

# **SAMBHAV INFRA (I) LIMITED**

(FORMERLY KNOWN AS SAMBHAV INFO-INFRA LIMITED)

**15<sup>th</sup>  
ANNUAL REPORT  
2009-2010**

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## **CORPORATE INFORMATION**

### **Board of Directors:**

- |    |                          |   |          |
|----|--------------------------|---|----------|
| 1. | Mr. Bharath Kumar Mardia | — | Director |
| 2. | Mr. Jaiprakash Lalwani   | — | Director |
| 3. | Mr. Chandan Singhi       | — | Director |

### **Registered Office:**

No 5 Damodaran Street,  
Near Uma Complex and School Kellys ,  
Kilpauk P.O., Chennai-600010  
Ph.Nos. 044-26604545  
Fax: 044-26604549

### **Auditors:**

M/s. Sirohia & Co.  
Chartered Accountants,  
# 51, Maddox Street,  
Chennai - 112.

### **Audit Committee:**

1. Mr. Chandan Singhi
2. Mr. Bharath Kumar Mardia
3. Mr. Jaiprakash Lalwani

### **Remuneration Committee:**

1. Mr. Bharath Kumar Mardia
2. Mr. Jaiprakash Lalwani
3. Mr. Chandan Singhi

### **Investor Grievance Committee:**

1. Mr. Chandan Singhi
2. Mr. Bharath Kumar Mardia
3. Mr. Jaiprakash Lalwani

### **Listing:**

Ahmedabad Stock Exchange Limited

### **Registrar & Share Transfer Agents:**

M/s. Cameo Corporate Services Limited,  
#1, Subramaniam Building,  
Club House Road, Mount Road,  
Cennai- 600 002



## **NOTICE**

NOTICE is hereby given that the **15<sup>th</sup>** Annual General Meeting of the Shareholders of **SAMBHAV INFRA (I) LIMITED** will be held on Thursday, the 30<sup>th</sup> September 2010 at 10.30 AM at No.5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai – 600010 to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and if thought fit, to adopt the audited Balance sheet as on 31st March, 2010 and Profit & Loss A/c for the year ended on that date along with the report of Directors and Auditors thereon
2. To appoint a director in place of Mr. Chandan Singhi who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s Sirohia & Co as Statutory auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration fixed by the Board of Directors of the Company.

For and on behalf of the Board  
**Sambhav Infra (I) Limited**

Sd/-  
**CHANDAN SINGHI**  
Director

Place: Chennai  
Date: 28.08.2010

### **NOTES:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote on a poll instead of himself / herself and the Proxy need not be a member of the Company.**
2. Proxies, in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will be closed from 24.09.2010 to 30.09.2010(Both days inclusive).

## **Sambhav Infra (I) Limited**

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4. Members are requested to notify immediately any change in their address to the Share Transfer Agents and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
5. Members, who hold shares in de-materialized form, are requested to bring their Client ID and DP IDs for easier identification of attendance at the meeting.
6. Members are requested to kindly bring their copies of the Annual Report to the meeting. As a measure of economy, copies of Annual Report will not be distributed at the AGM

For and on behalf of the Board  
**Sambhav Infra (I) Limited**

Sd/-  
**CHANDAN SINGHI**  
Director

Place: Chennai  
Date: 28.08.2010

**DIRECTORS' REPORT**

To,  
The Members

We have pleasure in presenting the 15th Annual Report with Audited Statements of Accounts for the year ended 31st March 2010.

**FINANCIAL RESULTS :**

(Rupees )

<b>Particulars</b>	<b>2009-10</b>	<b>2008-09</b>
Income	1876512	2521212
Expenditure	2427330	1537672
Profit for the year	550818	983541
Less: Provision for Tax including deferred tax	35900	48611
<b>Profit / (Loss) carried to Balance Sheet</b>	<b>(586718)</b>	<b>934930</b>

**PERFORMANCE REVIEW:**

The Company has recorded a turnover of Rs. 1876512 and the loss of Rs. 586718 in the current year against the turnover of Rs. 2521212 and profit of Rs. 934930 in the previous financial year ending 31.03.2009.

The Company has been continuously working on quality up gradation and austerity measures for achieving efficient running of the organization.

**DIVIDEND:**

Keeping the Company's expansion and growth plans in mind, your Directors have decided not to recommend dividend for the year.

**PUBLIC DEPOSITS:**

Your Company has not accepted any deposits falling within the meaning of Sec.58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, during the financial year under review.

**LISTING:**

The equity shares of your company are listed on The Ahmedabad Stock Exchange.

**CAPITAL OF THE COMPANY:**

Authorised Share capital of the company stands at Rs.7,00,00,000/- (Rupees Seven Crores Only) divided in to 70,00,000 equity shares of Rs.10/- and Issued, Subscribed , Paid up capital of the company is Rs.5,17,5000/- (Rupees Five Crores Seventeen Lacks Five Thousand only) divided in to 51,75,000 equity shares of Rs.10/- each.

# **Sambhav Infra (I) Limited**

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## **SUBSIDIARY COMPANY:**

Your Company does not have any subsidiary company.

## **MANAGEMENT DISCUSSION AND ANALYSIS:**

A detailed review of operations, performance and future outlook of your Company and its businesses is given in the Management Discussion and Analysis, which forms part of this Report.

## **DIRECTORS:**

In accordance with the Companies Act, 1956 read with Articles of Association of the company the Director namely Mr. Chandan Singhi retires by rotation and is eligible for re-appointment. Your Board recommends the re appointment of the Director above in the best interests of the company.

## **DIRECTORS' RESPONSIBILITY STATEMENT:**

In pursuance of Section 217(2AA) of the Companies Amendment Act, 2000 your directors confirm

- i) That the directors in the preparation of the annual accounts the applicable accounting standards have been followed along with proper explanations relating to material departures.
- ii) That the directors had 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.
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the company and for preventing and deleting fraud and other irregularities.
- iv) That the directors had prepared the annual accounts on the going concern basis.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO:**

The required information as per Sec.217 (1) (e) of the Companies Act 1956 is provided hereunder:

### **A. Conservation of Energy:**

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

### **B. Technology Absorption:**

1. Research and Development (R&D) : NIL
2. Technology absorption, adoption and innovation : NIL



**C. Foreign Exchange Earnings and Out Go:**

Foreign Exchange Earnings : NIL  
Foreign Exchange Outgo : NIL

**PARTICULARS OF EMPLOYEES:**

There is no employee who is falling under section 217 (2A). Therefore, the disclosures required to be made under section 217 (2A) of the Companies Act, 1956 and the rules made there under are not applicable.

**CODE OF CONDUCT:**

The Code of Conduct has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. Code of Conduct has also been placed on the website of the company. A declaration signed by the Managing Director is given in Annexure.

**AUDITORS:**

Your directors propose the appointment of M/s. Sirohia & Co., as statutory auditors to hold office until the conclusion of the next Annual General Meeting of the company.

**CORPORATE GOVERNANCE:**

As a listed company, necessary measures have been taken to comply with the listing agreements of Stock Exchanges. A report on Corporate Governance, along with a certificate of compliance forms part of this Report as Annexure.

**ACKNOWLEDGEMENTS:**

Your directors would like to express their grateful appreciation for assistance and co-operation received from clients, banks, investors, Government, other statutory authorities and all others associated with the company. Your directors also wish to place on record their deep sense of appreciation for the excellent contribution made by the employees at all levels, which enabled the company to achieve sustained growth in the operational performance during the year under review.

For and on behalf of the Board  
**Sambhav Infra (I) Limited**

Sd/-

**CHANDAN SINGHI**

Director

Place: Chennai

Date: 28.08.2010

**MANAGEMENT’S DISCUSSION AND ANALYSIS REPORT**

(Forming part of Directors’ Report)

**1. OVERALL REVIEW:**

The Company has taken necessary steps to commence its Infrastructure Activities in the coming years.

**2. INDUSTRY OUTLOOK**

We do not foresee any major change in the year 2009-10 as the industry faced the same kind of pressure. This trend is expected to continue.

**3. OPPORTUNITIES**

The Infrastructure activities business is more profitable and presently the company is concentrating on getting Order from both Government Department and Private Corporate as well.

**4. CHALLENGES**

The company is trying to get more Orders from Government department, Private corporate and Foreign Corporate during the current year for which the company is to strengthen its financial base. Your directors are hopeful to improve its financial strength in the coming years.

**5. COMPANY OUTLOOK**

The Company is though financially weak but is certainly it can improve the pending issue are resolved.

**6. RISK AND CONCERNS**

Prices of Raw Materials, Labors, legal issues, processing cost etc. are few concerns which have to be addressed from time to time.

**7. INTERNAL CONTROL SYSTEMS AND ADEQUACY**

The company has adequate internal control mechanism commensurating with the size of operations of the company. The management continuously reviews the internal control system and procedures. Critical review is also done to reduce non value added paper work.

**8. CAUTIONARY STATEMENT**

Certain statements in this report on “Management’s Discussion and Analysis” are forward looking statements and which have been issued as required by applicable Securities Laws and Regulations. There are several factors which would be beyond the control of Management and as such, may affect the actual results which could be different from that envisaged

For and on behalf of the Board  
**Sambhav Infra (I) Limited**

Sd/-

**CHANDAN SINGHI**

Director

Place: Chennai

Date: 28.08.2010

## REPORT ON CORPORATE GOVERNANCE

(Forming part of Directors' Report)

### I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

All the procedures, policies and practices followed by your Company are based on sound governance principles. Comprehensive disclosures, structured accountability in exercise of powers, adhering to international standards and commitment in compliance with regulations and statutes in letter as well as spirit have enabled your Company to enhance shareholder value. In fact, this has become an integral part of the way business is done. The governance practices followed by your Company are continuously reviewed and the same are benchmarked to the best governed companies.

Your Company has complied with all the regulations stipulated by the Securities Exchange Board of India (SEBI) in the Listing Agreement.

### II. BOARD OF DIRECTORS

The Board of Directors consists of 3 Members who are Non-Executive Independent Directors. The Composition of the Board is in conformity with the listing requirements.

The details of the Directors being appointed/ re-appointed on retirement by rotation at the ensuing Annual General Meeting, as required pursuant to Clause 49(IV)(G) of the Listing Agreement, are mentioned in the Notice to the Annual General Meeting, forming part of the Report.

**The Board of Directors met 6 times during the year on 05.05.2009, 31.07.2009, 21.08.2009, 14.11.2009, 16.11.2009 and 25.01.2010 and the maximum gap between any two meetings was less than four months, as stipulated under Clause 49.**

The details of Composition of Board of Directors, directors' attendance at Board Meetings, AGM and details of other directorships, committee chairmanships/memberships held by the Directors during the year are as follows:

S. No	Name of the Directors	Category	Attendance Particulars			No. of other Directorships and Committee memberships/ chairmanships		
			No. of Board meetings		Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
			Held	Attended				
1.	Mr. Jaiprakash Lalwani	Independent Non-Executive	6	6	Yes	1	NIL	NIL
2.	Mr. Chandan Singhi	Independent Non-Executive	6	6	Yes	3	NIL	NIL
3.	Mr. Bharath Kumar Mardia	Independent Non-Executive	6	6	Yes	9	NIL	NIL

### **Board's Procedure:**

Agenda papers along with explanatory statements were circulated to the directors in advance for each of these meetings. All relevant information as per Clause 49 of the Listing Agreement was placed before the Board from time to time.

### **Committees of the Board:**

Currently, there are four (4) Committees of the Board namely, Audit Committee, Remuneration Committee, Shareholders/ Investors Grievance Committee and Share Transfer Committee. The Board decides the terms of reference for these Committees. The minutes of the meetings of the Committees are placed before the Board for information. The details as to the composition, terms of reference, number of meetings and related attendance, etc., of these Committees are provided hereunder:

### **III. AUDIT COMMITTEE**

- a) The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956.
- b) The terms of reference of the Audit Committee include a review of;
  - Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
  - Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
  - Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
  - Reviewing with management the annual financial statements before submission to the Board, focusing on:
    1. Any changes in accounting policies and practices;
    2. Qualification in draft audit report;
    3. Significant adjustments arising out of audit;
    4. The going concern concept;
    5. Compliance with accounting standards;
    6. Compliance with stock exchange and legal requirements concerning financial statements;
    7. Any related party transactions
  - Reviewing the company's financial and risk management's policies.
  - Disclosure of contingent liabilities.

- Reviewing with management, external and internal auditors, the adequacy of internal control systems.
  - Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
  - Discussion with internal auditors of any significant findings and follow-up thereon.
  - Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
  - Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - Reviewing compliances as regards the Company's Whistle Blower Policy.
- c) The previous Annual General Meeting of the Company was held on 30<sup>th</sup> September 2009 and Mr. Chandan Singhi, Chairman of the Audit Committee, attended previous AGM.
- d) The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

The Company has complied with all the requirements of Clause 49 (II) (A) of the Listing Agreement relating to the composition of the Audit Committee. During the financial year 2009-2010, (4) four meetings of the Audit Committee were held on the 05.05.2009, 31.07.2009, 14.11.2009 and 25.01.2010.

The details of the composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category	No. of meetings attended
Mr. Chandan Singhi	Chairman	NED (I)	4
Mr. Bharath Kumar Mardia	Member	NED (I)	4
Mr. Jaiprakash Lalwani	Member	NED (I)	4

**NED (I):** *Non Executive Independent Director*

The necessary quorum was present at all the meetings.

### IV. REMUNERATION COMMITTEE:

The details of composition of the Committee are given below:

Name	Designation	Category
Mr. Bharath Kumar Mardia	Chairman	NED (I)
Mr. Jaiprakash Lalwani	Member	NED (I)
Mr. Chandan Singhi	Member	NED (I)

**NED (I):** *Non Executive Independent Director*

### Terms of reference:

The main term of reference of the Committee is to approve the fixation/revision of remuneration of the Managing Director/Whole Time Director or other key employees of the Company and while approving:

- To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
- To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

### V. SHAREHOLDERS / INVESTOR GRIEVANCE AND SHARE TRANSFER COMMITTEE

#### A) Composition, meetings and the attendance during the year:

The Details of composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category
Mr. Chandan Singhi	Chairman	NED (I)
Mr. Bharath Kumar Mardia	Member	NED (I)
Mr. Jaiprakash Lalwani	Member	NED (I)

**NED (I):** *Non Executive Independent Director*

#### B) Powers:

**The committee has been delegated with the following powers:**

- To redress shareholders and investor complaints relating to transfer of shares, dematerialization of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.

- To approve, transfer, transmission, and issue of duplicate/ fresh share certificate(s).
- Consolidate and sub-division of share certificate etc.
- To redress, approve and dispose off any, other complaints, transactions and requests etc. received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and share Transfer Agents, who process share transfers within a week of lodgment in the case of shares held in physical form.

The Board has designated Mr. Jaiprakash Lalwani, Director of the Company as the Compliance Officer.

The Company has designated an exclusive e-mail ID **iamp10@yahoo.co.in** for redressal of shareholders' complaints/grievances.

**Complaints received and redressed by the Company during the financial year:**

During the year no complaints were received.

S.No	Particulars	Remarks
1.	At the beginning of the year	NIL
2.	Received during the year	NIL
3.	At the end of the year	NIL

Financial Year	Date	Time	Venue	Special Resolution
2008-09	30.09.2009	9.30 AM	No.5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai – 600010.	1) Alteration in the Main Objects Clause of the Memorandum Association of the Company 2) Change in the Name of the Company from Sambhav Info-Infra Limited to Sambhav Infra Limited
2007-08	30.09.2008	10.15 AM	No.5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai – 600010.	NIL
2006-07	29.09.2007	10.30 AM	No.5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai – 600010.	NIL

**VI. OTHER DISCLOSURES**

- (a) There were no significant related party transactions that may have potential conflict with the interests of the Company at large.
- (b) In the preparation of financial statements, no treatment materially different from that prescribed in Accounting Standards had been followed.
- (c) There were no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets at any time during the last 3 years.
- (d) **Whistle Blower policy:** We have established a mechanism for employees to report concerns about unethical behavior, fraud or violation of code of conduct of the company. The mechanism provided direct access to the Managing Director/Chairman of the Audit Committee for exceptional cases. All employees can also directly meet the Audit Committee members of the company.
- (e) The Company has complied with the non –mandatory requirements to relating to remuneration committee and Whistle Blower policy.
- (f) Managing Director of the Company has furnished the requisite Certificates to the Board of Directors under Clause 49 of the Listing Agreement.

**VII. MEANS OF COMMUNICATION**

The quarterly, half yearly and yearly financial results will be sent to the stock Exchanges immediately after the Board approves the same and these results will also be published in one English newspaper and in one vernacular newspaper.

**VIII. GENERAL SHAREHOLDERS INFORMATION**

**a) 15<sup>th</sup> Annual General Meeting:**

Date and Time	Thursday, the 30 <sup>th</sup> September 2010 at 10.30 A.M
Venue	No.5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai – 600010

- b) Book Closure Date** : 24.09.2010 to 30.09.2010 (Both days inclusive)
- c) Financial Year and Calendar (Tentative) 2010-11 :**

The Company follows April to March as its Financial Year. The results of every quarter beginning from April are declared in the first month following each quarter as follows:



**Financial Calendar**

Financial Reporting for 2010-2011 (tentative)	On or before
The First Quarter results	14.08.2010
The Second quarter results	14.11.2010
The Third quarter results	14.02.2011
The Fourth quarter results	15/30.05.2011

- d) Listing on Stock Exchanges:**  
Ahmedabad Stock Exchange Limited
- e) Listing Fees** : Listing fee for the year 2010-11 has been paid
- f) ISIN No.** : For equity shares: - **INE428B01013**
- g) Registrar & Share Transfer Agents (for shares held in both physical and demat mode):**  
Cameo Corporate Services Limited,  
#1, Subramaniam Building,  
Club House Road,  
Mount Road,  
Cennai- 600 002
- h) Share Transfer System:**

The Physical shares transfers are processed and the share certificates are returned to the shareholders

Within a maximum period of one month from the date of receipt, subject to the document being valid and complete in all respects.

Any transferee who wishes to demat the shares may approach a Depository Participant along with a duly filled Demat Request Form, who shall, on the basis of the Share Certificate, generate a demat request and send the same to the Registrar and Share Transfer Agents (RTA). On receipt, the Depository Registrar confirms the request.

All the requests for Dematerialization of shares are processed and the confirmation is given to the respective Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 21 days on receipt.

## Sambhav Infra (I) Limited

### i) Shareholding Pattern as on 31<sup>st</sup> March, 2010:

Particulars	Category	No. of shares held	Percentage of shareholding
<b>A</b>	Shareholding of Promoter and promoter group		
1.	Promoters & Persons acting in concert	639000	12.35
	<b>Sub- Total A</b>	<b>639000</b>	<b>12.35</b>
<b>B</b>	Public Shareholding		
1.	Institutions	NIL	NIL
2.	Non- Institutions		
a)	Bodies Corporate	1116105	21.57
b)	Indian public and others	3419895	66.08
c)	Any others		
	i) NRI's	0	0
	ii) Clearing Members	0	0
	Sub Total B	<b>4536000</b>	<b>87.65</b>
	<b>Grand Total (A+B)</b>	<b>5175000</b>	<b>100.00</b>

### j) Distribution of shareholding of the Company by number of shares held as on 31<sup>st</sup> March, 2010 is as follows:

Particulars	Shareholders		Shareholding	
	Number	%	Number	%
10 - 5000	228	57.73	564700	1.09
5001-10000	55	13.92	496890	0.96
10001-20000	14	3.54	253500	0.49
20001-30000	22	5.57	572780	1.11
30001-40000	16	4.05	618000	1.19
40001-50000	19	4.81	927000	1.79
50001-100000	9	2.28	775000	1.50
100001 & ABOVE	32	8.10	47542130	91.87
<b>Total</b>	<b>395</b>	<b>100</b>	<b>51750000</b>	<b>100.00</b>

### k) Dematerialization of Shares:

The Company's shares are dematerialized on National Securities Depositories limited (NSDL) and Central Depository Services (India) Limited. The Company's ISIN is **INE428B01013**. As on 31<sup>st</sup> March, 2010, 32,23,200

equity shares are dematerialized which is 62.28 % of the paid up capital of the company and out of which 77,203 shares are in CDSL and 31,45,997 shares are in NDSL and the balance are in physical form.

**l) Address for Investors Correspondence:**

The Shareholders may correspond with the Company for the redressal of their grievances, if any to the registered office of the company.

Cameo Corporate Services Limited,  
#1, Subramaniam Building,  
Club House Road,  
Mount Road,  
Cennai- 600 002.

**m) CEO/MD Certification:**

As required by the clause 49 (V) of the Listing Agreement, the certificate from Director is attached elsewhere in the annual report.

**n) Compliance Certificate of the Company Secretary:**

The Statutory Auditor has certified that the company has complied with the conditions of the Corporate Governance as stipulated in clause 49 of the listing agreement and the same forms part of the Annual Report.

For and on behalf of the Board  
**Sambhav Infra (I) Limited**

Sd/-

**CHANDAN SINGHI**

Director

Place: Chennai

Date: 28.08.2010

## **DECLARATION**

To

The Members of Sambhav Infra (I) Limited

This is to declare that the Code of Conduct envisaged by the Company for members of the Board and the Senior Management Personnel have been complied with by all the members of the Board and the Senior Management Personnel of the Company respectively.

For and on behalf of the Board  
**Sambhav Infra (I) Limited**

Sd/-

**CHANDAN SINGHI**

Director

Place: Chennai

Date: 28.08.2010

## **Sambhav Infra (I) Limited**

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Dear Shareholder,

Please find below the Director certificate as per Clause 49(V) of the Listing Agreement:

### **DIRECTOR CERTIFICATE**

I, Chandan Singhi, Director of M/s Sambhav Infra (I) Limited certify that:

1. We have reviewed the financial statements for the year and that to the best of our knowledge and belief:
  - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (b) These statements present a true and fair view of the state of affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of Company's code of conduct.
3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the Auditors and to the Audit Committee:
  - (a) Significant changes in internal controls over financial reporting during the year;
  - (b) Significant changes in the accounting policies during the year;
  - (c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

However, during the year there were no such changes and instances.

For and on behalf of the Board  
**Sambhav Infra (I) Limited**

Sd/-

**CHANDAN SINGHI**

Director

Place: Chennai

Date: 28.08.2010

**CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members of  
Sambhav Infra (I) Limited  
(Formerly known as Sambhav Info –Infra Limited)

We have examined the compliance of conditions of Corporate Governance by M/s Sambhav Infra (I) Limited, for the period of 12 months ended on 31<sup>st</sup> March, 2010 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges of India.

The compliance condition of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the abovementioned Listing Agreement.

As required by the Guidance note issued by the Institute of Chartered Accountants of India, we have to state that the Company has certified that as on 31<sup>st</sup> March, 2010 there were no investor grievances remaining unattended/ pending for a period exceeding one month. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For M/S. SIROHIA & CO.,**  
Chartered Accountants

Sd/-  
**(VINOD KUMAR)**  
Partner  
Membership No. 207094

Place: Chennai  
Date : 28.08.2010

## **Auditors' Report**

To

The Members of SAMBHAV INFRA(I) LIMITED, CHENNAI - 600 010.

1. We have audited the attached Balance Sheet of SAMBHAV INFRA (I) LIMITED as at 31st March 2010 and also the Profit and Loss Account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) order, 2003 issued by the Central Government of India in terms of sub section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said order.
4. Further to our comments in the annexure referred in paragraph 1 above, we report that:
  - (a) we have obtained all the information and explanation which, to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) the Balance Sheet and the Profit & Loss account dealt with by this report are in agreement with the books of account;
  - (d) in our opinion, the Balance Sheet and the Profit and loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
  - (e) on the basis of written representation received from the directors, as at 31st March, 2010 and taken on record by the Board of Directors, we report that none of the Directors are disqualified as at 31st March, 2010 from being appointed as a Director in terms of Section 274 (1)(g) of the Companies Act, 1956;
  - (f) in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required

by the Act, in the manner so required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010; and
- (b) in the case of Profit and Loss account, of the loss for the year ended on that date.

As per our report of even date attached  
**For M/S. SIROHIA & CO.,**  
Chartered Accountants

Sd/-  
**(VINOD KUMAR)**  
Partner  
Membership No. 207094

Place: Chennai  
Date : 28.08.2010

**ANNEXURE TO THE AUDITOR'S REPORT**

**Annexure to the Auditors' Report (referred to in paragraph 3 of our Report of even date to the Members of SAMBHAV INFRA (I) LIMITED for the year ended March 31, 2010)**

- 1 (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the fixed assets have not been verified by the management during the year, but according to the information and explanation given to us, there are regular programs of verification, in our opinion, is reasonable having regard to size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) During the year, In our opinion Company has not disposed of substantial part of fixed assets.
2. The company does not have any inventory, hence clause(ii) of the said order is not applicable.
3. In our opinion, the company has neither granted nor taken any loans, secured or unsecured from/to companies, firms or other parties who are covered in the register maintained under section 301 of the Companies Act, 1956 as the company has not granted/taken any loans, secured or unsecured to/from member who is covered in the register maintained under section 301 of the Companies Act, 1956, hence clauses iii(b), iii(c) & iii(d) of paragraph 4 of the order are not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of fixed assets and for the sale and services of goods. During the course of audit, no major weakness has been noticed in these internal controls.
5. The company has not entered into any contracts/agreements attracting provision of section 301 of the Companies Act, 1956 and hence clause (v) of the said order is not applicable.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public.
7. In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.
8. The Central Government has not prescribed for the maintenance of cost records under clause (d) of sub section (1) of section 209 of the Companies Act, 1956.
9. The company has been regular in depositing undisputed statutory dues and other statutory dues, wherever applicable with the appropriate during the year.
10. The company has incurred cash loss of Rs.4,65,683 during the year whereas the accumulated loss at the end of the year is Rs.2,07,76,348 /-, which is less than 50% of the net worth of the company.



11. The company has neither taken any loan from financial institutions, banks nor issued any debentures. Accordingly clause (xi) of the said order is not applicable.
12. According to the information and explanations given to us, the company has granted loans or advances on the basis of security against documents, whereas some of the parties are not regular in paying the principal and interest. However, interest has been provided and according to the information and explanations given to us, the company has securities with them to cover the principal & interest and all the steps are taken for the recovery of the said loans.
13. The company is not a chit fund or nidhi or mutual benefit fund/society. Therefore the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
14. The company does not have any investments in Shares & Securities.
15. In our opinion and according to the information and explanations given to us, the company has not given any gurantee for loans taken by others from banks and financial insitutions.
16. The company has not taken any term loan during the year covered by this audit. Accordingly clause (xvi) of the said order is not applicable.
17. According to the Cash Flow Statement and other records examined by us and according to the information and explanations given to us, on an overall basis, funds raised on short term basis have, prima facie, not been used during the year for long term investment and vice versa other than temporary deployment pending application.
18. The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956, during the year and hence the question of whether the price at which shares have been issued is prejudicial to the interest of the company does not arise.
19. According to the information and explanations given to us, the company has not issued any debentures.
20. The company has not raised any money through public issues during the year.
21. Based upon the audit procedures performed and according to the information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

As per our report of even date attached  
**For M/S. SIROHIA & CO.,**  
Chartered Accountants

Sd/-  
**(VINOD KUMAR)**  
Partner

Membership No. 207094

Place: Chennai  
Date : 28.08.2010

# Sambhav Infra (I) Limited

## Balance Sheet As at 31st March, 2010

PARTICULARS	SCH	AS AT 31/03/2010		AS AT 31/03/2009	
		Rs.	Rs.	Rs.	Rs.
<b>SOURCES OF FUNDS</b>					
Share Capital	1		49,497,015		45,962,500
Deferred Tax Liability			223,496		187,596
			<u>49,720,511</u>		<u>46,150,096</u>
<b>APPLICATION OF FUNDS</b>					
Fixed Assets	2		6,150,960		8,171,708
Investments	3		—		—
<b>CURRENT ASSETS &amp; LOANS &amp; ADVANCES</b>					
Sundry Debtors	4	19,285,307		16,599,508	
Cash and Bank Balance	5	2,663,074		1,082,234	
Loans and Advance	6	6,317,264		6,498,345	
		<u>28,265,645</u>		<u>24,180,087</u>	
<b>LESS: Current Liabilities</b>	7	5,434,144		5,434,144	
Provisions	8	<u>38,298</u>	22,793,203	<u>145,063</u>	17,788,757
Profit & Loss Account			20,776,348		20,189,631
		(0)	<u>49,720,511</u>	0	<u>46,150,096</u>

As per our audit report of even date  
For **M /S. SIROHIA & CO.,**  
Chartered Accountants

**For SAMBHAV INFRA (I) LIMITED**

Sd/-  
**(VINOD KUMAR)**  
Partner

Sd/-  
**JAIPRAKASH LALWANI**  
Director

Sd/-  
**CHANDAN SINGHI**  
Director

Place: Chennai  
Date : 28.08.2010

**Profit & Loss Account for the year ended 31st March, 2010**

PARTICULARS	SCH	31-03-2010	31-03-2009
<b>Income</b>			
Sales and Service Income		0	380,000
Interest received		1,876,512	2,141,212
		<u><b>1,876,512</b></u>	<u><b>2,521,212</b></u>
<b>Expenditure</b>			
Administrative Expenses	10	301,281	1,007,749
Interest Paid		107,951	149,366
Loss on sale of Assets		1,932,963	0
Depreciation		85,135	380,557
		<u><b>2,427,330</b></u>	<u><b>1,537,672</b></u>
Profit After Depreciation before Tax		(550,818)	983,541
LESS: Provision for Taxation		0	89,867
Deferred Tax Liability/(ASSETS)		35,900	(41,256)
<b>PROFIT AFTER TAX</b>		<u><b>(586,718)</b></u>	<u><b>934,930</b></u>
ADD: B/f of the Previous Year		(20,189,630)	(21,124,561)
<b>BALANCE TRF. TO BALANCE SHEET</b>		<u><b>(20,776,348)</b></u>	<u><b>(20,189,631)</b></u>
Earnings per Share - Basic & Diluted (Rs.)		0	0.19
Weighted Average Number of Shares		5,175,000	5,175,000
Significant Accounting Policies & Notes on Accounts	11		

As per our audit report of even date  
For **M /S. SIROHIA & CO.**,  
Chartered Accountants

**For SAMBHAV INFRA (I) LIMITED**

Sd/-  
**(VINOD KUMAR)**  
Partner

Sd/-  
**JAIPRAKASH LALWANI**  
Director

Sd/-  
**CHANDAN SINGHI**  
Director

Place: Chennai  
Date : 28.08.2010

# Sambhav Infra (I) Limited

## Cash Flow Statement for the ended 31st March, 2010

(Rs. in Lakhs)

	2009-10	2008-09
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/Loss Before Tax and Extra-Ordinary Items	(5.50)	9.83
Adjustments for:		
- Depreciation	0.85	3.80
- Loss on sale of fixed assets	19.32	—
- Loss on Sale of shares	—	—
- Other Income	—	—
Operating Profit before Working Capital Changes	14.67	13.63
Adjustments for:		
- Trade Receivables & Other Assets	(25.05)	79.13
- Current Liabilities & Provisions	(9.19)	(72.41)
- Income Tax Paid	—	(0.89)
<b>Net Cash from Operating Activities</b>	<b>(19.57)</b>	<b>19.46</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
- Purchase of Fixed Assets	—	(6.00)
- Sale of Fixed Assets	0.04	—
- Investments	—	—
<b>Net Cash used in Investing Activities</b>	<b>0.04</b>	<b>(6.00)</b>
<b>C. CASH FLOW FROM FINANCING &amp; OTHER ACTIVITIES</b>		
- Proceed from Issue of Share Capital (calls in arrears)	35.34	0.11
- Increase in Unsecured Loans	—	—
- Fees Paid for Increase In Authorised Capital	—	—
- Other Income	—	—
<b>Net Cash from Financing Activities</b>	<b>35.34</b>	<b>0.11</b>
<b>D. NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>15.81</b>	<b>13.57</b>
<b>E. CASH &amp; CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>10.82</b>	<b>(2.75)</b>
<b>F. CASH &amp; CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>26.63</b>	<b>10.82</b>

Place: Chennai  
Date : 28.08.2010

**JAIPRAKASH LALWANI**  
DIRECTOR

**CHANDAN SINGH**  
DIRECTOR

### AUDITOR'S CERTIFICATE

We have examined the attached cash flow statement of Sambhav Info-Infra Ltd for the year ended 31st March 2010. The statement has been prepared by the company in accordance with the requirements of Listing Agreement and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the company covered by our report of even date to the members of the company.

**For M/S. SIROHIA & CO.,**  
Chartered Accountants

Sd/-  
**(VINOD KUMAR)**  
Partner

Place: Chennai  
Date : 28.08.2010

**Schedule 1 to 11 annexed to and forming part of the Balance Sheet  
31/03/2010 and the Profit and Loss Account for the  
Year Ended 31/03/2010**

Sch	PARTICULARS	31-03-2010	31-03-2009
1	SHARE CAPITAL		
	Authorised Share Capital 7000000		
	Equity Shares of Rs. 10/- each	70,000,000	70,000,000
	ISSUED, SUBSCRIBED & PAIDUP		
	5175000 Equity Share of		
	Rs. 10/- each	51,750,000.00	
	Less: Calls Unpaid	2,252,985.00	49,497,015
		49,497,015	45,962,500
2	FIXED ASSETS		
	(As per Statement Enclosed)	6,150,960	8,171,708
3	INVESTMENTS	—	—
4	SUNDRY DEBTORS		
	Unsecured Considered Good		
	Debts outstanding for a period		
	exceeding six months	4,267,725	9,006,038
	Other debts	15,017,582	7,593,470
		19,285,074	16,599,508
5	CASH AND BANK BALANCE		
	Cash on Hand	1,868,147	1,067,790
	On current Accounts with scheduled banks	794,927	14,445
		2,663,074	1,082,235
6	LOANS & ADVANCES		
	Unsecured Considered Good		
	Unsecured considered good Advance recoverable		
	in cash or in kind for value to be received		
	Land Advance	6,000,000	6,000,000
	Deposit	38,000	38,000
	TDS RECEIVABLE (FY 09-10)	63,159	0
	Tax Deducted at Source	216,105	460,345
		6,317,264	6,498,345
7	CURRENT LIABILITIES & PROVISIONS		
	Current Liabilities		
	(a) Total Outstanding Dues to Creditors		
	other then SSIs	4,684,144	4,546,267
	(b) Land Advance	750,000	1,700,000
		5,434,144	6,246,267
8	PROVISIONS		
	Provision for Income Tax	0	101,305
	Provision for FBT	4,988	4,988
	TDS payable	20,074	30,770
	Provision for Auditor fees	13,236	8,000
		38,298	145,063

## Sambhav Infra (I) Limited

Sch	PARTICULARS	31-03-2010	31-03-2009
9	Profit & Loss Account Brought Forward	20,776,348	20,189,632
		<u>20,776,348</u>	<u>20,189,632</u>
10	ADMINISTRATIVE & OTHER EXPENSES		
	Auditor fees	17,236	16,000
	Bank Charges	4,885	36,180
	Consultancy	10,000	—
	Conveyance	—	44,650
	Electricity Charges	5,500	8,481
	Legal & Professional Expenses	2,500	42,000
	Lisiting Fees	—	11,218
	Office Maintenance	—	53,150
	Postage & Telegram	1,188	14,600
	Printing & Stationery	4,294	81,000
	Rates & Taxes	6,618	15,896
	Rent	11,000	86,400
	Repairs & maintenance	—	27,660
	Salary	216,000	520,600
	Share Transfer Fees	22,060	16,854
	Staff Welfare	—	33,060
		<u>301,281</u>	<u>1,007,749</u>

### THIRTHANKAR INFRA LIMITED

(Previously known as "Sambhav Infra (I) Limited  
5, Damodaran Street, 1st Floor, Kellys,  
Chennai

ASST YEAR

2010-2011

G.I.R.NO :

P.A.NO :

AAACT8344D

### STATEMENT OF TOTAL INCOME

#### PROFITS AND GAINS OF BUSINESS OR PROFESSION

NET PROFIT AS PER PROFIT & LOSS A/C

(550,818)

Add: LOSS ON SALE OF FIXED ASSETS

1,932,963

Add : DEPRECIATION AS PER COMPANIES ACT

85,135

1,467,280

Less: DEPRECIATION AS PER INCOME TAX RULES

201,308

Less: SETOFF OF UNABSORBED DEPRECIATION LOSS

Less: AGRICULTURAL INCOME

282,952

484,270

983,010

**Total Income or  
Rounded off to**

**983,010  
983,010**

#### TAX ON GROSS TOTAL INCOME

294,903

TAX ON BOOK PROFIT AS PER MAT U/S 115JB

0

**TAX PAYABLE - (HIGHER OF THE TWO ABOVE)**

294,903

Less: MAT CREDIT

294,903

0

Add: EDUCATION CESS @ 3%

0

0

Less: T D S

63,159

**BALANCE PAYABLE/(REFUND DUE)**

**(63,159)**

**STATEMENT OF TAX CREDIT OF MAT  
ASST YEAR**

	Brought forward	Set Off	Carried Forward
2008-2009	206,455	206,455	0
2009-2010	93,354	88,448	9,906
<b>Total</b>	<b>304,809</b>	<b>294,903</b>	<b>9,906</b>

**DETAILS OF TDS**

LUSAKA INVESTMENT & TRADING CO PVT LTD	16,553
SHREE CHANDRA PRABHU AGENCIES	46,606
	<b>63,159</b>

NOTE: LOSSES TO BE CARRIED FORWARD TO SUBSEQUENT YEAR FOR SET OFF

LOSS TO BE CARRIED FORWARD	ASST. YEAR	AMOUNT	LOSS ADJUSTED	AMT. TO BE C/F
Short term Capital Loss on Sales of Car	2003-2004	83,161	0	83,161
Depreciation Loss	2004-2005	282,952	282,952	0
Long term Loss	2005-2006	407,679	0	407,679
Short term Capital Loss	2006-2007	6,644,918	0	6,644,918
Short term Capital Loss	2007-2008	900,000	0	900,000

**DETAILS OF FIXED ASSETS & DEPRECIATION AS PER INCOME TAX RULES**

PARTICULARS	W.D.V.AS ON 01/04/2009	ADDITIONS/ (DELETIONS)	DEPRECIATION	W.D.V.AS ON 31/03/2010
<b>NET BLOCK 0%</b>				
PROPERTIES ACCOUNT	5,697,705	0	0	5,697,705
	<b>5,697,705</b>	<b>0</b>	<b>0</b>	<b>5,697,705</b>
<b>NET BLOCK 10%</b>				
FURNITURE	232,435	(2,650)	22,979	206,806
INTERIORS	1,547,875	0	154,788	1,393,087
	<b>1,780,310</b>	<b>(2,650)</b>	<b>177,767</b>	<b>1,599,983</b>
<b>NET BLOCK 15%</b>				
OFFICE EQUIPMENTS	55,179	0	8,277	46,902
	<b>55,179</b>	<b>0</b>	<b>8,277</b>	<b>46,902</b>
<b>NET BLOCK 60%</b>				
COMPUTER	25,456	0	15,274	10,182
	25,456	0	15,274	10,182
	<b>7,558,650</b>	<b>(2,650)</b>	<b>201,318</b>	<b>7,354,682</b>

**DETAILS OF ADDITION TO FURNITURE**

Purchase of Furniture	102,350
Sale of Furniture	105,000
	<b>(2,650)</b>

**Sambhav Infra (I) Limited**

(Previously known as "Sambhav Infra (I) Limited")

**SCHEDULE FOR FIXED ASSETS** **ANNEXURE - I** **(Amount in Rupees)**

Particulars	Gross Block		Depreciation				Net Block		
	As on 01/04/2009	Additions/ (Deletions)	As on 31/03/2010	Upto 31/03/2009	For the year	Deductions	As on 31/03/2010	As on 01/04/2009	As on 31/03/2010
Computer	361,000	0	361,000	175,554	58,518	0	234,072	185,446	126,928
Office Equipments	423,961	0	423,961	173,367	20,138	0	193,505	250,594	230,456
Furniture & Fittings	4,769,361	(4,667,011)	102,350	2,731,398	6,479	2,731,398	6,479	2,037,963	95,871
Land	5,697,705	0	5,697,705	0	0	0	0	5,697,705	5,697,705
<b>TOTAL</b>	<b>11,252,027</b>	<b>(4,667,011)</b>	<b>6,585,016</b>	<b>3,080,319</b>	<b>85,135</b>	<b>2,731,398</b>	<b>434,056</b>	<b>8,171,708</b>	<b>6,150,960</b>
Previous year	10,652,149	5,097,827	11,252,027	2,699,762	380,557	0	3,080,319	7,952,387	8,171,708



**SAMBHAV INFRA (I) LIMITED**

(Previously Known As "SAMBHAV INFO - INFRA LIMITED")

**11 SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

**1) SIGNIFICANT ACCOUNTING POLICIES:**

**a) Basis of Preparation of Financial Statements**

The financial statements have been prepared in accordance with the generally accepted accounting principles on accrual basis on comply with the accounting standards referred to in section 211(3C) of the Companies Act, 1956 as adopted consistently by the company. The company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis.

**b) Revenue Recognition**

Revenue in the form of interest is accounted as accrued on the basis of number of months completed.

**c) Fixed Assets:**

Fixed assets other than lands are stated at historical cost less accumulated depreciation. Whereas lands were accounted on the basis of cost price along with the expenses attributable on account of registration, transfer etc.

**d) Depreciation:**

Depreciation of Fixed Assets is provided on Straight Line Basis at the rates prescribed in Schedule XIV to the Companies Act, 1956.

**e) Taxes on Income:**

Current Tax is the amount of tax payable on the taxable income for the year and determined in accordance with the provisions of the Income Tax Act,1961. Deferred tax is recognised, on timing difference, being the difference between taxable income and accounting income that originates in one period and are capable of reversal in one or more subsequent periods.

**2) NOTES ON ACCOUNTS:**

a) The company is engaged only in one business activity , which as per Accounting Standard 17, is considered the only reportable business.

b) The company has Calls in Arrears of Rs. 22,52,985/- on 4,51,500 equity shares of Rs. 5/- each and the company is taking necessary steps for realization of calls in arrears.

c) Loan represents amount advanced to various parties on short term and interest charged on accrual basis is prima facie not prejudicial to the interest of the company.

d) Auditor's Remuneration  
(Excluding service tax)

	<b>2009-2010</b>	<b>2008-2009</b>
Audit Fees	10,000	8,000
Other services	2,000	0
	<b>12,000</b>	<b>8,000</b>

- e) Earning in Foreign Currency - NIL
- f) Expenditure in Foreign Currency - NIL
- g) Contingent Liabilities - NIL
- h) Balance from sundry debtors, creditors, loans and advances are subject to recociliation and confirmation

i) RELATED PARTY DISCLOSURE:

As per Accounting Standard 18, issued by the Institute of Chartered Accountants of India, the disclosure of transaction with the related parties are given below:

Disclosure of related party transaction:

Director's Remuneration	NIL
Sitting Fees	NIL
Any other transactions with related party	NIL

j) EMPLOYEES BENEFIT:

The company is not adopting Accounting Statndard (AS) 15 - "Employee Benefit" and no provisions made in books of account as the liability on account of gratuity as on 31/03/2010 is not material.

k) EARNINGS PER SHARE:

	2009-2010	2008-2009
Profit/(Loss) after Tax as per Accounts	(550,818)	934,930
Weighted Average Number of Equity Shares	5,175,000	5,175,000
EPS Basic & Diluted (Rs.)	(0.11)	0.19

- l) Previous year's figures have been regrouped wherever found necessary to conform to the current year's presentation.

As per our audit report of even date  
For **M /S. SIROHIA & CO.,**  
Chartered Accountants

**For SAMBHAV INFRA (I) LIMITED**

Sd/-  
**(VINOD KUMAR)**  
Partner

Sd/-  
**JAIPRAKASH LALWANI**  
Director

Sd/-  
**CHANDAN SINGHI**  
Director

Place: Chennai  
Date : 28.08.2010

## **Sambhav Infra (I) Limited**

(Formely known as Sambhav Info - Infra Limited)

No. 5, Damodaran Street, Near Uma Complex and School, Kellys,  
Kilpauk P.O., Chennai - 600 010.

### **PROXY FORM**

I/We \_\_\_\_\_ of \_\_\_\_\_

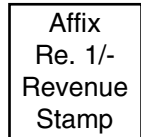
In the District of \_\_\_\_\_ being a member/members of the above named company, hereby appoint Mr/Mrs/Ms \_\_\_\_\_ in the District of \_\_\_\_\_ as my/our proxy to attend and vote for me /us on my/ our behalf at the 15<sup>th</sup> Annual General Meeting of the Company to be held on No. 5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai - 600 010 held on Thursday the 30th day of September, 2010 at 10.30 A.M. and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Address \_\_\_\_\_

Folio No. / Clinent ID \_\_\_\_\_

No. of Shares held : \_\_\_\_\_



**Note:** The proxy form duly signed completed must be signed deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting.

## **Sambhav Infra (I) Limited**

(Formely known as Sambhav Info - Infra Limited)

No. 5, Damodaran Street, Near Uma Complex and School, Kellys,  
Kilpauk P.O., Chennai - 600 010.

### **ATTENDANCE SLIP**

I hereby record my presence at the 15<sup>th</sup> Annual General Meeting of the Company to be held at No. 5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai - 600 010 held on Thursday, the 30th day of September, 2010 at 10.30 A.M. and at any adjournment thereof.

Shareholders/Proxy's Signature \_\_\_\_\_

Shareholders/Proxy's full name \_\_\_\_\_  
(In Block Letters)

Folio No. / Clind ID \_\_\_\_\_ No. of Sharesheld \_\_\_\_\_

**Note:** Shareholder attend the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.