

**ALPHA  
HI-TECH  
FUEL LIMITED**

#### **NOTICE**

NOTICE is hereby given that the Twentieth Annual General Meeting of the members of **ALPHA HI-TECH FUEL LIMITED** will be held on Thursday, 8th August, 2013 at 11:00 a.m. at the Registered Office of the Company at Station Road, Lakhtar, Dist. Surendranagar, Gujarat - 382 775 to transact the following business :

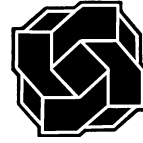
#### **ORDINARY BUSINESS**

1. To consider and adopt the audited Balance Sheet as at 31st March, 2013, the Statement of Profit & Loss and Cash Flow Statement of the Company for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Subhash Nayak who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:

RESOLVED THAT M/s. K. U. Kothari & Co. Chartered Accountants be and they are hereby appointed as auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration and expenses as fixed by the Board of Directors.

#### **NOTES**

1. **A member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the meeting.**
2. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
3. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting. The identity/signature of the member holding shares in electronic/demat form is liable for verification with specimen signature as may be furnished by NSDL/CDSL to the Company. Such members are advised to bring the relevant identity document issued by the depository participant to the AGM.
4. Members who hold shares in Demat form are requested to write their Client ID and DP ID nos. and those who hold shares in physical form are requested to write their folio no. in the Attendance Slip for attending the meeting.
5. Members desirous of getting any information about the accounts and operations of the Company are requested to write their queries to the Company at least seven days in advance of the meeting, so that the information required can be made available at the meeting.
6. The Company has already notified 08.08.2013 as the date of closure of Register of Members and Share Transfer Books.
7. Members are requested to intimate to the Company's Registrar and Share Transfer Agents, change, if any, in their registered address, in their residential status, immediately.
8. SEBI vide its circular dated April 27, 2007 and May 20, 2009 has made it mandatory for every participant in the securities/capital market to furnish Income Tax Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical mode are requested to furnish their PAN along with photocopy of PAN card to STA. Members holding shares in demat mode are requested to register the details of their PAN with their DPs.



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**Details of the Director seeking re-appointment at the Annual General Meeting fixed for 8th August, 2013.**

Name of the Director	Subhash Nayak
Date of Birth	14-03-1950
Date of Appointment	28-09-2006
Expertise in specific functional area	Finance & Administration, Retired Manager Corporate Bank
Qualification	B.Com.
List of outside Directorship held	None
Chairman/Member of the Committees of Board of Directors of the Company	Member - Audit Committee Chairman - Shareholders'/Investors' Grievance Committee
Chairman/Member of the Committees of Directors of other Companies in which he/she is a Director	None
No. of shares held in the Company	Nil

Lakhtar; 28th May, 2013

**Registered Office :**

Station Road,  
Lakhtar, Dist. Surendranagar,  
Gujarat 382 775.

By order of the Board

HAREN SHAH  
Director



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## **DIRECTORS' REPORT**

To

The Members

ALPHA HI-TECH FUEL LTD.

Your Directors are pleased to present their 20th Annual Report together with the audited statement of accounts for the year ended 31st March, 2013.

### **FINANCIAL HIGHLIGHTS**

The financial highlights of the Company are given below

	<i>as on</i> 31-03-2013	<i>as on</i> 31-03-2012
Sales and other income	0	0
Profit/(Loss) before taxation	(80,71,077)	(20,84,276)
Provision for taxation	0	0
Deferred Tax liability/(asset)	20,89,546	2,39,625
Balance of previous year	51,74,710	74,98,611
Profit available for appropriation	(49,85,913)	51,74,710
<b>Appropriation</b>		
Balance carried forward	(49,85,913)	51,74,710

During the year under review, the manufacturing and sales activities are at halt due to major re-orientation of manufacturing and general administrative set up.

### **DIVIDEND**

The Company has suffered losses during the year and hence, your Directors do not recommend any dividend.

### **CORPORATE GOVERNANCE**

Management Discussion and Analysis Report and Report on Corporate Governance form an integral part of this report and are set out as separate annexure to this report. The certificate from the Auditors of the Company certifying compliance of the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance.

### **DEPOSITS**

Your Company has not accepted any Deposits from the Public during the year under review.

### **DIRECTORS**

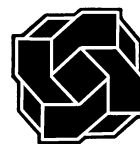
Mr. Subhash Nayak retire by rotation, not being dis-qualified u/s. 274 of the Companies Act, 1956, offers himself for re-appointment.

### **AUDITORS**

M/s. K. U. Kothari & Co., Chartered Accountants, a peer reviewed Auditors' firm, the retiring Auditors, have expressed their willingness to conduct the audit of the Company. They shall hold office until the conclusion of the ensuing Annual General Meeting. The Company has received a letter from them informing that their appointment, if made, would be within the prescribed limit under Section 224 (1-B) of the Companies Act, 1956 and have expressed their willingness to accept the audit. Board recommends the same.

The Auditors' Report and notes on the accounts referred to in the Auditors' Report are self explanatory. Hence, do not call for any comments u/s. 217 of the Companies Act, 1956.

Though, Cost Audit is mandated, in absence of manufacturing activity during the year, Cost Audit is not applicable.



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#### **PERSONNEL**

During the year, the Company has no employee drawing remuneration equal to or more than the limits prescribed under the Companies (Particulars of Employees) Rules, 1975.

#### **INFORMATION UNDER SECTION 217(1)(e)**

##### **Disclosure of particulars with respect to conservation of energy**

Your Company continues to accord high priority to conservation of energy. Systems are in place to closely monitor energy usage.

While selecting plant and machineries for the on going re-orientation, the Company has taken care to install energy efficient motors, pumps, gear boxes, etc.

##### **Disclosure of particulars with respect to Research and Development & Technology Absorption**

The Company continues to explore the latest of the technologies available and is in the process of utilising the same.

Company targets to achieve reduction in production cost and improvement in quality of product.

No separate allocation is being made in accounts, but the expenditure (other than that of capital nature) has been shown under respective heads of expenditure in the Profit and Loss account.

The Company is continuously taking steps to improve product and process technology in an effort to conserve energy resources by replacing conventional methods.

##### **Foreign exchange earning and outgo**

There are no foreign exchange earnings and outgo during the year.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Company is fully committed to good corporate governance practices. In this regard your Company endeavours to adhere to the standards set out by the Securities and Exchange Board of India's (SEBI's) Corporate Governance practices. Your Directors are pleased to inform you that your Company has implemented all the stipulations prescribed. Statutory Auditors Certificate dated 28th May, 2013 in line with Clause 49 of the Stock Exchange Listing Agreement is annexed to and forms part of the Directors' Report.

As stipulated in Section 217(2AA) of Companies Act, 1956, your Directors subscribe to the Directors' Responsibility Statement and confirm as under :

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- iii) That the Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) That the Directors have prepared the annual accounts on a going concern basis.

for and on behalf of Board

Haren Shah  
Director  
Lakhtar; 28th May, 2013



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## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **1. Industry Structure and Development**

With the fast depleting fossil fuel and growing industry demand for the same, it is evident that non-conventional fuel is going to generate more demand. The binderless technology using recyclable agriculture waste is a boon to agriculture sector in general and rural economy in particular. Increased awareness for the pollution control and fiscal support by classification of the industry under the infrastructure sector, eligible for specific incentives, shall create atmosphere conducive to the use of alternate source of fuel.

### **2. Opportunities and Threats**

The industry is showing healthy sign of growth. The unit being in the vicinity of the source of raw material supply and having access to the consumers around, there is scope for expansion of user base with the enhanced acceptability and convenience of use.

Raw material, being biomass, is mainly prone to vagaries of monsoon. Unpredictable movement in the seasonal cycle characterised by periodical drought and/or flood conditions has adverse impact on the consistency in production. Open storage of raw material for moisture evaporation is also subject to associated risks.

### **3. Productwise performance**

Your Company operates only in one segment, i.e., making Bio-mass briquettes out of agriculture waste.

### **4. Outlook**

Considering buoyancy in the Indian economy and expected growth in GDP, the outlook for the Indian Industry is very bright. Your Company is expected to maintain its growth rate both in terms of improvement in manufacturing techniques by use of economic alternatives and use of efficient raw material mix to match the availability and cost.

### **5. Risk and Concerns**

#### **Raw Material Price risk**

Alternative and more productive use of agriculture waste and its demand in other sectors can have adverse impact on the fixed price mechanism prevalent in the area together with bad monsoon characterised by lesser agriculture production and change in product preferences by the farmers. Organisation and education of producing farmers can ensure availability of raw material at consistent price.

#### **Storage Risk**

Open sun drying for raw material and storage of finished product needs protection with preventive measures to safeguard its utility and the purpose. Storage for longer period of time also diminishes its utility and there being no other commercial uses, its realisable value in the market substantially drops.

### **6. Internal Control Systems**

The Company's Internal Control systems are regularly reviewed by the Internal Auditors, Statutory Auditors and the Audit Committee. The Internal Audit is done on quarterly basis and the observations of the Auditors are discussed in the Audit Committee meetings and follow up action is taken wherever required.

### **7. Financial performance with respect to operational performance**

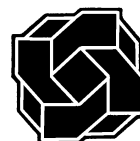
With the change in management and for re-design of the production routines to secure enhanced operational convenience, the production, which is at halt since, 01.08.2005, is scheduled to commence on its result oriented alignment. To ensure enduring potential, growth strategy is under consideration. Ploughed back resources are being used to match the need of the recent developments.

### **8. Human Resources and Industrial Relations**

With the infusion of professional and pragmatic vision, labour policy is being planned to ensure retention of skill after new recruitments.

### **Cautionary Statement**

*This report contains forward looking statement, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or otherwise words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, expenditures and financial results, are forward looking statements. Forward looking statements are based on certain assumptions and expectations of future events. The Company can not guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.*



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## REPORT ON CORPORATE GOVERNANCE

### 1. Company Philosophy on Corporate Governance

Your Company is fully compliant with the regulatory guidelines relating to the Corporate Governance of Clause 49 of the listing agreement with The Bombay Stock Exchange Ltd. The Company's philosophy on corporate governance is to observe high standard of business ethics and conduct its business by taking sound business decisions, follow efficient financial management practices, appropriate disclosure norms and high standard of corporate conduct to achieve sustained growth and maximum value for all its stake holders.

### 2. Board of Directors

The Board includes eminent individuals who have excelled in their respective areas of specialisation and comprises individuals drawn from management, financial and other fields.

a) Board of Directors of the Company is composed of 3 Directors headed by a non-executive promoter Director Chairman and two executive independent Directors.

b) The Composition of the Board of Directors and related information is as follows:

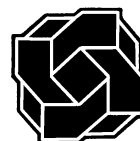
Name of the Director	Executive/ Non-Executive/ Independent	No. of Board Meetings attended	Attendance at the last AGM on 28.09.2012	Directorship in other companies incorporated in India	No. of other Board Committees of which member/ Chairman
Uma Kant Shukla	Executive & Independent	4	Present	Nil	Chairman-Shareholders'/ Investors' Grievance Committee
Subhash Nayak	Executive & Independent	4	Present	Nil	Member-Audit Committee Member-Shareholders'/ Investors' Grievance Committee
Haren Shah	Non-Executive (Promoter Group)	4	Present	3	Member-Audit Committee Chairman-Audit Committee Member-Shareholders'/ Investors' Grievance Committee

None of the Directors on the Board holds the office of Director in more than 15 companies or membership of committees of Board in more than 10 committees or chairmanship of more than 5 committee across all companies.

c) Board meetings held during the year :

Date of Board Meeting	Location	No. of Directors present
25th April, 2012	Lakhtar	3
18th July, 2012	Lakhtar	3
23rd October, 2012	Lakhtar	3
10th January, 2013	Lakhtar	3

The meetings of the Board of Directors are normally scheduled well in advance and a detailed agenda folder is circulated to the Directors. The Board folder contains detailed notes on various agenda items and other information, which would enable the Board to discharge its responsibility effectively. The Directors, including the non-executive Directors, actively participate in the lengthy deliberations of the Board. The Chairman briefs the Board at every meeting on the overall performance of the Company and the important matters discussed at the meetings of the Audit Committee and the Shareholders'/Investors' Grievances Committee



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are also highlighted. The functions performed by the Board include review of :

- Strategy and business plans
- Annual operating and capital expenditure budgets
- Investment and exposure limits
- Compliance with statutory/regulatory requirements and review of major legal issues
- Adoption of quarterly/half-yearly/annual results
- Significant labour problems
- Transactions pertaining to purchase/disposal of property
- Major accounting provisions and write-offs.

### **3. Audit Committee**

The powers and terms of reference of the Audit Committee are as mentioned in Clause 49(II)(d) of the Listing Agreement and Section 292A of the Companies Act, 1956. The terms of reference are briefly described below :

- Oversight of the Company's financial reporting process and the disclosure of its financial information.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval of payment for any other services.
- Reviewing with the management, the annual financial statements before submission to the Board.
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit functions, including the structure, reporting coverage and frequency of internal audit.
- Discussion with internal auditors on any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors.
- Discussion with external auditors before the audit commences on nature and scope of audit as well as to have post-audit discussions to ascertain any area of concern.
- Reviewing the Company's financial and risk management policies.
- To look into the reasons for substantial defaults in the payment to the depositors, debentureholders, shareholders (in case of non-payment of declared dividends) and creditors.
- Reviewing, with the management, the matters required to be included in the Directors' Responsibility Statement.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
- To review the functioning of the Whistle Blower mechanism as and when introduced.

Recommendations of the Audit Committee, if any, are considered and implemented by the Board from time to time.

The Committee held four meetings during the year, which were held on 25th April, 2012, 18th July, 2012, 23rd October, 2012 and 10th January, 2013.



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The constitution and attendance at the meetings was as under :

<b>Name of the Director</b>	<b>No. of meetings attended</b>
<b>Mr. HAREN SHAH</b> Chairman, Non-Executive (Promoter Group)	4
<b>Mr. UMA KANT SHUKLA</b> Executive , Independent	4
<b>Mr. SUBHASH NAYAK</b> Executive , Independent	4

#### **4. Remuneration/Compensation Committee**

The Company does not have any Director with remuneration on its Board and hence, does not require a separate Remuneration Committee.

#### **5. Shareholders'/Investors' Grievance Committee**

- a) The Committee held four meetings during the year, which were held on 25th April, 2012, 18th July, 2012, 23rd October, 2012 and 10th January, 2013.

The constitution and particulars of meetings attended at the meeting was as under :

<b>Name of the Director</b>	<b>No. of meetings attended</b>
<b>Mr. UMA KANT SHUKLA</b> Chairman, Executive, Independent	4
<b>Mr. SUBHASH NAYAK</b> Executive, Independent	4
<b>Mr. HAREN SHAH</b> Non-Executive, (Promoter Group)	4

- b) Compliance officer

Mr. Haren Shah is the Compliance Officer for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Listing Agreements with the Stock Exchanges in India.

- c) Comparative statement of the various complaints/requests received and cleared by the Company during the year is given in the **Investor Services** section of **General Shareholder Information**.





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## 6. General Body Meetings

a) The date, time and venue of the last three General Body Meetings of the Company are given below:

<i>Year</i>	<i>Type</i>	<i>Location</i>	<i>Date</i>	<i>Time</i>
<b>2009-10</b>	<b>AGM</b>	<b>Registered Office of Co., Station Road Lakhtar, Dist. Surendranagar, Gujarat.</b>	<b>30-09-2010</b>	<b>11.00 a.m.</b>
<b>2010-11</b>	<b>AGM</b>	<b>Registered Office of Co., Station Road Lakhtar, Dist. Surendranagar, Gujarat.</b>	<b>30-09-2011</b>	<b>11.00 a.m.</b>
<b>2011-12</b>	<b>AGM</b>	<b>Registered Office of Co., Station Road Lakhtar, Dist. Surendranagar, Gujarat.</b>	<b>28-09-2012</b>	<b>11.00 a.m.</b>

b) There are no materially significant transactions with the related party, viz., Promoters, Directors or the Management, their subsidiaries or relatives that may have potential conflict with the interest of the Company at large.

c) Communication to shareholders

Quarterly/half yearly/annual results and information relating to convening of Annual General Meeting are published in leading newspapers and also notified to the stock exchanges as required under the Listing Agreement.

Notices relating to Annual General Meeting are sent to all the members at their registered addresses.

Half-yearly declaration of financial performance for the half year ended 30th September, 2011 was not sent to the households of all shareholders of the Company but were published in the press as required.

## Shareholder information

A detailed supplement containing information of importance to shareholders is attached to the Annual Report in section **General Shareholder Information**.

## 7. Disclosures

a) During the year under review, besides the transactions reported elsewhere in the Annual Report, there were no other related party transactions with the promoters, Directors and management that had a potential conflict with the interest of the Company at large.

All the transactions with related parties are periodically placed before the Audit Committee. The Register of contracts detailing transactions in which Directors are interested is placed before the Board at every meeting for its approval. Transactions with related parties are disclosed in Notes no. 12 & 15 to the Accounts in the Annual Report.

b) Listing fees to Ahmedabad Stock Exchange Ltd. are not paid for last 15 years and that to Saurashtra Kutchh Stock Exchange Ltd. for 10 years. Other than that there have been no instances of non-compliance on any matter with the rules and regulations prescribed by the Stock Exchanges, SEBI or any other statutory authority relating to the capital markets.