,223,801	3,245,939
Postage & Telegram	560,279	379,120
Printing & Stationery	867,216	969,054
Rate, Fee & Taxes	1,218,779	1,027,840
Rent	4,926,796	5,141,706
Repair & Maintenance	2,120,724	2,304,345
Telephone Exp.	2,518,775	2,826,428
Watch & Ward	467,396	2,757,068
	<u>27,882,742</u>	<u>32,428,971</u>
SCHEDULE 'N'		
Selling & Distribution Expenses		
Business Promotion	16,549,691	13,127,137
Advertisement	1,605,869	782,032
Travelling Expenses (Director)	5,044,639	3,685,861
Travelling Expenses (Others)	3,289,278	3,829,141
	<u>26,489,477</u>	<u>21,424,171</u>
SCHEDULE 'O'		
Finance Cost		
Bank Charges	1,587,370	607,174
Interest on Loans	85,445,266	60,014,632
	<u>87,032,637</u>	<u>60,621,806</u>
SCHEDULE 'P'		
Prior Period Adjustments		
Balance written off/(Written back) Net	-	(112,840)
LTA paid for earlier year (2007-2008)	-	67,542
Excess provision of interest on FDR's reversed	-	92,575
Excess provision for expenses (written back)	-	(95,913)
	<u>-</u>	<u>(48,636)</u>
Figure in bracket indicate Credit balances		



SCHEDULE 'Q'

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

PRINCIPLES OF CONSOLIDATION

1. The consolidated accounts are prepared based on line-by-line consolidation of the profit and Loss account and Balance Sheet of MVL Ltd. and its subsidiaries. The consolidation adjustments have been made in respect of intra group transactions.
2. These consolidated financial accounts are prepared in accordance with Accounting Standard (AS) - 21 on Consolidated Financial Statements & Accounting Standard (AS) - 23 on Accounting for Investment in associates in consolidated Financial Statements as notified by companies (Accounting Standard) Rules, 2006 (as amended).

A) Significant Accounting Policies

1. Basis of Accounting

The financial statements are prepared under the historical cost convention, using accrual basis of accounting, in accordance with the generally accepted accounting principles in India, the accounting standards notified under the companies (Accounting Standard) Rules 2006 (as amended) and the relevant provisions of the Companies Act, 1956 (The Act)

2. Use of Estimates

The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates and any revision is recognized in the current and future periods.

3. Revenue Recognition

Real Estate Projects

Revenue from Real Estate Projects is recognized on the 'Percentage of Completion method' (POC) of accounting. Revenue comprises of the aggregate amounts of sale contracts entered into and is recognized on the basis of percentage of actual costs incurred, including land and total estimated cost of projects under execution, subject to such cost being 25% or more of the total estimated cost.

The estimates of the projected revenues, salable area and projected costs are reviewed periodically by the management and any effect of changes in estimates is recognized in the period such changes are determined.

Where aggregate of the payments received provide insufficient evidence of Buyers commitment to make the complete payment, revenue is recognized only to the extent of realization.

Whereas all income and expenses are accounted for on accrual basis, Interest on delayed payments by customers against dues is taken on realization owing to practical difficulties and uncertainties involved.

4. Cost of construction / Development

Accumulated project cost i.e. cost of construction / development comprises of: -

- a) Expenses directly related to the project.
- b) General Administration & Selling and Marketing costs that are attributable to the project in general and can be allocated to the project.
- c) Finance Cost including interest and charges incurred up to the completion of the project are considered as attributable cost to the project and included under accumulated Project cost.

Cost of Construction / Development is charged to profit and loss account in proportion to the project area sold for which revenue has been recognized Adjustments if required are made on completion of the respective projects.

5. Inventory

The Inventory comprises of lands, projects completed or under construction, building material in hand and rights in identified lands including :-



- a) Work-in-progress comprises of land, materials, services and other overheads related to project under construction and is valued at cost.
- b) Stock of building material is valued at cost.
- c) Completed units remaining unsold are valued at lower of cost or market value.

6. Fixed Assets

Fixed Assets are stated at cost, net of accumulated depreciation. Cost includes original cost of acquisition, including incidental expenses related to such acquisition and installation.

7. Depreciation

- a) Depreciation on fixed assets is provided on the straight line method at the rates and in the manner specified in Schedule XIV of the Act.
- b) Depreciation on additions/ deletions to/from fixed assets is provided on pro-rata basis from the date the asset is put to use/discarded.
- c) Individual Assets costing less than Rs. 5000.00 are depreciated in full in the year of purchase.

8. Impairment of Assets

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

9. Investments

Investments are all long term, which are stated at cost. Provision for diminution in value thereof, other than temporary in nature, is accounted for.

10. Borrowing Cost

- a) Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets for the period up to the completion/installation or construction of such asset respectively are capitalized as part of the cost of such asset.
- b) Borrowing costs directly attributable to projects under taken by the company are charged to each such project on year to year basis and is treated as cost of the project.
- c) All other borrowing costs are charged to revenue in the year in which they are incurred.

11. Taxation

a) Current Tax

Provision for Income Tax is based on assessable profits of the company as computed in accordance with the relevant provision of the Income Tax Act, 1961 for the year ending 31st December 2011.

b) Deferred Tax

Deferred Tax is recognized on timing differences; being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets on unabsorbed tax losses and tax depreciation are recognized only when there is a virtual certainty of their realization and on other items when there is reasonable certainty of realization. The tax effect is calculated on the accumulated timing differences at the year end based on the tax rates and laws enacted or substantially enacted on the balance sheet date.

12. Retirement Benefits

- a) Contributions payable by the Company to the concerned Government Authorities in respect of Provident Fund, Family Pension fund and Employee State Insurance are charged to the profit and loss account.



- b) Provision for gratuity and Leave Encashment are made on actuarial valuation, as per Accounting Standard (AS)-15.

Defined Benefit Plans

Valuation in respect of Gratuity and Leave encashment have been carried out by independent actuary, as at 31st December, 2011:

S. No.	Particulars	Year Ended 31.12.2011		Year Ended 31.12.2010	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
I Expenses recognized in the statement of Profit and Loss account					
1	Current service cost	3,88,961	3,72,335	345,816	209,532
2	Interest cost	68,809	90,367	33,418	58,674
3	Net Actuarial (gain)/losses recognized	9,580	(18,457)	42,168	495,622
4	Past service cost	-	-	-	-
5	Settlement cost	-	-	-	-
6	Expenses recognized in the statement of profit and loss account	4,67,350	4,44,245	421,402	763,828
II Net Assets/(Liability) recognized in the Balance sheet					
1	Present value of obligation as at the end of the year	12,59,487	14,57,338	839,133	1,102,031
2	Fair value of Plan assets as at the end of the year	-	-	-	-
3	Funded status [surplus/deficit]	(1259,487)	(14,57,338)	(839,133)	(1,102,031)
4	Net Liability recognized in balance sheet	12,59,487	14,57,338	839,133	1,102,031
III Change in present value of obligation during the year					
1	Present value of obligation as at the beginning of the period	8,39,133	11,02,031	417,731	733,429
2	Acquisition adjustment	-	-	-	-
3	Interest cost	68,809	90,367	33,418	58,674
4	Past service cost	-	-	-	-
5	Current service cost	3,88,961	3,72,335	345,816	209,532
6	Settlement cost	-	-	-	-
7	Benefit paid	-	(88,938)	-	(395,226)
8	Actuarial (gain)/loss on obligation	9,580	(18,457)	42,168	495,622
9	Present value of obligation as at the end of the period	12,59,487	14,57,338	839,133	1,102,031
IV Change in the plan value of assets during the year					
1	Fair value of plan assets at the beginning of the period	-	-	-	-
2	Expected return on plan assets	-	-	-	-
3	Contributions	-	-	-	-
4	Benefits paid	-	-	-	-
5	Actuarial Gain/(loss) on plan assets	-	-	-	-
6	Fair value of plan assets as at the end of the period				
Actuarial Assumptions:					
1	Discount rate	8.60%		8.20%	
2	Rate of increase in compensation	10.00%		10.00%	
3	Rate of return on plan assets	-		-	
4	Average Outstanding service of Employee's upto retirement	31.07 years		31.42 years	

13. Accounting Standards

The Company follows all applicable accounting standards as required under Section 211 (3) (C) of the Act.



14. Preliminary Expenses

Preliminary expense of Rs. 1,30,730/- has been fully written off during the year on adoption of Accounting Standard (AS-26)

15. Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made. Contingent Liability is disclosed for (1) Possible obligations which will be confirmed only by future events not wholly within the control of the company or (2) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of obligation cannot be made. Contingent assets are not recognized in the financial statements since this may result in recognition of income that may not be realized in the near future.

B) Notes to Accounts:

1. Amalgamation

The scheme of amalgamation of Balaji Tirupati Buildcon Ltd. (Amalgamated Company) with MVL Ltd. was approved by the Hon'ble High Court of Delhi on 8th October 2010. However the effective date of the said scheme is 12th January 2011. Assets and Liabilities of the amalgamated company were line-wise merged during the year, as a result of which: -

- Authorized capital of the company increased from 70,00,00,000 to 73,00,00,000 equity share of Rs. 1/- each.
- Issued, subscribed and paid up capital increased from 53,42,43,200 to 60,12,43,200 equity shares of Rs. 1/- each – representing 6,70,00,000 equity shares of Rs. 1 each issued to the existing shareholders of the amalgamated company.
- Net debit balance of Rs. 6,03,18,042/- on account of amalgamation adjustments in respect of reserves and surplus, debit balance of profit and loss account, goodwill and deferred tax assets taken over was adjusted out of reserves and surplus of the amalgamated company.
- Other assets and liabilities of the amalgamated company were merged with the assets and liabilities of the amalgamating company.

	For the Year Ended 31.12.2011 (Rs. in Lacs)	For the Year Ended 31.12.2010 (Rs. in Lacs)
2. Contingent Liabilities		
For Corporate Guarantees	2509.00	2009.00
3. Claims not acknowledged as debt		
For Commercial disputes	95.92	54.72
4. Loans and Advances considered doubtful of recovery for which no provision has been made	1.04	2.82
5. Deferred Tax Liabilities (Net)		
Deferred Tax Liabilities		
a) For Fixed Assets	42.48	40.23
b) For Deferred Revenue Expenditure	00.28	00.35
	42.76	40.58
Deferred Tax Assets		
For Employees Retirement Benefits	(4.09)	(2.79)
Net Liability	38.67	37.79
6. Auditors Remuneration Covers		
For Statutory Audit & Tax Audit	3.00	3.00
For Taxation matters	1.00	1.00
For Other Services and service tax	0.41	3.52
7. Directors Remuneration Covers		
Salaries	19.52	15.42
Sitting fees	1.56	1.56
Commission	21.22	28.44



8. Earning per Share (EPS)

Particulars		Unit	For the Year Ended 31.12.11	For the Year Ended 31.12.10
Profit attributable to equity share holder (numerator)	"A"	Rs.	1440.35 Lacs	1894.39 Lacs
No. of equity shares at the beginning of the year		Nos.	53,42,43,200	53,42,43,200
No. of equity shares allotted to the shareholders of Balaji Tirupati Buildcon Ltd. as per the order of amalgamation from the appointed date of 01.07.2009 (Refer Note No. B-1 of schedule 'Q').		Nos.	6,70,00,000	6,70,00,000
No of equity shares entitled to shares profits.		Nos.	60,12,43,200	60,12,43,200
Weighted average no. of equity shares at year end.	"B"	Nos.	60,12,43,200	60,12,43,200
Face Value per Equity Share		Rs.	Rs.1/-	Rs.1/-
Basic / Diluted earning per share (A) / (B)		Rs.	0.24	0.32

9. Previous year figures have been regrouped and rearranged, wherever necessary.
10. Some of the Debit and credit balances of Sundry Debtors, Creditors, Loans, advances & deposits are subject to confirmation and consequent adjustment if any arising from reconciliation. The Management however is of the view that there will be no material adjustments in this regard.
11. Determination of Revenues under 'Percentage of Completion Method' necessarily involves making estimates by management for percentage of completion, cost to completion, revenues expected from projects, and foreseeable losses. **These estimates being of technical nature have been relied upon by the auditors as per management representations.**
12. In the opinion of Directors, the current assets, loans and advances have value on realization in the ordinary course of business at least equal to the value at which they are stated in the forgoing Balance Sheet.
13. There are no micro and small enterprises, to whom the company owes sums, which are outstanding for more than 45 days as at 31st December 2011. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act. 2006 has been determined (to the extent such parties have been identified) on the basis of information available with the company, further no interest during the year has been paid or is payable under the terms of the Act.
14. Disclosure of Related Party Transactions in accordance with Accounting Standard (AS) - 18 "Related Party Disclosures".\
 - a) **Associates (Group – A)**
 - Shri Balaji Tirupati Electronics Pvt. Ltd.
 - MVL Telecom Ltd.
 - b) **Key Managerial Personnel (Group – B)**
 - Mr. Prem Adip Rishi – Chairman
 - Mr. Praveen Kumar – Whole Time Director
 - Mr. Anukool Rishi – Director
 - Mr. Sushil Aggarwal – Vice President (Company Affairs & Legal)
 - Mr. Dhiraj Suri – Vice President Operations
 - c) **Key Managerial Personnel Relative (Group – C)**
 - Mr. Arjun Rishi



d) Companies/Parties in which key management Person or his relatives have substantial interest/significant influence (Group – D)

Anukool Films Pvt. Ltd.
Aster Auto Pvt. Ltd.
Global Digital Technologies Ltd.
Media Holding Pvt. Ltd.
Media Infrastructure Ltd.
Media Magnetic Cassettes Ltd.
Media Satellite & Telecoms Ltd.
Balaji Tirupati Buildcon Ltd. (Upto 12.01.2011)
MVL Credits Holdings & Leasing Ltd.
MVL Industries Ltd.
Risbro Technical Equipment Pvt. Ltd.
MVL Constructions Ltd.
Balaji Tirupati Buildwell Pvt. Ltd.
Balaji Tirupati Property Developers Pvt. Ltd.
Balaji Tirupati Infrastructure Pvt. Ltd.
Creative Pools Estates Pvt. Ltd.
Shiwalik Property Developers Pvt. Ltd.

Summary of transactions carried out with related parties (as identified above by the Company and relied upon by the Auditors)

(Rs. In Lacs)

Sl. No.	Nature of Transactions	Referred in 14 (a)	Referred in 14 (b)	Referred in 14 (c)	Referred in 14 (d)	Total for the year ended 31/12/11	Total for the year ended 31/12/10
i.	Investment in shares (unlisted companies)	747.23	-	-	2.00	749.23	347.59
ii	Share Application money given	22.05	-	-	3.11	25.16	1422.76
iii	Sale of Investments (unlisted companies)	-	-	-	11.00	11.00	-
iv	Real Estate Project Development Expenses paid	-	-	-	-	-	38.24
v.	Sale of Traded Items	-	-	-	10091.46	10091.46	1120.68
vi.	Purchase of Traded Items	-	-	-	7009.78	7009.78	1026.26
vii	Construction Costs	-	-	-	1603.53	1603.53	1137.19
viii	Amounts received against sale of Trading items	-	-	-	1018.28	1018.28	5488.01
ix	Director remuneration/Commission	-	40.74	-	-	40.74	43.86
x	Managerial Remuneration/ contribution to PF	-	26.30	-	-	26.30	22.87
xi	Rent & Fees	-	18.00	18.00	-	36.00	36.00
xii	Interest paid on Loans	-	-	-	81.55	81.55	101.19
xiii	Refund of share application money received	1389.78	-	-	-	1389.78	1.59
xiv	Reimbursement Received	61.22	-	-	-	61.22	317.56
xv	Corporate Guarantee Given	-	-	-	2509.00	2509.00	2009.00
xvi	Corporate Guarantee Availed	-	-	-	5000.00	5000.00	-
xviii	Year End Balances						
	Share application money paid	29.23	-	-	4.17	33.40	1398.01
	Advance receivable	-	-	-	3292.65	3292.65	570.04
	Debts due against sales	-	-	-	27860.09	27860.09	16557.67
	Payables	-	-	-	18495.67	18495.67	15752.82
	Loans availed	-	-	-	-	-	830.83



15. Information pursuant to clause 32 of the listing agreement with stock exchanges : -

a) Loans and advances in the nature of loans to subsidiaries : -

Particulars	Balances (Rs. in Lacs)		Maximum balance during the year (Rs. in Lacs)	
	As at 31.12.2011	As at 31.12.2010	As at 31.12.2011	As at 31.12.2010
MVL Developers Ltd.(Subsidiary)	236.19	223.29	236.19	223.29

There is no stipulation of repayment of loan and no interest is charged on above loan to subsidiary.

b) There are no loans & advances in the nature of loans to Associate and to firms and companies in which directors are interested, other than as disclosed above.

c) There is no investment by the loanee in the shares of parent company.

16. Segment Reporting

Segments are being identified on the basis of dominant source and nature of risks and returns. Industry segments of the company w.e.f. July 2011, are primarily Real Estate & Hospitality Sector.

Operations of Hospitality Sector commenced from July 2011, there is no revenue for the year. Expenses directly related to the said sector during the year are capitalized as work in progress. All other income, direct expenses, fixed and other assets and liabilities in relation each segment are categorized based on items that are individually identifiable to that segment. Unallocated item, if any, is grouped as "Unallocated".

		For the Year Ended 31.12.2011 (Rs. in Lacs)	For the Year Ended 31.12.2010 (Rs. in Lacs)
a)	Segment Revenue		
	- Real Estate	16578.15	19358.25
	- Hospitality Sector	-	-
	Total	16578.15	19358.25
b)	Segment Result		
	- Real Estate	2975.62	3444.52
	- Hospitality Sector	-	-
	Total	2975.62	3444.52
	Less : -		
	Interest	854.45	600.15
	Unallocable income	-	-
	Profit before Tax	2121.17	2844.37
	Tax	680.82	949.98
	Profit after Tax	1440.35	1894.39
c)	Other Information	Segment Assets	Segment Assets
	- Real Estate	61198.59	53510.15
	- Hospitality Sector	2514.52	-
	- Unallocated	-	-
	Total Assets	63713.11	53510.15
		Segment Liabilities	Segment Liabilities
	- Real Estate	45671.49	37702.10
	- Hospitality Sector	41.06	-
	- Unallocated	-	-
	Total Liabilities	45712.55	37702.10
		Depreciation	Depreciation
	- Real Estate	35.29	32.83
	- Hospitality Sector	-	-
	- Unallocated\	-	-
	Total	35.29	32.83



17. As per the best estimate of the Management, no provision is required to be made in terms of Accounting Standard (AS)-29, in respect of any present obligation as a result of past event that could lead to a probable outflow of resource which would be required to settle the obligation.
18. Liability for labour cess payable for projects in the States of Rajasthan and Haryana could not be ascertained in the absence of clarification and legal opinion sought in respect of applicable date and applicability on completed projects. Meanwhile the company has paid Rs. 32,63,216/- towards labour cess during the year.
19. Information pursuant to paragraph 3 & 4 of Part-II of Schedule VI of the Act to the extent applicable is given below:-

		For the Year Ended 31.12.11 (Rs. in Lacs)	For the Year Ended 31.12.10 (Rs. in Lacs)
a)	Gross Revenue from Projects (Real Estate)	16578.15	19358.25
b)	Work in progress		
	Opening balance	12657.17	9174.86
	Closing Balance	13600.77	12657.17
c)	Brokerage on Sales	78.32	60.61
d)	Earnings in Foreign Currency	Nil	Nil
e)	Expenditure in Foreign currency		
	- For Traveling	29.38	39.53
	- For others	189.81	13.69
f)	CIF Value of Imports	Nil	Nil

Signature for Schedule "A" to "Q"

As per our report of even date
For Arun Kishore & Company
 Chartered Accountants
 (ICAI FRN : 001898N)

Sd/-
CA Arun Kishore
 Partner
 Membership No. 10770
Place : New Delhi
Date : 9th March, 2012

For and on behalf of the Board of Directors

Sd/-
(Prem Adip Rishi)
 Director

Sd/-
(Rakesh Gupta)
 Director

Sd/-
(Praveen Kumar)
 Whole Time Director

Sd/-
(Nidhi Agarwal)
 Company Secretary



Consolidated Cash Flow Statement for the Year ended 31.12.2011

SL. NO.	PARTICULARS	For the year ended 31.12.2011 (Rs. in lacs)	For the year ended 31.12.2010 (Rs. in lacs)
A)	Cash flow from Operating activities		
	Net profit before taxation & extraordinary items Adjustment for	2,121.17	2,843.88
	Depreciation	35.29	32.83
	Revenue Exp./other claims written off	1.31	0.17
	Loss on sale of Fixed Assets / Investments	3.37	1.34
	Interest charges	870.32	606.22
	Interest /other income received	(40.86)	(11.25)
	Operating Profit before working capital changes	2,990.60	3,473.19
	Adjustment for (increase)/decrease in -		
	Trade Receivables	(15,577.71)	(8,584.41)
	Other Receivables	7,130.24	(6,226.67)
	Inventories / Projects Work in Progress	(942.62)	(3,555.37)
	Trade payables and others	3,489.59	12,734.03
	Cash generated from operations	(2,909.90)	(2,159.23)
	Direct Taxes paid	(25.52)	-
	Dividend Paid	(302.77)	(264.97)
	Cash Flow before extraordinary items	(3,238.19)	(2,424.20)
	Extraordinary items.	-	0.48
	Net cash flow from Operative Activity	(3,238.19)	(2,423.72)
B	Cash Flow from investing activities.		
	Investments	(833.79)	(357.59)
	Purchase of property, plant, equipment & other long term assets	(54.79)	(24.28)
	Sale proceeds of property,plant,equipment & other long term asset	1.50	1.76
	Net Adjustments as per Scheme of Arrangments / Amalgamation	(603.18)	-
	Interest received & other Misc.Income	40.86	11.25
	Net Cash from investing activities.	(1,449.40)	(368.86)
C.	Cash Flow from Financing Activities		
	Interest and similar charges paid	(870.32)	(606.22)
	Increase in Share Capital/ Convertible Warrants/ Share Application	670.00	-
	Increase/(Decrease) in cash Credit Utilisation	4,821.95	3,356.40
	Net Cash from Financing Activities	4,621.63	2,750.18
	Net increase in cash and cash equivalents (A+B+C)	(65.98)	(42.39)
	Cash and Bank Equivalent (opening balance)	218.89	261.28
	Cash and Bank Equivalent (closing balance)	152.91	218.89

For and on behalf of the Board of Directors

Sd/-
Prem Adip Rishi
Director

Sd/-
Praveen Kumar
Whole Time Director

Sd/-
Rakesh Gupta
Director

Sd/-
Nidhi Agarwal
Company Secretary

AUDITOR'S CERTIFICATE

We have examined the attached Cash Flow Statement of MVL Limited for the year ended 31st December 2011. This statement has been prepared by the Company in accordance with the requirements of Clause 32 of Listing Agreement with the Stock Exchanges and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the company covered by our Report of 9th March 2012 to the members of the Company.

For **ARUN KISHORE & COMPANY**

Chartered Accountants
(ICAI FRN : 001898N)

Sd/-
CA ARUN KISHORE
PARTNER
MEMBERSHIP NO.10770

Place : New Delhi
Date : 9th March 2012



MVL LIMITED

Registered Office: B-86/1, Okhla Industrial Area, Phase – II, New Delhi – 110020

ATTENDANCE SLIP 5th ANNUAL GENERAL MEETING

DP Id.

Folio No.

Client ID

No. of Shares held

Member's Name

Complete Address

I hereby record my presence at the 5th Annual General Meeting of the Company to be held on Saturday, 30th June, 2012, at 12:30 P.M., at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi-110054.

.....
Member's Signature

If proxy attends instead of Member:

Proxy's Name **Proxy's Signature**

Note: Members/Proxy holders wishing to attend the meeting must bring their duly filled and signed Attendance Slip with them. **NO GIFT/COUPON WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.**



MVL LIMITED

Registered Office: B-86/1, Okhla Industrial Area, Phase – II, New Delhi – 110020

PROXY FORM

I/We R/o

being a member/members of MVL Limited, hereby appoint Mr./Ms.....

R/oor failing him/her, Mr./Ms.....

R/oas my/our proxy in my/our absence to attend and to vote for me/us on my/our behalf at the 5th Annual General Meeting of the Company to be held on Saturday, 30th June, 2012, at 12:30 P.M., at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi-110054 and at any adjournment thereof.

DP Id.....

Folio No.

Client ID

No. of Shares held

Proxy's Name

Proxy's Signature

Signature of the Member

Signed thisday of2012

Affix
Re. 1/-
Revenue
Stamp



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MVL Limited

Registered Office: MEDIA HOUSE, B-86/1, Okhla Industrial Area, Phase-II, New Delhi-110020.
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Tel: 0124-4525100. Fax: 0124-4525135. E-mail: info@mvl.in, website: www.mvl.in