

**ASAHI
INFRASTRUCTURE & PROJECTS
LIMITED**

26th Annual Report

**FOR THE YEAR ENDED 31st MARCH,
2014**

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CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. Laxminarayan Rathi	Chairman & Managing Director
Mr. Paresh Rathi	Whole Time Director
Mr. Venkatarao Karri	Independent Non-Executive Director
Mr. Nilesh M. Bhaiyya	Independent Non-Executive Director
Mrs. Yasmin Khan	Independent Non-Executive Director

AUDITORS:

B. M. Gattani & Co.,

Chartered Accountants,

Ground Floor, Flat No.1,

Gayatri Building, Jairaj Nagar,

Near Mahishi Mardani Temple,

Borivali. **Mumbai**

BANKERS:

State Bank of Bikaner & Jaipur- Jhunjhunu

IDBI Bank-Akola

State Bank of India – Akola/Fort – Mumbai/Nagpur

HDFC Bank – Nagpur/Jhunjhunu

Axis Bank- Nagpur/Akola/Jhunjhunu

REGISTRAR AND SHARE TRANSFERS AGENTS:

Purva Sharegistry (India) Private Limited

9, Shivshakti Industrial Estate,

Sitaram Mills Compound, J.R. Boricha Marg,

Opp. Kasturba Hospital, Lower Parel (East),

Mumbai – 400 011.

REGISTERED OFFICE:

S-21, Ganga Nagar,*

Washim Bye Pass Road,

Akola – 444 002, Maharashtra.

SHARES LISTED AT:

Bombay Stock Exchange Limited, Mumbai

26th ANNUAL GENERAL MEETING	
Date:	30th September, 2014
Day:	Tuesday
Time:	12.30 p.m.
Place:	The Vidharbha Chamber of Commerce And Industries. Akola.

CHAIRMAN'S LETTER TO THE SHAREHOLDERS

Dear Shareholders,

I take pleasure in presenting the 26th Annual Report of the Company.

We have just crossed one of the toughest years for the company in recent times. As the downward spiral of the national economy continued, in the absence of a favorable environment, the housing and infrastructure sector languished. This has affected the performance of companies in this sector including that of **AIPL**. However we were able to protect the profitability of the company's operations. We have been able to shore up our margins through internal discipline and efficiency improvement programmes. The strategies we put in place – have helped **AIPL** remain stable. The operational excellence programme of your company continued in 2013-14. Under the programme, there were improvements in the supply chain, debottlenecking of process and value engineering. As the infrastructure development and housing sector continues to be stymied by a host of issues, the prospects for execution seems to be on the upswing.

Your company expect bright prospectus in coming time as newly elected govt. having full majority after 30 years, have concentrated on infrastructure sector. Not only this the Ministry of Urban Development got allocation of Rs. 4000 /- crore in the current year budget to focus on specially affordable housing sector. Your company has got expertise in this segment since 26 years & now time has come to encasement its 25 years experience Due to this market conditions in affordable housing sector will boom up. However your company has received several small and medium level project orders, the most significant being an order from Govt. of Rajasthan at Jhunjhunu (Rajasthan) for construction of 1536 Flats for EWS/LIG/MIG under its new housing policy.

Your company has commenced the construction of 1000 flats out of 1538 flats (7 Lacs Sq.ft) which has already been sold to Govt. of Rajasthan through their Nodal Agency Rajasthan Awas Vikas & infrastructure Ltd. (RAVIL) the beneficiaries has deposited their down payment in Escrow A/c maintained by Urban local body i.e. Nagar Parishad Jhunjhunu.

Your company has commenced the construction of 1000 flats out of 1538 flats (7 Lacs Sq.ft) which has already been sold to Govt. of Rajasthan through their Nodal Agency Rajasthan Awas Vikas & infrastructure Ltd. (RAVIL) the beneficiaries has deposited their down payment in Escrow A/c maintained by Urban local body i.e. Nagar Parishad Jhunjhunu.

BUSINESS DEVELOPMENT:

Housing is one of the basic requirements for human survival. Affordable housing is a term we use for residential units in India's urban areas which are affordably priced with respect to households that fall within a specific limited income range. There is no single set of parameters to define what an affordable housing unit should cost in India. As per GOI 60M² BU Area is called affordable House. This is because the pricing and feasibility to developers of affordable housing is a function of the city, location within the city, and type of project being built and also the construction technology employed.

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 of 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

economist across the world opines 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.

Installation of Slab/Block Manufacturing

Due to MNAREGA scheme high dev in Bihar, Chhattisgarh, getting laborer for constriction is difficult day by day. To overcome these problems the company is installing the **Prestress Precast Hollow Core slab** plant by German Technology.

It is a good news that your company has working on new precast prestress hollow core technology for construction of these houses & govt. agency is RAVIL has in given in principal sanction for construction of flats with aforesaid technology.

These finished products will be used (75%) for captive use will result in improvement of bottom line along with quality products & time saving in construction period.

ORGANISATIONAL 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 time with the job and organizational requirement. Therefore the Company continues to give prime attention to them and build them 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 its Endeavors to create and nurture a long lasting relationship during the entire period of our association.

ACKNOWLEDGEMENTS:

Your Company remains committed to the underlying values of providing exemplary customer service, achieving business objectives with social responsibility and enhancing stakeholder value.

I look forward to your continued support in the year ahead and wish you the very best.

Thanking You,

L.J.RATHI
(CHAIRMAN & MANAGING DIRECTOR)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING (“the meeting”) OF THE MEMBERS OF ASAHI INFRASTRUCTURE AND PROJECTS LIMITED (“the Company”) WILL BE HELD ON THE 30TH SEPTEMBER, 2014 AT 12.30 P.M. AT **THE VIDHARBH CHAMBER OF COMMERCE AND INDUSTRIES TO TRANSACT THE FOLLOWING BUSINESS:**

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March 2014 the Profit and Loss account for the year ended on that date and the Reports of the Directors’ and Independent Auditors Report’ thereon.
2. To re-appoint **Mr. Venkatarao Karri**, as a director who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint **Mr. Nilesh Bhaiyya**, as a director who retires by rotation and being eligible offers himself for re- appointment.
4. To appoint **M/s B.M. Gattani & Co.**, Chartered Accountants, retiring Auditors as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS:

Nil

By the Order of the Board
ASAHI INFRASTRUCTURE AND PROJECTS LIMITED

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

DATE: 16th Aug, 2014
PLACE: AKOLA

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 Saturday, the 23rd September, 2014 to Saturday the 30th September, 2014 (**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 Annual Reports and Accounts will not be distributed at the meeting. Members are therefore requested to bring their copies to the meeting.
6. Explanatory Statement under Section 173 (2) of the Companies Act, 1956 in respect of the Special Business set above is annexed hereto.
7. Members are requested to produce attendance slip duly signed, sent along with the Annual Report and Accounts for admission to the meeting hall.
8. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
9. Members desirous of having any information regarding the accounts are requested to write to the Company at least 7 days in advance of the date of the Annual General Meeting so as to enable the management to keep the information ready.

By the Order of the Board
ASAHI INFRASTRUCTURE AND PROJECTS LIMITED

DATE: 16th Aug, 2014
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 **26th 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, 2014.

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	
	2014	2013
Total Income	101,18,70,126	61,58,32,473
Depreciation	73,07,845	55,66,957
Profit before Taxation	74,73,559	2,17,54,552
Provision for Taxation	22,33,035	52,152
Appropriations		
Profit After Tax	52,40,524	2,17,02,400

Standalone

PARTICULARS	Year Ended	
	2014	2013
Total Income	101,18,70,126	61,58,32,473
Depreciation	73,07,845	55,66,957
Profit before Taxation	97,88,422	2,29,22,935
Provision for Taxation	22,33,035	52,152
Appropriations		
Profit After Tax	75,55,387	2,28,70,783

2. OPERATIONS:

During the year Company's net profit before tax decrease from Rs. 2,29,22,935/- (Rupees Two Cr Twenty Nine Lac Twenty Two Thousand Nine Hundred Thirty Five Only) to Rs. 97,88,422/- (Rupees Ninety Seven Thousand Eighty Eight Thousand Four Hundred Twenty Two Only). Your Directors expects to achieve better performance in future and are taking maximum efforts to control the cost and optimize the results in the coming year.

3. EXPANSION PROGRAMMES:

Good news for your company is that Presently your company has concentrating on use of precast prestress flow technology one this experiment / trial is successful, your company is planning to expand its activities on major housing Affordable Housing Project in Rajasthan state & nearby areas, like company is in negotiation with related parties who has got (6) Mega housing projects in Rajasthan costing Rs. 300 Crores. Your company expect bright prospectus in coming time as newly elected govt. having full majority after 30 years, have concentrated on infrastructure sector. Not only this Ministry of Urban Development got allocation of Rs. 4000 /- crore in the current year budget to focus on especially affordable housing sector. Your company has got expertise in this segment since 26 years & now time has come to encasement its 25 years experience Due to this market conditions in affordable housing sector will boom up.

The company has submitted EOI for skill development programmed under Rajasthan Skill and Livelihoods Development Corporation (Govt. of Rajasthan U/T), there by training of skill worker for 3000 students will be undertaken in next these years at Jhunjhunu, Sikar & Churu district Under this programmed company will train 5000 skilled workers in the field of masons / carpenter / plumber / electrician /bar binders which will give skilled hands to company as well can provide these skilled worker to other builders also.

As we are aware that it is the mission of new Govt. to development skilled workers in country so that unskilled youth can get employment which will directory improve GDP of country.

4. FUTURE PROSPECTS:

The robustness of the Indian Economy is reflected in the fact that despite challenging headwinds, the Euro zone crisis and a substantially weaker rupee, India GDP is expected to grow by about 6.5% in 2014-15.

The Company's is optimistic of growth through continued network expansion and innovation.

5. DIVIDEND:

The Company has not declared any dividend during the year.

6. SHARE CAPITAL:

There is no change in Authorized Capital and Issued Share Capital during the financial year.

7. FIXED DEPOSITS:

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

8. DIRECTORS:

During the year Mrs. Yasmin Khan Directors of the Company retire by rotation and being eligible has offered them for re-appointment. The members are therefore requested to re-appoint them in the forthcoming Annual General Meeting.

9. 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.(Annexure I)

10. DIRECTORS RESPONSIBILITY STATEMENT:

As required under Section 217 (2AA) of the Companies Act, 1956 the Board of Directors hereby confirms:

- i. That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with the proper explanation relating to material departures.
- ii. That the Directors have selected such accounting policies and applied them consistently and make 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 of the Company for that period.
- iii. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors have prepared the Annual accounts on a going concern basis.

11. CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, a Management Discussion and Analysis Statement, Corporate Governance Report, CEO, CFO and Auditors' Certificate regarding compliance of conditions of Corporate Governance are made a part of the Annual Report.

12. STOCK EXCHANGE REQUIREMENTS:

Being listed at the Bombay Stock Exchange Limited, Mumbai, your Company has paid listing fees till March, 2014.

13. AUDITORS:

M/s B.M. Gattani & Co., Chartered Accountants, Mumbai, Statutory Auditors of your Company hold office until the conclusion of the forthcoming Annual General Meeting and have signified their willingness to be re-appointment and have further confirmed their re-appointment if shall be made shall be within the limits specified under Section 224 (1B) of the Companies Act, 1956.

14. AUDITORS' REPORT:

The notes to Auditors' Report are self explanatory and hence no explanation is required from the Board as such.