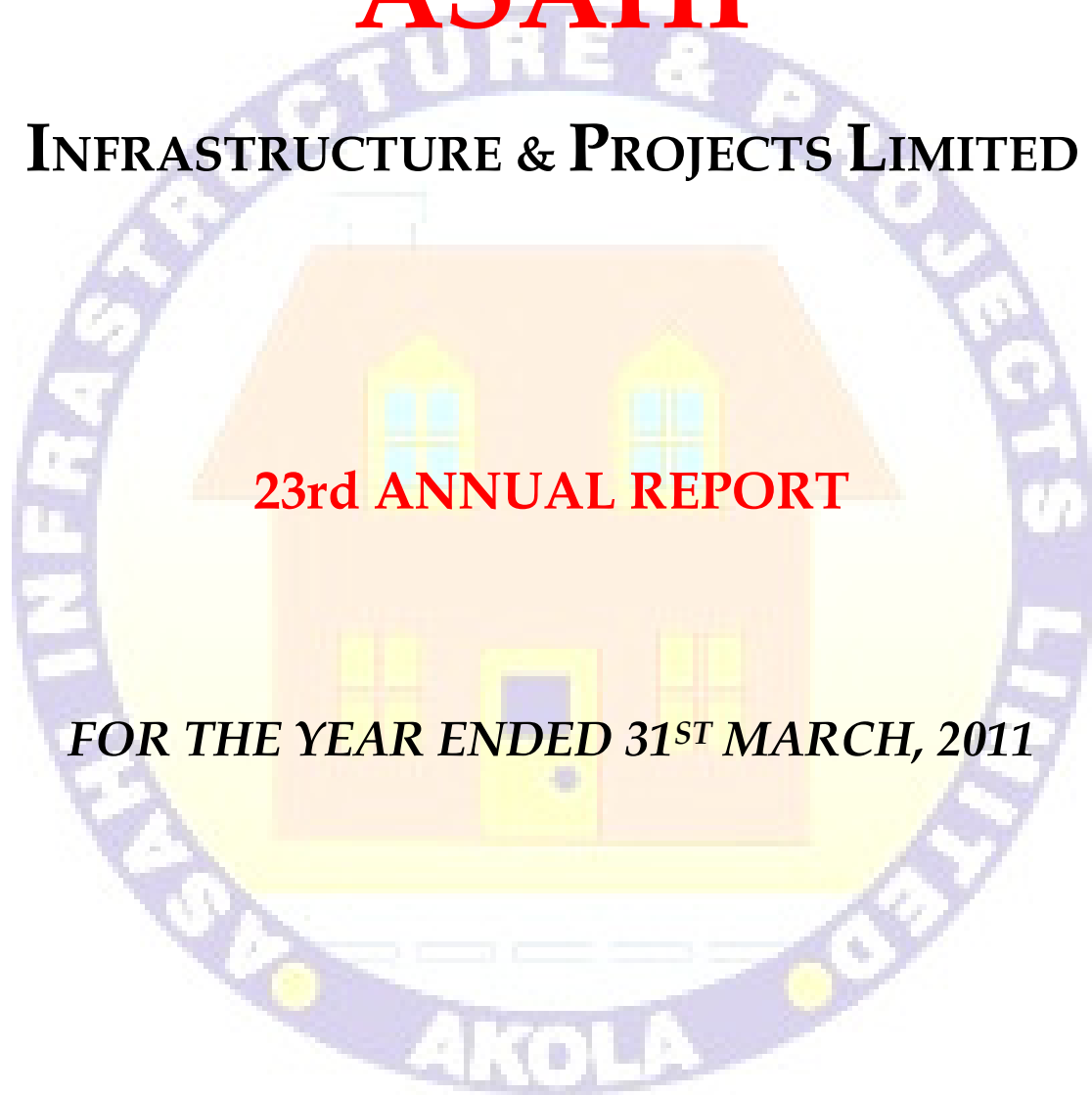


ASAHI

INFRASTRUCTURE & PROJECTS LIMITED

23rd ANNUAL REPORT

FOR THE YEAR ENDED 31ST MARCH, 2011



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ASAHI INFRASTRUCTURE & PROJECTS LIMITED

BOARD OF DIRECTORS:

Mr. Laxminarayan Rathi	:	Chairman & Managing Director
Mr. Paresh Rathi	:	Whole Time Director.
Mr. Venkatrao Karri	:	Independent Non-Ex. Director.
Mr. Gaurang Shah	:	Independent Non-Ex. Director
Mr. Nilesh M. Bhaiyya	:	Independent Non-Ex. Director
Mrs. Yasmin Khan	:	Independent Non-Ex. Director

AUDITORS:

B. M. Gattani & Co.,
Chartered Accountants,
801, Cotton Exchange,
Kalbadevi Road,
Mumbai – 400 002

BANKERS:

HDFC Bank
Oriental Bank of Commerce
Central Bank Of India
IDBI Bank
State Bank of India

REGISTRARS & SHARE TRANSFER AGENTS:

Purva Sharegistry (India) Private Limited
9, Shiv Shakti Industrial Estate
J.R. Boricha Marg,
Lower Parel,
Mumbai – 400 011

REGISTERED OFFICE:

2nd Floor, Vinayak Sankul,
Tapadia Nagar,
Akola, Maharashtra – 444005

SHARES LISTED AT:

The Stock Exchange-Mumbai
Luxembourg Stock Exchange
Mumbai.

23rd ANNUAL GENERAL MEETING

Date:	30 th September, 2011.
Day:	Friday
Time:	11.00 A.M
Place:	02 nd Floor, Vinayak Sankul, Tapadia Nagar, Akola-444005

CHAIRMAN'S LETTER TO THE SHAREHOLDERS

Dear Shareholders,

I take pleasure in presenting the 23rd Annual Report of our company.

Before I run through the hallmark achievements of our company for the year under review, it is always best to channelise the energy in to the positive aspects. Firming up on the medium term strategy and without losing sight of long term growth needs of the economy. The company is committed and privileged to contribute to this nation building process in its own measure and capacity.

BUSINESS DEVELOPMENT:

Housing is one of basic requirements for human survival. For a shelterless person, possession of a house brings about a profound social change in his existence, endowing him with an identity, thus integrating him with his immediate social milieu.

The typical demographic setting of India particularly gets highlighted when we look into the trend over the years. A steep rise in population is a major reason for the increase in demand for residential units, affordable homes and basic infrastructural facilities. India is the second most populous country in the world and at this point the foremost interest is developing the infrastructural facilities of lodging the primary need of housing for the population. Most of the economists across the world opine that a sharp increase in the real estate and property prices in India in the coming years. Our consistent efforts therefore have been to make first hand insight into the pressing problems of housing development.

The company is in the business of building low cost affordable houses and operating infrastructure projects and due to rapid urban growth, housing plays a crucial role. The company has already initiated steps to extend operations in more and more cities in the state.

The company has been supplying labors/man power to various contractors, engaged in various projects. In addition, Construction of Housing units as well as infrastructure business is capital intensive and having adequate capital on hand gives competitive advantage.

The company is also making arrays into the following new segments:

1. To acquire a mini cement plant of 150 tonnes per day expandable to 750 tonnes per day in the state of Maharashtra with the capital outlay of approx. Rs.18crs.
2. To manufacture & market the precast ferro-cement building components on large scale.

- 3 Venturing in to undertake State Highways Projects under PPP and PWD registration process started with in 'No Limit Class' from Govt. of Maharashtra, Rajasthan ,Chattisgarh.
4. Planning to set up Power Project unit for 3-5 Mega Watts as per MEDA's guidelines.

ORGANISATION DEVELOPMENT:

Organizational development depends on Human resources and its management - because they are the most valued assets and the company believes that people do make a lot of difference as human resources individually and collectively contribute to the achievement of the objectives of the business. The company employs people, develops their capacities, skills, attitude, utilizing, maintaining and compensating their services in tune with the job and organizational requirement. Therefore the company continues to give prime attention to them and build the team as demand for housing activity is growing exponentially, and to meet the new challenges.

The company's major focus continues to be 'Dedicated to slum development and service to poor class people and it Endeavors to create and nurture a long lasting relationship during the entire period of our association.

ACKNOWLEDGEMENTS:

I express my sincere gratitude to our shareholders, investors, joint venture partners, lenders, bankers, SEBI, BSE, MHADA, HUDCO, the Central & State Govt. and other agencies for providing continuous support. I wish to express my appreciation to my colleagues on the Board and our employees for their thoughtful leadership, dedication & commitment. I am grateful to you for your co-operation and the trust that you have reposed in us.

Best Regards.

L. J. Rathi

- sd -

Chairman

ASAHI INFRASTRUCTURE & PROJECTS LIMITED

NOTICE IS HEREBY GIVEN THAT THE **23rd ANNUAL GENERAL MEETING** OF THE MEMBERS OF ASAHI INFRASTRUCTURE & PROJECTS LIMITED WILL BE HELD ON **FRIDAY THE 30th SEPTEMBER, 2011 AT 11.00 A.M.** AT REGISTERED OFFICE SITUATED AT 02nd FLOOR, VINAYAK SANKUL, TAPADIA NAGAR, AKOLA-444005 TO TRANSACT THE FOLLOWING BUSINESS.

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ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts for the year ended **31st March 2011** along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon
2. To re-appoint Mr. Gaurang Shah, as a director who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint Mrs. Yasmin Khan, as a director who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint auditors and fix their remuneration.

**BY ORDER OF THE BOARD
ASAHI INFRASTRUCTURE & PROJECTS LIMITED**

**DATE: 31/08/2011
PLACE: AKOLA**

**Sd/-
L. J. RATHI
(CHAIRMAN & MANAGING DIRECTOR)**

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
2. The proxies, in order to be effective should be deposited with the company not less than 48 hours before the time fixed for the commencement of the meeting.
3. The Register of Members and Share Transfer Books shall remain closed from **Friday the 23rd September, 2011 to Friday the 30th September, 2011 (both days inclusive)**.
4. Pursuant to the provision of Section 205A (5) of the Companies Act, 1956, dividend for the financial year ended 2009-10, which remains unclaimed for a period of 7 years will be transferred by the Company to the **Investor Education and Protection Fund** established by the Central Government pursuant to section 205C of the Companies Act, 1956.

Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:-

Financial Year	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to I.E. & P. Fund
2009-10	30/09/2010	29/09/2017	28/10/2017

Shareholders who have not so far encashed their dividend warrant(s) for the financial year ended March 31, 2010 are requested to make their claim to the office of the Registrar and Transfer Agent, Purva Share Registry (India) Private Limited. Shareholders are requested to note that no claims shall lie against the Company and against the said fund in respect of any amounts remained unclaimed for a period of seven years from the dates that they first became due for payment.

5. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting.
6. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
7. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.

ASAHI INFRASTRUCTURE & PROJECTS LIMITED

8. Any member requiring further information on accounts at the meeting is requested to send their queries in writing to the Managing Director of the Company at least 7 days before AGM.

**BY ORDER OF THE BOARD
ASAHI INFRASTRUCTURE & PROJECTS LIMITED**

**DATE: 31/08/2011
PLACE: AKOLA**

**Sd/-
L. J. RATHI
(CHAIRMAN & MANAGING DIRECTOR)**



DIRECTORS' REPORT

To,
The Members,
ASAHI INFRASTRUCTURE & PROJECTS LIMITED,
Akola.

Your Directors have great pleasure in submitting their **23rd ANNUAL REPORT** on the business & operations of the Company along with the Audited Balance Sheet and Profit And Loss Account, for the year ended 31st March, 2011.

1. FINANCIAL RESULTS:

Financial Results of the Company for the year under review along with the figures for previous year are as follows:

(Amount. in Rs.)

CONSOLIDATED

PARTICULARS	Year ended	
	2011	2010
Total Income	5,21,95,22,761	3,67,60,27,885
Depreciation	36,26,000	17,36,482
Profit before taxation	41,17,50,790	35,15,12,172
Provision for taxation	52,12,542	21,38,239
Deferred Tax Liabilities	-	44,06,770
Appropriations		
Profit after Tax	40,65,38,248	34,93,73,933

STANDALONE

PARTICULARS	Year ended	
	2011	2010
Total Income	1,475,637,349	665,028,508
Depreciation	3,626,000	1,736,482
Profit before taxation	33,068,771	12,111,995
Provision for taxation	5,212,542	2,138,239
Deferred Tax Liabilities	-	44,06,770
Appropriations		
Profit after Tax	27,856,229	9,973,756

2. OPERATIONS:

The market environment in financial year 2011 was challenging, but recovery signs made them felt in the second half of the financial year. A healthy sign was that the average selling price (ASP), which had remained an area of concern for three quarters, began to firm up from November onwards, notching up an increase of nearly 20% by the end of the fiscal year. Your Company continued to strengthen its position in this rapidly-growing market.

The business has performed well, with productivity gains, growth in volumes and sustained margins notwithstanding rise in input costs. The **Asahi Infrastructure & Project Ltd.** business continues to be successful despite of several environmental constraints. The Company's ability to neutralize cost increase and improve margins together with purchasing efficiencies, improvement in manufacturing yield/usage and expenses control helped in increasing the profitability. The performance had established a new milestone for the Company.

During the year Companies performance was satisfactory in comparison to previous year as net profit before tax is increased from Rs. 34,98,56,386 to Rs.41,17,50,790

3. EXPANSION PROGRAMMES:

The Company has received final sanction from the Govt. of Rajasthan for executing Affordable Housing Project 2009 under PPP. The project detail is constructing 1800 houses on 52% land to be handed to Avas Vikas Ltd. (Govt. of Rajasthan U/T) & 200 Independent Bungalow, commercial complex & Mini theatre will be installed separately on 48% land to be developed as per company choice. The total project will be Rs.200 Cr.

The Company has received a work order for infrastructure Development for Nagar Parishad Pawani (Dist. Bhandara) for Rs. 11 Cr. under Integrated Housing and Slum Development Programme (IHSDP). Also company received 2 work order for 129 houses & infrastructure at Malkapur (Dist. Buldhana) under IHSDP Rs. 2.52 Cr.

4. DIVIDEND:

The Company has not declared any dividend during the year.

5. SHARE CAPITAL:

The Company's share capital has been increased by issue of 1,45,00,000 equity shares of Re.1 each pursuant to Conversion of Warrants into equity shares.

Further pursuant to Consolidation of Share Capital of the Company due to reclassification the existing paid up value of shares is increased from Re.1/- to Rs.10/- .

6. FIXED DEPOSITS:

During the year your company has not accepted any deposits from the public.

7. SUBSIDIARIES:

The Company has set up a subsidiary unit in Dubai for general trading activities where profit margin and bottom-line is good. Statement pursuant to Section 212 is attached herewith.