

## A INFRASTRUCTURE LIMITED

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### CORPORATE INFORMATION

#### **BOARD OF DIRECTORS**

- |                            |                     |
|----------------------------|---------------------|
| 1. Shri S. K. Kanoria      | Managing Director   |
| 2. Shri M. L. Goyal        | Director            |
| 3. Shri K. G. Dave         | Director            |
| 4. Shri R. K. Mishra       | Director            |
| 5. Shri S. L. Jain         | Director            |
| 6. Shri Darvinder Ambardar | Whole Time Director |

#### **PRESIDENT**

Sh. R. L. Adya

#### **SR. VICE PRESIDENT (FINANCE)**

Sh. S. B. Vijay

#### **COMPANY SECRETARY**

Mr. Lokesh Mundra

#### **AUDITORS**

M/s Agiwal & Associates  
Chartered Accountants  
New Delhi

#### **BANKERS**

State Bank of Bikaner & Jaipur  
Bank of Baroda  
State Bank of Patiala

#### **REGISTERED OFFICE & WORKS**

P.O. Hamirgarh- 311 025  
District- Bhilwara (Rajasthan)  
Phone : 01482-286102,  
FAX : 01482-286104  
Web:www.ainfrastructure.com  
Email : bhilwara@kanoria.org  
CIN : L25191RJ1980PLC002077

#### **CORPORATE OFFICE**

A-9-A, Green Park  
New Delhi - 110016

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**NOTICE TO THE SHAREHOLDERS**

**NOTICE** is hereby given that the 34<sup>th</sup> Annual General Meeting of the Shareholders of **M/s A INFRASTRUCTURE LIMITED (Formerly known as "Shree Pipes Ltd.")** will be held on Friday, 26<sup>th</sup> September, 2014 at 3.00 p.m. at its Registered Office at Hamirgarh -311025, Distt. Bhilwara (Rajasthan) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 and Statement of Profit & Loss for the financial year ended on that date together with the Director's Report and Auditor's Report thereon.
2. To appoint a Director in place of Shri Darvinder Ambardar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** that pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s Agiwal and Associates, Chartered Accountants (Firm Registration Number 000181N), the retiring Auditors of the Company, be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM ) at such remuneration plus service tax, out of pocket, travelling and living expenses etc. as may be mutually decided by the Board of Directors."

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass, with or without modification (s), following resolution as an **Ordinary Resolution :**  
**"RESOLVED THAT** pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby accorded to appoint Mrs. Priyadarshinee Kanoria as a Director of the Company liable to retire by rotation."
5. To consider and if thought fit, to pass, with or without modification (s), following resolution as an **Ordinary Resolution :**  
**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sh. M. L. Goyal (DIN : 01427276), a Non- Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for five consecutive years with effect from the date of the Annual General Meeting to be held on 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019 with an option to retire from the office at any time during the term of appointment but he shall not be liable to retire by rotation."
6. To consider and if thought fit, to pass, with or without modification (s), following resolution as an **Ordinary Resolution :**  
**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sh. K. G. Dave (DIN : 00282707), a Non- Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for five consecutive years with effect from the date of the Annual General Meeting to be held on 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019 with an option to retire from the office at any time during the term of appointment but he shall not be liable to retire by rotation."

7. To consider and if thought fit, to pass, with or without modification (s), following resolution as an **Ordinary Resolution** :  
**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sh. R. K. Mishra (DIN : 02773366), a Non- Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for five consecutive years with effect from the date of the Annual General Meeting to be held on 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019 with an option to retire from the office at any time during the term of appointment but he shall not be liable to retire by rotation."
8. To consider and if thought fit, to pass, with or without modification (s), following resolution as a **Special Resolution**:  
**"RESOLVED THAT** in supersession of Resolution No. 2 passed at the Extra - Ordinary General Meeting of the Company held on 28<sup>th</sup> August, 2006 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to the Board of Directors of the company for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the company (apart from temporary loans obtained or to be obtained from the Bankers of the company in the ordinary course of business) may exceed the aggregate of the paid up capital of the company and its free reserves that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 300 crores (Rupees Three Hundred Crores)."  
**"RESOLVED FURTHER THAT** consent of the company be and is hereby also accorded to the Board of Directors of the Company to mortgage and/or charge on such terms and conditions as they may think fit, all or any of the movable and immovable properties both present and future at one time or from time to time in favour of the Financial Institutions, NBFC and bankers of the company, whom company may approach for loan."  
**"RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to accept the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such act, deeds and things, to execute all such documents, instruments and writing as may be required."
9. To consider and if thought fit, to pass, with or without modification (s), following resolution as a **Special Resolution**:  
**"RESOLVED THAT** pursuant to the provision of section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) and subject to confirmation by members in general meeting, Shri Darvindar Ambardar be and is hereby re-appointed as Whole Time Director (Designated as Dy. G. M. Commercial of the Company), liable to retire by rotation, for a period of 5 years with effect from 22<sup>nd</sup> April, 2014 and remuneration subject to ceiling of Rs. 15 Lacs per annum to be paid is hereby approved, with the liberty and power to the Board of Directors (including its committee constituted for the purpose) to grant increment and to alter and vary from time to time the amount and type of perquisites to be provided to Shri Darvindar Ambardar so as not to exceed the remuneration limit as specified in Schedule V of the Act or any amendment thereof."  
**RESOLVED FURTHER THAT** Shri S. K. Kanoria, Managing Director or Shri Lokesh Mundra, Company Secretary of the Company, be and is hereby authorized to sign & file necessary forms to ROC and to do all such acts, deeds and things as are necessary to give effect to the aforesaid resolution.
10. To consider and if thought fit, to pass, with or without modification (s), following resolution as an **Special Resolution**:  
**"RESOLVED THAT** pursuant to the provision of section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) and subject to approval of Members in General Meeting and such other approvals as may

**A INFRASTRUCTURE LIMITED**

be necessary, Mrs. Priyadarshinee Kanoria be and is hereby appointed as Whole Time Director (Designated as "Senior Executive") of the Company liable to retire by rotation, for a period of 5 (Five) years with effect from 30<sup>th</sup> September, 2014 and remuneration subject to ceiling of Rs. 35 Lacs per annum to be paid is hereby approved, with liberty to the Board of Directors (hereinafter referred to as at the Board which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** Shri S. K. Kanoria, Managing Director or Shri Darvinder Ambardar, Director or Shri Lokesh Mundra, Company Secretary of the Company, be and is hereby authorized to sign & file necessary forms to ROC and to do all such acts, deeds and things as are necessary to give effect to the aforesaid resolution.

By order of the Board

Place : Delhi  
Date : 30.05.2014

Sd/-  
Lokesh Mundra  
Company Secretary

**Notes:**

1. A Member entitled to attend and vote at the Annual General Meeting (the Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the Proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of Meeting.
2. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
4. The Company's Register of Members and Transfer Books of the Company will remain closed from 17<sup>th</sup> September, 2014 to 26<sup>th</sup> September, 2014 (both days inclusive).
5. Members are requested:
  - (i) to kindly notify the change of address, if any to the Company.
  - (ii) to deposit the duly completed Attendance Slip at the Meeting.

**Information required under Schedule V of the Companies Act, 2013 and clause 49 of the listing agreement is given below:**

**1. General Information**

- 1) Nature of Industry: Asbestos Pipe and Roofing sheet industry.
- 2) Date or expected date of commencement of commercial production: Company is in operations for over 29 years.
- 3) Financial performance

(₹ in Lacs)

Particulars	Year 2013-14	Year 2012-13	Year 2011-12
Revenue from Operations	28757	23583	23029
Profit after tax for the year	102	153	151

Annual Report for the year 2013-2014 is attached with this notice.

- 4) Export performance and net foreign exchange collaborations: Not applicable
- 5) Foreign Investment or collaborators, if any: Not applicable

**II Information about the Appointee: Appointment of Mrs. Priyadarshinee Kanoria has been made during the year under the review.**

**III Other Information**

**Reason for inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms.**

The Company has been profitable. There is pressure on margin due to new entrants in the AC Sheet market besides foreign exchange fluctuation and increase in fiber cost during last year. The Company has taken appropriate steps to ensure profitability. The performance for the year ended is more fully given in the director report to the shareholders.

By order of the Board

Place : Delhi  
Date : 30.05.2014

Sd/-  
Lokesh Mundra  
Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1)  
OF THE COMPANIES ACT, 2013****Item No. 4**

Mrs. Priyadarshinee Kanoria was appointed as Additional Director of the Company with effect from 14<sup>th</sup> August, 2014 pursuant to provisions of Section 161 of the Companies Act, 2013.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from a member signifying his intention to propose Mrs. Priyadarshinee Kanoria, as a Director of the Company along with a deposit of Rs. 1,00,000/- as required under the aforesaid Section. Except Mrs. Priyadarshinee Kanoria and Mr. Sanjay Kumar Kanoria (Husband of Mrs. Priyadarshinee Kanoria) none of the other Directors of the Company is in any way concerned or interested in the resolution.

Your Directors recommend the resolution for your approval.

**Item No. 5**

Shri M. L. Goyal is a Non-Executive Independent Director of the Company. He joined the Board in 01<sup>st</sup> October, 2007 and he is liable to retire by rotation under the erstwhile applicable provisions of the Companies Act, 1956 but this provision is no longer applicable on Independent Directors under the Companies Act, 2013. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Shri M. L. Goyal being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for the term of five consecutive years from the date of this meeting till 26<sup>th</sup> September 2019. Sh. M. L. Goyal is already Independent Director of the Company and he is regularized as such under the provisions of Companies Act, 2013 and Listing Agreement. In the opinion of the Board, Shri M. L. Goyal fulfills the conditions specified in the Company Act, 2013 and Rules made there under and under Listing Agreement for his appointment as an Independent Director of the Company. The Board considers that Sh. M. L. Goyal's continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. A copy of the draft letter for appointment of Shri M. L. Goyal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Shri M. L. Goyal as an Independent Director, for the approval by the shareholders of the Company. Except Shri M. L. Goyal being an appointee, none of the Directors and the Key Managerial Personnel of the Company, including their relatives, is in any way, concerned or interested, financially or otherwise, in the said resolutions. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchange.

**Item No. 6**

Shri K. G. Dave is a Non-Executive Independent Director of the Company. He joined the Board in 30<sup>th</sup> December, 1999 and he is liable to retire by rotation under the erstwhile applicable provisions of the Companies Act, 1956 but this provision is no longer applicable on Independent Directors under the Companies Act, 2013. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Shri K. G. Dave being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for the term of five consecutive years from the date of this meeting till 26<sup>th</sup> September 2019. Sh. K. G. Dave is already Independent Director of the Company and he is regularized as such under the provisions of Companies Act, 2013 and Listing Agreement. In the opinion of the Board, Shri K. G. Dave fulfills the conditions specified in the Company Act, 2013 and Rules made there under and under Listing Agreement for his appointment as an Independent Director of the Company. The Board considers that Sh. K. G. Dave's continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. A copy of the draft letter for appointment of Shri K. G. Dave as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Shri K. G. Dave as an Independent Director, for the approval by the shareholders of the Company. Except Shri K. G. Dave being an appointee, none of the Directors and the Key Managerial Personnel of the Company, including their relatives, is in any way, concerned or interested, financially or otherwise, in the said resolutions. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchange.

**Item No. 7**

Shri R. K. Mishra is a Non-Executive Independent Director of the Company. He joined the Board in 22<sup>nd</sup> April, 2009 and he is liable to retire by rotation under the erstwhile applicable provisions of the Companies Act, 1956 but this provision is no longer applicable on Independent Directors under the Companies Act, 2013. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Shri R. K. Mishra being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for the term of five consecutive years from the date of this meeting till 26<sup>th</sup> September 2019. Sh. R. K. Mishra is already Independent Director of the Company and he is regularized as such under the provisions of Companies Act, 2013 and Listing Agreement. In the opinion of the Board, Shri R. K. Mishra fulfills the conditions specified in the Company Act, 2013 and Rules made there under and under Listing Agreement for his appointment as an Independent Director of the Company. The Board considers that Sh. R. K. Mishra's continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. A copy of the draft letter for appointment of Shri R. K. Mishra as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Shri R. K. Mishra as an Independent Director, for the approval by the shareholders of the Company. Except Shri R. K. Mishra being an appointee, none of the Directors and the Key Managerial Personnel of the Company, including their relatives, is in any way, concerned or interested, financially or otherwise, in the said resolutions. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchange.

**Item No. 8**

The Shareholders of the Company had, vide dated 28<sup>th</sup> August, 2006, authorized the Board by way of Ordinary Resolutions under the provisions of Section 293(1)(a) and (d) of the Companies Act, 1956, the following :

- (i) borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of 150 crores at any point of time; and
- (ii) creation of a mortgage or charge for the said borrowings, as security by way of mortgage/hypothecation on the Company's assets in favour of Company's Bankers/Financial Institutions/other investing agencies and trustees for the amounts borrowed i.e. upto 150 crores, including commission, cost charges, expenses and other monies that may become payable by the company to them in respect of loan(s) issued/to be issued by them on behalf of the company.

Taking into consideration the requirement of additional funds for future expansion of the Company the existing limit of Rs 150 crores sanctioned by the shareholders is inadequate.

The consent and approval of the shareholders is therefore sought in accordance with

the provisions of Section 180(1)(c) of the Companies Act, 2013 to enable the Directors to borrow monies, provided that the total amount so borrowed by the board shall not at any time exceed Rs 300 crores or the aggregate of the paid up capital and free reserve of the Company whichever is higher.

**Under Section 180 of the Companies Act, 2013**, ("the Act") the above powers of the Board are required to be exercised only with the consent of the members by a Special Resolution.

The Ministry of Corporate Affairs ("MCA") has vide its **General Circular No. 4/2014 dated March 25, 2014** clarified that the Ordinary Resolutions passed under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014.

The approval of the Members for the said borrowings and creation of mortgage or charge for the said borrowing is therefore now being sought, by way of Special Resolutions, pursuant to Section 180(1)(c) of the Act, respectively.

The Directors recommend the Resolutions at Item Nos. 8 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item Nos. 8.

**Item No. 9**

Board of Directors recommended re-appointment of Shri Darvinder Ambardar for further period of 5 years with effect from 22<sup>nd</sup> April, 2014 on the following terms and conditions.

1. Shri Darvinder Ambardar shall be Whole -Time Director of the Company for a period period of 5 (Five) years with effect from 22<sup>nd</sup> April, 2014.
2. Shri Darvinder Ambardar shall subject to the superintendence, control and direction of the Board of Directors of the Company shall perform the duties and exercise the power referable or in relation thereto and shall also perform such other duties and exercise such further power as may from time to time be entrusted to or conferred upon him by the Board either alone or jointly with any other person or persons as the Board shall determine.
3. In consideration of his services as the Company's Whole -Time Director, Shri Darvinder Ambardar shall be entitled to receive remuneration from the Company subject to ceiling of Rs. 15 Lacs per annum with the liberty and power to the Board of Directors (including its committee constituted for the purpose) to grant increment and to alter and vary from time to time the amount and type of perquisites to be provided.
4. In the event of absence or inadequacy of profits of the Company in any Financial Year during the term of Shri Darvinder Ambardar's appointment hereunder, he shall for that year receive the same remuneration as in clause 3 herein above within the ceiling limits laid down in Part II of Schedule V of the Companies Act, 2013.
5. Shri Darvinder Ambardar shall not so long as he functions as the Whole -Time Director of the Company, be entitled to receive any fee(s) for attending meetings of the Board or Committee thereof.
6. Shri Darvinder Ambardar shall be entitled to reimbursement of other expenses actually and properly incurred by him in connection with the Companies business.

**Item No. 10**

Mrs. Priyadarshini Kanoria, aged 46 years is graduate. She has rich experience in Asbestos Cement Pipe & Sugar Industry as she had served more than 20 years in these industry. She has also served as Director in Public Limited Companies.

In view of Mrs. Priyadarshini Kanoria vast experience the Board of Directors at its meeting held on 14<sup>th</sup> August, 2014 have appointed Mrs. Priyadarshini Kanoria, as a Whole -Time Director of the Company subject to the approval of the members of the Company for a period of 5 (Five ) years with effect from 30<sup>th</sup> September, 2014.

The term and condition of the appointment of Mrs. Priyadarshinee Kanoria as the Whole -Time Director of the Company may be summarized as follows:

1. Mrs. Priyadarshinee Kanoria shall be Whole -Time Director of the Company for a period period of 5 (Five) years with effect from 30<sup>th</sup> September, 2014.
2. Mrs. Priyadarshinee Kanoria shall subject to the superintendence, control and direction of the Board of Directors of the Company shall perform the duties and exercise the power referable or in relation thereto and shall also perform such other duties and exercise such further power as may from time to time be entrusted to or conferred upon him by the Board either alone or jointly with any other person or persons as the Board shall determine.
3. In consideration of her services as the Company's Whole -Time Director, Mrs. Priyadarshinee Kanoria shall be entitled to receive remuneration from the Company subject to ceiling of Rs. 35 Lacs per annum with the liberty and power to the board of Directors (including its committee constituted for the purpose) to grant increment and to alter and vary from time to time the amount and type of perquisites to be provided.
4. In the event of absence or inadequacy of profits of the Company in any Financial Year during the term of Mrs. Priyadarshinee Kanoria's appointment hereunder, She shall for that year receive the same remuneration as in clause 3 herein above within the ceiling limits laid down in Part II of Schedule V of the Companies Act, 2013.
5. Mrs. Priyadarshinee Kanoria shall not so long as she functions as the Whole -Time Director of the Company, be entitled to receive any fee(s) for attending meetings of the Board or Committee thereof.
6. Mrs. Priyadarshinee Kanoria shall be entitled to reimbursement of other expenses actually and properly incurred by him in connection with the Companies business.

Except Mrs. Priyadarshinee Kanoria and Mr. Sanjay Kumar Kanoria (Husband of Mrs. Priyadarshinee Kanoria), None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolutions at Item Nos. 10.



**ANNEXURE TO NOTICE:****Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting  
(In pursuance of Clause 49 of the Listing Agreements)**

Particulars	Darvinder Ambardar	Mrs. Priyadarshinee Kanoria
Date of Birth	05.01.1965	01.11.1969
Date of Appointment	22.04.2009	14.08.2014
Qualification	Diploma Electrical Engineer & Post graduate in Industrial Relations	Graduate
Experience	He possesses more than 21 year experience in various industries.	She has rich experience in Asbestos Cement Pipe & Sugar Industry as she had served more than 20 years in these industry.
Directorship held in other public Company	None	1. Kanoria Sugar And General Manufacturing Company Limited 2. Lalit Polymers & Electronics Limited 3. Mohindra Udyog Limited
Chairman/ Member of the Committee of the Board of Directors of the Company.	1. Share transfer Committee. 2. Shareholders/ Investors Grievance Committee.	None
No. of shares held in the Company	NIL	NIL

**Details of Independent Directors seeking Appointment/Re-appointment at the forthcoming  
Annual General Meeting  
(In pursuance of Clause 49 of the Listing Agreements)**

Particulars	Sh. M. L. Goyal	Sh. K. G. Dave	Sh. R. K. Mishra
Date of Birth	20.06.1931	24.02.1934	03.01.1948
Date of Appointment	01.10.2007	30.12.1999	22.04.2009
Qualifications	B.A. L.L.B. Sahitya Ratna, I.A.S. (Retd.)	B.E.(Civil), M.E. (Public Health)	M.A., L.T., Adeeba Kamil, I.A.S. (retd.)
Expertise in Specific functional areas	Administration and Management	Technical and administration	Administration and Management
Directorship held in other companies (excluding foreign companies)	1. Major Export Ltd. 2.Lalit Polymers & Electronics Ltd. 3.Manglam Build-Developers Limited	1. Multi Water Technology Private Limited	NIL
Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Shareholders Grievance Committee)	2	NIL	NIL
Number of shares held in the Company	NIL	NIL	NIL

**DIRECTORS' REPORT**

To  
The Members  
Your Directors have pleasure in presenting the 34<sup>th</sup> Annual Report and the Audited accounts for the financial year ended 31<sup>st</sup> March, 2014. Financial highlights are as follows:

**FINANCIAL RESULTS:**

(₹ in Lacs)

Particulars	31.03.2014	31.03.2013
Revenue From Operations	28757	23583
Profit before Depreciation & Interest	1321	1448
Less: Interest	837	829
Profit before Depreciation	484	619
Less: Depreciation	358	359
Profit before tax	126	260
Less: Provision for taxation (including Deferred Tax)	24	107
Profit after tax for the year	102	153

**DIVIDEND**

In order to conserve resources for meeting the Company's future needs, Directors of your company express their inability to recommend any dividend for the financial year 2013-14.

**OPERATIONAL HIGHLIGHTS**

During the year under review production of AC Pipes and AC Sheets was 42,243 Metric Tons and 1,44,578 Metric Tons respectively.

**DIRECTORS' RESPONSIBILITY STATEMENT**

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

- (i) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2014, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;
- (ii) the Directors have selected such accounting policies and applied them consistently and the 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 as at 31<sup>st</sup> March, 2014 and of the profit of the Company for the year ended on that date;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) the Directors have prepared the annual accounts of the Company on a "going concern" basis.

**CORPORATE GOVERNANCE**

Report on Corporate Governance, in terms of clause 49 of the Listing Agreement is annexed and form part of this Annual Report. A Certificate from the Auditors confirming compliance with the conditions of corporate Governance is also annexed.

**THE BOARD OF DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and the Articles of the Association of the Company, Shri Darvinder Ambardar, Director of the Company, would retire by rotation, at the forthcoming Annual General Meeting and, being eligible, offers themselves for re-appointment.

**AUDITORS**

M/s Agiwal and Associates, Chartered Accountants, New Delhi, the Statutory Auditors of the Company, retire at the conclusion of the forthcoming Annual General Meeting of the Company. They have offered themselves for reappointment as statutory auditors and have confirmed that their appointment, if made, will be within the prescribed limits under Section 139 of the Companies Act, 2013. The Directors recommend their re-appointment for the financial year 2014-15 to 2016-17. The observations of the Auditors have been explained in the Notes on accounts and no further explanation is required.

**DEPOSITS**

The Company did not invite/ accept any Fixed Deposits from the public during the year under report.

**PARTICULARS OF EMPLOYEES**

There was no employee drawing remuneration as per limits specified under sub section (2A) of section 217 of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, for the year ended 31<sup>st</sup> March, 2014.

**PERSONNEL**

The directors wish to place on record their appreciation to the employees for their notable contributions to the Company and for the Co-operation extended to the management in maintaining harmonious industrial relations at all the units.

**CONSERVATION OF ENERGY AND FOREIGN EXCHANGE OUTGO**

In accordance with the requirements of section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, with respect to conservation of energy, technology absorption and foreign exchange earnings/outgo are given in Annexure-I and forming part of the report.

**INTERNAL CONTROL SYSTEMS**

The Company believes in formulating adequate and effective internal control systems and implementing the same strictly to ensure that assets and interests of the company are safeguarded and reliability of accounting data and accuracy are ensured with proper checks and balances. The Internal control system is improved and modified continuously to meet the changes in business conditions, statutory and accounting requirements.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them. The Company has robust Management Information System which is an integral part of the control mechanism.

**ACKNOWLEDGEMENT**

Your Directors wish to place on record their gratitude for the valuable guidance and support rendered by the Banks, Government of Rajasthan and various stakeholders, such as, shareholders, customers and suppliers, among others and society at large for their support and cooperation. The Directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success. The Directors look forward to their continued support in future.

For and on behalf of the Board of Directors

Place : Delhi  
Date : 30.05.2014

Sd/-  
Darvinder Ambardar  
**Director**  
DIN : 02672802

Sd/-  
S.K. Kanoria  
**Managing Director**  
DIN : 00067203

## ANNEXURE - I

Information under Section 217(1) (e) of the Companies Act, 1956 read with Companies Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report.

**POWER & FUEL CONSUMPTION :**

Particulars	31.03.2014	31.03.2013
<b>1 Electricity:</b>		
(A) Purchased		
Units(in '00000)	134.37	123.81
Total amount (Rs. in Lacs)	837.81	757.55
Rate/Unit (in Rs.)	6.24	6.12
(B) Own Generation		
Units(in '00000)	1.54	3.20
Unit/Ltr. of Diesel oil	3.40	3.34
Total amount (Rs. in Lacs)	23.97	36.55
Cost/Unit (in Rs.)	15.56	11.44
<b>2. Coal:</b>		
Quantity (in Tones)	3326.060	3264.860
Total cost (Rs. in Lacs )	221.80	228.04
Cost/Tone (in Rs.)	6668.41	6984.57
<b>3. Consumption Per M. T. of production of A. C. Pressure Pipes and Sheets</b>		
Electricity (in Units/per M.T.)	72.75	70.02
Furnace Oil		
Coal (per M.T)	0.02	0.02

**FOREIGN EXCHANGE EARNING AND OUTGO**

The foreign exchange outflow was Rs 9134.50 Lacs (Rs. 7271.34 Lacs previous year) on account of import of raw-material, stores & spares, plant & machinery and foreign traveling. There were export of Rs. 35.33 Lacs during the year to Nepal.

**ENERGY CONSERVATION MEASURES**

Continuous efforts made to reduce coal consumption in Boiler.

For and on behalf of the Board of Directors

Place : Delhi  
Date : 30.05.2014

Sd/-  
Darvinder Ambardar  
**Director**  
DIN : 02672802

Sd/-  
S.K. Kanoria  
**Managing Director**  
DIN : 00067203

**MANAGEMENT DISCUSSION AND ANALYSIS****MANAGEMENT DISCUSSION & ANALYSIS REPORT**

We submit herewith our Management Discussion & Analysis Report on the Company's Business for the year ended 31<sup>st</sup> March, 2014. We have attempted to include on all specified matters to the extent relevant or within limits that in our opinion are imposed by the Company's competitive position.

**OVERVIEW OF INDIAN ECONOMY**

The Indian economy had its own sets of challenges during the year. It dealt with issues like high inflation, tightening monetary policy, weakening industrial growth and investments, depreciating rupee and high crude oil prices. This led to a slowdown in the overall growth of the economy. However, India is expected to gain back its growth momentum in the medium term owing to easing inflationary pressures which would lead to fresh investments in near future.

**COMPANY & INDUSTRY STRUCTURE**

Our Company operates Asbestos Cement Pressure Pipes and Roofing sheets under the brand name of JAI KIRTI. Asbestos Cement Pressure Pipes are used for Portable Water Supply, Casing Pipes in Bore well, Sewage, Irrigation and Optical cables and Roofing Sheet products are used as a roofing material for housing, warehousing and industrial purpose. Industry outlook looks stable in medium term.

**OPERATIONS**

A Summary of key indication is given below:

<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
<b>Production</b>		
- A.C Pressure Pipe (in M.T.)	42243	34539
- A.C roofing Sheet ( in M.T. )	144578	139794
<b>Sales</b>		
- A.C Pressure Pipe (in M.T.)	59109	44045
- A.C roofing Sheet ( in M.T. )	149464	124367
<b>Gross Sales (Rs in Lacs)</b>	<b>28757</b>	<b>23583</b>

Detailed financial and physical performance may be viewed from the Balance Sheet and schedules thereto in the Annual Report.

**ENVIRONMENT & SAFETY**

We are conscious of the need of the environmentally clean and safe operations. Our policy requires all operations to be conducted in way so as to ensure safety of all concerned, compliance of statutory and industrial requirement for environment protection and conservation of natural resources.

**HUMAN RESOURES**

Management recognizes that employees represent our greatest assets. The Company policies are towards betterment of employees.

**ACKNOWLEDGEMENT**

We record our appreciation of all our sincere employees, gratefulness to our shareholders, bank and other stakeholders, and other authorities for their continued support and to customers for their reposing faith and confidence in us.

**CAUTIONARY STATEMENT, RISK AND CONCERNS**

Statement in this " Management Discussion & Analysis" which seek to describe the Company's objective, projection, estimates, expectations or prediction may be considered to be " Forward Looking statement " within the meaning of application securities laws or regulations. The recovery from global economic recession is still shrouded with uncertainty.

Uncertainty about demand conditions regulatory issues as well as sector specific issues have stagnated the growth of the economy .

FOR AND ON THE BEHALF OF THE MANAGEMENT TEAM

Sd/-

**S. K. KANORIA**  
Managing Director  
DIN : 00067203

Place : Delhi  
Date : 30.05.2014

**REPORT ON CORPORATE GOVERNANCE**

Corporate Governance is about commitment to values and about ethical business conduct. It is about how an organization is managed. This includes its corporate and other structure, its culture, policies and the manners in which it deals with various stakeholders. Accordingly, timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is an important part of Corporate Governance.

**A. COMPLIANCE OF MANDATORY REQUIREMENT**

In accordance with clause 49 of the Listing Agreement with the stock exchanges, the details of Corporate Governance Compliances by the Company are as under:

**1. Company's philosophy on corporate governance**

Company believes that good corporate Governance is a basic tool to achieve long term corporate goals and to create shareholder's value on a substantial basis. The Company's philosophy on Corporate Governance envisages attainment of high level of Transparency, accountability and integrity in all its facets including the conduct of its business, its relationship with its stakeholders VIZ Shareholders, employees, Customers, government and the lenders.

**2. The Board of Directors****a) Composition of the Board**

The Board of Directors of the company presently comprises of six Directors. Shri. S. K. Kanoria, Managing Director and Shri. Darvinder Ambardar, whole time Director of the company fall in the category of Executive Directors and Four Directors are in the Category of Non Executive Independent Directors viz Shri. M. L. Goyal, Shri. K. G. Dave, Shri. R. K. Mishra, and Shri. S. L. Jain. None of the Directors are related to each other or to the promoter. Independent Directors play an important role in deliberation at the Board level and bring the company their wide experience in fields of industry, banking and finance, administration and law and contribute significantly to the various Board Committees.

**b) Board Meeting and attendance of the Directors**

During the year under review, Seven Board Meetings were held, the dates being 10<sup>th</sup> April, 2013, 30<sup>th</sup> May, 2013, 14<sup>th</sup> August 2013, 30<sup>th</sup> September, 2013, 14<sup>th</sup> November 2013, 14<sup>th</sup> January, 2014, and 14<sup>th</sup> February 2014. The last AGM was held on 30<sup>th</sup> September 2013. Details of Attendance of directors during 2013-2014 and other particulars regarding their directorship in other companies etc. are given below:-

S. No.	Name	Title	Category	Directorship in other Limited Companies	No. of Board Meeting For 2013-2014		Whether Attended Last AGM
				Members of Board	Total Held	Attendance	
1.	Sh. S. K. Kanoria	Managing Director	Promoter Executive Director	3	7	7	No
2.	Sh. M. L. Goyal	Director	Independent Non Executive Director	2	7	7	Yes
3.	Sh. K. G. Dave	Director	Independent Non Executive	-	7	7	No
4.	Sh. R. K. Mishra	Director	Independent Non Executive	-	7	3	No
5.	Sh. S. L. Jain	Director	Independent Non Executive	-	7	2	No
6.	Sh. Darvinder Ambardar	Wholetime Director	Executive Director	-	7	6	Yes



**c) Remuneration**

Details of remuneration paid to the Directors for the year:

**(I) Executive Directors (Managing /Whole - time Directors)**

The Company pays remuneration only to Executive Directors. The details of remuneration paid to Directors of the Company for the financial year ended 31<sup>st</sup> March, 2014 are as follows:

(₹ in Lacs)

Name	Salary	P.F	Other Perquisites	Total
1. Mr. S. K. Kanoria	30.00	3.60	0.00	33.60
2. Mr. Darvinder Ambardar	4.67	0.56	4.98	10.21

**(II) Non Executive Directors**

Non-Executive Directors are not entitled to any remuneration other than sitting fees for attending the meetings of the Board of Directors and Committee thereof, held during the financial year.

The Board of Directors decided that Sitting Fees to be paid for the financial year 2014-15.

The Company does not have Employee Stock Option Scheme in force.

**d) Code of conduct for members of the board and senior management personnel**

The Board of Directors has adopted code of conduct for Directors and Senior Management. The said code has been confirmed by all the directors and members of the senior management.

As provided under clause 49 of the listing agreement with Stock Exchanges, it is hereby declared that all the Board members and senior management personnel of the Company have confirmed compliance with the code of conduct for the year ended 31.03.2014.

**3. COMMITTEES OF THE BOARD****a) Audit committee**

- (i) In terms of Clause 49 of the Listing Agreement as well as Section 292A of the Companies Act, 1956 the Board has constituted Audit Committee of the Board of Directors. At present the Committee consists of three independent and Non-executive Directors and an executive Director. All members of the committee are financially literate. The Audit Committee; inter alia advises the management on the areas where systems, processes, measures for controlling and monitoring revenue assurance, internal audit can be improved. The minutes of the meetings of the Audit Committee are placed before the Board. The terms of reference to the Audit Committee are in accordance with all the items listed in Clause 49(II) of the Listing Agreement viz review of financial reporting systems, internal control systems, ensuring compliance with regulatory guidelines, discussion on quarterly/ half yearly/ annual financial results, interaction with statutory, internal auditors.
- (ii) Four Meeting of the Audit Committee were held during the year on 30<sup>th</sup> May 2013, 14<sup>th</sup> August 2013, 14<sup>th</sup> November 2013 and 14<sup>th</sup> February 2014.
- (iii) The Constitution of the Committee and the attendance of each member of the Committee are given below:

Sr. No.	Name of the Director	Position	No. of Meeting held during the year	No. of Meetings attended
1	Mr. M. L. Goyal	Chairman	4	4
2	Mr. K. G. Dave	Member	4	2
3	Mr. R. K. Mishra	Member	4	1
4	Mr. S. K. Kanoria	Member	4	4

The Company Secretary acts as the Secretary to the committee.

**b) Remuneration Committee**

- (i) The Remuneration Committee of the Board of Directors has been constituted to recommend/review remuneration to Managing Director/Directors based on their performance and defined assessment criteria. The remuneration

policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing Industry practice. The Committee has been constituted in accordance with the prescribed guidelines. The committee comprises of three Directors, all of them are Non Executive and Independent.

- (ii) The Details of the composition of the Remuneration Committee and the attendance at the Meeting held are as under:

Sr. No.	Name of the Director	Position	No. of Meeting held during the tenure of the member	No. of Meetings attended
1	Mr. K. G. Dave	Chairman	-	-
2	Mr. M. L. Goyal	Member	-	-
3	Mr. R. K. Mishra	Member	-	-

**c) Shareholders' Committees**

- (i) The Company has a Shareholders/Investors Grievance Committee and Share Transfer Committee of Directors to look into the redressal of complaints of investors such as transfer of shares, non-receipt of dividend/notices/annual reports etc.

During the year Shri M. L. Goyal, Director of the company appointed as a member and chairman of the committee. The Board of Directors has constituted following committees for share holders related matters:

**(a) The Shareholders / Investors Grievance Committee**

1. Mr. M. L. Goyal Chairman
2. Mr. S.K. Kanoria Member
3. Mr. Darvinder Ambardar Member

**(b) Share Transfer Committee**

1. Mr. Darvinder Ambardar Chairman
2. Mr. S.K. Kanoria Member
3. Mr. Lokesh Mundra Company Secretary of the Company acting as Secretary of the Committee

No. of Complaints / grievances received from shareholders/stock Exchange/SEBI -10.

No. of complaints not resolved - NIL

Investor grievances are resolved expeditiously. There are no grievances pending as on date.

**4. Shares held by Directors**

Details of Shareholding of Directors as on 31.03.2014 in the Company are as under:

S.No.	Director	No. of Equity Shares
1.	Mr. S. K. Kanoria	198600
2.	Mr. M. L. Goyal	NIL
3.	Mr. K. G. Dave	NIL
4.	Mr. R. K. Mishra	NIL
5.	Mr. S. L. Jain	NIL
6.	Mr. Darvinder Ambardar	NIL

**5. Subsidiary Company:**

The Company does not have any subsidiary Company.

**6. CEO/ Sr. V. P. Finance Certificates:**

The CEO/ Sr. V. P. Finance Certificate as required under clause 49 is enclosed with this report.

**7. General Body Meeting**

The last Three Annual General Meetings were held as per details given below:

Date of AGM	Relevant Financial year	Venue / Location where meeting held	Time of Meeting
30 <sup>th</sup> September 2011	2010-2011	Registered Office & Works at Hamirgarh, Distt. Bhilwara (Rajasthan) 311025	3.00 P.M.
29 <sup>th</sup> September 2012	2011-2012		
30 <sup>th</sup> September 2013	2012-2013		

**8. Disclosures**

- a) Related Party Disclosure: Information on related party disclosure is given in Note No.36 of Notes to the financial statement as per requirements of AS-18 - "Related party disclosures" issued by ICAI.
- b) Disclosure of Accounting Treatment: The Company follows the Accounting Standards as specified in the Companies (Accounting Standard) Rules, 2006 and the relevant provisions of Companies Act, 1956. The Company has not adopted a treatment different from that prescribed in any Accounting Standard, in the preparation of financial statements. The significant accounting policies which are consistently applied are set out in the Annexure to Notes to the Accounts.
- c) Risk Management: The Company has laid down a robust Risk Management Policy, defining Risk profiles involving Strategic, Technological, Operational, Financial, Organizational, Legal and Regulatory risks within a well defined framework. The periodical update on the risk management practices and mitigation plan of the Company are presented to Audit Committee and Board of Director. The Audit Committee and Board periodically review such updates and findings and suggest areas where internal control and risk management practices can be improved.
- d) No money was raised by the Company through public issue, right issue, preferential issues etc. in the last financial year and hence, provision contained in this behalf in Clause 49 of the Listing Agreement are not applicable for Compliance by the Company.

**9. SEBI prescription of Insider Trading:**

As per SEBI guidelines, the Board has designed a code of conduct strictly in accordance with SEBI (Prohibition of Insider Trading) Regulation; 1992. The Code besides other relevant matters prohibits an insider from dealing in shares of the Company while in possession of unpublished price sensitive information in relation to Company. During the time of declaration of results and other material events the trading window is closed as per code.

**10. Whistle Blower Policy**

The Company has laid down "Whistle Blower Policy" for all its employees across the organization. The code lays down that the employees shall promptly report any concern or breach and not to hesitate in reporting a violation or raising a policy concern to concerned superior. The Policy provides that the Company shall support and protect the employees for doing so.

**11. Means of Communication.**

The Company has been sending Annual Reports, Notices and other communication to each shareholder through post or courier.

The quarterly/ annual results of the Company as per the statutory requirement under clause 41 of the Listing Agreement with Stock Exchange are generally published in the Financial Express, Delhi and one regional daily at Bhilwara in the state of Rajasthan.

**12. Appointment/Re- appointment of Directors**

The details of the Directors seeking appointment/ re-appointment have been provided in the Notice of Annual General Meeting attached with this Annual Report.

**13. Compliance Certificate of the Auditors**

Certificate from the Auditors of the Company, M/s Agiwal & Associates, Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is annexed hereinafter.

**14. Secretarial Audit for Reconciliation of Capital**

As stipulated by SEBI, a qualified practicing Company Secretary carries out the secretarial audit to reconcile the total issued capital and paid up capital. This audit is carried out every quarter and report thereon is submitted to the Stock Exchanges.

**15. Management Discussion & Analysis Report (MDAR)**

The Management Discussion & Analysis Report is attached and forms part of the Directors' Report.

**16. General Shareholders information:**

Detailed information in this regard is provided in the section "Shareholders information" which forms part of this Annual Report.

**SHARE HOLDERS INFORMATION**

- a) Annual General Meeting :
- Date and Time: Friday, The 26<sup>th</sup> Sept. 2014 at 3.00 p.m.  
Venue: Works at Hamirgarh Distt. Bhilwara 311025 (Rajasthan)
- b) Financial Calendar :
- The Financial year of the company is 1<sup>st</sup> April to 31<sup>st</sup> March and the financial results are proposed to be declared as per the following tentative schedule:
- |  |                                   |
|--|-----------------------------------|
| Financial reporting for the quarter ending 30 <sup>th</sup> June, 2014   | First fortnight of August, 2014   |
| Financial reporting for the half year ending 30 <sup>th</sup> Sept, 2014 | First fortnight of November, 2014 |
| Financial reporting for the quarter ending 31 <sup>st</sup> Dec, 2014    | First fortnight of February, 2015 |
| Financial reporting for the quarter ending 31 <sup>st</sup> March, 2015  | First fortnight of May, 2015      |
| Annual General Meeting for the year ending 31 <sup>st</sup> March, 2015  | September, 2015                   |
- c) Dividend Payment : Nil
- d) Date of Book Closure : 17<sup>th</sup> September, 2014 to 26<sup>th</sup> September, 2014  
(both days inclusive)
- e) Registered Office: P.O. Hamirgarh Distt. Bhilwara 311025 Rajasthan  
Tel: (01482) 286102, Fax: (01482) 286104  
Email: cs@kanoria.org
- f) Corporate office: A-9-A Green Park Main,  
New Delhi - 110016
- g) Corporate Identification Number L25191RJ1980PLC002077
- h) Listing of Equity Shares on Stock Exchange at:
- The Delhi Stock Exchange Ltd. (DSE)
  - The Jaipur Stock Exchange Ltd. (JSE)

Note: Listing fees for the year 2014-2015 has been paid to DSE & JSE

- i) **Dematerialization of Shares:**
- The shares of the Company are in physical form. Company has applied to NSDL for ISIN Number for equity shares of the company. After receiving ISIN Number from NSDL, the Company shall take necessary steps to dematerialize shares in electronic form.
- j) **Market Price Data:**
- Company's equity Shares are Listed at The Delhi Stock Exchange Ltd & Jaipur Stock Exchange Ltd. There are no trading platforms available either of these stock exchanges hence stock market quote for the company's equity shares is not available.
- k). **Compliance officer:** Mr. Lokesh Mundra, Company Secretary is the Compliance officer. Investor Correspondence should be addressed to:
- Company Secretary**  
A Infrastructure Ltd.  
P.O. Hamirgarh, Distt. Bhilwara 311 025 Rajasthan  
Telephone No. 01482 -286102, 286107 Fax- No.01482- 286104  
Email: cs@kanoria.org.

**l). Share Transfer System:**

Presently, the share transfers received in physical form are processed and the share certificates returned within a period of 15 days from the date of receipt subject to the documents being valid and complete in all respects.

**m) Details of RTA :**

Beetal Financial & Computer Services Pvt Ltd  
Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, behind  
Local Shopping Complex, New Delhi-110062  
Tel: 011-29961281, 29961284

**n) Details of Cost Auditor :**

Mahendra Singh & Co.  
D-411, Sahara Plaza, Patrakarpuram,  
Gomti Nagar, Lucknow - 226010  
Tel: 9335717339, 9453454641

Date of filing of Cost Audit Report :

30<sup>th</sup> December, 2013

**p) Plants location:**

1.	P.O. Hamirgarh, Distt. Bhilwara Rajasthan 311025 Telephone No.01482-286102, 286107 Fax- 01482- 286104 Email: bhilwara@kanoria.org.	2.	Digvijay Nagar, Ranip Ahmedabad, Gujarat Telephone No. 079 -27524830 Fax No.079-27524519 Email: ahmedabad@kanoria.org
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**n) Distribution of shareholding as on 31<sup>st</sup> March, 2014 :**

No. of equity Share	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
Up to 500	1832	93.66	246375	2.31
501 to 1000	74	3.78	64450	0.60
1001 to 2000	22	1.12	32050	0.30
2001 to 3000	6	0.31	13925	0.13
3001 to 4000	2	0.10	7550	0.07
4001 to 5000	4	0.20	17650	0.17
5001 to 10000	3	0.15	20510	0.19
10001 and above	13	0.66	10258915	96.23
<b>GRAND TOTAL</b>	<b>1956</b>	<b>100.00</b>	<b>10661425</b>	<b>100.00</b>

**17. SHAREHOLDING PATTERN AS AT 31<sup>st</sup> MARCH, 2014**

	Category	No. of shares held	Percentage of shareholding
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>		
<b>1</b>	<b>Indian</b>		
(a)	Individual/Hindu Undivided Family	200100	1.88
(b)	Bodies Corporate	7683685	72.07
	<b>Sub Total (A)(1)</b>	<b>7883785</b>	<b>73.95</b>
<b>2</b>	<b>Foreign</b>	0	0
	<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group</b>		
	<b>(A) = (A)(1) + (A)(2)</b>	<b>7883785</b>	<b>73.95</b>

**A INFRASTRUCTURE LIMITED**

	Category	No. of shares held	Percentage of shareholding
<b>(B)</b>	<b>Public Shareholding</b>		
<b>1</b>	<b>Institutions</b>		
(a)	Mutual Fund/UIT	0	0
(b)	Financial Institutions/Banks	301650	2.83
(c)	Venture Capital Fund	0	0
(d)	Insurance Companies	0	0
(e)	Foreign Institutional Investors	0	0
	<b>Sub Total (B)(1)</b>	<b>301650</b>	<b>2.83</b>
<b>2</b>	<b>Non-Institutions</b>		
(a)	Bodies Corporate	2092230	19.62
(b)	Individuals		
i	Individual Shareholders holding nominal share capital in excess of Rs. 1 Lakh	0	0
ii	Individual Shareholders holding nominal share capital up to Rs. 1 Lakh	329260	3.09
(c)	Any other (NRI)	54500	0.51
	Trust	0	0
	<b>Sub Total (B)(1)</b>	<b>2475990</b>	<b>23.22</b>
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>2777640</b>	<b>26.05</b>
	<b>Total (A) + (B)</b>	<b>10661425</b>	<b>100</b>
(C)	Share held by custodians and against which Depository Receipts have been issued	0	
	<b>Grand Total (A) + (B) + (C)</b>	<b>10661425</b>	<b>100</b>

**AUDITOR CERTIFICATE ON CORPORATE GOVERNANCE**

THE MEMBERS OF

**A INFRASTRUCTURE LIMITED**

We have examined the compliance of conditions of Corporate Governance by A Infrastructure Ltd. for the year ended on 31<sup>st</sup> March 2014 as stipulated in Clause 49 of the Listing agreement of the said Company with Stock Exchange(s).

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing agreement.

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

**FOR AGI WAL & ASSOCIATES**  
Chartered Accountants  
(Firm Registration No. 000181N)

Place : Delhi  
Date : 30.05.2014

Sd/-  
D.C. Maheshwari  
Partner  
M. N. 009883

**CERTIFICATE FROM M. D., PRESIDENT AND SR. V. P. FINANCE OF THE COMPANY**

To The Board of Directors,  
**A Infrastructure Limited**

We, the undersigned in our respective capacities in A Infrastructure Ltd. ("the Company"), to the best of our knowledge and belief certify that:

We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2014 and based on our knowledge and belief certify that these statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading and these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal Controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated, based on our most recent evaluation, wherever applicable, to the auditors and audit committee:

- a.) Significant changes, if any in internal control over financial reporting during the year;
- b.) Significant changes, if any in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
- c.) Instances of significant fraud of which we have become aware and to involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR A INFRASTRUCTURE LIMITED

Date : 30<sup>th</sup> May, 2014  
Place : Delhi

Sd/-  
S.B. Vijay  
Sr. V.P. (Fin.)

Sd/-  
R.L. Adya  
President

Sd/-  
S. K. Kanoria  
Managing Director

**DECLARATION PURSUANT TO CLAUSE 49(I)(D) REGARDING COMPLIANCE OF CODE OF CONDUCT BY THE BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL.**

This is to confirm that the Company has adopted the Code of Conduct for its Board Members and Senior Management Personnel.

We confirm that the Company has, in respect of the Financial Year ended 31<sup>st</sup> March, 2014, received from the Senior Management Team of the Company and the Members of the Board a Declaration of Compliance with the Code of Conduct as applicable to them.

We hereby declare that all the members of the Board of Directors and Senior Management Personnel have confirmed compliance with the code of conduct as adopted by the Company.

We further state that to the best of our knowledge and belief, there are no transactions entered into by the company during the year, which are fraudulent, illegal or volatile of the Company's code of conduct.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Executive Directors as on 31<sup>st</sup> March, 2014.

FOR A INFRASTRUCTURE LIMITED

Date : 30<sup>th</sup> May, 2014  
Place : Delhi

Sd/-  
S.B. Vijay  
Sr. V.P. (Fin.)

Sd/-  
R.L. Adya  
President

Sd/-  
S. K. Kanoria  
Managing Director

**INDEPENDENT AUDITOR'S REPORT**

**To the Members of A Infrastructure Ltd.**

**Report on the Financial Statements**

We have audited the accompanying financial statements of A Infrastructure Ltd. ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

- 1. As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 227(3) of the Act, we report that:



- (a) 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.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

FOR AGIWAL & ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 000181N)

Sd/-  
D.C. Maheshwari  
Partner  
M. N. 009883

Place : Delhi  
Date : 30.05.2014

**ANNEXURE TO AUDITORS' REPORT  
RE.: A INFRASTRUCTURE LTD.  
REFERRED TO IN PARAGRAPH (1) OF OUR REPORT OF EVEN DATE  
TO THE MEMBERS OF A INFRASTRUCTURE LTD.  
ON THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

- (i) In respect of its fixed assets:
- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) According to the information and explanations given to us, the Fixed Assets have been physically verified by the Management during the year and no material discrepancies have been noted.
  - (c) In our opinion and according to information and explanations given to us, the Company has not disposed off substantial part of fixed assets during the year.
- (ii) In respect of its inventories:
- (a) The inventory has been physically verified by the management at the end of the year. In our opinion, the frequency of verification is reasonable.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of Inventories followed by the management are found reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) In our opinion and according to information and explanations given to us, the Company is maintaining proper records of its inventories. The discrepancies noticed on verification, where physical verification has taken place, between the physical stocks and book records which are not material in relation to the Company, have been properly dealt with in the books of accounts as informed to us.
- (iii) In respect of unsecured loans:
- (a) During the year, the Company has taken Unsecured Loans from the Companies, firms or other parties listed in the Register maintained under section 301 of the Companies Act, 1956 as explained to us. Maximum amount involved during the year was Rs. 180.34 lakhs from 5 parties. Year-end balance from such parties was Rs. 159.80 lakhs. The rate of interest and other terms & conditions are prima facie not prejudicial to the interest of the Company. The receipt of principal amount and interest are on demand basis.
  - (b) As explained and informed to us, the Company has given unsecured loans to Companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Maximum amount involved during the year was Rs. 821.30 lakhs to 7 parties. Year-end balance from such parties was Rs. 398.92 lakhs. The terms and conditions are prima facie not prejudicial to the interest of the Company. The receipt of principal amount and interest are on demand basis.
- (iv) In our opinion and according to the information and explanations given to us, the Company has an adequate internal control procedure commensurate with its size and nature of its business, for the purchase of inventory, fixed assets and for purchase/sale of goods. During the course of our audit, we have not observed any major weakness in the internal control.
- (v) In respect of the contracts or arrangement referred to in Section 301 of the Companies Act, 1956:
- (a) In our opinion and according to the information and explanations given to us, 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 during the year in pursuance of such contracts and arrangements exceeding value of Rupees five lakhs for each party, have been made at prices which are prima facie reasonable having regard to the prevailing market price at the relevant time except for certain transactions for sale of materials of sub-standard quality.
- (vi) The Company has not accepted any deposits from the public during the year, which covered under section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rule 1975.
- (vii) In our opinion, the Company has an internal audit system, commensurate with the size and nature of its business. The coverage of Internal Audit should be enlarged.
- (viii) The Central Government has prescribed maintenance of the cost records U/S 209(1)(d) of the Companies Act, 1956 in respect to the company's products. We have broadly reviewed the books of accounts & records maintained by the company in this connection and are of the opinion that prima facie, the prescribed accounts and records have been made & maintained. We have however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.
- (ix) In respect of Statutory dues:
- (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Service Tax, Sales Tax, Wealth Tax, Custom Duty, Excise-Duty, Cess and other statutory dues applicable to it.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding, as at 31<sup>st</sup> March, 2014 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are statutory dues which have not been deposited on account of any dispute. (Please Refer Annexure II).
- (x) The Company does not have accumulated losses at the end of the financial year and has not incurred cash losses in the current and immediately preceding financial year.
- (xi) Based on our audit procedures and the information and explanations given by the management we are of the opinion that the company has not defaulted in repayment of dues to financial institutions and banks. There are no debenture holders of the company.
- (xii) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of securities by way of pledge of shares, debentures or other securities.
- (xiii) In our opinion the Company is not a Chit/nidhi/mutual benefit funds/society, therefore the provisions of clause 4(xiii) of the CARO, 2003 are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company
- (xv) In our opinion and according to information and explanations given to us, the Company has given guarantee for loan taken by a corporate entity from a Bank. According to the information and explanation given to us, we are of the opinion that terms and conditions thereof are not prejudicial to the interest of the Company.
- (xvi) On the basis of information and explanations provided to us, the term Loans have been applied for the purposes for which they were raised.
- (xvii) According to the information and explanation given to us and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis have not been generally used for long-term investment.
- (xviii) During the year, the Company has not made any preferential allotment of shares to parties and Companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (xix) As the Company has not issued any debentures, paragraph 4(xix) of the Order is not applicable.
- (xx) During the year, since the Company has not raised money by way of public issue, paragraph 4(xx) of the Order is not applicable.
- (xxi) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither come across any instances of fraud on or by the company noticed or reported during the year, nor we have been informed or such case by the management.

**For AGI WAL & ASSOCIATES**  
Chartered Accountants  
(FRN- 000181N)

Place : New Delhi  
Date : 30-05-2013

Sd/-  
(D.C.Maheshwari)  
**Partner**  
M. No. 009883

**ANNEXURE - II**

(₹ in Lacs)

Nature of Dues	Amount	Period to which the amount relates	Authority where the dispute is pending
Works Contract Tax	34.60	2004-05	D.C.(Appeal), Ahmedabad
Excise duty	1102.32	December 2003- March 2006	CESTAT, New Delhi
Entry Tax	3.90	2006-07	D.C.(Appeal), Bhilwara
Entry Tax	2.48	2007-08	D.C.(Appeal), Bhilwara
Entry Tax	3.15	2008-09	D.C.(Appeal), Bhilwara
Entry Tax	2.90	2009-10	D.C.(Appeal), Bhilwara
Entry Tax	2.71	2010-11	D.C.(Appeal), Bhilwara
Entry Tax	2.61	2011-12	D.C.(Appeal), Bhilwara
Income Tax (TCS )	2.18	2009-10 to 2014-15	Asstt. comm. of income tax ,Udaipur
<b>Total</b>	<b>1156.85</b>		

\*Net of tax deposited including the payment which will be made before filing of the return of income.

**A INFRASTRUCTURE LIMITED**
**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2014**

(₹ in Lacs)

	Particulars	Note No.	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1.</b>	<b>Shareholders' Funds</b>			
	(a) Share Capital	2	1,071.07	1,071.07
	(b) Reserves and Surplus	3	3,964.37	4,024.15
<b>2</b>	<b>Non-current Liabilities</b>			
	(a) Long-term borrowings	4	1,223.03	1,537.53
	(b) Deferred tax liabilities (net)	5	78.27	97.56
	(c) Other long term liabilities	6	941.11	565.03
	(d) Long term provisions (Refer Note 34)		453.65	335.52
<b>3</b>	<b>Current Liabilities</b>			
	(a) Short-term borrowings	7	4,711.03	4,670.43
	(b) Trade payables		4,425.96	3,697.90
	(c) Other current liabilities	8	1,388.82	2,081.20
	(d) Short-term provisions	9	140.13	173.06
	<b>TOTAL</b>		<b>18,397.44</b>	<b>18,253.45</b>
<b>II.</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Fixed assets	10		
	(i) Tangible assets		5,248.57	5,689.41
	(ii) Capital work-in-progress		26.04	46.30
	(b) Non-current Investments	11	62.90	62.90
	(c) Long-term loans and advances	12	186.15	175.74
	(d) Other non-current assets	13	76.67	59.20
<b>2</b>	<b>Current assets</b>			
	(a) Inventories	14	6,276.27	6,605.64
	(b) Trade receivables	15	1,909.89	1,645.00
	(c) Cash and Bank balances	16	780.76	808.75
	(d) Short-term loans and advances (refer note 41)	17	3,826.90	3,120.04
	(e) Other current assets	18	3.28	40.48
	<b>TOTAL</b>		<b>18,397.44</b>	<b>18,253.45</b>
	The notes form an integral part of these financial statements	1-48		

As per our Report of even date attached  
**For AGIWAL & ASSOCIATES**  
 Firm Registration No. 000181N  
 Chartered Accountants

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-  
 D.C.Maheshwari  
**Partner**  
**M.No.009883**

Sd/-  
 Darvinder Ambardar  
**Director**

Sd/-  
 S. K. Kanoria  
**Managing Director**

Delhi, 30<sup>th</sup> May, 2014

Sd/-  
 Lokesh Mundra  
**Company Secretary**

Sd/-  
 S. B. Vijay  
**Sr.V.P. (Fin.)**

Sd/-  
 R. L. Adya  
**President**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

(₹ in Lacs)

	Particulars	Note No.	Year ended 31 <sup>st</sup> March, 2014	Year ended 31 <sup>st</sup> March, 2013
<b>I</b>	<b>Revenue from operations (gross)</b>	19	28,757.33	23,582.58
	Less : Excise Duty		2,432.30	2,190.90
			<b>26,325.03</b>	<b>21,391.68</b>
<b>II</b>	<b>Other Income</b>	20	77.59	23.96
<b>III</b>	<b>Total Revenue ( I + II)</b>		<b>26,402.62</b>	<b>21,415.64</b>
<b>IV</b>	<b>Expenses</b>			
	Cost of materials consumed	21	11,933.97	10,880.25
	Purchases of Stock-in-Trade	22	3,721.57	1,959.68
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	965.38	(1,394.28)
	Employee benefits expenses	24	1,857.10	1,721.55
	Finance costs (Refer Note 43)	25	837.47	828.65
	Depreciation and amortization expenses	26	358.19	359.22
	Other Expenses	27	6,602.31	6,822.04
	<b>Total expenses</b>		<b>26,275.98</b>	<b>21,177.12</b>
<b>V</b>	<b>Profit before exceptional items and tax (III-IV)</b>		126.64	238.52
<b>VI</b>	<b>Exceptional items</b>	28	1.05	(21.44)
<b>VII</b>	<b>Profit/(Loss) before tax (V-VI)</b>		125.59	259.96
<b>VIII</b>	<b>Tax expenses</b>			
	(1) Current tax		42.58	50.96
	(2) Deferred tax		(20.05)	29.22
	(3) Wealth Tax		0.69	0.70
	(4) Tax in respect of earlier years		0.64	25.99
	<b>Total Tax expenses</b>		<b>23.85</b>	<b>106.88</b>
<b>IX</b>	<b>Profit/(Loss) for the year (VII-VIII)</b>		<b>101.73</b>	<b>153.08</b>
<b>X</b>	<b>Earnings per equity share of Rs.10 each</b>			
	(1) Basic		0.95	1.44
	(2) Diluted		0.95	1.44
	The notes form an integral part of these financial statements	1-48		

As per our Report of even date attached  
**For AGIWAL & ASSOCIATES**  
 Firm Registration No. 000181N  
 Chartered Accountants

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-  
 D.C.Maheshwari  
**Partner**  
**M.No.009883**

Sd/-  
 Darvinder Ambardar  
**Director**

Sd/-  
 S. K. Kanoria  
**Managing Director**

Delhi, 30<sup>th</sup> May, 2014

Sd/-  
 Lokesh Mundra  
**Company Secretary**

Sd/-  
 S. B. Vijay  
**Sr.V.P. (Fin.)**

Sd/-  
 R. L. Adya  
**President**

**Note 1 - SIGNIFICANT ACCOUNTING POLICIES**

**A INFRASTRUCTURE LIMITED (the 'Company')** is a public limited company domiciled in India and is listed on the Jaipur Stock Exchange (JSE) and the Delhi Stock Exchange (DSE). The Company is incorporated on 30/08/1980 and formerly known as 'Shree Pipes Ltd.' The Company is mainly engaged in the business of manufacturing and laying & jointing of Asbestos Cement Products.

**1.1 Basis of Preparation of Financial Statements**

The accounts have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 and the relevant provisions thereof. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Revised Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

**1.2 Use of Estimates**

The preparation and presentation of Financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of the Financial Statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates is recognised in the period in which results are known/ materialised.

**1.3 Fixed Assets**

- (i) Lease hold Land, Building, Plant & Machinery, Laboratory Equipments and Electrical Installation as on 01.04.2002 are being stated at revalued amount and additions being made thereafter are stated at cost.
- (ii) All other Fixed Assets are being stated at cost.
- (iii) In case of expansion of Project, direct expenses including borrowing cost attributable to the qualifying assets are being capitalized as part of the cost of assets. Indirect expenses relating to the expansion have been capitalized and added pro rata to the cost of respective assets. Any addition of machinery in Plant has been taken at cost including direct expenditure.

**1.4 Depreciation**

- (i) Depreciation on fixed assets is provided on straight-line method at the rates and manner specified in Schedule XIV of the Companies Act, 1956. Further, in the year of sale of Fixed Assets, depreciation is charged on proportionate basis till the date of its transfer.
- (ii) Full amount of depreciation including on revalued assets is being charged to Profit & Loss account (See Note 33) up to financial year 2004-05. However from the financial year 2005-06, the depreciation on the revalued amount is charged from revaluation reserve.
- (iii) Depreciation on fixed assets arising due to exchange rate fluctuations is charged during the residual life of such assets.
- (iv) Leasehold land is being amortized over the period of lease.

**1.5 Impairment of Assets**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**1.6 Investments**

Current Investments are carried at lower of cost and quoted/fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of Long-Term Investments is made only if such a decline is other than temporary.

**1.7 Claims**

Claims are accounted for on receipt basis.

**1.8 Inventory Valuation**

- (i) Inventories are valued at lower of cost and net realizable value.
- (ii) The Cost of Raw materials, stores, components at factories are taken at weighted average rate, after providing for obsolescence. Spares of irregular use are written off over the life of original equipment.
- (iii) The cost of Finished Goods is determined by taking material, labour and related factory overheads including depreciation on Fixed Assets. The cost of work in process is taken at material cost and stage-wise overhead cost including depreciation on Fixed Assets.
- (iv) Excise duty payable on the stock of finished goods has been added to the value of stock as per guidelines issued by ICAI.

**1.9 Work Contracts**

Revenue in respect of Work Contracts, execution of which is spread over different accounting periods, is recognized on the basis of percentage of completion method in accordance with Accounting Standard 7- "Accounting for Construction Contracts". As per this method, the revenue is recognized in proportion to the actual cost incurred as against the total estimated cost of the project under execution with the Company. Difference between costs incurred plus recognized profit / less recognized losses and the total amount of progress billings is treated as Work-in-progress.

Determination of revenue under the percentage of completion method necessarily involves making estimates by the Company, some of which are of technical nature, relating to the percentage of completion, costs to completion, expected revenue from the contract and the foreseeable losses to completion.

The Company has adopted "percentage of completion method" for working out profit/loss on works contracts undertaken to comply with the guidelines stated in AS-7.

An expense which may occur during warranty period will be charged to Statement of Profit and Loss in the year of occurrence only.

**1.10 Employee Benefits**

Employee Benefits are recognized/accounted for on the basis of revised AS-15 detailed as under:-

- (i) Short Term Employee benefits are recognized as expenses at the undiscounted amount in the Statement of Profit and Loss account of the year in which they are incurred.
- (ii) Employee benefits under defined contribution plans comprise of contribution to Provident Fund. Contributions to Provident Fund are deposited with appropriate authorities and charged to Statement of Profit & Loss account.
- (iii) Employee Benefits under defined benefits plans comprise of gratuity & leave encashment which are accounted for as at the year end based on accrual/actuarial valuation by following the Projected Unit Credit (PUC) method.

**1.11 Sales**

- (i) Sales include excise duty, escalation claims, transport and delivery charges, but net of sales return, trade discount, sales tax and transit loss.
- (ii) Commission on sales is accounted for as and when due after dispatch of Goods and collection charges are accounted for as and when a payment is collected.

**1.12 Deferred Taxation**

- (i) Tax provision is made, in accordance with the Income Tax Act, 1961 including the provisions regarding Minimum Alternate Tax and the contentions of the Company and also the fact that certain expenditure becoming allowable on payment being made before filing of the return of income.
- (ii) The Company has recognized deferred tax, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax asset on account of timing differences is recognised only to the extent there is a reasonable certainty of its realization.

**1.13 Foreign Exchange Transactions**

All foreign currency transactions are accounted for at the rates prevailing on the date of such transaction. Exchange fluctuations on foreign currency transactions other than those related to fixed assets and loans are charged to Statement of Profit & Loss account. Exchange fluctuations on foreign currency loans are apportioned to the original cost of assets acquired through such loans. Other assets & liabilities are converted at the rates prevailing at the end of the year.

**1.14 Lease Accounting**

The assets acquired on lease where a significant portion of the risk and rewards of ownership is retained by the lessor are classified as operating leases. Leave and license fees are charged to the Statement of Profit & Loss Account on accrual basis.

**1.15 Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss account.

**1.16 Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

**1.17** The earnings considered in ascertaining the Company's Earnings Per Share ('EPS') comprise the net profit after tax after reckoning of dividend to equity and preference shareholders. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares.

## A INFRASTRUCTURE LIMITED

(₹ in Lacs)

As at 31<sup>st</sup> March, 2014      As at 31<sup>st</sup> March, 2013

### Note 2 - Share Capital

#### Authorised

1,30,00,000 Equity shares of Rs.10 each	1,300.00	1,300.00
11,00,000 (Previous year 11,00,000) Preference shares of Rs.100 each	1,100.00	1,100.00
	2,400.00	2,400.00

#### Issued

1,08,45,150 Equity shares of Rs.10 each	1,084.52	1,084.52
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#### Subscribed and paid up

1,06,61,425 Equity shares of Rs.10 each, fully paid	1,066.14	1,066.14
Add : Amount forfeited on 1,83,725 shares	4.93	4.93

<b>Total</b>	<b>1,071.07</b>	<b>1,071.07</b>
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### 2.1 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of Shareholder	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Ganga Projects Pvt.Ltd.	1979510	18.57	1979510	18.57
B.S.Traders Pvt.Ltd.	1863550	17.48	1863550	17.48
Alok Fin Trade Pvt.Ltd.	1613125	15.13	1613125	15.13
Anchal Fin Trade Pvt.Ltd.	1385000	12.99	1385000	12.99
Nathdwara Fibre Cement Products Ltd.	1181920	11.09	1181920	11.09
Landmark Dealers Pvt.Ltd.	600000	5.63	600000	5.63

2.2 During the year, there is no change in Authorised Share Capital of Preference Shares & Equity Shares of the company.

2.3 During the year, there is no change in issued, subscribed and paid up Preference Share Capital and Equity Share Capital.

2.4 The Company has only one class of equity shares having par value of Rs. 10 per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

### Note 3 - Reserves and Surplus

#### (a) Capital Reserves

Balance as per last account	17.40	17.40
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#### (b) Capital Redemption Reserve

Balance as per last account	86.70	86.70
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#### (c) General Reserve

Balance as per last account	272.30	272.30
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#### (d) Revaluation Reserves

<b>Opening Balance</b>	1,175.40	1,336.91
Less: Transfer to Profit and Loss account	161.51	161.51
Closing Balance	1,013.88	1175.40

#### (e) Surplus

Opening balance	2,472.36	2,319.28
Add: Net Profit for the year	101.73	153.08
Closing Balance	2,574.09	2,472.36
<b>Total</b>	<b>3,964.37</b>	<b>4,024.15</b>



As at 31<sup>st</sup> March, 2014 As at 31<sup>st</sup> March, 2013**Note 4 - Long Term Borrowings****(a) Secured****Term loans**

From banks

280.82

736.91

From others

4.97

11.32

285.79748.23**(b) Unsecured****(i) Term loan**

From banks

734.33

597.14

From others

-

11.68

734.33608.82

(ii) Loans and advances from related parties (Refer Note 36)

159.80

107.95

(iii) Other loans and advances

43.11

72.54

937.24789.30**Total****1,223.03****1,537.53****Nature of security and terms of repayment for Long Term Secured/unsecured Borrowings:****4.1 Nature of Security**

All term loan Secured by way of first charge on fixed assets of the company to consortium banks and second charge ranking pari-passu on all present and future inventories, book-debts and other current assets and personal guarantees of two Directors of the company.

Vehicle loans are secured by hypothecation of Vehicles.

**4.2 Terms of Repayment**

Term loan amounting to Rs.1800.00 lacs repayable in 24 equal quarterly installments, Term loan amounting to Rs.260.00 lacs repayable in 17 equal quarterly installments, Unsecured Term loan amounting to Rs. 1000.00 lacs repayable in 120 equal monthly installment & Unsecured Term loan amounting to Rs.225.00 lacs repayable in 60 equal monthly installment.

Vehicle loans are repayable over a period of 1 to 5 years.

**Note 5 - Deferred tax liabilities (net)**

Deferred Tax Liability on account of :

- Depreciation

106.07

118.92

- Bad Debts

-

33.52

- Bad debts Recovered

-

2.40

Deferred Tax Asset on account of :

Other Employee benefits

27.79

57.28

**Deferred Tax - (Liability/Assets-Net )****78.27****97.56****Note 6 - Other long term liabilities****Others**

941.11

565.03

(It includes outstanding liabilities, security deposit, trade &amp; expenses payable)

**Total****941.11****565.03**

**Note 7 - Short Term Borrowings**
**Secured**

(a) Working capital loans from banks	4,381.03	3,929.78
(b) Bills purchase limit	330.00	333.92
(c) Stand by line of credit (SLC)	-	303.91

( Working capital loans from banks, Bills purchase limit and SLC are secured by way of hypothecation of all present and future inventories, book-debts and other current assets and second charge ranking pari-passu on all fixed and movable assets both present & future and personal guarantees of two directors of the company)

<u>4,711.03</u>	<u>4,567.62</u>
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**Unsecured**

(a) Loans repayable on demand	-	94.60
(b) Loans and advances from related parties (Refer Note 36)	-	8.21

<u>-</u>	<u>102.81</u>
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<b>Total</b>	<u>4,711.03</u>	<u>4,670.43</u>
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**Note 8 - Other Current Liabilities**

(a) Current maturities of long-term debt	462.07	421.19
(b) Interest accrued but not due on borrowings	0.06	0.01
(c) Statutory dues	74.10	68.62
(d) Advance against Sales	401.18	274.72
(e) Unclaimed redeemable preference share	-	22.00
(f) Other payables	451.40	1,294.67

<b>Total</b>	<u>1,388.82</u>	<u>2,081.20</u>
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**Note 9 - Short-Term Provisions**

(a) Provision for employee benefits(Refer Note 34)	96.86	121.40
(b) Others		
Provision for Income tax & Wealth tax	43.27	51.66
<b>Total</b>	<u>140.13</u>	<u>173.06</u>

(₹ in Lacs)

## Note 10 - Fixed Assets

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as on 01.04.13 ♦	Additions during the year	Sale/ Adjustments	Cost as on 31.03.14	Upto 31.03.13	For the Year (Inclus. On Rev.)	Adjusted in the Year	Total Upto 31.03.14 ♦♦	As on 31.03.14	As on 31.03.13
Lease hold land & Site Development	131.73	26.56	-	158.30	14.17	1.55	-	15.71	142.58	117.57
Free hold land	129.71	-	-	129.71	-	-	-	-	129.71	129.71
Building	1,641.63	-	-	1,641.63	442.75	53.92	-	496.67	1,144.96	1,198.89
Plant & Machinery	7,587.91	13.90	1.02	7,600.79	3,957.95	392.26	1.02	4,349.19	3,251.60	3,629.96
Laboratory Equipments	9.21	-	-	9.21	7.20	0.27	-	7.47	1.74	2.01
Electric Installation	608.00	1.31	-	609.31	216.20	30.33	-	246.53	362.78	391.80
Solar Inverter	-	1.02	-	1.02	-	-	-	-	1.02	-
Water Supply Install.	14.61	-	-	14.61	8.03	0.67	-	8.70	5.91	6.58
Furniture & Fixtures	52.68	3.07	-	55.75	29.91	3.36	-	33.27	22.47	22.77
Office Equipments	30.42	3.95	-	34.37	12.66	1.61	-	14.28	20.09	17.76
Computer	124.33	10.31	-	134.63	82.56	13.71	-	96.28	38.36	41.76
Vehicles	252.56	20.35	5.61	267.31	121.96	22.02	3.98	139.99	127.32	130.61
<b>Total</b>	10,582.79	80.48	6.62	10,656.64	4,893.38	519.70	5.00	5,408.08	5,248.56	5,689.41
Capital work in progress	-	-	-	-	-	-	-	-	26.04	46.30
<b>TOTAL</b>	10,582.79	80.48	6.62	10,656.64	4,893.38	519.70	5.00	5,408.08	5,274.61	5,735.71
<b>Previous Year</b>	10,629.74	51.86	98.80	10,582.79	4,377.92	520.73	5.27	4,893.38	5,689.41	6,251.82

♦ Includes amount added on revaluation of Rs.2467.50 lacs.

♦♦ Includes Rs.2096.06 lacs as Depreciation on Revaluation. (Previous Year Rs.1934.55 lacs)

(₹ in Lacs)

As at 31<sup>st</sup> March, 2014      As at 31<sup>st</sup> March, 2013

## Note 11 - Non-Current Investments

## (a) Investments in Associates

## (Trade, Unquoted)

Chiraj Stock &amp; Securities Pvt.Ltd.

18.00

18.00

(70,000 Equity Shares of Rs. 10 each and  
11,000 Equity Shares of Rs. 100 each)

## (b) Non-Trade Investments

## (Unquoted)

The Anglo French Drugs Industries Ltd.  
(89,800 Equity Shares of Rs. 100 each)

44.90

44.90

**Total****62.90****62.90**

**Note 12 - Long-term Loans and Advances**

<b>(a) Security Deposits</b>		
Unsecured, considered good	111.08	107.19
<b>(c) Other loans and advances</b>		
Unsecured, considered good	75.07	68.54
(It includes Sales Tax recoverable, Income Tax, Prepaid expenses etc.)		
<b>Total</b>	<b>186.15</b>	<b>175.74</b>

**Note 13 - Other non-current assets**

<b>(i) Long term Trade Receivables</b>		
Unsecured, considered good	76.47	58.85
Unsecured, considered doubtful	-	16.69
Less: Allowance for Baddebts	-	(16.54)
	<b>76.47</b>	<b>59.00</b>
<b>(ii) Claims and other receivable</b>		
	0.20	0.20
<b>Total</b>	<b>76.67</b>	<b>59.20</b>

**Note 14 - Inventories**

**(As taken, valued and certified by the Management)**

(a) Raw Materials	2,812.72	2,147.12
(b) Work in progress	1,204.18	1,436.14
(c) Finished goods	1,817.21	2,551.21
(d) Stock-in-trade	31.05	32.56
(e) Stores and spares	371.06	344.19
(f) Loose tools	5.19	5.19
(g) Scrap/Bardana stock & Others	2.91	1.70
(h) Stock at site (Work Contract)	31.96	87.53
<b>Total</b>	<b>6,276.27</b>	<b>6,605.64</b>

**14.1 Details of Raw Materials**

Asbestos Fibre	2,724.42	2,082.61
Cement	73.14	42.73
Fly Ash	3.65	4.46
Silica	-	0.34
Pulp	11.51	16.98
<b>Total</b>	<b>2,812.72</b>	<b>2,147.12</b>

(₹ in Lacs)

	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>14.2 Details of Work in Progress</b>		
A.C.Pressure Pipe	92.75	161.44
A.C.Sheet	1,110.64	1,273.91
Others	0.79	0.78
<b>Total</b>	<b>1,204.18</b>	<b>1,436.14</b>
<b>14.3 Details of Finished Goods</b>		
A.C.Pressure Pipe	838.57	860.47
A.C.Sheet	964.99	1,690.39
Others	13.64	0.35
<b>Total</b>	<b>1,817.21</b>	<b>2,551.21</b>
<b>14.4 Details of Stock -in-trade</b>		
A.C.Pressure Pipe	27.61	28.24
Others	3.45	4.33
<b>Total</b>	<b>31.05</b>	<b>32.56</b>
<b>For Mode of valuation, refer Note 1</b>		
<b>Note 15 - Trade Receivables</b>		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good	4.86	16.06
Unsecured, considered good	1,021.01	552.70
Unsecured, considered doubtful	17.60	18.95
Less: Allowance for bad debts	(17.60)	(18.95)
<b>Total (A)</b>	<b>1,025.87</b>	<b>568.76</b>
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, considered good	751.74	557.09
Unsecured, considered good	132.28	519.14
<b>Total (B)</b>	<b>884.02</b>	<b>1,076.24</b>
<b>Total (A+B)</b>	<b>1,909.89</b>	<b>1,645.00</b>
<b>Note 16 - Cash and Bank balances</b>		
<b>(i) Cash and Cash Equivalents</b>		
(a) Balances with banks	353.69	208.77
(b) Cash on hand	7.63	14.73
(c) Deposit with upto 3 months maturity	138.63	205.74
	<b>499.96</b>	<b>429.24</b>
<b>(ii) Other Bank balances</b>		
(a) Deposit with more than 3 months but upto 12 months maturity	280.80	357.51
(b) FDR for unclaimed redeemable preference share	-	22.00
	280.80	379.52
<b>Total</b>	<b>780.76</b>	<b>808.75</b>

**Note 17 - Short term loans and advances**
**(a) Loans and advances to related parties**

(Refer note 36)

Unsecured, considered good      1,002.19      1,006.63

**(b) Others**

Unsecured, considered good      928.85      635.39

 (It includes interest receivable, CENVAT receivable, VAT receivable,  
Prepaid expenses, TDS, Advances from creditors etc.)

**(c) Loans and advances**

(Related to Licence Agreement, Refer note no.41)      1,895.86      1,478.01

**Total**      **3,826.90**      **3,120.04**
**Note 18 - Other Current Assets**

Contract-in-progress      3.28      40.48

**Total**      **3.28**      **40.48**
**Note 19 - Revenue from operations (Gross)**

Sale of Products      28,262.24      22,661.91

Income from Work Contracts      251.56      722.03

Other operating revenues      243.53      198.63

**Total**      **28,757.33**      **23,582.58**
**19.1 Details of Sale of Products**

A.C.Pressure Pipe      10,387.66      7,550.90

A.C.Sheet      16,302.62      13,914.85

Asbestos Fibre      1,535.21      1,183.18

Others      36.75      12.98

**Total**      **28,262.24**      **22,661.91**
**Note 20 - Other Income**

Miscellaneous Receipts      14.73      10.66

Dividend Income      1.35      1.35

Excess liability/provision written back      61.27      11.88

Insurance Claim Received      0.24      0.08

**Total**      **77.59**      **23.96**

(₹ in Lacs)

**Year ended  
31<sup>st</sup> March, 2014**                      **Year ended  
31<sup>st</sup> March, 2013**

**Note 21 - Cost of Materials Consumed**

**Raw Material**

Opening Stock	2,147.12	1,587.79
Add : Purchases	14,076.10	12,566.95
	<u>16,223.21</u>	<u>14,154.74</u>
Less : Sales/Stock Transfer	1,476.53	1,127.37
	<u>14,746.69</u>	<u>13,027.37</u>
Less : Closing Stock	2,812.72	2,147.12
<b>Total</b>	<b><u>11,933.97</u></b>	<b><u>10,880.25</u></b>

**21.1 Imported and Indigenous Raw Materials Consumed**

Particulars	Year ended 31 <sup>st</sup> March, 2014		Year ended 31 <sup>st</sup> March, 2013	
	Value %	%	Value %	%
Imported	8,075.12	68	7,196.29	66
Indigenous	3,858.86	32	3,683.96	34

**21.2 Value of Imports calculated on C.I.F. basis**

Raw Materials	<u>9,076.41</u>	<u>7,271.34</u>
---------------	-----------------	-----------------

**21.3 Details of Raw Material Consumed**

<b>Particulars</b>		
Asbestos Fibre	8,667.43	7,420.37
Cement	2,603.14	2,858.94
Fly Ash	432.48	335.52
Pulp	222.77	238.09
Silica Powder	0.34	-
Semi Finished Pipes	7.82	27.32
<b>Total</b>	<b><u>11,933.97</u></b>	<b><u>10,880.25</u></b>

**Note 22 - Purchases of Stock-in-trade**

Asbestos Fibre	1,476.53	1,117.27
Others	2,245.04	842.40
<b>Total</b>	<b><u>3,721.57</u></b>	<b><u>1,959.68</u></b>

**Note 23 - Changes in Inventories of Finished goods, work-in-progress and Stock-in-Trade**

**Opening Stock**

Finished Goods	2,551.21	1,536.65
Work in Progress	1,436.14	942.13
Scrap/Bardana stock & Others	29.94	144.22
	<u>4,017.28</u>	<u>2,623.01</u>

**Closing Stock**

Finished goods	1,817.21	2,551.21
Work in Progress	1,204.18	1,436.14
Scrap/Bardana stock & Others	30.52	29.94
	<u>3,051.91</u>	<u>4,017.28</u>
<b>Total</b>	<b><u>965.38</u></b>	<b><u>(1,394.28)</u></b>

**A INFRASTRUCTURE LIMITED**

(₹ in Lacs)

	Year ended 31 <sup>st</sup> March, 2014	Year ended 31 <sup>st</sup> March, 2013
<b>Note 24 - Employee benefits expenses (Refer note 34)</b>		
Salaries, Wages, Bonus etc.	1,566.01	1,451.21
Contribution to provident fund	118.11	107.13
Staff welfare expenses	172.98	163.21
<b>Total</b>	<b>1,857.10</b>	<b>1,721.55</b>
<b>Note 25 - Finance Costs</b>		
Interest Expense	655.53	714.03
Other borrowing costs	181.95	114.63
<b>Total</b>	<b>837.47</b>	<b>828.65</b>
<b>Note 26 - Depreciation and Amortisation Expenses</b>		
Depreciation and Amortisation Expenses	519.70	520.73
Less : Transferred from Revaluation Reserve	161.51	161.51
<b>Total</b>	<b>358.19</b>	<b>359.22</b>
<b>Note 27 - Other Expenses</b>		
Rubber Ring/CID Joints consumed	69.58	95.06
Stores & Spares consumed	171.92	153.08
Power & Fuel	1,165.98	1,124.54
Other Manufacturing Expenses	167.61	117.77
Exchange Difference (Net)	419.55	112.40
Repairs, Maintenance & Replacements	601.20	400.36
Rent	86.28	50.81
Rates & Taxes	24.78	21.13
Electricity & Water Charges	8.90	7.54
Insurance Charges	15.26	18.73
Printing & Stationery	25.29	22.50
Postage, Telegram, Telephone & Telex	37.56	30.54
Motor Vehicle running Expenses	37.86	27.54
Charity & Donation	6.83	0.93
Recruitment Expenses	3.70	1.16
Fee & Subscription	6.59	5.58
Share Listing Fees	-	0.87
Service Tax Expenses	5.52	8.11
Auditors Remuneration	7.57	6.63
Internal Audit fee & Expenses	6.80	0.01
Legal & Professional Expenses	100.91	122.50
Travelling & conveyance Expenses	297.84	274.34
Miscellaneous Expenses	108.46	92.94
Selling and Distribution Expenses	2,735.93	2,569.60
Bad debts and Other recoverable written off	87.99	514.21
Leave & Licence Fees	68.00	92.00
Stores & Spares Written off	10.01	22.51
Raw Material Written off	-	5.46
Expenses on Work Contracts	324.37	658.90
Duties & Taxes paid/provided	0.03	264.32
<b>Total</b>	<b>6,602.31</b>	<b>6,822.04</b>



(₹ in Lacs)

	Year ended 31 <sup>st</sup> March, 2014	Year ended 31 <sup>st</sup> March, 2013
<b>27.1 Imported and Indigenous Stores and Spares Consumed</b>		
	<b>Value %</b>	<b>%</b>
	<b>Value %</b>	<b>%</b>
Imported	58.69	8
Indigenous	681.38	92
	28.20	6
	458.95	94
<b>27.2 Value of Imports calculated on C.I.F. basis</b>		
Stores and Spares	<u>58.09</u>	<u>26.03</u>
<b>27.3 Detail of Repairs, Maintenance &amp; Replacements</b>		
Building	40.83	25.69
Machinery	525.84	345.87
Other Assets	34.53	28.80
<b>Total</b>	<u>601.20</u>	<u>400.36</u>
<b>27.4 Detail of Auditors Remuneration</b>		
Audit fee	5.00	5.00
Out of Pocket Expenses	2.57	1.63
<b>Total</b>	<u>7.57</u>	<u>6.63</u>
<b>27.5 Detail of Selling and Distribution expenses</b>		
Freight & forwarding expenses	1,880.19	1,479.18
Selling Commission	160.83	702.16
Sales Promotion expenses	69.95	40.44
Advertisement & Publicity	384.13	8.23
Breakeges & Misc.deduction	168.13	291.39
Others	72.71	48.20
<b>Total</b>	<u>2,735.93</u>	<u>2,569.60</u>
<b>27.6 Detail of Bad debts and Other recoverable written off</b>		
Bad debts/Advance /Other recoverable written off	89.34	521.66
Less : Provision no longer required written back	1.36	7.44
<b>Total</b>	<u>87.99</u>	<u>514.21</u>
<b>Note 28 - Exceptional Items</b>		
Loss/(Profit) on sale/discard of Fixed Assets	1.05	(21.44)
<b>Total</b>	<u>1.05</u>	<u>(21.44)</u>

## A INFRASTRUCTURE LIMITED

### Note 29 Disclosures pursuant to Accounting Standard (AS) 7 (Revised)

S.No.	Particulars	Amount Rs. in Lacs
a.	Contract revenue recognized for the year ended 31 <sup>st</sup> March 2014	251.56
b.	Aggregate amount of Contract costs incurred and recognized profits (less recognized losses) up to the reporting date i.e. 31 <sup>st</sup> March 2014	1847.76
c.	Amount of customer advances outstanding for contracts in progress as at 31 <sup>st</sup> March 2014	NIL
d.	Retention amounts due from customers for contracts in progress as at 31 <sup>st</sup> March 2014	3.28
e.	Gross amount due from customers for contract work	116.72
f.	Gross amount due to customers for contract work	NIL

### Note 30 - Contingent liabilities

- a) Claims against the Company not acknowledged as debts.  
Excise duty, Sales Tax and Income Tax demand (Net of amount charged to Statement of Profit & Loss-Rs. Nil (Previous Year Rs. 430.64 lacs) under Appeal Rs.1156.85 lakhs (Previous year Rs. 1163.06 lacs).
- b) Corporate guarantee given to bank aggregating Rs.1075 lacs in respect of working capital facilities granted to other body corporate.

### Note 31

Municipal Corporation, Ahmedabad had demanded octroi @ 4% in place of @ 2.25% on imported mineral fibre while clearance of first consignment after imposition of octroi, against which Company has filed civil suit. The Company has deposited the demand under protest. For subsequent clearances, Municipal Corporation had accepted octroi @2.25%.

### Note 32

In earlier years, Company had provided Property Tax liability in the books amounting to Rs. 45.20 lacs (Financial Year 2013-14 Rs. Nil) as per demand raised by Ranip Nagar Palika. However, Company has filed Legal suit with Tribunal of the Municipal Corporation, Ahmedabad. The same is still pending.

### Note 33

Based on assessment about the current value of similar assets as per valuation report submitted by the valuer appointed for the purpose, the Company had valued Plant & Machinery & other Fixed Assets as on 1<sup>st</sup> April, 2002. Full amount of Depreciation on the amount added on account of revaluation of Fixed Assets, had been charged to Profit and Loss Account instead of equal amount being transferred from Revaluation Reserve Account up to Financial Year 2004-05. However, from the Financial Year 2005-06, the depreciation on the amount added on account of revaluation of Fixed Assets has been charged to Revaluation Reserve Account. This has resulted into lower profit for the year by Rs. NIL (Cumulative Rs.803.97 lacs)

### Note 34 - Disclosure required under Accounting Standard 15 - Employee Benefits

(₹ in Lacs)

<b>a) Defined Contribution plans</b>		
Contribution to defined contribution plans charged off for the year are as under :	Current Year	Previous Year
Company's contribution to provident fund	118.04	107.13
Company's contribution to employees state insurance scheme	15.49	15.74
The amount recognized as expenses for this defined contribution plan in the financial statement is Rs.118.11 lacs which includes Rs 4.16 lacs towards contribution for key managerial personnel.		
<b>b) Defined benefit plans</b>		
(a) Gratuity		
(b) Leave Encashment		

The liability of Leave Encashment benefit and Gratuity is provided for on actuarial valuation using Projected Unit Credit method. The disclosure as required under AS 15 regarding the Company's Leave encashment benefit plan and Gratuity are as follows:

(₹ in Lacs)

Particulars	Gratuity		Leave Encashment	
	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>Change in present value of obligation</b>				
Present value of obligation as at the beginning of the year	242.43	205.70	214.49	192.38
Current service cost	30.49	25.60	31.65	27.92
Interest cost	21.82	16.46	19.30	15.39
Actuarial ( gain ) / loss	12.89	12.11	(21.87)	(1.75)
Benefits paid	(0.52)	(17.43)	(0.83)	(19.44)
Present value of obligation as at the end of the year	307.10	242.43	242.75	214.48
Change in plan assets	NIL	NIL	NIL	NIL
Plan assets at the beginning of the year				
Expected return on plan assets				
Contribution by the Company				
Benefits paid				
Actuarial ( gain ) / loss				
Plan assets at the end of the year				
<b>Liability recognised in the financial statement</b>				
<b>Cost for the year</b>				
Current service cost	30.49	25.60	31.65	27.92
Interest cost	21.82	16.46	19.30	15.39
Return on plan assets	NIL	NIL	NIL	NIL
Actuarial ( gain ) / loss	12.89	12.11	(21.87)	(1.75)
Net cost	65.20	54.16	29.09	41.55
Constitution of plan assets				
Other than equity, debt, property and bank a/c				
Funded with LIC				
<b>Main actuarial assumptions</b>				
Discount rate	9.00%	8.00%	9.00%	8.00%
Rate of increase in compensation levels	6.50%	5.50%	6.50%	5.50%

The estimates of future salary increase considered in actuarial valuation has been made after taking into account the inflation, seniority, promotions and other relevant factors on long term basis.

**Note 35**

The Company is engaged in the business of manufacturing and laying & jointing of Asbestos Cement Products, which as per Accounting Standard -17 and in the opinion of the management, is considered to be the only reportable business segment. The geographical segmentation is not relevant.

**Note 36 - Related Party Disclosure**

**Transactions with related Parties**

<b>S.NO.</b>	<b>DISCLOSURE</b>	<b>RELATED PERSON</b>
A.	Name of the Related persons - Director	i. Shri Sanjay Kumar Kanoria
B.	Relatives of Directors	i. Smt. Priyadarshini Kanoria ii. Shri B. K. Kanoria
C.	Name of the Related Enterprises in which Directors are interested	i. Kanoria Sugar & General Mfg. Co. Ltd. ii. Reliance Steel Limited ii. B.S.Traders Pvt. Limited iv. Landmark Dealers Pvt. Limited v. Ekta Tie-Up Pvt. Limited vi. Aakruti Investment Limited vii. Satyatej Investment & Fin. Pvt. Limited viii. Indira Buildcon Pvt. Ltd. ix. Tarouni Const. & Fin. Pvt. Ltd. x. Anchal Fintrade Pvt. Ltd. xi. Ganga Projects Pvt. Ltd. xii. Lalit Polymers and Electronics Ltd. xiii. Chiraj Stock & Securities Pvt.Ltd. xiv. Vishvjyoti Trading Co. Ltd. xv. Pranjal Investment Pvt.Ltd. xvi. Chirag Fiscal Services Pvt. Ltd. xvii. S.K.Kanoria (HUF)

(₹ in Lacs)

Description of the nature of transactions	<b>A</b>	<b>B</b>	<b>C</b>
i. Purchase of goods	-	-	453.18
	-	-	(505.31)
ii. Sale of goods	-	-	89.97
	-	-	(132.72)
iii. Net unsecured loan received/(given)	-	-	(9.21)
	-	-	(112.83)
iv. Interest paid	-	-	28.29
	-	-	(13.57)
v. Remuneration paid	33.60	19.04	-
	(16.80)	(17.00)	-

**Note 37 Managerial remuneration**

- 1) The Company has been advised that the computation of net profits for the purpose of directors remuneration under section 349 of the Companies Act, 1956 need not be enumerated since no commission has been paid to the directors during the year 2013-14. In view of inadequacy of profits, only fixed monthly remuneration has been paid to directors.

## 2) Details of Managerial remuneration is as under :

(₹ in Lacs)

S.No.	Name	Remuneration	
		Current Year	Previous Year
1	Mr. S. K. Kanoria	33.60	16.80
2	Mr. V. K. Gupta	-	7.97
3	Mr. D. Ambardar	10.21	10.04

**Note 38 - Payment to Whole-time Directors represents**

	Current Year	Previous Year
i) Salary	34.67	23.80
ii) Provident Fund	4.16	2.85
iii) Other Perquisite	4.98	8.15
<b>Total</b>	<b>43.81</b>	<b>34.80</b>

**Note 39**

Debit / credit balance in parties accounts are subject to confirmation.

**Note 40 - Micro, Small & Medium Scale business entities**

There are Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31<sup>st</sup> March, 2014. This information is required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, and have been determined to the extent such parties have been identified on the basis of information available with the Company. The outstanding dues are amounting to Rs 0.19 lacs to the following parties:

- M/s Gilt Pack Ltd., Indore
- M/s Hari Industries, Jaipur
- M/s Shiv Shakti Industrial Corpn., Jaipur
- M/s Shri Krishna Ind., Jaipur
- M/s Agarwal Industries, Jaipur
- M/s Sievetech India Pvt. Ltd., Jaipur

**Note 41**

- a) The Company has entered into License Agreement with Gujarat Composite Limited on 07.04.2005 for running their unit for manufacturing of AC Sheet and Cement manufacturing units at Digvijaynagar, Ranip, Ahmedabad for a period of 84 month on license basis, extendable to further period of 84 months on mutual consent.

As per the License Agreement upon expiry of license period, the Gujarat Composite Ltd. (Licensor) would be under obligation to take over all the current assets of A Infrastructure Ltd. (Licensee) pertaining to or in connection with the operation of AC Sheet and Cement manufacturing units at their book value and make the payment if any for this to the Licensee forthwith. Further, after expiry of the license period or the extended period, the Licensee shall vacate and handover the possession of AC Sheet and Cement manufacturing units to the Licensor upon receipt of payment if any due to be received from the Licensor under this agreement.

The company served notice in March, 2012 to Gujarat Composite Limited (Licensor) to pay all dues including book value of current assets pertaining to or in connection with the operation of AC sheet and Cement manufacturing unit as per the license agreement. However the Licensor has failed to pay the dues on expiry of the license period.

Subsequently an application dated 23.05.12 was filed by Labour Union viz Gujarat Mazdoor Panchayat, the Hon'ble Industrial Tribunal Ahmedabad, has directed vide its order dated 07.06.2012 to A Infrastructure Ltd. to run the Production activities & continue to pay wages, in the same manner to all those workers who are employed and utilized by A Infrastructure Ltd for the production activities at the factory situated at Digvijay Nagar, Ranip, Ahmedabad provided that no hindrance, obstructions and the like is caused by M/s Gujarat Composite Limited and/or other authorities. M/s Gujarat Composite Limited is party and given an undertaking to the Industrial Tribunal.

In spite of several notices being served to Licensor from time to time, dues amounting to Rs 1895.86 lakhs as on 31.3.2014 (Previous Year Rs.1478.01 lakhs) to the company have not been paid. These dues have been shown under

## A INFRASTRUCTURE LIMITED

Current Assets sub heading short term loans and advances as per accounting policies consistently followed by the company. However due to uncertainty in the period of realization, these are Non Current Assets as on 31<sup>st</sup> March, 2014.

- b) Income accrued from operations of manufacturing units taken on lease from Gujarat Composite Limited shown as other operating income.

### Note 42

The Company has entered into license agreement with Chirag Fiscal Services Private Limited w.e.f. 01.01.2009 for running their unit for manufacturing of AC Pipes at Kanyakheri, Bhilwara for a period of 36 months. The license agreement has been extended up to 30.11.2013 by supplementary agreement.

(₹ in Lacs)

S. No.	License fees for use of	Not later than one year		Later than one year and not later than five years		Later than five years	
		2014	2013	2014	2013	2014	2013
1.	Land, Building and Plant & Machinery	NIL	48.00	NIL	NIL	NIL	NIL

### Note 43

Interest expenses are net of Income of Interest Rs.346.17 Lacs (Previous year Rs.337.40 Lacs ).

### Note 44

In the opinion of the management, all the Current Assets, Loans & Advances have a value on realization in the ordinary course of business equal to an amount at which they are stated.

### Note 45 - Tax Assessment

Liability, if any, arises on completion of pending assessment in respect of VAT, Service Tax, Income Tax, etc. will be provided in the year of completion of such assessment.

### Note 46 - Earning per Share

	Current Year	Previous Year
Profit attributable to Equity Share holders (In Lacs)	101.73	153.08
No. of Equity Shares	10661425	10661425
Earning per share (Annualized)(Rs.)	0.95	1.44

\*No Instrument has been issued which is likely to dilute the earnings per share.

### Note 47

Current tax represents normal tax.

### Note 48

Consequent to the Notification under the Company's Act, 1956; the Financial Statements for the year ended on 31<sup>st</sup> March 2014 are prepared under the Revised Schedule VI. Accordingly, the previous year figures have also been reclassified to confirm this year's classifications.

As per our Report of even date attached

FOR AND ON BEHALF OF BOARD OF DIRECTORS

**For AGIWAL & ASSOCIATES**

Firm Registration No. 000181N

Chartered Accountants

Sd/-  
D.C.Maheshwari  
**Partner**  
M.No.009883

Sd/-  
Darvinder Ambardar  
**Director**

Sd/-  
S. K. Kanoria  
**Managing Director**

Delhi, 30<sup>th</sup> May, 2014

Sd/-  
Lokesh Mundra  
**Company Secretary**

Sd/-  
S. B. Vijay  
**Sr.V.P. (Fin.)**

Sd/-  
R. L. Adya  
**President**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> March, 2014**

(₹ in Lacs)

	As on 31.03.2014	As on 31.03.2013
<b>A. CASH FLOW FROM OPERATIONAL ACTIVITIES</b>		
<b>Net Profit/(loss) for the year</b>	125.58	259.96
Adjustment for		
Depreciation	358.19	359.22
Interest (Net)	655.52	714.03
	1,013.71	1,073.25
<b>Operating profit before working capital changes</b>	<b>1,139.29</b>	<b>1,333.21</b>
<b>Adjustment for</b>		
(Increase)/Decrease in Trade Receivables & Other Assets	(999.64)	(634.56)
(Increase)/Decrease in Other Current Assets	37.20	(21.28)
(Increase)/Decrease in Inventories	329.36	(2023.03)
Increase/(Decrease) in Trade Payables & Other Liabilities	477.67	2372.34
Direct Taxes Paid	(23.85)	(106.88)
	<b>(179.26)</b>	<b>(413.41)</b>
<b>Cash generated from operations</b>	<b>960.03</b>	<b>919.80</b>
<b>Net cash from operational activities</b>	<b>960.03</b>	<b>919.80</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets (Net)	(58.60)	36.92
Sale/(Purchase) of Investment	0.00	7.28
	<b>(58.60)</b>	<b>44.20</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds/ (Repayment) from Unsecured Loan	147.93	597.23
Term loan from Banks	(462.44)	(287.99)
Cash credit from Banks	40.61	(451.48)
Interest Paid	(655.52)	(714.03)
	<b>(929.42)</b>	<b>(856.27)</b>
<b>Net increase / decrease in cash and cash equivalents (A+B+C)</b>	<b>(27.99)</b>	<b>107.73</b>
Cash and Cash equivalents as on 1 <sup>st</sup> April, (Opening Balance)	808.75	701.02
Cash and Cash equivalents as on 31 <sup>st</sup> March, (Closing Balance)	780.76	808.75

Note :- Previous years figures have been re-grouped /rearranged wherever found necessary.

As per our Report of even date attached  
**For AGIWAL & ASSOCIATES**  
 Firm Registration No. 000181N  
 Chartered Accountants

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-  
 D.C.Maheshwari  
**Partner**  
**M.No.009883**

Sd/-  
 Darvinder Ambardar  
**Director**

Sd/-  
 S. K. Kanoria  
**Managing Director**

Delhi, 30<sup>th</sup> May, 2014

Sd/-  
 Lokesh Mundra  
**Company Secretary**

Sd/-  
 S. B. Vijay  
**Sr.V.P. (Fin.)**

Sd/-  
 R. L. Adya  
**President**

**Form No. MGT - 11  
PROXY FORM**

CIN : L25191RJ1980PLC002077

Name of Company : **A INFRASTRUCTURE LIMITED**

Registered Office : P.O. Hamirgarh. Distt. BHILWARA - 311 025 (Raj.)

Name of the member (S) : .....
Registered Address : .....
E-mail ID : .....
Folio No./ Client ID : .....DP ID : .....

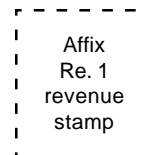
I/We, being the member (s) of ..... shares of the above named company, hereby appoint.

Name .....
Address : .....E-mail ID : .....
Signature ....., or failing him .....

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual general meeting/Extraordinary general meeting of the Company, to be held on the 26<sup>th</sup> September, 2014 at .3.00 p.m. at Hamirgarh. Distt. BHILWARA - 311 025 (Raj.) and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1. ....
2. ....
3. ....



Signed this .....day of .....20.....

Signature of Shareholder

Signature of Proxy Holder(s)

**Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall to be filled in block letters)

Full Name of the Member .....

Full Name of the First Joint Holder .....

(To be Filled in if Proxy form has been duly deposited with the Company)

I hereby record my presence at the 34<sup>th</sup> Annual General Meeting of the Company held at Hamirgarh 311 025, Distt. Bhilwara (Raj.) on Friday 26<sup>th</sup> September 2014 at 3.00 p.m.

Register Folio No.....

No. of shares held.....

.....  
Member's Proxy Signature  
(To be signed at the time of handing over this slip)