

**ALPHA  
HI-TECH  
FUEL LIMITED**

#### **NOTICE**

NOTICE is hereby given that the Twentyfirst Annual General Meeting of the members of **ALPHA HI-TECH FUEL LIMITED** will be held on Tuesday, 30th September, 2014 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 :

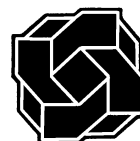
#### **ORDINARY BUSINESS**

1. To consider and adopt the audited Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss and Cash Flow Statement of the Company for the year ended on that date togetherwith the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Haren Shah 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 alongwith 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 30.06.2014 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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#### 9. Voting through electronic means

Pursuant to the provisions of section 108 of the companies Act, 2013 and Rule 20 & 21 of companies (Management and Administration) rules, 2014, the company is pleased to provide its members the electronic facility to exercise their right to vote at the Annual General Meeting (AGM). The business at the AGM may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it's discretion, subject to compliance with the instructions prescribed below:

The instructions for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Select "Alpha Hi-Tech Fuel Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li><li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.</li></ul>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT".
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of



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any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

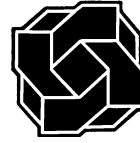
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant business of Alpha Hi-Tech Fuel Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**In case of Institutional shareholders**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- 1. The voting period begins on Wednesday, 24<sup>th</sup> September, 2014 (10.00 A.M. IST) and ends on Thursday, 26<sup>th</sup> September, 2014 (6.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 10. The results of the e-voting along with the scrutinizer's report shall be placed on the Company's website [www.alphahitechfuel.com](http://www.alphahitechfuel.com) and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.



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**Details of the Director seeking re-appointment at the Annual General Meeting fixed for 30th September, 2014.**

Name of the Director	Haren Shah
Date of Birth	08-01-1958
Date of Appointment	29-01-1993
Expertise in specific functional area	Accounting & Taxation, Mediator & Conciliator on the panel of Bombay High Court
Qualification	B.Com., FCA, ADR
List of outside Directorship held	Alpha Hi-Tech Papers & Pulp Ltd. Divine Infraproject Pvt. Ltd.
Chairman/Member of the Committees of Board of Directors of the Company	Chairman - Audit Committee Member - 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	1,38,833

Lakhtar; 21st April, 2014

By order of the Board

**Registered Office :**

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

HAREN SHAH  
Director



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## **DIRECTORS' REPORT**

To

The Members

ALPHA HI-TECH FUEL LTD.

Your Directors are pleased to present their 21st Annual Report together with the audited statement of accounts for the year ended 31st March, 2014.

### **FINANCIAL HIGHLIGHTS**

The financial highlights of the Company are given below

	<i>as on</i> 31-03-2014	<i>as on</i> 31-03-2013
Sales and other income	0	0
Profit/(Loss) before taxation	(18,31,627)	(80,71,077)
Provision for taxation	0	0
Deferred Tax liability/(asset)	1,61,582	20,89,546
Balance of previous year	(49,85,913)	51,74,710
Profit available for appropriation	(69,79,122)	(49,85,913)
<b>Appropriation</b>		
Balance carried forward	(69,79,122)	(49,85,913)

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**

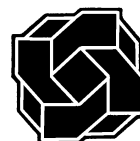
Mr. Haren Shah retire by rotation, not being dis-qualified u/s. 164 of the Companies Act, 2013, offers himself for re-appointment.

### **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 141 of the Companies Act, 2013 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. 134 of the Companies Act, 2013.

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**

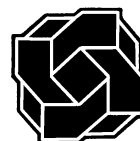
Your Company is fully committed to good corporate governance practices. In this regard your Company endeavours to adhere to the standards set out by the Securities and Exchange Board of India's (SEBI's) Corporate Governance practices. Your Directors are pleased to inform you that your Company has implemented all the stipulations prescribed. Statutory Auditors Certificate dated 21st April, 2014 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 134 of Companies Act, 2013, 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, 21st April, 2014



## **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 08.08.2013	Directorship in other companies incorporated in India	No. of other Board Committees of which member/ Chairman
Uma Kant Shukla	Executive & Independent	5	Present	Nil	Chairman-Shareholders'/ Investors' Grievance Committee
Subhash Nayak	Executive & Independent	5	Present	Nil	Member-Audit Committee Member-Shareholders'/ Investors' Grievance Committee
Haren Shah	Non-Executive (Promoter Group)	5	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
18th April, 2013	Lakhtar	3
28th May, 2013	Lakhtar	3
15th July, 2013	Lakhtar	3
10th October, 2013	Lakhtar	3
14th January, 2014	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





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discussed at the meetings of the Audit Committee and the Shareholders'/Investors' Grievances Committee 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.

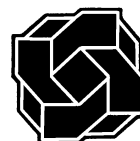
### **3. Audit Committee**

The powers and terms of reference of the Audit Committee are as mentioned in Clause 49(II)(d) of the Listing Agreement and Section 177 of the Companies Act, 2013. 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 18th April, 2013, 28th May, 2013, 15th July, 2013, 10th October, 2013 and 14th January, 2014.



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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)	5
<b>Mr. UMA KANT SHUKLA</b> Executive , Independent	5
<b>Mr. SUBHASH NAYAK</b> Executive , Independent	5

**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 18th April, 2013, 28th May, 2013, 15th July, 2013, 10th October, 2013 and 14th January, 2014.

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	5
<b>Mr. SUBHASH NAYAK</b> Executive, Independent	5
<b>Mr. HAREN SHAH</b> Non-Executive, (Promoter Group)	5

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**.