

Advance Powerinfra Tech Limited

CIN : L65999WB1994PLC065726

Ref. No. APTL/BSE/0105/16-17

Dated: 28.09.2016

The Department of Corporate Services
Bombay Stock Exchange Limited
PhirozeJeejeebhoy Tower
Dalal Street,
Mumbai-400001.

Ref: Scrip Code: 531047

Dear Sir,

Please find enclosed Annual Report of the company for the financial year 2015-2016 for which 22nd Annual General Meeting of the members of the company has already been held on Saturday, 24th September, 2016 at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017 at 4.30 P.M.

This is for your information and record.

Thanking You,

Yours faithfully,
For ADVANCE POWERINFRA TECH LTD.

A ← ✓ -

(Akhilesh Kotia)
(Managing Director)
(Din:00076777)

Encl: as above

Advance Powerinfra Tech Limited

Annual Report

2015 - 2016

BOARD OF DIRECTORS: : Mr. Akhilesh Kotia- Managing Director
 Ms. Divya Arora- Additional Director (Independent)
 Mrs. Smriti Chattopadhyay- Additional Director
 Md. Mohiuddin Laskar – Director (Independent)

AUDITORS : K.M. ROY
Chartered Accountants

CFO : Mr. Tinku Mohammad

REGISTRAR AND SHARE TRANSFER AGENT : MAHESHWARI DATAMATICS PVT LTD
 6, Mangoe Lane, 2nd floor
 Kolkata- 700001

Phone : 2243-5029/5809, 2248-2248

Fax : 91 33 2248- 4787

Email Id : mdpl@cal.vsnl.net.in

REGISTERED OFFICE : 4, Chandni Chowk Street,
 Kolkata- 700072

Email Id : info@advancepowerinftratech.com

Website : www.advancepowerinftratech.com

Phone : 91 33 2212 7189

Fax : 91 33 2492 6152

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NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of Advance Powerinfra Tech Limited will be held on Saturday, the 24th day of September, 2016 at 4.30 P.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 to transact the following business:

Ordinary Business

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Akhilesh Kotia (DIN: 00076777), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Auditors :-

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. K. M. Roy, Chartered Accountants, (Membership No. : 53720), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company in consultation with the said Auditor."

Special Business

4. To revise remuneration of Mr. Akhilesh Kotia (DIN: 00076777) as Managing Director and in this regard, to consider and if thought fit to pass the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to revision of remuneration of Mr. Akhilesh Kotia (DIN:00076777) as Managing Director of the Company w.e.f 01.04.2016 and upto 22.08.2017 on the terms and conditions as detailed in the explanatory statement attached hereto which is hereby approved and sectioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said revised remuneration as it may deem fit and as may be acceptable to Mr. Akhilesh Kotia , subject to the same not exceeding the limits specified under Schedule V to the Companies Act,2013 or any statutory modification(s) or re-enactment thereof."

5. To appoint Mrs. Smriti Chattopadhyay (DIN : 07581513) as a Director and in this regard to consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Smriti Chattopadhyay (DIN : 07581513) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."

6. To appoint Ms. Divya Arora (DIN:07584367) as an Independent Director and in this regard to consider and, if thought fit to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Divya Arora (DIN 07584367), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying her intention to propose the candidature of Ms. Divya Arora for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 24th September, 2016 to hold office for 5(Five) consecutive years for a term upto 23rd September, 2021 not liable to retire by rotation."

4, Chandni Chowk Street

Kolkata – 700 072

CIN: L65999WB1994PLC065726

Phone) (033) 2212-7189

(Fax) (033) 2492-6152

(E-mail): info@advancepowerinftratech.com

Website: www.advancepowerinftratech.com

Date : 13.08.2016

**By order of the Board
For Advance Powerinfra Tech Limited**

Sd/-

(Akhilesh Kotia)

Managing Director

DIN: 00076777

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 the Meeting.**
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives 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. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Regulation 36 of SEBI (LODR) Regulations, 2015:

a) **Sri Akhilesh Kotia**

Name of Director	Mr.Akhilesh Kotia
Date of Birth	30.10.1964
Date of Appointment	10.06.1995
Qualification	B.Com
Experience	Promoter Director with vast experience in Power Transformer industry and having good contacts abroad.
Directorship in other Public Limited Companies apart from this Company	1. Marsons Ltd. 2. Marsons Textile Ltd.
Chairman/Member of the Committee in which he is a Director apart from this Company	1. Member of Audit Committee- Marsons Ltd. 2. Member of Stakeholders Relationship Committee- Marsons Ltd. 3. Member of Nomination & remuneration Committee- Marsons Ltd.

Shares of the company held by Sri Akhilesh Kotia , own or for other persons on beneficial basis, as on the period 31st March, 2016.

- i) Own – 35100
- ii) On beneficial Basis – nil

b) **Mrs. Smriti Chattopadhyay**

Name of Director	Ms. Smriti Chattopadhyay
Date of Birth	19.05.196
Date of Appointment	13.08.2016
Qualification	B.Com.
Experience	15 years
Directorship in other Public Limited Companies apart from this Company	Nil
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil

Shares of the company held by Ms. Smriti Chattopadhyay, own or for other persons on beneficial basis, as on the period 31st March, 2016.

- i) Own – nil
- ii) On beneficial Basis – nil

c) Ms. Divya Arora

Name of Director	Ms. Divya Arora
Date of Birth	02.11.198
Date of Appointment	13.08.2016
Qualification	Company Secretary
Experience	6 years
Directorship in other Public Limited Companies apart from this Company	Nil
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil

Shares of the company held by Ms. Divya Arora, own or for other persons on beneficial basis, as on the period 31st March, 2016.

i) Own – nil

ii) On beneficial Basis – nil

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
6. The Company has notified closure of Register of Members and Share Transfer Books from Saturday 17th September, 2016 to Saturday, 24th September, 2016 (both days inclusive).
7. Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members. The same has also been hosted at the website of the Company at www.advancepowerinftratech.com
8. 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 electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Maheshwari Datamatics, for consolidation into a single folio.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

Voting through electronic means

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 21.09.2016 from 9.00 A.M and ends on 23.09.2016 till 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the "cut-off date" i.e. Record date, attending the meeting who has not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant ADVANCE POWERINFRA TECH LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

11. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 17th September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

12. Shri Atul Kumar Labh, Practicing Company Secretary, (FCS-4848) of M/s A. K. LABH & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
13. The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL and will be communicated to the Stock Exchange where the Company's Shares are listed, i.e. Bombay Stock Exchange.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors at their meeting held on 02.03.2016 revised remuneration of Mr. Akhilesh Kotia (DIN: 00076777) as the Managing Director of the Company w.e.f 01.04.2016, subject to approval of the Members of the Company at the ensuing 22nd Annual General Meeting. The revised remuneration payable to Mr. Akhilesh Kotia is within the limits prescribed in Schedule V of the Companies Act, 2013. The terms and conditions of his revised remuneration are set forth below:

Revised Remuneration:

- (a) Basic salary: Rs.52000/- per month w.e.f. 01.04.2016 upto 22.08.2017. The revision in the terms is solely at the discretion of the management.
- (b) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (c) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
- (d) Leave Encashment, Medical Re-imburement as per company's rules;
- (e) No sitting fee shall be paid for attending any meeting of the Board of Directors of the Company or committee thereof.

In the event of absence or inadequacy of profits in any financial year he shall be entitled to the above salary, perquisites, etc. as minimum remuneration.

Statement giving information required under Part – II, Section II to the Schedule V of the Companies Act, 2013:

I. General Information :

- (1) Nature of Business : Manufacturer of Electrical Transformers
- (2) Date or expected date of commencement of Commercial Production: The Company is engaged in manufacturing of electrical transformers since incorporation.
- (3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable, as the Company is an existing one.
- (4) Financial Performance based on given indicators: The Financial performance of the Company in relation to various indicators during the years 2014-15 and 2015-16 is given hereunder:

(Rs. In Lakhs)

	2015-16	2014-15
Revenue from operations	974.86	1051.54
Net Profit after Tax	37.50	6.75
Dividend	-	-

- (5) Export performance and net foreign exchange collaborations: N.A.
 - (6) Foreign Investments or collaborators, if any: None
- II. Information about the appointee :
- (1) Background details: Mr. Akhilesh Kotia, Managing Director, aged 52 years is a dynamic entrepreneur involved in various business activities.

- (2) Past Remuneration: Mr. Akhilesh Kotia has not been paid any remuneration in the past.
- (3) Recognition or awards : Nil
- (4) Job Profile and his suitability: Mr. Akhilesh Kotia is the Managing Director of the Company. He looks after the day-to-day affairs of the Company and supervises the entire business functions of the Company reporting directly to the Board of Directors of the Company.

Please also note that the above remuneration is subject to approval of the members of the company in the general meeting. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.
The resolution at Item No. 4 is recommended for the approval of the Members.

Item No. 5

Ms. Smriti Chattopadhyay (Din: 07581513) was inducted in the Board as an additional director on 13.08.2016. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Smriti Chattopadhyay for the office of Director of the Company. Ms. Chattopadhyay is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution at Item No. 5 is recommended for the approval of the Members.

Item No. 6

Ms. Divya Arora (Din: 07584367) was inducted in the Board on 13.08.2016. Ms. Arora is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director. Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Ms. Arora that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Ms. Arora has appropriate skills, experience and knowledge; inter alia, in the field of accounts.

In the opinion of the Board, Ms. Arora fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Arora is independent of the management. Her appointment is proposed for a continuous period of 5 years w.e.f. 24th September, 2016.

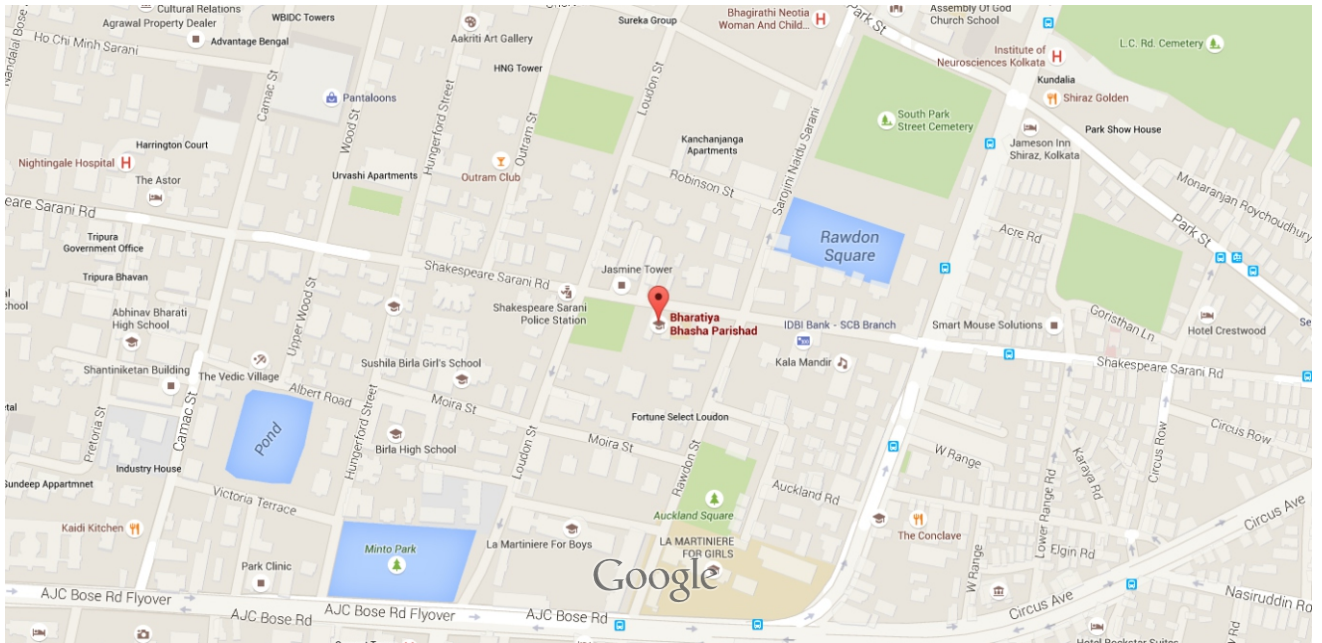
Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution at Item No. 6 is recommended for the approval of the Members.

**By order of the Board
For Advance Powerinfra Tech Limited**

4, Chandni Chowk Street,
Kolkata – 700 072
CIN: L65999WB1994PLC065726
Phone) (033) 2212-7189
(Fax) (033) 2492-6152
(E-mail): info@advancepowerinftratech.com
Website: www.advancepowerinftratech.com
Date : 13.08.2016

Sd/-
(Akhilesh Kotia)
Managing Director
DIN: 00076777



Bharatiya Bhasha Parishad
Rani Birla Girls College
38, Shakespeare Sarani Rd
Elgin
Kolkata, West Bengal 700017

033 2287 9962

Directors' Report and Management Discussion & Analysis Report

Dear Members,

The Directors have pleasure in submitting their 22nd Annual Report together with the Audited Statements of Account for the year ended on March 31, 2016.

Financial Performance

The Company's financial performance for the year ended 31st march, 2016 is summarized below:

<i>Financial Result</i>	<i>Rs. (In Lacs)</i>	
	<i>Year Ended 31.03.2016</i>	<i>Year Ended 31.03.2015</i>
<i>Total Revenue</i>	<i>1075.89</i>	<i>1173.49</i>
<i>Profit /(Loss) Before Tax</i>	<i>71.16</i>	<i>9.17</i>
<i>Less: Tax Expenses</i>	<i>33.66</i>	<i>2.42</i>
<i>Profit /(Loss) After Tax</i>	<i>37.50</i>	<i>6.75</i>

Operating & Financial Performance

The current recession prevailing in the economy has marred the performance of the Company. During the year, the net revenue from operations of your Company decreased by 8.32 % from Rs. 1173.49 Lakhs to Rs. 1075.89 Lakhs. For FY 2016, your Company's profit after tax stood at Rs. 37.50 Lakhs vis-à-vis Rs. 6.75 Lakhs in the previous year.

Change in the nature of business, if any

There is no change in the nature of the business of the Company.

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

There were no significant and material orders passed by regulators or courts or tribunals impacting the going concern status and Company's operations in future.

Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

There were no material changes and commitments affecting the financial position of the Company occurring between March 31, 2016 and the date of this Report of the Directors.

Subsidiary / Joint Ventures / Associates

The Company has no subsidiaries or associated companies therefore disclosures in this regard are not provided in this Report.

Dividend

With the view to conserve the resources of company your directors regret to recommend any dividend for the period under report.

Share Capital

The paid up Equity Share Capital as on March 31, 2016 was Rs.11,63,83,000/-. During the year under review the company has not issued any shares or any convertible instruments.

Management Discussion and Analysis Report**Industry Trend and Development**

The Company is engaged in manufacturing of Electrical Panel Board as well as provides engineering, procurement, construction, project management and commissioning services to the Power Sector leveraging its proven project management and delivery experience. The demand for the Company's product in coming years will increase significantly.

Opportunities and Threats

The Board has decided to diversify into the field of EPC Contracts in Power Sector and the negotiations with major players in this field are at concrete stage. The Company's nature of business is capital intensive and hence any delay in cycle causes huge interest loss and marks the bottom line of the Company.

Risk and Concern

The threat is also from unorganized small scale entrepreneurs who sometimes run away with big orders due to their small set up cost. The nature of industry demands blocking of capital for a long period and hence more credit support from the banks are required.

Outlook

The current scenario is very encouraging because the major thrust of our Government is on Power and Infrastructure sector. Meanwhile Eastern and North Eastern region is witnessing the maximum development in the power sector. We are in a commanding position for all North Eastern demand of these Large Transformers as we are at the gateway to the entire region.

Internal Financial Control

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

Company's Policies on Remuneration, Employee Concern (Whistle Blowing) and also the Code of Conduct applicable to Directors and Employees of the Company have been complied with. These Policies and the Code of Conduct are available on the Company's website at www.advancepowerinftratech.com.

Segment wise performance

The Company is primarily a manufacturer and trader of electrical transformer as a single unit. Accordingly, the Company is a single business segment company.

Risk Management

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. The Board members were informed about risk assessment and after which the Board formally adopted and implemented the necessary steps for monitoring the risk management plan for the company.

Board of Directors

In accordance with the provisions of Companies Act, 2013 Mr. Akhilesh Kotia (DIN: 00076777), Managing Director of the Company retires by rotation and being eligible offers himself for re-appointment. At the board meeting held on 02.03.2016 the Board had revised the remuneration of Mr. Akhilesh Kotia as the Managing Director of the Company w.e.f 01.04.2016 to 22.08.2017.

Ms. Smriti Chattopadhyay (DIN: 07581513) was appointed as an additional director of the Company w.e.f. 13.08.2016.

Ms. Divya Arora (DIN: 07584367) was appointed as an additional director (in independent capacity) of the Company w.e.f 13.08.2016.

Ms. Sultana Khan (DIN: 06940833) ceased to be a Director of the Company w.e.f. 20.04.2016. Your directors place on record their appreciation for her contribution to the development of the Company.

Mr. Tinku Mohammad has been appointed as Chief Financial officer of the Company w.e.f 13.08.2016.

Mr. Sandip Goswani (DIN: 06397067) ceased to be an Independent Director w.e.f. 13.08.2016. Your directors place on record their appreciation for his contribution to the development of the company.

Mr. Kamal Kumar Singh ceased to be a Chief Financial Officer w.e.f. 02.03.2016. Your directors place on record their appreciation for his contribution to the development of the Company.

All the Independent directors have given declaration that they meet the criteria of independence as laid down under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company. The Code of Conduct is available on the Company's website: www.advancepowerinftratech.com All Directors have confirmed compliance with provisions of section 164 of the Companies Act, 2013.

Meetings of Board and Committees

The details of number and dates of meetings held by the Board and its Committees and attendance of Directors is given separately in the attached Corporate Governance Report.

Directors' Responsibility Statement

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134(3) read with section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended on 31.03.2015 and state that :

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts on a going concern basis;

Contracts and Arrangements with Related Party

The related party transactions in accordance with provisions of section 188 of the companies Act, 2013 and as identified by Management and auditors are disclosed in AOC-2 form vide **Annexure-I**.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at: www.advancepowerinftratech.com. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

Key Managerial Personnel

The following persons are the Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013:

- a) Mr. Akhilesh Kotia - Managing Director
- b) Mr. Tinku Mohammad - Chief Financial Officer

Board Evaluation

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its committee.

Corporate Governance

Report on Corporate Governance along with the certificate thereon as obtained from M/s. A. K. Labh & Co., Company Secretaries is separately attached as **Annexure II** and **Annexure III** respectively and forms a part of the Directors' Report.

Audit Committee

The Audit Committee comprises of the following Directors:

Name	Status	Category
Mr. Sandip Goswami	Chairman	Independent Director
Mr. Mohd. Mohiuddin Laskar	Member	Independent Director
Mr. Akhilesh Kotia	Member	Managing Director

During the year there were no instances where the Board had not accepted the recommendations of the Audit Committee.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of the following Directors:

Name	Status	Category
Mr. Sandip Goswami	Chairman	Independent Director
Mr. Mohd. Mohiuddin Laskar	Member	Independent Director

The Company's Remuneration Policy is available on the Company's website www.advancepowerinftratech.com and is attached as **Annexure -IV** and forms part of this Report of the Directors.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of the following Directors:

Name	Status	Category
Mr. Sandip Goswami	Chairman	Independent Director
Mr. Mohd. Mohiuddin Laskar	Member	Independent Director
Mr. Akhilesh Kotia	Member	Managing Director

Vigil Mechanism

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy which is available on the Company's website www.advancepowerinftratech.com

Corporate Social Responsibility

The provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not applicable to the Company.

Listing

The shares of the Company are listed on the Bombay Stock Exchange. The Company's application for delisting of its shares is pending with the Calcutta Stock exchange. The Company's shares are compulsorily traded in the dematerialized form. The ISIN number allotted is **INE 009D01017**.

Statutory Audit

Mr. K M Roy, Chartered Accountants (Membership No: 053720), Kolkata, the Auditors of your company is retiring at the forthcoming Annual General Meeting and is eligible for re-appointment. The observations of Auditors in their report read with the relevant notes to

Financial Statement are self explanatory and therefore do not require further explanations.

Secretarial Audit

A Secretarial Audit was conducted during the year by the Secretarial Auditor, S. K. Maheshwari & Associates, Practicing Company Secretary (C.P No12261), in accordance with the provisions of section 204 of the Companies Act, 2013. The Secretarial Auditor's Report is attached as **Annexure V** and forms a part of this Report of the Directors. As far as his observation is count, the Company is in process of appointing a Company Secretary.

Internal Auditor

M/S Kataruka and Company, Chartered Accountants of P-44 Rabindra Sarani, 5th floor, Kolkata- 700001 perform the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

Deposits

The Company has not accepted any deposits from the public, and as such, there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014. The loans from the director/relatives of Directors are duly mentioned in accounts and is self-explanatory.

Loans, guarantees and investments

The particulars of loans, guarantees and investments made in securities under section 186 of the Companies Act, 2013 has been provided in the financial statements of the Company.

Conservation Of Energy, Technology Absorption, Foreign Exchange Earning and Outgo:

In compliance with the provisions of section 134(3) (m) read with Rule 8(3) of the Companies (Accounts) Rules, 2014 your company has to report that:

- a) Your Company has neither carried out any Research and Development Work nor spent any amount on it.
- b) There were no foreign exchange earnings or outgo.

Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure VI**.

Managerial Remuneration

The information required pursuant to Section 197(12) read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, in respect of employees of the Company is attached here as **Annexure VII** and forms a part of the Directors' Report.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Your Directors state that during the year an Internal Complaint Committee has been formed to review the cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and further state that, there were no cases reported in respect to above mentioned Act.

Acknowledgement

Your Directors take the opportunity of placing their sincere appreciation to the Central Government, State Government, Banks, Financial Institutions, employees, associates, consultants and members of the company for their valuable guidance and support.

On behalf of the Board

Registered Office:

4, Chandni Chowk Street
Kolkata-700072

Dated: 13.08.2016

Sd/-

Md. Mohiuddin Laskar

Director

(DIN: 06727819)

Sd/-

Akhilesh Kotia

Managing Director

(Din: 00076777)

Form No. AOC-2**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL**2. Details of material contracts or arrangement or transactions at arm's length basis:**

- (i)
- Name(s) of the related party and nature of relationship – Marsons Limited, Enterprises over which management Personnel and / or their relatives have significant influence.
 - Nature of contracts/arrangements/transactions -Purchase
 - Duration of the contracts / arrangements/transactions –
 - Salient terms of the contracts or arrangements or transactions including the value, if any: Rs. 9,28,21,287/- as purchase
 - Date(s) of approval by the Board, if any:
 - Amount paid as advances, if any: Nil
- (ii)
- Name(s) of the related party and nature of relationship – Marsons Limited Enterprises over which management Personnel and / or their relatives have significant influence.
 - Nature of contracts/arrangements/transactions – Factory Maintenance Expenses
 - Duration of the contracts / arrangements/transactions –
 - Salient terms of the contracts or arrangements or transactions including the value, if any: Rs. 8,76,408/-as Factory Maintenance
 - Date(s) of approval by the Board, if any:
 - Amount paid as advances, if any: Nil
- (iii)
- Name(s) of the related party and nature of relationship – Marsons Limited Enterprises over which management Personnel and / or their relatives have significant influence.
 - Nature of contracts/arrangements/transactions – Rent
 - Duration of the contracts / arrangements/transactions –
 - Salient terms of the contracts or arrangements or transactions including the value, if any: Rs. 2,78,640/- as Rent
 - Date(s) of approval by the Board, if any:
 - Amount paid as advances, if any: Nil
- (iv)
- Name(s) of the related party and nature of relationship – Marsons Limited Enterprises over which management Personnel and / or their relatives have significant influence.
 - Nature of contracts/arrangements/transactions –Sale
 - Duration of the contracts / arrangements/transactions –
 - Salient terms of the contracts or arrangements or transactions including the value, if any: Rs. 5,58,36,366/- as Sale
 - Date(s) of approval by the Board, if any:
 - Amount paid as advances, if any: Nil
- (v)
- Name(s) of the related party and nature of relationship – Akhilesh Kotia Enterprises over which management Personnel and / or their relatives have significant influence.
 - Nature of contracts/arrangements/transactions –Loan given
 - Duration of the contracts / arrangements/transactions – On demand
 - Salient terms of the contracts or arrangements or transactions including the value, if any: Rs. 1,40,892/- as Loan
 - Date(s) of approval by the Board, if any:
 - Amount paid as advances, if any: Nil
- (vi)
- Name(s) of the related party and nature of relationship – Akhilesh Kotia HUF Enterprises over which management Personnel and / or their relatives have significant influence.
 - Nature of contracts/arrangements/transactions –Loan Refunded
 - Duration of the contracts / arrangements/transactions – On demand
 - Salient terms of the contracts or arrangements or transactions including the value, if any: Rs. 5,00,000
 - Date(s) of approval by the Board, if any:
 - Amount paid as advances, if any: Nil

Date: 13.08.2016
Place: KolkataSd/-
Akhilesh Kotia
Managing Director
(Din: 00076777)Sd/-
Md. Mohiuddin Laskar
Director
(Din: 06727819)

CORPORATE GOVERNANCE REPORT
(FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2016)

Advance Powerinfra Tech Limited (APTL) is committed to doing business in an efficient, honest and ethical manner. This commitment starts with the Board of Directors, which executes its corporate governance responsibility by focusing on the Company's strategic and operational excellence in the best interests of all our stakeholders, in particular shareholders, employees and our customers in a balanced fashion with long term benefits to all.

Presently, The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, referred to as the "LODR" Regulations, (previously Clause 49 of the Listing Agreement with Stock Exchange) regulates Corporate Governance practices of Listed Companies and your Company is complying with the same.

Your Directors present the Company's Annual Report on Corporate Governance for the year ended 31st March, 2016 as under:

1. Company's philosophy on Corporate Governance

Your Company has always believed in the concept of good corporate governance involving transparency, empowerment, accountability and integrity with a view to increasing stakeholder value. The objective of your Company is not only to meet the statutory requirements of the code but to go well beyond it by instituting such systems and procedures as are in accordance with the latest global trend of making management completely transparent and institutionally sound.

2. Board of Directors

2.1 The Board of the Company consists of four Directors comprising of an executive director, three other Non-executive directors (out of them – two are independent directors). None of the Directors on the Board is a member in more than 10 committees and Chairman of more than 5 committees, across all companies in which he/she is a Director. The necessary disclosures regarding committee positions have been made by the Directors.

2.2 COMPOSITION, CATEGORY AND NUMBER OF OTHER BOARD AND COMMITTEE POSITIONS HELD AS ON 31ST MARCH 2016

Name (Promoter = P Non – Promoter = NP)	Executive/N on Executive/ Independent	Number of other Directorships held in Public Ltd. Companies Incorporated in India	Number of other Committee positions ¹ held	
			As Chairman	As Member
Mr. Akhilesh Kotia (P)	Managing Director	2	0	2
Mr. Sandip Goswami(NP)	Independent	2	0	2
Mr. Mohd Mohiuddin LaskaR	Independent	0	0	0
Ms. Sultana Khan(NP)	Non executive	0	0	0

¹Committee positions held in other Indian Public Limited Companies are considered and for this purpose only two Committees viz. the Audit Committee and the Stakeholders' Relationship Committee are considered.

- 2.3 All independent directors have confirmed their independence to the Company.
- 2.4 The non-executive directors have no pecuniary relationship or transactions with the Company in their personal capacity.
- 2.5 None of the Directors of the Company are related amongst themselves.
- 2.6 The Board periodically reviews compliance reports of all laws applicable to the Company and the steps taken to rectify instances of non-compliance.
- 2.7 The Company has adopted the Code of Conduct for the Managing Director, Senior Management Personnel and other employees of the Company. It has also adopted a separate Code of Conduct for the Non-Executive Directors and Independent Directors of the Company. Both the Codes of Conduct are posted on the website of the Company. The Company has received confirmations from the Non-Executive Directors, Managing Director and Senior Management Personnel regarding compliance with their Code of Conduct for the year ended 31.03.2016. A declaration to this effect signed by the Managing Director is attached to this report.

2.8 ATTENDANCE RECORD OF THE DIRECTORS

During the year five meetings of the Board of Directors were held on 30.05.2015, 14.08.2015, 14.11.2015, 12.02.2016 and 02.03.2016.

Sl No.	Name of Directors	No. of Board Meetings:		Attendance at Last AGM held on the 16th July 2015
		held during the year	Attended during the year	
1	Mr. Akhilesh Kotia	5	5	Yes
2	Mr. Sandip Goswami	5	5	Yes
3	Mr. Mohd Mohiuddin Laskar	5	5	Yes
4	Ms. Sultana Khan	5	5	Yes

3. Audit Committee

3.1 Brief Description of terms of reference

The Audit Committee acts in accordance with the broad terms of reference specified by the Board of Directors in adherence to Section 177 of the Companies Act, 2013 (the Act) and Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

3.2 During the year four meetings of the Audit Committee were held on 30.05.2015, 14.08.2015, 14.11.2015 and 12.02.2016.

3.3 The Audit Committee met on 30.05.2015 and reviewed the Annual Audited Accounts of the Company for the year ended 31st March 2015 before recommending the same to the Board of Directors. The Audit Committee had also periodically reviewed the Audited Financial Results during the year before recommending the same to the Board of Directors for adoption and publication.

3.4 The Audit Committee comprises of Mr. Sandip Goswami (Chairman), Mr. Mohd Mohiuddin Laskar and Ms. Sultana Khan as Members.

3.5 The composition of the Committee during the financial year and the number of meetings attended by each of the Directors are given below:

Sl. No.	Name of the Director	Position	No. of Meetings	
			Held	Attended
1.	Mr. Sandip Goswami	Chairman	4	4
2.	Ms. Sultana Khan	Member	4	4
3.	Mr. Mohd. Mohiuddin Laskar	Member	4	4

3.6 All the members of the Committee are Independent Directors as on 31.03.2016 and all the members have accounting or related financial management expertise.

3.7 The Chairman of the Audit Committee, Mr. Sandip Goswami was present in the last Annual General Meeting held on 16.07.2015.

4. Nomination and Remuneration Committee

4.1 The NRC at present comprises Mr. Sandip Goswami as Chairman (Independent Director), Mr. Mohd Mohiuddin Laskar (Independent Director) and Ms. Sultana Khan (Non-Executive Director) as members.

4.2 The role of NRC includes the areas laid out in Section 178 of the Act and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

4.3 During the year one meeting of the NRC was held on 02.03.2016 and the number of meetings attended by each of the members is given below:

Sl. No.	Name of the Director	Position	No. of Meetings	
			Held	Attended
1.	Mr. Sandip Goswami	Chairman	1	1
2.	Ms. Sultana Khan	Member	1	1
3.	Mr. Mohd. Mohiuddin Laskar	Member	1	1

Details of remuneration for year ended 31.03.2016

No sitting fee was paid to any director for attending any meeting of the Board of Directors of the Company and committee thereof. No Director of the Company including the Managing Director draw any remuneration from the Company.

5 Stakeholders Relationship Committee

5.1 The Committee is constituted in line with the provisions of the Section 178 of the Companies Act 2013 and Regulation 20(1) and (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5.2 The Committee presently comprises of Mr. Sandip Goswami as Chairman, Mr. Mohd Mohiuddin Laskar and Ms. Sultana Khan as Members and Mr. Akhilesh Kotia, Managing Director is the Compliance Officer of the Company.

Compliance Officer : Mr. Akhilesh Kotia – Managing Director

Phone No. : (033)2212 7189

Fax No. : (033)2212 7189

Email : info@advancepowerinftratech.com

Website : www.advancepowerinftratech.com

The Company has dedicated a separate e-mail id, i.e. info@advancepowerinftratech.com for redressal of shareholders'/ investors' grievances, queries and clarifications.

- 5.3 During the year meetings of the Stakeholders Relationship Committee was held on 02.07.2015, 01.10.2015, 28.01.2016, 31.03.2016 which were attended by Mr. Sandip Goswami, Mr. Mohd Mohiuddin Laskar and Ms. Sultana Khan. During the year 4 Share transfer deeds comprising of 1238400 shares were received for physical Transfer. Requests received for dematerialization of shares were generally processed promptly.

Shareholder/ Investor Complaints

Complaints pending as on 1st April, 2015	Nil
Complaints received during the period from 1st April, 2015 to 31st March, 2016	Nil
Complaints disposed off during the year ended 31st March, 2016	Nil
Complaints unresolved to satisfaction of shareholders as on 31st March, 2016	Nil
Complaints pending as on 31st March, 2016	Nil

- 5.4 Maheshwari Datamatics Pvt. Ltd. is the Registrar and Transfer Agent of the Company. The delegated authority is taking measures so that share transfer formalities are attended to at least once in a fortnight. Ms. Sultana Khan, Director of the Company is also authorised by the Board to do all acts, deeds and matters and sign all documents that may be required in the matter relating to shares from time to time.

- 6 **Corporate Social Responsibility:**
Corporate Social Responsibility is not applicable to the Company.

7 Independent Director

The Company has following two Independent Directors having expertise in their respective fields. During the year, a meeting of the Independent Directors was held on 31.12.2015 which was attended by the following Independent Directors

1. Mr. Sandip Goswami
2. Mr. Md. Mohiuddin Laskar

All Independent Directors have given a declaration that they meet the criteria of Independence as required under Section 149(7) of the Companies Act, 2013, and they maintain the limit of Directorship as required under LODR Regulations.

The Terms and Conditions for Appointment of Independent Director and their disclosures are available on the website of the Company www.advancepowerinftratech.com

Familiarization Programme

The Company follows familiarization programmes through various reports/ codes/ policies for all the Directors. The details of familiarization programme have been posted on the website of the Company www.advancepowerinftratech.com.

During the year a meeting of the Independent Directors was held on 31.12.2015 which was attended by all the Independent Directors.

8 General Body Meetings

- 8.1 Location and time, where last three Annual General Meetings were held:

Year	AGM/EGM	Location	Date	Time	No. of Special Resolutions
2012-13	AGM	Bengal National Chamber of Commerce, 23, R.N.Mukherjee Road, Kolkata-700001	23.09.2013	11.30 A.M.	-
	EGM4,	Chandni Chowk Street, Kolkata- 700 072	11.11.2013	11.00 A.M.	-
2013-14	AGM	Bhartiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700 017	30.12.2014	12.15 P.M.	2
22014-15	AGM	Bhartiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700 017	16.07.2015	11:30 P.M	-

- 8.2 No Postal Ballot was conducted during the year 2015-16, nor is there any proposal pending as on date for approval as a special resolution through postal ballot.

8.3 Particulars of the Directors appointed and reappointed at the ensuing Annual General Meeting is given in the Notice convening the Annual General Meeting as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9 Disclosures

9.1 The Directors and key executives have informed the Board that they have no direct, indirect or on behalf of third parties, material interest in any transaction or matter directly affecting the Company.

9.2 The Company has adopted a policy on dealing with Related Party Transactions and the same is disclosed at www.advancepowerinftratech.com

All material transactions with related parties have been disclosed quarterly along with the compliance report on corporate governance.

9.3 The Company has adopted a Risk Management Policy The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company has in place an established internal control system designed to ensure proper recording of financial and operational information and compliance of various internal controls and other regulatory and statutory compliances. The Directors review the effectiveness of internal controls and compliance controls, financial and operational risks, risk assessment and management systems and related party transactions, have been complied with.

9.4 The Company has formulated a Whistle Blower Policy and established a Vigil Mechanism for Directors and Employers and same has been disclosed in the Company's website at www.advancepowerinftratech.com. The Management affirms that no personnel has been denied access to the Audit Committee.

9.5 The management has informed the Board that they are not having any personal interest in material, commercial and financial transactions of the Company that may have potential conflict with the interest of the Company at large.

9.6 The CEO i.e. the Managing Director and CFO i.e. Chief Financial Officer have given the necessary certificates as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

9.7 The Company has issued formal appointment letters to all Independent Directors and the terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company.

9.8 The Company has adopted a policy on remuneration for Directors, Key Managerial personnel and other employees and has laid down evaluation criteria for Independent Directors. The policy on Independent Director's familiarization and continuing education programmed is available at www.advancepowerinftratech.com.

9.9 The Company has adopted Policy on determination of materiality for disclosures, Policy on Preservation of Documents and Archival policy.

9.10 Details of non compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years – Nil.

9.11. None of the non-executive director has any pecuniary relationship or transactions with the Company.

9.12 All the mandatory requirements have been appropriately complied with.

Means of Communication

10.1 In compliance with the requirements of the Listing Agreement, the Company, on quarterly basis, intimates audited financial results to the Stock Exchanges immediately after they are taken on record by the Board. Further, coverage is given for the benefit of the Shareholders and Investors by publication of the financial results in the Business Standard and Arthiklipi.

10.2 The financial results of the Company are also put on the web site of the Company after these are submitted to the Stock Exchanges. Official information like press releases are also available on the web site. The Company's web site address is www.advancepowerinftratech.com. The shareholders are free to communicate their grievances and queries to the Company through email [id.info@advancepowerinftratech.com](mailto:info@advancepowerinftratech.com)

11. General Investors Information

Annual General Meeting

Date & Time : 24th day of September, 2016 at 4.30 P.M.

Venue : "Bharatiya Bhasha parishad", 36A, Shakespeare Sarani,
Kolkata- 700 017

Financial Year 2016-2017 (tentative)

Annual General Meeting	September, 2017
Results for the Quarter ending 30 th June, 2016	By August, 2016
-do- ending 30th Sept. 2016	By November, 2016
-do- ending 31st Dec. 2016	By February, 2017
-do- ending 31st March, 2017	By May, 2017

Date of Book closure: 17.09.2016 to 24.09.2016 (both days inclusive).

Listing on Stock Exchanges

BSE Ltd.

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001

Stock Code /Symbol

531047

Listing fee has been paid upto March, 2017 with the Bombay Stock Exchange. The Company's application for delisting of its shares is pending with the Calcutta Stock Exchange.

The closing high and low market prices, average volume, average number of trades and average value of shares during each month at BSE Ltd. during April 2015 to March 2016 were as follows:

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover
Apr 15	2.49	2.49	2.49	2.49	600	2	1,494
May 15	-	-	-	-	-	-	-
Jun 15	-	-	-	-	-	-	-
Jul 15	2.37	2.41	2.19	2.19	2,516	12	5,75
Aug 15	-	-	-	-	-	-	-
Sep 15	2.19	2.19	2.19	2.19	50	1	10
Oct 15	2.29	2.29	2.18	2.18	5	3	10
Nov 15	2.18	2.18	2.18	2.18	100	1	218
Dec 15	2.28	2.28	2.28	2.28	2,000	4	4,560
Jan 16	2.39	2.39	2.39	2.39	2,060	3	4,923
Feb 16	2.28	2.39	2.28	2.39	500	2	1,18
Mar 16	2.28	2.28	2.28	2.28	5	1	11

Share Transfer Agents

Maheshwari Datamatics Private Limited was appointed as the Registrars and Share Transfer Agent of the Company for the Equity Shares held in both physical and dematerialised form. Their address for communication:

Maheshwari Datamatics Private Limited
6, Mangoe Lane, 2nd Floor
Kolkata – 700001
Phone: 2243-5029/5809, 2248-2248
Fax: (033) 2248-4787
Email: mdpl@cal.vsnl.net.in

ISIN in respect of Equity Share is INE 009D01017.

Share Transfer System

Share transfer in physical form can be lodged with Maheshwari Datamatics Pvt. Ltd. at the above mentioned addresses or at their branch offices, addresses of which are available on their website or at the Registered Office of the Company.

The transfers in physical form are normally processed within 15 days if technically found to be in order and complete in all respects. As per directive issued by SEBI, it is compulsory to trade in the Company's Equity Shares in dematerialized form.

Distribution of Shareholding

The distribution of Shareholding as on 31.03.2016 and 31.03.2015 are as follows:

In the Range of	31.03.2016 No. of Shareholders	Percent	31.03.2015 % No. of Shareholders	Percent %
1-500	2981	82.8746	2985	83.0089
501-1000	286	7.9511	286	7.9533
1001-2000	167	4.6428	167	4.6440
2001-3000	47	1.3066	45	1.2514
3001-4000	21	0.5838	22	0.6118
4001-5000	19	0.5282	19	0.5284
5001-10000	31	0.8618	31	0.8621
10001 and above	45	1.2510	41	1.1402
Total	3597	100.00	3596	100.00

Shareholding pattern as on 31.3.2016 is as follows:

Category	No of Shares held	% of Share Holding
A. Promoters		
(1) Indian		
a) Individual/ HUF	1105800	9.5014
b) Central Govt		
c) State Govt(s)		
d) Bodies Corp.	5020280	43.1359
e) Banks/Fi		
f) Any other		
Sub-total (A)(1)	6126080	52.6373
(2) Foreign		
a) NRIs - Individuals		
b) Other - Individuals		
c) Bodies Corp.		
d) Banks/FI		
e) Any other		
Sub-total (A)(2)	0	0.0000
Total shareholding of Promoter		
(A)=(A)(1)+(A)(2)	6126080	52.6373
B. Public Shareholding		
1. Institutions		
a) Mutual Funds		
b) Banks/FI		
c) Central Govt		
d) State Govt(s)		
e) Venture Capital Funds		
f) Insurance Companies		
g) FII's		
h) Foreign Venture Capital Funds		
i) Others (specify)		
Alternate Investment Funds		
Foreign Portfolio Investors		
Provident Funds / Pension Funds		
Qualified Foreign Investor		
Sub-total(B)(1) :-	0	0.0000
2. Non-Institutions		
a) Bodies Corp.		
i) Indian	1447799	12.4400
ii) Overseas		
b) Individuals		
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1356865	11.6586
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2704599	23.2388
c) Others (Specify) Non Resident Indians	1555	0.0134
Qualified Foreign Investor		
Custodian of Enemy Property		
Foreign Nationals		
Clearing Members	1402	0.0120
Trusts		
Foreign Bodies-DR		
Foreign Portfolio Investors		
NBFCs registered with RBI		
Employee Trusts		
Domestic Corporate Unclaimed Shares Account		
Sub-total(B)(2):-	5512220	47.3628
Total Public Shareholding		
(B)=(B)(1)+(B)(2)	5512220	47.3628
C. Shares held by Custodian for GDRs & ADRs		
Grand Total (A+B+C)	11638300	100.0000

Dematerialization of Shares

As on 31.03.16 the status of dematerialized securities of the Company are as follows:

Type of Securities	Dematerialised Holding	Percentage
Equity Shares	7586889	65.18

Address for Correspondence:

Mr. Akhilesh Kotia
4, Chandni Chowk Street, Kolkata - 700072

Certificate

The Company has obtained the Certificate from the M/s. A. K. LABH & CO. Company Secretaries, Kolkata regarding compliance of Corporate Governance in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is annexed.

All material requirements with respect to Corporate Governance as stipulated in the Listing Agreement have been complied with.

On behalf of the Board

For Advance PowerinfraTech Limited

Place: Kolkata
Date: 13.08.2016

Sd/-
Akhilesh Kotia
Managing Director
DIN: 00076777

Sd/-
Md. Mohiuddin Laskar
Director
DIN: 06727819

CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY

This is to confirm that a code of conduct for the Board Members and Senior Management Personnel of the Company has been adopted by the Board and the same was also circulated and posted on the website of the Company. The Company received declarations affirming Compliance of the Code from the persons concerned for the period ended 31st March, 2016 and the same has also been noted by the Board.

For Advance Powerinfra Tech Limited

Sd/-
Akhilesh Kotia
Managing Director
DIN:00076777

Place: Kolkata
Date: 13.08.2016

Certificate**To the Members of Advance Powerinfra Tech Limited**

We have examined the compliance of conditions of Corporate Governance by **Advance Powerinfra Tech Limited** ("the Company") ended on 31st March, 2016 as stipulated in clause 49 of the Listing Agreement ("Listing Agreement") of the Company with the stock exchanges for the period April 1, 2015 to November 30, 2015 and as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as referred to in Regulation 15(2) of the Listing Regulations for the period December 1, 2015 to March 31, 2016.

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 for 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 / Listing Regulations, as applicable.

The Company does not have a full time Company Secretary (KMP) in employment

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

For **A. K. LABH & Co.**
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No - 3238

Place : Kolkata
Dated : 13.08.2016

NOMINATION & REMUNERATION POLICY OF**Advance Powerinfra Tech Limited ('APTL')**

'APTL' remuneration strategy is aimed at attracting and retaining high standard of relevant talent. The Remuneration Policy, therefore, is market-led and takes into account the competitive circumstance of each business situation of the Company so as to attract and retain high quality talent fulfilling the requisite qualification and leverage performance significantly.

PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. In order to align with the provisions of the Companies Act, 2013 and the amended Listing Agreement from time to time, the Board on 14 November 2014 changed the nomenclature of the "Remuneration Committee" as "Nomination and Remuneration Committee" and reconstituted the Committee with two non-executive Independent Directors and one non-executive Director as Member of the Committee.

OBJECTIVE

The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

DEFINITIONS

- **"Board"** means Board of Directors of the Company.
- **"Company"** means "Advance Powerinfra Tech Limited."
- **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- **"Key Managerial Personnel" (KMP)** means
 - (i) CEO or the Managing Director or the Manager
 - (ii) Company Secretary
 - (iii) Whole-time Director
 - (iv) CFO
 - (v) Such other officer as may be prescribed
- **"Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- **"Policy or This Policy"** means, "Nomination and Remuneration Policy."
- **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- **"Senior Management"** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

APPOINTMENT AND EVALUATION OF DIRECTOR, KMP AND SENIOR MANAGEMENT**Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

Term / Tenure:

1. Managing Director/Whole-time Director/Manager (Managerial Person): - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
2. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re- appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

REMUNERATION OF MANAGER, DIRECTORS, COMPANY SECRETARY, CFO ETC.

Remuneration of Manager under the Companies Act, 2013 ('Manager') and the Executive Directors, if any, the Company Secretary, Chief Financial Officer (CFO) and immediately one level below Senior Employees of the Company is determined by the Board of Directors ('Board') of the Company within the broad Policy formulated by the Nomination and Remuneration Committee comprising only Non-Executive Directors and in conformity with the relevant provisions of the Companies Act, 2013 and also subject to the approval of the Shareholders in their General Meeting. The aforesaid personnel are entitled to performance bonus for each financial year up to such an amount as may be determined by the Board. Such remuneration is linked to short and long term performance objectives appropriate to the working of the Company and its goals as well as the group to which the Company belongs to as well as on the concerned employee's qualification and the grade and the overall performance of such employee of the Company as a whole.

Commission of the Non-Executive and the Independent Directors of the Company is determined by the Board based, inter alia, on Company performance and the prevailing regulatory provisions and is payable on a uniform basis to reinforce the principle of collective responsibility. Non-Executive Directors and the Independent Directors are also entitled to sitting fees for attending Meetings of the Board and Committees thereof, the quantum of which is determined by the Board within the limits as laid down in the Articles of Association of the Company. The sitting fees shall be determined by the Board for attending each meeting of the Board, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Non-Executive and the Independent Directors may be reimbursed out of pocket expenses for attending Board and Committee Meetings of the Company at a city other than the one in which they reside.

SERVICE CONTRACTS, SEVERANCE FEE AND NOTICE PERIOD:

The appointment of the Manager, the Executive Directors, if any, the Company Secretary, CFO and immediately one level below Senior Employees of the Company is governed by resolutions passed by the Board and the Shareholders of the Company, which cover the terms and conditions of such appointment read with the service rules of the Company. A separate Service Contract is not entered into by the Company with those elevated to the Board from the management cadre, since they already have a Service Contract with the Company. There is no separate provision for payment of severance fee under the resolutions governing the appointment of Manager and Executive Directors, if any, who have all been drawn from amongst the management cadre. The prevailing statutory provisions will however, apply. As per his terms of appointment, a notice of three month's is required to be given by the concerned employee, as the case may be, seeking to vacate office and such resignation takes effect upon the expiration of such notice or its earlier acceptance by the Board.

DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

S K Maheshwari & Associates
Company Secretaries

30/A/28 Dr. P. T. Laha Street
(Back of Maheshwari Bhawan)
Rishra, Dist Hooghly , WB- 712248
Ph: 9339079889 / 033 -26720857
email: sunilkumarmaheshwari@gmail.com

FORM NO. MR 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Advance Powerinfra Tech Ltd.,
(CIN: L65999WB1994PLC065726),
4, Chandni Chowk Street,
Kolkata – 700072

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Advance Powerinfra Tech Ltd. having CIN: L65999WB1994PLC065726, (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and as per explanations & clarifications given to me and the representations made by the management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 presently (Prohibition of Insider Trading) Regulations, 2015 effective May 15th, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and (Share Based Employee Benefits) Regulations, 2014: *Not Applicable to the Company during the Audit period*;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 : *Not Applicable to the Company during the Audit period*;

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: *Not Applicable to the Company during the Audit period;*
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: *Not Applicable to the Company during the Audit period;*
- VI. Other specific and general Laws applicable to the Company as per the representations made by the Company.
- a) Factories Act, 1948
 - b) Industrial Dispute Act, 1947
 - c) The Payment of Wages Act, 1936
 - d) The minimum Wages Act, 1948
 - e) The Employees State Insurance Act, 1948
 - f) The Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - g) The Bonus Act, 1965
 - h) The Payment of Gratuity Act, 1972

I further report that, I have not examined Compliance with applicable finance laws, like Direct Tax, Indirect Tax, Service Tax etc since, as per management representation by the Company; the same have been subject to review by the statutory financial auditor and other designated professionals.

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards 1 & 2 issued by The Institute of Company Secretaries of India;
- ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited;
- iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except to the extent as mentioned below:

- 1) The Company does not have a whole time Company secretary.

I further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) As per the minutes of the meetings duly recorded and signed by the Chairman of the meeting, the decisions of the Board and Committee were carried through majority. Further decisions at general Meetings were carried through requisite majority. The dissenting member's views are captured as and when required and are recorded as part of the minutes.
- d) There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However some deviations were observed due to non-channelization and / or non-updation of system in the company.

I further report that during the audit period the Company has not undertaken any such transactions which have a major effect on the affairs of the Company.

For **S K Maheshwari & Associates**
Company Secretaries

Date: 13.08.2016
Place: Rishra

Sunil Kumar Maheshwari
M. No. 30808, COP No. 12261

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March, 2016

*[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]*

1. REGISTRATION AND OTHER DETAILS :

CIN	L65999WB1994PLC065726
Registration Date	31/10/1994
Name of the Company	Advance Powerinfra Tech Limited
Category / Sub-Category of the Company	Company having share capital
Address of the Registered Office and contact details	4, Chandni Chowk Street, Kolkata-700072 Tel No:2212-7189
Whether listed company	Yes
Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, Kolkata – 700001 Tel No. : 033 2248 2248

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products /services	NIC Code of the Product/Services	% of total turnover of the Company
1.	Manufacturer of Electrical Transformer	26101	100

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl.No.	Name & Address of the Company	CIN/GIN	Holding/Subsidiary /Associates	% of total shares held	Applicable Section
			None		

4. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01/Apr/2015]				No of Shares held at the end of the year [As on 31/Mar/2016]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	525800	0	525800	4.5178	525800	580000	1105800	9.5014	110.3081
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	5810000	0	5810000	49.9214	5020280	0	5020280	43.1359	-13.5924
e) Banks/Fi									
f) Any other									
Sub-total (A)(1)	6335800	0	6335800	54.4392	5546080	580000	6126080	52.6373	-3.3101
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks/FI									
e) Any other									
Sub-total (A)(2)	0	0	0	0.0000	0	0	0.0000	0.0000	

Advance Powerinfra Tech Ltd.

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c) Bodies Corp.									
d) Banks/FI									
e) Any other									
Sub-total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total shareholding of Promoter									
(A)=(A)(1)+(A)(2)	6335800	0	6335800	54.4392	5546080	580000	6126080	52.6373	-3.3101
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks/FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Alternate Investment Funds									
Foreign Portfolio Investors									
Provident Funds / Pension Funds									
Qualified Foreign Investor									
Sub-total(B)(1):-	0	0	0	0.0000	0	0	0	0.0000	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	384907	1725600	2110507	18.1342	960399	487400	1447799	12.4400	-31.4004
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	392848	961111	1353959	11.6336	397654	959211	1356865	11.6586	0.2146
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	140979	1695700	1836679	15.7813	679799	2024800	2704599	23.2388	47.2549
c) Others (Specify)									
Non Resident Indians Qualified Foreign Investor	1355	0	1355	0.0116	1555	0	1555	0.0134	14.7601
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members	0	0	0	0.0000	1402	0	1402	0.0120	100.0000
Trusts									
Foreign Bodies-D R									
Foreign Portfolio Investors									
NBFCs registered with RBI									
Employee Trusts									
Domestic Corporate Unclaimed Shares Account									
Sub-total(B)(2):-	920089	4382411	5302500	45.5607	2040809	3471411	5512220	47.3628	3.9551
Total Public Shareholding									
(B)=(B)(1)+ (B)(2)	920089	4382411	5302500	45.5607	2040809	3471411	5512220	47.3628	3.9551
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	7255889	4382411	11638300	100.0000	7586889	4051411	11638300	100.0000	0.0000

ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01 Apr 2015)			Share holding at the end of the Year (As on 31 Mar 2016)			% change In Share holding During the year	PAN
		No. of Shares	% of total Shares of the company	% of Shares Pledge/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledge/ encumbered to total shares		
1.	Marsons Limited	4250000	36.5174	0.0000	4250000	36.5174	0.0000	0.0000	AABCM9906H
2.	Charu Kotia	0	0.0000	0.0000	580000	4.9835	0.0000	100.0000	AFOPK4298R
3.	Marsons Logistics	780000	6.7020	0.0000	570280	4.9000	0.0000	-26.8872	AAGCM8321D
4.	Marsons Properties	780000	6.7020	0.0000	200000	1.7185	0.0000	-74.3590	AAGCM8320C
5.	Akhilesh Kotia	112500	0.9666	0.0000	112500	0.9666	0.0000	0.0000	AACHA4806L
6.	Gyan Chand Kotia	110000	0.9452	0.0000	110000	0.9452	0.0000	0.0000	AFWPK4414R
7.	Gyan Chand Kotia	50000	0.4296	0.0000	50000	0.4296	0.0000	0.0000	AABHG6242B
8.	Pravin Jain	41100	0.3531	0.0000	41100	0.3531	0.0000	0.0000	ACIPJ7301H
9.	Nikhilesh Kotia	40000	0.3437	0.0000	40000	0.3437	0.0000	0.0000	AABHN4220Q
10.	Payal Kotia	40000	0.3437	0.0000	40000	0.3437	0.0000	0.0000	ASOPK1945L
11.	Akhilesh Kotia	35100	0.3016	0.0000	35100	0.3016	0.0000	0.0000	AFOPK4300A
12.	Rishabh Jain	20000	0.1718	0.0000	20000	0.1718	0.0000	0.0000	AKDPJ7080N
13.	Vasundhara Kotia	20000	0.1718	0.0000	20000	0.1718	0.0000	0.0000	BBQPK2411M
14.	Usha jain	10000	0.0859	0.0000	10000	0.0859	0.0000	0.0000	ACXPJ3316R
15.	Raj Jain	10000	0.0859	0.0000	10000	0.0859	0.0000	0.0000	ACXPJ2010J
16.	Sushila Jain	9000	0.0773	0.0000	9000	0.0773	0.0000	0.0000	ACXPJ3303J
17.	Prasanna Kumar Jain	9000	0.0773	0.0000	9000	0.0773	0.0000	0.0000	ACXPJ3304R
18.	Rajesh Kumar Jain	9000	0.0773	0.0000	9000	0.0773	0.0000	0.0000	ACOPJ5869Q
19.	Rekha Jain	5000	0.0430	0.0000	5000	0.0430	0.0000	0.0000	ACSPJ7340Q
20.	Kaberi Kotia	5000	0.0430	0.0000	5000	0.0430	0.0000	0.0000	AFZPK2997L
21.	Nikhilesh Kotia	100	0.0009	0.0000	100	0.0009	0.0000	0.0000	AFKPK0830K
	TOTAL	6335800	54.4392	0.0000	6126080	52.6372	0.0000	-3.3101	

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No	Name	Shareholding at the beginning [01/Apr/15]/end of the year [31/Mar/16]		Cumulative Shareholding during the year [01/Apr/15 to 31/Mar/16]		PAN
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	MARSONS LTD					AABCM9906H
	4/1/2015	4250000	36.5174			
	3/31/2016	4250000	36.5174	4250000	36.5174	
2	GYAN CHAND KOTIA					AABHG6242B
	4/1/2015	50000	0.4296			
	3/31/2016	50000	0.4296	50000	0.4296	
3	NIKHILESH KOTIA					AABHN4220Q
	4/1/2015	40000	0.3437			
	3/31/2016	40000	0.3437	40000	0.3437	
4	AKHILESH KOTIA					AACHA4806L
	4/1/2015	112500	0.9666			
	3/31/2016	112500	0.9666	112500		0.9666
5	MARSONS PROPERTIES					AAGCM8320C
	4/1/2015	780000	6.7020			
	31/03/2016 - Transfer	-580000	4.9835	200000	1.7185	
6	MARSONS LOGISTICS					AAGCM8321D
	4/1/2015	780000	6.7020			
	31/03/2016 - Transfer	-209720	1.8020	570280	4.9000	
7	PRAVIN JAIN					ACIPJ7301H
	4/1/2015	41100	0.3531			
	3/31/2016	41100	0.3531	41100	0.3531	
8	RAJESH KUMAR JAIN					ACOPJ5869Q
	4/1/2015	9000	0.0773			
	3/31/2016	9000	0.0773	9000	0.0773	
9	REKHA JAIN					ACSPJ7340Q
	4/1/2015	5000	0.0430			
	3/31/2016	5000	0.0430	5000	0.0430	
10	RAJ JAIN					ACXPJ2010L
	4/1/2015	10000	0.0859			
	3/31/2016	10000	0.0859	10000	0.0859	

11	SUSHILA JAIN					ACXPJ3303J
	4/1/2015	9000	0.0773			
	3/31/2016	9000	0.0773	9000	0.0773	
12	PRASANNA KUMAR JAIN					ACXPJ3304R
	4/1/2015	9000	0.0773			
	3/31/2016	9000	0.0773	9000	0.0773	
13	USHA JAIN					ACXPJ3316R
	4/1/2015	10000	0.0859			
	3/31/2016	10000	0.0859	10000	0.0859	
14	NIKHILESH KOTIA					AFKPK0830K
	4/1/2015	100	0.0009			
	3/31/2016	100	0.0009	100	0.0009	
15	CHARU KOTIA					AFOPK4298R
	4/1/201500.0000					
	31/03/2016 - Transfer	580000	4.9835	580000	4.9835	
	3/31/2016	580000	4.9835	580000	4.9835	
16	AKHILESH KOTIA					AFOPK4300A
	4/1/2015	35100	0.3016			
	3/31/2016	35100	0.3016	35100	0.3016	
17	GYAN CHAND KOTIA					AFWPK4414R
	4/1/2015	110000	0.9452			
	3/31/2016	110000	0.9452	110000	0.9452	
18	KABERI KOTIA					AFZPK2997L
	4/1/2015	5000	0.0430			
	3/31/2016	5000	0.0430	5000	0.0430	
19	RISHABH JAIN					AKDPJ7080N
	4/1/2015	20000	0.1718			
	3/31/2016	20000	0.1718	20000	0.1718	
20	PAYAL KOTIA					ASOPK1945L
	4/1/2015	40000	0.3437			
	3/31/2016	40000	0.3437	40000	0.3437	
21	VASUNDHARA KOTIA					BBQPK2411M
	4/1/2015	20000	0.1718			
	3/31/2016	20000	0.1718	20000	0.1718	

**iv) Shareholding Pattern of top ten Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl No	Name	Shareholding at the beginning [01/Apr/15]/end of the year [31/Mar/16]		Cumulative Shareholding during the year [01/Apr/15 to 31/Mar/16]		PAN
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	ASHOK KUMAR JAIN					A00423
	4/1/2015	400000	3.4369			
	3/31/2016	400000	3.4369	400000	3.436	
2	KIRTI DEVELOPERS PRIVATE LIMITED *					AABCK4084G
	4/1/2015	00.0000				
	31/03/2016 - Transfer	160000	1.3748	160000	1.3748	
3	MARSONS LTD					AABCM9906H
	4/1/2015	4250000	36.5174			
	3/31/2016	4250000	36.5174	4250000	36.5174	
4	AMLUCKIE INVESTMENT CO LIMITED					AACCA6749H
	4/1/2015	255798	2.1979			
	3/31/2016	255798	2.1979	255798	2.1979	
5	CUTE BANIJYA PRIVATE LIMITED #					AADCC5284G
	4/1/2015	60082	0.5162			
	3/31/2016	60082	0.5162	60082	0.5162	
6	MARSONS PROPERTIES					AAGCM8320C
	4/1/2015	780000	6.7020			
	31/03/2016 - Transfer	-580000	4.9835	200000	1.7185	
7	MARSONS LOGISTICS					AAGCM8321D
	4/1/2015	780000	6.7020			
	31/03/2016 - Transfer	-209720	1.8020	570280	4.9000	

8	M SECURE HR SERVICES PVT LTD *					AAGCM8322A
	4/1/2015	0	0.0000			
	31/03/2016 - Transfer	580000	4.9835	580000	4.9835	
9	MAYA GUPTA *					ADVPG5640E
	4/1/2015	0	0.0000			
	31/03/2016 - Transfer	329100	2.8277	329100	2.8277	
10	ANAND KUMAR GUPTA *					ADYPG0809N
	4/1/2015	0	0.0000			
	31/03/2016 - Transfer	329100	2.8277	329100	2.8277	
11	ANJU SINGH *					AMIPS7180D
	4/1/2015	0	0.0000			
	31/03/2016 - Transfer	209720	1.8020	209720	1.8020	
12	COSMOS FINANCIAL SERVICES (P) LTD. #					C00118
	4/1/2015	99000	0.8506			
	3/31/2016	99000	0.8506	99000	0.8506	
13	KIRTI DEVELOPERS PRIVATE LIMITED #					K00373
	4/1/2015	740000	6.3583			
	31/03/2016 - Transfer	-740000	6.3583	0	0.0000	
14	MAMATA SARAOGI					M00536
	4/1/2015	400000	3.4369			
	3/31/2016	400000	3.4369	400000	3.4369	
15	MANOJ SARAOGI					M00537
	4/1/2015	400000	3.4369			
	3/31/2016	400000	3.4369	400000	3.4369	
16	SAROJ JAIN					S00891
	4/1/2015	400000	3.4369			
	3/31/2016	400000	3.4369	400000	3.4369	
17	SWARNAREKHA PROPERTIES AND FINANCE LIMITED #					S00892
	4/1/2015	658200	5.6555			
	31/03/2016 - Transfer	-658200	5.6555	0	0.0000	
18	ZADKO DISTRIBUTORS (PVT.) LTD #					Z00003
	4/1/2015	74300	0.6384			
	3/31/2016	74300	0.6384	74300	0.6384	

* Not in the list of Top 10 shareholders as on 01/04/2015 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2016.

#Ceased to be in the list of Top 10 shareholders as on 31/03/2016. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2015.

v) Shareholding of Directors and Key Managerial Personnel

SI No	Name	Shareholding at the beginning [01/Apr/15]/end of the year [31/Mar/16]		Cumulative Shareholding during the year [01/Apr/15 to 31/Mar/16]		PAN
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	AKHILESH KOTIA					AFOPK4300A
	4/1/2015	35100	0.3016			
	3/31/2016	35100	0.3016	35100	0.3016	

5. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
At the beginning of the financial year:				
i) Principal Amount	NIL	20,50,000/-	NIL	20,50,000/-
ii) Interest due but not paid		NIL		NIL
iii) Interest accrued but not due		NIL		NIL
Total (i+ii+iii)	NIL	20,50,000/-	NIL	20,50,000/-
Change in Indebtedness during the financial year				
• Addition	NIL	1,50,892/-	NIL	1,50,892/-
• Reduction		50,000/-		50,000/-
Net Change	NIL	1,00,892/-	NIL	1,00,892/-
At the end of the financial year				
i) Principal Amount		21,50,892/-		21,50,892/-
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due		NIL		NIL
Total (i+ii+iii)	NIL	21,50,892/-	NIL	21,50,892/-

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	- - - - -	- - - - -
2.	Stock Option	- - - - -	- - - - -
3.	Sweat Equity-	- - - - -	- - - - -
4.	. Commission - as % of profit - Others, specify...	- - - - -	- - - - -
5.	Others, please specify	- - - - -	- - - - -
	Total (A)	- - - - -	- - - - -
	Ceiling as per the Act	- - - - -	- - - - -

B. Remuneration to Other Directors:

Sl.No.	Particulars of Remuneration	Name of Directors				Total Amount
	Independent Directors Fee for attending board /committee meetings Commission Others, please specify Total (1)	NIL	NIL	NIL	NIL	NIL
	Other Non-Executive Directors Fee for attending board /committee meetings Commission Others, please specify Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission - as % of profit - Others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil		Nil	Nil
	Total	NIL	Nil	Nil	Nil

7. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Sl.No.	Particulars of Remuneration	Key Managerial Personnel	Sl. No.	Particulars of Remuneration	Key Managerial Personnel
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

ANNEXURE – VII**PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016**

Name of the Director / CEO / CFO / Company Secretary / Manager	Designation	(i) Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2015-16	(ii) Percentage increase in Remuneration during 2015-16
Akhilesh Kotia	Managing Director	-	-
Sandip Goswami	Director	-	-
Mohd. Moiuddin Laskar	Director	-	-
Sultana Khan	Director	-	-
Kamal Kumar Singh	CFO	-	-

Sl. No.	Description	Remarks
iii.	the percentage increase in the median remuneration of employees in the financial year;	Not applicable
iv.	the number of permanent employees on the rolls of company;	14
viii.	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average Salary increase of non-managerial employees is – Not applicable Average Salary increase of managerial employees – Not applicable
xii.	It is hereby affirmed that the remuneration to managerial personnel referred to above is as per the remuneration policy of the Company.	

Note : No remuneration is paid to any director during the year and hence the aforesaid information are not comparable and compatible.

Advance Powerinfra Tech Ltd.

Annual Report 2015-2016

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016
It is hereby affirmed that:

- (i) No employee was in receipt of remuneration for the year in aggregate of more than Rs. 1.02 Crores (if employed throughout the financial year);
- (ii) No employee was in receipt of remuneration for any part of the year at a rate which in aggregate was more than Rs. 8.5 lacs per month (if employed for a part of the financial year);

Top Ten Employees in terms of Remuneration drawn for F.Y. 2015-16:

Sl. No.	Name	Designation	Remuneration	Nature of Employment	Qualification and Experience	Date of Commencement of Employment	Age	Last Employment Held	% of equity shares held	Whether relative of any Director / Manager
1	Mrinal Sen Gupta	Works Manager	35000	Production	B.Sc	2014	70	-	Nil	NO
2	Joydeep Bhattacharya	Project Manager	18000	Project work	B. Com	2015	30	-	Nil	NO
3	Bhumendra Krishna Dutta	Accountant	15000	Accounts & Finance	B. Com	2002	65	-	Nil	NO
4	Ratan Kumar Singh	Accountant	15000	Accounts & Finance	B. Com	2015	40	-	Nil	NO
5	Aman Kumar	Supervisor	10000	Supervision	H.S	2015	32	-	Nil	NO
6	Sanjay Kumar Pandey	Engineering (Telecom)	10000	Engineer	Diploma	2015	28	-	Nil	NO
7	Gopal Malakar	Supervision	9000	Supervisor	B.Sc	2013	36	-	Nil	NO
8	Aditya Pratap Singh	Accounts	8000	Accountant	B.com	2016	24	-	Nil	NO
9	Amar Naskar	Peon	6000	Office work	School final	2003	30	-	Nil	NO
10	Jawahar Lal Singh	Peon	6000	Office work	School final	2008	47	-	Nil	NO

Independent Auditor's Report

To the Members of Advance Powerinfra Tech Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Advance Powerinfra Tech Limited** ("the Company"), which comprises the Balance Sheet as at 31st March 2016, the statement of profit and loss and the Cash Flow Statement and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the Financial Statements.

Basis of Qualified Opinion

The Management of Advance Powerinfra Tech Limited has considered that no provision is required against fall in the value of investment held at a cost of Rs. 279.93 Lakhs in shares of quoted and unquoted Companies. Attention is invited to the following

- a. Note 11 – a regarding the opinion framed by the Company for non provision of diminution In the value of quoted investments.
- b. Note 11-b regarding non provision for diminution in value of unquoted investments.

The overall effect of the aforesaid matters on the financial statements for period from 1st April 2015 to 31st March 2016 and the corresponding figures for the period from 1st April 2014 to 31st March 2015, could not be determined.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31st March 2016 and
- (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 Cash Flow Statement, of the Cash Flow for the year ended on that date;

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of sub section 11 of Section 143 of the Act (hereinafter referred to as the "Order") and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the "Annexure I" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books.
- © The Balance Sheet, Statement of Profit & 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the Directors as on 31st March, 2016 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure II".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i The Company has no pending litigations having the impact on its financial position;
 - ii The Company did not have any outstanding long term contracts including derivative contracts as at 31st March, 2016 for which there were any material foreseeable contracts; and
 - iii The Company has no amount that is required to be transferred to the Investor Education and Protection Fund.

For **K M ROY**

Chartered Accountants

(C.A. K. M. Roy)

Proprietor

Membership No: 053720

Kolkata: 30th May, 2016

ANNEXURE I TO THE INDEPENDENT AUDITOR'S REPORT OF ADVANCE POWERINFRA TECH LIMITED (REFERRED TO IN PARAGRAPH 1 OF OUR REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS)

(i) in respect of its fixed assets:

According to the information and explanations given to us by the Management, no Fixed Assets are held by the Company. Consequently, the requirements of clause (i)(a),(b),(c) of the order do not apply.

(ii) According to the information and explanations given to us by the Management, no Inventories are held by the Company. Consequently, the requirements of clause (ii) of the order do not apply.

(iii) In our opinion and according to the information and explanations given to us , the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loan to directors, etc as covered u/s. section 185 of the Companies Act, 2013. According to the information and explanations given to us by the Management, in respect of Loan & Investment as covered u/s. section 186 of the Companies Act, 2013, the Company has complied with the relevant provisions of the Act.

(v) According to the information and explanations given to us, the Company has not accepted any public deposits under the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014, framed there under. According to the information and explanations given to us in this regard, no order under the aforesaid sections have been passed by the Company Law Board or Reserve Bank of India or any other court or any other Tribunal.

(vi) The Central Government has not prescribed any rules for the maintenance of cost records by the Company under Section 148(1) of the Companies Act, 2013.

(vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has generally been regular in depositing undisputed statutory dues in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material Statutory Dues as applicable with the appropriate authorities in India. According to the information and explanations given to us, there are no undisputed statutory dues outstanding for a period of more than six months from the date they became payable, as per books of accounts as at 31st March, 2016.

(b) According to the information and explanations given to us, there are no dues of Income Tax, Sales tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax as applicable as at 31st March, 2016 which have been deposited on account of a dispute are as follow.

Name of Statute	Nature of Dues	Amount(Rs.)	Period to which the amount related	Forum Whether Dispute is pending
Income Tax Act, 1961	Income Tax	Rs. 12733941/-	A.Y 2007-2008	CIT –Appeal tribunal
Income Tax Act, 1961	Income Tax	Rs. 200000/-	A.Y 2008-2009	CIT –Appeal
Central Excise Rules 2002	Central Excise	Rs. 1690706/-	P.Y2009-2010	Central Excise & Service Tax Tribunal.

- (viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has no dues to any Financial Institutions or Banks during the year. The Company had neither any outstanding debenture at the beginning of the year nor has it issued any debenture during the year.
- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). According to the information and explanations given to us , the Company has no dues towards Term Loan.
- (x) According to the information and explanations given to us and as represented by the Management, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) The company is a limited company and hence the requirements of requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013 are not applicable to it. Consequently, the requirements of clause (xi) of paragraph 3 of the order do not apply. Further, no Director Remuneration has been made during the year.
- (xii) The Company is not a Nidhi Company. Consequently, requirements of clause (xii) of paragraph 3 of the order are not applicable.
- (xiii) In our opinion and according to the information and explanations given to us by the Management, all transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in Notes 27 to the financial statements as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us by the Management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Consequently, requirements of clause (xiv) of paragraph 3 of the order are not applicable.
- (xv) According to the information and explanations given to us by the Management, the Company has not entered into any non-cash transactions with directors or persons connected with him.

For K M ROY

Chartered Accountants

(C.A. K. M. Roy)

Proprietor

Membership No: 053720

Kolkata: 30th May, 2016

ANNEXURE – II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ADVANCE POWERINFRA TECH LIMITED.**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of the Company as at March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial control based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Control over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion in the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of

management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on "the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India."

For **K M ROY**

Chartered Accountants

(C.A. K. M. Roy)

Proprietor

Membership No: 053720

Kolkata: 30th May, 2016

Advance Powerinfra Tech Limited
4, Chandni Chowk Street, Kolkata- 700 072

Balance Sheet as at 31- March- 2016				In(Rupees)	
	Particulars	Note no.	as at 31- March- 2016	as at 31- March-2015	
I.	EQUITY AND LIABILITIES				
1	Shareholders' funds				
	(a) Share Capital	2	11,63,83,000.00		11,63,83,000.00
	(b) Reserve and Surplus	3	4,99,31,666.62		4,61,81,298.00
2	Share Application money pending allotment				
3	Non-Current Liabilities				
	(a) Long -Term Borrowings	4	21,50,892.00		20,50,000.00
	(b) Deferred Tax Liabilities(Net)		40,24,451.28		10,49,738.00
	(c) Other Long- Term Liabilities	5	15,02,137.95		26,85,705.00
	(d) Long- Term Provisions	6	8,40,310.07		17,96,702.00
4	Current Liabilities				
	(a) Short- Term Borrowings	7	0.00		5,00,000.00
	(b) Trade Payables	8	6,14,63,130.19		5,68,99,029.00
	(c) Other Current Liabilities	9	18,06,565.00		0.00
	(d) Short- Term Provisions		0.00		6,07,293.00
	Total		23,81,02,153.11		22,81,52,765.00
	ASSETS				
	Non- Current assets				
	(a) Fixed Assets	10	5,34,12,550.55		5,00,08,557.00
	(i) Tangible Assets		1,35,58,670.55		1,01,54,677.00
	(ii) Intangible Assets		3,98,53,880.00		3,98,53,880.00
	(b) Non- Current Investments	11	2,79,92,618.00		2,79,92,618.00
	(c) Long Term loans and Advances	12.1	2,96,30,300.96		3,09,56,892.00
	(d) Other Non- Current assets	12.2	0.00		2,18,700.00
	Current Assets				
	(a) Inventories	13	8,97,02,150.00		9,55,51,891.00
	(b) Trade receivables	14	3,44,19,636.18		2,18,95,441.00
	(c) Cash and cash Equivalents	15	25,72,122.09		12,42,469.00
	(d) Short - Term Loans and Advances	16	3,72,775.33		2,86,197.00
	Total		23,81,02,153.11		22,81,52,765.00
	Significant Accounting Policies	1			
	Contingent Liabilities and Commitments	17			

The schedules referred to above and notes to accounts form an integral part of the Balance Sheet.

As per our report of even date

For and on behalf of the Board

For K M ROY
CHARTERED ACCOUNTANTS

(CA. K . M .ROY)
PROPRIETOR
Membership no : 053720

Sd/-
Akhilesh Kotia
Managing Director
DIN:00076777

Sd/-
Md. Mohiuddin Laskar
Director
DIN:06727819

Place: Kolkata
Date: 30th May 2016.

Advance Powerinfra Tech Limited

4, Chandni Chowk Street, Kolkata- 700 072

Statement of Profit and loss for the period from 1 April 2015 to 31st March 2016

Particulars	Note No.	1st Apr 2015-31st Mar 2016		1st Apr 2014- 31st Mar 2015	
I Revenue from Operations	18		9,74,86,124.57		10,51,53,849.00
II Other Income	19		1,01,03,337.00		1,21,95,585.00
III TOTAL REVENUE (I + II)			10,75,89,461.57		11,73,49,434.00
IV EXPENSES					
Cost of Materials Consumed	20		8,21,20,189.29		10,53,25,316.00
Changes in Inventories	21		24,25,091.00		44,99,440.00
Employee Benefit Expenses	22		24,36,619.00		15,90,913.00
Finance Costs	23		63,208.75		12,142.00
Depreciation and Amortization Expenses			10,77,497.45		6,55,205.00
Other Expenses	24		1,23,50,964.61		43,49,438.00
TOTAL EXPENSES			10,04,73,570.10		11,64,32,454.00
V Profit before Exceptional and Extraordinary Items and Tax(III-IV)			71,15,891.47		9,16,980.00
VI Exceptional Items					
VII Profit before Extraordinary Items and Tax			71,15,891.47		9,16,980.00
VIII Extraordinary Items					
IX Profit Before Tax			71,15,891.47		9,16,980.00
X Tax Expense			33,65,522.85		2,41,980.00
Current Tax		3,90,809.57	-	2,33,701.00	
Deferred Tax		29,74,713.28		8,279.00	
XI Profit/(Loss) for the period from Continuing Operations(IX-X)			37,50,368.62		6,75,000.00
XII Profit/(Loss)from Discontinuing Operations (after tax) (XII-XIII)					
XII Profit(Loss) for the period (XI+XIV)			37,50,368.62		
XIV Earnings per Equity Share	25				
Basic			0.32		0.01
Diluted			0.32		0.01
Additional Information					
significant Accounting Policies	1				

The schedules referred to above and notes to accounts form an integral part of the Balance Sheet.

As per our report of even date

For and on behalf of the Board

For K M ROY

CHARTERED ACCOUNTANTS

(CA. K . M .ROY)

PROPRIETOR

Member ship no : 053720

Place: Kolkata

Date: 30th May 2016.

Sd/-

Akhilesh Kotia

Managing Director

DIN:00076777

Sd/-

Md. Mohiuddin Laskar

Director

DIN:06727819

Note 1:**Significant Accounting Policies**

1. System of Accounting
The accounts and financial statements have been prepared on historical cost basis as a going concern.
2. Income:
The company follows the practice of accounting for income on accrual basis.
3. Expenses
It is the company's policy to account for all expenses on accrual basis, except for provision of gratuity and leave encashment.
4. Fixed Assets and depreciation
Fixed Assets
Fixed Assets are carried at cost of acquisition less accumulated depreciation.
5. Depreciation
6. Depreciation on Fixed Assets has been provided on Written Down Value method taking into consideration the useful life prescribed under Schedule II of the Companies Act, 2013.
7. Investment
Investments are valued at cost.
8. Inventories
Inventories are valued at Cost or Net realizable Value whichever is lower.
9. Retirements Benefits

Contributions to Employee State Insurance, Provident Fund are made accordingly with appropriate authorities during the period. Provision for leave encashment as per Accounting Standard 15 is being made, as and when the liability for the same arises.

M/s Advance Power Technologies Ltd have been merged with the company in terms of the order of Hon'ble High Court at Calcutta on 27.07.2012.

Income Tax Department has on 22nd September, 1998 seized 100000 Equity Shares of Marsons Textiles Limited and held under Stock in Trade.

There were no amount overdue and remaining outstanding to small scale and/ or ancillary industrial suppliers as per information available.

In view of the Company primarily engaged in manufacturing of transformer and other related accessories activities, and there being no separate reportable ' Segments' AS-17 is not applicable.

Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the number of Weighted Average Equity Shares outstanding during the period.

Deferred Tax resulting from "timing differences" between book and taxable profit is accounted for using the Deferred tax resulting from "timing differences" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on balance sheet date.

The provision for Deferred tax has been made accordingly as per AS-22 issued by ICAI for the period of 1st April 2015 to 31st March 2016.

advance Powerinfra Tech Limited

Notes to and forming part of balance sheet as at March-2016

PARTICULARS	as at 31-March-2016		as at 31-March--2015	
	Number	Amount(Rs)	Number	Amount(Rs)
Note No :2-1/Share capital				
Authorised Share Capital				
Equity Shares of Rs 10.00 each	12000000	12,00,00,000.00	12000000	12,00,00,000.00
Total	12000000	12,00,00,000.00	12000000	12,00,00,000.00
Issued Share Capital				
Equity Shares of Rs 10.00 each	11638300	11,63,83,000.00	11638300	11,63,83,000.00
	11638300	11,63,83,000.00	11638300	11,63,83,000.00
Capital Suspense(On account of amalgamation)				
Grand Total	11638300	11,63,83,000.00	11638300	11,63,83,000.00

Note No :2-2/Reconciliation of Share capital

Op. Balances	11638300	11,63,83,000.00	11638300	11,63,83,000.00
Issued during the year				
Extinguished dues to Amalgamation				
	11638300	11,63,83,000.00	11638300	11,63,83,000.00

Note No :2-3/Shares in the company held by other company

PARTICULARS	Equity Shares		Preference Shares	
	Number	Amount(Rs)	Number	Amount(Rs)
MARSONS LTD	4250000	4,25,00,000.00	4250000	4,25,00,000.00
P.N.C.CAPITAL TRUST LTD	0	0.00	0	0.00
AMLUCKIE INVESTMENT CO.LTD	255798	25,57,890.00	255798	25,57,890.00
CONSONS FINANCIAL SERVICES(P)LTD	0	0.00	0	0.00
ZADKO DISTRIBUTORS PVT LTD	0	0.00	0	0.00
ANANIKA HOLDINGS PVT LTD	0	0.00	0	0.00
MARSONS PROPERTIES PVT LTD	780000	78,00,000.00	780000	78,00,000.00
MARSONS LOGISTICS PVT LTD	780000	78,00,000.00	780000	78,00,000.00
KIRTI DEVELOPERS PVT LTD	740000	74,00,000.00	740000	74,00,000.00

Note No :2-4/Shareholders Holding more than 5% of share

PARTICULARS	as at 31-March-2016		as at 31-March-2015	
	Number	Amount(Rs)	Number	Amount(Rs)
MARSONS LTD	4250000	36.52%	4250000	36.52%
MARSONS PROPERTIES PVT LTD	200000	1.72%	780000	6.70%
MARSONS LOGISTICS PVT LTD	570280	4.90%	780000	6.70%
KIRTI DEVELOPERS PVT LTD	160000	1.37%	740000	6.36%

Note No :2-5/Management Disclosure

M/S.Advance Power Technologies Ltd.have been merged with the company in terms of the order of Honorable High Court at Calcutta on 27.07.2012.

Notes to and forming part of Balance Sheet as at 31st March 2016		
PARTICULARS	as at 31-march-2016	as at 31st march 2015
	Amount(Rs)	Amount(Rs)
Note No : 3/Reserves and Surplus		
Securities Premium Account	1,75,00,000.00	1,75,00,000.00
Opening Balance	1,75,00,000.00	1,75,00,000.00
(+) securities premium credited due to amalgamation		
Closing Balance	1,75,00,000.00	1,75,00,000.00
General Reserve	2,44,59,447.00	2,44,59,447.00
Opening Balance	2,44,59,447.00	2,44,59,447.00
(+) General Reserver addition due to amalgamation		
(+) Net Profit/(Net loss) for the Current Period		
Closing Balance	2,44,59,447.00	2,44,59,447.00
Surplus	79,72,219.62	42,21,851.00
Opening Balance	42,21,851.00	35,46,851.00
(+) Net Profit/(Net loss) due to amalgamation	0.00	0.00
(+) Net Profit/(Net loss) for the Current Period	37,50,368.62	6,75,000.00
Closing Balance	79,72,219.62	42,21,851.00
Grand Total	4,99,31,666.62	4,61,81,298.00
Note No :4/Long- Term Borrowings		
Unsecured		
From Bank		
From Others Parties	0.00	0.00
From Related Parties	21,50,892.00	20,50,000.00
Grand Total	21,50,892.00	20,50,000.00
Note No :5/Other Long- Term Liabilities		
Security Deposits	5,44,000.00	7,93,600.00
Other-payable	9,58,137.95	18,92,105.00
Grand Total	15,02,137.95	26,85,705.00
Note No :6/Long- Term Provision		
Other-Long tern Provision	8,40,310.07	17,96,702.00
Grand Total	8,40,310.07	17,96,702.00
Note No :7/Short- Term Borrowings		
Secured		
From Bank		
From Others Parties	0.00	5,00,000.00
Grand Total	0.00	5,00,000.00
Note No :8/Trade Payable		
Others	6,14,63,130.19	5,68,99,029.00
Grand Total	6,14,63,130.19	5,68,99,029.00
Note No :9/Other Current Liabilities		
Other Paybles	18,06,565.00	0.00
Grand Total	18,06,565.00	0.00

Advance Powerinfra Tech Ltd.

Annual Report 2015-2016

Notes to and forming part of balance sheet as at March-2016
 Notes No -10
 Fixed Assets Schedule

Particulars	Gross Block			Depreciation and Amortization			Net Block			
	Opening Balance	Additions	Deduction	Closing Balance	Opening Balance	Depreciation Charge	On Disposal	Closing Balance	Opening Balance	Closing Balance
TANGIBLE ASSETS										
FREEHOLD LAND	38,51,842.00	0.00	0.00	38,51,842.00	0.00	0.00	0.00	0.00	38,51,842.00	38,51,842.00
FACTORY BUILDING	1,18,040.00	0.00	0.00	1,18,040.00	91,479.00	791.00	0.00	92,270.00	26,561.00	25,770.00
PLANT & MACHINERY	94,16,498.00	95,45,361.00	94,16,498.00	95,45,361.00	40,50,451.00	8,42,067.45	42,67,428.00	6,25,090.45	53,66,047.00	89,20,270.55
ELECTRIC INSTALLATION	69,763.00	0.00	0.00	69,763.00	37,104.00	2,560.00	0.00	39,664.00	32,659.00	30,099.00
FURNITURE & FIXTURE	6,36,113.00	6,500.00	0.00	6,42,613.00	3,20,573.00	76,543.00	0.00	3,97,116.00	3,22,040.00	2,45,497.00
WEIGH & MEASUREMENT	1,248.00	0.00	0.00	1,248.00	1,248.00	0.00	0.00	1,248.00	0.00	0.00
AIRCONDITIONER	1,83,270.00	0.00	0.00	1,83,270.00	94,824.00	7,505.00	0.00	1,02,329.00	88,446.00	80,941.00
TESTING EQUIPMENT	12,57,926.00	0.00	0.00	12,57,926.00	9,20,457.00	43,706.00	0.00	9,64,163.00	3,37,469.00	2,93,763.00
OFFICE EQUIPMENT	3,92,587.00	0.00	0.00	3,92,587.00	2,56,474.00	90,847.00	0.00	3,47,321.00	1,36,113.00	45,266.00
MOTOR VEHICLE	3,72,984.00	0.00	0.00	3,72,984.00	3,72,984.00	0.00	0.00	3,72,984.00	0.00	0.00
Mobile Phone	0.00	78,700.00	0.00	78,700.00	0.00	13,478.00	0.00	13,478.00	0.00	65,222.00
TOTAL	1,63,00,271.00	96,30,561.00	94,16,498.00	1,65,14,334.00	61,45,594.00	10,77,497.45	42,67,428.00	29,55,663.45	1,01,61,177.00	1,35,58,670.55
INTANGIBLE ASSETS										
GOODWILL (On account of	3,98,53,880.00	0.00	0.00	3,98,53,880.00	0.00	0.00	0.00	0.00	3,98,53,880.00	3,98,53,880.00
TOTAL	3,98,53,880.00	0.00	0.00	3,98,53,880.00	0.00	0.00	0.00	0.00	3,98,53,880.00	3,98,53,880.00
Grand Total	5,61,54,151.00	96,30,561.00	94,16,498.00	5,63,68,214.00	61,45,594.00	10,77,497.45	42,67,428.00	29,55,663.45	5,00,15,057.00	5,34,12,550.55

Advance Powerinfra Tech Ltd.

Annual Report 2015-2016

advance Powerinfra Tech Limited
Notes to and forming part of balance sheet as at March-2016
Notes No -11

Particulars	Balance (Rs)		No. of Shares	
	as on 31 March.2016	as on 31st March 2015.	as on 31 March 2016	as on 31st March 2015.
Trade Investments				
Investment ProPerty				
Investment in Mutual Fund	10000.00	10,000.00	1000	1000
Reliance Equity Opportunity Fund	10000.00	10,000.00	1000	1000
Investment in equity instruments				
Investment in company Fully Paid up Quoted Shares(at cost)	25982618.00	2,59,82,618.00	2033159	2033159
Marsons ltd-Associate(face Value Rs 2/-each)	23657618.00	2,36,57,618.00	2006559	2006559
Punjab Communication Ltd- Others(face Value Rs 10 each)	75000.00	75,000.00	300	300
Supreme Holding Holding & Hospitality Ltd Others(Face Value Rs 10 Each)	2250000.00	22,50,000.00	26300	26300
Investment in company Fully Paid up Quoted Shares(Face value Rs 10/- each)(at	2000000.00	20,00,000.00	200000	200000
VenusConstruction (p) Ltd -Others	2000000.00	20,00,000.00	200000	200000
Less:Provision for diminution in the value of investments				
Total	27992618.00	2,79,92,618.00	2234159	2234159
Market Value Of Quoted Shares	14216769.00	8226718.00		

Note No 11-a

As at 31 st March,2016,there was a diminution of Rs 11765849.00 in the value of the company's quoted investment, considering the market value as at the year ended.However,no provision has been made in the accounts for such fall,as the investment is in the nature of a long term strategic investment and the diminution in its value is on account of temporary factors.

Note No 11-b

The Company holds certain unquoted investments at an aggregate cost of Rs 20,00,000.00 in companies as on 31.st March 2016, whose net worth have been substantially eroded.However, in view of the fact that these investments are held as strategic long term investment and the diminution in their values being on account of temporary factors, no provision for diminution in the value of these investments is considered necessary.

Note No : 12- 1**Long -Term Loans and Advances**

Particulars	as at 31 March 2016	as at 31 March 2015
Unsecured, Considered good		
Security Deposits	78,600.00	66,000.00
Earnest Money Deposit	3,63,596.00	2,63,596.00
Loans & Advance to Related Parties	1,14,91,250.00	1,25,68,903.00
Loans & Advance to Others	1,23,09,183.40	1,28,44,323.00
Balance with Govt. Authorities	53,87,671.56	52,14,070.00
Grand Total	2,96,30,300.96	3,09,56,892.00

Note no 12-2

Other non current assets	as at 31 March 2016	as at 31 March 2015
Preliminary Expenses not Written Off	0	218700.00

Note No : 13**Inventories**

Particulars	as at 31 March 2016	as at 31 March 2015
a. Raw Materials and Components	8,75,93,150.00	9,10,17,800.00
Goods-in- Transit	8,75,93,150.00	9,10,17,800.00
b. Work-in Progress	21,09,000.00	36,42,560.00
	21,09,000.00	36,42,560.00
c. Stock -in Trade	-	8,91,531.00
Grand Total	8,97,02,150.00	9,55,51,891.00

Notes to and forming part of balance sheet as at March-2016

Trade Receivable

Notes No -14

Particulars	as at 31 March 2016	as at 31st March 2015
Outstanding for more than 6 months from the due date		
Unsecured, considered good	14,09,924.06	57,44,484.00
Unsecured, considered doubtful debt		
Others		
Unsecured, considered good	3,30,09,712.12	1,61,50,957.00
Unsecured, considered doubtful debt		
Grand Total	3,44,19,636.18	2,18,95,441.00

Notes No -15

cash and Cash Equivalents

Particulars	as at 31 March 2016	as at 31 March 2015
Balance with Banks	16,57,002.21	6,74,637.00
Fixed Deposits with Banks(due more than one year)	-	11,000.00
Balance with Current Banks	-	6,63,637.00
Cash On hand	9,15,119.88	5,67,832.00
Grand Total	25,72,122.09	12,42,469.00

Notes No -16

Short -Term Loans and Advance

Particulars	as at 31 March 2016	as at 31 March 2015
Unsecured, considered good	3,72,775.33	2,86,197.00
Grand Total	3,72,775.33	2,86,197.00

Contingent Liabilities and Commitments

Notes No -17

Particulars	as at 31 March 2016	as at 31 March 2015
Contingent Liabilities	2,91,85,607.00	2,91,85,607.00
Claims against the company not acknowledged as debt	2,91,85,607.00	2,91,85,607.00
Guarantees		
Grand Total	2,91,85,607.00	2,91,85,607.00

Notes to and forming part of Statement of Profit & Loss

Particulars	as at 31st March 2016	as at 31st March 2015
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Notes No -18

Revenue from Operations

Sale of products	9,87,15,351.22	11,62,62,039.00
Less:Excise Duty	56,68,663.00	1,11,08,190.00
	9,30,46,688.22	10,51,53,849.00
Other -Operating Revenues	44,39,436.35	
Grand Total	9,74,86,124.57	10,51,53,849.00

Notes No -19

Other Income

Other Non- Operating Income		
Godown Rent	31,36,000.00	31,17,600.00
Profit on sale of Fixed asset	68,75,888.00	83,78,522.00
Others	91,449.00	6,99,463.00
Grand Total	1,01,03,337.00	1,21,95,585.00

Notes No -20

Cost Of Materials Consumed

Opening Stock	9,10,17,800.00	9,40,40,766.00
Purchase of Raw Metarials	7,86,95,539.29	10,23,02,350.00
Closing Stock	8,75,93,150.00	9,10,17,800.00
Grand Total	8,21,20,189.29	10,53,25,316.00

Broad Heads of Materials Purchased

Core Coils		
CRGO	3,37,58,063.00	5,20,64,317.00
Copper Rod/ strios		2,21,02,979.00
Insulation Materials		
Purchase of Trading Item	-	
Purchase of MS Materials	4,39,48,852.00	2,64,22,694.00
Others	9,88,624.29	17,12,360.00
Grand Total	7,86,95,539.29	10,23,02,350.00

Notes No -21

Changes in Inventories

Stock-in-Trade		
Opening Balance	8,91,531.00	8,91,531.00
Less:Closing Balance	-	8,91,531.00
Grand Total	8,91,531.00	-
Work In Progress		
Opening Balance	36,42,560.00	81,42,000.00
Less:Closing Balance	21,09,000.00	36,42,560.00
Grand Total	15,33,560.00	44,99,440.00

Broad heads of Inventories

Particulars	1 -Apr 15 to 31- Mar 16	1 -Apr 14 to 31- Mar 15
	sales	sales
Core Coil Assembly	4,24,97,075.00	5,86,92,696.00
Transformer shunt rectifire	0.00	0.00
M.S. tank & Other M.S.Materials	4,26,19,259.00	1,87,50,884.00
Core Chanel & Base Plate	0.00	8,10,030.00
Copper Wire & Strips	0.00	2,55,67,754.00
Others	79,30,334.22	13,32,485.00
Grand Total	9,30,46,668.22	10,51,53,849.00

Notes to and forming part of Statement of Profit & Loss

Notes No -22		
Employee Benefit Expenses		
Particulars	1 -Apr-2015 to 31- Mar-2016	1 -Apr-2014 to 31- Mar-2015
Salary & wages	23,34,651.00	15,34,095.00
Directors Remuneration	-	-
Contribution to P.F	57,446.00	56,818.00
Staff Welfare & Others Employee Benefits	44,522.00	
Grand Total	24,36,619.00	15,90,913.00

Notes No -23		
Finance Cost		
Interest	63,208.75	12,142.00
Grand Total	63,208.75	12,142.00

Notes No -24		
Other Expenses		
Payment to Auditors	20,000.00	15,000.00
As Auditor	50,000.00	58,000.00
Manufacturing Expenses	-	1,56,885.00
Factory Rent	2,47,992.00	-
Consultancy & Technical Fees	1,15,000.00	-
Miscellaneous expenses	1,19,17,972.61	41,19,553.00
Grand Total	1,23,50,964.61	43,49,438.00

Notes No -25		
Basic & Diluted EPS		
Weighted Average Number of Shares	11638300	11638300
Profit after tax during the year	37,50,368.62	675000
Basic EPS	0.32	0.01
Diluted EPS	0.32	0.01

Notes No -26
 Most of Loans & Advance and Trade Receivables including debts outstanding for over three years, against which company did not made any provision.
 As per the management assessment all of them considered good in nature.

Notes No -27

Related Party Disclosure

a) Key management personnel & their Relatives

AKHILESH KOTIA
 GYAN CHAND KOTIA
 CHARU KOTIA
 GAURAV JAIN
 PUSHPA KOTIA
 AKHILESH KOTIA HUF

b) Enterprises over which management Personnel and/or their relatives have significant influence:

MARSONS LIMITED
 MARSONS S TEXTILE LTD
 M-TRUST CAPITAL ADVISORY (P) LTD
 M-SECURE HR SERVICE PRIVATE LIMITED

c) Related Party Transaction

The following table provides the total amount of total amount of transaction that have been entered in to with related parties for the relevant financial period.

	In Rs.
Purchase Made From Marsons Ltd. at arm's length basis	9,28,21,287.00
Factory Maintenance Exp To Marsons Ltd at arm's length basis	8,76,408.00
Rent To Marsons Ltd at arm's length basis	2,78,640.00
Sale Made To Marsons Ltd at arm's length basis	5,58,36,366.00

d) Amount Owedby/to Related Parties

PARTIES	31.03.2016 Amount Owed by Related parties	31.03.2015 Amount Owed by Related parties
AKHILESH KOTIA	2140892.00	2000000.00
AKHILESH KOTIA HUF	0.00	500000.00

Notes No -28

Previous Year Figures

Previous Year figures are regrouped/rearranged wherever necessary

For K M ROY

CHARTERED ACCOUNTANTS

For and on behalf of the Board

(CA. K . M .ROY)
 PROPRIETOR
 Membership no : 053720

Sd/-
 Akhilesh Kotia
 Managing Director
 DIN:00076777

Sd/-
 Mohiuddin Laskar
 Director
 DIN:06727819

Place: Kolkata
 Date: 30th May 2016.

Advance Powerinfra Tech Ltd.

Annual Report 2015-2016

Particulars	Year Ended 31st Mar,2016		Year Ended 31st Mar 2015	
	Amount	Amount	Amount	Amount
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/ (Loss) before tax & extra ordinary items		7115891.47		916980.00
Adjustments for:				
Depreciation & amortization	1077497.45		581911.00	
Add: Misc Expenses W/Off	218700.00			
Loss/(profit)on Sale of Investments(Net)			-8378522.00	
Loss/(profit)on Sale of Fix Assets(Net)	-6875888.00			
Interest Income				
Interest Charged	63208.75	-5516481.80	12142.00	-7784469.00
		1599409.67		-6867489.00
Operating Profit before Working Capital Changes				
Adjustments for:				
Trade and other receivables	-12610773.51		19256565.00	
Inventories	5849741.00		7522406.00	
Trade paybles & provisions	5263373.19	-1497659.32	-29889934.00	-3110963.00
Net Cash generated from operations		101750.35		-3756526.00
Direct Tax paid		390809.57		
(Including tax on distributed profit & net of refund)				
Cash Flow before extra ordinary items				
Net Cash from operating activities		-289059.22		-3756526.00
B. CASH FLOW FROM INVESTING ACTIVITIES				
Addition in Fixed Assets	(96,30,561.00)			
Sale of Fixed assets	1,20,25,000.00			
Goodwill net of Reserve due to amalgamation				
Addition/Purchase of Investment				
Disposal/Sale of Investment	0.00		-15500000	
Change in Loans and Advances	13,26,549.11	3720988.11	19162134	3662134.00
Interest Received				
Net Cash used in investing activities				-94392.00
C. CASH FLOW FROM FINANCING ACTIVITIES				
Extinguishment of Shares				
share Capital Suspense				
Expenses Incurred (reimbursed)on issue of equity inst.				
Proceeds to borrowings	-2039067.05			
Proceeds from borrowings				
Interest paid	-63208.75			
Net Cash used in financing activities		-2102275.80		
Net increase in cash and cash equivalents(A+B+C)		1329653.09		-94392.00
Cash and equivalents(Opening Balance)		1242469.00		1336861.00
Add: Opening cash & Bank balance of Amalgamated Co.				
Cash and equivalents(Closing Balance)		2572122.09		1242469.00
Add: Opening cash & Bank balance of Amalgamated Co.				
Notes: Figures in brackets represents outflows.				
Difference				

For K M ROY
CHARTERED ACCOUNTANTS

For and on behalf of the Board

(CA . K . M .ROY)
PROPRIETOR
Membership no : 053720

Sd/-
Akhilesh Kotia
Managing Director
DIN:00076777

Sd/-
Md. Mohiuddin Laskar
Director
DIN:06727819

Place: Kolkata
Date: 30th May 2016.

ADVANCE POWERINFRA TECH LTD

CIN: L65999WB1994PLC065726

4, Chandni Chowk Street, Kolkata – 700 072

Phone: (033) 2212-7189 **(Fax)** (033) 2492-6152(E-mail): info@advancepowerinftratech.com Website: www.advancepowerinftratech.com**ATTENDANCE SLIP**

Regd. Folio/DP-ID & Client ID	
Name and Address of the Shareholder	
Joint Holder(s)	
No. of shares held	

- 1) I hereby record my presence at the 22nd Annual General Meeting of the Company being held on Saturday, 24th September, 2016, at 4.30 p.m. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017.
- 2) Signature of the Shareholder / Proxy Present
- 3) Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the entrance.
- 4) Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

ELECTRONIC VOTING PARTICULARS

EVS (E-voting Sequence Number)	User ID	Password
160825045		

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN L65999WB1994PLC065726

Name of the Company: **ADVANCE POWERINFRA TECH LIMITED**

Registered Office: 4, Chandni Chowk Street, Kolkata – 700 072

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

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

(1) Name..... Address.....
 E-mail ID..... Signature.....or failing him/her,

(2) Name..... Address.....
 E-mail ID..... Signature.....or failing him/her,

(3) Name..... Address.....
 E-mail ID..... Signature.....or failing him/her,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company being held on Saturday, 24th September, 2016, at 4.30 p.m. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1.	To consider and adopt the audited financial statements of the Company for the financial year ended 31 st March, 2016 together with the Reports of the Directors' and the Auditors' thereon.
2.	Appointment of Director in place of Mr. Akhilesh Kotia (DIN: 00076777), who retires by rotation and being eligible, seeks re-appointment.
3.	Appointment of Auditors & fixation of their remuneration.

Special Business	
4.	Confirmation of revised remuneration of Mr. Akhilesh Kotia (DIN: 00076777) as Managing Director
5.	Confirmation of appointment of Mrs. Smriti Chhattopadhyay (DIN:07581513) as Director
6.	Approval for Appointment of Ms. Divya Arora (DIN :07584367) as an Independent Director

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

Signature of Shareholder(s).....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. For the RESOLUTIONS, Explanatory Statement and Notes please refer to the Notice of the Annual General Meeting.