

SIKAR BIKANER HIGHWAY LIMITED

ANNUAL REPORT

2012-13

DIRECTORS' REPORT

The Shareholders

SIKAR BIKANER HIGHWAY LIMITED

Your Directors have pleasure in presenting the First Annual Report along with the Audited Statements of Accounts for the financial period ended March 31, 2013

FINANCIAL RESULTS

The financial results of the Company are as under:

	(Amount in ₹.)
	For the period ended March 31, 2013
Total Income	-
Total Expenses	10,500,742
Profit/(Loss) Before Tax	(10,500,742)
Less: Provision for Tax	-
Profit /(Loss)After Tax	(10,500,742)
Balance carried forward	(10,500,742)

OPERATIONS:

Your Company has undertaken the work of augmentation of the existing road from km. 340.188 of NH-11 to km 557.775 via Sikar Bypass and Bikaner Bypass from km 553.869 of NH-11 to km 267.325 of NH-89 (approx. 237.578 km) by two laning with paved shoulder in the state of Rajasthan awarded by the Chief Engineer (NH), Public Works Department, Government of Rajasthan on design, build, finance, operate and transfer (“**DBFOT**”) Toll basis (“**the Project**”). The Company has achieved physical progress of 10.59% as of March 31, 2013

FURTHER ISSUE OF CAPITAL:

In order to meet the funds requirement of the Company for development of the Project, the Company had increased its Authorised Share Capital from ₹5,00,000/- to ₹1,24,00,00,000/-. The Company had thereafter issued 9,87,49,940 equity shares of ₹10/- each of par value to the existing shareholders of the Company. As a consequence, the paid up equity capital of the Company was increased from ₹5,00,000/- to ₹98,80,00,000/- during the year under review

DIVIDEND:

Due to inadequacy of profits, your Directors have not recommended any dividend for the period under review

DIRECTORS:

Mr. Ravi Sreehari, Mr. Krishna Ghag and Mr. Ajay Menon were appointed as the First Directors of the Company, as per the Articles of Association of the Company. During the period under review, Mr. Manish Agarwal and Mr. Rajnish Saxena were appointed as an Additional Directors on the Board of the Company with effect from October 17, 2012 and January 17, 2013, respectively

During the year under review, Mr. Ravi Sreehari, Director of the Company had resigned effective April 17, 2013. The Directors placed on record their sincere appreciation for the valuable guidance and support rendered by him

AUDITORS:

M/s. Lakhani & Co., Chartered Accountants, Statutory Auditors, were appointed as the first auditors and will hold office till the conclusion of the ensuing Annual General Meeting of the Company. M/s. Lakhani & Co. have expressed their willingness to continue as Statutory Auditors of the Company for the FY 2012-13, if re-appointed

DEPOSITS:

Your Company has not accepted any Fixed Deposits during the period under review

CORPORATE GOVERNANCE:

Two Board Meetings were held during the period under review on April 16, 2012, May 9, 2012, July 18, 2012, October 17, 2012, December 4, 2012 and January 17, 2013. The numbers of meetings attended by the Directors are as under:

Sr. No.	Name of Directors	No. of Board Meetings held during tenure	Meetings attended
1	Mr. Krishna Ghag	6	6
2	Mr. Ravi Sreehari (resigned w.e.f April 17, 2013)	6	4
3	Mr. Ajay Menon	6	6
4	Mr. Manish Agarwal (from October 17, 2012)	2	2

5	Mr. Rajnish Saxena (from January 17, 2013)	0	0
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The Audit Committee was constituted pursuant to the provisions of the Section 292A of the Companies Act, 1956. The Audit Committee is comprised of Mr. Ravi Sreehari, Mr. Ajay Menon and Mr Manish Agarwal. Subsequently upon resignation of Mr Ravi Sreehari, the Audit Committee has been re-constituted by inducting Mr Krishna Ghag as Member of Audit Committee in his place. The Audit Committee met one time during the year under review on January 17, 2013.

PARTICULARS OF EMPLOYEES:

There was no employee in respect of whom the statement is required to be prepared pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended from time to time.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956 (“the Act”) the Directors based on the representations received from the Operating Management, confirm that:

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

FOREIGN EXCHANGE EARNINGS AND OUTGO:

There was no earning or outgo of foreign exchange during the period under review. Since your Company does not have any manufacturing facility, the other particulars in the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable

ACKNOWLEDGMENTS:

The Directors place on record their appreciation for the continued support and co-operation received from various Government Authorities and other Regulatory Authorities, Banks, Financial Institutions and Shareholders of the Company

For and on behalf of the Board

SD/-
(Director)

SD/-
(Director)

Date : April 17, 2013

Place : Mumbai