

33rd

ANNUAL REPORT
2012-13

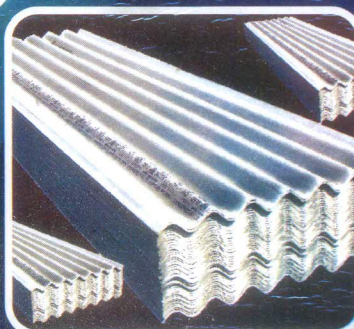
Durable



Reliable



Eco-Friendly



A
Infrastructure
Limited

A INFRASTRUCTURE LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

1. Sh. S. K. Kanoria
2. Sh. M. L. Goyal
3. Sh. K. G. Dave
4. Sh. R. K. Mishra
5. Sh. S.L. Jain
6. Shri Darvinder Ambardar

PRESIDENT

Sh. R. L. Adya

SR. VICE PRESIDENT (FINANCE)

Sh. S.B. Vijay

COMPANY SECRETARY

Ms. Swati Acharya

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)

CORPORATE OFFICE

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

For A Infrastructure Ltd.

Secretary

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NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 33rd Annual General Meeting of the Shareholders of **M/s A INFRASTRUCTURE LIMITED** (Formerly Shree Pipes Ltd.) will be held on **Monday 30th September, 2013 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 31st March, 2013 and the 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 Shanti Lal Jain, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Ram Krishna Mishra, who retires by rotation and being eligible, offers himself for re- appointment.
4. 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 M/s Agiwal and Associates, Chartered Accountants (Firm Registration Number 000181N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

By order of the Board

Delhi, the 30th May, 2013

Sd/-
Swati Acharya
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 21st September, 2013 to 30th September, 2013 (both days inclusive)
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent Account Number (PAN) by every Participant in securities market members holding shares in physical form can submit their PAN details to the Company.

6. Pursuant to sec. 109A of the Companies Act, 1956 individual Shareholders holding Equity Shares of the Company either singly or Jointly may nominate an individual to whom all the rights in such shares shall vest in the event of death of the sole /all Joint holders.
7. 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 XIII of the Companies Act, 1956 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: Already in operation as the Company is in operations for over 28 years.
- 3) Financial performance

Particulars	Year 2012-13	Year 2011-12	Year 2010-11
Revenue from Operations	23583	23029	20774
Profit after tax for the year	153	151	334

Annual Report for the year 2012-2013 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:** No new appointment 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

Delhi, the 30th May, 2013

Sd/-
Swati Acharya
Company Secretary

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

Particulars	Shanti Lal Jain	Ram Krishna Mishra
Date of Birth	12.01.1943	03.01.1948
Date of Appointment	13.08.2010	22.04.2009
Qualification	B.Com. LL.B	M.A., L.T., Adeeba Kamil, I.A.S. (retd.)
Experience	Rich Experience in Sugar Industry	Wide experience in administrative services
Directors ship held in other public Company	None	None
Chairman/ Member of the Committee of the Board of Directors of the Company.	None	1. Audit Committee 2. Remuneration Committee
No. of shares held in the Company	NIL	NIL

DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting the 33rd Annual Report and the Audited accounts for the financial year ended 31st March, 2013.

FINANCIAL RESULTS:

Particulars	(Rs. in Lacs)	
	31.03.2013	31.03.2012
Revenue From Operations	23583	23029
Profit before Depreciation & Interest	1448	1509
Less: Finance Cost	829	943
Profit before Depreciation	619	566
Less: Depreciation	359	349
Profit before tax	260	217
Less: Provision for taxation (including Deferred Tax)	107	66
Profit after tax for the year	153	151

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 2012-13.

OPERATIONAL HIGHLIGHTS

During the year under review production of AC Pipes and AC Sheets was 13,26,620.80 Meters and 139793.82 Metric Tons.

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 March 31, 2013, 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 March 31, 2013 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.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis, forming part of this report, as required under clause 49(IV) (F) of the Listing Agreement with stock exchanges is annexed separately in this Annual Report.

THE BOARD OF DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of the Association of the Company, Shri S.L.Jain and Shri Ram Krishna Mishra, Directors of the Company, would retire by rotation, at the forthcoming Annual General Meeting and, being eligible, offers themselves for re-appointment and Shri V.K. Gupta resigned from Directorship of the Company w.e.f. 04th December, 2012.

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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 re-appointment as statutory auditors and have confirmed that their appointment, if made, will be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956. The Directors recommend their re-appointment for the year 2013-14. 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 March 31, 2013.

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, Financial Institutions, 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

Delhi, 30th May, 2013

Sd/-
M.L. Goyal
Director

Sd/-
S.K. Kanoria
Managing Director

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		31.03.2013	31.03.2012
1	Electricity:		
(A)	Purchased		
	Units(in '00000)	123.81	121.97
	Total amount (Rs. in Lacs)	757.55	641.83
	Rate/Unit (in Rs.)	6.12	5.26
(B)	Own Generation		
	Units(in '00000)	3.20	3.28
	Unit/Ltr. of Diesel oil	3.34	3.38
	Total amount (Rs. in Lacs)	36.55	35.58
	Cost/Unit (in Rs.)	11.44	10.84
2.	Coal:		
	Quantity (in Tones)	3264.860	3261.770
	Total cost (Rs. in Lacs)	228.04	237.68
	Cost/Tone (in Rs.)	6984.57	7286.93
3.	Consumption Per M. T. of production of A. C. Pressure Pipes and Sheets		
	Electricity (in Units)	70.02	68.48
	Furnace Oil	-	-
	Coal (Qty. in M.T.)	0.02	0.02

FOREIGN EXCHANGE EARNING AND OUTGO

The foreign exchange outflow was Rs 7271.34 Lacs (Rs. 5044.54 Lacs previous year) on account of import of raw-material, stores & spares, plant & machinery and foreign travelling. There were no export earnings during the year.

ENERGY CONSERVATION MEASURES

Continuous efforts made to reduce coal consumption in Boiler.

For and on behalf of the Board of Directors

Delhi, 30th May, 2013

Sd/-
M.L. Goyal
Director

Sd/-
S.K. Kanoria
Managing Director

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 March 31, 2013. 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, lack of direction in government policies, depreciating rupee and high crude oil prices. This led to a slowdown in the overall growth of the economy. According to CSO estimates, the economy grew by 6.7% during the year. However, India is expected to gain back its growth momentum in the medium term owing to higher savings and easing inflationary pressures which would lead to capital formation and fresh investments.

COMPANY & INDUSTRY STRUCTURE

The asbestos cement industry is more than 75 years old industry in India. Demands of Asbestos Cement Sheet market have grown during the past couples of years because of the industry's efforts in making in roads into rural markets. Demand of Asbestos Cement Pressure Pipes and Roofing sheets is encouraging due to policies of various States Government. 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.

OPERATIONS

A Summary of key indication is given below detailed financial and physical performance may be viewed from the Balance Sheet and schedules thereto in the Annual Report

Particulars	2012-13	2011-12
Production		
- A.C Pressure Pipe (in MTR.)	1326621	1318269
- A.C roofing Sheet (in M.T)	139794	144488
Sales		
- A.C Pressure Pipe (in MTR.)	1340114	1443967
- A.C roofing Sheet (in M.T)	124367	152557
Gross Sales (Rs in Lacs)	23583	23029

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 RESOURCES

Management recognizes that employees represent our greatest assets and are strong pillars of organization and it is only thought motivated, creative and committed employees that we can achieve our aims. Hence, the Company attempts to take good care of welfare and betterment of employees.

ACKNOWLEDGEMENT

We record our appreciation of all our sincere employees, gratefulness to our shareholders, lenders, bank and other stakeholders, concerned Government 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 applicable securities laws or regulations. The recovery from global economic recession is still shrouded with uncertainty. Uncertainty about demand conditions given sluggish global economic recovery and its likely contagion effects, regulatory issues regarding environment clearance and land acquisitions as well as sector specific issues like high cost of capital have stagnated the growth in the economy of our country.

FOR AND ON BEHALF OF THE MANAGEMENT TEAM

Delhi, 30th May, 2013

Sd/-
S.K. KANORIA
Managing Director

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is about commitment to values and about ethical business conduct. It is about how an organisation 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 and 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 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 out of which four are Non Executive. Managing Director and one whole time Director fall in the category of Executive Directors. Four Directors are in Category of Independent Directors. At the present time out of 6, our Board has 4 Independent directors, viz Shri. M. Goyal, Shri. K.G. Dave, Shri. R.K. Mishra, and Shri. S.L. Jain and Shri. S.K. Kanoria, Director represent Promoter and Shri. Darvinder Ambardar is a whole time Director. None of the Directors are related to each other or to 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 various Board Committees.

b) Board Meeting and attendance of the Directors

During the year under review, Seven Board Meetings were held, the dates being 14th May 2012, 13th August 2012, 2 August, 2012, 03rd September, 2012, 12th November 2012, 04th December 2012, and 14th February 2013. The last AGM was held on 29th September 2012. Details of Attendance of directors during 2012-2013 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 2012-2013		Whether Attended Last AGM
				Members of Board	Total Held	Attendance	
1.	Sh. S.K. Kanoria	Managing Director	Promoter Executive	3	7	7	No
2.	Sh. M. L. Goyal	Director	Independent Non Executive	2	7	6	No
3.	Sh. K.G. Dave	Director	Independent Non Executive	-	7	3	No
4.	Sh. R.K. Mishra	Director	Independent Non Executive	-	7	4	No
5.	Sh. S.L. Jain	Director	Independent Non Executive	-	7	2	No
6.	Sh. V.K. Gupta*	Wholetime Director	Executive	-	7	4	No
7.	Sh. Darvinder Ambardar	Wholetime Director	Executive	-	7	6	Yes

* Resigned w.e.f. 04th December, 2012.

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 31st March, 2013 are as follows:

(Amount in Lacs)

Name	Salary	P.F	Other Perquisites	Total
1. Mr. S.K. Kanoria	15.00	1.80	0.00	16.80
2. Mr. V.K. Gupta	4.13	0.50	3.34	7.97
3. Mr. Darvinder Ambardar	4.67	0.56	4.80	10.03

(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.

Due to liquidity crunch, it was decided by the Board of Directors to waive the payment of Sitting Fees for the financial year 2012-13.

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 31.03.2013.

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 14th May 2012, 13th August 2012, 12th November 2012 and 14th February 2013.

(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	1
3	Mr. R. K. Mishra	Member	4	3
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

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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) One meeting of the Remuneration Committee was held during the year.
(iii) 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	1	1
2	Mr. M.L. Goyal	Member	1	1
3	Mr. R. K. Mishra	Member	1	1

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.

The Board of Directors has constituted following committees for share holders related matters:

(a) The Shareholders / Investors Grievance Committee

1. Mr. S.K. Kanoria Member
2. Mr. Darvinder Ambardar Member

(b) Share Transfer Committee

1. Mr. S.K. Kanoria Member
2. Mr. Darvinder Ambardar Member
3. Ms. Swati Acharya Secretary

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 31.03.2013 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	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 th September 2010	2009-2010	Registered Office & Works at Hamirgarh, Distt. Bhilwara (Rajasthan) 311025	3.00 P.M.
30 th September 2011	2010-2011		
29 th September 2012	2011-2012		

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, Organisational, 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 organisation. 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: Monday, The 30th September, 2013 at 3.00 p.m.
Venue: Works at Hamirgarh Distt. Bhilwara 311025 Rajasthan
- b) Financial Calendar :
- The Financial year of the company is 1st April to 31st March and the financial results are proposed to be declared as per the following tentative schedule:
- | | |
|--|-----------------------------------|
| Financial reporting for the quarter ending 30 th June, 2013 | First fortnight of August, 2013 |
| Financial reporting for the half year ending 30 th Sept, 2013 | First fortnight of November, 2013 |
| Financial reporting for the quarter ending 31 st Dec, 2013 | First fortnight of February, 2014 |
| Financial reporting for the quarter ending 31 st March, 2014 | First fortnight of May, 2014 |
| Annual General Meeting for the year ending 31 st March, 2014 | September, 2014 |
- c) Dividend Payment : Nil
- d) Date of Book Closure : September 21st, 2013 to September 30th 2013
(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 2013-2014 has been paid to DSE & JSE

- i) **Dematerialization of Shares:**
The shares of the Company are in physical form. After receiving Capital Confirmation Certificate from Stock Exchanges, 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:** Ms. Swati Acharya, 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 with in a period of 30 days from the date of receipt subject to the documents being valid and complete in all respects.

m) 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 March 31st, 2013 :

No. of equity Share	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
Up to 500	1836	93.67	246725	2.31
501 to 1000	74	3.78	64100	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	0.21	17650	0.17
5001 to 10000	3	0.15	20510	0.19
10001 and above	13	0.66	10258915	96.23
GRAND TOTAL	1960	100.00	10661425	100.00

17. SHAREHOLDING PATTERN AS AT MARCH 31, 2013

Category	No. of shares held	Percentage of shareholding
Shareholding of Promoter and Promoter Group		
Indian		
Individuals/Hindu Undivided Family	200100	1.88
Bodies Corporate	7683685	72.07
Sub Total(A)(1)	7883785	73.95
Foreign	0	0
Sub Total(A)(2)	0	0
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A) (2)	7883785	73.95
Public shareholding		
Institutions		
Mutual Funds/UIT	0	0
Financial Institutions/Banks	301650	2.83
Venture Capital Funds	0	0
Insurance Companies	0	0
Foreign Institutional Investors	0	0
Sub- Total (B) (1)	301650	2.83
Non-institutions		
Bodies Corporate	2092130	19.62
Individuals		
- Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0
- Individual shareholders holding nominal share capital up to Rs. 1 lakh	329360	3.09

A INFRASTRUCTURE LIMITED

Category	No. of shares held	Percentage of shareholding
Any other (NRI)	54500	0.51
Trust	0	0.00
Sub-Total (B) (2)	2475990	23.22
Total Public Shareholding (B)= (B) (1) + (B) (2)	2777640	26.05
Total (A)+(B)	10661425	100.00
Share held by Custodians and against which Depository Receipts have been issued	0	0
GRAND TOTAL (A)+(B)+(C)	10661425	100.00

AUDITOR CERTIFICATE ON CORPORATE GOVERNANCE

THE MEMBERS OF
AINFRASTRUCTURE LTD.

We have examined the compliance of conditions of Corporate Governance by A Infrastructure Ltd. for the year ended on 31st March 2013 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
(Firm Registration No. 000181N)
Chartered Accountants

Delhi, the 30th May, 2013

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

CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO) AND SR. V. P. FINANCE OF THE COMPANY

To The Board of Directors,
A Infrastructure Ltd.

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 31st March, 2013 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 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.

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

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

Delhi, the 30th May, 2013

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 31st March, 2013, 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 31st March, 2013;
- (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, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

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

Place : New Delhi
Date : 30-05-2013

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

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 31ST MARCH, 2013**

- (i) In respect of its fixed assets:
- The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - 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.
 - 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:
- The inventory has been physically verified by the management at the end of the year. In our opinion, the frequency of verification is reasonable.
 - 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.
 - 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:
- 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. 169.54 lakhs from 5 parties. Year-end balance from such parties was Rs. 116.16 lakhs. The rate of interest and other terms & conditions are not prejudicial to the interest of the Company.
 - 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. 1191.72 lakhs to 9 parties. Year-end balance from such parties was Rs. 345.04 lakhs. The terms and conditions are not prejudicial to the interest of the Company.
- (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:
- 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.
 - 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 Company has maintained cost records relating to products of the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under section 209(1) (d) of the Companies Act, 1956, as certified by their cost auditors and we have relied upon the same.
- (ix) In respect of Statutory dues:
- 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.
 - According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding, as at 31st March, 2013 for a period of more than six months from the date they became payable.
 - 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) On the basis of examination of records and according to the information and explanations given to us, there has not been any delay in repayment of dues to the banks by the Company. At the year end, there were no overdues in repayments to banks.
- (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) To the best of our knowledge and according to information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For AGIWAL & 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), Ahmedabaad
Excise duty	937.00	Dec. 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
RST & CST	45.79	2007-08	Appeal against Final Assessment pending in Rajasthan Tax Board, Ajmer and Revision against Provisional Assessment pending in Rajasthan High Court, Jodhpur
RST & CST	9.82	2008-09	Appeal against Provisional Assessment pending in Rajasthan High Court, Jodhpur and Revision against Final Assessment pending in D.C.(Appeal), Bhilwara.
RST & CST	64.44	2009-10	Rajasthan High Court, Jodhpur
Income Tax	12.05	2009-10	CIT (Appeal), Ajmer
RVAT & CST	49.83	2010-11	Rajasthan Tax Board, Ajmer
Total	1163.06		

*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 31ST MARCH 2013

(₹ in lacs)

	Particulars	Note No.	As at 31 st March 2013	As at 31 st March 2012
I.	EQUITY AND LIABILITIES			
1.	Shareholders' Funds			
	(a) Share Capital	2	1,071.07	1,071.07
	(b) Reserves and Surplus	3	4,024.16	4,032.59
2	Non-current Liabilities			
	(a) Long-term borrowings	4	1,537.53	1,228.29
	(b) Deferred tax liabilities (net)	5	97.56	68.34
	(c) Other long term liabilities	6	565.03	511.41
	(d) Long term provisions (Refer Note 34)		335.52	305.51
3	Current Liabilities			
	(a) Short-term borrowings	7	4,670.43	5,121.91
	(b) Trade payables		3,697.90	1,999.37
	(c) Other current liabilities	8	2,081.20	2,104.74
	(d) Short-term provisions	9	173.06	136.42
	TOTAL		18,253.46	16,579.65
II.	ASSETS			
1	Non-current assets			
	(a) Fixed assets	10		
	(i) Tangible assets		5,689.41	6,251.82
	(ii) Capital work-in-progress		46.30	41.54
	(b) Non-current Investments	11	62.90	70.18
	(c) Long-term loans and advances	12	175.74	399.35
	(d) Other non-current assets	13	59.20	228.63
2	Current assets			
	(a) Inventories	14	6,605.64	4,582.61
	(b) Trade receivables	15	1,645.00	1,010.44
	(c) Cash and Bank balances	16	808.75	701.02
	(d) Short-term loans and advances	17	3,120.04	3,274.86
	(e) Other current assets	18	40.48	19.20
	TOTAL		18,253.46	16,579.65
	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/-
 M.L. Goyal
 Director

Sd/-
 S. K. Kanoria
 Director

Delhi, 30th May, 2013

Sd/-
 Swati Acharya
 Company Secretary

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

Sd/-
 R. L. Adya
 President

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

(₹ in lacs)

	Particulars	Note No.	Year ended 31 st March, 2013	Year ended 31 st March, 2012
I	Revenue from operations (gross)	19	23,582.58	23,029.02
	Less : Excise Duty		2,190.90	1,732.87
			<u>21,391.68</u>	<u>21,296.15</u>
II	Other Income	20	23.96	31.62
III	Total Revenue (I + II)		<u>21,415.64</u>	<u>21,327.77</u>
IV	Expenses			
	Cost of materials consumed	21	10,880.25	9,083.58
	Purchases of Stock-in-Trade	22	1,959.68	967.29
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	(1,394.28)	1,272.79
	Employee benefits expenses	24	1,721.56	1,689.84
	Finance costs	25	828.65	943.31
	Depreciation and amortization expenses	26	359.22	349.37
	Other Expenses	27	6,822.04	6,796.58
	Total expenses		<u>21,177.12</u>	<u>21,102.76</u>
V	Profit before exceptional items and tax (III-IV)		238.52	225.01
VI	Exceptional items	28	(21.44)	8.14
VII	Profit/(Loss) before tax (V-VI)		<u>259.96</u>	<u>216.87</u>
VIII	Tax expenses			
	(1) Current tax		50.97	43.28
	(2) Deferred tax		29.22	19.28
	(3) Wealth Tax		0.70	0.58
	(4) Tax in respect of earlier years		25.99	2.76
	Total Tax expenses		<u>106.88</u>	<u>65.90</u>
IX	Profit/(Loss) for the year (VII-VIII)		<u>153.08</u>	<u>150.97</u>
X	Earnings per equity share of Rs.10 each			
	(1) Basic		1.44	1.42
	(2) Diluted		1.44	1.42
	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/-
M.L. Goyal
Director

Sd/-
S. K. Kanoria
Director

Delhi, 30th May, 2013

Sd/-
Swati Acharya
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 34) 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 31st March 2013 As at 31st March 2012

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
---	----------	----------

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
Total	1,071.07	1,071.07

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 st March 2013		As at 31 st March 2012	
	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 at 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

Opening Balance	17.40	15.00
Add: Capital Subsidy	-	2.40
Closing Balance	17.40	17.40

(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

Opening Balance	1,336.92	1,498.43
Less: Transfer to Profit and Loss account	161.51	161.51
Closing Balance	1,175.41	1,336.92

(e) Surplus

Opening balance	2,319.27	2,168.30
Add: Net Profit for the year	153.08	150.97
Closing Balance	2,472.35	2,319.27
Total	4,024.16	4,032.59

(₹ in lacs)

As at 31st March 2013 As at 31st March 2012**Note 4 - Long Term Borrowings****(a) Secured**

Term loans

From banks

From others

736.91

1,018.61

11.32

17.61

748.231,036.22**(b) Unsecured****(i) Term loan**

From banks

From others

597.14

-

11.68

23.57

608.8223.57**(ii) Loans and advances from related parties**

107.95

98.15

(iii) Other loans and advances

72.54

70.35

789.31192.07**Total**1,537.531,228.29**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 and 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. 633.14 lacs repayable in 120 equal monthly installments.

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

118.92

99.11

- Bad Debts

33.52

-

- Bad debts Recovered

2.40

-

Deferred Tax Asset on account of :

Other Employee benefits

57.28

30.77

Deferred Tax - (Liability/Assets-Net)97.5668.34**Note 6 - Other long term liabilities****Others**

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

565.03

511.41

Total565.03511.41

A INFRASTRUCTURE LIMITED

(₹ in lacs)

As at 31st March 2013 As at 31st March 2012

Note 7 - Short Term Borrowings

Secured

(a) Working capital loans from banks	3,929.78	4,197.41
(b) Bills purchase limit	333.92	330.60
(c) Stand by line of credit (SLC)	303.91	301.20
(Working capital loans from banks, Bills purchase limit and SLC are secured by way of hypothecation of all present and future inventories and 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>4,567.62</u>	<u>4,829.21</u>

Unsecured

(a) Loans repayable on demand	94.60	250.00
(b) Loans from NBFC	-	27.70
(c) Loans and advances from related parties	8.21	15.00
	<u>102.81</u>	<u>292.70</u>
Total	<u>4,670.43</u>	<u>5,121.91</u>

Note 8 - Other Current Liabilities

(a) Current maturities of long-term debt	421.19	611.25
(b) Interest accrued but not due on borrowings	0.01	0.02
(c) Interest accrued and due on borrowings	-	14.94
(d) Statutory dues	68.62	110.46
(e) Advance against Sales	274.72	341.96
(f) Unclaimed redeemable preference share	22.00	20.55
(g) Other payables	1,294.67	1,005.56
Total	<u>2,081.20</u>	<u>2,104.74</u>

Note 9 - Short-Term Provisions

(a) Provision for employee benefits(Refer Note 34)	121.40	92.57
(b) Others		
Provision for Income tax & Wealth tax	51.66	43.85
Total	<u>173.06</u>	<u>136.42</u>

(₹ in lacs)

Note 10 - Fixed Assets

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as on 01.04.12 ♦	Additions during the year	Sale/ Adjustments	Cost as on 31.03.13	Upto 31.03.12	For the Year (Inclus. On Rev.)	Adjusted in the Year	Total Upto 31.03.13 ♦♦	As on 31.03.13	As on 31.03.12
Lease hold land & Site Development	218.23	-	86.49	131.74	12.62	1.55	-	14.17	117.57	205.61
Free hold land	129.71	-	-	129.71	-	-	-	-	129.71	129.71
Building	1,641.63	-	-	1,641.63	388.82	53.92	-	442.75	1,198.89	1,252.81
Plant & Machinery	7,563.60	30.10	5.79	7,587.91	3,566.89	391.06	-	3,957.95	3,629.96	3,996.71
Laboratory Equipments	9.21	-	-	9.21	6.93	0.27	-	7.20	2.01	2.28
Electric Installation	605.66	2.34	-	608.00	186.16	30.04	-	216.20	391.80	419.50
Water Supply Install.	14.61	-	-	14.61	7.37	0.67	-	8.03	6.58	7.25
Furniture & Fixtures	51.56	1.19	0.07	52.68	27.10	2.81	-	29.91	22.77	24.46
Office Equipments	27.93	2.50	-	30.42	11.37	1.30	-	12.66	17.76	16.56
Computer	122.17	2.15	-	124.33	66.90	15.66	-	82.56	41.76	55.27
Vehicles	245.42	13.59	6.45	252.56	103.77	23.45	5.27	121.96	130.61	141.65
Total	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
Capital work in progress									46.30	41.54
TOTAL									5735.71	6293.36
Previous Year	10,294.16	407.24	71.67	10,629.74	3,894.07	510.88	27.03	4,377.92	6251.82	6,400.09

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

♦♦ Includes Rs.1934.55 lacs as Depreciation on Revaluation. (Previous Year Rs.1773.04 lacs)

(₹ in lacs)

As at 31st March 2013As at 31st March 2012

Note 11 - Non-Current Investments

(a) Investments in Associates

(Trade, Unquoted)

Chiraj Stock & 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.

44.90

44.90

(89,800 Equity Shares of Rs. 100 each)

(c) Investment in Partnership Firm (Lizard Lounge)

-

7.28

Name of Partners	Profit Sharing Ratio	Capital (Rs.in Lacs)
A Infrastructure Limited	97%	7.28
Saraf Projects Private Limited	03%	(6.85)

Total

62.90

70.18

A INFRASTRUCTURE LIMITED

(₹ in lacs)

As at 31st March 2013 As at 31st March 2012

Note 12 - Long-term Loans and Advances

(a) Capital Advances		
Unsecured, considered good	-	3.96
(b) Security Deposits		
Unsecured, considered good	107.19	150.91
(c) Other loans and advances		
Unsecured, considered good	68.54	244.48
(It includes Sales Tax recoverable, Income Tax, Prepaid expenses etc.)		
Total	175.74	399.35

Note 13 - Other non-current assets

(i) Long term Trade Receivables		
Unsecured, considered good	58.85	221.86
Unsecured, considered doubtful	16.69	121.45
Less: Allowance for bad and doubtful debts	(16.54)	(121.45)
	59.00	221.86
(ii) Claims and other receivable		
	0.20	6.77
Total	59.20	228.63

Note 14 - Inventories

(As taken, valued and certified by the Management)

(a) Raw Materials	2,147.12	1,587.79
(b) Work in progress	1,436.14	942.13
(c) Finished goods	2,551.21	1,536.65
(d) Stock-in-trade	32.56	147.58
(e) Stores and spares	344.19	330.45
(f) Loose tools	5.19	5.19
(g) Scrap/Bardana stock & Others	1.70	1.90
(h) Stock at site (Work Contract)	87.53	30.92
Total	6,605.64	4,582.61

14.1 Details of Raw Materials

Asbestos Fibre	2,082.61	1,556.44
Cement	42.73	9.38
Fly Ash	4.46	6.35
Silica	0.34	0.33
Pulp	16.98	15.29
Total	2,147.12	1,587.79

(₹ in lacs)

	As at 31 st March 2013	As at 31 st March 2012
14.2 Details of Work in Progress		
A.C.Pressure Pipe	161.44	180.73
A.C.Sheet	1,273.91	761.35
Others	0.78	0.05
Total	1436.14	942.13
14.3 Details of Finished Goods		
A.C.Pressure Pipe	860.47	977.03
A.C.Sheet	1,690.39	559.31
Others	0.35	0.31
Total	2,551.21	1,536.65
14.4 Details of Stock -in-trade		
A.C.Pressure Pipe	28.24	137.98
A.C.Sheet	-	4.34
Others	4.33	5.26
Total	32.56	147.58
For Mode of valuation, refer Note 1		

Note 15 - Trade Receivables

Trade receivables outstanding for a period exceeding six months from the date they are due for payment

Secured, considered good	16.06	1.21
Unsecured, considered good	552.70	548.91
Unsecured, considered doubtful	18.95	26.50
Less: Allowance for bad and doubtful debts	(18.95)	(26.50)
Total (A)	568.76	550.12

Trade receivables outstanding for a period less than six months from the date they are due for payment

Secured, considered good	557.09	199.97
Unsecured, considered good	519.14	260.35
Total (B)	1,076.24	460.32
Total (A+B)	1,645.00	1,010.44

Note 16 - Cash and Bank balances**(i) Cash and Cash Equivalents**

(a) Balances with banks	208.77	107.21
(b) Cash on hand	14.73	19.95
(c) Deposit with upto 3 months maturity	205.74	231.70
	429.24	358.86

(ii) Other Bank balances

(a) Deposit with more than 3 months but upto 12 months maturity	357.51	321.61
(b) FDR for unclaimed redeemable preference share	22.00	20.55
	379.52	342.16
Total	808.75	701.02

A INFRASTRUCTURE LIMITED

(₹ in lac)

As at 31st March 2013 As at 31st March 2012

Note 17 - Short term loans and advances

(a) Loans and advances to related parties

(Refer note 37)

Unsecured, considered good

1,006.63 1,348.88

(b) Others

Unsecured, considered good

2,113.40 1,925.98

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

Total

3,120.04 3,274.86

Note 18 - Other Current Assets

Unbilled revenue AS-7

40.48 19.20

Total

40.48 19.20

(₹ in lacs)

Year ended Year ended
31st March, 2013 31st March, 2012

Note 19 - Revenue from operations (Gross)

Sale of Products

22,661.91 21,784.97

Income from Work Contracts

722.03 987.55

Other operating revenues

198.64 256.50

Total

23,582.58 23,029.02

19.1 Details of Sale of Products

A.C.Pressure Pipe

7,550.90 6,281.16

A.C.Sheet

13,914.85 14,410.14

Asbestos Fibre

1,183.18 1,041.02

Others

12.98 52.65

Total

22,661.91 21,784.97

Note 20 - Other Income

Miscellaneous Receipts

10.66 9.60

Dividend Income

1.35 1.35

Excess liability/provision written back

11.87 18.44

Insurance Claim Received

0.08 2.23

Total

23.96 31.62

(₹ in lacs)

	Year ended 31 st March, 2013	Year ended 31 st March, 2012
Note 21 - Cost of Materials Consumed		
Raw Material		
Opening Stock	1,587.79	2,003.84
Add : Purchases	12,566.95	9,830.10
	14,154.74	11,833.94
Less : Sales/Stock Transfer	1,127.37	1,162.57
	13,027.37	10,671.37
Less : Closing Stock	2,147.12	1,587.79
Total	10,880.25	9,083.58

21.1 Imported and Indigenous Raw Materials Consumed

Particulars	Year ended 31 st March, 2013		Year ended 31 st March, 2012	
	Value %	%	Value %	%
Imported	7,196.29	66	5,476.20	60
Indigenous	3,683.96	34	3,607.38	40

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

Raw Materials	7,271.34	4,987.81
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21.3 Details of Raw Material Consumed

Particulars		
Asbestos Fibre	7,420.38	5,733.33
Cement	2,858.94	2,847.37
Fly Ash	335.52	294.20
Pulp	238.09	208.67
Silica Powder	-	0.01
Semi Finished Pipes	27.32	-
Total	10,880.25	9,083.58

Note 22 - Purchases of Stock-in-trade

Asbestos Fibre	1,117.28	908.21
Others	842.40	59.08
Total	1,959.68	967.29

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

Opening Stock		
Finished Goods	1,536.66	2,171.84
Work in Progress	942.13	1,488.23
Scrap/Bardana stock & Others	144.22	235.73
	2,623.01	3,895.80
Closing Stock		
Finished goods	2,551.21	1,536.66
Work in Progress	1,436.14	942.13
Scrap/Bardana stock & Others	29.94	144.22
	4,017.29	2,623.01
Total	(1,394.28)	1,272.79

A INFRASTRUCTURE LIMITED

(₹ in lacs)

	Year ended 31 st March, 2013	Year ended 31 st March, 2012
Note 24 - Employee benefits expenses (Refer note 35)		
Salaries, Wages, Bonus etc.	1,451.22	1,429.82
Contribution to provident fund	107.13	106.90
Staff welfare expenses	163.21	153.12
Total	1,721.56	1,689.84
Note 25 - Finance Costs		
Interest Expense	714.02	815.42
Other borrowing costs	114.63	127.89
Total	828.65	943.31
Note 26 - Depreciation and Amortisation Expenses		
Depreciation and Amortisation Expenses	520.73	510.88
Less : Transferred from Revaluation Reserve	161.51	161.51
Total	359.22	349.37
Note 27 - Other Expenses		
Rubber Ring/CID Joints consumed	95.06	81.98
Stores & Spares consumed	153.08	161.75
Power & Fuel	1,124.54	993.38
Other Manufacturing Expenses	117.77	126.59
Exchange Difference (Net)	112.40	332.11
Repairs, Maintenance & Replacements	400.36	338.62
Rent	50.81	61.02
Rates & Taxes	21.13	25.30
Electricity & Water Charges	7.54	10.32
Insurance Charges	18.73	15.23
Printing & Stationery	22.49	22.86
Postage, Telegram, Telephone & Telex	30.54	40.06
Motor Vehicle running Expenses	27.54	28.15
Charity & Donation	0.93	0.93
Recruitment Expenses	1.16	3.72
Fee & Subscription	5.58	6.56
Share Listing Fees	0.87	0.43
Service Tax Expenses	8.11	23.31
Directors sitting Fees	-	3.40
Auditors Remuneration	6.63	8.15
Internal Audit fee & Expenses	0.01	0.15
Legal & Professional Expenses	122.49	45.87
Travelling & conveyance Expenses	274.34	295.59
Miscellaneous Expenses	92.93	108.12
Selling and Distribution Expenses	2,569.60	2,674.50
Bad debts and Other recoverable written off	514.22	240.04
Leave & Licence Fees	92.00	106.24
Loss from Partnership Firm	-	38.52
Stores & Spares Written off	22.50	-
Raw Material Written off	5.46	-
Expenses on Work Contracts	658.90	1,003.68
Duties & Taxes paid/provided	264.32	-
Total	6,822.04	6,796.58

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(₹ in lacs)

**Year ended
31st March, 2013**

**Year ended
31st March, 2012**

27.1 Imported and Indigenous Stores and Spares Consumed

Particulars	Value %	%	Value %	%
Imported	28.20	6	41.88	9
Indigenous	458.95	94	408.88	91

**27.2 Value of Imports calculated on C.I.F. basis
Stores and Spares**

26.03

55.88

27.3 Detail of Repairs, Maintenance & Replacements

Building	25.69	25.40
Machinery	345.87	280.29
Other Assets	28.80	32.93
Total	400.36	338.62

27.4 Detail of Auditors Remuneration

Audit fee	5.00	5.00
Out of Pocket Expenses	1.63	3.15
Total	6.63	8.15

27.5 Detail of Selling and Distribution expenses

Freight & forwarding expenses	1,479.19	1,627.21
Selling Commission	702.15	797.72
Sales Promotion expenses	40.44	43.38
Advertisement & Publicity	8.23	11.52
Breakeges & Misc.deduction	291.39	186.85
Others	48.20	7.82
Total	2,569.60	2,674.50

27.6 Detail of Bad debts and Other recoverable written off

Bad debts/Advance /Other recoverable written off	521.66	236.93
Add : Provision for doubtful debts/advances	-	3.12
Less : Provision no longer required written back	7.44	-
Total	514.22	240.04

Note 28 - Exceptional Items

Loss/(Profit) on sale/discard of Fixed Assets	(21.44)	8.14
Total	(21.44)	8.14

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 31st March 2013	722.03
b.	Aggregate amount of Contract costs incurred and recognized profits (less recognized losses) up to the reporting date i.e. 31st March 2013	1623.43
c.	Amount of customer advances outstanding for contracts in progress as at 31st March 2013	NIL
d.	Retention amounts due from customers for contracts in progress as at 31st March 2013	40.48
e.	Gross amount due from customers for contract work	93.97
f.	Gross amount due to customers for contract work	NIL

Note 30 - Contingent liabilities

- a) Estimated amount of Outstanding Capital Commitment and not provided for Rs.NIL (Previous year Rs. 13.39 lacs) (Net of Advances paid).
- b) 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. 430.64 lacs) under Appeal Rs.1163.06 lacs (Previous year Rs.219.87 lacs).
- c) 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 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 1st 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)

(₹ in lacs)

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

a) Defined Contribution plans

Contribution to defined contribution plans charged off for the year are as under :	Current Year	Previous Year
Company's contribution to provident fund	107.13	106.90
Company's contribution to employees state insurance scheme	15.74	16.70

The amount recognized as expenses for this defined contribution plan in the financial statement is Rs.107.13 lacs which includes Rs 2.85 lacs towards contribution for key managerial personnel.

b) Defined benefit plans

- (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 March 31 st , 2013	As at March 31 st , 2012	As at March 31 st , 2013	As at March 31 st , 2012
Change in present value of obligation				
Present value of obligation as at the beginning of the year	205.70	176.58	192.33	158.06
Current service cost	25.60	23.25	27.92	25.98
Interest cost	16.46	15.01	15.39	13.44
Actuarial (gain) / loss	12.11	25.33	(1.75)	38.93
Benefits paid	(17.43)	(34.47)	(19.44)	(44.03)
Present value of obligation as at the end of the year	242.43	205.70	214.48	192.38
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				
Liability recognised in the financial statement				
Cost for the year				
Current service cost	25.60	23.25	27.92	25.98
Interest cost	16.46	15.01	15.39	13.44
Return on plan assets	NIL	NIL	NIL	NIL
Actuarial (gain) / loss	12.11	25.33	(1.75)	38.93
Net cost	54.16	63.59	41.55	78.35
Constitution of plan assets				
Other than equity, debt, property and bank a/c Funded with LIC				
Main actuarial assumptions				
Discount rate	8.00%	8.50%	8.00%	8.50%
Rate of increase in compensation levels	5.50%	6.00%	5.50%	6.00%

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 as there are no exports.

A INFRASTRUCTURE LIMITED

Note 36 - Related Party Disclosure

A) Transactions with related Parties

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

(₹ in lacs)

Description of the nature of transactions	<u>A</u>	<u>B</u>	<u>C</u>
i. Purchase of goods	-	-	505.31
ii. Sale of goods	-	-	(876.02)
iii. Net unsecured loan received/(given)	-	-	132.72
iv. Interest paid	-	-	(5.96)
v. Remuneration paid	-	-	112.83
vi. Sitting Fees paid	-	-	(-238.41)
	16.80	17.00	13.57
	(33.12)	(17.00)	(21.18)
	-	-	-
	-	-	-

Note 37 - (A) Managerial remuneration

- 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 2012-13. In view of inadequacy of profits, only fixed monthly remuneration has been paid to directors.

2) Details of Managerial remuneration is as under :

S.No.	Name	Remuneration	
		Current Year	Previous Year
1	Mr.S.K.Kanoria	16.80	33.12
2	Mr.V.K.Gupta	7.97	10.97
3	Mr. D. Ambardar	10.04	8.20
(B) Sitting fees paid to Directors		Nil	3.40

(₹ in lacs)

Note 38 - Payment to Whole-time Directors represents

	Current Year	Previous Year
i) Salary	23.80	35.54
ii) Provident Fund	2.85	4.26
iii) Other Perquisite	8.15	12.49
Total	34.81	52.29

Note 39

Balances of Sundry debtors and creditors 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 31st March, 2013. 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

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.

Income accrued from operations of manufacturing units taken on lease from Gujarat Composite Ltd. Shown as other operating income.

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 Licensor has failed to pay the dues to the Licensee as per the License Agreement signed by the Licensor with Licensee in spite of notices being served to Licensor. Further, based on application dated 23.05.12 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

A INFRASTRUCTURE LIMITED

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.

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 31.12.2013 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	
		2013	2012	2013	2012	2013	2012
1.	Land, Building and Plant & Machinery	54.00	72.00	NIL	54.00	NIL	NIL

Note 43

Interest expenses are net of Income of Interest Rs.337.40 Lacs (Previous year Rs.283.00 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)	153.08	150.99
No. of Equity Shares	10661425	10661425
Earning per share (Annualized)(Rs.)	1.44	1.42

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

Note 47

Current tax represents MAT.

Note 48

Consequent to the Notification under the Company's Act, 1956; the Financial Statements for the year ended on 31st March 2013 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 AGI WAL & ASSOCIATES

Firm Registration No. 000181N

Chartered Accountants

FOR AND ON BEHALF OF BOARD OF DIRECTORS

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

Sd/-
M.L. Goyal
Director

Sd/-
S. K. Kanoria
Director

Sd/-
Swati Acharya
Company Secretary

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

Sd/-
R. L. Adya
President

Delhi, 30th May, 2013

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2013

(Rs. in lacs)

	As on 31.03.2013		As on 31.03.2012	
A. CASH FLOW FROM OPERATIONAL ACTIVITIES				
Net Profit/(loss) for the year		259.96		216.87
Adjustment for				
Depreciation	359.22		349.37	
Interest (Net)	714.03	1,073.25	815.42	1,164.79
Operating profit before working capital changes		1,333.21		1,381.66
Adjustment for				
(Increase)/Decrease in Trade Receivables	(634.56)		988.76	
(Increase)/Decrease in Other Current Assets	(21.28)		(19.20)	
(Increase)/Decrease in Inventories	(2023.03)		1661.04	
Increase/(Decrease) in Trade Payables & Other Liabilities	2372.34		(2406.02)	
Direct Taxes Paid	(106.88)	(413.41)	(76.90)	147.68
Cash generated from operations		919.80		1,529.34
Net cash from operational activities		919.80		1,529.34
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets (Net)	36.92		(290.54)	
Sale/(Purchase) of Investment	7.28		36.79	
Net Cash used in Investing activities		44.20		(253.75)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds/ (Repayment) from Unsecured Loan	597.23		(53.84)	
Term loan from Banks	(287.99)		(517.97)	
Cash credit from Banks	(451.48)		301.48	
Interest Paid	(714.03)		(809.76)	
Net cash received from financing activities		(856.27)		(1080.09)
Net increase / decrease in cash and cash equivalents (A+B+C)		107.73		195.50
Cash and Cash equivalents as on 1 st April, (Opening Balance)		701.02		505.52
Cash and Cash equivalents as on 31 st March, (Closing Balance)		808.75		701.02

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/-
M.L. Goyal
Director

Sd/-
S. K. Kanoria
Director

Sd/-
Swati Acharya
Company Secretary

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

Sd/-
R. L. Adya
President

Delhi, 30th May, 2013

A INFRASTRUCTURE LIMITED

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

PROXY FORM

I/We.....of.....in the district of
.....being a member/members of the above named. Company hereby appoint
.....of.....in the district of
.....or failing him/her.....of.....in the district
of.....as my/our proxy to attend and vote for me/us on my/our behalf at the 33rd Annual
General Meeting of the Company to be held on Monday 30th September, 2013 at 3.00 p.m. and/or at any adjournment
thereof.

Signed this.....day of.....2013

Signature of witness.....

name and address of witness.....

.....
.....

Affix
Re. 1
revenue
stamp

For office use only

proxy no.

Register Folio No.

No of Shares

Note : The form duly completed should be deposited at the Registered Office of the Company at Hamirgarh 48 hours before the time of the meeting.
A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and a Proxy need not be a member of the Company.

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 33rd Annual General Meeting of the Company held at Hamirgarh 311 025, Distt. Bhilwara (Raj.)
on Monday 30th September 2013 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)