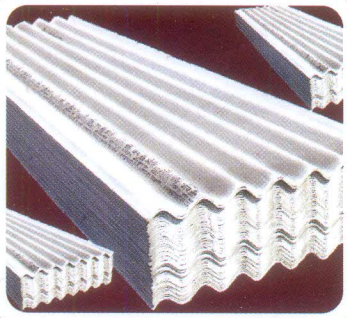
32nd Annual Report 2011-12



Eco-Friendly



Reliable



Durable

A INFRASTRUCTURE LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

1. Sh. S. K. Kanoria
2. Sh. M. L. Goyal
3. Sh. K. G. Dave
4. Sh. R. K. Mishra
5. Sh. S.L. Jain
6. Sh. V. K. Gupta
7. Sh. Darvinder Ambardar

PRESIDENT

Sh. R. L. Adya

SR. VICE PRESIDENT (FINANCE)

Sh. S.B. Vijay

COMPANY SECRETARY

Sh. K. C. Moondra

AUDITORS

M/s Agiwal & Associates
Chartered Accountants
New Delhi

BANKERS

State Bank of Bikaner & Jaipur
Bank of Baroda
State Bank of Patiala

REGISTERED OFFICE & WORKS

P.O. Hamirgarh- 311 025
District- Bhilwara (Rajasthan)

CORPORATE OFFICE

A-9-A, Green Park
New Delhi - 110016

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DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting the 32nd Annual Report and the Audited Accounts for the financial year ended 31st March, 2012.

FINANCIAL RESULTS:

(Rs. in Lacs)

Particulars	31.03.2012	31.03.2011
Revenue From Operations	23029	20774
Profit before Depreciation & Interest	1509	1530
Less: Interest	943	731
Profit before Depreciation	566	799
Less: Depreciation	349	341
Profit before tax	217	458
Less: Provision for taxation (including Deferred Tax)	66	124
Profit after tax for the year	151	334

DIVIDEND

In order to conserve resources for meeting the Company's future needs, the Directors of your Company express their inability to recommend any dividend for the financial year 2011-12.

OPERATIONAL HIGHLIGHTS

During the year under review production of AC Pipes and AC Sheets was 13,18,269 Meters and 1,44,488 Metric Tons respectively

CHANGES IN SHARE CAPITAL

During the year under review, Authorized share capital of your Company has increased from Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lacs) Equity shares of Rs.10/-(Rupees Ten Only) each and 1,00,000 (One Lac) Preference Shares of Rs. 100/- (Rupees One Hundred only) each to Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) divided into 1,30,00,000 (One Crore Thirty Lacs) Equity Shares of Rs. 10/- (Rupee Ten only) each and 11,00,000 (Eleven Lacs) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred only) each by the creation of 10,00,000 (Ten Lacs) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred only) each.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

(i) in the preparation of the annual accounts for the financial year ended March 31st, 2012, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;

(ii) the Directors have selected such accounting policies and applied them consistently and the 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 as at March 31st,2012 and of the profit of the Company for the year ended on that date;

(iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

(iv) the Directors have prepared the annual accounts of the Company on a "going concern" basis.

CORPORATE GOVERNANCE

Report on Corporate Governance, in terms of clause 49 of the Listing Agreement is annexed and form part of this Annual Report. A Certificate from the Auditors confirming compliance with the conditions of Corporate Governance is also annexed.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis, forming part of this report, as required under clause 49(IV) (F) of the Listing Agreement with stock exchanges is annexed separately in this Annual Report.

THE BOARD OF DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of the Association of the Company, Sh. M.L.Goyal and Sh. K G Dave, Directors of the Company, would retire by rotation, at the forthcoming Annual General Meeting and, being eligible, offers themselves for re-appointment. Sh. B.K.Kanoria, ceased to be a member of the Board of Directors of the Company during the period under review. The Board places on record its deep appreciation for the services rendered by Sh. B.K.Kanoria during his tenure.

AUDITORS

M/s Agiwal and Associates, Chartered Accountants, New Delhi, the Statutory Auditors of the Company, retire at the conclusion of the forthcoming Annual General Meeting of the Company. They have offered themselves for reappointment as Statutory Auditors and have confirmed that their appointment, if made, will be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956. The Directors recommend their re-appointment for the year 2012-13. The observations of the Auditors have been explained in the Notes on accounts and no further explanation is required.

DEPOSITS

The Company did not invite/ accept any Fixed Deposits from the public during the year under report.

PARTICULARS OF EMPLOYEES

There was no employee drawing remuneration as per limits specified under sub section (2A) of Section 217 of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, for the year ended March 31st, 2012.

PERSONNEL

The directors wish to place on record their appreciation to the employees for their notable contributions to the Company and for the Co-operation extended to the management in maintaining harmonious industrial relations at all the units.

CONSERVATION OF ENERGY AND FOREIGN EXCHANGE OUTGO

In accordance with the requirements of Section 217 (1) (e) of the Companies Act,1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, with respect to conservation of energy, technology absorption and foreign exchange earnings/outgo are given in Annexure-I and forming part of the report.

INTERNAL CONTROL SYSTEMS

The Company believes in formulating adequate and effective internal control systems and implementing the same strictly to ensure that assets and interests of the company are safeguarded and reliability of accounting data and accuracy are ensured with proper checks and balances. The Internal control system is improved and modified continuously to meet the changes in business conditions, statutory and accounting requirements.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them. The Company has robust Management Information System which is an integral part of the control mechanism.

ACKNOWLEDGEMENT

Your Directors wish to place on record their gratitude for the valuable guidance and support rendered by the Banks, Government of Rajasthan, Financial Institutions, and various stakeholders, such as, shareholders, customers and suppliers, among others and society at large for their support and cooperation. The Directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success. The Directors look forward to their continued support in future.

For and on behalf of the Board of Directors

Delhi, 20th August, 2012

M.L. Goyal
Director

S.K. Kanoria
Director

ANNEXURE - I

Information under Section 217(1) (e) of the Companies Act,1956 read with Companies Disclosure of Particulars in the Report of the Board of Directors Rules ,1988 and forming part of the Directors' Report.

POWER & FUEL CONSUMPTION

		Particulars	31.03.2012	31.03.2011
1		**Electricity:**		
	(A)	Purchased		
		Units(in '00000)	121.97	143.55
		Total amount (Rs. in Lacs)	641.83	696.18
		Rate/Unit (in Rs.)	5.26	4.85
	(B)	Own Generation		
		Units(in '00000)	3.28	4.26
		Unit/Ltr. of Diesel oil	3.38	3.16
		Total amount (Rs. in Lacs)	35.58	46.09
		Cost/Unit (in Rs.)	10.84	10.81
2		**Coal:**		
		Quantity (in Tones)	3261.770	2844.600
		Total cost (Rs. in Lacs)	237.68	152.46
		Cost/Tone (in Rs.)	7286.93	5359.49
3		**Consumption Per M. T. of production of A. C. Pressure Pipes and Sheets**		
		Electricity (in Units)	68.48	69.78
		Furnace Oil	-	-
		Coal (Qty. in M.T.)	0.02	0.02

FOREIGN EXCHANGE EARNING AND OUTGO

The foreign exchange outflow was Rs.5044.54 Lacs (Rs. 5859.83 Lacs previous year) on account of import of raw-material, stores & spares on CIF basis. There were no exports earnings during the year.

ENERGY CONSERVATION MEASURES

Continuous efforts made to reduce coal consumption in Boiler.

For and on behalf of the Board of Directors

Delhi, 20th August, 2012

M. L. Goyal
Director

S.K. Kanoria
Director

ANNEXURE III

MANAGEMENT DISCUSSION AND ANALYSIS

MANAGEMENT DISCUSSION & ANALYSIS REPORT

We submit herewith our Management Discussion & Analysis Report on the Company's Business for the year ended March 31st, 2012. We have attempted to include on all specified matters to the extent relevant or within limits that in our opinion are imposed by the Company's competitive position.

OVERVIEW OF INDIAN ECONOMY

The Indian economy slowed down to 6.5% in the fiscal year 2011-12. This was the lowest annual growth in the last 9 years due to the significant domestic challenges and global uncertainties.

COMPANY & INDUSTRY STRUCTURE

The asbestos cement industry is more than 74 years old industry in India. Demands of Asbestos Cement Sheet market have grown during the past couples of years because of the industry's efforts in making in roads into rural markets. The growth of Asbestos Cement Pressure Pipes and Roofing sheets industry is about 7.5% in the fiscal year 2011-12. Demand of Asbestos Cement Pressure Pipes and Roofing sheets is encouraging due to policies of various States Government. Our Company operates Asbestos Cement Pressure Pipes and Roofing sheets under the brand name of JAI KIRTI. Asbestos Cement Pressure Pipes are used for Portable Water Supply, Casing Pipes in Borewell, Sewage, Irrigation and Optical cables and Roofing Sheet products are used as a roofing material for housing, warehousing and industrial purpose.

OPERATIONS

A Summary of key indication is given below detailed financial and physical performance may be viewed from the Balance Sheet and schedules thereto in the Annual Report

Particulars	2011-12	2010-11
Production		
- A.C Pressure Pipe (in MTR.)	1318269	1213031
- A.C roofing Sheet (in M.T)	144488	174085
Sales		
- A.C Pressure Pipe (in MTR.)	1443967	1151137
- A.C roofing Sheet (in M.T)	1527557	165528
Gross Sales (Rs in Lacs)	23029	21095

ENVIRONMENT & SAFETY

We are conscious of the need of the environmentally clean and safe operations. Our policy requires all operations to be conducted in a way so as to ensure safety of all concerned, compliance of statutory and industrial requirement for environment protection and conservation of natural resources.

HUMAN RESOURES

Management recognizes that employees represent our greatest assets and are strong pillars of organization and it is only through motivated, creative and committed employees that we can achieve our aims. Hence, the Company attempts to take good care of welfare and betterment of employees.

ACKNOWLEDGEMENT

We record our appreciation of all our sincere employees, gratefulness to our shareholders, lenders, bank and other stakeholders, concerned Government and other authorities for their continued support and to customers for their reposing faith and confidence in us.

CAUTIONARY STATEMENT, RISK AND CONCERNS

Statement in this " Management Discussion & Analysis" which seek to describe the Company's objective, projection, estimates, expectations or prediction may be considered to be " Forward Looking statement " within the meaning of application securities laws or regulations. The recovery from global economic recession is still shrouded with uncertainty.

Uncertainty about demand conditions given sluggish global economic recovery and its likely contagion effects, regulatory issues regarding environment clearance and land acquisitions as well as sector specific issues like high cost of capital have stagnated the growth in the economy of our country.

FOR AND ON BEHALF OF THE MANAGEMENT TEAM

Delhi, 20th August, 2012

S.K. KANORIA
Director

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is about commitment to values and about ethical business conduct. It is about how an organisation is managed. This includes its corporate and other structure, its culture, policies and the manner in which it deals with various stakeholders. Accordingly, timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is an important part of Corporate Governance.

A. COMPLIANCE OF MANDATORY REQUIREMENT

In accordance with clause 49 of the Listing Agreement with the stock exchanges, the details of Corporate Governance Compliances by the Company are as under:

1. Company's philosophy on Corporate Governance

Company believes that good Corporate Governance is a basic tool to achieve long term corporate goals and to create shareholder's value on a substantial basis. The Company's philosophy on Corporate Governance envisages attainment of high level of transparency, accountability and integrity in all its facets including the conduct of its business, its relationship with its stakeholders VIZ shareholders, employees, customers, government and the lenders.

2. The Board of Directors

a) Composition of the Board

The Board of Directors of the company presently comprises of seven Directors out of which four are Non Executive. The Managing Director and other two whole time Directors fall in the category of Executive Directors. Four Directors are in the category of Independent Directors. At the present time out of 7, our Board has 4 Independent directors, viz Sh. M.L. Goyal, Sh. K.G. Dave, Sh. R.K. Mishra, and Sh. S.L. Jain and Sh. S.K. Kanoria, Director represents Promoter, Sh. V.K. Gupta and Sh. Darvinder Ambardar are whole time Directors. None of the Directors are related to each other or to the promoter. Independent Directors play an important role in deliberation at the Board level and bring the company their wide experience in fields of industry, banking and finance, administration and law and contribute significantly to the various Board Committees.

b) Board Meeting and attendance of the Directors

During the year under review, Six Board Meetings were held, the dates being 14th May 2011, 12th August 2011, 14th November 2011, 19th December 2011, 20th December 2011 and 14th February 2012.The last AGM was held on 30th September 2011. Details of Attendance of directors during 2011-2012 and other particulars regarding their directorship in other companies etc. are given below:-

S. No.	Name	Title	Category	Directorship in other Limited Companies	No. of Board Meeting For 2011-2012		Whether Attended Last AGM
				Members of Board	Total Held	Attendance	
1.	Sh. B.K.Kanoria*	Chairman	Promoter-Non-Executive	3	6	0	No
2.	Sh. S.K. Kanoria	Additional Director	Promoter Executive	3	6	5	No
3.	Sh. M. L. Goyal	Director	Independent Non Executive	2	6	6	No
4.	Sh. K.G. Dave	Director	Independent Non Executive	-	6	0	No
5.	Sh. R.K Mishra	Director	Independent Non Executive	-	6	3	No
6.	Sh. S.L. Jain	Director	Independent Non Executive	-	6	1	No
7.	Sh. V.K. Gupta	Director	Executive	-	6	4	No
8.	Sh. Darvinder Ambardar	Director	Executive	-	6	2	Yes

* Ceased w.e.f. 20th December, 2011.

c) **Remuneration**

Details of remuneration paid to the Directors for the year:

(I) Executive Directors (Managing /Whole - time Directors)

The Company pays remuneration only to Executive Directors. The details of remuneration paid to Directors of the Company for the financial year ended 31st March, 2012 are as follows:

(Amount in Lacs)

	Name	Salary	P.F	Other Perquisites	Total
1.	Sh. S.K. Kanoria	25.94	3.11	4.07	33.12
2.	Sh. V.K. Gupta	5.80	0.70	4.47	10.97
3.	Sh. Darvinder Ambardar	3.80	0.46	3.94	8.20

(II) Non Executive Directors

Non-Executive Directors are not entitled to any remuneration other than sitting fees for attending the meetings of the Board of Directors and Committee thereof, held during the financial year.

The details of the sitting fees paid to the Non- Executive Directors during the financial year ended 31st March 2012 are as under:

S. No.	Name of the Directors	Total Sitting fees paid (In Rs.)
1.	Sh. M.L. Goyal	200000
2.	Sh. R.K. Mishra	120000
3.	Sh. S.L. Jain	20000

The Company does not have Employee Stock Option Scheme in force.

d) **Code of conduct for members of the board and senior management personnel**

The Board of Directors has adopted code of conduct for Directors and Senior Management .The said code has been confirmed by all the directors and members of the senior management.

As provided under Clause 49 of the Listing Agreement with Stock Exchanges, it is hereby declared that all the Board members and senior management personnel of the Company have confirmed compliance with the code of conduct for the year ended March 31st, 2012.

3. **COMMITTEES OF THE BOARD**

a) **Audit committee**

(i) In terms of Clause 49 of the Listing Agreement as well as Section 292A of the Companies Act, 1956 the Board has constituted Audit Committee of the Board of Directors. At present the Committee consists of three independent and non-executive Directors and an executive Director. All members of the committee are financially literate. The Audit Committee; inter alia advises the management on the areas where systems, processes, measures for controlling and monitoring revenue assurance, internal audit can be improved. The minutes of the meetings of the Audit Committee are placed before the Board. The terms of reference to the Audit Committee are in accordance with all the items listed in Clause 49(II) of the Listing Agreement viz review of financial reporting systems, internal control systems, ensuring compliance with regulatory guidelines, discussion on quarterly/ half yearly/ annual financial results, interaction with statutory, internal auditors.

(ii) Four Meeting of the Audit Committee were held during the year on 14th May 2011, 12th August 2011, 14th November 2011, and 14th February 2012.

(iii) The Constitution of the Committee and the attendance of each member of the Committee are given below:

Sr. No.	Name of the Director	Position	No. of Meeting held during the year	No. of Meetings attended
1	Sh. M.L. Goyal	Chairman	4	4
2	Sh. K.G. Dave	Member	4	0
3	Sh. R. K. Mishra	Member	4	3
4	Sh. S.K. Kanoria	Member	4	3

The Company Secretary acts as the Secretary to the committee.

b) Remuneration Committee

(i) The Remuneration Committee of the Board of Directors has been constituted to recommend/review remuneration to Managing Director/Directors based on their performance and defined assessment criteria. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing Industry practice. The Committee has been constituted in accordance with the prescribed guidelines. The committee comprises of three Directors, all of them are Non Executive and Independent.

(ii) One meeting of the Remuneration Committee was held during the year.

(iii) The Details of the composition of the Remuneration Committee and the attendance at the Meeting held are as under:

Sr. No.	Name of the Director	Position	No. of Meeting held during the tenure of the member	No. of Meetings attended
1	Sh. K.G. Dave	Chairman	1	1
2	Sh. M.L. Goyal	Member	1	1
3	Sh. R. K. Mishra	Member	1	1

c) Shareholders' Committees

(i) The Company has a Shareholders/Investors Grievance Committee and Share Transfer Committee of Directors to look into the redressal of complaints of investors such as transfer of shares, non-receipt of dividend/notices/annual reports etc.

The Board of Directors has constituted following committees for share holders related matters:

(a) The Shareholders / Investors Grievance Committee

1. Sh. S.K. Kanoria — Member
2. Sh. V.K. Gupta — Member

(b) Share Transfer Committee

1. Sh. S.K. Kanoria — Member
2. Sh. V.K. Gupta — Member
3. Sh. K.C. Moondra — Secretary

No. of Complaints / grievances received from shareholders/stock Exchange/SEBI -10.

No. of complaints not resolved - NIL

Investor grievances are resolved expeditiously. There are no grievances pending as on date.

4. Shares held by Directors

Details of Shareholding of Directors as on March 31st, 2012 in the Company are as under:

S.No.	Director	No. of Equity Shares
1.	Sh. S.K. Kanoria	198600
2.	Sh. M.L. Goyal	NIL
3.	Sh. K.G. Dave	NIL
4.	Sh. R.K. Mishra	NIL
5.	Sh. S.L. Jain	NIL
6.	Sh. V.K. Gupta	800
7.	Sh. Darvinder Ambardar	NIL

5. Subsidiary Company:

The Company does not have any subsidiary Company.

6. CEO/ Sr. V. P. Finance Certificates:

The CEO/ Sr. V.P. Finance Certificate as required under Clause 49 is enclosed with this report.