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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
Mr. Pradeep Jai Prakash (appointed w.e.f 27/01/2012)	Additional Independent Non-Executive Director
Mr. Gaurang Shah (resigned w.e.f. 28/01/2012)	Independent Non-Executive Director

AUDITORS:

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

BANKERS:

IDBI Bank-Akola
Oriental Bank of Commerce - Fort – Mumbai.
State Bank of India – Akola/Fort – Mumbai/Nagpur
HDFC Bank – Nagpur
Axis Bank- Nagpur/Akola/Mumbai.
Central Bank of India- Fort Mumbai
Union Bank of India - Pawani

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.
*W.e.f. 10th March, 2012

SHARES LISTED AT:

Bombay Stock Exchange Limited, Mumbai
Madras Stock Exchange Limited
Ahmedabad Stock Exchange Limited
Luxembourg Stock Exchange

24th ANNUAL GENERAL MEETING

Date:	29 th September, 2012
Day:	Saturday
Time:	2.00 p.m.
Place:	S-21, Ganga Nagar, Washim Bye Pass Road, Akola - 444 002, Maharashtra.

CHAIRMAN'S LETTER TO THE SHAREHOLDERS

Dear Shareholders,

I take pleasure in presenting the 24th Annual Report of the Company.

During the year gone by, higher input and interest costs resulting from continuing high inflation had an adverse impact on profits, but I am glad to report that your Company has been able to sustain operational stability.

BUSINESS DEVELOPMENT:

Housing is one of the basic requirements for human survival. For a shelter less 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 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.

The company has taken up project for “**Affordable Housing under PPP model**” with Govt. of Rajasthan at Jhunjhunu (Rajasthan) for construction of 1500 Flats on 52% Land for EWS/LIG/MIG beneficiaries to be allotted by Govt. directly. The company will construct same no. of Flats on balance land 48% to be marketed by company. The total built up area will be are 14 lac Sq. Ft to be completed in 3 years. The Govt. of Rajasthan has already invited application from 2500 beneficiary in September 2011. The project was delayed by Govt. due to some problems by Govt.

Now application for land use convection is in process & likely to completed by Mid October 2012 & construction will commence by mid January 2013.

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. The plant is fully automatic require 7 operators yielding 7000 Sq. Ft. Slab/day to be used next day due to steam curing.

Similarly Company is planning to install Automatic concrete Block making plant capacity 70,000 Blocks per day with German Machinery.

These two major raw materials 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 **24th ANNUAL GENERAL MEETING** (“the meeting”) OF THE MEMBERS OF ASAHI INFRASTRUCTURE AND PROJECTS LIMITED (“the Company”) WILL BE HELD ON **SATURDAY THE 29th SEPTEMBER, 2012 AT 2.00 P.M.** AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT S-21, GANGA NAGAR, WASHIM BYE PASS ROAD, AKOLA-444 002 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March 2012, the Profit and Loss account for the year ended on that date and the Reports of the Directors’ and Auditors’ 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:

5. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Pradeep Jai Prakash, who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 during the year w.e.f. 27th January, 2012 to hold the office upto the date of the forthcoming Annual General Meeting and in respect of whom formalities under Section 257 of the Companies Act, 1956 has been complied with proposing his candidature for the post of Director be and is hereby appointed as Director of the Company, liable to retire by rotation.”

By the Order of the Board
ASAHI INFRASTRUCTURE AND PROJECTS LIMITED

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

DATE: 20th AUGUST, 2012
PLACE: AKOLA
DIRECTOR)

Note: - Whether change of directors’ remuneration to be taken in Agenda.
Whether Mr. Huda can be discontinued & only 5 Directors for some time possible/ allowed?

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 22nd September, 2012 to Saturday the 29th September, 2012. (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 enable 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: 20th AUGUST, 2012
PLACE: AKOLA
DIRECTOR)

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

EXPLANATORY STATEMENT

As required by Section 173 (2) of the Companies Act, 1956

ITEM NO.5

Mr. Pradeep Jai Praksah who was appointed as an Additional Director w.e.f. 27th January, 2012 by the Board of Directors of the Company in terms of Section 260 of the Companies Act, 1956 and in pursuance of provisions of Articles of Association of the Company Mr. Pradeep Jai Prakash holds office as a Director upto the date of the ensuing Annual General Meeting of the Company and is eligible for re-appointment as a Director.

The information about Mr. Pradeep is as follows:

Name of the Director	Mr. Pradeep Jai Prakash
Age	36 years
Qualification	MBA
Expertise in specific functional areas	Marketting & Laisoning
Directorship in other Indian Public Limited Company & other firms as on 31.03.2012	NIL
Shareholding	NIL

The Company has received a notice under Section 257 of the Companies Act, 1956 along with the deposit of Rs.500/- from a member proposing his candidature as Director of the Company.

The Board considers that his association as Director will be beneficial and in the interest of the Company. Further, brief details regarding the Directors getting appointed / re-appointed, their expertise in specific functional areas and the names of the Companies in which they hold Directorship / Committee membership are furnished in the 'Report on Corporate Governance' forming part of the Annual Report for the year ended 31st March, 2012.

The Board recommends the said resolution for approval of members.

Except Mr. Pradeep Jai Prakash, none of the Directors of the Company are concerned or interested in the said resolution.

By the Order of the Board
ASAHI INFRASTRUCTURE AND PROJECTS LIMITED

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

DATE: 20th AUGUST, 2012
PLACE: AKOLA
DIRECTOR)

DIRECTORS' REPORT

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

Your Directors have great pleasure in submitting their **24th 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, 2012.

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	
	2012	2011
Total Income	1,55,83,90,499	5,21,95,22,761
Depreciation	39,28,349	36,26,000
Profit before Taxation	11,40,62,175	41,17,50,790
Provision for Taxation	44215	52,12,542
Appropriations		
Profit After Tax	11,40,17,960	40,65,38,248

Standalone

PARTICULARS	Year Ended	
	2012	2011
Total Income	572,932,047	1,475,637,349
Depreciation	3,928,349	3,626,000
Profit before Taxation	20,569,374	33,068,771
Provision for Taxation	44,215	5,212,542
Appropriations		
Profit After Tax	20,525,159	27,856,229

2. OPERATIONS:

During the year Company's net profit before tax decrease from Rs. 33,068,771/- (Rupees Three Crores Thirty Lakhs Sixty Eight Thousand Seven Hundred Seventy Only) to Rs. 20,569,374/- (Rupees Two Crores Five Lakhs Sixty Nine Thousand Three Hundred Seventy Four 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:

The Company has received final sanction with NA 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.

Further the company has taken up project for “**Affordable Housing under PPP model**” with Govt. of Rajasthan at Jhunjhunu (Rajasthan) for construction of 1500 Flats on 52% Land for EWS/LIG/MIG beneficiaries to be allotted by Govt. directly. The company will construct same no. of Flats on balance land 48% to be marketed by company. The total built up area will be are 14 lac Sq. Ft to be completed in 3 years. The Govt. of Rajasthan has already invited application from 2500 beneficiary in September 2011. The project was delayed by Govt. due to some problems by Govt.

Now application for land use convection is in process & likely to completed by Mid October 2012 & construction will commence by mid January 2013.

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Similarly Company is planning to install Automatic concrete Block making plant capacity 70,000 Blocks per day with German Machinery.

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

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 2012-13.

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 Authorised 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 Mr. Gaurang Shah resigned from the directorship of the Company w.e.f. 28th January, 2012.

During the year Mr. Nilesh M. Bhaiyya and Mr. Venkatarao Karri, Directors of the Company retire by rotation and being eligible has offered themselves 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, 2013. : – Not Paid – Whether can delete this item?

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.

15. CONSERVATION OF ENERGY:

Even though, the major activity of the Company does not involve high consumption of energy, your Company is making all efforts to optimize usage of energy.

16. TECHNOLOGY ABSORPTION:

Your Company has not imported any technology, hence no details are given.

The Company has designed and developed mechanical RC piling machine which will reduce the piling labour cost by 60% with improved quality of construction and will help the reduction in project completion time.

17. PARTICULARS OF EMPLOYEES:

In accordance with the provision of Section 217 of the Companies Act, 1956, read with the Companies (Particulars of Employees) Amendment Rules 1999 as amended up to date, there were no employees during the whole or part of the year who were in receipt of remuneration in excess of limits as mentioned in the said section and hence no details are given as such.

18. ACKNOWLEDGEMENTS:

Your Directors take this opportunity to place on record, gratitude for corporation and support received from their Banker, various departments and agencies of Central and State Government and dedication and commitment of the staff at all levels, without which the all-round growth and prosperity of the Company would not have been possible. Your Directors also appreciate the support provided by the several overseas and local customers to the Company's marketing efforts and to the esteemed shareholders who have maintained confidence in the Company.

By the Order of the Board
ASAHI INFRASTRUCTURE AND PROJECTS LIMITED

DATE: 20th AUGUST, 2012
PLACE: AKOLA
MANAGING DIRECTOR)

Sd/-
L.J.RATHI
(CHAIRMAN &

ANNEXURE-I

Statement pursuant to Section 212 of the Companies Act, 1956:

1. Name of the Subsidiary Company: **Asahi Infrastructure and Projects Limited FZE.**
2. Total Issued and Paid Up Capital of Subsidiary Company:
 - a) Issued: **150000 AED**
 - b) Subscribed and Paid Up: **150000 AED**
3. Extent of Interest of Asahi Infrastructure and Projects Limited
4. Net aggregate amount of the Profits:
 - a) Post-Tax Profit: Rs. **114,017,960**
 - b) Profit carried to its Balance Sheet: Rs. **862,724,261**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDIAN INFRASTRUCTURE OVERVIEW:

Infrastructure investment has traditionally been associated with public sector monopolies largely due to high cost of implementation. However, the sector is experiencing an exemplary shift, as the government is taking measures to encourage private investment on PPP (Public Private Partnership) model. This should make the infrastructure sector economically vibrant and competitive. As per the 11th FYP midterm appraisal, the overall private sector investment share is likely to be 36% during the Plan period.

Further, according to the 11th FYP midterm appraisal, infrastructure investment is likely to close to 8% of the GDP which is consistently below the original target of 9% which is requirement to sustain 8-9% GDP growth. The overall target for the plan period viz an investment of about Rs.23.22 trillion will remain unaltered even though the sectoral allocation might change. Close to 32% of the FY 2011-12 investments is likely to be for the power sector and about 17% for the telecom sector.

As per the estimates for the 12th FYP, the investment in infrastructure is expectedly double to Rs. 46.30 trillion compared to the 11th FYP. It is estimated to reach 10% of the GDP over the entire Plan period except the terminal year 2017 when it is expected to touch 11% of the GDP.

The housing finance market has witnessed a gradual decline in the off-take as a result of rising property prices and interest rates in the economy, in spite of higher disposable incomes, continued fiscal incentives on interest and principal repayments and increased urbanization.

Though the housing shortage continues to be high in the country and especially in rural areas, it is expected that the demand for housing and home loans in urban areas will continue to rise faster as a result of the increased urbanization in the country. Not only have the metro cities witnessed rising population but even Tier I and Tier II cities have been experiencing similar trends of increasing population and demand for housing. With investments flowing into urban infrastructure, this trend can only intensify in the times to come. The demand for housing will therefore continue to grow in the medium to long term.

OPPORTUNITIES & THREATS:

The gap between the demand and supply of housing continues to be of great opportunity for infrastructure companies. Investment in housing is a prioritized item on the national agenda as it contributes in the country's GDP growth, directly and indirectly. Most builders are trying to woo investors with interesting features. Closed-circuit television earthquake proofing is expected as standard features in most up market blocks. Some of the residential projects boast of air-conditioning, club and recreational facilities and modular kitchens. Tax incentives have increased and so have salaries. So for the first time, the salaried Indian has been able to leverage current earnings to buy a future asset. The average age of a new homeowner is now 32 years compared with 45 years a decade ago. There is also an overall transparency in the sector which was hitherto missing and as banks and financial institutions are lending heavily both to the investor and the developer. Relaxation of FDI ceiling has meant more foreign investment in the sector. New technology has meant faster and better completion of projects.

There are, however, a number of factors that can spoil the party. Land costs, which are a major constituent of housing costs in metros; have risen much faster than property prices. To offset this, developers are moving to smaller cities where prices are also rising. This would affect some of the smaller players, and experts feel that in time there would be a shakeout with private equity deals and joint ventures.

Listing out the challenges for the real estate market in India, a report by Price Waterhouse Coopers said that the Indian government's tax policy was not in tandem with the liberalization initiatives being undertaken in the sector. According to it, "There are no substantial tax incentives for real estate development except in the limited circumstances. Even in these situations, the tax incentive windows have a short life left.

RISK:

Infrastructure projects in emerging economies like India are perceived as vulnerable to risks and efforts must be made to introduce greater clarity in policy to reassure investors. Infrastructure projects in developing countries like India are perceived as highly vulnerable to risks which constrains financing. The aim of the policy makers should be to reduce perceived risks by introducing greater policy clarity and, at the same time, providing an environment that will reassure investors. Some of the notable risks that need to be reckoned with arise during the period of construction, leading to time and cost over-runs. They also included operational risks and market risks besides interest rate, foreign exchange, payment, regulatory and political risks. The Planning Commission has pegged investment of USD 1 trillion in the infrastructure sector during the 12th Five Year Plan period that will commence from April, of which half is targeted to come from private sector. The Government of India along with RBI, the Central Bank of India are taking number of steps to promote funding in the infrastructure sector. Funding is the major problem for infrastructure financing and there are other issues which aggravate the problems of raising funds. These include legal disputes regarding land acquisition, delay in getting other clearances (leading to time and cost overruns) and linkages (coal, power, water) among others.

INTERNAL CONTROL SYSTEM & THEIR ADEQUACY:

A comprehensive system of internal controls exist in the company to safeguard the assets against loss from any unauthorized use or disposition and to ensure proper authorization of transactions are recorded and reported suitably. The Company maintains a system of internal control designed to provide a high degree of effectiveness and efficiency of operations, accuracy and promptness of financial reporting and observance with laws and regulations.

HUMAN RESOURCES:

As the construction industry is expanding rapidly, the demand for talented and experienced manpower is also going up rapidly. Our Company has well qualified and experienced staff. There was no industrial arrest during the year.

CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Listing Agreement, a report on Corporate Governance is given below:

1. Company's Philosophy:

The Company's philosophy of corporate governance stems out from its belief that timely disclosure, transparent accounting policies and a strong and independent Board go a long way in preserving shareholders trust while maximizing long term corporate values.

Keeping in view the Company's size and complexity in operations, the Company's corporate governance framework is based on the following main principles:

- a) Appropriate composition and size of the Board with each Director bringing in key expertise in different areas.
- b) Timely and accurate disclosure of all material operational and financial information to the stakeholders.

The Securities and Exchange Board of India (SEBI) through Clause 49 of the Listing Agreement with the stock exchanges regulates corporate governance for listed companies. Asahi Infrastructure and Projects Limited are in compliance with Clause 49.

2. Board of Directors:

The Board of Directors of the Company as on 31st March, 2012 comprises of 6 (Six) Directors out of which one is Chairman cum Managing Director, one is Whole Time Director and the remaining four directors are Non- Executive Independent Directors. There is no Nominee or Institutional Directors in the Company.

None of the Directors have pecuniary or business relationship with the Company other than as mentioned elsewhere in the Annual Report. No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he/ she is a director.

Non- Executive Directors:

As per revised code of Corporate Governance, the Composition of the Board should be as such that the Board of Directors of the Company shall have an optimum combination of executive and non-executive directors with not less than fifty percent of the Board of Directors comprising of Non-Executive Directors. The composition of the Board is in compliance with Clause 49 of the Listing Agreement.

S. N.	Name of Director	Category	No. of Board meeting Held during 2011-12	Whether attended Last Annual General Meeting	No. of other Directorship	Committee Positions	
						Chairman	Member
1.	Mr. L. J. Rathi	Chairman & Managing Director	6	YES	NIL	NIL	NIL
2.	Mr.Paresh Rathi	Whole Time Director	6	YES	NIL	NIL	NIL
3.	Mr.Venkatrao Karri	Independent Non – Ex-Director	6	YES	NIL	NIL	NIL
4.	Mr.Gaurang Shah (Resigned w.e.f. 28.01.2012)	Independent Non – Ex-Director	4	YES	NIL	NIL	NIL
5.	Mr.Nilesh Bhaiyya.	Independent Non-Ex-Director	6	YES	NIL	NIL	NIL
6.	Mrs.Yasmin Khan	Independent Non – Ex-Director	6	YES	NIL	NIL	NIL
7.	Mr. Pradeep Jai Prakash (Appointment w.e.f. 27.01.2012)	Independent Non-Ex-Director	2	NO	NIL	NIL	NIL

*Excludes Directorships/Chairmanship in Indian Private Limited Companies, Section 25 Companies and Foreign

Companies and positions held in Proprietorship and Partnership in Firms.

During the year 6 Board Meetings were held i.e. on 14/05/2011, 02/08/2011, 31/08/2011, 14/11/2011, 14/02/2012 and 08/03/2012. The time gap between any two consecutive meetings was not more than 4 months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes.

Details of Directors Seeking Appointment / Reappointment at the Forthcoming Annual general meeting (pursuant to clause 49 (IV) (G) (i) of the Listing Agreement).

Name of the Director	Mr. Venkatarao Karri	Mr. Pradeep Jai Prakash
Age	40	34
Qualification	B.A., LLB	MBA
Expertise in specific functional area	Legal Expert	Marketing & Laisoning
Directorship in other Indian Public Limited Company & other firms as on 31.03.2012	Nil	Nil
Shareholding	Nil	Nil

Code of conduct for Directors and Senior Management:

Code of conduct as applicable to the Directors and the members of the senior management had been approved by the Board and it is being duly abided by all of them. The Annual Report of the Company contains declaration to this effect from the Chairman and CEO.

3. Audit Committee:

Pursuant to the provisions of clause 49 of the Listing Agreement, an Audit Committee shall have minimum three directors as members; two-thirds of the members of the audit committee shall be independent directors. The committee met 4 (Four) times during the year under review on 14/05/2011, 02/08/2011, 14/11/2011 and 14/02/2012.

The Attendance at the Audit Committee Meeting was as under:

Director	No. of Committee Meetings held	No. of Committee Meetings attended
Mrs. Yasmin Khan Chairman and Independent Non-Executive Director	4	4
Mr. Paresh Rathi Member and Whole Time Director	4	4
Mr. Gaurang Shah Member and Independent Non Executive Director.	4	3
Mr. Nilesh Bhaiyya Member and Independent Non Executive Director.	4	1

Brief terms of reference of the Audit Committee are as follows:

- Approving and implementing the Audit process and techniques.
- Reviewing audit reports of statutory auditors with auditors and management.
- Reviewing financial reporting systems, internal control systems and control procedures.
- Ensuring compliance with regulatory guidelines.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required the replacement or removal of the statutory auditor and fixation of audit fees.
- Appointment of statutory auditor and fixing their remuneration.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing with the management, performance of statutory auditors and adequacy of the internal control systems.
- Discussion with statutory auditors before the audit commences about the nature and cope of audit as well as post audit discussion to ascertain any area of concern.

- Disclosure of Related Party Disclosures.
- Reviewing accounting treatment and confirmation of the fact that financial statement is giving true and fair view.

4. Remuneration Committee

As on date of report the Remuneration Committee comprises of 3 Independent Non Executive Directors. Asahi Infrastructure & Project Limited remuneration policy is based on 3 factors, pay for responsibility, pay for performance and potential and pay for growth.

The Company's Remuneration Committee is vested with all necessary powers and authority to ensure appropriate disclosure on the remuneration of Managing Director & Whole-Time Directors and to deal with all the elements of remuneration package of all such Directors.

The terms of reference of the Remuneration Committee are to recommend to the Board, salary (including annual increments, rents), perquisites and allowances, performance linked remuneration, if any, commission to be paid to the company's Executive/Whole time Director (ED/WTD) and to finalize the perquisites and allowances package within the overall ceiling fixed by the Board.

The Remuneration committee met once during the year on _____.

The Attendance at the Committee Meeting was as under:

Director	No. of Committee Meetings held	No. of Committee Meetings attended
Mr. Venkatrao Karri Chairman and Independent Non Ex. Director.	1	1
Mrs. Yasmin Khan Member and Independent Non Ex. Director.	1	1
Mr. Gaurang Shah Member and Independent Non Ex. Director	1	1

Disclosure on Remuneration of Directors

1. All elements of remuneration package of individual Directors summarized under major groups, such as salary benefits, bonuses, stock option, pension etc. – All these managerial persons are drawing only remuneration, the details of the same are mentioned elsewhere in this report in detail.
2. Details of fixed component and performance linked incentives, along with the performance criteria - NIL
3. Service contracts, notice period, severance fees – NIL
4. Stock option details, if any - and whether issued at a discount as well as the period over which accrued and over which exercisable - NIL

Details of remuneration paid to Directors for the year ended 31st March, 2012.

Executive Directors		(Amt. In Rupees)		
Name	Salary	Commission	Perquisites	Retirement Benefits
Mr. L. J. Rathi(Managing Director)	1050000	N.A.	N.A.	N.A.
Mr. Paresh Rathi (Whole Time Director)	600000	N.A.	N.A.	N.A.

Following is the list of Non-Executive Directors and their Shareholdings in the Company.

SN.	Name of the Non Executive Directors	Number of Equity Shares	Sitting Fees	Non Convertible Instruments
1.	Mr. Gaurang shah	Nil	24000	Nil
2.	Mr. Pradeep Jai Prakash	Nil	14400	Nil
3.	Mrs. Yasmin Khan	Nil	28800	Nil
4.	Mr. Venkatarao Karri	Nil	29400	Nil
5	Mr. Nilesh Bhaiyya	Nil	29400	Nil

5.Shareholders'/Investors' Grievance Committee

The Shareholder'/Investors' Grievance Committee has been constituted. The committee consists of three Non Ex. & Independent Directors. The Committee was chaired by Mr. Venkatarao Karri. The committee looks into the shareholder and investors grievances that are not settled at the level of Compliance Officer and helps to expedite the share transfers and related matters.

Following are the members of the Committee.

S.N.	Directors	Designation
1	Mr. Venkatarao Karri	: Chairman and Independent non-Executive Director.
2	Mrs. Yasmin Khan	: Independent Non-Executive Director.
3	Mr. Nilesh M. Bhaiyya	: Independent Non-Executive Director.

The committee met 4 times during the year under review on 14/05/2011, 02/08/2011, 14/11/2011 and 14/02/2012. The attendance of the same is as under:

Director	No. of Committee Meetings held	No. of Committee Meetings attended
Mr. Venkatarao Karri Chairman and Independent non Executive Director	4	4
Mr. Nilesh M. Bhaiyya Independent Non Executive Director.	4	4
Mrs. Yasmin Khan Member and Independent Non Ex. Director.	4	4

The Company received 2 complaints from the shareholders during the year, out of which none remained pending at the end of the year.

Name, designation & address of Compliance Officer:

Mr. Venkatrao S. Karri,
Compliance Officer,
 S-21, Ganga Nagar,
 Washim Bye Pass Road,
 Akola – 444 002.
 Email: asahi.akola@yahoo.com
asahimum@gmail.com

6. General Body Meetings:

Details of last Annual General Meetings are given below:

Financial Year	Date	Time	Venue	Special Resolution(s)
2008-2009	30/09/2009	11.00 a.m	02 nd Floor, Vinayak Sankul Tapadia Nagar Akola – 444 005	1. Appointment of Mr. Paresh Rathi as a Whole Time Director.
2009-2010	30/09/2010	11.00 a.m.	Vidharbha Chambers of Commerce Industries, Shravagi Towers, Tilak Road, Akola- 444 001.	1.Appointment of Mrs. Yasmin Khan. 2. Consolidation of Shares. 3.Alteration in Memorandum of Association pursuant to consolidation of Shares 4. Alteration in Articles of Association pursuant to consolidation of Shares.
2010-2011	30/09/2011	11.00 a.m.	02 nd Floor, Vinayak Sankul, Tapadia Nagar, Akola – 444 005	NIL

Details of last **Extra Ordinary General Meetings** are given below:

Financial Year	Date	Time	Venue	Special Resolution(s)
2009-10	23/05/2009	11.a.m	02 nd Floor, Vinayak Sankul Tapadia Nagar Akola – 444 005	1.Alteration Of MOA & AOA for effecting increase in Authorised Capital
2010-11	17/05/2010	11.a.m	Shubh Mangal Karyalaya, Birla Road, Tapadia Nagar, Akola – 444 005.	1.Alteration of AOA for effecting Increase in Authorised Capital 2.Allotment of warrants.
2011-12	NIL	NIL	NIL	NIL

No resolution was put to vote through postal ballot as all the above special resolutions were voted unanimously by show of hands.

7. Disclosures:

During the year under review, besides the transactions reported elsewhere in the Annual Report, there were no other related party transactions with the promoters, directors, the management or their subsidiaries or relatives that may have potential conflict with the interest of the Company at large.

There were no instances of non-compliance on matter related to the capital market.

The Company has complied with all the mandatory provisions of corporate governance. From non-mandatory item, the Company has not adopted the Whistle Blower Policy but is in the process of adopting the same.

8. Means of Communication:

The Company's registered office is situated at Akola and the quarterly/ yearly results are normally sent to the Stock Exchange after approval of the Board. Also, the quarterly and yearly results are generally published in the Indian Express and Loksatta (Marathi). The Company is having its own website i.e. www.asahiinfra.com and the un-audited results of the Company are published on the same.

No presentation was made during the year either to the Institutional Investors or to the analysts.

Management Discussion and Analysis Report is attached herewith forming part of the Annual Report.

9. General Shareholders Information:

- i. The 24th Annual General Meeting is scheduled to be held on Saturday, 29th September, 2012 at 02.00 p.m. at the Registered Office of the Company situated at S-21, Ganga Nagar, Washim Bye Pass Road, Akola-444 002.
- ii. The financial year of the Company is from April to March.

The financial calendar is as per following.

Mailing of Annual Reports	First week of September 2012
Annual General Meeting	29 th September 2012
Payment of Dividend	N.A.
First quarter results(30 th June)	Mid of August
Second quarter results (30 th September)	Mid of November
Third quarter results (31 st December)	Mid of February
Fourth quarter / Annual Results	Last Week of May

iii. Book Closure dates are from **Saturday, 22nd September, 2012 to Saturday, 29th September, 2012 (both days inclusive).**

iv. The Company's shares are listed at Bombay Stock Exchange Limited.

Global Depository Receipts (GDRs) issued by the Company in 2009 in the International Market have been listed on the Luxembourg Stock Exchange.

v. **Stock Code :**

BSE: 512535

Demat – ISIN No. of NSDL & CDSL: INE 933C01036

Luxembourg Stock Exchange: ISIN – US0433961002

vi. **Market Price Data:**

Market Price Data: High, Low (based on the closing price) and volume during each month in last financial year.

Months	Price		
	High	Low	Volume
April-11	14.87	9.85	2,35,66,266
May-11	11.50	8.99	3,57,23,026
June-11	10.25	5.48	3,36,78,174
July-11	6.99	5.56	53,84,335
August-11	6.11	3.61	33,71,823
September-11	5.88	3.31	55,79,134
October-11	3.30	2.71	6,40,319
November-11	3.15	2.10	5,82,305
December-11	2.70	1.79	5,60,410
January-12	4.17	1.61	15,48,758
February-12	4.10	3.22	12,51,723
March-12	3.70	2.54	4,00,342

vii. **Registrar and Share Transfer Agent:**

The name and the address of Company's Registrar and Share Transfer Agent are as follows:

Purva Sharegistry (India) Private Limited

9, Shiv Shakti Industrial Estate,

J.R. Boricha Marg,

Opp. Kasturba Hospital Lane

Lower Parel (East),

Mumbai – 400 011.

Tel No.: 91-22-2301 6761/8261

Fax No.: 91-22-2301 2517

Email ID: busicomp@vsnl.com

viii. **Share Transfer System:**

After consideration by the Shareholders/ Investors Grievance Committee, the Share transfer in physical form are registered and returned within a period of 30 days from the date of receipt in case the documents are complete in all respects. The particulars of movement of shares in the dematerialized mode are also placed before the Shareholders/ Investors Grievance Committee. The shares in dematerialized form are normally processed and transferred within 21 days from receipt of dematerialization requests.

ix. **Distribution of Shareholding as on 31st March, 2012:**

Share holding of	Nominal Value of	Shareholders	% of total	Share Amt.	% of total
Rs.	Rs.			Rs.	
1	5000	6756	69.64	11346130	3.23
5001	10000	1136	11.71	9812120	2.80
10001	20000	651	6.71	10479710	2.99
20001	30000	316	3.26	8307880	2.37
30001	40000	151	1.56	5452850	1.55
40001	50000	142	1.46	6816970	1.94
50001	100000	281	2.90	21187190	6.04
100001	****	268	2.76	277393150	79.08
TOTAL		9701	100.00	350796000	100.00

x. **Dematerialization of Shareholding:**

The Company's shares were dematerialized w.e.f. 03rd April, 2001 vide a Tripartite agreement executed between NSDL, CDSL and the Company as on 31st March, 2012 3,35,85,183 Equity Shares representing 95.73% were held in Demat Form & the balance 14,94,417 Equity Shares Representing 4.26% were in physical form.

xi. **Plant Locations:**

The Company executes infrastructure projects and do not have manufacturing plants as such.

xii. **Address for Correspondence:**

Shareholders of the Company can send correspondence at Company's registered office of the Company situated at following address:

S-21, Ganga Nagar, Washim Bye Pass Road,
Akola – 444 002. Maharashtra.

Tel No.: 0724-2441444

0724-2439592

Fax No.: 0724-2431579

0724-2425531

Email: asahi.akola@yahoo.com
asahimum@gmail.com

Website: www.asahiinfra.in

**REPORT ON CORPORATE GOVERNANCE BY
STATUTORY AUDITOR OF THE COMPANY**

To,
The Board of Directors,
ASAHI INFRASTRUCTURE AND PROJECTS LIMITED
S-21, Ganga Nagar,
Washim Bye Pass Road,
Akola – 444 002, Maharashtra.

We have received the implementation of Corporate Governance produced by the Company during the year ended 31st March, 2012 with the relevant records and documents maintained by the Company furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of the conditions of the Corporate Governance is the responsibility of the Management. Our examination is neither an audit nor an expression of opinion of the financial statements of the Company.

On the basis of the above and according to the information and explanations given to us, in our opinion the Company has complied in all material aspects with the conditions of Corporate Governance stipulated in the Clause 49 of the Listing Agreement with the Stock Exchanges.

We further state that our examination of such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For B.M. Gattani & Co.,
(Chartered Accountants)

B.M. Gattani
Proprietor
Date:-

Mumbai,
Membership No. 47066

CEO/CFO CERTIFICATION

To,
The Board of Directors,
ASAHI INFRASTRUCTURE AND PROJECTS LIMITED
S-21, Ganga Nagar,
Washim Bye Pass Road,
Akola – 444 002, Maharashtra.

We hereby certify that for the financial year ending 31st March, 2012 on the basis of the review of the financial statements and cash flow statement and to the best of our knowledge and belief that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
2. These statements together present a true and fair view of the Company's affair and are in compliance with existing Accounting Standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit committee, deficiencies in the design or operation of internal control, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that:
 - a) There have been no significant changes in internal control during the year.
 - b) There have been no significant changes in accounting policies during the year.
 - c) There have been no instances of significant fraud of which we are become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system.

**For ASAHI INFRASTRUCTURE &
PROJECTS LTD**

**Sd/-
Mr. L.J. RATHI
(CEO)**

**For ASAHI INFRASTRUCTURE &
PROJECTS LTD**

**Sd/-
Mr. PARESH L. RATHI
(CFO)**

**DATE:
PLACE: AKOLA**

To,
The Members,
ASAHI INFRASTRUCTURE AND PROJECTS LIMITED

Sub.: Declaration under Clause 49 of the Listing Agreement.

I, Mr. L.J. Rathi, CEO of the Company hereby declare that all the Board members and senior management personnel have affirmed compliance with the code for the financial year ended 31st March, 2012.

**For ASAHI INFRASTRUCTURE AND
PROJECTS LIMITED**

**Sd/-
Mr. L.J.RATHI
(CEO)**

**DATE:
PLACE: AKOLA**

AUDITOR'S REPORT

The Members of **Asahi Infrastructure & Projects Limited**.

1. We have audited the attached balance sheet of Asahi Infrastructure & Projects Limited as at 31st March 2012, the profit and loss account for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conduct our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (ii) In our opinion, proper books of account as required by law have been kept by the company so far, as appears from our examination of those books.
 - (iii) The balance sheets, profit and loss account dealt with by this report are in agreement with the books of account.
 - (iv) In our opinion, the balance sheet, profit and loss account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on 31st March 2012. and taken on record by the Board of Directors, we report that Mr.Gaurang Shah independent directors is resigned on 28/01/2012 and Mr. Pradeep jai Prakash is

appointed as independent director on 27/01/2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

5. In our opinion and to the best of our information and according to the explanation given to us, they said accounts give the information required by the Companies Act, 1956. in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the balance sheet, of the state of affairs of the company as at 31st March 2012.
- b) In the case of the profit and loss account, of the Loss for the period ended on that date.
- c) In the case of the Cash flow statement of the cash flows of the Company for the year ended on that date.

**For B. M. GATTANI & CO.
CHARTERED ACCOUNTANTS
F.R.No.113536W**

B. M. GATTANI
PROPRIETOR
M.No.047066

Place: Mumbai
Date: 20th AUGUST, 2012

ANNEXURE TO THE REPORT OF THE AUDITORS TO THE MEMBERS

Referred to in paragraph 3 of our report of even date, we state that:

- (i) (a) The company has maintained proper records showing full particulars including quantitative Details and situation of fixed assets on the basis of information available.
- (b) We are informed that fixed assets have been physically verified by the management during the year. There is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) During the year the company has not disposed off a major part of fixed assets which has affected the going concern status of the company.
- (ii) (a) The stock of finished goods held as stock –in-trade have been physically verified by the management at reasonable intervals during the year. In our opinion, frequency of the verification is reasonable.
- (b) In our opinion and according to the information and explanation given to us, procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the information and explanation given to us the company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification between physical stock and book records.
- (iii) (a) The Company has not granted any loans, secured or unsecured to from companies, firms or other parties Covered in register maintained under section 301 of the Companies Act, 1956 and as such clauses (iii) (a) to (iii)(d) are not applicable.
- (b) The Company has not taken any loan secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956 and as such clauses (iii)(e) to (iii)(g) are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.

- (b) In our opinion and according to the information and explanations given to us, the transactions made In pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The company has not accepted any deposits during the year & consequently the provision of section 58A and 58AA of the companies Act 1956 and the rules framed there under are not applicable.
- (vii) In our opinion, the company has reasonable internal audit system commensurate with the size and nature of its business.
- (viii) According to the information and explanation given to us the maintenance of Cost Record has not been prescribed by the central Government u/s 209(1)(d) of the Companies Act, 1956 for any of the activities of the company.
- (ix) (a) According to the information and explanation given to us the company is generally regular in depositing with appropriate authorities an undisputed statutory dues including income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable.
- (b) According to the information and explanation given to us, no undisputed amount payable in respect of sales tax, income tax, customs duty, wealth tax, service tax, excise duty and cess were in arrears, as at 31st March, 2012 for a period of more than six months from the date they became payable .
- (x) The accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred cash losses during the current and immediately preceding year.
- (xi) According to the information and explanations provided to us the company does not have any outstanding dues to financial institutions.
- (xii) In our opinion and according to the information and explanations provided to us the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion and according to the information and explanations provided to us the nature of activities of the company does not attract any special statute applicable to Chit Fund And Nidhi/ Mutual Benefit Fund / Society
- (xiv) The company has maintained proper records for dealing in shares & debentures and timely entries have been made therein. All shares, debentures and other securities have been held by the company in its own name except to the extent of the exemption granted under section 49 of the Companies Act,1956, and save for certain shares which are either lodged for transfer or held with transfer forms.

- (xv) In our opinion and according to the information and explanations provided to us the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) The company has not taken any term loan for vehicle during the year.
- (xvii) According to the information and explanations provided to us and cash flow statement and other records of the company examined by us, we report that the company has not raised funds, short term or long term during the year
- (xviii) During the year the company has not made any preferential allotment of shares to parties or companies covered in the register maintained u/s 301 of the Companies Act 1956.
- (xix) The company has not issued any debentures till date.
- (xxi) According to the information given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For B. M. GATTANI & CO.
CHARTERED ACCOUNTANTS
F.R.No.113536W**



B. M. GATTANI

PROPRIETOR
M.No.047066
Place: Mumbai
Date: 20th AUGUST, 2012

BALANCE SHEET AS AT 31st MARCH, 2012

Particulars	Note No.	AS ON 31.03.2012	AS ON 31.03.2011
<u>I. EQUITY AND LIABILITIES</u>			
(1) Shareholder's Funds			
(a) Share Capital	2	350,796,000	350,796,000
(b) Reserves and Surplus	3	80,724,264	60,245,105
(2) Non-Current Liabilities			
(a) Short-Term Borrowings	4	6,088,244	5,130,752
(b) Long Term Borrowings	5	10,458,600	10,417,358
(b) Deferred Tax Liabilities (Net)	6	-	-
(3) Current Liabilities			
(a) Other Current Liabilities	7	1,146,685	2,641,331
(b) Trade Payable	8	381,378,984	202,637,407
(c) Short-Term Provisions	9	44,215	5,212,542
Total		830,636,992	637,080,495
<u>II. ASSETS</u>			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	10	21,588,169	20,859,102
(2) Current Assets			
(a) Inventories	11	60,776,801	48,025,125
(b) Cash and Cash Equivalents	12	5,326,236	612,170
(c) Trade Receivables	13	435,710,345	239,975,444
(c) Short-Term Loans and Advances	14	40,615,506	84,833,219
(d) Other Current Assets	15	266,619,935	226,250,155
Total		830,636,992	620,555,215

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE FINANCIAL STATEMENTS ARE AN INTEGRAL PART OF THIS BALANCE SHEET

For B M GATTANI & CO
 CHARTERED ACCOUNTANTS
B M GATTANI

PROPRIETOR

M.No. 47066
 PLACE : MUMBAI
 DATE : 20th AUGUST, 2012

For & on behalf of the board

Prof.L. J.Rathi

Managing Director

Paresh L Rathi

Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2012

Particulars	Note No	F.Y. 2011-12	F.Y. 2010-11
1. Revenue from Operations	16	571,425,198	1,475,502,046
II. Other Income	17	1,506,849	135,303
III. Total Revenue (I +II)		572,932,047	1,475,637,349
IV. Expenses:			
Purchase of Stock-in-Trade	18	525,806,385	1,447,670,956
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	3,773,604	-27,850,674
Financial costs	20	879,859	1,210,612
Depreciation and Amortization Expense	21	6,651,124	6,371,237
Employee Benefits' Expenses	22	4,613,707	4,090,251
Other Expenses	23	10,637,994	11,076,196
Total Expenses		552,362,673	1,442,568,578
V. Profit before exceptional and extraordinary items and tax	(III - IV)	20,569,374	33,068,771
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax	(V - VI)	20,569,374	33,068,771
VIII. Extraordinary Items		-	-
IX. Profit Before Tax	(VII - VIII)	20,569,374	33,068,771
X. Tax Expense:			
(1) Current Tax		-	-
- Income Tax		44,215	5,212,542
(3) Deferred Tax		-	-
XI. Profit(Loss) from the period from continuing operations	(IX-X)	20,525,159	27,856,229
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		20,525,159	27,856,229
XVI. Earning per equity share:			
(1) Basic		0.59	0.79
(2) Diluted		0.59	0.79

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE FINANCIAL STATEMENTS ARE AN INTEGRAL PART OF THIS PROFIT & LOSS

For B M GATTANI & CO
CHARTERED ACCOUNTANTS
B M GATTANI

PROPRIETOR

For & on behalf of the board

Prof.L. J.Rathi

Managing Director

Paresh L Rathi

Director

M.No. 47066
PLACE : MUMBAI
DATE : 20th AUGUST, 2012

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2012

	FY.-2011-12	F.Y. 2010-11
Amount in (Rs)	Amount in (Rs)	
Cash Flow From Operating Activities		
Profit Before Tax	20,569,374	33,068,771
Adjustments For:		
Deprecation,-Net of Capitalization	2,549,296	3,626,000
Interest Expense	700,723	992,154
Interest Income	- 886,849	135,303
Operating Profit Before Working Capital Change	2,363,170	4,753,457
Adjustments For Change in:		
Trade payable	178,741,577	110,523,857
Long/Short Term Provision	-	-
Other Current Liabilities	- 1,494,646	35,149,626
Trade Receivables	- 186,051,331	5,559,776
Inventories	- 12,751,676	- 27,848,247
Long/Short Term Advance	31,617,750	- 46,481,737
Other Current Asset	- 40,369,780	-
Cash Generated From Operations	-27,944,936	81,656,732
Income Tax paid	2,754,666	-
Net Cash Flow From Operating Activities (A)	-25,190,270	81,656,732
Purchase of Fixed Assets	- 6,895,263	21,637,919
Sale of Fixed Assts	18,763,128	9,571,436
Purchase/Sale of Other Investments	-	-
Interest Received	886,849	135,303
Net Cash Flow Used in Investing Activities (B)	12,754,714	31,344,658
Interest paid	700,723	992,154
Long/Short Term Loan Repayment	7,020,767	-110,380,824
Net Cash Flow From Financing Activities (C)	7,721,490	-109,388,670
Net Cash Inflow/(Outflow) (A+B+C)	-4,714,066	3,612,720
Opening Cash & Cash Equivalents	612,170	4,224,890
Closing Cash & Cash Equivalents	5,326,236	612,170
Net Increase/Decrease in Cash & Cash Equivalents	- 4,714,066	3,612,720

For B M GATTANI & CO
CHARTERED ACCOUNTANTS
B M GATTANI

PROPRIETOR

For & on behalf of the board

Prof.L. J.Rathi

Managing Director

Paresh L Rathi

Director

M.No. 47066
PLACE : MUMBAI
DATE : 20th AUGUST, 2012

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2012

Note No.1. Significant Accounting Policies

1.1 Accounting convention

Financial statements are prepared under the historical cost convention on accrual basis in accordance with the Indian Generally Accepted Accounting Principles (IGAAP) comprising the Accounting standards Notified under Companies Accounting Standards Rules 2006 by the Central Government of India under section 211(3C) of the Companies Act 1956.

1.2 Use of Estimates

The preparation of financial statements in conformity with IGAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of financial statements. Examples of such estimates and assumptions include useful lives of fixed assets and Intangible assets, taxes, provision for doubtful debts, anticipated obligations under employee retirement plans, etc. The recognition, measurement, classification or disclosures of an item or information in the financial statements have been made relying on these estimates to a greater extent. Actual results could differ from those estimates.

1.3. Revenue Recognition

Income from General Trading of goods, Construction of Housing units as well as Infrastructure business. Interest Income is recognized based on time proportion and on gross basis. ‘

1.4. Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Cost includes all identifiable expenditure to bring the assets to its present location and condition for intended use.

Intangible assets are stated at the consideration paid for the purchase /acquisition less accumulated amortization.

1.5. Depreciation

Depreciation on Fixed Assets has been provided on straight-line method and for certain fixed assets at written down value method at the rates specified in Schedule XIV of the Companies Act, 1956. Depreciation on addition/deletion of assets during the year is provided on a pro-rata basis.

1.6. Investments

Investments are valued at cost of acquisition and include brokerage fees and incidental expenses, wherever applicable. Investments are classified as long term and are carried at cost with an appropriate provision of permanent diminution in value. Investments made in the wholly/partly owned subsidiaries are valued at cost of acquisition including the acquisition expenses relating to it.

1.7. Taxation

Provision for current tax is based on tax liability computed in accordance with relevant tax rates and tax laws. If/Provision for deferred tax is made for all timing differences arising between taxable incomes and accounting Income at rates that have enacted or substantively enacted as of the balance sheet date. Deferred tax assets are recognized only if there is a reasonable certainty that they will be realized in future.

1.8 .Foreign Exchange Transaction

Transactions in Foreign Currency are converted at the rates prevailing on the date of the transaction. Monetary assets and liabilities (for eg. Cash, receivables, payables etc) denominated in foreign currency are translated into Indian Rupees at the rate of exchange prevailing at the balance sheet date.

1.9. Deferred Revenue Expenditure

Amount paid for the purchase of contracts relating to the medical transcription and coding have been amortized and shall be written off over a period of 3 years being the period of contract. The expenditure incurred for the training of the new employees has been amortized and shall be written off over a period of 5 years.

1.10. Inventories

Inventories are valued at lower cost and net realizable value. Cost being ascertained on the following basis. Cost includes taxes and is net of eligible credit under VAT Schemes.

1.11. Lease

Leases wherein a significant portion of the risks and reward of ownership are retained by the lessor are classified as operating leases. Leases rentals in respects of such leases are charged to the profit and loss account.

1.12. Employee benefits

Contribution to defined contribution scheme such as provident fund, superannuation fund etc, are charged to statements of Profit and Loss/ capital Work in progress, as applicable. The company also provided for retirement benefit in the form of gratuity and leave encashment. Such defined benefit are charged to Statements of Profit & Loss / Capital Work -in- Progress, as applicable, based on actuarial valuation, as at the balance sheet date, made by independent actuaries.

1.13 Financial Statements: Presentation and disclosures

During the year ended March 31, 2012 the Revised Schedule VI notified under the Companies Act, 1956, has become applicable to the Company, for preparation and presentation of its financial statements.

The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary

Note : 2 Share Capital

Sr. No	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	AUTHORIZED CAPITAL 50000000 Equity Shares of Rs. 10/- each	500,000,000	500,000,000
		500,000,000	500,000,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL 35070960 Equity Shares of Rs. 10/- each,	350,796,000	350,796,000
	Total	350,796,000	350,796,000

Reconciliation of No. Of Shares

	F.Y.-2011-12	F.Y.-2010-11
35070960 Number of Equity Shares at the beginning	350,796,000	350,796,000
Add:- Number of Shares Issued NIL	-	-
Number of Equity Shares at the end	350,796,000	350,796,000

Below are the name of the shareholders holding more than 5% of Shares

Class of Share	Name	No. of Share Holding	Percentage of Holding
Equity	Deutsche Bank Trust Company America	14765500	42.09

Note : 3 Reserve & Surplus

Sr. No	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	Share Premium Opening balance Add:- For the Year	29,575,000 - 29,575,000	- 29,575,000 29,575,000
2	PROFIT & LOSS ACCOUNT SURPLUS - OPENING BALANCE ADD: NET PROFIT AFTER TAX TRANSFERRED FROM STATEMENT FROM PROFIT & LOSS Balance in Profit & Loss (A-B)	30,624,105 20,525,159 51,149,264	2,813,876 27,856,229 30,670,105
	Total	80,724,264	60,245,105

Note : 4 Short Term Borrowings

Sr. No	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	CC limit From HDFC Bank (CC limit secured by a first charge on paripasu basis on the whole of the current assets of the Company namely inventory, books debts, Ousting money receivable claims etc.)	6,088,244	5,130,752
		6,088,244	5,130,752

Note : 5 Long Term Borrowings

Sr. No	Particulars	FY.-2011-12	FY.-2010-11
1	Loan For Vehicle (Tata Motors Pvt Lid)	1,412,512	4,350,503
2	Loan From Directors	625,463	690,905
3	Other loans and advances	8,420,625	5,375,950
	Total	10,458,600	10,417,358

Note : 6 Deferred Tax

Sr. No	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	Deferred Tax Liability	-	-

Note : 7 Other Current Liabilities

Sr. No	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	Provision For Expences	425,632	505,215
2	Provision For Fees	365,258	426,985
3	Other Payable	235,675	269,795
4	TDS Payable	120,120	1,439,336
	Total	1,146,685	2,641,331
	Note		

Note: 8 Trade Payables

Sr. No	Particulars	FY.-2011-12	FY.-2010-11
1	Trade Payable Note: There are no delays in payment to Micro and Small enterprises as required to be disclosed under the Micro, Small and Enterprises Development Act,2006,. The Information regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basic of information available with the company.	381,378,984	202,637,407
		381,378,984	202,637,407

Note : 9 Short Term Provisions

Sr. No	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	<u>OTHER PROVISION</u> Provision For Income Tax	44,215	5,212,542
	Total	44,215	5,212,542

Note : 10 Fixed Assets

Sr. Particulars	Rate	Gross Block			Depreciation			Net Block		
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	WDV as on 31.3.2012	WDV as on 31.3.2011
1 Air Compressor	-	852,016	-	28,002	824,014	824,014	-	-	-	28,002
2 Plant & Machinery	-	825,634	-	-	825,634	411,799	91,044	-	322,791	413,835
3 Computer Unit	-	3,368,861	6,895,263	-	10,264,124	1,267,875	2,219,447	-	6,776,802	2,100,986
4 Crane Hoist	-	996,903	-	-	996,903	996,903	-	-	-	-
5 Cutting Machine	-	1,308,400	-	-	1,308,400	505,283	48,187	-	754,930	803,117
6 Electronic Typewriter & office Equipment	-	94,445	-	15,244	79,201	76,923	2,278	-	-	17,522
7 Fax Machine	-	31,250	-	-	31,250	31,250	-	-	-	-
8 Grinding Machine	-	85,153	-	-	85,153	85,153	-	-	-	-
9 Late Machine	-	1,108,238	-	-	1,108,238	1,108,238	-	-	-	-
10 Diesel Generator Set	-	3,167,840	-	-	3,167,840	1,384,833	106,980	-	1,676,027	1,783,007
11 Shuttering	-	4,422,061	-	-	4,422,061	1,812,460	391,440	-	2,218,161	2,609,601
12 Furniture & Fixture	-	880,030	-	-	880,030	625,399	84,028	-	170,603	254,631
13 Moped	-	84,226	-	32,766	51,460	30,523	9,667	-	11,270	53,703
14 Welding Machine	-	98,246	-	-	98,246	98,246	-	-	-	-
15 Electric Motor	-	4,590,655	-	-	4,590,655	1,665,726	175,496	-	2,749,433	2,924,929
16 Electrical Panel board	-	881,621	-	-	881,621	881,621	-	-	-	-
17 Electrical Cable Switch	-	665,836	-	-	665,836	665,836	-	-	-	-
18 Ship Cable	-	1,180,297	-	-	1,180,297	1,180,297	-	-	-	-
19 Diesel Engine Spares	-	406,127	-	98,308	307,819	294,977	6,669	-	6,173	111,150
20 Vehicle Tipper	-	3,068,447	-	1,300,000	1,768,447	688,775	237,967	-	841,705	2,379,672
21 Beats Car	-	478,793	-	-	478,793	24,792	45,400	-	408,601	454,000

Sr. Particulars	Rate	Gross Block				Depreciation				Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.3.2012	WDV as on 31.3.2011
22 Tata Winger	-	750,000	-	610,274	139,726	69,863	68,014	-	137,877	1,849	680,137
23 Scropio Site 8	-	907,903	-	-	907,903	46,266	86,164	-	132,430	775,473	861,637
24 Loader Backhoe	-	1,910,000	-	-	1,910,000	183,674	172,633	-	356,307	1,553,693	1,726,326
25 Fixed Assets	-	4,088,221	-	-	4,088,221	592,792	174,771	-	767,563	3,320,658	3,495,429
26 Office Equipment	-	165,827	-	148,918	16,909	9,071	7,838	-	16,909	-	156,756
27 Cycle	-	5,100	-	4,336	764	438	326	-	764	-	4,662
28 Farm land	-	16,525,280	-	16,525,280	-	-	-	-	-	-	-
SUB TOTAL (A)		52,947,410	6,895,263	18,763,128	41,079,545	15,563,027	3,928,349	-	19,491,376	21,588,169	20,859,102
Total [A+B +C+D] (Current Year)		52,947,410	6,895,263	18,763,128	41,079,545	15,563,027	3,928,349	-	19,491,376	21,588,169	20,859,102

**Statement of Depreciation as per Income Tax Act' 1961
for the year ended 31.03.2012**

Description	Rate of dep.	Op. Bal as on 1.4.2011	Add. in the 1 st half	Add. in the 2 nd half	Dep. for the year	W.D.V. as on 31.3.2012
Computer Equipment	60%	174,036	6,895,263	-	4,241,579	2,827,720
Furniture & Ficture	10%	286,253	-	-	28,625	257,628
Motor Vehicle	60%	569,523	-	-	341,714	227,809
Office Equipment	10%	96,965	-	-	9,697	87,269
Plant & Machinery	15%	13,439,499	-	-	2,015,925	11,423,574
Shuttering & Other Fixed Asset	50%	350,812	-	-	175,406	175,406
Free Hold Land	0%	16,525,280	-	-	-	16,525,280
TOTAL		31,442,368	6,895,263	-	6,812,946	31,524,685

DEFERRED TAX ASSET:

(Refer Note “ “ on Schedule 18 and Note on Schedule)

DEFERRED TAX LIABILITIES:

Net Block As Per Companies Act 21,588,169

Net Block As Per Income Tax Act 31,524,685

(9,936,516)

Deffered Tax Liabilities -

Opening -

Difference -

Note : 11 Inventories

Sr. No.	Particulars	F.Y. 2011-12	F.Y. 2010-11
STOCK IN TRADE			
1	Closing Stock at lower cost	44,251,521	48,025,125
2	Land For Development	16,525,280	0
	Total	60,776,801	48,025,125 12,751,676

Note : 12 Cash & Cash Equivalent

Sr. No.	Particulars	F.Y. 2011-12	F.Y. 2010-11
1	<u>Bank Balance</u>		
	Current Account	1,379,582	395,740
	Sub Total (A)	1,379,582	395,740
2	<u>Cash-in-Hand</u>		
	Cash Balance	3,946,654	216,430
	Sub Total (B)	3,946,654	216,430
	Total [A + B]	5,326,236	612,170

Note : 13 Trade Receivables

Sr. No	Particulars	F.Y.2011-12	F.Y.2010-11
	Outstanding For More Than Six Month	217,909,091	52,957,672
	Outstanding For Less Than Six Month	217,801,254	187,017,772
	Total	435,710,345	239,975,444

Note :14 Short Terms Loans and Advances

Sr. No.	Particulars	F.Y. 2011-12	F.Y. 2010-11
1	Deposit For Office	315,050	244,000
2	Advance Tax and TDS	2,754,666	10,448,044
3	Advance Against Land /Flat Booking	12,512,315	36,985,689
4	Loan & Advance and Other	18,511,110	25,655,486
5	Stock of Flat / Shop	6,522,365	11,500,000
	Total	40,615,506	84,833,219

Note: Other loans and advances also include balance with advances to suppliers, other recoverable expenses.

Note : 15 Other Current Assets

Sr. No.	Particulars	F.Y. 2011-12	F.Y. 2010-11
	Preliminary Expenses	8,712,878	10,891,098
	Investment at Branch Dubai	232,655,528	213,716,459
	Work in Progress	25,251,529	1,642,598
	Total	266,619,935	226,250,155

Note: Net Capital and reserve surplus at Branch Dubai show there.

Note : 16 Income from Operations

Sr. No.	Particulars	F.Y.-2011-12	F.Y. 2010-11
1	Contract Sale (Under IHSDP Gov Work /Other)	115,942,000	574,796,568
2	Trading Sale (Steel Trading)	455,483,198	900,705,478
	Total	571,425,198	1,475,502,046

Note : 17 Other Income

Sr. No.	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	Interest	886,849	135,303
2	Income on sale of asset	620,000	0
	Total	1,506,849	135,303

Note : 18 Cost of Material Consumed

Sr. No.	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	Contract Purchase (Under IHSDP Gov Work /Other)	43,188,228	496,943,709
2	Trading Material Purchase (Steel Trading)	452,750,299	901,365,237
3	Cost for Labour & Wages at site	29,867,858	49,362,010
	Total	525,806,385	1,447,670,956

Note : 19 Change in Inventories

Sr. No.	Particulars	FY.2011-12	F.Y.-2010-11
1	Opening Stock		
	Stock of share	48,025,125	20,174,451
	Less : Closing Stock		
	Stock of share	44,251,521	48,025,125
	Total	3,773,604	-27,850,674

Note : 20 Financial Cost

Sr. No.	Particulars	FY.2011-12	F.Y.-2010-11
1	Interest Expense	700,723	992,154
2	Bank Charges	179,136	218,458
	Total	879,859	1,210,612

Note : 21 Depreciation & Amortized Cost

Sr. No.	Particulars	FY.2011-12	F.Y.-2010-11
1	Depreciation	3,928,349	3,626,000
2	Preliminary Expenses	2,722,775	2,745,237
	Total	6,651,124	6,371,237

Note : 22 Employee Benefit Expenses

Sr. No.	Particulars	F.Y.2011-12	F.Y.2010-11
1	Salary & wages paid	4,125,125	3,591,698
2	Staff welfare Expenses	488,582	498,553
	Total	4,613,707	4,090,251

Note : 23 Administration and Other Expenses

Sr. No.	Particulars	FY.2011-12	F.Y.-2010-11
1	Audit Fees	55,000	50,000
2	Electricity Expenses	98,021	94,251
3	Transport	521,254	706,581
4	Filling Fees	577,383	583,215
5	General Expenses	463,040	472,490
6	Insurance Charges	189,544	199,520
7	Legal & Professional Fees	884,554	956,329
8	Petrol & Fuel Exp.	1,243,031	1,565,459
9	Postage & Telegraph Exp.	113,340	116,845
10	Printing & Stationery Exp.	95,570	98,526
11	Rent & Taxes	368,504	400,548
12	Repair & Maintenance Exp.	139,094	149,563
13	Telephone & Internet Expenses	547,643	582,599
14	Travelling Expenses	850,192	876,487
15	Director Remuneration	1,650,000	1,113,000
18	Hire Charges of machineries at Site	421,542	664,821
19	Annual Meeting Expenses	64,922	62,425
20	Audit Committee Fees	36,225	34,500
21	Book & Periodical Charges	1,520	1,490
22	Director Sitting Fees	126,000	110,500
23	ROC & R T Expenses	267,407	262,569
24	Advertisement & Business promotion	1,924,208	1,963,478
25	Donation	-	11,000
	Total	10,637,994	11,076,196

GROUPING SCHEDULE FORMING PART OF BALANCE SHEET
F.Y. -2011-2012

GROUPINGS:

	F.Y.2011-2012	F.Y.2010-2011
SECURED LOAN		
CC Limit (HDFC)		6,088,244 5,130,752
	6,088,244	5,130,752
UNSECURED LOAN		
Vehicle Loan		1,412,512 4,350,503
Loan From Directors		625,463 690,905
Other Loan		8,420,625 5,375,950
	9,046,088	6,066,855
From Share Holder		NA
Share Application Money Pending Allotment	NA	

BALANCE WITH BANK

Bank Accounts:	F.Y.2011-2012	F.Y.2010-2011
1 IDBI Akola Branch	2,819	4,077
2 Oriental Bank of India Mumbai Branch	7,739	11,118
3 State Bank of India Mumbai Branch	1,279	84,316
4 State Bank of India Akola Branch	3,023	12,461
5 State Bank of India Nagpur Branch	51,069	19,151
6 State Bank of India Pauni Branch	21,816	9,061
7 State Bank of India Narkhed Branch	14,142	-
8 HDFC Nagpur Branch	10,715	1,059
9 HDFC Jhunjhunu Branch	1,016,447	24,873
10 AXIS Akola Branch	129,000	129,000
11 Central bank of India Pauni Branch	103,234	12,320
12 Central bank of India Mumbai Branch	12,960	13,048
13 Union Bank of India Umred	5,338	10,428
14 Bank of Baroda	-	15,956
15 Bank of Baroda (SiR PM Road)	-	10187
16 Euram Bank	-	38685
	1,379,582	395,740

STOCK VALUATION AS ON 31.03.2012

Name of the Scrip	Quantity (No's) M. Ton as per tally	Cost Price Per Ton	Closing Stock
M.S.Plate	28.81	30172	869255
M.S.Angle	24.95	30268	755187
G.P.Sheet	33.16	30748	1019604
M.S.Beam	32.78	30603	1003153
M.S.Channel	48.83	3964	193538
C.R.Sheet	46.64	32060	1495278
Cement (Bag)	5619	330	1854270
Steel All	329	30214	9940406
Bricks (No.)	106432	3	319296
Other Raw material	-	-	26801534
TOTAL	112595		44251521

STATEMENT OF WORK IN PROGRESS AS ON 31/03/2012

Sr.	Name of Town	Plinth Level			Lintel Level			Slab Level			Final Level		
		No. of Houses	Rate /Per Unit	Amount	No. of Houses	Rate /Per Unit	Amount	No. of Houses	Rate /Per Unit	Amount	No. of Houses	Rate /Per Unit	Amount
1	2	3	4	5	6	7	8	9	10	11	12	13	14
1	Construction of IHSDP work at Pawani , Dist. Bhandara	40	24000	960000	37	22800	843600	39	25400	990600	16	52800	844800
2	Construction of IHSDP work at Malikapur , Dist. Buldhana	36	23300	838800	33	21600	712800	46	24300	1117800	15	55800	837000
3	Construction of IHSDP work at Umred , Dist. Nagpur	42	24200	1016400	35	22200	777000	43	24500	1053500	12	54100	649200
4	Construction of IHSDP work at Srirampur , Dist. Ahmednagar	38	23300	885400	36	22700	817200	48	24600	1180800	11	54400	596829
5	Construction of IHSDP work at Partur Dist. Jalna	45	23900	1075500	46	21600	993600	44	22800	1003200	15	56700	850500
6	Construction of IHSDP work at Washim Dist. Washim	39	24500	955500	36	22400	806400	49	23400	1146600	9	54700	492300
7	Construction of IHSDP work at Hingoli/Akola/Amravati	49	24900	1220100	36	22200	799200	39	23500	916500	16	54400	870400
	TOTAL	289		6951700	259		5749800	308		7409000	94		5141029

AUDITORS' REPORT TO THE BOARD OF DIRECTORS ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ASAHI INFRASTRUCTURE AND PROJECTS LIMITED AND ITS SUBSIDIARIES

The Members of **Asahi Infrastructure & Projects Limited.**

1. We have audited the attached balance sheet of Asahi Infrastructure & Projects Limited as at 31st March 2012, the profit and loss account for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conduct our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (ii) In our opinion, proper books of account as required by law have been kept by the company so far, as appears from our examination of those books.
 - (iii) The balance sheets, profit and loss account dealt with by this report are in agreement with the books of account.
 - (iv) In our opinion, the balance sheet, profit and loss account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on 31st March 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
5. In our opinion and to the best of our information and according to the explanation given to us, they said accounts give the information required by the Companies Act, 1956. in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) In the case of the balance sheet, of the state of affairs of the company as at 31/03 2012.
 - b) In the case of the profit and loss account, of the Loss for the period ended on that date.
 - c) In the case of the Cash flow statement of the cash flows of the Company for the year ended on that date.

**For B. M. GATTANI & CO.
CHARTERED ACCOUNTANTS**

B. M. GATTANI
PROPRIETOR
Place: Mumbai
Date: 20th AUGUST, 2012



ANNEXURE TO THE REPORT OF THE AUDITORS TO THE MEMBERS

Referred to in paragraph 3 of our report of even date, we state that:

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of information available.
- (b) We are informed that fixed assets have been physically verified by the management during the year. There is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) During the year the company has not disposed off a major part of fixed assets which has affected the going concern status of the company.
- (ii) (a) The stock of finished goods held as stock –in-trade have been physically verified by the management at reasonable intervals during the year. In our opinion, frequency of the verification is reasonable.
- (b) In our opinion and according to the information and explanation given to us, procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the information and explanation given to us the company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification between physical stock and book records.
- (iii) (a) The Company has not granted any loans, secured or unsecured to from companies, firms or other parties Covered in register maintained under section 301 of the Companies Act, 1956 and as such clauses (iii) (a) to (iii)(d) are not applicable.
- (b) The Company has not taken any loan secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956 and as such clauses (iii)(e) to (iii)(g) are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made In pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The company has not accepted any deposits during the year & consequently the provision of section 58A and 58AA of the companies Act 1956 and the rules framed there under are not applicable.
- (vii) In our opinion, the company has reasonable internal audit system commensurate with the size and nature of its business.
- (viii) According to the information and explanation given to us the maintenance of Cost Record has not been prescribed by the central Government u/s 209(1)(d) of the Companies Act, 1956 for any of the activities of the company.
- (ix) (a) According to the information and explanation given to us the company is generally regular in depositing with appropriate authorities an undisputed statutory dues including income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable.
- (b) According to the information and explanation given to us, no undisputed amount payable in respect of sales tax, income tax, customs duty, wealth tax, service tax, excise duty

and cess were in arrears, as at 31st March, 2012 for a period of more than six months from the date they became payable .

- (x) The accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred cash losses during the current and immediately preceding year.
- (xi) According to the information and explanations provided to us the company does not have any outstanding dues to financial institutions.
- (xii) In our opinion and according to the information and explanations provided to us the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion and according to the information and explanations provided to us the nature of activities of the company does not attract any special statute applicable to Chit Fund And Nidhi/ Mutual Benefit Fund / Society
- (xiv) The company has maintained proper records for dealing in shares & debentures and timely entries have been made therein. All shares, debentures and other securities have been held by the company in its own name except to the extent of the exemption granted under section 49 of the Companies Act, 1956, and save for certain shares which are either lodged for transfer or held with transfer forms.
- (xv) In our opinion and according to the information and explanations provided to us the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvii) According to the information and explanations provided to us and cash flow statement and other records of the company examined by us, we report that the company has not raised funds, short term or long term during the year
- (xviii) During the year the company has not made any preferential allotment of shares to parties or companies covered in the register maintained u/s 301 of the Companies Act 1956.
- (xix) The company has not issued any debentures till date.
- (xx) The company has not raised any type of money through public issue during the year.
- (xxi) According to the information given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For B. M. GATTANI & CO.
CHARTERED ACCOUNTANTS**

**B. M. GATTANI
PROPRIETOR**

Place: Mumbai
Date: 20th AUGUST,



CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2012

Particulars	Note No.	AS ON 31.03.2012	AS ON 31.03.2011
<u>I. EQUITY AND LIABILITIES</u>			
(1) Shareholder's Funds			
(a) Share Capital	2	350,796,000	350,796,000
(b) Reserves and Surplus	3	892,299,261	778,327,301
(2) Non-Current Liabilities			
(a) Short-Term Borrowings	4	6,088,244	5,130,752
(b) Long Term Borrowings	5	10,458,600	10,417,358
(b) Deferred Tax Liabilities (Net)	6	-	-
(3) Current Liabilities			
(a) Other Current Liabilities	7	1,146,685	2,641,331
(b) Trade Payable	8	381,378,984	202,637,407
(c) Short-Term Provisions	9	44,215	5,212,542
Total		1,642,211,989	1,355,162,691
<u>II. ASSETS</u>			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	10	21,588,169	37,384,383
(2) Current Assets			
(a) Inventories	11	66,042,052	67,049,659
(b) Cash and Cash Equivalents	12	6,324,759	2,263,280
(c) Trade Receivables	13	863,418,909	635,857,460
(c) Short-Term Loans and Advances	14	418,218,165	386,357,754
(d) Other Current Assets	15	266,619,935	226,250,155
Total		1,642,211,989	1,355,162,691

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE FINANCIAL STATEMENTS ARE AN INTEGRAL PART OF THIS BALANCE SHEET

For B M GATTANI & CO
 CHARTERED ACCOUNTANTS
B M GATTANI

PROPRIETOR

For & on behalf of the board

Prof.L. J.Rathi

Managing Director

Paresh L Rathi

Director

M.No. 47066
 PLACE : MUMBAI
 DATE : 20th AUGUST, 2012

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31ST MARCH, 2012**

Particulars	Note No	F.Y. 2011-12	F.Y. 2010-11
I. Revenue from Operations	16	1,556,883,650	5,219,387,458
II. Other Income	17	1,506,849	135,303
III. Total Revenue (I +II)		1,558,390,499	5,219,522,761
IV. Expenses:			
Purchase of Stock-in-Trade	18	1,394,656,377	4,821,026,823
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	17,532,887	-46,875,208
Financial costs	20	905,271	1,232,064
Depreciation and Amortization Expense	21	6,651,124	6,371,237
Employee Benefits Expenses	22	13,287,091	14,064,517
Other Expenses	23	11,295,574	11,952,538
Total Expenses		1,444,328,324	4,807,771,971
V. Profit before exceptional and extraordinary items and tax	(III - IV)	114,062,175	411,750,790
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax	(V - VI)	114,062,175	411,750,790
VIII. Extraordinary Items		-	-
IX. Profit Before Tax	(VII - VIII)	114,062,175	411,750,790
X. Tax Expense:			
(1) Current Tax		-	-
- Income Tax		44,215	5,212,542
(3) Deferred Tax		-	-
XI. Profit(Loss) from the period from continuing operations	(IX-X)	114,017,960	406,538,248
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(Loss) from Discontinuing operations	(XII - XIII)	-	-
XV. Profit/(Loss) for the period	(XI + XIV)	114,017,960	406,538,248
XVI. Earning per equity share:			
(1) Basic		3.25	11.59
(2) Diluted		3.25	11.59

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE FINANCIAL STATEMENTS ARE AN INTEGRAL PART OF THIS PROFIT & LOSS

For B M GATTANI & CO
CHARTERED ACCOUNTANTS
B M GATTANI

PROPRIETOR

M.No. 47066
PLACE : MUMBAI
DATE : 20th AUGUST, 2012

For & on behalf of the board

Prof.L. J.Rathi

Managing Director

Paresh L Rathi

Director

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2012

Note No.1. Significant Accounting Policies
1.1 Accounting convention Financial statements are prepared under the historical cost convention on accrual basis in accordance with the Indian Generally Accepted Accounting Principles (IGAAP) comprising the Accounting standards Notified under Companies Accounting Standards Rules 2006 by the Central Government of India under section 211(3C) of the Companies Act 1956.

1.2 Use of Estimates

The preparation of financial statements in conformity with IGAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of financial statements. Examples of such estimates and assumptions include useful lives of fixed assets and Intangible assets, taxes, provision for doubtful debts, anticipated obligations under employee retirement plans, etc. The recognition, measurement, classification or disclosures of an item or information in the financial statements have been made relying on these estimates to a greater extent. Actual results could differ from those estimates

1.3. Revenue Recognition

Income from General Trading of goods, Construction of Housing units as well as Infrastructure business. Interest Income is recognized based on time proportion and on gross basis.

1.4. Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Cost includes all identifiable expenditure to bring the assets to its present location and condition for intended use.

Intangible assets are stated at the consideration paid for the purchase /acquisition less accumulated amortization.

1.5. Depreciation

Depreciation on Fixed Assets has been provided on straight-line method and for certain fixed assets at written down value method at the rates specified in Schedule XIV of the Companies Act, 1956. Depreciation on addition/deletion of assets during the year is provided on a pro-rata basis.

1.6. Investments

Investments are valued at cost of acquisition and include brokerage fees and incidental expenses, wherever applicable. Investments are classified as long term and are carried at cost with an appropriate provision of permanent diminution in value. Investments made in the wholly/partly owned subsidiaries are valued at cost of acquisition including the acquisition expenses relating to it.

1.7. Taxation

Provision for current tax is based on tax liability computed in accordance with relevant tax rates and tax laws. If/Provision for deferred tax is made for all timing differences arising between taxable incomes and accounting Income at rates that have enacted or substantively enacted as of the balance sheet date. Deferred tax assets are recognized only if there is a reasonable certainty that they will be realized in future.

1.8 .Foreign Exchange Transaction

Transactions in Foreign Currency are converted at the rates prevailing on the date of the transaction. Monetary assets and liabilities (for eg. Cash, receivables, payables etc) denominated in foreign currency are translated into Indian Rupees at the rate of exchange prevailing at the balance sheet date.

1.9. Deferred Revenue Expenditure

Amount paid for the purchase of contracts relating to the medical transcription and coding have been amortized and shall be written off over a period of 3 years being the period of contract. The expenditure incurred for the training of the new employees has been amortized and shall be written off over a period of 5 years.

1.10. Inventories

Inventories are valued at lower cost and net realizable value. Cost being ascertained on the following basis. Cost includes taxes and is net of eligible credit under VAT Schemes.

1.11. Lease

Lessees wherein a significant portion of the risks and reward of ownership are retained by the lessor are classified as operating leases. Leases rentals in respects of such leases are charged to the profit and loss account.

1.12. Employee benefits

Contribution to defined contribution scheme such as provident fund, superannuation fund etc, are charged to statements of Profit and Loss/ capital Work in progress, as applicable. The company also provided for retirement benefits in the form of gratuity and leave encashment. Such defined benefit are charged to Statements of Profit & Loss / Capital Work -in- Progress, as applicable, based on actuarial valuation, as at the balance sheet date, made by independent actuaries.

1.13 Financial Statements: Presentation and disclosures

During the year ended March 31, 2012 the Revised Schedule VI notified under the Companies Act, 1956, has become applicable to the Company, for preparation and presentation of its financial statements.

The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary

Note : 2 Share Capital

Sr. No	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	AUTHORIZED CAPITAL 50000000 Equity Shares of Rs. 10/- each	500,000,000 500,000,000	500,000,000 500,000,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL 35070960 Equity Shares of Rs. 10/- each, Total	350,796,000 350,796,000	350,796,000 350,796,000
	Reconciliation of No. Of Shares 35070960 Number of Equity Shares at the beginning	F.Y.-2011-12 350,796,000	F.Y.-2010-11 350,796,000
	Add:- Number of Shares Issued NIL	-	-
	Number of Equity Shares at the end	350,796,000	350,796,000

Below are the name of the shareholders holding more than 5% of Shares

Class of Share	Name	No. of Share Holding	Percentage of Holding
Equity	Deutsche Bank Trust Company America	14765500	42.09

Note : 3 Reserve & Surplus

Sr. No	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	Share Premium Opening balance Add:- For the Year	29,575,000 -	- 29,575,000
		29,575,000	29,575,000
2	Profit & Loss Account Surplus - Opening Balance Add: Net Profit after tax transferred from Statement from Profit & Loss Other Reserve Balance in Profit & Loss (A-B) Total	748,706,301 114,017,960 - 862,724,261 892,299,261	342,168,053 406,538,248 46,000 748,752,301 778,327,301

Note : 4 Short Term Borrowings

Sr. No	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	CC limit From HDFC Bank (CC limit secured by a first charge on paripasu basis on the whole of the current assets of the Company namely inventory, books debts, Ousting money receivable claims etc.)	6,088,244	5,130,752
		6,088,244	5,130,752

Note : 5 Long Term Borrowings

Sr. No	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	Loan For Vehicle (Tata Motors Pvt Lid)	1,412,512	4,350,503
2	Loan From Directors	625,463	690,905
3	Other loans and advances	8,420,625	5,375,950
	Total	10,458,600	10,417,358

Note : 6 Deferred Tax

Sr. No	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	Deferred Tax Liability	-	-

Note : 7 Other Current Liabilities

Sr. No	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	Provision For Expenses	425,632	505,215
2	Provision For Fees	365,258	426,985
3	Other Payable	235,675	269,795
4	TDS Payable	120,120	1,439,336
	Total	1,146,685	2,641,331

Note: 8 Trade Payables

Sr. No.	Particulars	FY.-2011-12	FY.-2010-11
1	Trade Payable	381,378,984	202,637,407

Note: There are no delays in payment to Micro and Small enterprises as required to be disclosed under the Micro, Small and Enterprises Development Act,2006,.The Information regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basic of information available with the company.

381,378,984 **202,637,407**

Note : 9 Short Term Provisions

Sr. No	Particulars	F.Y.-2011-12	F.Y.-2010-11
1	<u>OTHER PROVISION</u> Provision For Income Tax	44,215	5,212,542
	Total	44,215	5,212,542

Note : 10 Fixed Assets

Sr.	Particulars	Rate	Gross Block				Depreciation			Net Block		
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	WDV as on 31.3.2012	WDV as on 31.3.2011	
1	Air Compressor	-	852,016	-	28,002	824,014	824,014	-	-	824,014	-	28,002
2	Plant & Machinery	-	825,634	-	-	825,634	411,799	91,044	322,791	502,843	322,791	413,835
3	Computer Unit	-	3,368,861	6,895,263	-	10,264,124	1,267,875	2,219,447	6,776,802	3,487,322	6,776,802	2,100,986
4	Crane Hoist	-	996,903	-	-	996,903	996,903	-	-	996,903	-	-
5	Cutting Machine	-	1,308,400	-	-	1,308,400	505,283	48,187	754,930	553,470	754,930	803,117
6	Electronic Typewriter & office Equipment	-	94,445	-	15,244	79,201	76,923	2,278	-	79,201	-	17,522
7	Fax Machine	-	31,250	-	-	31,250	31,250	-	-	31,250	-	-
8	Grinding Machine	-	85,153	-	-	85,153	85,153	-	-	85,153	-	-
9	Lathe Machine	-	1,108,238	-	-	1,108,238	1,108,238	-	-	1,108,238	-	-
10	Diesel Generator Set	-	3,167,840	-	-	3,167,840	1,384,833	106,980	1,676,027	1,491,813	1,676,027	1,783,007
11	Shuttering	-	4,422,061	-	-	4,422,061	1,812,460	391,440	2,218,161	2,203,900	2,218,161	2,609,601
12	Furniture & Fixture	-	880,030	-	-	880,030	625,399	84,028	170,603	709,427	170,603	254,631
13	Moped	-	84,226	-	32,766	51,460	30,523	9,667	11,270	40,190	11,270	53,703
14	Welding Machine	-	98,246	-	-	98,246	98,246	-	-	98,246	-	-
15	Electric Motor	-	4,590,655	-	-	4,590,655	1,665,726	175,496	2,749,433	1,841,222	2,749,433	2,924,929
16	Electrical Panel board	-	881,621	-	-	881,621	881,621	-	-	881,621	-	-
17	Electrical Cable Switch	-	665,836	-	-	665,836	665,836	-	-	665,836	-	-
18	Ship Cable	-	1,180,297	-	-	1,180,297	1,180,297	-	-	1,180,297	-	-
19	Diesel Engine Spares	-	406,127	-	98,308	307,819	294,977	6,669	6,173	301,646	6,173	111,150
20	Vehicle Tipper	-	3,068,447	-	1,300,000	1,768,447	688,775	237,967	841,705	926,742	841,705	2,379,672
21	Beats Car	-	478,793	-	-	478,793	24,792	45,400	408,601	70,192	408,601	454,001

Sr. Particulars	Rate	Gross Block				Depreciation			Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.3.2012
22 Tata Winger	-	750,000	-	610,274	139,726	69,863	68,014	137,877	1,849	680,137
23 Scorpio Site 8	-	907,903	-	-	907,903	46,266	86,164	132,430	775,473	861,637
24 Loader Backhoe	-	1,910,000	-	-	1,910,000	183,674	172,633	356,307	1,553,693	1,726,326
25 Fixed Assets	-	4,088,221	-	-	4,088,221	592,792	174,771	767,563	3,320,658	3,495,429
26 Office Equipment	-	165,827	-	148,918	16,909	9,071	7,838	16,909	-	156,756
27 Cycle	-	5,100	-	4,336	764	438	326	764	-	4,662
28 Farm land	-	16,525,280	-	16,525,280	-	-	-	-	-	16,525,280
SUB TOTAL (A)		52,947,410	6,895,263	18,763,128	41,079,545	15,563,027	3,928,349	19,491,376	21,588,169	37,384,383
Total [A + B + C + D] (Current Year)		52,947,410	6,895,263	18,763,128	41,079,545	15,563,027	3,928,349	19,491,376	21,588,169	37,384,383

**Statement of Depreciation as per Income Tax Act' 1961
for the year ended 31.03.2012**

Description	Rate	Op. Bal as of dep.	Add. in on 1.4.2011	Add. in the 1 st half	Dep. for the 2 nd half	W.D.V. as the year	on 31.3.2012
Computer Equipment	60%		174,036	6,895,263	-	4,241,579	2,827,720
Furniture & Fixture	10%		286,253	-	-	28,625	257,628
Motor Vehicle	60%		569,523	-	-	341,714	227,809
Office Equipment	10%		96,965	-	-	9,697	87,269
Plant & Machinery	15%		13,439,499	-	-	2,015,925	11,423,574
Shuttering & Other Fixed Asset	50%		350,812	-	-	175,406	175,406
Free Hold Land	0%		16,525,280	-	-	-	16,525,280
TOTAL			31,442,368	6,895,263	-	6,812,946	31,524,685

DEFERRED TAX ASSET:

(Refer Note “ “ on Schedule 18 and Note on Schedule)

DEFERRED TAX LIABILITIES:

Net Block As Per Companies Act 21,588,169

Net Block As Per Income Tax Act 31,524,685

(9,936,516)

Deffered Tax Liabilities -

Opening -

Difference -

Note : 11 Inventories

Sr. No.	Particulars	F.Y. 2011-12	F.Y. 2010-11
	STOCK IN TRADE		
1	Closing Stock at lower cost	49,516,772	67,049,659
2	Land For Development	16,525,280	0
	Total	66,042,052	67,049,659

Note : 12 Cash & Cash Equivalent

Sr. No.	Particulars	F.Y. 2011-12	F.Y. 2010-11
1	Bank Balance		
	Current Account	1,379,582	448,198
	Sub Total (A)	1,379,582	448,198
2	Cash-in-Hand		
	Cash Balance	4,945,177	1,815,082
	Sub Total (B)	4,945,177	1,815,082
	Total [A + B]	6,324,759	2,263,280

Note : 13 Trade Receivables

Sr. No.	Particulars	F.Y.2011-12	F.Y.2010-11
	Outstanding For More Than Six Month	633,096,454	564,654,424
	Outstanding For Less Than Six Month	230,322,455	71,203,036
	Total	863,418,909	635,857,460

Note :14 Short Terms Loans and Advances

Sr. No.	Particulars	F.Y. 2011-12	F.Y. 2010-11
1	Deposit For Office	315,050	244,000
2	Advance Tax and TDS	2,754,666	10,448,044
3	Advance Against Land /Flat Booking	12,512,315	36,985,689
4	Loan & Advance and Other	396,113,769	327,180,021
5	Stock of Flat / Shop	6,522,365	11,500,000
	Total	418,218,165	386,357,754

Note: Other loans and advances also include balance with advances to suppliers, other recoverable expenses.

Note : 15 Other Current Assets

Sr. No.	Particulars	F.Y. 2011-12	F.Y. 2010-11
	Preliminary Expenses	8,712,878	10,891,098
	Investment at Branch Dubai	232,655,528	213,716,459
	Work in Progress	25,251,529	1,642,598
	Total	266,619,935	226,250,155

Note: Net Capital and reserve surplus at Branch Dubai show there.

Note : 16 Income from Operations

Sr. No. Particulars	F.Y.-2011-12	F.Y. 2010-11
1 Contract Sale (Under IHSDP Gov Work /Other)	115,942,000	574,796,568
2 Trading Sale (Steel Trading)	1,440,941,650	4,644,590,890
Total	1,556,883,650	5,219,387,458

Note : 17 Other Income

Sr. No. Particulars	F.Y.-2011-12	F.Y.-2010-11
1 Interest	886,849	135,303
2 Income on sale of asset	620,000	0
Total	1,506,849	135,303

Note : 18 Cost of Material Consumed

Sr. No. Particulars	F.Y.-2011-12	F.Y.-2010-11
1 Contract Purchase (Under IHSDP Gov Work /Other)	43,188,228	496,943,709
2 Trading Material Purchase) (Steel Trading	1,321,600,291	4,274,721,104
3 Cost for Labour & Wages at site	29,867,858	49,362,010
Total	1,394,656,377	4,821,026,823

Note : 19 Change in Inventories

Sr. No. Particulars	FY.2011-12	F.Y.-2010-11
1 Opening Stock		
Stock of share	67,049,659	20,174,451
Less : Closing Stock		
Stock of share	49,516,772	67,049,659
Total	17,532,887	-46,875,208

Note : 20 Financial Cost

Sr. No. Particulars	FY.2011-12	F.Y.-2010-11
1 Interest Expense	700,723	992,154
2 Bank Charges	204,548	239,910
Total	905,271	1,232,064

Note : 21 Depreciation & Amortized Cost

Sr. No. Particulars	FY.2011-12	F.Y.-2010-11
1 Depreciation	3,928,349	3,626,000
2 Preliminary Expenses	2,722,775	2,745,237
Total	6,651,124	6,371,237

Note : 22 Employee Benefits Expenses

Sr. No. Particulars	F.Y.2011-12	F.Y.2010-11
1 Salary & wages paid	6,277,250	4,823,422
2 Staff welfare Expenses	7,009,841	9,241,095
Total	13,287,091	14,064,517

Note : 23 Administration and Other Expenses

Sr. No.	Particulars	FY.2011-12	F.Y.-2010-11
1	Audit Fees	55,000	50,000
2	Electricity Expenses	98,021	94,251
3	Transport	521,254	706,581
4	Filling Fees	577,383	583,215
5	General Expenses	463,040	472,490
6	Insurance Charges	189,544	199,520
7	Legal & Professional Fees	1,406,075	1,654,544
8	Petrol & Fuel Exp.	1,243,031	1,565,459
9	Postage & Telegraph Exp.	135,442	116,845
10	Printing & Stationery Exp.	95,570	136,978
11	Rent & Taxes	368,504	400,548
12	Repair & Maintenance Exp.	187,839	149,563
13	Telephone & Internet Expenses	612,855	658,023
14	Travelling Expenses	850,192	940,738
15	Director Remuneration	1,650,000	1,113,000
18	Hire Charges of machineries at Site	421,542	664,821
19	Annual Meeting Expenses	64,922	62,425
20	Audit Committee Fees	36,225	34,500
21	Book & Periodical Charges	1,520	1,490
22	Director Sitting Fees	126,000	110,500
23	ROC & R T Expenses	267,407	262,569
24	Advertisement & Business promotion	1,924,208	1,963,478
25	Donation	-	11,000
	Total	11,295,574	11,952,538

**GROUPING SCHEDULE FORMING PART OF BALANCE SHEET
F.Y. -2011-2012**

GROUPINGS:

	F.Y.2011-2012	F.Y.2010-2011
SECURED LOAN		
CC Limit (HDFC)	6,088,244	5,130,752
	6,088,244	5,130,752
UNSECURED LOAN		
Vehicle Loan	1,412,512	4,350,503
Loan From Directors	625,463	690,905
Other Loan	8,420,625	5,375,950
	9,046,088	6,066,855
From Share Holder	-	NA
Share Application Money Pending Allotment	NA	-

BALANCE WITH BANK

Bank Accounts:	F.Y.2011-2012	F.Y.2010-2011
1 IDBI Akola Branch	2,819	4,077
2 Oriental Bank of India Mumbai Branch	7,739	11,118
3 State Bank of India Mumbai Branch	1,279	84,316
4 State Bank of India Akola Branch	3,023	12,461
5 State Bank of India Nagpur Branch	51,069	19,151
6 State Bank of India Pauni Branch	21,816	9,061
7 State Bank of India Narkhed Branch	14,142	-
8 HDFC Nagpur Branch	10,715	1,059
9 HDFC Jhunjhunu Branch	1,016,447	24,873
10 AXIS Akola Branch	129,000	129,000
11 Central bank of India Pauni Branch	103,234	12,320
12 Central bank of India Mumbai Branch	12,960	13,048
13 Union Bank of India Umred	5,338	10,428
14 Bank of Baroda	-	15,956
15 Bank of Baroda (SiR PM Road)	-	10187
16 Euram Bank	-	38685
17 Adcb Bank	-	52458
	1,379,582	448,198

STOCK VALUATION AS ON 31.03.2012

Name of the Scrip	Quantity (No's) M. Ton as per tally	Cost Price Per Ton	Closing Stock
M.S.Plate	28.81	30172	869255
M.S.Angle	24.95	30268	755187
G.P.Sheet	33.16	30748	1019604
M.S.Beam	32.78	30603	1003153
M.S.Channel	48.83	3964	193538
C.R.Sheet	46.64	32060	1495278
Cement (Bag)	5619	330	1854270
Steel All	329	30214	9940406
Bricks (No.)	106432	3	319296
Other Raw material	-	-	32066785
TOTAL	112595		49516772

STATEMENT OF WORK IN PROGRESS AS ON 31/03/2012

Sr.	Name of Town	Plinth Level			Lintel Level			Slab Level			Final Level		
		No. of Houses	Rate /Per Unit	Amount	No. of Houses	Rate /Per Unit	Amount	No. of Houses	Rate /Per Unit	Amount	No. of Houses	Rate /Per Unit	Amount
1	2	3	4	5	6	7	8	9	10	11	12	13	14
1	Construction of IHSDP work at Pawani , Dist. Bhandara	40	24000	960000	37	22800	843600	39	25400	990600	16	52800	844800
2	Construction of IHSDP work at Maikapur , Dist. Buldhana	36	23300	838800	33	21600	712800	46	24300	1117800	15	55800	837000
3	Construction of IHSDP work at Umred , Dist. Nagpur	42	24200	1016400	35	22200	777000	43	24500	1053500	12	54100	649200
4	Construction of IHSDP work at Srirampur , Dist. Ahmednagar	38	23300	885400	36	22700	817200	48	24600	1180800	11	54400	596829
5	Construction of IHSDP work at Partur Dist. Jalna	45	23900	1075500	46	21600	993600	44	22800	1003200	15	56700	850500
6	Construction of IHSDP work at Washim Dist. Washim	39	24500	955500	36	22400	806400	49	23400	1146600	9	54700	492300
7	Construction of IHSDP work at Hingoli/Akola/Amravati	49	24900	1220100	36	22200	799200	39	23500	916500	16	54400	870400
	TOTAL	289		6951700	259		5749800	308		7409000	94		5141029

ASAHI INFRASTRUCTURE & PROJECTS LIMITED
S-21, GANGA NAGAR, WASHIM BYE PASS ROAD, AKOLA-444 002, MAHARASHTRA

ATTENDANCE SLIP

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 24th Annual General Meeting of the Company at S-21, Ganga Nagar, Washim Bye Pass Road, Akola – 444 002, Maharashtra on Saturday the 29th September, 2012 at 02.00 p.m.

Name of the Shareholder

Signature

Folio No. _____

(Full name of Proxy)

Note: No Duplicate Attendance Slip will be issued at the meeting hall. You are requested to bring your copy of Annual Report to the Meeting.

ASAHI INFRASTRUCTURE & PROJECTS LIMITED
S-21, GANGA NAGAR, WASHIM BYE PASS ROAD, AKOLA-444 002, MAHARASHTRA

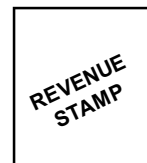
PROXY FORM

I/We..... of..... in the district of being a member/members of the above named Company hereby appoint of..... in the district of..... or failing him of In the district of as my / our proxy to vote for me/us on my our behalf at the 24th ANNUAL GENERAL MEETING of the Company to be held at S-21, Ganga Nagar, Washim Bye Pass Road, Akola – 444 002, Maharashtra on Saturday the 29th September, 2012 at 02.00 p.m. and at any adjournment thereof.

Signed this..... day of, 2012.

Reg. Folio No.....

No. of Shares



Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.