

VAS INFRASTRUCTURE LTD.



**15TH ANNUAL - DEPOSIT
2008-2009**



VAS INFRASTRUCTURE LIMITED

15TH ANNUAL GENERAL MEETING 2008-2009

CORPORATE INFORMATION

BOARD OF DIRECTORS

DR. JAYESH V. VALIA

Chairman

MR. SHASHIKANT K. KITTUR

Director

MR. AJAY JANI

Director

MR. BABULAL JAIN

Director

15TH ANNUAL GENERAL MEETING

DATE

30th September, 2009

DAY

Wednesday

TIME

11.00 a.m.

PLACE

Shree Rajasthan Jain Sangh Hall,
Jambali Galli,
Borivli (West),
Mumbai 400 092.

STATUTORY AUDITORS

M/s. KAKARIA & ASSOCIATES

Chartered Accountants

CONTENTS

	Page No.
Notice	1
Directors' Report	2
Corporate Governance Report	4
Auditors' Report	7
Balance Sheet	10
Profit and Loss Account	11
Schedules	12
Notes on Accounts	18
Cash Flow Statement	21

REGISTERED OFFICE

401, Court Chambers, 4th Floor, S. V. Road,
Borivli (W), Mumbai - 400 092.

REGISTRARS & SHARE TRANSFER AGENTS

Sharex Dynamic (India) Pvt. Ltd.



NOTICE

Notice is hereby given that the FIFTEENTH ANNUAL GENERAL MEETING of the members of VAS INFRASTRUCTURE LIMITED will be held on Wednesday, September 30, 2009, at Shree Rajasthan Jain Sangh Hall, Jambali Galli, Borivli (West), Mumbai 400 092, at 11.00 A.M. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2009, and the Profit and Loss Account for the year ended on that date along with the Directors' and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Shashikant K. Kittur, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint the Auditors' to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

BY ORDER OF THE BOARD

**(DR. JAYESH VALIA)
CHAIRMAN**

REGISTERED OFFICE :

401 Court Chambers,
4th Floor, S.V. Road,
Borivli (West),
MUMBAI 400 092

PLACE : MUMBAI

DATED : 21.8.2009

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT OF PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and The Share Transfer Registers will remain closed between Wednesday, September 23, 2009, and Wednesday, September 30, 2009 (both days inclusive).
3. The members are requested to :
 - a) Intimate changes, if any, in their registered addresses at an early date.
 - b) Quote ledger folio nos. in all their correspondence
 - c) Bring copies of the Annual Report and the Attendance Slips at the Annual General Meeting.

15TH ANNUAL REPORT 2008-2009

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting their Fifteenth Annual Report and the Statement of Audited Accounts of your Company for the year ended on 31st March, 2009.

FINANCIAL RESULTS

	(Amount in Rupees)	
	Year ended 31/3/2009 Rs.	Year ended 31/3/2008 Rs.
Turnover	-	
Profit/(Loss) Before Depreciation, Interest & Taxation	(5690940)	(27422616)
Profit/(Loss) before Depreciation & Taxation	(8832084)	(28185754)
Profit/(Loss) after Depreciation & Taxation	(9001458)	(25637415)
Surplus (Deficit) of Profit and Loss Account of earlier year	(25748995)	(825387)
Balance carried over to Balance Sheet	(2793796)	(25748995)

DIVIDEND

The Directors do not recommend any dividend due to accumulated losses.

FIXED DEPOSITS

The company has not invited or accepted any Fixed Deposits from the public during the year under review.

DIRECTORS

During the year under review Mr. Shashikant K. Kittur, retires by rotation at the conclusion of this meeting and being eligible offers himself for re-election.

PARTICULARS OF EMPLOYEES

There were no employees who were in receipt of remuneration in excess of the amount prescribed under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules 1975, during the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

Statement under sub-section (2AA) of Section 217 of the Companies Act, 1956 :

In the preparation of the Annual Accounts :

- i) the applicable accounting standards have been followed and Wherever required, proper explanations relating to material departures have been given.

- ii) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the Accounts have been prepared on a going concern basis.

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

Information in accordance with 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 is given in the Annexure 'B' forming part of this report. Form 'A' requiring disclosure of particulars with respect to Conservation of Energy is not applicable in the case of your company.

STOCK EXCHANGE

The Company is listed on the following Stock Exchange.

1. Bombay Stock Exchange Ltd.

Your Company is listed on Bombay Stock Exchange Ltd. and the Annual Listing fee has been paid.

AUDITORS

The Statutory Auditors M/s. Kakaria & Associates, Chartered Accountants, Vapi are eligible to be re-appointed. The Directors recommend M/s. Kakaria & Associates, Chartered Accountants, Vapi, to be re-appointed as Statutory Auditors.

CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Listing Agreement with The Bombay Stock Exchange Ltd, the Management Discussion and Analysis and the Report on Corporate Governance together with Auditors Certificate form a part of the Annual Report.

The Auditors have qualified their report in respect of non-compliance of certain Corporate Governance norms referred to in the coverage on Corporate Governance Report forming part of the Annual Report. The said Corporate Governance Report on non-compliance with Clause 49 of the Listing Agreement is self-explanatory and do not require further elucidation.

Your Company could not comply with the statutory requirements of formation of various Committees due to inadequacy of strength of Directors.



ACKNOWLEDGEMENTS

Your Directors place on record their sincere appreciation of the dedicated and devoted services rendered by the employees of the Group of Companies at all levels. Your Directors also thank the Bankers, customers, shareholders and the suppliers of services of your Company for their co-operation and valuable support.

FOR AND ON BEHALF OF THE BOARD

**(DR. JAYESH V. VALIA)
CHAIRMAN**

PLACE : MUMBAI
DATED : 21.8.2009

ANNEXURE B TO THE DIRECTORS' REPORT

Particulars as required under Companies (Disclosure of Particulars in the Report of Directors) Rules, 1988 and forming part of Directors' Report for the year ended 31st March, 2009.

I. RESEARCH & DEVELOPMENT (R & D)

- | | |
|--|------|
| a) Specific areas in which R & D carried out by the Company. | None |
| b) Benefits derived as a result of the above R & D | None |
| c) Further plan of action | None |
| d) Expenditure on Research & Development | Nil |

II. TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION

- | | |
|--|-----|
| a) Efforts in brief made towards Technology, Absorption, Adaptation and Innovation | Nil |
| b) Benefit derived as a result of the above effort | Nil |
| c) Particulars of Technology imported during the last 5 years | Nil |

III. FOREIGN EXCHANGE EARNINGS & OUTGO

- | | | |
|--|------------------|-------------------|
| a) Activities relating to exports and export plans | Nil | |
| | Current Year Rs. | Previous Year Rs. |
| b) Total Foreign Exchange Used & Earned : | | |
| i) Foreign Exchange Used | Nil | Nil |
| ii) Foreign Exchange Earned | Nil | Nil |

FOR AND ON BEHALF OF THE BOARD

**(DR. JAYESH V. VALIA)
CHAIRMAN**

PLACE : MUMBAI
DATED : 21.8.2009

CORPORATE GOVERNANCE REPORT

1. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

VAS INFRASTRUCTURE LIMITED (VIL) firmly believes that good Corporate Governance results in regulation of the affairs of your Company in a most transparent, ethical and accountable manner. This is not only the need of the hour but also a means to satisfy the aspirations of all those concerned with the Corporate World.

Adherence to Corporate Governance ensures greater level of transparency and accountability, fairness in operations, full disclosure, integrity and compliance of laws. Your Company is committed to administer good Corporate Governance to the extent possible even during its continued sickness and other related matters.

VAS INFRASTRUCTURE LIMITED recognizes the value of adherence to Corporate Governance in its true sense which alone can ensure continuation of belief and the trust reposed by one and all in your company.

2. TABLE OF ATTENDANCE OF DIRECTORS AND MEETINGS HELD AS ON 31.3.2009 :

	Name of Directors	No. of Meetings in a Year	Attendance
1.	Dr. Jayesh V. Valia	13	13
2.	Mr. S. K. Kittur	13	13
3.	Mr. Ajay Jani	13	0
4.	Mr. Babulal Jain	13	10

3. LIST OF DIRECTORS

- 1. Dr. Jayesh V. Valia - CHAIRMAN
- 2. Mr. S. K. Kittur - DIRECTOR
- 3. Mr. Ajay Jani - DIRECTOR
- 4. Mr. Babulal Jain - DIRECTOR

4. General Shareholders Information

- 1. Annual General Meeting
Day, Date and Time : By Separate Communication

- 5. Financial Calendar (2008-2009) : Annual General Meeting for the year ended 31st March, 2009.

- 6. Book Closure Date : 23.9.2009 to 30.9.2009

- 7. Dividend Payment Date : Not applicable since dividend not declared.

- 8. Registered Office : 401, Court Chambers, S. V. Road, Borivli (West), Mumbai - 400 092.

- 9. Listing on Stock Exchange : Equity Shares
Bombay Stock Exchange Ltd., Dalal Street, Mumbai - 400 001.

10. Stock Market Information

- Stock Code : 531574
- Bombay Stock Exchange Ltd.

- 11. Registrars & Transfer Agents : M/s. Sharex Dynamic (India) Pvt. Ltd. Unit-1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East) Mumbai - 400 072.

Share Transfer System : Your Company's Equity Shares are admitted with the Depository System of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as an eligible security under the Depositories Act, 1996. As such, facilities for dematerialisations of your Company's Equity Shares are available vide INE No. 192 CO 10 13 at both the depositories. Your Company's Equity Shares are under compulsory dematerialisation.

12. a) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2009 OF EQUITY SHARES OF RS. 10/- EACH FULLY PAID UP

No. of Equity Shares held	No. of Share Holders	% of Holders	No. of Shares Held	% of Shares Held
001- 5000	1717	71.63	313356	3.13
5001-10000	260	10.85	223821	2.24
10001-100000	335	13.97	1030398	10.31
100001-above	85	3.55	8432825	84.32
TOTAL	2397	100.00	10000400	100.00

**b) CATEGORIES OF SHAREHOLDERS AS ON 31ST MARCH, 2009 OF EQUITY SHARES OF RS.10/- EACH FULLY PAID UP**

Particulars	No. of Shares	% To Total Share Holding
Promoters group	2473462	24.73
Financial Institutions/Banks/Insurance Companies/Mutual Funds/Trust	100000	1.00
FII's/NRIs/OCBs/Other Foreign Shareholders (Other than Promoter Group)	250115	2.50
Bodies Corporate	3539612	35.39
Public & Others	3637211	36.38
TOTAL	10000400	100.00

13. **Dematerialisation of Shares and Liquidity** : Approximately 94.01% of the Equity Shares have been dematerialised upto 31st March, 2009. Trading in Equity Shares of the Company is permitted only in dematerialised form compulsorily as per notification issued by the Securities and Exchange Board of India.
14. **Auditors' Certificate on Corporate Governance** : Your Company has obtained a certificate from the Auditors of the Company regarding non-compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with Bombay Stock Exchange Ltd. This is annexed to the Annual Report. The Certificate will also be sent to Bombay Stock Exchange Ltd., alongwith the Annual Accounts to be filed by the Company.
15. **Pursuant to Clause 49 of the Listing Agreement with the Bombay Stock Exchange following information are furnished about the Directors proposed to be Appointed/Reappointed, vide item No. 2 of the Notice dated 21.8.2009.**

1. Name of the Director : MR. SHASHIKANT KRISHNA KITTUR
- Date of Birth : November 29, 1938
- Date of Appointment on the Board as Director : November 26, 2002
- Qualification : B.A. FCS
- Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis : NIL
- List of outside Directorships held in Public Companies : Precision Containeurs Ltd.
Yashraj Containeurs Ltd.
Vasparr Shelter Ltd.
- Chairman/Member of the Committees of Board of Directors of the Company : NIL
- Chairman/Member of the Committees of Board of Directors of other company in which he is a Director : NIL
- Relationship with other Directors : NIL

FOR AND ON BEHALF OF THE BOARDPLACE : MUMBAI
DATED : 21.8.2009**(DR. JAYESH VALIA)**
CHAIRMAN

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
VAS INFRASTRUCTURE LTD.

We have examined compliance of conditions of Corporate Governance by Vas Infrastructure Ltd. for the year ended on March 31, 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with The Bombay Stock Exchange Ltd.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statement 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 made no-compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that no investor grievances were pending for a period of one month against the Company as certified by the Registrar & Share Transfer Agents of the Company, based on the records maintained by them.

**For KAKARIA & ASSOCIATES
Chartered Accountants**

**Jaiprakash H. Shethiya
Partner**

Membership No. 108812

PLACE : MUMBAI
DATED : 21.8.2009

**AUDITORS' REPORT TO THE MEMBERS
OF
VAS INFRASTRUCTURE LIMITED**

We have audited the attached Balance Sheet of **VAS INFRASTRUCTURE LIMITED** as at **31st March, 2009** and the Profit & Loss Account and also the Cash Flow Statement of the Company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditors' Report) Order 2003, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said Order.
3. Further to our comments in the Annexure referred to above, 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 purpose of our audit;
 - b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of the books;
 - c. The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - d. In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - e. On the basis of written representation received from the directors, as on **31st March, 2009**, and taken on record by the Board of Directors, We report that none of the directors is disqualified as on **31st March, 2009** from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

- f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and other notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - i) in the case of the Balance Sheet, of the State of affairs of the Company as at **31st March, 2009**;
 - ii) in the case of the Profit & Loss Account, of the Loss of the Company for the year ended on that date; and
 - iii) in the case of the Cash Flow statement, of the cash flows of the Company for the year ended on that date.

**For KAKARIA & ASSOCIATES
Chartered Accountants**

**Jaiprakash H. Shethiya
Partner
Membership No. 108812**

PLACE : MUMBAI
DATED : 21.08.2009

15TH ANNUAL REPORT 2008-2009

ANNEXURE REFERRED TO IN PARAGRAPH 2 OF THE REPORT OF THE AUDITORS' TO THE MEMBERS OF VAS INFRASTRUCTURE LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2009.

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) We are informed that the fixed assets have been physically verified by the management during the year. There is a regular program of verification which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
(c) During the year, the Company has not disposed off a substantial part of the fixed assets, However a Machinery used in Manufacture of barrels was scrapped.
2. (a) The Inventory has been physically verified during the year by the Management. In our opinion, the frequency of verification is Reasonable.
3. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to the purchases of inventory, fixed assets and sale of goods. During the course of our audit, we have not observed any major weaknesses in internal controls.
4. In respect of transactions covered under section 301 of the Companies Act, 1956.
(a) In our opinion and according to the information and explanations given to us under Section 301 of the Companies Act 1956 have been the transactions made in pursuance of contracts or arrangements that need to be entered into the register maintained under Section 301 of the Companies Act 1956 have been so entered.
(b) According to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
5. The Company has not accepted any deposits from the public.
6. The Company has an internal audit system commensurate with the size and nature of the business.
7. No Maintenance of Cost Records has been prescribed by the Central Government under Section 209 (1) (d) of the Companies Act 1956. Hence the provisions as to whether such Accounts & Records have been made and maintained are not applicable.
8. (a) The Company is regular in depositing undisputed income-tax, Service Tax, Professional Tax. It has been informed to us that Provident Fund, Employees' State Insurance, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess are not applicable to the Company. There are no arrears as at 31st March, 2009 for a period of more than six months from the date they become payable.
(b) According to the information and explanations given to us, there are no disputed amounts payable in respect of income tax as at 31st March, 2009.
9. In our opinion, the Accumulated Losses of the Company are not more than 50% (Fifty Per Cent) of its Net Worth. The Company has incurred Cash Losses during the Financial Year covered by our audit and the immediately preceding Financial Year.
10. According to the information and explanations given to us, the Company has not taken any loans from financial institution or bank or debenture holders, so question of default in repayment of dues is not arise.
11. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
12. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
13. The Company has maintained proper records and has made the timely entries of the transactions and contracts in respect of its dealing or trading in shares, securities, debentures and other investments. All shares have been held by the Company in its own name.
14. According to the information and explanations given to us, the Company has given guarantees for loans taken by others from banks or financial institutions.



15. According to the information and explanations given to us, the Company has not borrowed by way of term loan during the year.
16. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the company has not raised any funds from Banking or Financial Institution during the year.
17. During the year under review the company has refunded the application money received to the extent of Rs. 8,61,32,600/- from whom more than 10% of the application money was collected and forfeited the amount of application money to the extent of Rs.62,37,500/- being 10% of the application money received as the scheme of preferential ISSUE made in the previous year was revoked for non payment of balance application money. During the year under review the company made a fresh preferential issue for equity share/warrants and collected application money of Rs. 6,26,60,500/-.

The Company has made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956, However the amount of Rs. 6,26,60,500/- stands into Warrant Application money received account.

18. According to the information and explanations given to us, no debentures have been issued during the year.
19. The Company has not raised any money through a public issue during the year. Received and forfeited.
20. Based upon the audit procedures performed and information given to us, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

**For KAKARIA & ASSOCIATES
Chartered Accountants**

**Jaiprakash H. Shethiya
Partner
Membership No. 108812**

PLACE : MUMBAI
DATED : 21.08.2009

15TH ANNUAL REPORT 2008-2009

BALANCE SHEET AS AT 31ST MARCH, 2009

	Schedule	Rupees	As at 31/03/2009 Rupees	As at 31/03/2008 Rupees
SOURCES OF FUNDS				
SHARE CAPITAL	A		100,004,000	100,004,000
SHARE WARRANT APPLICATION MONEY			62,660,500	92,370,100
RESERVES & SURPLUS	B		200,000,000	200,000,000
LOAN FUNDS	C			
UNSECURED LOANS			-	48,231,761
TOTAL RS.			362,664,500	440,605,861
APPLICATION OF FUNDS				
FIXED ASSETS	D			
GROSS BLOCK		1,716,386		2,109,241
LESS : DEPRECIATION		395,999		448,736
NET BLOCK			1,320,387	1,660,505
INVESTMENTS	E		44,897,855	44,897,855
CURRENT ASSETS, LOANS & ADVANCES	F			
WORK IN PROCESS		317,503,712		151,873,249
PROJECTS ON HAND		362,461,045		381,617,630
CASH & BANK BALANCES		1,502,939		976,165
STATUTORY DEPOSITS		53,300		50,675,750
LOANS & ADVANCES		208,533,534		217,661,733
		890,054,530		802,804,528
LESS : CURRENT LIABILITIES & PROVISIONS	G	603,780,564		436,250,394
NET CURRENT ASSETS			286,273,966	366,554,134
MISCELLANEOUS EXPENDITURE (To the extent not written off or adjusted)	H		804,113	918,986
PROFIT & LOSS ACCOUNT	I		29,368,178	26,574,382
TOTAL RS.			362,664,500	440,605,861
NOTES ON ACCOUNTS	J			

AS PER OUR REPORT OF EVEN DATE

For **KAKARIA & ASSOCIATES**
Chartered Accountants

Jaiprakash H. Shethiya
Partner
Membership No. 108812

Place : Mumbai
Date : 21st August, 2009

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Jayesh V. Valla
Chairman

S. K. Kittur
Director

**VAS INFRASTRUCTURE LIMITED****PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009**

	Schedule	Rupees	As on 31/03/2009 Rupees	As on 31/03/2008 Rupees
INCOME				
SALES	1	-		(78,900,000)
OTHER INCOME	2	3,251,091		13,246,446
INCREASE IN STOCK	3	165,630,463		151,873,249
			168,881,554	86,219,695
EXPENDITURE				
COST OF CONSUMPTION OF MATERIAL		26,332,500		15,120,529
PROJECT DIRECT EXPENSES	4	136,405,868		89,093,560
ADMINISTRATIVE & OTHER EXPENSES	5	14,975,270		10,191,360
DEPRECIATION		169,374		115,123
			177,883,012	114,520,572
PROFIT/ (LOSS) BEFORE TAX			(9,001,458)	(28,300,877)
DEFERRED TAX (A.Y. 08-09)			-	2,735,811
FRINGE BENEFIT TAX (A.Y. 08-09)			-	72,349
PROFIT/(LOSS) AFTER TAX			(9,001,458)	(25,637,415)
PROFIT & LOSS ACCOUNT DEFICIT CARRIED FORWARD			(9,001,458)	(25,637,415)
PRIOR PERIOD ADJUSTMENTS			(29,838)	(111,580)
EXTRA ORDINARY ITEM			6,237,500	-
PROFIT/(LOSS) TRF. TO BALANCE SHEET			(2,793,796)	(25,748,995)
Basic & Diluted Earning Per Share Face Value of Share Rs.10/- each			(0.90)	(2.56)
NOTES ON ACCOUNTS	J			

AS PER OUR REPORT OF EVEN DATEFor **KAKARIA & ASSOCIATES**
Chartered Accountants**Jaiprakash H. Shethiya**
Partner
Membership No. 108812Place : Mumbai
Date : 21st August, 2009

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Jayesh V. Valla
Chairman**S. K. Kittur**
Director

15TH ANNUAL REPORT 2008-2009

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31/03/2009 Rupees	As at 31/03/2008 Rupees
SCHEDULE - A : SHARE CAPITAL		
AUTHORISED CAPITAL		
15,000,000 Equity Shares of Rs.10/- each (P.Y. 12,000,000 Equity Share of Rs. 10/- each)	150,000,000	120,000,000
TOTAL RS.	<u>150,000,000</u>	<u>120,000,000</u>
 ISSUED, SUBSCRIBED AND PAID UP		
10,000,400 Equity Shares of Rs.10/- each fully paid-up	100,004,000	100,004,000
TOTAL RS.	<u>100,004,000</u>	<u>100,004,000</u>
 SCHEDULE - B : RESERVES & SURPLUS		
<u>Capital Reserve</u>		
Share Premium Account	200,000,000	200,000,000
TOTAL RS.	<u>200,000,000</u>	<u>200,000,000</u>
 SCHEDULE - C : LOAN FUNDS		
LOAN FUNDS		
<u>Unsecured Loans -</u>		
Loans from a bank	-	48,231,761
TOTAL RS.	<u>-</u>	<u>48,231,761</u>



VAS INFRASTRUCTURE LIMITED

SCHEDULE - D : FIXED ASSETS

Amount in Rupees

ASSETS	GROSS BLOCK			DEPRECIATION				NET BLOCK	
	Cost as at 01-04-2008	Addition / (Deduction)	Cost as at 31-03-2009	Upto 31-03-2008	For the Year	Reversal of Depreciation	As on 31-03-2009	As at 31-03-2009	As at 31-03-2008
Air Conditors	149,165	47,281	196,446	3,291	12,435	-	15,726	180,720	145,874
Computers	318,931	-	318,931	130,371	51,700	-	182,071	136,860	188,560
Electronic Items	21,800	-	21,800	1,063	1,036	-	2,099	19,701	20,737
Furniture & Fixtures	191,913	-	191,913	30,091	12,244	-	42,335	149,578	161,822
Motor Vehicle	929,546	-	929,546	58,871	88,308	-	147,179	782,367	870,675
Plant & Machinery	444,836	(444,836)	-	222,111	-	222,111	-	-	222,725
Printer	5,800	4,700	10,500	678	660	-	1,338	9,162	5,122
Projector	47,250	-	47,250	2,260	2,991	-	5,251	41,999	44,990
TOTAL RS.	2,109,241	(392,855)	1,716,386	448,736	169,374	222,111	395,999	1,320,387	1,660,505
Previous Year	616,993	1,492,248	2,109,241	333,613	115,123	-	448,736	1,660,505	-

As at	As at
31/03/2009	31/03/2008
Rupees	Rupees

SCHEDULE - E : INVESTMENTS IN SHARES (AT COST) :

New India Co-op Bank Ltd.	5,000	5,000
Cephram Milk Specialities Ltd.	1,835	1,835
Chemiquip Limited	34,950	34,950
Yashraj Containeurs Limited	37,503,500	37,503,500
Precision Containeurs Limited	7,352,570	7,352,570
TOTAL RS.	44,897,855	44,897,855

15TH ANNUAL REPORT 2008-2009

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31/03/2009 Rupees	As at 31/03/2008 Rupees
SCHEDULE - F : CURRENT ASSETS, LOANS & ADVANCES		
WORK IN PROGRESS		
Closing Stock	317,503,712	151,873,249
TOTAL Rs.	<u>317,503,712</u>	<u>151,873,249</u>
PROJECTS ON HAND		
Darshan Project	4,608,100	4,608,100
Dattani Nagar	37,600,000	37,500,000
Haridas Nagar	39,043,540	38,943,540
Jwala Estate	25,428,540	25,428,540
Karjat Project	9,190,010	9,190,010
Madhav Niwas	3,512,660	1,500,000
Pushpa Vinod Project	219,199,676	259,628,958
Satya Narayan Bhuvan Project	4,818,482	4,818,482
Vivekanand Nagar Project	200,000	-
LIC Plot	3,508,340	-
TDR Purchased	15,351,697	-
TOTAL Rs.	<u>362,461,045</u>	<u>381,617,630</u>
CASH & BANK BALANCES		
Cash on hand	901,370	969,537
Balance with Banks		
In current accounts		
With Scheduled Banks	601,569	6,629
TOTAL Rs.	<u>1,502,939</u>	<u>976,165</u>
Deposits with Banks and Others		
Locker Deposit	3,000	3,000
MCGM Deposit	50,300	50,300
Terms Deposit (Union Bank of India)	-	50,672,750
	<u>53,300</u>	<u>50,675,750</u>
LOANS & ADVANCES		
(Unsecured Considered good)		
Loans given	142,747,206	181,947,649
Advances to Others	42,281,139	14,852,536
Advance for TDR	7,800,000	7,800,000
TDS and Income Tax receivable	3,843,948	190,752
Deferred Tax Asset (A.Y. 2007-08)	-	3,145,099
MAT Credit Receivable (A.Y. 2007-08)	-	246,836
VAT Receivable	3,931,714	2,007,275
Security Deposit	2,804,527	3,111,852
Rent Receivable	-	234,735
Stamp Duty Receivable	1,000,000	-
Advances in cash or in kind for value to be received	4,125,000	4,125,000
TOTAL Rs.	<u>208,533,534</u>	<u>217,661,733</u>



VAS INFRASTRUCTURE LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31/03/2009 Rupees	As at 31/03/2008 Rupees
SCHEDULE - G : CURRENT LIABILITIES AND PROVISIONS		
i) Current Liabilities :		
Sundry Creditors for goods	102,041,075	68,288,046
Other Liabilities	501,594,034	366,811,665
Provisions	145,455	1,150,683
TOTAL Rs.	<u>603,780,564</u>	<u>436,250,394</u>
 SCHEDULE - H : MISCELLANEOUS EXPENDITURE		
Deferred Revenue Expenditure	918,986	1,033,859
1/10th written off up to the year	114,873	114,873
TOTAL Rs.	<u>804,113</u>	<u>918,986</u>
 SCHEDULE - I : PROFIT & LOSS ACCOUNT		
Opening Balance	(26,574,382)	(825,387)
Add : Profit/(Loss) trf. from Profit & Loss A/c	(2,793,796)	(25,748,995)
TOTAL Rs.	<u>(29,368,178)</u>	<u>(26,574,382)</u>

15TH ANNUAL REPORT 2008-2009

SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

	As on 31/03/2009 Rupees	As on 31/03/2008 Rupees
SCHEDULE - 1 :		
SALE		
Saleable Revenue	-	(78,900,000)
TOTAL Rs.	<u>-</u>	<u>(78,900,000)</u>
SCHEDULE - 2 : OTHER INCOME		
Rent Received (Pushpa Park Tentants)	938,940	234,735
Dividend Income	6,182	9,000
Interest from Bank	51	105
Sundry creditor written off	-	295,391
Profit on Trading of Shares	-	11,957,215
F. D. Interest	2,305,918	750,000
TOTAL Rs.	<u>3,251,091</u>	<u>13,246,446</u>
SCHEDULE - 3 : INCREASE IN STOCK		
Work in Progress	165,630,463	151,873,249
TOTAL Rs.	<u>165,630,463</u>	<u>151,873,249</u>
SCHEDULE - 4 : PROJECT EXPENSES		
A) Pushpvinod project		
Brokerage Expenses	1,440,231	402,918
Building Contract Charges	7,865,406	3,983,301
Cost for share of land	40,429,282	47,417,042
Deferred Revenue Expenditure 1/10th Written off	114,873	114,873
Electric Goods purchased	732,034	709,660
Electricity Charges	519,438	250,060
Loading & Unloading Charges	25,044	26,981
MCGM Expenses	12,348,720	1,462,077
Misc - Site Expenses	149,346	69,496
Net Purchase of Marbles	633,929	-
Octroi Charges	335,270	199,166
Other Charges	2,731	-
Plumbing Charges	12,805	1,750
Professional fees - Direct	674,160	709,780
Project Consultancy Charges	2,208,033	-
Property Tax	1,095,812	-
Prototype Exp for building	-	281,250
Purchase of Bathroom Fittings Materials	109,875	-
Salary to Site Engineer	-	75,995
Security Charges	246,053	224,733
Stamp Duty (Stamp Duty Refund)	-	(588,000)
TDR used	64,450,621	33,017,337
Testing Charges	21,625	-
Transport Charges	343,702	732,341
Water Charges	96,000	2,800
Labour Charges	1,899,712	-
SUB TOTAL Rs.	<u>135,754,702</u>	<u>89,093,560</u>
B) Other Project expenses		
Jwala Project	40,981	-
Madhav Niwas	24,244	-
Satyanarayan Bhuvan Project	585,251	-
Vivekanand Nagar Project	690	-
SUB TOTAL Rs.	<u>651,166</u>	<u>-</u>
TOTAL Rs.	<u>136,405,868</u>	<u>89,093,560</u>



VAS INFRASTRUCTURE LIMITED

	As on 31/03/2009 Rupees	As on 31/03/2008 Rupees
SCHEDULE - 5 : ADMINISTRATIVE & OTHER EXPENSES		
Advertisement Charges	15,000	15,150
Auditor's Remuneration	45,187	90,906
Bank Charges	130,178	85,162
Bank Interest (for OD)	3,141,144	763,138
Brokerage	-	31,460
Business Promotion Expenses	660,367	415,450
Computer Expenses	1,908	13,871
Conveyance Expenses	64,854	54,026
Depository Connectivity Charges	48,274	64,588
Director's Sitting Fees	10,000	11,000
Donations	2,075,000	1,007,680
Electricity Charges	53,780	201,638
General Expenses	90,042	222,111
Insurance Expenses	37,520	26,098
Labourwork (Indirect)	23,696	-
Legal Expenses	162,602	77,938
Listing Fees	89,431	85,000
Loan Processing Charges	-	1,184,348
Loss on written off Assets	222,725	-
Meeting Exp	35,295	-
Membership Fees	114,500	202,000
Miscellaneous Balance Written Off	13,601	-
Miscellaneous Exp	17,699	-
Office Expenses	30,412	155,211
Rent	2,885,000	2,266,000
Petrol Exp	35,320	-
Penalty for Late Payment	431,984	51,904
Post & Telegraph	27,893	39,935
Printing & Stationery	254,051	300,834
Professional Charges	725,200	1,453,604
Registrar & Transfer Expenses	57,219	43,834
Registration exp	1,403,000	3,000
Repairs to others	402,474	-
Repairs & Maintenance Others	25,491	270,085
ROC-Filing Fees	2,100	-
Salary, Bonus & other benefits to staff	795,613	578,029
Society Maintenances	19,234	-
Stamp Duty	632,800	13,000
Stamping & Franking Charges	32,500	13,311
Telephone Expenses	62,360	155,979
Travelling Expenses	-	255,571
Web Development Charges	4,500	39,500
Service Tax 08-09	10,316	-
FBT 08-09	85,000	-
TOTAL Rs.	<u>14,975,270</u>	<u>10,191,360</u>

SCHEDULE J – NOTES ON ACCOUNTS

1. LEGAL STATUS

The assessee is a Public Limited Company, formed vide Certificate of Incorporation dated 7th February 1994, P.A.No. AAACV3537A.

2. BUSINESS ACTIVITY

The Assessee is into the Business of Aquisition of Land and Development Construction & Infrastructural activities. During the Year Under Consideration the Assessee has Aquired various Projects in Connection with the Purchase of Land, Structure along with Land & Development. Thereon, However no work is undetken on those projects.

3. SIGNIFICANT ACCOUNTING POLICIES

General :

The financial statements are prepared under the historical cost convention, on an accrual basis and on the accounting principles of a going concern. Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

Revenue Recognition :

The company is maintaining its books of account on mercantile system of accounting.

The Revenue from the Real Estate Projects is Recognised in conformity with the prescribed Accounting Standard-9 revenue recognition of the Institute of Chartered Accountants of India, however taking into Consideration the Principles of Reasonability & Transfer of Risks & Rewards revenue pertaining to registered sale Agreements executed in the Current year would be Recognised in the Subsequent Years.

Fixed Assets :

Fixed Assets are stated at their historical cost, which includes expenditure incurred for their acquisition and installation.

Depreciation :

Depreciation on all the assets is calculated on Straight Line method at the rates specified in Schedule XIV to the Companies Act, 1956.

Inventories :

Inventories are valued at lower of cost or net realizable value.

Taxation :

Deferred tax assets arising from timing difference are recognized to the extent there is reasonable certainty that these would be realized against future taxable profit.

Deferred tax is recognised subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods which is in conformity with the prescribed Accounting Standard-22 of the Institute of Chartered Accountants of India.

4. Contingent liability not provided for :

Corporate Guarantees on behalf of Associate Concerns stand at Rs. 28.83 Crores (P.Y. Rs. 28.83 Crores)

5. Quantitative & Other Information :

The company is not falling under any of the categories requiring disclosure of quantitative information.

	<u>Current Year</u>	<u>Previous Year</u>
	Rs.	Rs.
6. Expenditure In Foreign Currency :	Nil	Nil
7. Earnings in Foreign Exchange	Nil	Nil
8. Auditors' Remuneration : (Inclusive of Service Tax)		
Audit Fees	37,884	39,326
Certification Work	7,303	51,580



9. BALANCE SHEET ABSTRACT AND COMPANY'S BUSINESS PROFILE

I. Registration Details

Registration No.
 Balance Sheet
Date Month Year

State Code

II. Capital Raised during the Year (Amount in Rs. Thousands)

Public Issue / Preference share allotment
 Bonus Issue
 Rights Issue
 Private Placement

III. Position of Mobilisation and Deployment of Funds (Amount Rs. in Thousands)

Total Liabilities
 Sources of Funds
 Paid-Up Capitals + Share application money
 Secured Loans
 Total Assets
 Reserves & Surplus
 Unsecured Loans

Application of Funds

Net Fixed Assets
 Net Current Assets
 Accumulated Losses
 Investments
 Miscellaneous Expenditure

IV. Performance of Company (Amount in Rs. Thousands)

Turnover
 Profit / Loss Before Tax
 Earnings per share in Rs.
 Total Expenditure
 Profit / Loss After Tax
 Dividend

V. Generic Names of Three Principal Products / Services of the Company (As per monetary terms)

Item Code No. (ITC Code) & Product Description

10. The Company had kept inter corporate loans, However the Company has not received any interest till date right from the beginning.

15TH ANNUAL REPORT 2008-2009

11. In relation to Accounting Standard 22 Accounting for Taxes on Income issued by The Institute of Chartered Accountants of India, the Company has unabsorbed depreciation and accumulated losses in terms of income tax and there is no virtual certainty supported by convincing evidence as regards future profitability to wipe off the losses and hence no effect on timing difference in the accounts is given.
12. The Company has only one business segment in India and there is no geographical Segment.
13. **Earnings Per Share :**
- | | Current Year | Previous Year |
|--|--------------|---------------|
| A. Profit/(Loss) as per Profit & Loss A/c... Rs. | (90,01,458) | (2,56,37,415) |
| B. Number of Equity Shares... Nos. | 10,000,400 | 10,000,400 |
| C. Basic Earnings Per Shares... Rs. | (0.90) | (2.56) |
| D. Diluted Earnings Per Share... Rs. | - | - |
| E. Nominal Value per Equity... Rs. | 10 | 10 |
14. The outstanding Balance of Debtors, Deposits & Advances are subject to confirmation & reconciliation, if any.
15. Previous Year's figures have been reclassified/recast wherever necessary.
16. Figures have been rounded off to the nearest rupee.
17. Schedules A to J and 1 to 5 from an integral part of the Accounts and have been duly authenticated.
-

AS PER OUR REPORT OF EVEN DATE

For **KAKARIA & ASSOCIATES**
Chartered Accountants

Jaiprakash H. Shethiya
Partner
Membership No. 108812
Place : Mumbai
Date : 21st August, 2009

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Jayesh V. Valla
Chairman

S. K. Kittur
Director

**VAS INFRASTRUCTURE LIMITED****CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2009**

	As on 31/03/2009 Rupees	As on 31/03/2008 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX & EXTRA ORDINARY	(9,001,458)	(28,300,877)
ADJUSTMENT FOR :		
Interest Paid (Net)	3,141,144	763,214
Depreciation	169,374	115,123
Dividend Received	(6,182)	(9,000)
Interest Received	(2,305,969)	(750,105)
Profit on sale of share	-	(11,957,215)
	998,367	(11,837,983)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(8,003,091)	(40,138,860)
ADJUSTMENT FOR CHANGES :		
(Increase)/Decrease in inventories	(146,473,878)	(533,490,879)
(Increase)/Decrease in loans and advances	9,128,199	76,034,265
(Increase)/Decrease in miscellaneous expenditure	114,873	50,114,873
(Increase)/Decrease in investment	-	15,640,000
(Increase)/Decrease in Deposits	50,622,450	(50,672,750)
Increase/(Decrease) in current liabilities & provisions	167,530,170	329,809,745
Increase/(Decrease) in unsecured liabilities	(48,231,761)	48,231,761
	32,690,053	(64,332,986)
NET CASH FLOW FROM OPERATING ACTIVITIES	24,686,962	(104,471,845)
Interest Paid	(3,141,144)	(763,214)
Flow before Extra Ordinary Items	21,545,818	(105,235,059)
Prior Period adjustments	(29,838)	(111,580)
CASH OPERATIONS ACTIVITIES	21,515,980	(105,346,639)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(51,981)	(1,492,248)
Payment for investments	-	(4,125,000)
Deferred Tax	-	2,735,811
Dividend Received	6,182	9,000
Profit on Sales of Shares	-	11,957,215
Interest Received	2,305,969	750,105
Loss on written of Fixed Assets	222,725	-
NET CASH FROM INVESTING ACTIVITIES	2,482,895	9,834,883
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of long term borrowings	(86,132,600)	-
Proceeds from issue of preference share capital	62,660,500	92,370,100
NET CASH FROM FINANCING ACTIVITIES	(23,472,100)	92,370,100
NET CASH FLOWS DURING THE YEAR (A+B+C)	526,774	(3,141,656)
CASH & CASH EQUIVALENTS (OPENING BALANCE)	976,165	4,117,822
CASH & CASH EQUIVALENTS (CLOSING BALANCE)	1,502,939	976,165
Net Increase/(Decrease) as disclosed above	526,774	(3,141,656)

AS PER OUR REPORT OF EVEN DATE

For **KAKARIA & ASSOCIATES**
Chartered Accountants

Jaiprakash H. Shethiya
Partner
Membership No. 108812
Place : Mumbai
Date : 21st August, 2009

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Jayesh V. Valia
Chairman

S. K. Kittur
Director



VAS INFRASTRUCTURE LIMITED

Regd. Office : 401, Court Chambers, 4th Floor, S. V. Road, Borivli (W), Mumbai - 400 092.

PROXY FORM

Ledger Folio No.

No. of Shares held

I/We _____

of _____ being a member / members of the above named Company

hereby appoint _____

of _____

as my/our Proxy to vote for me/us and on my/our behalf at the **15th ANNUAL GENERAL MEETING** of the Company to will be held on Wednesday, September 30, 2009, at 11.00 a.m. at Shree Rajasthan Jain Sangh Hall, Jambali Galli, Borivli (West), Mumbai 400 092.

Signed this _____ day of _____ 2009.

Signature _____

Please
affix
Revenue
Stamp

- Notes :**
1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself/herself.
 2. The Proxy need not be a member of the Company.
 3. The Proxy duly completed should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

CUT HERE



VAS INFRASTRUCTURE LIMITED

Regd. Office : 401, Court Chambers, 4th Floor, S. V. Road, Borivli (W), Mumbai - 400 092.

ATTENDANCE SLIP

Ledger Folio No.

No. of Shares held

(Please present this attendance slip at the entrance of the meeting venue)

I hereby record my/our presence at the **15th ANNUAL GENERAL MEETING** of the Company to will be held on Wednesday, September 30, 2009, at 11.00 a.m. at Shree Rajasthan Jain Sangh Hall, Jambali Galli, Borivli (West), Mumbai 400 092.

NAME OF THE SHAREHOLDER _____

NAME OF THE PROXY _____

SIGNATURE OF THE MEMBER/PROXY _____

NOTE : To be signed and handed over at the Meeting Venue

BOOK-POST

Designed, Processed & Printed by SRI DATTI FORMS © 022-6677 9081 / 82 / 83 / 84

If not delivered, please return to :

VAS INFRASTRUCTURE LTD.
401, Court Chambers,
S. V. Road, Borivli (W),
Mumbai - 400 092.