

23 RD
ANNUAL REPORT
2011-2012

NAKSHATRA INFRASTRUCTURE LIMITED

NAKSHATRA INFRASTRUCTURE LIMITED

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NAKSHATRA INFRASTRUCTURE LIMITED

BOARD OF DIRECTORS

Sri. C. Ashok Babu
Sri. C. Jhansi Lakshmi
Sri. C. Vikranth
Sri. M. Indrasena Chowdary
Sri. G. Sreenivasulu
Sri. Pavankumar Sanwarmal
Sri. R. Narsimha Reddy

Managing Director
Director
Director
Director
Director
Director
Director

REGISTERED OFFICE

H.No.8-2-268/1/16B
Sriniketan Colony,Road No.3
BanjaraHills,Hyderabad-500034.(A.P) INDIA
Phone:91-4040205048.www.nakshatrainfra.com

AUDITORS

M/S RAMASAY KOTESWARA RAO & CO
FF-II, Plot No.238/A,MLA COLONY
Road No.12, BanjaraHills,Hyderabad-500034

BANKERS

HDFC BANK LTD
Banjarahills, Hyderabad-500034

SHARE TRANFERS AGENTS

M/S. VENTURE CAPITAL & CORPORATE INVESTMENTS PVT LTD.
12-10-167,Bharat Nagar, Moosapet,Hyderabad-500018.A.P
Phone:040-23818475,23818476,fax:040-23868024

LISTING AT
BOMBAY STOCK EXCHANGE LIMITED.

NOTICE TO THE SHARE HOLDERS

NOTICE is hereby given that the 23rd ANNUAL GENERAL MEETING of M/s. NAKSHATRA INFRASTRUCTURE LIMITED, will be held on Saturday, the 30th day of September, 2012 at 10.30 A.M. at The Hyderabad Gymkhana, near L.V. Prasad Eye Institute, Road No.2, Banjara Hills, Hyderabad-500 034, to transact the following business:

ORDINARY BUSINESS:

1. Consideration, Adoption and Approval of Annual Accounts, Directors Report and Auditors thereon for the year 2011-2012 and proposed resolution is an under "RESOLVED THAT Audited Balance sheet as on 31st March, 2012 and Profit and Loss Account for the year ended 31st March 2012, Directors Report there on be and are hereby received, Consideration and adopted.
2. To appoint a Director in place of Sri C. Vikranth , as Director of the Company liable to retire by rotation. RESOLVED THAT Sri. C. Vikranth be and is here by appointed as Director who is liable to retire by rotation".
3. To appoint statutory auditors and to fix their remuneration.
"Resolved that M/S. Ramasamy Koteswara Rao & Co., Chartered Accountants ,Hyderabad who retire at the conclusion of this Annual General Meeting be and are hereby appointed as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting at remuneration to be fixed by the Board of Directors"

By Order of the Board of Directors

(C. ASHOK BABU)
Managing Director

Place : Hyderabad
Date : 03.09.2012

NOTES:

1. An Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the special business is annexed hereto.
2. A Member entitled to attend and vote at the meeting is entitled to appoint and vote instead of himself/herself and such proxy need not be a member of the company. Proxy forms to be valid shall be lodged at the Registered Office of the company not less than 48 hours before the meeting.
3. The Register of members and share transfer books of the company will remain closed from 27th September 2012 to 30th September 2012 (both days inclusive).
4. Members are requested to notify immediately changes if any, in their addresses to the Company quoting their folio number.
5. Members who are holding shares in identical order of names in more than one folio are requested to send to the company the details of such folios together with the share certificates for consolidating their holdings in one folio. The Share certificates will be returned to the members after making requisite changes thereon.
6. Share certificates along with transfer deeds should be forwarded to the registrars and share transfer agents of the company in physical form at the following address:

M/s. VENTURE CAPITAL & CORPORATE INVESTMENTS LTD.,
12-10-167, Bharat Nagar, Moosapet, Hyderabad-500018.
Tel No. 23818475, 23818475 Fax No. 23868024.

7. Members desiring to seek any information on the annual accounts are requested to write to the company at an early date to enable compilation of information.
8. Reappointment of Directors
Information on Directors seeking appointment /reappointment is furnished below as per Clause 49 of the Listing Agreement with the Stock Exchanges.

- 1) Sri Pavankumar Sanwarmal
- 2) Sri M. Indrasena Chowdary
- 3) Sri G. Sreenivasulu
- 4) Sri . R.Narsimha Reddy

By Order of the Board of Directors

Place : Hyderabad
Date : 03.09.2012

(C. ASHOK BABU)
Managing Director

DIRECTORS REPORT

To
The Members of **Nakshatra Infrastructure Limited**,
Hyderabad.

We have pleasure in presenting the 23rd Annual Report and the Audited Statement of Accounts for the Financial Year ended 31.03.2012.

FINANCIAL RESULTS:

Particulars	Current Year 2011 – 2012 (Rs. In Lakhs)	Previous Year 2010 – 2011 (Rs. In Lakhs)
Income	90.60	95.35
Profit before Interest & Depreciation	73.49	74.17
Interest	8.16	7.58
Depreciation	17.22	17.99
Profit before Tax	(14.1)	(4.39)
Provision for Taxation	0.45	0.31
Net Profit	(4.93)	(3.94)

OPERATIONS:

During the year under review your company has earned a total income of Rs. 90.60 Lakhs and earned a Net Profit of Rs. (4.93) Lakhs as against an income of Rs. 95.35 Lakhs and Net Profit of Rs. (3.94) Lakhs in the previous year. Your Directors are confident that the company will achieve better results in the coming years.

DIVIDEND:

Due to insufficiency of Profits your directors could not recommend Dividend on the Capital.

DIRECTORS:

Sri C. Pavankumar SANwarmal, Director retire by rotation at the ensuing Annual General Meeting and being eligible offers themselves for reappointment.

AUDITORS:

M/s. Ramasamy Koteswara Rao & Co, Chartered Accountants, Hyderabad will retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

DIRECTORS RESPONSIBILITY STATEMENT:

In pursuance of Section 217(2AA) of the Companies Amendment Act, 2000, your directors confirm:

- (i) that in the preparation of accounts under report the applicable accounting standards have been followed along with proper explanations relating to material departure.
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss account for the period.
- (iii) That the directors taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) That the directors had prepared the annual accounts on the going concern basis.

CORPORATE GOVERNANCE:

Your Company has taken necessary measures to comply with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Corporate Governance.

A report on corporate governance along with a certificate of compliance from the Auditors and also the Management Discussion and Analysis report are annexed separately to this Annual Report.

PARTICULARS OF EMPLOYEES:

No employee was in receipt of remuneration exceeding the limits prescribed under section 217(2A) of the Companies Act, 1956 and the rules framed there under, as amended to date.

FIXED DEPOSITS:

Your Company has not accepted any deposit and as such no amount of principal or interest was outstanding on the date of the Balance Sheet.

INFORMATION UNDER SECTION 217 (1) (E) OF THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

a) Conservation of Energy:

The operations of the company involve very low energy consumption. However adequate measures have been taken to conserve the more energy.

GENERAL:

The Company's shares are listed on Bombay Stock Exchanges Ltd., the listing fee for the year 2011-2012 has been paid.

APPRECIATION:

The Directors wish to place on record their appreciation to employees at all levels for their co-operation. Your directors would also acknowledge the continued support of the company's shareholders.

By Order of the Board of Directors

Place : Hyderabad

Date : 03.09.2012

(C. ASHOK BABU)
Managing Director

(C. JHANSI LAKSHMI)
Director

ANNEXURE TO THE DIRECTOR'S REPORT COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Company's philosophy on corporate governance

A strong governance process is integral to business success. For an important reason: a broad based governance initiative harmonizes the interest of all shareholders.

At Nakshatra , a commitment to a mature governance process is leading to stronger business prospects, a growth of business partners (customers and suppliers), enhanced employee and investor wealth as well as an increased societal development at large.

Board of Directors

Composition of the Board

The Board of Directors of Nakshatra Infra Ltd consists of Seven Directors. Of these, one is Managing Director, One is Executive Directors and five are Non-Executive. The composition of the Board during the financial year under review is presented in detail in the table I.

Number of Board Meetings

During the financial year under review, the Board of Directors met 5 times on 30.04.2011, 30.07.2011, 02.09.2011, 31.10.2011 and 31.01.2012. As stipulated in Clause 49, the maximum time gap between any two meetings was not more than four months.

Director's Attendance Record and Directorships

Details are given in Table I.

Table: I Details of the Board of directors:

Name of the Director	Executive/ Non-Executive Director	No. of meetings Held during His Tenure	No. of Meetings Attended	Whether Attended Last AGM	No. of Outside Directorships
C. Ashok Babu	Executive	5	5	Yes	2
C. Jhansi Lakshmi	Executive	5	5	Yes	2
C. Vikranth	Non Executive	5	5	Yes	2
M. Indrasena Chowdary	Non Executive	5	5	Yes	1
G. Sreenivasulu	Non Executive	5	5	Yes	1
Pawan Kumar Sanwermal	Non Executive	5	5	Yes	5
R. Narsimha Reddy	Non Executive	5	5	Yes	2