

THIRTHANKAR INFRA LIMITED

(FORMERLY KNOWN AS SAMBHAV INFRA (I) LIMITED)

17th
ANNUAL REPORT
2011-2012

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CORPORATE INFORMATION

Board of Directors:

- | | | | |
|----|------------------------|---|----------|
| 1. | Mr. Jaiprakash Lalwani | — | Director |
| 2. | Mr. R. Jayaram | — | Director |
| 3. | Ms. R. Eswari Angali | — | 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

Corporate Office:

401, Srinivasa Plaza,
8-2-87/89, Punjagutta,
Srinagar Colony Main Road,
Hyderabad - 500 082.

Auditors:

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

Audit Committee:

1. Mr. Jaiprakash Lalwani
2. Mr. R. Jayaram
3. Ms. R. Eswari Angali

Remuneration Committee:

1. Mr. R. Jayaram
2. Mr. Jaiprakash Lalwani
3. Ms. R. Eswari Angali

Investor Grievance Committee:

1. Mr. R. Jayaram
2. Mr. Jaiprakash Lalwani
3. Ms. R. Eswari Angali

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 17th Annual General Meeting of the Shareholders of **THIRTHANKAR INFRA LIMITED** will be held on Saturday, the 29th September 2012 at 11.00 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, 2012 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.Jay Prakash Lalwani who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors M/s LNP & Co, Chartered Accountants in place of M/s. Sirohia & Co retiring auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT Mr. R. Jayaram, who was appointed as additional director of the company pursuant to the provisions of section 260 of the Companies Act, 1956 by the board of directors w.e.f. 09.07.2012 and who holds the office up-to date of the ensuing annual general meeting and in respect of whom the company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing him as candidate for the office of director of the company, be and is hereby appointed as a director of the company whose period of office is liable to be determined by retirement of directors by rotation.”

5. **To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Ms. R. Eswari Angali, who was appointed as additional director of the company pursuant to the provisions of section 260 of the Companies Act, 1956 by the board of directors w.e.f. 09.07.2012 and who holds the office up to date of the ensuing annual general meeting and in respect of whom the company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing him as candidate for the office of director of the company, be and is hereby appointed as a director of the company whose period of office is liable to be determined by retirement of directors by rotation.”

For and on behalf of the Board
Thirthankar Infra Limited

Sd/-

Jaiprakash Lalwani

Director

Place: Chennai
Date: 30.08.2012

NOTES:

1. An Explanatory Statement pursuant to section 173(2) of the companies Act, 1956 in relation to the Special Business of the Meeting is annexed hereto and forms part of this notice.
2. **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. 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 24.09.2012 to 29.09.2012 (Both days inclusive).
4. Members are requested to produce the Attendance Slip duly signed as per the Specimen Signature recorded with the Company/Depository Participant for admission to the meeting hall.
5. 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.
6. A Member desirous of receiving any information on the accounts or operations of the company is requested to forward his/her queries to the company at least 7 working days prior to the meeting, so that the required information can be made available at the meeting.
7. Members holding shares in physical form are requested to notify immediately any change in their address along with address proof, i.e. Electric /Telephone Bill, Driving License or a copy of passport and Bank particulars to the company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the company/RTA without delay.
8. 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.
9. It shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTAs for registration of transfer of shares for securities market transactions and off market/private transaction involving transfer of shares in physical form of listed companies.
10. As part of Green Initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), Government of India vide its Circular has allowed paperless compliances by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provisions of Section 53 of the Companies Act, 1956. Keeping in view shareholders are requested to update their E-Mail ID with their DP.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 4:

Appointment of Mr. R. Jayaram

The members may note that Mr. R. Jayaram, was inducted into Board as an Additional Director of the company, with effect from 09.07.2012 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The company has received notice in writing from a member of the company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

The Board recommends the resolution for your approval.

None of Directors except Mr. R. Jayaram may be deemed to be concerned or interested in the resolution.

Item No. 5:

Appointment of Ms. R. Eswari Angali

The members may note that Ms. R. Eswari Angali, was inducted into Board as an Additional Director of the company, with effect from 09.07.2012 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The company has received notice in writing from a member of the company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

The Board recommends the resolution for your approval.

None of Directors except Ms. R. Eswari Angali may be deemed to be concerned or interested in the resolution.

For and on behalf of the Board
Thirthankar Infra Limited

Place: Chennai
Date: 30.08.2012

Sd/-
Jaiprakash Lalwani
Director

DIRECTORS' REPORT

To,
The Members

We have pleasure in presenting the 17th Annual Report with Audited Statements of Accounts for the year ended 31st March 2012.

FINANCIAL RESULTS :

(Rupees)

Particulars	2011-12	2010-11
Income	3261964	2569582
Expenditure	2567433	1797627
Profit after Tax	520694	652765
Profit / (Loss) carried to Balance Sheet	520694	652765

PERFORMANCE REVIEW:

The Ministry of Corporate Affairs (MCA) vide notification no. S.O. 447(E) dated 28th February, 2011 amended the existing Schedule VI to the Companies Act, 1956. The Revised Schedule VI is applicable from financial year commencing from 1st April, 2011. The financial statements of your Company for the year ended 31st March, 2012 have been prepared in accordance with the Revised Schedule VI and accordingly, the previous year's figures have been reclassified/ regrouped to conform to this year's classification.

The Company has recorded a turnover of Rs.32.61 Lakhs and the profit of Rs. 5.20 Lakhs in the current year against the turnover of Rs.25.69 lakhs and profit of Rs. 6.52 Lakhs in the previous financial year ending 31.03.2011.

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 is Rs.7,00,00,000/- (Rupees Seven Crores Only) divided in to 70,00,000 equity shares of Rs.10/- and Issued, Subscribed,

Thirthankar Infra Limited

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.

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. Jaiprakash Lalwani 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.

During the year, Mr. R. Jayaram and Ms. R. Eswari Angali were appointed as additional directors on the board respectively 09.07.2012 and Mr. Bharath Kumar Mardia and Mr. Chandan Singhi were resigned from the Board w.e.f 19.07.2012. The Board placed on record its sincere appreciation for the valuable services rendered by them during their tenure as Directors 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:

The Statutory auditors M/s Sirohia & Co resigned from office due to their pre-occupatins. Hence your directors propose the appointment of M/s. LNP & Co as statutory auditors in place of retiring 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 cooperation 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
Thirthankar Infra Limited

Place: Chennai
Date: 30.08.2012

Sd/-
Jaiprakash Lalwani
Director

MANAGEMENT'S DISCUSSION AND ANALYSIS

(Forming part of Directors' Report)

a) Economic Overview

The year witnessed a global economic slowdown in general. The market conditions were difficult and there was a volatile currency environment. In view of the difficulties faced on account of economic conditions the main focus of the company was on conserving cost and creating efficiencies thereby enhancing value. Due to slowdown considerable reductions were experienced in Infra service spends all over. There was also increased regulation leading to more enterprise regulation, security and reporting, there was also a general slowdown in the infrastructure industry.

b) Industry Structure, Development and Outlook

The company is presently engaged in the business of Infrastructures. The Infra industry was facing a down and small and mid cap companies was the worst sufferers. Due to heavy competition the company could not sustain its operations and achieve desired growth in the Infra industry. Therefore, the company proposes to carry out its operations relating to infrastructure, real estate and allied activities. The management has therefore planned diversification mainly in the areas of Infrastructures Development to improve the performance of the company and in turn enhance shareholders value.

c) Business performance and Segment Reporting

During the year under review, the company has earned a Net profit of Rs.5,20,694/- as against Net profit of Rs. 6,52,765/- during the previous year. The performance of the company is expected to Improve during the coming years which years with increasing efforts being made in the direction of improving the working efficiency of the company.

The company is engaged in the development of software, which as per Accounting Standard 17 is considered the only reportable business.

d) Internal Control System and its adequacy

The system of internal control has been established to provide reasonable assurance of safeguarding assets and maintenance of proper Accounting Records and its accuracy. The business risks and its control procedures are reviewed frequently. Systems audit is also conducted regularly to review the systems with respect to Security and its Adequacy. Reports are prepared and circulated to Senior Management and action taken to strengthen controls where necessary.

e) Risk Management

Risk evolution and management is an ongoing process in the company

f) Human resources and Industrial relations

Your company continues to have cordial relations with its employees.

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 of which 2 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 5 times during the year on 29.04.2011, 30.07.2011, 29.08.2011, 28.10.2011 and 30.01.2012 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:

Thirthankar Infra Limited

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	5	5	Yes	1	NIL	NIL
2.	# Mr. Chandan Singhi	Independent Non-Executive	5	5	Yes	6	NIL	NIL
3.	# Mr. Bharath Kumar Mardia	Independent Non-Executive	5	5	Yes	12	NIL	NIL
4.	* Mr. R. Jayaram	Professional Executive	NIL	NIL	NO	2	NIL	NIL
5.	* Ms. R. Eswari Angali	Independent Non-Executive	NIL	NIL	NO	NIL	NIL	NIL

* Appointed w.e.f:09.07.2012

Resigned w.e.f:19.07.2012

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.
- 3) c) The previous Annual General Meeting of the Company was held on 30th September 2011 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 2011-2012, (4) four meetings of the Audit Committee were held on the 29.04.2011, 30.07.2011, 28.10.2011 and 30.01.2012.

Thirthankar Infra Limited

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. Jaiprakash Lalwani	Chairman	NED (I)	4
# Mr. Bharath Kumar Mardia	Member	NED (I)	4
# Mr. Chandan Singhi	Member	NED (I)	4
* Mr. R. Jayaram	Member	PED	NIL
* Ms. R. Eswari Angali	Member	NED (I)	NIL

* Appointed w.e.f:**09.07.2012**

Resigned w.e.f:**19.07.2012**

NED (I): *Non Executive Independent Director*

PED: *Professional Executive 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. Chandan Singhi	Member	NED (I)
Mr. Jaiprakash Lalwani	Chairman	NED (I)
# Mr. Bharath Kumar Mardia	Chairman	NED (I)
* Mr. R. Jayaram	Member	PED
* Ms. R. Eswari Angali	Member	NED (I)

* Appointed w.e.f:**09.07.2012**

Resigned w.e.f:**19.07.2012**

NED (I): *Non Executive Independent Director*

PE: *Professional Executive 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	Member	NED (I)
Mr. Jaiprakash Lalwani	Chairman	NED (I)
# Mr. Bharath Kumar Mardia	Chairman	NED (I)
* Mr. R. Jayaram	Member	PED
* Ms. R. Eswari Angali	Member	NED (I)

* Appointed w.e.f:**09.07.2012**

Resigned w.e.f:**19.07.2012**

NED (I): *Non Executive Independent Director*

PE: *Professional Executive 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.

Thirthankar Infra Limited

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

The Company has designated an exclusive e-mail ID **csthirthankar@gmail.com** 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
2010-2011	30.09.2011	12.30 PM	No.5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai – 600010.	NIL
2009-10	30.09.2010	10.30 AM	No.5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai – 600010.	NIL
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

VII. OTHER DISCLOSURES

- There were no significant related party transactions that may have potential conflict with the interests of the Company at large.
- 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.

VIII. 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.

IX. GENERAL SHAREHOLDERS INFORMATION

a) 17th Annual General Meeting:

Date and Time	Saturday, the 29 th September 2012 at 11.00 AM
Venue	No.5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai – 600010

b) Book Closure Date : 24.09.2012 to 29.09.2012 (Both days inclusive)

c) Financial Year and Calendar (Tentative) 2012-13:

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 2012-2013 (tentative)	On or before
The First Quarter results	14.08.2012
The Second quarter results	14.11.2012
The Third quarter results	14.02.2013
The Fourth quarter results	15/30.05.2013

d) Listing on Stock Exchanges:

Ahmedabad Stock Exchange Limited

- e) **Listing Fees** : Listing fee for the year 2012-13 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.

i) Shareholding Pattern as on 31st March, 2012:

Particulars	Category	No. of shares held	Percentage of shareholding
A	Shareholding of Promoter and promoter group		
1.	Promoters & Persons acting in concert	888700	17.17
	Sub- Total A	888700	17.17
B	Public Shareholding		
1.	Institutions	NIL	NIL
2.	Non- Institutions		
a)	Bodies Corporate	1116105	21.57
b)	Indian public and others	3170195	61.25
c)	Any others		
	i) NRI's	0	0
	ii) Clearing Members	0	0
	Sub Total B	4286300	82.83
	Grand Total (A+B)	5175000	100.00

j) Distribution of shareholding of the Company by number of shares held as on 31st March, 2012 is as follows:

Particulars	Shareholders		Shareholding	
	Number	%	Number	%
Up to- 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
Total	395	100	51750000	100.00

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 31st March, 2012, 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,
 Chennai- 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 :

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
Thirthankar Infra Limited

Place: Chennai
Date: 30.08.2012

Sd/-
Jaiprakash Lalwani
Director

DECLARATION

To
The Members of Thirthankar Infra 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
Thirthankar Infra Limited

Place: Chennai
Date: 30.08.2012

Sd/-
Jaiprakash Lalwani
Director

Dear Shareholder,

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

DIRECTOR CERTIFICATE

I, Jaiprakash Lalwani, Director of M/s Thirthankar Infra 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
Thirthankar Infra Limited

Sd/-

Jaiprakash Lalwani

Director

Place: Chennai
Date: 30.08.2012

CERTIFICATE ON CORPORATE GOVERNANCE

The Members of
Thirthankar Infra Limited

We have examined the compliance of conditions of Corporate Governance by M/s Thirthankar Infra Limited, for the period of 12 months ended on 31st March, 2012 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 31st March, 2012 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
Firm Reg No. 003875S

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

Place: Chennai
Date : 30.08.2012

Auditors' Report

To

The Members of **THIRTHANKAR INFRA LIMITED**, CHENNAI - 600 010.

1. We have audited the attached Balance Sheet of **THIRTHANKAR INFRA LIMITED** as at 31st March 2012 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 annexeure 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, 2012 and taken on record by the Board of Directors, we report that none of the Directors are disqualified as at 31st March, 2012 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, 2012; and
- (b) in the case of Profit and Loss account, of the profit for the year ended on that date.

As per our report of even date attached
For M/S. SIROHIA & CO.,
Chartered Accountants
Firm Reg No. 003875S

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

Place: Chennai
Date : 30.08.2012

ANNEXURE TO THE AUDITOR'S REPORT

- 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. No fixed assets have been disposed off during the year under review which would give rise to the question of whether the status of the Company has been impaired as a going concern
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 not incurred cash loss during the year whereas the accumulated loss at the end of the year is Rs.1,96,02,889/-, which is less than 50% of the net worth of the company.

Thirthankar Infra Limited

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 not granted loans and advances on the basis of security by way of pledge of shares and other similar securities
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

Place: Chennai
Date : 30.08.2012

Balance Sheet As at 31st March, 2012

PARTICULARS	Note No.	31-03-2012	31-03-2011
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	50,210,005	49,497,015
(b) Reserves and Surplus	3	-19,602,889	-20,123,583
(2) Share application money pending allotment		0	0
(3) Non-Current Liabilities			
(a) Deferred tax liabilities (Net)		250,686	250,686
(4) Current Liabilities			
(a) Other current liabilities	4	4,077,677	3,826,528
(b) Short term provisions		0	4,988
Total		<u>34,935,479</u>	<u>33,455,634</u>
II. Assets			
(1) Non-current assets			
(a) Fixed assets	5	2,614,498	6,065,825
(2) Current assets			
(a) Current investments		0	0
(b) Inventories		0	0
(c) Trade receivables	6	21,512,537	19,916,366
(d) Cash and cash equivalents	7	413,943	1,103,572
(e) Short-term loans and advances	8	10,038,000	6,038,000
(f) Other current assets	9	356,501	331,871
Total		<u>34,935,479</u>	<u>33,455,634</u>
Significant accounting policies	1		

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

For **Thirthankar Infra Limited**

Sd/-
(VINOD KUMAR)
Partner

Sd/-
R. JAYARAM
Director

Sd/-
R. ESWARI ANJALI
Director

Place: Chennai
Date : 30.08.2012

Profit & Loss Account for the year ended 31st March, 2012

PARTICULARS	SCH	31-03-2012	31-03-2011
I. Revenue from operations	10	643,700	0
II. Other Income	11	2,618,264	2,569,582
III. Total Revenue (I +II)		<u>3,261,964</u>	<u>2,569,582</u>
IV. Expenses:			
Interest paid		6,500	0
Employee benefit expense	12	288,000	395,000
Financial costs		0	0
Depreciation and amortization expense	13	26,617	85,135
Bad Debts Written off		2,050,944	1,048,908
Other operating expenses	14	195,372	268,584
IV. Total Expenses		<u>2,567,433</u>	<u>1,797,627</u>
V. Profit before exceptional and extraordinary items and tax (III - IV)		694,531.00	771,955.00
VI. Exceptional Items		0	0
VII. Profit before extraordinary items and tax (V - VI)		694,531	771,955
VIII. Extraordinary Items		0	0
IX. Profit before tax (VII - VIII)		<u>694,531</u>	<u>771,955</u>
Tax expense:			
(1) Current year tax Provision		160,000	92,000
(2) Prior years adjustment		13,837	0
(3) Deferred tax		0	27,190
		<u>173,837</u>	<u>119,190</u>
XV. Profit after tax		<u>520,694</u>	<u>652,765</u>
XVI. Earning per equity share:			
(1) Basic		0.10	0.13
(2) Diluted		0.10	0.13

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

For Thirthankar Infra Limited

Sd/-
(VINOD KUMAR)
Partner

Sd/-
R. JAYARAM
Director

Sd/-
R. ESWARI ANJALI
Director

Place: Chennai
Date : 30.08.2012

Cash Flow Statement for the ended 31st March, 2012

(Rs. in Lakhs)

	2011-12	2010-11
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/Loss Before Tax and Extra-Ordinary Items	6.95	7.72
Adjustments for:		
-Depreciation	0.27	0.85
-Loss on sale of fixed assets	(0.69)	0.00
Operating Profit before Working Capital Changes	6.53	8.57
Adjustments for:		
-Trade Receivables & Other Assets	(57.99)	(7.76)
-Current Liabilities & Provisions	2.51	(16.41)
-Income Tax Paid	0.00	0.00
Net Cash from Operating Activities	(48.95)	(15.60)
B. CASH FLOW FROM INVESTING ACTIVITIES		
- Purchase of Fixed Assets	0.00	0.00
- Sale of Fixed Assets	34.93	0.00
- Investments	0.00	0.00
Net Cash used in Investing Activities	34.93	0.00
C. CASH FLOW FROM FINANCING & OTHER ACTIVITIES		
- Proceed from Issue of Share Capital (calls in arrears)	7.13	0.00
- Increase in Unsecured Loans	0.00	0.00
- Other Income	0.00	0.00
Net Cash from Financing Activities	7.13	0.00
D. NET INCREASE IN CASH AND CASH EQUIVALENTS	(6.89)	(15.60)
E. CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	11.03	26.63
F. CASH & CASH EQUIVALENTS AT THE END OF THE YEAR	4.14	11.03

Place: Chennai
Date : 30.08.2012

R. JAYARAM
DIRECTOR

R. ESWARI ANJALI
DIRECTOR

AUDITOR'S CERTIFICATE

We have examined the attached cash flow statement of Thirthankar Infra Ltd for the year ended 31st March 2012. 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
Firm Regn. No. 03875S

Sd/-
(VINOD KUMAR)
Partner

Place: Chennai
Date : 30.08.2012

**NOTES ON FINANCIAL STATEMENTS FOR THE
YEARENDED 31ST MARCH, 2012**

No.	PARTICULARS	As at 31-03-2012		As at 31-03-2011	
2.	SHARE CAPITAL				
2.1	Authorised Share Capital				
	70,00,000 Equity Shares Of Rs.10/- Each		<u>70,000,000</u>		<u>70,000,000</u>
	Issued,Subscribed & paid up:				
	5175000 Equity Shares Of Rs.10/- Each	51,750,000		51,750,000	
	Less: Calls unpaid	<u>1,539,995</u>		<u>2,252,985</u>	
			<u>50,210,005</u>		<u>49,497,015</u>
	During the year there is no addition or deduction in the share capital.				
	Company has one class of share capital, comprising ordinary shares of Rs. 10 each. Subject to the Company's Articles of Association and applicable law, the Company's ordinary shares confer on the holder the right to receive notice of and to vote at general meetings of the Company, the right to receive any surplus assets on a winding up of the Company and an entitlement to receive any dividend declared on ordinary shares.				
	The company has Calls in Arrears of Rs. 15,39,995/- on 3,07,999 equity shares of Rs. 5/- each and the company is taking necessary steps for realization of calls in arrears.				
2.2	The details of Share holding more than 5% shares				
	Name of the Shareholder	No of Shares % held		No of Shares % held	
	Sundar Vadivel Kumar	499950	9.66%	499950	9.66%
	Mahadevan T	569600	11.01%	569600	11.01%
	Telesys info infra I Ltd	584000	11.28%	584000	11.28%
3	RESERVES AND SURPLUS				
	Profit & Loss Account				
	Opening	-20,123,583	-20,776,348		
	Add:Profit for the year	520,694	-19,602,889	652,765	-20,123,583
	TOTAL		<u>-19,602,889</u>		<u>-20,123,583</u>
4	OTHER CURRENT LIABILITIES				
	Liabilities for expenses & others		4,077,677		3,826,528
			<u>4,077,677</u>		<u>3,826,528</u>
6	TRADE RECEIVABLES (Unsecured, considered good)				
	Above Six Months		2,189,500		5,050,944
	Others		19,323,037		14,865,422
			<u>21,512,537</u>		<u>19,916,366</u>
7	CASH & BANK BALANCES				
	Cash in hand		398,432		1,073,913
	State Bank of India		15,511		29,659
			<u>413,943</u>		<u>1,103,572</u>

No.	PARTICULARS	As at 31-03-2012		As at 31-03-2011	
8	SHORT TERM LOAN & ADVANCES				
	Land advance		10,000,000		6,000,000
	Deposits		38,000		38,000
			<u>10,038,000</u>		<u>6,038,000</u>
9	OTHER CURRENT ASSETS				
	TDS receivable (old)		214,184		216,105
	Income tax refund due (FY 09-10)		63,159		63,159
	Income tax refund due (FY 10-11)		35,703		0
	TDS receivable (Current year)	203,455	144,607		
	Less: Income tax provision	160,000	43,455	92,000.00	52,607
			<u>356,501</u>		<u>331,871</u>
10	REVENUE FROM OPERATIONS				
	PROFIT FROM SALE OF LAND		643,700		0
			<u>643,700</u>		<u>0</u>
11	OTHER INCOME				
	Agricultural Income		170,000		298,500
	Profit on sale of Fixed assets		68,600		0
	Interest Received		2,379,664		2,271,082
			<u>2,618,264</u>		<u>2,569,582</u>
12	Employee benefit expense				
	Salary to Staff		288,000		395,000
			<u>288,000</u>		<u>395,000</u>
13	Depreciation and amortization expense				
	Depreciation		26,617		85,135
			<u>26,617</u>		<u>85,135</u>
14	Other operating Expenses				
	Auditor fees		16,854		15,442
	Bank Charges		1,947		3,499
	Consultancy		15,350		38,000
	Conveyance & travelling		34,745		39,750
	Electricity Charges		13,720		17,985
	Legal & Professional Expenses		0		23,350
	Roc Fees		32,750		12,250
	General Expenses		29,955		48,273
	Postage & Telegram		13,055		9,135
	Printing & Stationery		11,526		11,840
	Rent		12,000		12,000
	Share Transfer Fees		0		22,060
	Telephone expenses		13,470		15,000
			<u>195,372</u>		<u>268,584</u>

Thirthankar Infra Limited

No.	PARTICULARS	As at 31-03-2012	As at 31-03-2011
15	Payment to Auditors		
	Statutory Audit Fees	10,000	10,000
	Other Fees	5,000	4,000
	Service Tax	1,854	1,442
		16,854	15,442
16	EARNING PER SHARE (EPS)	2011-2012	2010-2011
	a. Net profit after tax as per profit & loss	520,694	652,765
	b. Weighted average number of Equity Shares	5,175,000	5,175,000
	c. Basic & Diluted Earnings per share	0.10	0.13
	d. Face value of Equity shares	10.00	10.00
17	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:		
	Directors remuneration	NIL	
	Sitting Fees	NIL	
	Any other transactions with related party	NIL	
18	EMPLOYEES BENEFIT:		
	The Company has not made any provision in the books for employees benefits- hence the Accounting Standard (AS) 15, is not applicable.		
19	Contingent Liabilities - NIL		
20	The company has Calls in Arrears of Rs. 15,39,995/- on 3,07,799 equity shares of Rs. 5/- each and the company is taking necessary steps for realization of calls in arrears.		
21	SEGMENT REPORTING		
	The Company is engaged primarily in the business of Real estate and accordingly there are no separate reportable segment as per accounting standard -AS17- Segment Reporting		
22	CONTINGENT LIABILITIES & COMMITMENTS	NIL	
23	DUES TO MICRO , SMALL & MEDIUM ENTERPRISES		
	The Company has no dues to Micro, Small & Medium enterprises during the year ended 31st March 2012.		
24	The Company has neither earned any income nor incurred any expense in Foreign Currency during the year 2011-2012.		
25	Previous Year's Figures Have Been Re- Grouped And Re-Classified Wherever Necessary, To Confirm Current Year's Classification.		

Thirthankar Infra Limited

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

(Amount in Rupees)**NOTE 5****SCHEDULE FOR FIXED ASSETS**

Particulars	Gross Block			Depreciation			Net Block		
	As on 01/04/2011	Additions/ (Deletions)	As on 31/03/2012	Upto 31/03/2011	For the year	Deductions	As on 31/03/2012	As on 31/03/2011	As on 31/03/2012
Computer	361,000	(361,000)	0	292,590	0	292,590	0	68,410	0
Office Equipments	423,961	0	423,961	213,643	20,138	0	233,781	210,318	190,180
Furniture & Fittings	102,350	0	102,350	12,958	6,479	0	19,437	89,392	82,913
Land	5,697,705	3,356,300	2,341,405	0	0	0	0	2,341,405	2,341,405
TOTAL	6,585,016	(3,717,300)	2,867,716	519,191	26,617	292,590	253,218	2,709,525	2,614,498
Previous year	6,585,016	0	6,585,016	434,056	85,135	0	519,191	6,150,960	2,709,525

THIRTHANKAR INFRA LIMITED

(Previously Known As "SAMBHAV INFRA (I) LIMITED")

NOTES ON ACCOUNTS

NOTE 1

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 except in the case of non performing assets.

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.

f) 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 31/03/2012 is not material.

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

For Thirthankar Infra Limited

Sd/-
(VINOD KUMAR)
Partner

Sd/-
R. JAYARAM
Director

Sd/-
R. ESWARI ANJALI
Director

Place: Chennai
Date : 30.08.2012

Thirthankar Infra Limited

(Formerly known as Sambhav Infra (I) Limited)

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

PROXY FORM

I/We _____ of _____

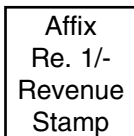
In the District of _____ being a member/members of the
above named company, hereby appoint Mr/Mrs/Ms _____
_____ in the District of _____ as my/our
proxy to attend and vote for me /us on my/ our behalf at the 17th Annual General
Meeting of the Company to be held on No. 5, Damodaran Street, Near Uma
Complex and School, Kellys, Kilpauk P.O., Chennai - 600 010 held on Saturday
the 29th day of September, 2012 at 11.00 A.M. and at any adjournment thereof.

Signed this _____ day of _____ 2012

Address _____

Folio No. / Client 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.

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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 17th 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 Saturday the 29th day of September,
2012 at 11.00 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 Shares held _____

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.

PRINTER MATTER
BOOK - POST

If undelivered please return to :

Thirthankar Infra Limited

(Formely known as Sambhav Infra (I) Limited)

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