

**ASAHI**  
**INFRASTRUCTURE & PROJECTS**  
**LIMITED**

**28th Annual Report**

**FOR THE YEAR ENDED**  
**31<sup>st</sup> MARCH, 2016**

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**CORPORATE INFORMATION**

**BOARD OF DIRECTORS:**

Mr. Laxminarayan Rathi	Chairman & Managing Director
Mr. Hitesh S Gandhi	Director
Mr. Venkatarao Karri	Independent Non-Executive Director
Mr. Nilesh M.Bhaiyya	Independent Non-Executive Director
Mrs. Yasmin Khan	Independent Non-Executive Director

**AUDITORS:**

**B. M. Gattani & Co.,**

**Chartered Accountants,**

B-303, Yaswant Shopping Center,

Opp Borivali Railway Station

Borivali East.

**BANKERS:**

State Bank of Bikaner & Jaipur- Jhunjhunu

**REGISTRAR AND SHARE TRANSFERS AGENTS:**

**Purva Sharegistry (India) Private Limited**

9, Shivshakti Industrial Estate,

Sitaram Mills Compound, J.R. Boricha Marg,

Opp. Kasturba Hospital, Lower Parel (East),

Mumbai - 400 011.

**REGISTERED OFFICE:**

B-302, Yaswant Shopping Center,

Opp Borivali Railway Station

Borivali East.

**SHARES LISTED AT:**

Bombay Stock Exchange Limited, Mumbai

<b>28<sup>th</sup> ANNUAL GENERAL MEETING</b>	
<b>Date:</b>	<b>30<sup>th</sup> September, 2016</b>
<b>Day:</b>	<b>Friday</b>
<b>Time:</b>	<b>03.00 p.m.</b>
<b>Place:</b>	<b>"Veg Treat Hotel" L.T.Road, Vazira Naka, Near Ganpati Temple, Borivali West. Maharashtra</b>

**Chairman's Letter to the Shareholders**

**Dear Shareholders,**

I take pleasure in presenting the Annual Report to the company

Company has almost completed Affordable Housing Project for construction of 1536 flats at Jhunjhunu for govt. of Rajasthan & planning to hand over by March 2017

Your company expects bright prospectus in **Hon. Prime Minister Narendra Ji Modi** has announced policy "Housing for All" up to year 2022 where 2.00 Crore houses are to be constructed in urban areas out to this 90% units are under EWS/LIG, where your company is **"Pioneer" since last 25 yrs.**

Presently company is bidding various tender floated by Govt. of Rajasthan under **Chief Minister Awas Jan Yojana**. It is also proposed to take scheme EWS/LIG on private land under JV with landlords. There is a great potential for these type of houses as GOI is extending cases subsidy of Rs. 1.5 lac each EWS house (out of total cost 3.9 lacs per unit & Intt subsidy of Rs. 2.50 lacs on LIG House.

These schemes are Available in tier 3 & tier 4 cites.

Company is planning to have **Prestress Precast Hollow Core Slab** unit for manufacture of slabs/walls for housing, which will result in fast, economical & quality work.

The salient features of "PM Awas Yojana" is Rs. 1.5 lac direct subsidy to EWS (Capet area 30M2) & 6.5% interest subsidy for LIG Category (Carpet are 60M2) & most imp feature income by to be beneficiary cleared on self affidavit only.

Your company has entitled for 50% TDR from Jhunjhunu project which accounts to Rs. 15.00 Crore as on March 2016 & balance 50% illegibility by 31<sup>st</sup> March 2017.

Company has already commenced construction of 500 private flats on balance land having with mix design 1, 2, 3 BHK cost ranging from 8.00 lac to Rs. 21.00 lac only with this commercial mall of 600 shops.

As 1536 flats are already sold to government of Rajasthan Company expects good response for private flats, as it is also designed as per norms of "PM Awas Yojana"

The company has tie up with Micro Housing Finance Corporation Limited which gives loan to beneficiaries without stress on income document, they has already disbursed Rs. 5.00 Cr up to 15<sup>th</sup> August 2016

Your company has designed precast toilet under "**Swachh Bharat Abhiyan**" where toilet will be manufactured in factory by prestress method, wall thickness 3 inches with 12000 units PM will be produced. Erection of unit without skilled labour will take 3 hours for erection only. Machinery has purchased from China & production liked to start in shortly.

**Business Development:-** Housing is one of the basic requirements for human survival. Affordable Housing is term we use for residential units in India's urban areas which are affordable priced with respect to households that fall within a specific limited income range. There is no single set of parameters to define what an affordable housing unit should cost in India. As per houses under Government of India 60M<sup>2</sup> carpet area in four metro cites area is called affordable house. This is because the pricing and feasibility to developers of affordable housing is a function of the city, location within the city, and type of project being built and also the construction technology employed.

The typical demographic setting of India particularly gets highlighted when we look into the trend over the years. A steep rise in population is a major reason for the increase in demand of residential units, affordable homes and basis 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 loading 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.

As per latest survey conducted by KPMG (international Audit firm) highlights

- ❖ There will be employed potential of 7.50 crore jobs in coming 6 years & this sector will be highest employment potential in 2022.
- ❖ Market value of this sector will be 67 lac crore up to 2030.
- ❖ There is a present of 5.00 crore housing units & total 11 crore housing units will be required out of which 2 crore houses will be required in urban area.

20000 Million dollar investment is expected up to 2022

**Organizational 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 theme 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.

**Acknowledgement:** - 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.

The company is thankful to State Bank of Bikaner & Jaipur for sanction loan of Rs. 12.00 Crore with BG 3.00 Crore.

Micro Housing Finance Corporation Limited for extending loan facility to unorganized sector

Thanking You,

Sd

**L.J.Rathi**

**(Chairman & Managing Director)**

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 28<sup>TH</sup> ANNUAL GENERAL MEETING ("the meeting") OF THE MEMBERS OF ASAHI INFRASTRUCTURE AND PROJECTS LIMITED ("the Company") WILL BE HELD ON THE 30<sup>TH</sup> SEPTEMBER, 2016 AT 03.00 P.M. AT **Veg Treat Hotel" L.T.Road, Vazira Naka, Near Ganpati Temple, Borivali West. Maharashtra** TO TRANSACT THE FOLLOWING BUSINESS:

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**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March 2016 the Profit and Loss account for the year ended on that date and the Reports of the Directors' and Independent Auditors Report' thereon.
2. To appoint Mr. Shaid Ali, to replace old director Mr. Hitesh Gandhi
3. To appoint Mrs. Shakuntala L Rathi, to replace old director Mrs. Yasmin Khan.
4. Any other point or business with the permission of chairman.

**SPECIAL BUSINESS:**

Nil

By the Order of the Board  
**Asahi Infrastructure & Projects Limited**

Sd/-  
**L.J.Rathi**  
**(Chairman & Managing Director)**

**Date: 03, Sep, 2016**

**Place: Mumbai**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The proxies in order to be effective should be deposited with the company not less than 48 hours before the time fixed for the commencement of the meeting.
3. The Register of Members and Share Transfer Books shall remain closed from Friday, the 23<sup>rd</sup> September, 2016 to Friday the 30<sup>th</sup> September, 2016 (**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:-

<b>Financial year</b>	<b>Date of declaration of Dividend</b>	<b>Last date for claiming unpaid Dividend</b>	<b>Due date for transfer to I.E, &amp; P. Fund</b>
<b>2009-10</b>	<b>30/09/2010</b>	<b>29/09/2017</b>	<b>28/10/2017</b>

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



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

By the Order of the Board  
**Asahi Infrastructure & Projects Limited**

Sd/-  
**L.J.Rathi**  
**(Chairman & Managing Director)**

**Date: 03<sup>th</sup> Sep, 2016**  
**Place: Mumbai**

**DIRECTORS' REPORT**

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

Your Directors have great pleasure in submitting their **28<sup>th</sup> ANNUAL REPORT** on the business & operations of the Company along with the Audited Balance Sheet and Profit And Loss Account, for the year ended 31<sup>st</sup> March, 2016.

**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	
	2016	2015
<b>Total Income</b>	<b>236,531,753</b>	<b>139,234,674</b>
Depreciation	37,65,811	53,16,679
Profit before Taxation	15,463,442	55,72,757
Provision for Taxation	52,86,284	23,59,342
<b>Appropriations</b>		
Profit After Tax	<b>10,177,158</b>	<b>32,13,416</b>

**Standalone**

PARTICULARS	Year Ended	
	2016	2015
<b>Total Income</b>	<b>237,222,534</b>	<b>139,234,674</b>
Depreciation	37,65,811	53,16,679
Profit before Taxation	12,523,020	78,64,472
Provision for Taxation	52,86,284	23,59,342
<b>Appropriations</b>		
Profit After Tax	<b>7,236,736</b>	<b>55,05,130</b>

**2. OPERATIONS:**

During the year Company's net profit before tax increase from Rs. 78,64,472/- (Rupees Seventy Eight lac Sixty Four Thousand Four Hundred Seventy Two Only) to Rs. 12,523,020/- (Rupees One Cr Fifty Two Lac Three Thousand Twenty Rs Only). Your Directors expects to achieve better performance in future and are taking maximum efforts to control the cost and optimize the results in the coming year.

### **3. EXPANSION PROGRAMMES:**

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

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

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

### **4. FUTURE PROSPECTS:**

The robustness of the Indian Economy is reflected in the fact that despite challenging headwinds, the Euro zone crisis and a substantially weaker rupee, India GDP is expected to grow by about 6.5% in 2016-17.

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

### **5. DIVIDEND:**

The Company has not declared any dividend during the year.

### **6. SHARE CAPITAL:**

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

### **7. FIXED DEPOSITS:**

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

### **8. DIRECTORS:**

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

**9. SUBSIDIARIES:**

The Company has set up a subsidiary unit in Dubai for general trading activities.

**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, 2016.

**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 & Projects Limited**

Sd/-  
**L.J.Rathi**  
(Chairman & Managing Director)

Date: 03<sup>th</sup> Sep, 2016  
Place: Mumbai

**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. 10,177,158

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDIAN INFRASTRUCTURE OVERVIEW:

**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 12th FYP midterm appraisal, the overall private sector investment share is likely to be 36% during the Plan period.

Further, according to the 12th 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 via an investment of about Rs.23.22 trillion will remain unaltered even though the sectoral allocation might change.

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 other

**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 31<sup>st</sup> March, 2016 comprises of 5 (Five) Directors out of which one is Chairman cum Managing Director, one is Whole Time Director and the remaining Three 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.

Sr. No.	Name of Director	Category	No. of Board meetings Held during 2015-16	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.Hitesh Gandhi	Director	5	YES	NIL	NIL	NIL
3.	Mr.Venkatrao Karri	Independent Non - Ex-Director	6	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

\*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 14/05/2015, 14/08/2015, 31/08/2015, 14/11/2015, 14/02/2016 and 08/03/2016. 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.

### 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 14/05/2015, 02/08/2015, 14/11/2015 and 14/02/2016.

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.Hitesh Gandhi - Member and Whole Time Director	4	4
Mr. Nilesh Bhaiyya- Member and Independent Non Executive Director.	4	4

**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 scope 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 08/03/2016.

The Attendance at the Committee Meeting was as under:

Director	No. of Committee meetings held	No. of Committee meetings attend
Mr. Venkatrao Karri Chairman and Independent Non Ex. Dir.	1	1
Mrs. Yasmin Khan - Member and Independent Non Ex. Director.	1	1
Mr. Nilesh Bhaiyya - 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
5. Details of remuneration paid to Directors for the year ended 31<sup>st</sup> March, 2016.

### Executive Directors

Name	(Amt. In Rupees)			
	Salary	Commission	Perquisites	O/Benefits
Mr. L. J. Rathi (Managing Director)	Nil	N.A.	N.A.	N.A.

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

Sr. No	Name of the Non-Executive Directors	Number of Equity Shares	Sitting fees	Non convertible Instruments
1.	Mrs. Yasmin Khan	Nil	87750/-	Nil
2.	Mr. Venkatarao Karri	Nil	87750/-	Nil
3	Mr. Nilesh Bhaiyya	Nil	87750/-	Nil

#### 6. 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.

Sr. No	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 14/05/2015, 02/08/2015, 14/11/2015 and 14/02/2016. The attendance of the same is as under:

Director	No. of Committee meetings held	No. of Committee meetings attend
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. Venkatarao S. Karri, Compliance Officer,**

**ASAHI INFRASTRUCTURE & PROJECTS LTD.,**

B-302, Yaswant Shopping Center,

Opp Borivali Railway Station

Email: [asahi.akola@yahoo.com](mailto:asahi.akola@yahoo.com)

[asahimum@gmail.com](mailto:asahimum@gmail.com)

## 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 Mumbai 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](http://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 28<sup>th</sup> Annual General Meeting is scheduled to be held on Friday, 30<sup>th</sup> September, 2016 at 03.00 p.m. at **Veg Treat Hotel" L.T.Road, Vazira Naka, Near Ganpati Temple, Borivali West. Maharashtra**
- 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 2016
Annual General Meeting	30 <sup>th</sup> September 2016
Payment of Dividend	N.A.
First quarter results(30 <sup>th</sup> June)	Mid of August
Second quarter results (30 <sup>th</sup> September)	Mid of November
Third quarter results (31 <sup>st</sup> December)	Mid of February
Fourth quarter / Annual Results	Last Week of May

- iii. Book Closure dates are from **Wednesday, 23<sup>rd</sup> September, 2016 to Wednesday, 30<sup>th</sup> September, 2016 (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-15	1.69	1.23	2,89,018
May-15	1.40	1.16	1,51,635
June-15	1.38	1.15	1,42,166
July-15	1.20	1.12	2,17,490
August-15	1.22	1.06	4,45,983
September-15	1.14	1.00	2,17,074
October-15	1.20	1.05	3,25,628
November-15	1.10	1.02	3,85,489
December-15	1.21	1.21	5,77,077
January-16	1.36	1.36	2,53,594
February-16	1.38	1.24	11,174
March-16	1.24	1.06	59,756

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](mailto: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 31<sup>st</sup> March, 2016:**

Share holding of Rs.	Nominal Value of Rs.	Shareholders No.	% of Total	Share Amt. Rs.	% of Total
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
<b>TOTAL</b>		<b>9701</b>	<b>100.00</b>	<b>350796000</b>	<b>100.00</b>

x. **Dematerialization of Shareholding:**

The Company's shares were dematerialized w.e.f. 03<sup>rd</sup> April, 2001 vide a Tripartite agreement executed between NSDL, CDSL and the Company as on 31<sup>st</sup> March, 2016 3,36,82,537 Equity Shares representing 96.02% were held in Demat Form & the balance 13,97,063 Equity Shares Representing 3.98% 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:

**ASAHI INFRASTRUCTURE & PROJECTS LTD.,**  
 B-302, Yaswant Shopping Center,  
 Opp Borivali Railway Station.  
 Maharashtra.



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

To,  
The Board of Directors,  
**ASAHI INFRASTRUCTURE AND PROJECTS LIMITED**  
B-302, Yaswant Shopping Center,  
Opp Borivali Railway Station.

We have received the implementation of Corporate Governance produced by the Company during the year ended 31<sup>st</sup> March, 2016 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)

Sd

B.M. Gattani

Mumbai,

Proprietor

Membership No. 47066

**Date: 03<sup>h</sup> Sep, 2016**

**CEO/CFO CERTIFICATION**

To,  
The Board of Directors,  
ASAHI INFRASTRUCTURE AND PROJECTS LIMITED  
B-302, Yaswant Shopping Center,  
Opp Borivali Railway Station,  
Maharashtra.

We hereby certify that for the financial year ending 31<sup>st</sup> March, 2016 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 Limited**

**Sd**  
**Mr. L.J. Rathi**  
**(CEO)**

**Sd**  
**Mr. Hitesh Gandhi**  
**(Director)**

Date: 03<sup>th</sup> Sep, 2016

Place: Mumbai

To,  
The Members,  
**Asahi Infrastructure & 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 31<sup>st</sup> March, 2016.

**For Asahi Infrastructure & Projects Limited**

Sd  
**Mr. L.J. Rathi**  
(CEO)

**Date: 03<sup>th</sup> Sep, 2016**

**Place: Mumbai**

## INDEPENDENT AUDITOR'S REPORT

### To the Members

#### Asahi Infrastructure & Project Limited

#### Report on the (Standalone) \* Financial Statements

1. We have audited the accompanying financial statements of ASAHI INFRASTRUCTURE & PROJECT PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information

#### Management's Responsibility for the (Standalone) \* Financial Statements

2. The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

### Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement

4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2016, its profit/loss and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

7. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
8. As required by section 143(3) of the Act, we further report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) 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;
  - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.

- e) on the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act
- f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014::
  - i. The Company does not have any pending litigations which would impact its financial position
  - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise
  - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

**For B M Gattani & Co**

Chartered Accountants

Firm Registration No 113536W

Sd

Balmukund N Gattani

Proprietor

Place: Mumbai

Date : 03/09/2016

**Asahi Infrastrucure & Projects Limited**  
 Company CIN No. L45200MH1988PLC047617  
**Audited Balance Sheet as at 31/03/2016**

Particulars	Note No.	Audited	Audited
		AS ON 31.03.2016	AS ON 31.03.2015
<b><u>I. EQUITY AND LIABILITIES</u></b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	350,796,000	350,796,000
(b) Reserves and Surplus	3	275,992,920	192,706,083
<b>(2) Non-Current Liabilities</b>			
(a) Short-Term Borrowings	4	6,740,589	6,740,589
(b) Long Term Borrowings	5	72,335,489	86,586,121
(b) Deferred Tax Liabilities (Net)	6		
<b>(3) Current Liabilities</b>			
(a) Other Current Liabilities	7	1,649,923	3,733,592
(b) Trade Payable	8	968,611	90,376,741
(c) Short-Term Provisions	9	5,286,284	2,359,342
<b>Total</b>		<b>713,769,816</b>	<b>733,298,468</b>
<b><u>II. ASSETS</u></b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	10	5,363,237	15,116,044
<b>(2) Current Assets</b>			
(a) Inventories	11	3,771,752	30,865,549
(b) Cash and Cash Equivalents	12	5,581,475	1,361,388
(c) Trade Receivables	13	223,789,541	285,241,273
(c) Short-Term Loans and Advances	14	52,841,344	24,223,708
(d) Other Current Assets	15	422,422,467	376,490,506
<b>Total</b>		<b>713,769,816</b>	<b>733,298,468</b>

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

**For, B.M. Gattani & Co**

Chartered Accountants

Sd-

B.M. Gattani

**Proprietor**

M.No.47066

Place:- Mumbai

Date:- 03/09/2016

**For & on behalf of the Board**

Sd-

Prof.L.J.Rathi

**Managing Director**

**Din No. 01248081**

Sd-

Hitesh S Gandhi

**Director**

**Din No. 07266308**

Asahi Infrastrucure & Projects Limited

Audited Statement of Profit and Loss for the period ended 31/03/2016

Particulars	Note No	Audited	
		31-03-2016	31-03-2015
I. Revenue from Operations	16	236,129,700	138,752,000
II. Other Income	17	1,092,834	482,674
<b>III. Total Revenue (I +II)</b>		<b>237,222,534</b>	<b>139,234,674</b>
<b>IV. Expenses:</b>			
Purchase of Stock-in-Trade	18	163,953,309	92,929,040
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	27,093,797	1,508,608
Financial costs	20	11,240,820	10,624,490
Depreciation and Amortization Expense	21	7,534,634	8,885,502
Employee Benefites Expenses	22	5,637,872	5,041,850
Other Expenses	23	9,239,082	12,380,713
<b>Total Expenses</b>		<b>224,699,514</b>	<b>131,370,202</b>
V. Profit before exceptional and extraordinary items and tax	(III - IV)	<b>12,523,020</b>	<b>7,864,472</b>
VI. Profit before extraordinary items and tax	(V - VI)	12,523,020	7,864,472
VII. Extraordinary Items			
VIII. Profit Before Tax	(VII - VIII)	12,523,020	7,864,472
IX. Tax Expense:			
(1) Current Tax			
- Income Tax		<b>5,286,284</b>	<b>2,359,342</b>
(3) Deferred Tax			
X. Profit(Loss) from the perid from continuing operations	(IX-X)	<b>7,236,736</b>	<b>5,505,130</b>
XI. Profit/(Loss) from discontinuing operations			
XII. Tax expense of discontinuing operations			
XIII. Profit/(Loss) from Discontinuing operations (XII - XIII)			
XIV. Profit/(Loss) for the period (XI + XIV)		<b>7,236,736</b>	<b>5,505,130</b>
XV. Earning per equity share:			
(1) Basic		<b>0.21</b>	<b>0.16</b>
(2) Diluted		<b>0.21</b>	<b>0.16</b>

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE

FINANCIAL STATEMENTS ARE AN INTERGTRAL PART OF THIS BALANCE SHEET

For, **B.M.Gattani & Co**

Chartered Accountants

Sd-

B.M.Gattani

**Proprietor**

M.No.47066

Place:- Mumbai

Date:- 03/09/2016

For & on behalf of the Board

Sd-

Prof.L.J.Rathi

**Managing Director**

**Din No. 01248081**

Sd-

Hitesh Gandhi

**Director**

**Din No. 07266308**



**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 feature.

**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 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 31,2016 the Revised Schedule VI notified under the Companies Act, 1956, has become applicable to the Company, for preparation and presentation of its financial Statements.

#### **1.14 Related Party Disclosure**

##### **1) Group Companies where common control exist.**

- a) Shri. Ramdeobaba Charitable Society
- b) Asahi Pre- Fab Private Ltd
- c) Assara

##### **2) Key Management Personnel**

- a) Laxminarayan J.Rathi :- Managing Director
- b) Hitesh Gandhi :- Director
- c) Yasmin Khan :- Director
- d) Venketrao Karri :- Director
- e) Nilesh Bhaiya :- Director

#### **1.15(b) Director Sitting Fees**

- a) Yasmin Khan :- Director :- Rs. -87750/-
- b) Venketrao Karri :- Director :- Rs. -87750/-
- c) Nilesh Bhaiya :- Director :- Rs. -87750/-

**Asahi Infrastructure & Projects Limited**  
**Notes to Accounts for period ended 31/03/2016**

**Note : 2 Share Capital**

Sr. No	Particulars	Audited	Audited
		31-03-2016	31-03-2015
1	<b>AUTHORIZED CAPITAL</b> 50000000 Equity Shares of Rs. 10/- each	500,000,000	500,000,000
		<b>500,000,000</b>	<b>500,000,000</b>
2	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b> 35070960 Equity Shares of Rs. 10/- each,	350,796,000	350,796,000
	<b>Total</b>	<b>350,796,000</b>	<b>350,796,000</b>

**Reconciliation of No. Of Shares**

	31-03-2016	31-03-2015
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	<b>350,796,000</b>	<b>350,796,000</b>

**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	31-03-2016	31-03-2015
1	<b>Share Premium</b> Opening balance	29,575,000	29,575,000
	Add:- For the Year	-	-
		29,575,000	29,575,000
2	<b>Profit &amp; Loss Account</b> Surplus - Opening Balance	163,131,083	81,575,852
	Add: Net Profit after tax transferred from Statement from Profit & Loss	7,236,736	5,505,130
3	General Reserve	76,050,101	76,050,101
	Balance in Profit & Loss (A-B)	246,417,920	163,131,083
	<b>Total</b>	<b>275,992,920</b>	<b>192,706,083</b>

**Note : 4 Short Term Borrowings**

Sr. No	Particulars	31-03-2016	31-03-2015
1	Short Term Borrowings	6,740,589	6,740,589
		<b>6,740,589</b>	<b>6,740,589</b>

**Asahi Infrastructure & Projects Limited**  
**Notes to Accounts for period ended 31/03/2016**

<b>Note : 5 Long Term Borrowings</b>		<b>31-03-2016</b>	<b>31-03-2015</b>
1	Loan For Vehicle	455,293	2,276,466
2	Loan From Directors	-	155,495
3	Other loans and advances	1,041,524	14,154,160
4	Term Loan From SBBJ Bank	70,838,672	70,000,000
	<b>Total</b>	<b>72,335,489</b>	<b>86,586,121</b>

**Note : 6 Deferred Tax**

<b>Sr. No</b>	<b>Particulars</b>	<b>31-03-2016</b>	<b>31-03-2015</b>
1	Deferred Tax Liability	-	-

**Note : 7 Other Current Liabilities**

<b>Sr. No</b>	<b>Particulars</b>	<b>31-03-2016</b>	<b>31-03-2015</b>
1	Provision For Expences	769,923	3,095,178
2	Provision For Fees	341,080	150,000
3	Other Payable	449,357	436,269
4	TDS Payable	89,562	52,154
	<b>Total</b>	<b>1,649,923</b>	<b>3,733,592</b>

**Note: 8 Trade Payables**

<b>Sr. No</b>	<b>Particulars</b>	<b>31-03-2016</b>	<b>31-03-2015</b>
1	<b>Trade Payable</b>	968,611	90,376,741
	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 basis of information available with the company.		
		<b>968,611</b>	<b>90,376,741</b>

**Note : 9 Short Term Provisions**

<b>Sr. No</b>	<b>Particulars</b>	<b>31-03-2016</b>	<b>31-03-2015</b>
1	<u>OTHER PROVISION</u> Provision For Income Tax	5,286,284	2,359,342
	<b>Total</b>	<b>5,286,284</b>	<b>2,359,342</b>

Asahi Infrastructure & Projects Limited

Notes Forming Part of the Balance Sheet

Note : 11 Inventories

		Audited	Audited
Sr. No	Particulars	31-03-2016	31-03-2015
1	<b>STOCK IN TRADE</b> Closing Stock at lower cost	3,771,752	30,865,549
	<b>Total</b>	<b>3,771,752</b>	<b>30,865,549</b>

Note : 12 Cash & Cash Equivalent

Sr. No	Particulars	31-03-2016	31-03-2015
1	<b>Bank Balance</b> Current Account	604,073	1,20,9243
	<b>Sub Total (A)</b>	<b>604,073</b>	<b>1,209,243</b>
2	<b>Cash-in-Hand</b> Cash Balance	4,977,402	152,145
	<b>Sub Total (B)</b>	<b>1,977,402</b>	<b>152,145</b>
	<b>Total [ A + B ]</b>	<b>5,581,475</b>	<b>1,361,388</b>

Note : 13 Trade Receivables

Sr. No	Particulars	31-03-2016	31-03-2015
	Outstanding For More Than Six Month	187,596,157	26,325,124
	Outstanding For Less Than Six Month	36,193,384	258,916,149
	<b>Total</b>	<b>233,002,175</b>	<b>285,241,273</b>

Note :14 Short Terms Loans and Advances

Sr. No	Particulars	31-03-2016	31-03-2015
1	Deposit For Office	485,492	314,491
2	Advance Tax and TDS	5,286,284	2,303,641
3	Vat Receivable Under Affordable Housing	14,212,145	3,351,452
4	Loan & Advance and Other	32,857,423	18,254,124
	<b>Total</b>	<b>52,841,344</b>	<b>24,223,708</b>

Note : 15 Other Current Assets

Sr. No	Particulars	31-03-2016	31-03-2015
1	Preliminary Expenses	7,937,646	10,706,469
2	Investment at Branch Dubai	226,425,961	226,879,721
3	FD at Bank	3,804,534	26,500,000
4	Work in Progress	32,154,124	36,354,215
5	TDR Received	152,100,202	76,050,101
	<b>Total</b>	<b>422,422,467</b>	<b>376,490,506</b>

**Asahi Infrastructure & Projects Limited**  
**Notes Forming Part of the Profit and Loss Statement**

**Note : 16 Income from Operations**

		<b>Audited</b>	<b>Audited</b>
<b>Sr. No</b>	<b>Particulars</b>	<b>31-03-2016</b>	<b>31-03-2015</b>
1	Contract Sale ( Under IHSDP Gov Work /Other )	236,129,700	138,752,000
	<b>Total</b>	<b>236,129,700</b>	<b>138,752,000</b>

**Note : 17 Other Income**

<b>Sr. No</b>	<b>Particulars</b>	<b>31-03-2016</b>	<b>31-03-2015</b>
1	Interest	402,053	482,674
2	Profit on Sale of Fixed Asset	690,781	-
	<b>Total</b>	<b>1,092,834</b>	<b>482,674</b>

**Note : 18 Cost of Material Consumed**

<b>Sr. No</b>	<b>Particulars</b>	<b>31-03-2016</b>	<b>31-03-2015</b>
1	Contract Purchase ( Under Affordable Housing Work )	118,537,109	63,499,398
2	Cost for Labour & Wages at site	45,416,200	29,429,642
	<b>Total</b>	<b>163,953,309</b>	<b>92,929,040</b>

**Note : 19 Change in Inventories**

<b>Sr. No</b>	<b>Particulars</b>	<b>31-03-2016</b>	<b>31-03-2015</b>
1	Opening Stock		
	Stock of share	30,865,549	32,374,157
	Less : Closing Stock		
	Stock of share	3,771,752	30,865,549
	<b>Total</b>	<b>27,093,797</b>	<b>1,508,608</b>

**Note : 20 Financial Cost**

<b>Sr. No</b>	<b>Particulars</b>	<b>31-03-2016</b>	<b>31-03-2015</b>
1	Interest Expense	11,202,086	4,852,234
2	Bank Charges	38,734	121,306
3	Loan Processing Fees	-	5,650,950
	<b>Total</b>	<b>11,240,820</b>	<b>10,624,490</b>

**Note : 21 Depreciation & Amortised Cost**

Sr. No	Particulars	31-03-2016	31-03-2015
1	Depreciation	3,765,811	5,316,679
2	Preliminary Expenses	3,768,823	3,568,823
	<b>Total</b>	<b>7,534,634</b>	<b>8,885,502</b>

**Note : 22 Employee Benfite Expenses**

Sr. No	Particulars	31-03-2016	31-03-2015
1	Salary & wages paid	4,937,615	4,201,542
2	Staffwelfare Expenses	700,257	840,308
	<b>Total</b>	<b>5,637,872</b>	<b>5,041,850</b>

**Note : 23 Administration and Other Expenses**

Sr. No	Particulars	31-03-2016	31-03-2015
1	Audit Fees	200,000	100,000
2	Electricity Expenses	1,399,360	1,272,145
3	Transport	1,597,360	1,452,145
4	Filling Fees	392,190	88,215
5	General Expenses	236,963	215,421
6	Insurance Charges	159,673	145,157
7	Legal & Professional Fees	294,667	2,946,667
8	Petrol & Fuel Exp.	1,228,715	1,117,014
9	Postage & Telegraph Exp.	136,995	124,541
10	Printing & Stationery Exp.	218,402	198,547
11	Rent & Taxes	327,330	467,614
12	Repair & Maintance Exp.	158,194	143,813
13	Telephone & Internate Expenses	288,575	262,341
14	Travelling Expenses	1,687,957	625,415
15	Director Remuneration	-	2,400,000
18	Hire Charges of machineries at Site	313,636	285,124
19	Annual Meeting Expenses	58,410	53,100
20	Audit Committee Fees	38,291	34,810
21	Book & Periodical Charges	7,246	6,587
22	Director Sitting Fees	263,250	175,500
23	ROC Exp	23,597	21,452
24	Advertiesment & Business promotion	208,273	245,105

<b>Total</b>	<b>9,239,082</b>	<b>12,380,713</b>
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**Asahi Infrastructure & Projects Limited**  
**GROUPING SCHEDULE FORMING PART OF BALANCE SHEET**  
**31-03-2016**

**GROUPINGS:**

	<u>31-03-2016</u>	<u>31-03-2015</u>
<b>SECURED LOAN</b>		
Bank CC Limit	6,740,589	6,740,589
	<u>6,740,589</u>	<u>6,740,589</u>
<b>UNSECURED LOAN</b>		
Vehicle Loan	455,293	2,276,466
Loan From Directors	-	155,495
Other Loan/ Advance	1,041,524	14,154,160
	<u>1,496,817</u>	<u>16,586,121</u>
From Share Holder	<u>NA</u>	<u>-</u>
Share Application Money Pending Allotment	<u>NA</u>	<u>-</u>
<b>BALANCE WITH BANK</b>		
	<u>31-03-2016</u>	<u>31-03-2015</u>
1 SBBJ Jhunjhunu	604,073	1,209,243
	<u>604,073</u>	<u>1,209,243</u>



**Asahi Infrastructure & Projects Limited**

**Financial Year : 01.04.15 to 31.03.16**

**Stock Valuation as on 31/03/2016**

Name of the Scrip	Quantity (No's) M.Ton as per tally	Cost Price Per Ton	Closing Stock
1	2	3	4
M.S.Plate	5.26	34275	180287
M.S.Angle	7.40	34370	254338
G.P.Sheet	6.24	34844	217427
M.S.Beam	5.23	34600	180958
M.S.Channel	7.42	42660	316537
C.R.Sheet	14.63	35063	512972
Cement ( Bag )	458	275	125950
Steel Bar	29	31217	913097
Bricks ( No.)	-	-	625424
Other Raw material	-	-	444763
<b>TOTAL</b>	<b>533</b>		<b>3771752</b>

**ASAHI INFRASTRUCTURE & PROJECTS LIMITED**  
B-302, Yaswant Shopping Center, Opp Borivali Railway Station Borivali East

**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 28<sup>th</sup> Annual General Meeting of the Company at “**Veg Treat Hotel**” L.T.Road, Vazira Naka, Near Ganpati Temple, Borivali West. Maharashtra on Friday the 30<sup>th</sup> September, 2016 at 12.30 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.

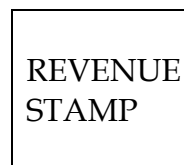
**ASAHI INFRASTRUCTURE & PROJECTS LIMITED**  
B-302, Yaswant Shopping Center, Opp Borivali Railway Station Borivali East  
**PROXY FORM**

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 28<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held at **“Veg Treat  
Hotel” L.T.Road, Vazira Naka, Near Ganpati Temple, Borivali West. Maharashtra**, Maharashtra  
on Friday the 30<sup>th</sup> September, 2016 at 12.30 p.m. and at any adjournment thereof.

Signed this..... day of ....., 2016.

Reg. Folio No.....

No. of Shares .....



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**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.

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**BOOK POST**

**TO**

IF UNDELIVERED PLEASE RETURN TO:-

**ASAHI INFRASTRUCTURE & PROJECTS LTD.,**  
B-302, Yaswant Shopping Center,  
Opp Borivali Railway Station  
Borivali East





**Form A**

Format of the Covering Letter of the Annual Report to be filed with the Stock Exchange.

- 1) Name of the Company :- **Asahi Infrastructure & Projects Limited**
- 2) Annual Financial Statement For the Year Ended :- **31<sup>st</sup> March 2016**
- 3) Type of Audit Observation:- **Unqualified**
- 4) Frequency of Observation: - **Not Applicable.**
- 5) To be Signed By :-

a) Mr. Laxminarayan J.Rathi  
(Managing Director)



b) Mr. Hitesh Gandhi  
(Director)



c) Mrs. Yasmin Khan  
(Audit Committee Chairman)



d) B.M.Gattani & Co  
(Auditor)



MUMBAI : R. No. 501, 120/122 Ishani Building, Modi Street, Fort, MUMBAI - 01. ☎ : +91-22-22617499, 093210 22651  
 JHUNJHUNU : Opp. Gadia Bhawan, Modi Road, Jhunjhunu - 333 001. Raj. ☎ : +91-1592-238530, 09872976790 - 99,  
 NAGPUR : Plot No.1, Flat No.102, Rana Apartment, Trupali Baleji CHS, Koradi Road, NAGPUR - 440 012. Mah. ☎ : + 91-712-2612104, 098699 26690 - 98