

TWENTY SEVENTH ANNUAL REPORT 2012 - 2013

BASIL INFRASTRUCTURE PROJECTS LIMITED

[Formerly known as VBC Finance & Leasing Limited]

Registered Office :

6-2-913/914, Sixth Floor, Progressive Towers,
Khairatabad, Hyderabad - 500 004.
Tel : +91 40 2333 1234 / 35, Fax : 040-2333 1244 / 55
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TWENTY SEVENTH ANNUAL GENERAL MEETING

Date : 30th September, 2013
Day : Monday
Time : 12.30 p.m.
Place : J.S.K. Hall
FAPCCI, 11-6-841, Red Hills
Hyderabad - 500 004

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Khairatabad, Hyderabad - 500 004
Tel: 91 40 23331234/35, Fax: 040-23331244/55
Email: vbcflcs@gmail.com

BOARD OF DIRECTORS

Ms. M Srimani	Managing Director
Mr. M S P Rama Rao	Additional Director (from 23-05-2013)
Mr. C Madhusudan	Director
Mr. L N Sharma	Director
Mr. B. Gopala	Director

COMPANY SECRETARY

Ms. Sumalatha D	Company Secretary & Compliance Officer
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AUDITORS

M/s. BRAHMAYYA & CO.
Chartered Accountants
10-50-24, Siripuram,
Visakhapatnam - 530 003.

BANKERS

1. State Bank of India, Khairatabad Branch
2. ICICI Bank, Khairatabad Branch
3. Kotak Mahindra Bank Limited, Madhapur Branch

SHARE TRANSFER AGENTS

(Physical & Demat)

VENTURE CAPITAL & CORPORATE INVESTMENTS PVT. LTD.

12-10-167, Bharat Nagar,
Hyderabad - 500 018
Tel: 040 - 23818475/76, 23868023
Fax: 040 - 23868024
Email: info@vccilindia.com

Note : As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to kindly bring their copies to the meeting.

NOTICE OF THE 27th ANNUAL GENERAL MEETING

Notice is hereby given that 27th Annual General Meeting of the Members of **Basil Infrastructure Projects Limited**, will be held on Monday the 30th September, 2013 at 12.30 PM at J.S.K Hall of the Federation of Andhra Pradesh Chamber of Commerce & Industry situated at 11-6-841, Red Hills, Hyderabad -500 004 to consider the following :

ORDINARY BUSINESS :

1. To consider and adopt the Audited Balance Sheet as on 31st March, 2013 and the Profit and Loss Account for the period ended on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. C Madhusudan, Director who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s. Brahmayya & Co., Chartered Accountants [Firm Regn. No.: 000513S] as Auditors for the financial year 2013-2014, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :**4. APPOINTMENT OF DIRECTOR**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT Mr. M S P Rama Rao, who was appointed as an Additional Director with effect from 23.05.2013 on the Board of the company in terms of Section 260 of the Companies Act, 1956 read with Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

Place : Hyderabad

Date : 29.05.2013

By order of the Board

Sd/-

Sumalatha D

Company Secretary

NOTES :

1. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. In order to be effective the proxies should be deposited with the company at its registered office not less than 48 hours before the meeting. A form of proxy is given at the end of this Annual Report.
2. The Register of Members and Share Transfer Books of the Company will be closed from 26th September, 2013 to 30th September 2013 (both days inclusive)
3. Members who wish to seek any further information/clarification, at the meeting, on the annual accounts or operations of the Company are requested to send their queries at least a week in advance of the date of the Meeting, to the Registered Office of the Company.
4. Members are requested to intimate any change in their address to the company immediately.
5. Members who attend the meeting are requested to complete the enclosed attendance slip which is given at the end of the Annual Report and deliver the same at the entrance of the meeting hall.
6. Members who have multiple folios in identical names or joint accounts in the same order are requested to intimate the Company's Registrars and Share Transfer Agents, at the aforesaid address, the ledger folios of such accounts to enable the Company to consolidate all such shareholdings into one account.
7. Members of a Company are allowed to nominate any person to whom the shares shall be transmitted in the event of member's death. Members are advised to contact the Company/ Registrar and Share Transfer Agents to avail this facility.
8. Members are requested to bring their copies of Annual Reports at the time of attending the meeting.

Place : Hyderabad

Date : 29.05.2013

By order of the Board

Sd/-

Sumalatha D

Company Secretary

**EXPLANATORY STATEMENT
(Pursuant to Section 173(2) of the Companies Act, 1956)**

Mr. M S P Rama Rao was appointed as an Additional Director by the Board of Directors w.e.f. 23.05.2013 in accordance with the provisions of Section 260 of the Companies Act, 1956 read with the Article of Association of the Company.

Pursuant to Section 260 of the Companies Act, 1956 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 257 and all other applicable provisions, if any of the Companies Act, 1956.

The Board considers that presence of Mr. M S P Rama Rao on the Board is desirable and would be beneficial to the company.

None of the Directors, except Mr. M S P Rama Rao and Mrs. M Srimani is concerned or interested in this resolution.

The Board recommends resolution under Item No. 4 to be passed as an ordinary resolution.

**Place : Hyderabad
Date : 29.05.2013**

**By order of the Board
Sd/-
Sumalatha D
Company Secretary**

DIRECTORS' REPORT

Dear Shareholders,

The directors of your company present herewith the 27th Annual Report of the Company together with audited accounts for the financial year ended March 31, 2013.

FINANCIAL REVIEW AND OPERATIONS :

During the financial year 2012-13, your Company has earned a Gross Revenue of Rs. 62.44 Lakhs.

The financial highlights of the Company for the year are as under : (Rs. in Lakhs)

Particulars	2012-13	2011-12
Gross Profit before Interest and Depreciation	17.44	36.44
Less : Interest	4.83	0.11
Depreciation	13.58	14.33
Profit/ (loss) after Interest and Depreciation	(0.97)	22.00
Less : Provision for Taxation	10.95	12.20
Balance after Total Provisions	(9.97)	9.80
Excess/(Short) provision of Income Tax for earlier years	(5.69)	2.63
Add : Profit/(Loss) brought forward from Previous year	203.00	195.84
Balance of Profit carried over to next year	202.50	203.00

As you are aware the operating performance of infrastructure projects has declined due to market conditions and ongoing agitation in the state of Andhra Pradesh. Due to which, the investee company projects have not shown significant growth compared to previous year. However, one of the hotel projects at Shilparamam, Hitech City is nearing to completion and is likely to commence its commercial operations in the year 2013.

DEPOSITS :

The Company has not accepted any deposits during the year under review.

DIVIDEND :

Having regard to the significant capital expenditure envisaged for the infrastructure projects, your Directors have decided to augment long term resources, therefore no dividend is recommend for the year.

DIRECTORS :

Mr. M S P Rama Rao was inducted as an additional director with effect from 23rd May, 2013 and holds office upto ensuing annual general meeting of the Company. The Company has received notice from a member pursuant to Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Mr. M S P Rama Rao for the office of director.

At the ensuing annual general meeting Mr. C Madhusudan is liable to retire by rotation and being eligible, offer himself for reappointment in terms of provisions of the Articles of Association of the company

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217(2AA) of the Companies Act, 1956, the directors confirm that:

- (i) In the preparation of the annual accounts for the financial year ended March 31, 2013, the applicable accounting standards have been followed;
- (ii) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year 2012-13 and of the profit of the Company for that period;
- (iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities; and
- (iv) They have prepared the Annual Accounts on a going-concern basis.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO :

Information pursuant to Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, for the year ended March 31, 2013:

(A) Conservation of Energy :

The Company for the time being is not energy intensive.

(B) Technology Absorption :

Your company did not invest in any R&D activity during the year under consideration.

(C) Foreign Exchange Earnings & Outgo :

There are no foreign exchange earnings and outgo during the financial year under review.

FINANCIAL STATEMENTS :

In support of the green initiative of the Ministry of Corporate Affairs, the Company has decided to send all future communications including the Annual Report through email to those shareholders, who have registered their e-mail id with their depository participant/ Company's registrar and share transfer agent. In case a shareholder wishes to receive a printed copy of such communications, he/she may please send a request to the Company, which will send a printed copy of the Annual Report to the shareholder.

DEMATERIALISATION OF SHARES :

Trading of securities of our Company has been made compulsorily in dematerialized form with effect from 30th April 2001 and is available for trading under both the Depository Systems in India - NSDL (National Securities Depository Limited) and CDSL (Central Depository Services Limited). Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE465D01011.

AUDITORS :

M/s. Brahmayya & Co., Chartered Accountants retire as Auditors and being eligible offer themselves for re-appointment. The Board of Directors recommend for their re-appointment.