

INFRA INDUSTRIES LIMITED

ANNUAL REPORT 2010 – 2011

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INFRA INDUSTRIES LIMITED

BOARD OF DIRECTORS

Bhupendra J Ambani	Chairman
Mukesh B. Ambani	Managing Director
Haresh P. Sanghvi	Non-Executive Director
Rajnikant N. Shah	Non-Executive Director

REGISTERED OFFICE

Dhiraj Chambers, 7th Floor,
9, Hazarimal Somani Marg,
Mumbai – 400 001
Telephone No.022-32946372

FACTORIES

Arav, Maharashtra
Pukkathurai, Tamil Nadu,
Hubli, Karnataka

SALES OFFICES

Chennai, Renigunta

AUDITORS

M/s. Chaturvedi & Shah
Chartered Accountants

BANKER

Indian Overseas Bank

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REGISTRARS & TRANSFER AGENTS

Purva Shareregistry (India) Pvt. Ltd,
9, Shiv Shakti Industrial Estate,
Ground Floor, Sitaram Mill Compound,
J. R. Boricha Marg, Lower Parel,
Mumbai – 400 011.
Phone No. (022) 23016761 / 23018261
Email.busicomp@vsnl.com

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INFRA INDUSTRIES LIMITED

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the members of INFRA INDUSTRIES LIMITED will be on Wednesday 28th day of September, 2011 at 11.30 a.m. at Malabar Hill Club Ltd, B. G. Kher Marg, Malabar Hill, Mumbai - 400 006 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date and the Directors' Report thereon and Auditors' Report thereto.
2. To appoint Director in place of Mr. Haresh P. Sanghvi who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Chaturvedi & Shah, Chartered Accountants, as auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

By Order of the Board of Directors

Place : Mumbai
Dated : 30th May, 2011
Registered Office :
7th Floor, Dhiraj Chambers,
9, Hazarimal Somani Marg,
Mumbai - 400 001

(Bhupendra J. Ambani)
Chairman

NOTES

- 1) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote instead of himself and Proxy need not be a member.
- 2) A Proxy in order to be effective must be lodged with the Company at least 48 hours before the meeting.
- 3) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 21st day of September, 2011 to Wednesday, 28th day of September, 2011 (Both Days Inclusive).
- 4) In all correspondence with the Company, members are requested to quote their Folio.
- 5) Members should quote Folio Numbers and in case the shares are held in the dematerialised Form, they should quote their client ID Number and DP ID Number.
- 6) Members, who hold shares in Dematerialised Form, are requested to bring their client ID and DP numbers for Easier Identification of Attendance at the meeting.

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- 7) Ministry of Corporate Affairs (MCA) has come out with circular Nos. 17/2011 dt.21-04-2011 and 18/2011 dt.29-04-2011 propagating 'Green Initiative' encouraging Corporate to serve documents through electronic mode. In order to further our environment friendly agenda and to participate in MCA's Green Initiative, your Company proposes to send Annual Report to all its members through electronic mode. We request all those who have not yet registered their e-mail addresses with their DP to do so at the earliest. Please note that in case you have already registered your e-mail address, you are not required to re-register unless there is change in your e-mail address. The members who are holding shares in physical form should send e-mail at investors@infra.co.in to update their e-mail address. (These members are also requested to convert their physical holding to demat).



INFRA INDUSTRIES LIMITED

DIRECTORS' REPORT

**To
The Members,**

Your Directors have pleasure in presenting their Twenty Second Annual Report, and the Audited Statement of Accounts of the Company for the year ended 31st March, 2011.

FINANCIAL PERFORMANCE

	(Rs.)	
	Year Ended 31.03.2011	Year Ended 31.03.2010
Profit/(Loss) before Interest, Depreciation and Tax	36,71,100	(5,61,588)
Less: Interest	27,56,612	36,18,392
Profit/(Loss) before Depreciation	9,14,488	(41,79,981)
Less: Depreciation	31,09,806	32,50,644
Profit/(Loss) before Tax	(21,95,318)	(74,30,625)
Less: Provision for Fringe Benefit Tax Reverse	2,22,088	-
Add: Deferred Tax Assets	-	(34,30,272)
Profit/(Loss) after Tax	(19,73,230)	(40,00,353)
Add: Balance Brought from Previous year	(1,95,12,250)	(1,55,11,897)
Balance Carried forward to next year	(2,14,85,480)	(1,95,12,250)

DIVIDEND

Due to carry forward losses of Rs 2,14,85,480/- your directors regret their inability to recommend any dividend for declaration.

OPERATIONS

The Sales during the year under review was Rs. 10,38,91,588/- as against Rs. 9,32,20,415/- in the previous year reflecting a growth of 11.45.% over the previous year. Company has earned profit before Interest, Depreciation and Tax of Rs.36,71,100/- during the current year as against the loss of Rs.5,61,588/- in the previous year. The Company incurred net loss of Rs. 19,73,230/- after making provision for Interest, Depreciation and Deferred Tax Assets compare to Net Loss of Rs. 40,00,353/- in the previous year.

FUTURE OUTLOOK

The Company has ventured into the manufacturing of colour water tanks under the Brand name 'RANGEELE' with advance processing technology. These being the value added product having higher margins which has improved and will improve the performance in future.

FIXED DEPOSITS

During the year the Company has not accepted any fixed deposits from the public under Section 58A.

PARTICULARS OF EMPLOYEES

The information as required by Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, is not given, as no employee of the Company was in receipt of remuneration exceeding the limits as laid down in this respect.

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CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

A statement giving information regarding Conservation of Energy, Technology Absorption, Foreign Exchange earnings and outgo required under Section 217(1)(e) of the Companies Act, 1956 are annexed and form part of the report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31st March, 2011; the applicable accounting standards have been followed along with explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 Loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting record in accordance with the provisions of the Companies Act, 1956 for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March, 2011 on a 'going concern' basis.

DIRECTORS

Mr. Haresh P. Sanghvi, who retires by rotation and being eligible, offers himself for re-appointment in accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association.

CORPORATE GOVERNANCE

As per the amended Listing Agreement with the stock exchange, the Company has complied with the requirements of Corporate Governance. A report on Corporate Governance is attached.

AUDITORS AND AUDITORS' REPORT

M/s. Chaturvedi & Shah, Chartered Accountants, retire as auditors of the Company and being eligible, offer themselves for re-appointment. The Board recommends their re-appointment as the Auditors of the Company.

The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

ACKNOWLEDGEMENTS:

The Board of Directors wishes to place on record their appreciation of the dedicated efforts by the staff of the Company at all levels in their drive to enhance the Company's operation.

We would also like to express our gratitude to all Shareholders for their wholehearted support.

For and on behalf of the Board Directors

Place : Mumbai
Dated : 30th May, 2011

(Bhupendra J. Ambani)
Chairman

INFRA INDUSTRIES LIMITED

ANNEXURE – I

Statement appended to Directors' report pursuant to the Companies (disclosure of particulars in the report of Board of Directors) Rules 1998 under section 217 (1) (e) of the Companies Act 1956 and forming part of Directors' report for the year ended 31st March 2011.

1. FORM A – ENERGY CONSUMPTION

A) POWER & FUEL CONSUMPTION

	Year Ended 31.03.2011	Year Ended 31.03.2010
1. Electricity:		
(a) Purchased Units (KWH)	403199	323523
Total Amount (Rs.)	2544117	1905847
Rate / Unit (Rs.)	6.31	5.89
(b) Own Generation		
i) Through Diesel Generator Units	46554	21187
Units per Ltr. of diesel oil	2.89	2.36
Cost / Unit (Rs.)	28.43	23.31
ii) Through Steam Turbine/Generator	Not Applicable	Not Applicable
2. Coal: (Specify quality and where used)	Not Applicable	Not Applicable
3. Fuel Oil/Gas :		
Quantity (Litres)	214998	149208
Total Amount (Rs.)	7886707	5427342
Average Rate (Rs.)	36.68	36.37
4. Others/Internal Generations:	NIL	NIL
B) CONSUMPTION PER UNIT OF PRODUCTION		
Products (with details)		
Production (MT)	667	611
Electricity (KwH/MT)	605	530
Diesel oil for Oven (Ltrs./MT)	257	244
Coal (Special Quality)	NIL	NIL
Others (Specify)	NIL	NIL

FORM B – TECHNOLOGY ABSORPTION

- Specific areas in which R&D was carried out: R & D efforts were made in development of value added products. This break through has been achieved due to efforts put by the management and technical team of the Company.
- Benefits Derived: This will help the Company to develop an extended product range and also manufacture existing products at economical cost and better products.

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3. Future plan: The Company intends to cater to the growing non conventional products marketed specifically for the OEM of various industries.
4. Expenditure on R & D: The technical team of the Company has been able to achieve the required innovations and introduce new product without affecting any expenses due to experience in the production system.

TECHNICAL ABSORPTION, TECHNOLOGY ADAPTION & INNOVATION

1. Efforts in brief: The Company has made efforts in developing Customised Moulded Product for Roto-Moulding division.
2. Benefits Derived: Better quality products are been made with cost effectiveness.
3. Imported Technology: N.A.

FOREIGN EXCHANGE EARNINGS & OUTGO

EARNINGS

NIL

OUTFLOW

1.	Towards import of Raw materials	:	Rs.	12,91,515
2.	On account of Foreign Travel	:	Rs.	19,61,004
3.	On account of Technical Know-how fees	:	Rs.	3,96,710
4.	Towards Import of Capital Equipment	:	Rs.	NIL

For and on behalf of the Board of Directors

Place : Mumbai
Dated : 30th May, 2011

(Bhupendra J. Ambani)
Chairman

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MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

Infra is recognized brand in the western and southern parts of India mainly due to its quality consciousness and services rendered. The Company has expanded product portfolio and ventured in manufacturing products for Industrial applications which have been well accepted by the customers.

The growth in industry and economy will provide opportunity to excel its performance in future. The boom in the housing sector will also contribute as the main business of Infra being in water storage tanks.

INDUSTRIAL OUTLOOK

Infra with experience of more than 20 years in the field of rotational moulding, by this process western countries service many industrial and various other applications including OEMs. Being a versatile process, Infra has ventured in catering the new application markets.

The advantage of Infra having multi location production facilities which gives the benefit of availability of products to its customers and assurance to OEMs to serve their requirements in time.

OPPORTUNITIES & THREATS

With the new materials and compounds being available in the market place, various conventional materials can be replaced by plastic processing which has advantages of standardization, accuracy and availability at multiple location and the awareness and recognition by the buyers has been a positive sign for the plastic process.

The Plastic water storage tank manufacturing industries are under pressure due to the competition from unorganized sectors and also the raw material prices which can increase due to uncertainty of petrochemical industries.

CAUTIONARY STATEMENT

Statement in the Management Discussions and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand / supply, price conditions in the domestic and overseas markets in which the Company operates, changes in Government regulations, tax laws and other statute.

INTERNAL CONTROL SYSTEM

The Company has adequate internal control system to safeguard its assets and prevention of misappropriation and detection of fraud and or unauthorized use of assets and it has been designed to ensure preparation of reliable financial statement and maintaining all the assets.

The Audit Committee of the Board deals with the significant issues relating to control raised by the Statutory Auditors.

INFRA INDUSTRIES LIMITED

REPORT ON CORPORATE GOVERNANCE

Your Directors submit their report on the Corporate Governance of the Company for the Financial Year 2010-2011.

COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE

Infra Industries Limited marks its Corporate Governance with the prevalent practices and it confirms the mandatory requirements.

The Company's vision is to maximize shareholders value and compliance & adherence to regulatory procedures, implicit rules & voluntary practices.

The Company's philosophy on Corporate Governance is founded on transparent governance practices to safeguard the interest of investors, stakeholders and society at large.

The Company has adopted the code of conduct for prevention of insider trading and code of corporate disclosure practices in pursuance to the SEBI regulation in this regard.

BOARD OF DIRECTORS

The Board of Directors comprises of 1 Executive Promoter Director, 1 Non-Executive Promoter Director and 2 Non-executive - Independent Directors.

During the financial year 1st April, 2010 to 31st March, 2011, Six Board Meetings were held on 17th May, 2010; 27th May, 2010; 11th August, 2010; 12th October, 2010; 10th November, 2010 and 14th February, 2011.

The Composition of the Board of Directors and their attendance at the meetings during the year and at the last Annual General Meeting as also number of the other Directorship / Membership of Committees are as follows:

Category of Directorship	Name of the Director	Designation
NED-Promotor	Mr. Bhupendra J. Ambani	Non-Executive Chairman.
MD-Promotor	Mr. Mukesh B. Ambani	Managing Director
NED-IND	Mr. Haresh P. Sanghvi	Director
NED-IND	Mr. Rajnikant N. Shah	Director
(NED :- Non-Executive Director)		
(NED-IND :- Non-Executive Independent Director)		

Attendance at Board Meeting and Last Annual General Meeting

Name of the Director	No. of Board Meetings attendance	Attended of last AGM
Mr. Bhupendra J. Ambani	6	YES
Mr. Mukesh B. Ambani	6	YES
Mr. Haresh P. Sanghvi	6	YES
Mr. Rajnikant N. Shah	6	YES

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