

*13<sup>th</sup> ANNUAL REPORT 2012 - 2013*

**13<sup>TH</sup>  
ANNUAL REPORT  
OF  
SANMIT INFRA LIMITED  
FOR THE YEAR ENDED  
ON  
31<sup>ST</sup> MARCH, 2013**

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## **BOARD OF DIRECTORS**

Mr. Sanjay K. Makhija

Mr. Mitesh M. Pujara

Mr. Satyajit Mishra

Mr. Miten S. Shroff

Mr. Kanayalal C Makhija

Mr. Ramakrishna Muralidharan

## **COMPLIANCE OFFICER**

Miss. Chaitrali Choudhary

## **AUDITORS**

Tushar Parekh & Associates  
Chartered Accountants  
Mumbai - 400 002

## **LISTING:**

Bombay Stock Exchange Ltd

## **REGISTRARS & TRANSFER AGENTS**

Purva sharegistry (I) Pvt Ltd  
9, Shiv Shakti Inds.Estate,  
J.R. Boricha Marg,  
Opp Kasturba Hospital,  
Lowern Parel (East),  
Mumbai - 400011

## **REGISTERED OFFICE**

No.5, Damodharan Street  
Kellys, Chennai  
Tamilnadu 600010

## **E-MAIL ADDRESS**

sanmitinfra@gmail.com

## **WEBSITE**

[www.sanmitinfra.co.in](http://www.sanmitinfra.co.in)

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## NOTICE

NOTICE is hereby given that the 13<sup>th</sup> Annual General Meeting of the members of the Company will be held on Friday, the 27th September, 2013 at 03.00 P.M at No.5 Damodharan Street, Kellys, Chennai – 600010, to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2013 and the Statement of Profit and Loss for the year ended on that date and Reports of Auditors and Directors thereon.
2. To appoint a Director in the place of Mr. Satyajit Mishra who retires by rotation and being eligible, offers himself for reappointment.

### **SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass with or without modification(s) if any, the following as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to section 260 of the companies Act, 1956, Mr. Miten Shroff who was appointed as an Additional Director of the Company and in respect of whom a notice under section 257 of the Companies Act, 1956 have been received from a member signifying his intention to propose, Mr. Miten Shroff as a candidate for the office of the Director and is be and hereby elected and appointed as a Director of the Company and shall be liable to retire by rotation.”

4. To consider and if thought fit, to pass with or without modification(s) if any, the following as an **ORDINARY RESOLUTION:**

To appoint M/s. K. M TAPURIAH & CO., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting until conclusion of the next Annual General Meeting and to fix their remuneration .

By order of the Board

For SANMIT INFRA LIMITED

(Formerly known as Asia HR Technologies Limited)

Place: Mumbai

sd/-

Date: 14/08/2013

Sanjay Makhija - (Chairman)

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## NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself and the proxy need not be a member of the Company. Proxy should reach the registered office of the Company at least 48 hours before the time of the meeting.
2. The Register of Members and share transfer books will remain closed from 23<sup>rd</sup> September 2013 to 27<sup>th</sup> September 2013 (both days inclusive).
3. Members desiring to seek any information on the annual Financial Statements/ operations are requested to write to the Company at least Seven days before the date of the meeting so as to enable the management to keep the information ready.
4. Members /Proxies attending the meeting are requested to bring copy of their Annual Report with them in meeting.
5. All communications relating to shares are to be addressed to the Company or the Company's Share Transfer Agent/ M/s. Purva Shareregistry (India) Pvt. Ltd, 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Lower Parel (E), Mumbai 400011.
6. Information required to be furnished under the Listing Agreement.

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, the particulars of Directors who are proposed to be appointed/reappointed are given below:

## EXPLANATORY STATEMENT IN PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT TO THE SPECIAL BUSINESS:

### ITEM NO. 3:

Mr. Miten Shroff was appointed as an Additional Director of the Company by the Board of Directors at their Meeting held on 11<sup>th</sup> February, 2013. Pursuant to Section 260 of the Companies Act, 1956 read with Articles of Association of the Company Mr. Miten Shroff holds office upto this Annual General Meeting. Under section 257 of the Companies Act, 1956, the Company has received a notice from a Member signifying his intention to propose Mr. Miten Shroff as Director of the Company in the ensuing Annual General Meeting. The Company will be benefited from his association. It is recommended by the Directors that the resolution as proposed be passed by the shareholders in the

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ensuing Annual General Meeting as an Ordinary Resolution. He will act as Independent Director of the Company.

None of the directors except Mr. Miten Shroff is interested in the above resolution.

### ITEM NO. 4

The retiring auditor M/s. Tushar Parekh & Associates due to pre-occupation have not offered for re-appointment. The Board has recommended M/s. K.M. Tapuriah & Co. Chartered Accountants to hold office as statutory auditor of the Company, till the conclusion of the next Annual General Meeting. They have furnished a certificate to the effect that the proposed appointment is in accordance with the limits specified U/s. 224(1B) of the Companies Act, 1956.

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## DISCLOSURES AS PER CL. 49 OF THE LISTING AGREEMENT

<b>Name of Director</b>	Mr. Satyajit Mishra	Mr. Miten Shroff
<b>Date of Birth</b>	11 <sup>th</sup> June 1964	14/10/1982
<b>Date of Appointment</b>	13/02/2012	11/02/2013
<b>Qualification</b>	FCS	T.Y.BMM
<b>Expertise in Specific Functional Area</b>	Corporate Laws, Corporate Accounts , Acquisition, Merger, takeover and Finance	Finance
<b>Executive &amp; Non Executive Director</b>	Non- Executive Independent Director	Non- Executive Independent Director
<b>Independent Director</b>	Yes	Yes
<b>Other Directorship</b>	ARIS International Limited	Alternate Director in India Home Loan Limited
<b>Other Committee Membership</b>	shareholders grievance committee/investor grievance committee – Chairman (Aris International Limited) Remuneration Committee – Member (Aris International Limited)	Nil
<b>DIN No</b>	00019743	03384163

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## **DIRECTORS' REPORT**

Dear Members,

Your Directors are presenting the 13<sup>th</sup> Annual Report of the company with audited accounts for the year ended 31st March 2013.

### **1. FINANCIAL RESULTS**

The Financial Results are stated as under:

(In Rupees)

<b>FINANCIAL RESULTS</b>	<b>Year ended 31.03.2013</b>	<b>Year ended 31.03.2012</b>
Sales and other Income	978,685	568,645
Profit (Loss) before Depreciation & Tax	14571	(20,971,520)
Less : Depreciation	24,012	19,988
Profit (Loss) before Tax	(9,441)	(20,991,509)
Provisions for Tax-		
Current Tax	0	0
Deferred Tax	(6,296,222)	0
Fringe Benefit Tax	0	0
Profit (Loss) after Tax	6286781	(20,991,509)

### **OPERATIONAL PERFORMANCE AND FUTURE OUTLOOK**

Income of the company is Rs. 978685 as compared to Rs. 568645 in previous year. Profit before Tax is Rs. 6286781 as compared to (20991509) in previous year.

### **2. DIVIDEND**

In view of the losses, your directors do not recommend any dividend during the year.

### **3. DIRECTORS**

Mr. Satyajit Mishra director liable to retire by rotation and being eligible offer himself for re-appointment.



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Mr. Miten Shroff appointed as an additional director on 11<sup>th</sup> February, 2013 and his terms comes to an end at the forthcoming Annual General Meeting. The company received a notice from a shareholder proposing him as director of the company.

Mr. Mitesh Pujara is appointed as Managing director of the Company and Mr. Sanjay Makhija is the Chairman of the Company.

## 4. DEPOSITS

The Company has not invited or accepted any deposits from the public.

## 5. 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:

- (i) That in the preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2013; the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- (iii) That 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;
- (iv) That the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March, 2013 on a 'going concern' basis.

## 6. CORPORATE GOVERNANCE

Pursuant to the provisions contained in the listing agreement, a management discussion and analysis report, a report on corporate governance together with the auditor's

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certificate on the compliance of conditions of corporate governance are furnished as annexure forming part of this Directors' Report.

## 7. AUDITORS

The retiring Auditors M/S Tushar Parekh & Associates - Chartered Accountants, due to pre-occupation has not offered for re-appointment. The Board has recommended M/s. K.M. Tapuria & Co. Chartered Accountants to hold office as statutory auditor of the Company, till the conclusion of the next Annual General Meeting. They have furnished a certificate to the effect that the proposed appointment is in accordance with the limits specified U/s. 224(1B) of the Companies Act, 1956.

## 8. LISTING

The Company's shares are listed in Chennai and Mumbai Stock Exchanges. The members have passed a resolution to delist the shares of the Company from Madras Stock Exchange.

## ACKNOWLEDGEMENTS

Your directors acknowledge the continued support and cooperation of the customers and employees of the Company. Further your Directors thank the shareholders for their continued confidence in the Company.

By order of the Board

For SANMIT INFRA LIMITED

(Formerly known as Asia HR Technologies Limited)

Place: Mumbai

Date: 14/08/2013

sd/-

Sanjay Makhija

Chairman

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## CORPORATE GOVERNANCE:

### A. MANDATORY REPORTS ON CORPORATE GOVERNANCE

#### Company's Philosophy on Corporate Governance:

The company believes in the philosophy of continuous improvement in all facets of its operations which depends on mutual faith, customer satisfaction, investors confidence and employee loyalty. It believes in maintaining high standards of integrity through excellence in service.

#### 1. Board of Directors

Name of Directors	Category	Attendance Particulars	
		Board Meetings	Last AGM
Mr. Mitesh Pujara	Managing Director	5	Yes
Mr. Satyajit Mishra	Independent Director	5	Yes
Mr. Kanayalal Makhija	Director	5	No
Mr. Sanjay Makhija	Chairman , Director	5	Yes
Mr. Ramakrishan Muralidhran	Director	-	No
Mr. Miten Shroff	Additional Director	1	No

#### 2. Board Meetings

##### Annual General Meeting Held on 24<sup>th</sup> August, 2012.

Five Board Meetings were held on the following dates 10/07/2012, 14/08/2012, 15/09/2012 , 08/11/2012 , 11/02/2013.

#### 3. Audit Committee

The term of reference of this committee cover the matter specified for Audit Committee under clause 49 of the Listing Agreement.

#### COMPOSITION

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The current Audit Committee of the Company comprises three Directors, who possess knowledge of the corporate finance & accounts.

The constitution of the Audit Committee is as follows:-

Name of Directors	Status in Committee	Nature of Directorship
Mr. Satyajit Mishra	Chairman	Independent Director
Mr. Miten Shroff	member	Independent Director
Mr. Sanjay Makhija	member	Non Executive Director

During the financial year ended 31<sup>st</sup> March, 2013, 4 Audit Committee Meetings were held and all the four meeting were attended by standing Chairman.

#### 4. Share transfer and investors relation committee

During the year there was no share transfer or investor complaint and hence no meeting of the committee was held.

Constitution

Name of Directors	Status in Committee	Nature of Directorship
Mr. Miten Shroff	Chairman	Independent Director
Mr. Mitesh Pujara	member	Executive Director
Mr. Satyajit Mishra	member	Independent Director

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## 5. General Body Meetings in last three financial years

Particulars	F.Y.2011-12	F.Y.2010-2011	F.Y.2009-10
Date	24/08/2013	30/09/2011	29/09/2010
Time	2.00 PM	9.00 AM	12.30 PM
Venue	No. 5 Damodharan Street , Kellys, Chennai- 600010	Hotel B R Mathsya , 29/31 Thanikanchalam Road, T. Nagar , Chennai -600017	B R Mathsya , 29/31 , Thanikanchalam Road, T. Nagar , Chennai - 600017
Regd. Office	No. 5 Damodharan Street , Kellys, Chennai- 600010	CVR Complex , II floor, NO.1 Dr. Singaravelu Street , T.Nagar , Cheenai -600017	CVR Complex , II floor, NO.1 Dr. Singaravelu Street , T.Nagar , Chennai -600017

## 6. Disclosures

There were no materially significant transactions made by the company with related parties i.e. subsidiaries, promoters, Directors or the management, and their relatives conflicting with the company's interest.

The company presently has no specific whistle blower policy but no personnel has been denied access to the audit committee. The company has not followed any differential treatment relating to accounting policies. There is no pecuniary relationship or transactions with non-executive directors.

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13 <sup>th</sup> Annual General Meeting Date & Time	27 <sup>th</sup> September, 2013 at 3.00 P.M
Venue	5, Damodharan Street, Kellys, Chennai – 600 010
Financial Calendars (Tentative)	1 <sup>st</sup> April, 2013 to 31 <sup>st</sup> March, 2014
Financial Reporting for the Quarter Ended 30 <sup>th</sup> June 2013	By mid of July, 2013
Financial Reporting for the Quarter Ended 30 <sup>th</sup> September 2013	By mid of October, 2013
Financial Reporting for the Quarter Ended 31 <sup>st</sup> December 2013 2014	By mid of February,
Financial Reporting for the Quarter Ended 31 <sup>st</sup> March 2014	By end of May, 2014
Annual General Meeting For the year ending 31 <sup>st</sup> March, 2013	30 <sup>th</sup> September, 2013
Book Closure	23 <sup>rd</sup> September, 2013 to 27 <sup>th</sup> September, 2013
Registered Office	5, Damodharan Street, Kellys, Chennai – 600 010
Listing on Stock Exchange at	BSE Limited
Delisting from Stock Exchange- Applied	Madras Stock Exchange
Company Registration No.	L70109TN2000PLC044664
NSDL & CDSL – ISIN	INE799C01015
<b>Company Website address : <a href="http://www.sanmitinfra.in">www.sanmitinfra.in</a></b>	

**7. Registrars & Share Transfer Agents:**

M/s. PurvaShareregistry (India ) Pvt. Ltd,  
9, Shiv Shakti Industrial Estate,  
J.R.Boricha Marg, Lower Parel (E),  
Mumbai 400011.  
Email: [busicomp@mtnl.net.in](mailto:busicomp@mtnl.net.in)  
Contact person: Mr. V.B. Shah

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## 8. Share Transfer System

The share transfers are processed and the share certificates returned within a period of 10 to 15 days from the date of receipt, so long as the documents have been clear in all respects. The Company has, as per SEBI Guidelines offers the facility of transfer cum demats.

## 9. CEO/CFO Certification

A Certificate from the CEO of the company in terms of clause 49 (v) of the listing agreement was placed before the board meeting held on 31<sup>st</sup> May, 2013 to approve the audited annual accounts for the year ended 31<sup>st</sup> March, 2013. The company has adopted mandatory requirements of clause 49 of the listing agreement and complied with the same.

## 10. Certificate of Compliance with the code of conduct policy

As provided under clause 49 of the listing agreement with the stock exchange the board members and senior management personnel have confirmed with the code of conduct for the period ended 31<sup>st</sup> March, 2013

## 11. Distribution of Shareholding as on 31<sup>st</sup> March, 2013 :

No. of Equity Shares held	No. of Shareholders	No. of Shares Held	% Share holding
1 to 5000	717	175349	1.77 %
5001 to 10,000	212	193319	1.95 %
10,001 to 20,000	111	184775	1.87 %
20,000 to 30,000	47	122342	1.24 %
30,001 to 40,000	23	827200	0.84 %
40,001 to 50,000	39	186989	1.89 %
50,001 to 100,000	52	382383	3.86%
100,000 and above	97	8570523	86.58 %
Grand Total	1298	9898400	100 %

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## 12. Share Holding Pattern as on 31<sup>st</sup> March, 2013 :

Category	No. of Shares Held	% of Share Capital
Promoter's Holding	10500	0.11
Mutual Funds/UTI	0	0
Banks/Financial Institutions/Insurance	0	0
Company/Govt. Company	0	0
Corporate Bodies	1428381	14.43
NRIs/Foreign shareholders	31580	0.32
Hindu Undivided Family	434627	4.39
Public/Others	7993311	80.75
Total	9898400	100

## 13. Change of Name

The Name of the company Asia Hr Technologies Limited changed from 15<sup>th</sup> May, 2013 as Sanmit Infra Limited through Postal Ballot.

## 14. Forfeiture of Shares

The company forfeited 101,600 no of shares on account of non- payment of final call money.

## 15. Change of Object

The Company is into Software development activities. However recently the company enlarged its object by further introduction of the following business activities in the field of :

- (1) Infrastructure Development
- (2) Real-estate Development

## 16. Change Of Registered Office

The company made an application for Change of Registered Office from the State of Tamilnadu to State of Maharashtra and the said application is pending before the appropriate authority.

## 17. Postal Ballots:

The company through postal ballot passed the following resolutions:

- a. Change of Name & Object
- b. Appointment of Managing Director.



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## DECLARATION

To,  
The Member of  
Sanmit Infra Limited

As provided under Clause 49 of the Listing Agreement with Stock Exchanges, all the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct for the year ended 31st March, 2013.

For Sanmit Infra Limited

Sd/-

Place: Mumbai  
Date : 14.08.2013

Mitesh Pujara  
Managing Director

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## MANAGEMENT DISCUSSION AND ANALYSIS

The Managing Director confirm that there have been no events or circumstances since the date of the last financial statements, which materially and adversely affect or are likely to affect the profitability of our company or the value of its assets or its ability to pay its liabilities within the next twelve months.

The company is mainly into realty development. Due to slowdown in the market condition and price rise it was very difficult for the company to go in a big way in the new business arena.

There are several factors which may affect our results of operations, financial condition and cash flows. These factors may include:

- ✓ Economic conditions, business cycles
- ✓ Ability to control cost and attain high productivity
- ✓ Pricing Pressure due to competition / competitive bidding.
- ✓ Ability to hire, train and retain people
- ✓ Our relationship with clients - companies, banks, institutions, individuals, etc.
- ✓ Capital expansion and capital expenditure

We have briefly elaborated the above factors below:

### **Economic conditions, business cycles,**

The business of any company apart from internal factors will also depend on the macro economic conditions. The demand conditions in the market in the areas in which we operate are affected by various factors outside our control, including prevailing local economic, income and demographic conditions, interest rates available to purchasers requiring financing, the availability of comparable properties completed or under development, changes in governmental policies. As a consequence, our results of operations are significantly affected by factors influencing the Indian economy in

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general. Any slowdown or perceived slowdown in the Indian economy, government spending in specific sectors of the Indian economy, could adversely impact our business and financial performance. For example, our management believes that other infrastructure projects contribute substantial part of our client list and any events affecting these sectors will have direct impact on demand for our products. If growth is sustained in these sectors, our management believes that such growth may bring in additional demand for our business module.

## **Ability to control cost and attain high productivity**

The prices of our services are determined principally by market forces of supply and demand. The market conditions and demand for our services at time of signing the contract will determine the price of our services. Diesel and man power (Skilled and unskilled) form major portion of our cost our ability to executing the contracts at timely basis, maintaining the cost competitiveness will determine the profitability of our Company.

## **Pricing Pressure due to competition/competitive bidding**

The prices of our services, real estate are determined principally by market forces of supply and demand. We feel that over a period of time there might be increase in competition and it might effect the profitability of our Company. Our Company has been concentrating on receiving the orders from the Government Registered Companies. These Companies generally follow the system of tenders, wherein the contracts will be granted to lowest bidder. This may affect the profit margins of our Company in percentage terms.

## **Capital Expansion and Capital Expenditures**

Capital Expansion involves huge capital expenditure and determines future earnings of our company. The timing of our expansion programe, projects we have taken up, general economic conditions-all these factors will determine future growth of our Company.

Our relationship with clients-companies, banks, financial institutions, individuals etc.

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The operations and revenues of our company for any period will depend on orders in hand. Our ability to get new and also repeated orders will determine the growth of our company. As in any business our ability to maintain good relations with market intermediaries like banks and financial institutions will determine our growth.

### **Ability to hire, train and retain people**

Human Resources is important asset of any business. Skilled and technical staff is required by us for our project. We take up various projects based on availability of right mix of man power. Thus our growth is likely to be affected by our ability to attract and retain skill and technical manpower. Our Ability to hire, train and retain people will determine the ability of our company to achieve desired objectives.

These factors and a number of future developments may have impact on our results of operations, financial condition and cash flow in future periods.

### **Industry Structure and Development:**

The Indian economy has been growing at a blistering pace in the last few years. The Real Estate Industry is ranked as one of the fastest growing sectors. This sector has been growing at an exponential rate -a growth made possible due to favourable demographics, vibrant services sectors, rising purchasing power, changes in shopping habits, growing number of retail malls, availability of finance and reforms initiated by the Government viz., relaxation of FDI norms and tax concessional facilities. This has stimulated the demand for houses, modern offices, warehouses, hotels and shopping centres.

### **Risk, Internal Control System and Adequacy:**

The Company has adequate internal control procedure commensurate with its size and nature of the business. The internal control system is supplemented by extensive internal audits, regular reviews by management and well-documented policies and guidelines to ensure reliability of financial and all

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other records to prepare financial statements. The Company continuously upgrades these systems in line with best accounting practices.

## **Outlook, Opportunities and Threats:**

The Indian economy is getting bigger and better. Going with the estimates that Asia's third largest economy will become the world's third largest by 2050; a need for more robust and vast infrastructure is inevitable. Indian real estate sector faces several threats, risks and concerns. The rising interest rates and scanty land availability in India, and the subsequent global turmoil are creating pressure on the Indian real estate sector

## Independent Auditor's Report

To the Members of,  
M/s Sanmit Infra Limited  
(Formerly Known as Asia HR Technologies Limited)

### Report of Financial Statements

We have audited the accompanying financial statements of M/s. Sanmit Infra Limited ("the company") which comprise of the Balance Sheet as at 31<sup>st</sup> March, 2013, the statement of Profit and Loss and the Cash Flow Statement of the Company for the year then ended and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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.

### Auditor's 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 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal 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 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:

- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2013;
- (ii) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report) Order, 2003 ("the Order"), as amended, 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 purpose of our audit;
- b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 *except for Accounting Standard 15 "Accounting for Employee Benefits" in respect of leave encashment and Gratuity liability not provided as explained in note 16.13;* and
- e. on the basis of written representations received from the directors as on 31 March 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For Tushar Parekh and Associates**  
**Chartered Accountants**  
Firm's registration number: 117307W

**Sd/-**  
CA Tushar Parekh  
**Proprietor**  
Membership number: 103230

Place: Mumbai  
Date: 30<sup>th</sup> May, 2013

**Annexure to the Auditors' Report**

(Referred to in Paragraph 3 of our report of even date)

Based upon the information and explanations furnished to us, and the books and records examined by us in the normal course of our audit, we report that to the best of our knowledge and belief:

1. In respect of its fixed assets:

- a) As explained to us, the company is in the process of maintaining proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information. *As on the date of signing of this report the register was not available for verification.*
- b) According to the information and explanations given to us, the fixed assets of the company have been physically verified at the year-end, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. As per the management representation, no material discrepancies have been reported on such verification as compared to book records.
- c) In our opinion and according to the information and explanations given to us, the Company has not disposed of substantial part of fixed assets during the year and the going concern status of the Company is not affected.

2. In respect of its inventories:

As explained to us, the company does not hold any inventories. Accordingly, paragraph 4 (ii) of the Order is not applicable.

3. In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:

- a) The Company has not granted any unsecured loans to any companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, paragraphs 4(iii)(a) to 4(iii)(d) of the Order are not applicable.
- b) The Company has taken interest free unsecured loans from four parties covered in the register maintained u/s. 301 of the Companies Act, 1956. The maximum amount involved during the year aggregate to ` 5,52,360/- and the year-end balance in respect of these loans was ` 5,52,360/-;
- c) In our opinion and according to the information and explanations given to us, the terms and conditions on which such loans had been taken are not, prima facie prejudicial to the interest of the Company;
- d) In respect of said loans, these are repayable on demand and hence the question of overdue amounts as such does not arise.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and with regard for the sale of services. The activities of the Company do not involve purchase of inventory and the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.

5. To the best of our knowledge and belief and according to the information and explanations given to us, the particulars of contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.

To the best of our knowledge and according to the information and explanations given to us, there were no transactions in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956, aggregating during the year to ` 5,00,000/- (Rupees five lacs) or more in respect of any party.

6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 58A and section 58AA or other relevant provisions of the of the Companies Act, 1956 and Companies (Acceptance of Deposits) Rules, 1975 with regard to acceptance of deposits from the public.

7. *There is no internal audit system prevalent in the Company.*

8. According to information and explanations give to us, Central Government has not prescribed maintenance of Cost Records under Section 209(1)(d) of the Companies Act, 1956 in respect of business activities of the Company.



9. In respect of statutory dues:
- a) According to the records of the Company, and according to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including Investor Education & Protection Fund, Income-Tax, Service tax and other material statutory dues applicable to the company with the appropriate authorities during the year.
  - b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2013 for a period of more than six months from the date of becoming payable.
  - c) According to the records of the Company, and as per information and explanations given to us there are no disputed statutory dues outstanding during the year.
10. *The accumulated losses of the Company at the end of the financial year are not less than 50% of its net worth. The Company has not incurred cash loss in the current financial year and had incurred cash loss in the immediately preceding financial year.*
11. The Company did not have any outstanding dues to any financial institution, banks or debenture holders during the year.
12. In our opinion and according to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society.
14. According to the information and explanations given to us, the company is not dealing or trading in shares, securities, debentures and other investments.
15. According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
16. The Company did not have any term loans outstanding during the year.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, funds raised on short-term basis during the year have not been used for long-term investments.
18. 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.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by way of public issue during the year covered by our audit report.
21. To the best of our knowledge and according to the information and explanations given to us by the management, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

**For Tushar Parekh and Associates**  
**Chartered Accountants**  
Firm's registration number: 117307W

Sd/-  
CA Tushar Parekh  
Proprietor  
Membership number: 103230

Place: Mumbai  
Date: 30<sup>th</sup> May, 2013

Balance sheet as on 31st March, 2013

Particulars	Note No	31st March 2013 (₹)	31st March 2012 (₹)
<b>Equity and liabilities</b>			
<b>Shareholder's funds</b>			
Share capital	2	9,89,84,000	9,92,38,000
Reserves and surplus	3	(3,27,50,791)	(3,92,10,280)
<b>Non-current liabilities</b>			
Short term borrowings	4	6,27,360	-
Deferred tax liabilities (Net)	16.4	-	62,87,093
<b>Current liabilities</b>			
Trade Payables	5	5,31,184	8,27,725
Other current liabilities	6	15,804	-
<b>Total</b>		<b>6,74,07,557</b>	<b>6,71,42,538</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Fixed assets	7		
Tangible assets		1,98,030	70,692
Intangible assets		-	6,11,83,460
Deferred tax asset	16.4	9,129	-
<b>Current assets</b>			
Short term loans and advances	8	6,64,75,859	1,63,287
Trade receivables	9	-	57,25,000
Cash and cash equivalents	10	7,24,539	99
<b>Total</b>		<b>6,74,07,557</b>	<b>6,71,42,538</b>

Additional information to the financial statements

1 - 16

As per our report of even date

For Tushar Parekh and Associates

Chartered Accountants

Firm Registration Number: 117307W

For and behalf of the Board

Sanmit Infra Limited

sd/-

CA Tushar Parekh

Proprietor

Membership number: 103230

sd/-

Mitesh Pujara

Director

sd/-

Sanjay Makhija

Director

Place : Mumbai

Date : 30th May, 2013

Statement of profit and loss account for the year ended 31st March, 2013

Particulars	Note No	31st March 2013 (₹)	31st March 2012 (₹)
<b>Income</b>			
Revenue from operations	11	8,53,645	5,68,645
Other Incomes	12	1,25,040	-
<b>Total revenue</b>		<u>9,78,685</u>	<u>5,68,645</u>
<b>Expenditure</b>			
Employee benefit expenses	13	1,06,973	4,53,609
Financial expenses		1,461	3,612
Depreciation and amortisation expense	7	24,012	19,988
Other expenses	14	8,55,680	2,10,82,944
<b>Total expenditure</b>		<u>9,88,126</u>	<u>2,15,60,153</u>
<b>Profit/(Loss) before tax</b>	<b>(I - II)</b>	<b>(9,441)</b>	<b>(2,09,91,509)</b>
<b>Tax expense</b>			
Current tax		-	-
Deferred tax		(62,96,222)	-
Current tax expense relating to prior years		81,292	-
		<u>(62,14,930)</u>	<u>-</u>
<b>Profit/(Loss) for the year from continuing operations</b>		<b>62,05,489</b>	<b>(2,09,91,509)</b>
<b>Earnings per share:</b>			
<b>Basic and Diluted</b>			
Computed on the basis of total profit from continuing operations	16.3	0.62	(2.10)

**Additional information to the financial statements**

1 - 16

As per our report of even date  
For Tushar Parekh and Associates  
Chartered Accountants  
Firm Registration Number: 117307W

For and on behalf of the Board of Directors of  
Sanmit Infra Limited

sd/-  
CA Tushar Parekh  
Proprietor  
Membership number: 103230

sd/-  
Mitesh Pujara  
Director

sd/-  
Sanjay Makhija  
Director

Place : Mumbai  
Date : 30th May, 2013

Cash flow statement for the ended 31st March, 2013

	31st March 2013	31st March 2012
<b>Cash flows from operating activities</b>		
Net profit before tax	(9,441)	(2,09,91,509)
<u>Adjustments for</u>		
Add : Non Cash Item/Items required to be disclosed separately		
Depreciation and amortisation	24,012	1,47,12,189
Finance cost	1,461	3,612
Gain from sale of fixed asset	(1,25,040)	59,27,525
Operating profit before working capital changes	(1,09,008)	(3,48,182)
<u>Changes in Working Capital:</u>		
Trade receivables	57,25,000	(56,81,250)
Short-term loans and advances	(6,63,93,864)	7,97,495
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	(2,96,541)	44,120
Other current liabilities	15,804	(1,11,261)
Profit generated from operations	(6,10,58,609)	(52,99,078)
Tax paid (net of refunds)	-	-
Net Cash generated from operating activities	(i) (6,10,58,609)	(52,99,078)
<b>Cash flows from investing activities</b>		
Capital expenditure on fixed assets, including capital advances	(1,51,350)	-
Sale of asset under work in progress	6,13,08,500	50,00,000
Net cash generated from investing activities	(ii) 6,11,57,150	50,00,000
<b>Cash flows from financing activities</b>		
Proceeds from other short-term borrowings	6,27,360	-
Finance cost	(1,461)	(3,612)
Net cash generated from financial activities	(iii) 6,25,899	(3,612)
Net change in cash and cash equivalents	(i+ii+iii) 7,24,440	(3,02,690)
Cash and cash equivalents at the beginning of the year	99	3,02,789
Cash and cash equivalents at the end of the year	7,24,539	99

Notes forming part of the financial statement

1 - 16

As per our report on even date

For Tushar Parekh and Associates

Chartered Accountants

Firm Registration Number: 117307W

For and on behalf of the Board of Directors of  
Asia HR Technologies Limited

CA Tushar Parekh

Proprietor

Membership number: 103230

Sanjay Makhija

Director

Mahesh Pujara

Director

Place : Mumbai

Date : 30th May, 2013

**Sanmit Infra Limited**

(Formerly known as Asia HR Technologies Limited)

**Notes forming part of the financial statements**

**Note - 2 Share capital**

Particulars	31 March, 2013 (₹)	31 March, 2012 (₹)
<b>(a) Authorised</b>		
1,10,00,000 equity shares of ` 10/- each with voting rights	11,00,00,000	11,00,00,000
	<u>11,00,00,000</u>	<u>11,00,00,000</u>
<b>(b) Issued , subscribed and paid up</b>		
1,00,00,000 equity shares (P.Y. 1,00,00,000) of ` 10/- each fully paid up with voting rights	10,00,00,000	10,00,00,000
Less: Shares forfeited (1,01,600 equity shares of ` 10/- each) (Refer note (ii) and (v) below)	10,16,000	-
98,98,400 equity shares of ` 10/- each fully paid up with voting rights	9,89,84,000	10,00,00,000
(Out of which 45,00,000 equity shares (P.Y 45,00,000 equity shares) of ` 10/- each were offered to public at par)		
Less: Calls in arrears (1,01,600 equity shares @ ` 7.50 per share)	-	7,62,000
	<u>9,89,84,000</u>	<u>9,92,38,000</u>

**Notes:**

**(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

**Issued, subscribed and paid up**

Particulars	Opening balance	Fresh issue	Bonus	ESOP	Conver-sion	Buy back	Forfeiture (Refer Note (ii))	Closing balance
<b>Equity shares with voting rights</b>								
<b>Year ended 31 March, 2013</b>								
- Number of shares	1,00,00,000	-	-	-	-	-	(1,01,600)	98,98,400
- Amount (₹)	10,00,00,000	-	-	-	-	-	(7,62,000)	9,92,38,000
<b>Year ended 31 March, 2012</b>								
- Number of shares	1,00,00,000	-	-	-	-	-	-	1,00,00,000
- Amount (₹)	10,00,00,000	-	-	-	-	-	-	10,00,00,000

(ii) During the year, the company has forfeited 1,01,600 (P.Y Nil) equity shares of ` 10/- each aggregating to ` 10,16,000/- (P.Y ` Nil), on account of non receipt of calls in arrears of ` 7.50/- per share aggregating to ` 7,62,000/- (P.Y ` Nil). ` 2,54,000/- (P.Y ` 2,54,000/-) already received by the company towards call money has been transferred to capital reserve on account of the share forfeiture.

(iii) The company has only one class of shares having par value of Rs. 10/- per share. Each holder of share is entitled to one vote per share.

**Sanmit Infra Limited**

(Formerly known as Asia HR Technologies Limited)

**Notes forming part of the financial statements****Note - 2 Share capital****(iv) Details of shares held by each shareholder holding more than 5% shares:**

Class of shares/Name of shareholder	31 March, 2013		31 March, 2012	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Haresh Makhija	5,45,000	5.51%	5,45,000	5.45%
Kamal Makhija	5,08,868	5.14%	5,08,868	5.09%
Sanjay Makhija	5,03,972	5.09%	5,03,972	5.04%
Dinesh Kanayalal Makhija	5,45,000	5.51%	5,45,000	5.45%

**(v) Details of forfeited shares:**

Class of shares/Name of shareholder	31 March, 2013		31 March, 2012	
	Number of shares	Amount originally paid up (₹)	Number of shares	Amount originally paid up (₹)
Equity shares with voting rights:				
Coverage & Consultants Limited	1,00,000	2,50,000	-	-
Jaykishor Mamchand Meharoliya	200	500	-	-
Vaishali Darshanbhai Jhaveri	400	1,000	-	-
Gaurav Bhandari	1,000	2,500	-	-

Notes forming part of the financial statements

	31st March 2013 (₹)	31st March 2012 (₹)
<b>Note - 3 Reserves and surplus</b>		
<b>Capital reserve</b>		
Balance as per last financial statement	-	-
Add: Transfer from share forfeiture (Refer note 3(ii))	2,54,000	-
Closing balance	<u>2,54,000</u>	-
<b>Securities premium</b>		
Balance as per last financial statement	5,50,00,000	5,50,00,000
Less: Utilised during the year	-	-
Closing balance	<u>5,50,00,000</u>	<u>5,50,00,000</u>
<b>Surplus/(Deficit) in statement of profit and loss</b>		
Balance as per last financial statement	(9,42,10,280)	(7,32,18,771)
Add: Profit/(loss) for the year	62,05,489	(2,09,91,509)
Net surplus/(Deficit) in statement of profit and loss	<u>(8,80,04,791)</u>	<u>(9,42,10,280)</u>
	<u>(3,27,50,791)</u>	<u>(3,92,10,280)</u>
<b>Note - 4 Short term borrowings</b>		
<b>Unsecured</b>		
From related parties (Refer note - 15)	6,27,360	-
	<u>6,27,360</u>	-
<b>Note - 5 Trade payables</b>		
Sundry creditors for expenses	5,31,184	8,27,725
	<u>5,31,184</u>	<u>8,27,725</u>
<b>Note - 6 Other current liabilities</b>		
Statutory remittances	15,804	-
	<u>15,804</u>	-
<b>Note - 8 Short term loans and advances</b>		
Advance recoverable in cash or in kind or for value to be received (Refer Note 16.9)	5,63,08,500	-
Loans and Advances	1,00,00,000	-
Security Deposits	77,620	77,620
Income tax paid	89,739	85,667
(Net of provision for tax ` Nil, P.Y ` Nil)	<u>6,64,75,859</u>	<u>1,63,287</u>
<b>Note - 9 Trade receivables</b>		
Trade receivables outstanding for a period exceeding six months	-	-
Other trade receivables	-	57,25,000
	<u>-</u>	<u>57,25,000</u>
<b>Note - 10 Cash and cash equivalents</b>		
Cash on hand	43,856	99
Balance with banks	6,80,683	-
- In Current account	<u>7,24,539</u>	<u>99</u>

**Notes forming part of the financial statements**

**Note - 11 Revenue from operations**

Commission income	8,53,645	-
Sale of software	-	5,68,645
	<u>8,53,645</u>	<u>5,68,645</u>

**Note - 12 Other Incomes**

Profit on sale of asset under work in progress	1,25,040	-
	<u>1,25,040</u>	<u>-</u>

**Note - 13 Employee benefit expenses**

Salaries and bonus	1,00,800	4,28,700
Staff welfare expenses	6,173	8,244
Contribution to funds	-	16,665
	<u>1,06,973</u>	<u>4,53,609</u>

**Note - 14 Other expenses**

Advertisement expenses	70,757	30,000
Amortisation of research and development expenses	-	1,46,92,201
Travelling and conveyance	33,550	36,115
Printing and stationary	2,540	53,851
Payment to auditor (refer note below)	1,12,360	82,725
Stock exchange and connectivity charges	1,75,839	95,597
Registrar and share transfer agent charges	40,448	-
Lease line internet charges	-	44,120
Loss on sale of fixed asset	-	59,27,525
Repairs and maintenance	5,520	-
Professional charges	3,32,510	26,500
Miscellaneous Expenses	82,156	94,310
	<u>8,55,680</u>	<u>2,10,82,944</u>

**Note:**

**Payment to auditor:**

As auditor - Statutory audit (including limited review )	50,000	50,000
For taxation matters	25,000	-
For other services	25,000	25,000
Service tax	12,360	7,725
	<u>1,12,360</u>	<u>82,725</u>



Sanmit Infra Limited

Notes forming part of the financial statements

Note - 7 Fixed assets

	Gross block									
	Balance as at 1 April, 2012	Additions	Disposals	Acquisitions through business combinations	Reclassified as held for sale	Revaluation increase	Effect of foreign currency e1change	Borrowing cost capitalised	Other adjustments	Balance as at 31 March, 2013
	(')	(')	(')	(')	(')	(')	(')	(')	(')	(')
<b>A Tangible assets</b>										
Plant and equipment	59,325	1,51,350	-	-	-	-	-	-	-	2,10,675
Furniture and fitting	3,51,937	-	-	-	-	-	-	-	-	3,51,937
<b>Total</b>	<b>4,11,262</b>	<b>1,51,350</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,62,612</b>
Previous Year	(4,11,262)	-	-	-	-	-	-	-	-	(4,11,262)
<b>B Intangible assets</b>										
Research and development										
Work in progress	6,11,83,460	-	(6,11,83,460)	-	-	-	-	-	-	-
<b>Total</b>	<b>6,11,83,460</b>	<b>-</b>	<b>(6,11,83,460)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Previous year	(8,38,47,466)	-	2,26,64,006	-	-	-	-	-	-	(6,11,83,460)

Note 7 Fixed assets (contd.)

	Accumulated depreciation and impairment							Net block		
	Balance as at 1 April, 2012	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Eliminated on reclassification as held for sale	Impairment losses recognised in statement of profit and loss	Reversal of impairment losses recognised in Statement of	Other adjustments	Balance as at 31 March, 2013	Balance as at 31 March, 2013	Balance as at 31 March, 2012
	(')	(')	(')	(')	(')	(')	(')	(')	(')	(')
<b>A Tangible assets</b>										
Plant and equipment	49,545	12,987	-	-	-	-	-	62,532	1,48,143	9,780
Furniture and fitting	2,91,025	11,025	-	-	-	-	-	3,02,050	49,887	60,912
<b>Total</b>	<b>3,40,570</b>	<b>24,012</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,64,582</b>	<b>1,98,030</b>	<b>70,692</b>
Previous Year	(3,20,582)	(19,988)	-	-	-	-	-	(3,40,570)	(70,692)	(90,679)
<b>B Intangible assets</b>										
Research and development										
Work in progress	-	-	-	-	-	-	-	-	-	6,11,83,460
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,11,83,460</b>
Previous year	(1,17,36,480)	-	1,17,36,480	-	-	-	-	-	(6,11,83,460)	(8,68,03,188)

Sanmit Infra Limited  
(Formerly known as Asia HR Technologies Limited)

Notes forming part of the financial statements

Note 15 Disclosures under Accounting Standards

**Related party transactions**

**Description of relationship**

Key Management Personnel (KMP)

**Names of related parties**

Sanjay Makhija  
Mitesh Pujara  
Kanayalal Chandumal Makhija

Relatives of KMP

Haresh Makhija  
(Brother of Sanjay Makhija)  
Kamal Makhija  
(Brother of Sanjay Makhija)  
Mahesh Pujara  
(Father of Mitesh Pujara)

Company in which KMP/Relatives of KMP  
can exercise significant influence

Nil

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended 31 March, 2013 and balances outstanding as at 31 March, 2013:

Particulars	KMP	Relatives of KMP	Entities in which KMP / relatives of KMP have significant influence	Total
(₹)				
<b><u>Transactions during the the year</u></b>				
Loans taken	4,82,360 (-)	1,45,000 (-)	- (-)	6,27,360 (-)
<b><u>Balances outstanding at the end of the year</u></b>				
Loan taken outstanding	4,82,360 (-)	1,45,000 (-)	- (-)	6,27,360 (-)

Note: Figures in bracket relates to the previous year

Notes forming part of the financial statements

Note - 16 Additional information to the financial statements

<u>Note</u>	<u>Particulars</u>	<u>31st March, 2013</u>	<u>31st March, 2012</u>
		(₹)	(₹)
<b>16.1</b>	<b>Contingent liabilities and commitments (to the extent not provided for)</b>		
(i)	Contingent liabilities		
	(a) Claims against the Company not acknowledged as debt	Nil	Nil
	(b) Guarantees	Nil	Nil
<b>16.2</b>	<b>Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006</b>		
	Micro, Small and Medium Enterprises in terms of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 have been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the auditors. Since the relevant information is not readily available, no disclosures have been made in the accounts. However, in the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provision of this Act is not expected to be material.		
<b>16.3</b>	<b>Earnings per share (EPS)</b>		
	The following reflects the profit and share data used in the basic and diluted EPS computations:		
		31 March, 2013	31 March, 2012
		(₹)	(₹)
	<b>Total (continuing) operations for the year</b>		
	Profit/(loss) after tax	62,05,489	(2,09,91,509)
	Net profit/(loss) for calculation of basic/diluted EPS (A)	<u>62,05,489</u>	<u>(2,09,91,509)</u>
	EPS (B)	<u>1,00,00,000</u>	<u>1,00,00,000</u>
	Earnings per share (EPS) (basic/diluted) (A/B)	<u>0.62</u>	<u>(2.10)</u>
<b>16.4</b>	<b>Deferred Tax Asset/Liability (Net)</b>	31 March, 2013	31 March, 2012
		(₹)	(₹)
	<b>Deferred Tax Liability</b>		
	On difference between book balance and tax balance of fixed assets	9,129	62,87,093
	Gross deferred tax liability (A)	<u>9,129</u>	<u>62,87,093</u>
	<b>Deferred tax assets</b>		
	On difference between book balance and tax balance of fixed assets	-	-
	Gross deferred tax assets (B)	<u>-</u>	<u>-</u>
	Deferred tax Asset/(Liability) (Net) (A/B)	<u>9,129</u>	<u>62,87,093</u>
	<b>Particulars</b>	<b>31 March, 2013</b>	<b>31 March, 2012</b>
		(₹)	(₹)
<b>16.5</b>	Value of imports calculated on CIF basis	Nil	Nil
<b>16.6</b>	Expenditure in foreign currency	Nil	Nil
<b>16.7</b>	Earnings in foreign exchange	Nil	Nil

Notes forming part of the financial statements

- 16.8 During the year, the company has at its Board meeting held on 15th September, 2012 approved the scheme of arrangement envisaging the following:
- Reduction of capital of the company to the extent of 30%
  - Issue of 60 Lakhs (Sixty lakhs only) equity shares of ₹ 10/- each on preferential basis to Promoters, Promoter's friends, relatives & Associates and other strategic investors
  - Change in management of the company
- The same was filed with the Mumbai Stock Exchange (BSE) on the 8th November, 2012 to obtain the in-principle approval under clause 24f of the Listing Agreement. However since the formalities for forfeiture of 1,01,600 shares were pending with BSE, there was a capital mismatch and hence the scheme could not be processed by BSE. In the meantime, SEBI has issued a recent circular dated 4th February, 2013 for all listed companies envisaging any scheme of arrangement to follow certain additional requirements. Hence above scheme of arrangement filed with BSE needs to be re-filed to obtain the in-principle approval from BSE under clause 24f of the Listing Agreement. The company shall be re-filing the revised scheme of arrangement with the BSE with the above three objectives, on the basis of the audited annual accounts for the financial year 2012-13.
- 16.9 Advance recoverable in cash or in kind for value to be received is on account of sale during the year of the eHRD Campus and Document Management System (DMS) software under research and development (coding) stage, as on where on basis since the management of the company has ventured into a new line of business i.e infrastructure and realty . Further, the said sale of the software shall not affect the going concern assumption.
- 16.10 The balances appearing under short term borrowings, sundry creditors, loans and advances, and banks are subject to confirmation and reconciliation and consequential adjustment, if any, will be accounted for in the year of confirmation and/or reconciliation
- 16.11 During the year, the company is engaged in a new line of activity viz infrastructure and realty and this being the only reportable segment, no separate segment reporting is applicable as per the Accounting Standard 17.
- 16.12 In the opinion of the Board, assets other than fixed assets do have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.
- 16.13 Since the Company recognises gratuity and leave salary expense on payment basis no liability for the same has been ascertained and provided in the accounts. Hence, the company has not complied with the provisions of AS-15 "Accounting for Retirement Benefit".
- 16.14 The previous year accounts were audited by a firm of chartered accountants other than M/s Tushar Parekh & Associates.
- 16.15 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

# 13<sup>th</sup> ANNUAL REPORT 2012 - 2013

## ATTENDANCE SLIP

SANMIT INFRA LIMITED

REGD. OFFICE: NO.5 DAMODHARAN STREET, KELLYS, CHENNAI - 600010

Please complete this attendance slip and hand it over at the Registered Office of the Company. Members of their Proxies are requested to present this form for admission, duly signed in accordance with their specimen signature with the company. The admission will, however, be subject to verification of signature and such other checks, as may be necessary.

I hereby record my presence at the 13<sup>th</sup> Annual General Meeting of the Company on Friday, the 27th September, 2013 at 03.00 P.M at No.5 Damodharan Street, Kellys, Chennai - 600010

DPID : \_\_\_\_\_ CLIENT ID: \_\_\_\_\_

NAME AND ADDRESS OF THE SHAREHOLDER  
(IN BLOCK LETTERS)

Signature of the Shareholder of proxy \_\_\_\_\_

PROXY FORM  
SANMIT INFRA LIMITED

DPID : \_\_\_\_\_ CLIENT ID: \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_ being a Member/ Members of  
M/s. Sanmit Infra Limited hereby appoint \_\_\_\_\_ of  
\_\_\_\_\_ (or failing him) \_\_\_\_\_ of  
\_\_\_\_\_ as my/our proxy to attend and vote for me/us and on my/our behalf at 13<sup>th</sup> Annual  
General Meeting of the company to be held on Friday, the 27th September, 2013 at 03.00 P.M at No.5 Damodharan Street,  
Kellys, Chennai - 600010 at the Registered office of the Company and at any adjournment thereof.

AS WITNESS my hand /our hands this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Rs. 1/- Revenue  
Stamp

Signed by the said \_\_\_\_\_

Note: The proxy form must be deposited at the Registered office of the company not less than 48 hours before the time of the holding the meeting. The proxy need not be a member of the company.

Folio No: \_\_\_\_\_

Name of the Shareholder (s): \_\_\_\_\_