

**BOARD OF DIRECTORS** : HAREN JAISUKHLAL SHAH  
Chairman & Promoter Director

UMA KANT SHUKLA  
Independent Director

SUBHASH NAYAK  
Independent Director

ALPA HAREN SHAH  
Woman Director & Chief Executive Officer

**CHIEF FINANCIAL OFFICER** : AJITA JAYANT SHAH

**REGISTERED OFFICE** : STATION ROAD  
LAKHTAR  
DIST. SURENDRANAGAR  
GUJARAT-382775

**HEAD OFFICE** : 7/C, POORNIMA  
503, M.G. ROAD, MULUND (WEST)  
MUMBAI-400080

**AUDITORS** : K.U. KOTHARI & CO. CHARTERED ACCOUNTANTS

**BANKERS** : KAPOL CO.OP. BANK LTD., MULUND (WEST)  
THANE BHARAT SAHAKARI BANK LTD, MULUND (WEST)

**COMPANY LAW CONSULTANTS** : H V GOR & CO.  
COMPANY SECRETARIES

**DETAILS OF STOCK EXCHANGE** : EQUITY SHARES OF THE COMPANY ARE LISTED ON:  
THE BOMBAY STOCK EXCHANGE LTD  
THE STOCK EXCHANGE LTD, AHMEDABAD  
THE SAURASHTRA KUTCHH STOCK EXCHANGE LIMITED, RAJKOT

## **Summary of Contents**

<b>Sr. No.</b>	<b>Content</b>	<b>Page No.</b>
1	Notice	4
2	Explanatory Statement	9
3	Report of The Board of Directors	10
4	Extract of Annual Return	16
5	Secretarial Audit Report	21
6	Management Discussion & Analysis Report	23
7	Report on Corporate Governance	25
8	Auditors' Report on Corporate Governance	33
9	Statutory Auditors' Report	34
10	Annexure to Statutory Auditors' Report	36
11	Balance Sheet	37
12	Statement of Profit & Loss	38
13	Cash Flow Statement	39
14	Notes Forming Part of financial Statements	40
15	Form of Proxy	45
16	Attendance Slip	46
17	Nomination Form	47

**FOR KIND ATTENTION OF SHAREHOLDERS**

- **DEMAT:** If one is still holding shares in physical mode, kindly, consider following advantages by opting shares in demat mode:
  - Sale of shares is possible only through demat mode as the Company's shares are traded compulsorily in demat mode only.
  - Realize better price for transfer/sale of shares.
  - Eliminate loss of shares through burglary or theft, misplacement or mutilation.
  - Easy and faster transaction of shares.
  - No stamp duty on purchase/sale.
- Steps involved in dematerialization of shares:
  - Open an account with a Depository Participant (DP) of choice.
  - Choose DP based on evaluation of their reputation, service standards, charges, comfort level, other conveniences, etc.
  - Submit a dematerialization request form (DRF) to DP along with the defaced share certificates.
  - Shares get converted into electronic form and get credited into demat account.
- To understand about the procedure and for all queries relating to dematerialization, kindly, contact the Shares Transfer Agent of the Company.
- **GREEN INITIATIVE:** Register email ID with the Registrars and Transfer Agent of the Company or with the Secretarial department of the Company at [info@alphahitechfuel.com](mailto:info@alphahitechfuel.com). This initiative can save forest wealth of our Country.

**NOTICE OF TWENTY SECOND ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that Twenty second Annual General Meeting of the Members of Alpha Hi Tech Fuel Limited will be held on Tuesday, the 29th day of September, 2015 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 receive, consider and adopt the Financial Statements and the reports of the Board of Directors and Auditors thereon for the Financial Year ended on 31<sup>st</sup> March, 2015.
2. To appoint Director in place of Mr. Uma Kant Shukla who retires by rotation and being eligible, offers himself for re-appointment as Independent Director.
3. To appoint Peer Reviewed Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. Manoj Mehta & Co., Chartered Accountants (Firm Registration No. 116681W), be and they are hereby appointed the Auditors of the Company, to hold office from the conclusion of this 22nd Annual General Meeting (AGM) till the conclusion of the 27th Annual General Meeting to be held in 2020 (subject to ratification of reappointment by the members at every AGM held after this AGM) of the Company, on a remuneration as may be agreed upon by the Board of Directors and the Auditors."

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mrs. Alpa Haren Shah:-

"RESOLVED THAT Mrs. Alpa Haren Shah, who is appointed an Additional Director with effect from March, 31 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013, who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and she is hereby appointed a Director of the company."

Place: Lakhtar  
Date: 28<sup>th</sup> May, 2015  
Regd. Office:  
Station Road,  
Lakhtar, Dist. Surendranagar,  
Gujarat 382775

By Order of the Board of Directors

Haren Shah  
Director

**NOTES:**

1. The Relevant explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total paid up share capital of the Company. Member holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.
4. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Company at its Registered Office not less than 48 hours before the commencement of the meeting.
5. The Register of Members and the Share Transfer books of the Company will remain closed on Tuesday, 29<sup>th</sup> September, 2015.
6. **Members' attention is particularly drawn to the provisions of Section 205A and 205C of the Companies Act, 1956, wherein the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has, accordingly, transferred ₹ 19,156/- (Nineteen Thousand One hundred and Fifty Six Only) being the unpaid and unclaimed dividend amount pertaining to Dividend for the Financial Year 2004-05, to the Investor Education and Protection Fund of the Central Government on 2<sup>nd</sup> March, 2012.**
7. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file nomination in the prescribed Form SH-13 (Annexed to the Report) with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
8. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
9. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the company on all working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
11. Members who are desirous of getting information with regard to the business to be transacted at the meeting are requested to write to the Company their queries at least seven days in advance of the Meeting in order to keep the information required readily available at the Meeting.
12. Members/Proxies should bring the attendance slip duly filled in for attending the meeting. The identity/ signature of the Members holding shares in electronic/demat form are liable for verification with specimen signatures as may be furnished by NSDL/CDSL to the Company. Such Members are advised to bring the relevant identity card, issued by the Depository Participant, to attend the Annual General Meeting.
13. The Annual Report duly circulated to the Members of the Company, is available on the Company's Website at [www.alphahitechfuel.com](http://www.alphahitechfuel.com).
14. Shareholders can register their complaints, if any, on an exclusive e-mail id [investorgrievance@alphahitechfuel.com](mailto:investorgrievance@alphahitechfuel.com) which has been designated for the said purpose.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
16. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request

for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

**17. Members are requested to bring their copies of the Annual Report at the Meeting.**

**18. 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/its 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) For those 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, existing password is to be used.

(vii) For first time users follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
DOB	Enter the Date of Birth as recorded in demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

(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 it is required to mandatorily enter the 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 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 the password with any other person and take utmost care to keep the 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 one chooses to vote.

(xii) On the voting page, RESOLUTION DESCRIPTION will be seen and against the same the option YES/NO for voting. Select the option YES or NO as desired. The option YES implies that one assents to the Resolution and option NO implies that one dissents to the Resolution.

(xiii) Click on the RESOLUTIONS FILE LINK if one wishes to view the entire Resolution details.

(xiv) After selecting the resolution, click on SUBMIT. A confirmation box will be displayed. To confirm yo vote, click on OK, else to change the vote, click on CANCEL and accordingly modify the vote.

(xv) Once CONFIRMED, it will not be allowed to modify the vote.

(xvi) Print out also can be taken of the voting done 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 Corporate.
- 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 Thursday, 24th September, 2015 (10.00 A.M. IST) and ends on Saturday, 26th September, 2015 (6.00 P.M. IST). During this period, shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2. In case of any queries or issues regarding e-voting, one 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).

#### OTHER INSTRUCTIONS

- I. Mobile number and e-mail id can be updated in the user profile details of the folio which may be used for sending future communication(s).
- II. **The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, 22<sup>nd</sup> September, 2015, are entitled to vote on the Resolutions set forth in this Notice by way of remote e-voting and poll.**
- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> September, 2015 for both remote e-voting and poll.
- IV. **Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting through polling paper shall also be made available to those Members who attends the Annual General Meeting and have not already cast their vote by e-voting.**
- V. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- VII. Mr. Harsh V Gor, Practicing Company Secretary of H V Gor & Co. has been appointed the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- IX. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of CDSL and shall be communicated to BSE Limited.

19. As required by Clause 49 of the Listing Agreement brief profile of the Independent Director proposed to be appointed / re-appointed at the Annual General Meeting is given below:

<b>Name of the Director</b>	Mr. Uma Kant Shukla
<b>Date of Birth</b>	08-08-1959
<b>Date of Appointment</b>	28-09-2006
<b>Qualification</b>	B.TECH (Chem.)
<b>Experience in specific functional areas</b>	Production Technologies
<b>Directorships in other Companies</b>	UG Realtors Private Limited
<b>Chairman/ Member of the Committees of the Board of Directors of the Company</b>	Chairman of Stakeholder Relationship committee Member of Audit Committee and Nomination & Remuneration Committee
<b>Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director</b>	Nil
<b>No. of Shares held in the Company</b>	Nil
<b>Director Identification Number</b>	06460235

Place: Lakhtar  
Date: 28<sup>th</sup> May, 2015  
Regd. Office:  
Station Road,  
Lakhtar, Dist. Surendranagar,  
Gujarat 382775

By Order of the Board of Directors

Haren Shah  
Director



**EXPLANATORY STATEMENT**  
(Pursuant to Section 102 of The Companies Act, 2013)

**With reference to SPECIAL BUSINESS (Item No. 4 of the Notice)**

As required by Clause 49 of the Listing Agreement brief profile of the regularization of the Director proposed to be appointed / reappointed at the Annual General Meeting is given below:

<b>Name of the Director</b>	Mrs. Alpa Haren Shah
<b>Date of Birth</b>	07-03-1965
<b>Date of Appointment</b>	31-03-2015
<b>Qualification</b>	Home Science
<b>Experience in specific functional areas</b>	Material Procurement
<b>Directorships in other Companies</b>	Divine Infraprojects Pvt. Ltd. K B R Exports Pvt. Ltd. Alpha Hi Tech Papers & Pulp Ltd. Duritari Finlease Pvt. Ltd.
<b>Chairman/ Member of the Committees of the Board of Directors of the Company</b>	Member of Nomination and Remuneration Committee
<b>Chairman/Member of the Committees of the Board of Directors of the other Companies in which he/she is a Director</b>	Nil
<b>No. of Shares held in the Company</b>	5,833 Equity Shares of ` 10 each
<b>Director Identification Number</b>	00971361

Mrs. Alpa Haren Shah (DIN NO: 00971361) is appointed an Additional Director of the Company in the category of a Woman Director on the Board of the Company on and from 31<sup>st</sup> March, 2015. In terms of Section 149, 152 and 161 of the Companies Act, 2013 (the Act) read with the relevant Rules, she holds office as an Additional Director up to the date of ensuing Annual General Meeting. Mrs. Alpa Haren Shah is appointed a Executive Woman Director (Promoter Group) on the Board of the Company pursuant to the provision of Section 149 of the Act read with the relevant Rules and Clause 49 of the Listing Agreement.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from Mrs. Alpa Haren Shah along with a deposit of ` 1,00,000/- proposing her candidature for the office of Woman Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Alpa Haren Shah as a Woman Director. Mrs. Alpa Haren Shah has also availed her services in past as Promoter Director of the company for the period from 25.10.2002 to 31.12.2005. Accordingly, the Board recommends the resolution to the shareholders in relation to the approval of Mrs. Alpa Haren Shah to continue to hold office as a Woman Director for a term of five years commencing from 29th September, 2015 up to 28th September, 2020 pursuant to provisions of section 149 read with schedule IV to the Act. In terms of provisions of Section 149(13) of the Act, Mrs. Alpa Haren Shah shall not be liable to retire by rotation.

Except Mrs. Alpa Haren Shah, being an appointee, and Mr. Haren Jaisukhlal Shah, Director, being the relative(Husband) of the appointee, none of the Directors of the Company are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

## Report of The Board of Directors

Dear Members,

The Board of Directors are pleased to present the Twenty-second Annual Report on the business and operations of your Company along with the audited financial statements for the financial year ended 31<sup>st</sup> March, 2015. The Statement of Accounts, Auditors' Report, Board's Report and attachment thereto have been prepared in accordance with the provisions contained in Section 134 of Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014.

### 1. FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2015 is summarized below:

Particulars	For the year ended 31.03.2015 (₹)	For the year ended 31.03.2014 (₹)
Revenue from operations	0	0
<b>Profit/(Loss) before Tax</b>	<b>(20,43,958)</b>	<b>(18,31,627)</b>
Less: Tax Expenses	0	0
<b>Current Tax</b>		
Current Tax for Prior Years	0	0
Deferred Tax	1,30,507	1,61,582
<b>Profit/(Loss) for the year</b>	<b>(21,74,465)</b>	<b>(19,93,209)</b>
Interim Dividend	0	0
Corporate Dividend Tax	0	0
Transfer to General Reserve	0	0
Earnings Per Share of ₹ 10/-	Nil	Nil

### 2. RESERVES

During the year under review, your Company has not transferred any amount to any reserves.

### 3. PERFORMANCE AND AFFAIRS OF THE COMPANY

The performance and outlook of the Company have been discussed in the Management Discussion and Analysis Report, which is forming part of the Annual Report.

### 4. DIVIDEND

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

### 5. CURRENT STATUS

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.

Production activities at the factory of the company are suspended since August 2005 as the management of the company was facing hardships dealing with the demands of the workers. This was followed by high pitch assessment demands for several years from Sales Tax authorities and Income Tax Department. The said demands were disputed in appeals preferred against said orders. Witnessing harsh demand recovery procedures adopted by these revenue authorities and based on the advice of the experts management preferred suspension of production activities as a loss mitigating initiative. Once, the issues are finally and fully settled in favour of the company, the management shall actively consider the issue of restarting the suspended operations. The management is aggressively pursuing the matters and is hopeful of favorable outcome in the near future.

### 6. CHANGES IN NATURE OF BUSINESS AND REVISION IN THE BOARD'S REPORT

There is no change in the nature of business of the Company during the year. There is no revision made in the Board's Report and whatever submitted herewith is the final report.

### 7. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

During the year under review, your Company did not have any subsidiary, associate and joint venture Company.

### 8. CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement executed with the Stock Exchanges, Corporate Governance Report and Certificate regarding compliance of conditions of Corporate Governance form an integral part of this report and are set out as separate Annexure to this Report.