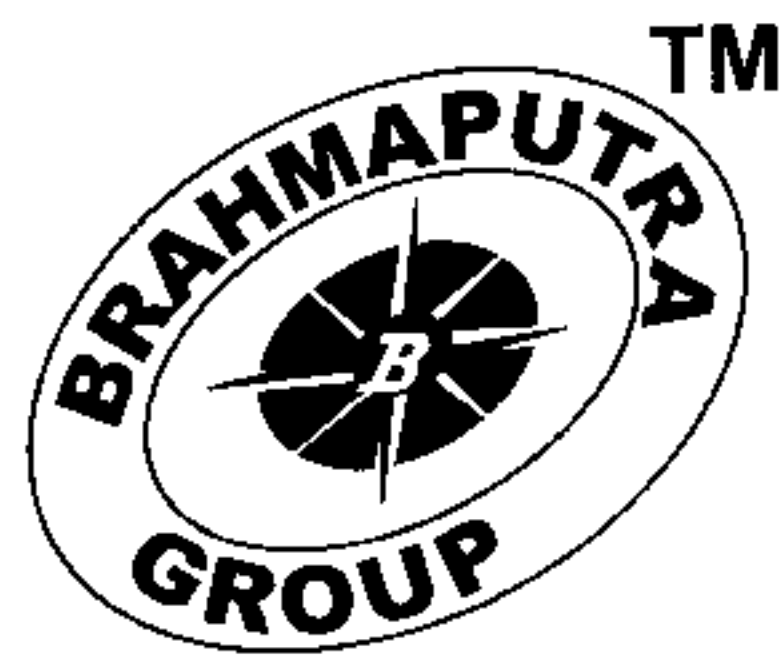
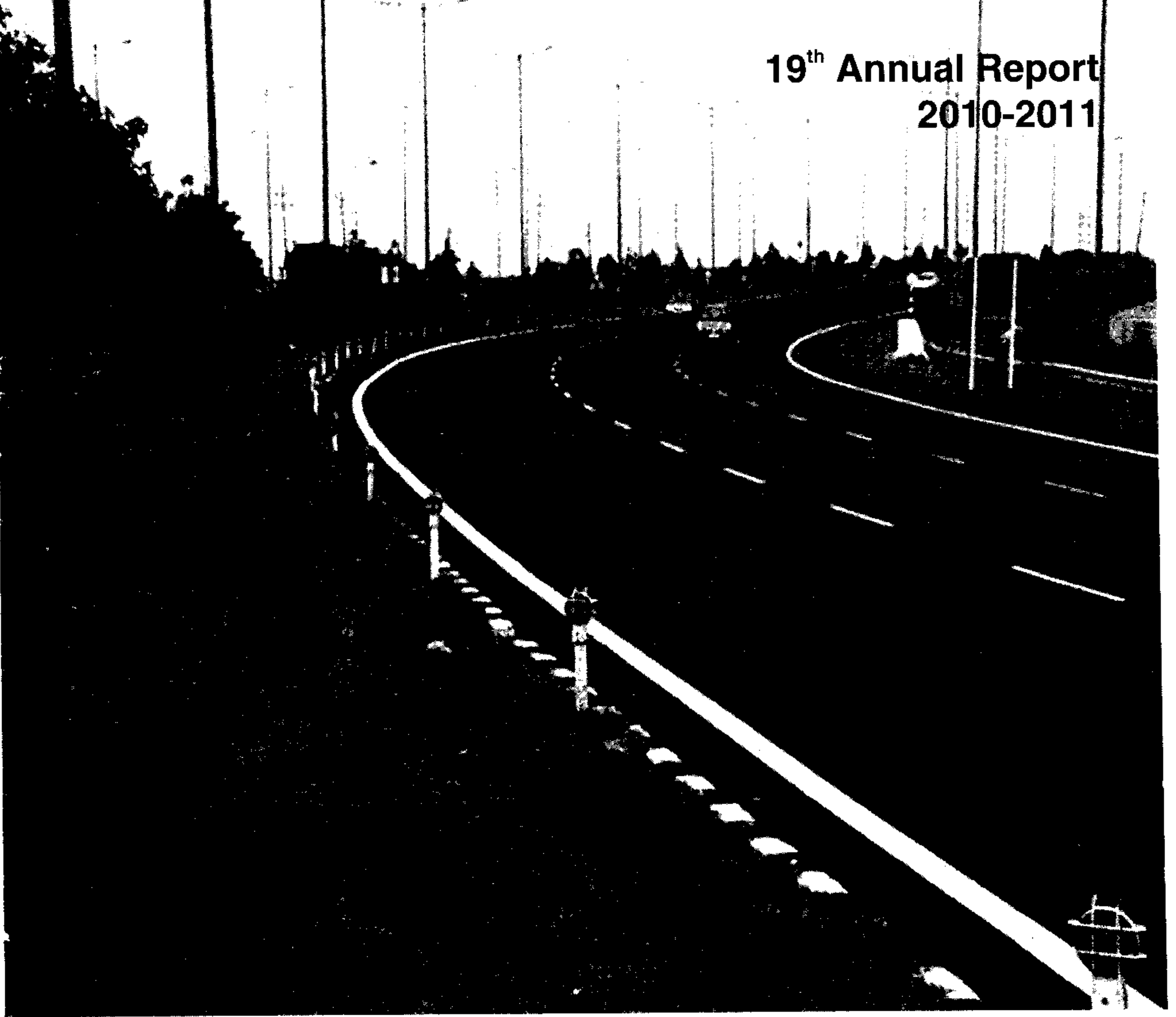


**19<sup>th</sup> Annual Report  
2010-2011**



**Brahmaputra Infraproject Limited**

**Contributing towards nation building**

**BOARD OF DIRECTORS**

|                               |   |                      |
|-------------------------------|---|----------------------|
| <b>Sanjeev Kumar Prithani</b> | - | Managing Director    |
| <b>Gopal Bachani</b>          | - | Whole Time Director  |
| <b>Satish Chandra Gupta</b>   | - | Independent Director |
| <b>Om Kumar</b>               | - | Independent Director |
| <b>Rajesh Sharma</b>          | - | Independent Director |

**COMPANY SECRETARY**

Nidhi Lochan

**AUDITORS**

**A. B. Bansal & Company**  
Chartered Accountants  
218-220, Durga Chambers  
1335, D.B. Gupta Road, Karol Bagh, New Delhi – 110 005  
Phone: 91-11-28755325, 28752325  
E-mail: abbansalca@bol.net.in

**REGISTERED OFFICE**

**BRAHMAPUTRA HOUSE**  
A-7, Mahipalpur (NH 8 – Mahipalpur Crossing),  
New Delhi – 110 037  
Phone : 91-11-4229 0200 (50 Lines)  
Fax : 91-11-4168 7880, 2678 7068  
E-mail : secretarial.bipl@brahmaputragroup.com

**19<sup>TH</sup> ANNUAL GENERAL MEETING**

|              |   |  |
|--------------|---|--|
| <b>Day</b>   | : | Friday   |
| <b>Date</b>  | : | 30 <sup>th</sup> September, 2011   |
| <b>Time</b>  | : | 10.00 a.m.   |
| <b>Venue</b> | : | Govindam Banquet,<br>Behind Mother Dairy,<br>Sector-7, Dwarka,<br>New Delhi – 110075 |

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**NOTICE**

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting of the members of the **Brahmaputra Infraproject Limited** will be held on Friday, the 30<sup>th</sup> day of September, 2011 at 10.00 a.m. at Govindam Banquet, Behind Mother Dairy, Sector 7, Dwarka, New Delhi – 110 075 to transacts the following businesses:

**ORDINARY BUSINESSSES:-**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2011, the Profit and Loss account for the year ended on that date and the Report of the Directors' and the Auditors' thereon.
2. To declare dividend on equity shares at the rate of 5% (i.e. Re. 0.50 per share) as recommended by the Board.
3. To appoint a director in place of Mr. Satish Chandra Gupta, who retires by rotation and, being eligible, seeks re-appointment.
4. To appoint A.B. Bansal & Co., Chartered Accountants, as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting at a remuneration to be mutually agreed between the Auditors and the Board of Directors.

On Behalf of Board of Directors  
**Brahmaputra Infraproject Limited**

Place : New Delhi  
Date : 05.09.2011

**Nidhi Lochan**  
Company Secretary

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH 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 TIME FIXED FOR THE MEETING.**
2. The register of the members and share transfer books of the Company shall remain closed from **24<sup>th</sup> September 2011 to 30<sup>th</sup> September 2011** (Both days inclusive) in connection with the Annual Report.
3. The members seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
4. Members are requested to notify immediately any change in their address (with PINCODE), if any, quoting their registered folio numbers. In case of demat shareholders the change of address, if any, may be notified to their respective Depository Participants.
5. Members holding shares in physical form who have not yet provided the Bank details are once again requested to provide their Bank Account Number, name of Bank and address of the Branch, quoting their folio number, so that the same can be printed on dividend warrant, to avoid the incidence of fraudulent encashment of the instrument. In respect of the members holding shares in electronic mode, bank details as are furnished by the depositories will be printed on the dividend warrant.
6. Members are requested to quote their folio number, DP ID/Client ID and the Company's name in all correspondence with M/s Link Intime India Private Limited, who are acting as our Registrars and Share Transfer Agents.
7. Corporate members intending to send their representatives are requested to send a duly certified copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. Pursuant to the provisions of Article of Association, Mr. Satish Chandra Gupta, Director of the Company are retiring by rotation at the ensuing Annual General Meeting of the Company and shall be re-appointed. The brief resume of such Directors and other information as per Clause 49 of the Listing Agreement with the Stock Exchanges are given hereunder.
9. The Company's shares are compulsorily traded in demat form; hence the members who are holding equity shares in physical form are requested to get them dematerialized.

## ***Brahmaputra Infraproject Limited***

10. As per the requirement of the Clause 49 on Corporate Governance for re-appointment of the retiring director, a statement containing details of concerned director is given below:

|  |   |
|--|---|
| <b>Name of Director</b>  | Mr. Satish Chandra Gupta  |
| <b>Date of Birth &amp; Age</b>   | 5 <sup>th</sup> May, 1947, aged 64 years  |
| <b>Date of Appointment</b>   | 24 <sup>th</sup> February, 2009   |
| <b>Qualification</b>   | M.Com & Certified Associate of the Indian Institute of Bankers  |
| <b>Expertise in specific functional areas</b>  | He has served as Chairman & Managing Director of Punjab National Bank. Mr. Gupta has extensive knowledge in Personnel & General Administration, Credit & Fund Management, Marketing, Business Development, Treasury Operations, Investments, Inspection, etc. supported by long years of field level experience of heading large branches and regions and also important positions at Head Offices of various Nationalised Banks. |
| <b>Chairman / Director of other Indian Companies as on 31<sup>st</sup> March, 2011</b>   | He serves as a director on the board of ISMT Limited, Ehmsons International Limited, Cordia IT Limited, Jai Balaji Industries Limited, Solar Industries India Limited, Sagacious Financial Services Limited, Solar Industries Limited, Aban offshore Limited, RNA Corporation Limited, Lilliput Kidswear Limited, Sanlam Investment Advisory India Limited and Brahmaputra Infrastructure Limited.                                |
| <b>Chairman / Member of other Committees of the Boards of Indian Companies of which he is a Director as on 31<sup>st</sup> March, 2011</b> | He is the member / Chairman of Board Committees of ISMT Limited, Jai Balaji Industries, Sanlam Investments Advisory India Limited, Lilliput India Limited, Brahmaputra Infrastructure Limited and Solar Industries India Limited.   |

On Behalf of Board of Directors  
**Brahmaputra Infraproject Limited**

**Nidhi Lochan**  
Company Secretary

Place : New Delhi  
Date : 05.09.2011



**DIRECTORS' REPORT**

Dear Members,

Your Directors have the pleasure in presenting the 19<sup>th</sup> Annual Report together with the Audited Accounts of the Company for the financial year ended on 31<sup>st</sup> March, 2011.

**Financial Results**

(Rs. In Lacs)

| Particulars                                 | Year ended<br>31.03.2011 | Year ended<br>31.03.2010 |
|---|--------------------------|--------------------------|
| Income from Operation                       | 15,218.15                | 18,424.02                |
| Other Income                                | 143.35                   | 182.48                   |
| <b>Profit before Tax</b>                    | <b>1,169.43</b>          | <b>1,939.62</b>          |
| Less: Provision for Taxation & Deferred Tax | 388.48                   | 694.70                   |
| <b>Profit after Tax</b>                     | <b>780.95</b>            | <b>1,244.92</b>          |
| Less: Provision for Taxation written off    | (21.53)                  | 7.93                     |
| Add: Balance from previous year             | 789.18                   | 113.68                   |
| <b>Profit available for Appropriation</b>   | <b>1,591.66</b>          | <b>1,350.68</b>          |
| Less: Proposed Dividend                     | 35.05                    | 52.57                    |
| Less: Tax on Proposed Dividend              | 5.82                     | 8.93                     |
| Less: Transferred to General Reserve        | 750.00                   | 500.00                   |
| <b>Profit carried to Balance Sheet</b>      | <b>800.79</b>            | <b>789.18</b>            |

**Performance**

During the year under review, the total income of the Company amounted to Rs 15,362/- lacs as against Rs. 18,606/- Lacs during the previous year. However, the Company has earned Profit of Rs. 1,169/- Lacs before tax during the year as against Rs. 1,940/- Lacs during the previous year.

**Dividend**

The Board of Directors has recommended a dividend of 5% (i.e. Re. 0.50 per share) during the financial year ended 31<sup>st</sup> March, 2011. The dividend is free of tax in the hands of Shareholders.

**Business Prospects**

Your Company is one of the fastest growing groups in the infrastructure development with significant presence. The Company has built a strong reputation for reliability combined with economy & efficiency of works. Keeping in view the performance and future prospects, the company will continue to increase its overall presence in the industry with increased market share.

**Management Discussion and Analysis Report**

Operational performance of each business segment has been comprehensively covered in the Management Discussion and Analysis Report given in Annexure-A which forms part of this Report.

**Corporate Governance**

As per the requirement of Clause 49 of the Listing Agreement a separate Report on Corporate Governance along with the Auditor's Certificate regarding compliance of conditions of Corporate Governance is given in Annexure-B which forms part of this Report.

**Directors**

On 13<sup>th</sup> June, 2011, Mr. Suresh Kumar Prithani has resigned from the board of directors of the company due to his preoccupation in other works.

In accordance with the articles of the Company and the provisions of the Companies Act, 1956, Mr. Satish Chandra Gupta is retiring by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment on the Board of your Company.

**Directors' Responsibility Statement**

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that:

- i) the preparation of annual accounts for the financial year ended 31<sup>st</sup> March 2011, the applicable accounting standards have been followed;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of financial year ended 31<sup>st</sup> March, 2011 and of the Profit & Loss account of the Company for that period;
- iii) the proper care has been taken for the maintenance of adequate records for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) The Accounts for the year ended 31<sup>st</sup> March, 2011 have been prepared on a 'going concern' basis.

## ***Brahmaputra Infraproject Limited***

### **Public Deposits**

Your Company has not accepted any deposits from the public within the meaning of Section 58A of the Companies Act, 1956 and the rule made there under, during the year.

### **Auditors**

The Auditor, M/s A. B. Bansal & Co., Chartered Accountants, hold office until the conclusion of the ensuing Annual general Meeting and are recommended for re-appointment. Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be within the limited prescribed under section 224(1B) of the Companies Act, 1956.

### **Auditors' Report**

The notes to the accounts referred to in the Auditors' Report are self-explanatory and does not call for any further comment.

### **Search and Seizure operation under Income Tax Act, 1961**

During the period under review search and seizure operation under section 132 of the Income Tax Act, 1961 had taken place in the premises of the Company whereas search assessment proceedings are in progress with the Income Tax Department till date.

### **Agitation on Yamuna Expressway Site**

Due to Farmers Agitation at company site "Yamuna Expressway Project" during the year, the company has suffered the loss of money, material and machine and the company has claimed Losses / Damages with the Insurance Company. The Management is expectant to get the claim from the respective constitutes at least to the extent of value accounted for in books of accounts.

### **Promoters Group**

In pursuant to regulation 3(1) (e) (i) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 the constituents of the "Group" are Mr. Suresh Kumar Prithani, Mr. Sanjeev Kumar Prithani, Mr. Manoj Kumar Prithani, Mr. Sanjay Kumar Mozika, Brahmaputra Holdings Private Limited, M. L. Singhi and Associates Private Limited, Brahmaputra Finlease Private Limited, Brahmaputra Promoters and Planners Private Limited, Brahmaputra Property Management Services Private Limited, Brahmaputra Overseas Limited, Brahmaputra Projects Private Limited, Indotech Tubewells Private Limited, Brahmaputra Realtors Private Limited, Brahmaputra Promoters & Developers Limited, Brahmaputra Housing & Urban Infrastructure Limited, Satluj Infrastructure Limited, Brahmaputra Infrastructure Limited, Brahmaputra Concrete Private Limited and Brahmaputra Concrete (Bengal) Private Limited.

### **Personnel & Human Resources**

Employee relations continued to be cordial throughout the year. The company did not have any employee during the year under review whose remuneration is required to be disclosed in terms of the provisions of the section 217(2A) of Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended.

### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

The Company's operations are not power intensive. Nevertheless your Company has introduced various measures to conserve and minimize the use of energy.

No technology has been imported during the previous year. Indigenous technology available is continuously been upgraded to improve overall performances.

Foreign Exchange Earning : Nil

Foreign Exchange Outgo : Nil

### **Acknowledgement**

We thank our clients, vendors, sub contractors, investors and Bankers for their continued support during the year. We place on record our appreciation of the contribution made by employees at all levels. Our growth was possible by their hard work, solidarity, cooperation and support.

We thank our Government of Uttar Pradesh where we have operations. We also thank the Jaiprakash Associates Limited, Ministry of Corporate Affairs, Taxation Department and other Government Agencies for their support and look forward to their continued support in the future.

By order of the Board of Directors  
**Brahmaputra Infraproject Limited**

Place : New Delhi  
Date : 05.09.2011

**Sanjeev Kumar Prithani**  
Chairman

**MANAGEMENT DISCUSSION AND ANALYSIS****Overview**

India's rise in recent years is a most prominent development in the world economy. India has re-emerged as one of the fastest growing economies in the world. India's growth, particularly in manufacturing and services, has boosted the sentiments, both within country and abroad. With an upsurge in investment and robust macroeconomic fundamentals, the future outlook for India is distinctly upbeat. According to many commentators, India could unleash its full potentials, provided it improves the infrastructure facilities, which are at present not sufficient to meet the growing demand of the economy. Failing to improve the country's infrastructure will slow down India's growth process. Therefore, Indian government's first priority is rising to the challenge of maintaining and managing high growth through investment in infrastructure sector, among others.

**Opportunities and Strengths**

The Indian economy is growing at an amazing rate of 8% for the past three years placing it as Asia's fourth largest economy. The market gurus predict that this rise will continue which will put the economy on a soaring flight after the economic crisis. Brahmaputra looks forward to joining this flight as the Government focuses on the Infrastructure sector; especially Roads, Power, Ports, Rural and Urban Infrastructure by allocating the sector 46% of the total plan allocation.

The Eleventh Five Year Plan (2007-2012) has projected an investment requirement of US \$8,613.95million (INR413, 470 million) in rural roads under the PMGSY. The SARDP-NE was set up to provide road connectivity to state capitals, district headquarters and remote places of the northeast region. Our understanding, knowledge and execution ability, of infrastructure project, allows us to utilize forthcoming opportunity to its fullest. Brahmaputra looks forward to surmounting higher peaks of competitive benefits and margins, and also achieves greater control over business segments and bid for larger jobs.

**Threats, Risks and Concerns**

The contracting and construction markets in our country are competitive and require substantial resources and capital investment in equipment, technology and skilled personnel. We are increasingly moving towards larger projects with stringent pre-qualification requirements where intense competition is expected to continue and may even increase as a result of the entry of foreign construction companies into the Indian market. This is likely to lead to significant challenges to our maintaining historical growth rates and acceptable profit margins. Our contracts are awarded after a competitive bidding processes and satisfaction of other prescribed pre-qualification criteria.

Brahmaputra follows a process of risk management that comprises risk identification, risk analysis and measurement followed by the design of suitable risk mitigation or management framework covering control activities/procedures. The key risks identified by the business and accompanied mitigation plans include periodical review of the operating effectiveness of the internal controls; the company has an internal audit process, which is commensurate to the size and nature of the business. Corrective actions, wherever necessary, are taken to further strengthen the internal control mechanism.

**Internal Control Systems and their Adequacy**

The Company has adequate internal control systems commensurate with the size of the Company and framed to ensure effectiveness and high efficiency of operations and sufficiently safeguard all its assets adequately protected against losses from un-authorized use or disposition and all transactions are duly authorized and recorded. The insurance coverage of such assets is adequate. The internal control provides necessary financial controls and compliance with applicable laws and regulations. The Company has further strengthened the internal audit set up by its own team by appointing an outside agency. Audit committee of Directors has been in existence for the overall monitoring. Company has already implemented ERP and is running successfully for almost four years now.

**Outlook**

Infrastructure Development is the backbone of any country fore-sighting such progress. Keeping this in mind the Government plans to allocate 2,14,000 crore for infrastructure in 2011-12. This is an increase of 23.3 per cent over 2010-11. This also amounts to 48.5 per cent of total plan allocation. The Government also plans to come up with a comprehensive policy for further developing PPP projects. As the Government proposes to increase the allocation by Rs. 10,000 crore from the current year to Rs. 58,000 crore in 2011-12 an acceleration of the growth is foreseen in Infrastructure Development.

The mountain range does not end at one peak. With an experience and knowledge of 20 years, Brahmaputra aims to look forward at the growing opportunities in infrastructure development like ports, pipelines and airports.



**Financial performance and results**

The Financial statements have been prepared in compliance with the requirements of the Companies Act and the Accounting Standards issued by the Institute of Chartered Accountants of India.

1. **Turnover:** The Company's gross turnover reduced by 17.44% during the year as compared to the previous year.
2. **Finance charges:** Finance charges for the year amounted to Rs. 309.84 lacs as against the previous year of Rs. 203.84 lacs. This is due to increased working capital limit and short / long term loans.
3. **Depreciation:** The current year depreciation amounted to Rs. 391.55 lacs as against Rs. 288.94 lacs of previous year.
4. **Profit:**
  - a) **Profit before Depreciation and Taxation** amounted to Rs. 1,560.98 Lacs as against the previous year of Rs. 2,228.56 Lacs.
  - b) **Provision for taxation & deferred tax** for the year amounting to Rs. 388.48 Lacs as against the previous year of Rs. 694.70 Lacs.
  - c) **Profit after tax** for the year amounted to Rs. 780.95 Lacs as against the previous year of Rs. 1,244.92 Lacs.
5. **Fixed Assets:** During the year the fixed assets of the company are reduced from Rs. 2,810.90 to Rs. 2,455.76 Lacs.
6. **Inventories:** Inventories amounted to Rs. 1,780.92 Lacs as against Rs. 1,768.84 Lacs of previous year.
7. **Sundry Debtors:** Customers receivable amounted to Rs. 432.58 as against Rs. 597.39 lacs of previous year.
8. **Loans and Advances:** Loans and advances of Rs. 3,636.56 Lacs representing advances paid for raw materials, stores and spares, advance taxes etc.
9. **Current Liabilities and Provisions:** The amount of Rs. 1,988.10 lacs include Creditors for suppliers of raw materials, stores and spares, provisions for expenses and taxes, dividend and tax payable thereon, liabilities for gratuity and leave encashment. The Company remained prompt, as usual, in repayment of principal and interest and during the year.

**Human Resource / Industrial relations**

Industrial relations have continued to be cordial throughout the year. Measures for safety of employee, scientific training, welfare, performance based appraisal system, compensation, career growth and social security schemes continued to remain key priority of the Company.

**Cautionary Statement**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimate expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in Government regulations, tax laws and other factors such as litigation and industrial relations.



**REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE**

(Pursuant to clause 49 of the Listing Agreements entered into with the Stock Exchanges)

**1. Company's Philosophy on Code of Governance**

The welfare of the stakeholders of the Company forms the crux of the Company's Corporate Governance Policy. The Company's philosophy strives to ensure that its business strategies and plans prioritise the welfare of all stakeholders, while at the same time, maximising shareholders' value on a sustained basis. The Board of Directors, Management and Employees of the Company consistently envisage attainment of the highest level of transparency, integrity and equity in all facets of the operations of the Company and also in its interactions with the stakeholders. The Company is committed to benchmark itself with the best standards of Corporate Governance, not only in form but also in spirit.

**2. Board of Directors**

**Composition & Size of Board**

As on 31<sup>st</sup> March 2011, the Board consists of 6 directors out of which 2 directors are executive (33.33%) and 4 directors (66.67%) are non-executive where as out of 4 non-executive directors, 3 Directors are Independent and 1 is from the Promoter Group. The detailed composition of the Board and other related information is given in the table below:

| Director                                      | Category of Directorship   | Number of Directorship in other companies | Number of Committee position held in other Companies |          |
|---|----------------------------|---|--|----------|
|   |                            |   | Member   | Chairman |
| Mr. Suresh Kumar Prithani, Chairman*          | Non-Executive              | 2   | -  | -        |
| Mr. Sanjeev Kumar Prithani, Managing Director | Executive                  | 11  | 1  | -        |
| Mr. Gopal Bachani, Whole-time Director        | Executive                  | -   | -  | -        |
| Mr. Om Kumar, Director                        | Non-Executive, Independent | 2   | 1  | 1        |
| Mr. Satish Chandra Gupta, Director            | Non-Executive, Independent | 12  | 5  | 1        |
| Mr. Rajesh Sharma, Director                   | Non-Executive, Independent | 2   | -  | -        |

\* Mr. Suresh Kumar Prithani has resigned from the Board of Directors of the company w.e.f. 13<sup>th</sup> June, 2011.

**Board Meetings and Attendance**

During the previous year, five board meetings were held on 31<sup>st</sup> May, 2010, 13<sup>th</sup> August, 2010, 12<sup>th</sup> November, 2010, 14<sup>th</sup> February, 2011 and 31<sup>st</sup> March, 2011.

The attendance at the Board Meetings and Annual General Meeting were as under:

| Name of Director           | Date of Appointment | No. of Board Meetings Held | Board Meetings Attended | Attendance at the last AGM |
|----------------------------|---------------------|----------------------------|-------------------------|----------------------------|
| Mr. Suresh Kumar Prithani  | 18.04.2009          | 5                          | -                       | No                         |
| Mr. Sanjeev Kumar Prithani | 05.10.2009          | 5                          | 5                       | Yes                        |
| Mr. Gopal Bachani          | 13.11.2008          | 5                          | 5                       | No                         |
| Mr. Om Kumar               | 13.11.2008          | 5                          | 3                       | Yes                        |
| Mr. Satish Chandra Gupta   | 24.02.2009          | 5                          | 5                       | Yes                        |
| Mr. Rajesh Sharma          | 18.04.2008          | 5                          | 4                       | Yes                        |

**Code of Conduct**

The Board has adopted a Code of Conduct for the Board Members and Senior Management personnel of the Company. The same has also been posted on the website of the Company. All Board Members and Senior Management personnel have affirmed their Compliance with the code. A declaration signed by the Managing Director is given below:

*"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the code of conduct for Directors and Senior Management personnel in respect of financial year ended 31<sup>st</sup> March, 2011."*

On behalf of the Board  
**Brahmaputra Infraproject Limited**

**Sanjeev Kumar Prithani**  
Managing Director

Place : New Delhi  
Date : 05.09.2011

**Committees of the Board**

The Board of Directors have constituted the following committees with adequate delegation of powers to discharge day-to-day affairs of the Company as well as to meet the exigencies of the business of the Company.

**3. Audit Committee**

The Audit Committee comprises of three Directors. The members consist of Mr. Om Kumar, Mr. Satish Chandra Gupta and Mr. Rajesh Sharma with Mr. Om Kumar, a Non-executive Independent Director as Chairman.

The terms of reference of the Audit Committee are in line with the powers, duties and responsibilities stipulated in Clause 49 of the Listing Agreement.

The functions of Audit Committee are as per Company Law and Listing Agreement with Stock Exchanges. These include overseeing of Company's financial reporting process, recommending the appointment and removal of external auditors, reviewing the annual financial statements, financial management policy, adequacy of internal control system and internal audit functions.

The committee met Four times during the year on 31<sup>st</sup> May, 2010, 13<sup>th</sup> August, 2010, 12<sup>th</sup> November, 2010 and 14<sup>th</sup> February, 2011 and the attendance of members was as follows:

| Name of the Members      | Current Status | Date of Appointment | No. of meetings held | No. of meetings attended |
|--------------------------|----------------|---------------------|----------------------|--------------------------|
| Mr. Om Kumar             | Chairman       | 13.11.2008          | 4                    | 3                        |
| Mr. Satish Chandra Gupta | Member         | 24.02.2009          | 4                    | 4                        |
| Mr. Rajesh Sharma        | Member         | 18.04.2008          | 4                    | 4                        |

The Secretary of the Company acts as the Secretary of the Audit Committee.

The minutes of the meetings of Audit Committee were discussed and taken note of, by the Board of Directors.

**4. Remuneration Committee**

The Remuneration Committee comprises of three Directors. The members consist of Mr. Om Kumar, Mr. Satish Chandra Gupta and Mr. Rajesh Sharma with Mr. Satish Chandra Gupta, a Non-executive Independent Director as Chairman.

The details of remuneration paid to the Directors/ Managing Director for the financial year ended 31<sup>st</sup> March, 2011 are set out below:

**(a) Non-Executive Independent Directors: (Amount in Rs.)**

| Name of Directors         | Sitting Fees |
|---------------------------|--------------|
| Mr. Suresh Kumar Prithani | -            |
| Mr. Om Kumar              | 80,000       |
| Mr. Satish Chandra Gupta  | 1,40,000     |
| Mr. Rajesh Sharma         | 1,15,000     |

**(b) Executive Directors: (Amount in Rs.)**

| Name & Designation                            | Salary    | Perquisites | Total     |
|---|-----------|-------------|-----------|
| Mr. Sanjeev Kumar Prithani, Managing Director | 1,200,000 | 1,405,260   | 2,605,260 |
| Mr. Gopal Bachani, Whole-time Director        | 720,000   | -           | 720,000   |

The functions of Remuneration Committee are as per Company Law and Listing Agreement with Stock Exchanges. These include overseeing of payment of remuneration to the Directors and review the same from time to time.

The committee met once during the year on 28<sup>th</sup> February, 2011 and the attendance of members was as follows:

| Name of the Members      | Current Status | Date of Appointment | No. of meetings held | No. of meetings attended |
|--------------------------|----------------|---------------------|----------------------|--------------------------|
| Mr. Satish Chandra Gupta | Chairman       | 24.02.2009          | 1                    | 1                        |
| Mr. Om Kumar             | Member         | 13.11.2008          | 1                    | 1                        |
| Mr. Rajesh Sharma        | Member         | 13.11.2008          | 1                    | 1                        |

The minutes of the meetings of Remuneration Committee were discussed and taken note of, by the Board of Directors.

**5. Shareholders' Grievance Committee**

The committee was formed to review and redress the investors' grievances / letters regarding various matters. It constitutes three members i.e. Mr. Gopal Bachani, Mr. Satish Chandra Gupta and Mr. Rajesh Sharma with Mr. Satish Chandra Gupta, a Non-executive Director as the Chairman of the committee.

Ms. Nidhi Lochan, Company Secretary has been designated as Compliance Officer of the Company.

The committee met Three times during the year on 31<sup>st</sup> August, 2010, 31<sup>st</sup> November, 2011 and 28<sup>th</sup> February, 2011 where the attendance of members was as follows:

| Name of the Members      | Current Status | Date of Appointment | No. of meetings held | No. of meetings attended |
|--------------------------|----------------|---------------------|----------------------|--------------------------|
| Mr. Satish Chandra Gupta | Chairman       | 24.02.2009          | 3                    | 3                        |
| Mr. Gopal Bachani        | Member         | 13.11.2008          | 3                    | 3                        |
| Mr. Rajesh Sharma        | Member         | 13.11.2008          | 3                    | 3                        |

The minutes of the meetings of the Shareholders' Grievance Committee were discussed and taken note of by the Board of Directors.

The functions of the committee include effective redressal of the complaints of the shareholders such as dematerialization, transfer, non-receipt of balance sheet etc. The committee recommends steps to be taken for further improvement in the quality of service to the investors.

During the year, the company has received two complaints while there is no complaint pending as on 31<sup>st</sup> March, 2011.

No share transfer / transmission and demat request was pending as on 31<sup>st</sup> March, 2011.

**6. General Body Meetings**

The location and time of the General Meetings held during the last three years were as follows:

| Financial Year | Date & Time                 | Venue of Meetings  | Particulars  |
|----------------|-----------------------------|--|--|
| 2007-2008      | 29.09.2008<br>at 09.30 a.m. | 4117, 1 <sup>st</sup> Floor, Naya Bazar,<br>Delhi-110 006  | • Delegation of power to the Board of Directors under section 293(1)(d) to borrow funds not exceeding Rs. 200 crores.  |
| 2008-2009      | 29.09.2009<br>at 10.00 a.m. | Sylvan Chef, Central School Road,<br>Behind Spinal Injuries Hospital,<br>Vasant Kunj, New Delhi- 110 070 | None   |
| 2009-2010      | 30.09.2010<br>at 10.00 a.m. | Govindam Banquet, Behind<br>Mother Dairy, Sector 7, Dwarka,<br>New Delhi - 110 075                       | • Revision in the Power to the Board of Directors under section 293(1)(a) to sell, lease or otherwise dispose of any asset of the company not exceeding Rs. 700 crores instead of Rs. 200 crores.<br>• Revision in the Power to the Board of Directors under section 293(1)(d) to borrow funds not exceeding Rs. 700 crores instead of Rs. 200 crores. |

Note: No resolution is proposed to be passed by postal ballot at the forthcoming Annual General Meeting.

**7. Disclosures**

- There are no materially significant related party transactions entered in to by the company with its promoters, Directors or Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large. A statement in summary form of transactions with the related parties during the year in the ordinary course of business is disclosed in Note B-5 of Schedule- 17 to the financial statement in the Annual Report.
- The Company has generally complied with all the mandatory requirements as stipulated under revised clause 49 of the Listing Agreement with the Stock Exchanges, to the extent these apply and extend to the Company.
- While preparation of the financial statement during the year under review, no accounting treatment which was different from that prescribed in the Accounting Standards was followed. The significant accounting policies applied in preparation and presentation of financial statements has been sent out in Schedule-17 forming part of the financial statements.
- The Company has laid down procedures to inform the Board Members about the risk assessment and minimization procedures covering the entire gamut of business operations of the company. These procedures are periodically reviewed to ensure that executive management controls risks by means of a properly defined framework.
- The designated Senior Management Personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal interests, which may have a potential conflict with the interests of the Company at large.



- (f) The CEO (Managing Director) and the Senior Manager (Finance & Accounts) Finance have furnished a duly signed Certificate to the Board for the year ended 31<sup>st</sup> March, 2011 in accordance with the provisions of revised Clause 49 V of the Listing Agreement.
- (g) In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, Ms. Nidhi Lochan, Company Secretary has been designated as the Compliance Officer of the company under the Company's Code of Conduct for Prevention of Insider Trading. The Company adheres to the disclosure practices for Prevention of Insider Trading as specified in the aforesaid SEBI Regulations.
- (h) The Company has presently not adopted the non-mandatory requirements in regard to tenure of independent directors, sending half-yearly declaration of financial performance to each household of shareholders, training of Board Members, Mechanism for evaluating non-executive Board Members and establishment of whistle Blower policy etc. The Company has, however, the Non-Executive Chairman on the Board of Directors of the Company and has constituted a Remuneration Committee that has been dealt elaborately in point No.4 of this Report.

**8. Means of Communication**

During the year the quarterly/ half-yearly/ annual unaudited / audited financial results of the Company were sent to the Stock Exchanges immediately after they are approved by the Board of Directors and were also published in one English and one Vernacular language newspaper i.e. Financial Express and Janasatta, respectively.

**9. General Shareholders' Information**

**A. 19<sup>th</sup> Annual General Meeting**

Date : 30<sup>th</sup> September, 2011  
 Time : 10.00 a.m.  
 Venue : Govindam Banquet, Behind Mother Dairy, Sector 7, Dwarka, New Delhi – 110 075

**B. Financial Calendar**

Unaudited results for the quarter ending June 30, 2011 : 11<sup>th</sup> August, 2011  
 Unaudited results for the quarter ending September 30, 2011 : Second week of November, 2011  
 Unaudited results for the quarter ending December 31, 2011 : Second week of February, 2012  
 Audited results for the year ending March 31, 2012 : May 2012

**C. Date of Book Closure**

The members register of the Company will remain closed from 24<sup>th</sup> September, 2011 to 30<sup>th</sup> September, 2011 (both days inclusive).

**D. Dividend**

The Board of Directors has recommended a dividend for the year ended 31<sup>st</sup> March, 2011 of 5% (Rs. 0.50 per share) on the equity shares for the approval of shareholders of the company on the ensuing Annual General Meeting. If approved, the dividend shall be paid within 30 days from the date of declaration.

**E. Listing on Stock Exchanges and Stock Codes**

1. The Bombay Stock Exchange Limited – 531194
2. The Delhi Stock Exchange Association Limited – 8065

**F. ISIN**

The ISIN of the Company is INE968C01016.

**G. Market Price Data**

High/Low of market price of the Company's equity shares traded on BSE during the last financial year were as follows:-

(Amount in Rs.)

| Month          | Bombay Stock Exchange |        |
|----------------|-----------------------|--------|
|                | High                  | Low    |
| April 2010     | 124.00                | 95.00  |
| May 2010       | 125.70                | 133.60 |
| June 2010      | 122.85                | 102.50 |
| July 2010      | 119.00                | 103.10 |
| August 2010    | 122.00                | 89.00  |
| September 2010 | 162.70                | 99.00  |
| October 2010   | 177.90                | 143.00 |
| November 2010  | 165.00                | 122.05 |
| December 2010  | 138.00                | 105.00 |
| January 2011   | 136.90                | 99.95  |
| February 2011  | 118.00                | 79.05  |
| March 2011     | 109.00                | 79.00  |



**H. Registrar and Transfer Agent**

The Company's Share Transfer Agent is M/s Link Intime India Private Limited. Their address is as under:-  
 M/s Link Intime India Private Limited  
 A-40, IInd Floor, Naraina Industrial Area,  
 Phase-II, Near Batra Banquet Hall, New Delhi-110028  
 Phone: 011-41410592 / 93 / 94

**I. Share Transfer System**

The Company's shares are traded in the Stock Exchanges in demat mode. These transfers are affected through NSDL and CDSL. The transfer of shares in physical form are processed by the Registrar & Transfer Agent and the certificates are returned to the shareholders within 15 days from the date of receipt, subject to documents being valid and complete in all respects.

**J. Distribution of Shareholding**

The distribution of shareholding as on 31<sup>st</sup> March 2011 was as follows:-

| No. of equity shares | No. of shareholders | Percentage of shareholders | No. of shares held | Percentage of shares held |
|----------------------|---------------------|----------------------------|--------------------|---------------------------|
| 1 – 2500             | 801                 | 53.722                     | 74,912             | 1.069                     |
| 2,501-5,000          | 331                 | 22.200                     | 133,540            | 1.905                     |
| 5,001-10,000         | 139                 | 9.323                      | 112,955            | 1.612                     |
| 10,001-20,000        | 80                  | 5.366                      | 121,753            | 1.737                     |
| 20,001-30,000        | 36                  | 2.414                      | 89,099             | 1.271                     |
| 30,001-40,000        | 18                  | 1.207                      | 64,475             | 0.920                     |
| 40,001-50,000        | 19                  | 1.274                      | 88,186             | 1.258                     |
| 50,001-100,000       | 38                  | 2.549                      | 272,727            | 3.891                     |
| 100,001 and above    | 29                  | 1.945                      | 6,051,553          | 86.337                    |
| <b>Total</b>         | <b>1,491</b>        | <b>100.000</b>             | <b>7,009,200</b>   | <b>100.000</b>            |

**K. Shareholding Pattern**

The shareholding pattern as on 31<sup>st</sup> March 2011 was as follows:-

| Category  | No. of shares    | Percentage of shares |
|---|------------------|----------------------|
| Promoters   | 5,104,155        | 72.82                |
| Person acting in concert                                      | —                | —                    |
| Non-promoters (Institutions/ Banks/Mutual Funds/State Govts.) | 61,300           | 0.88                 |
| Foreign Holding (NRIs/OCBs)                                   | 6,875            | 0.10                 |
| Private Corporate Bodies                                      | 825,636          | 11.78                |
| Indian Public   | 1,011,234        | 14.43                |
| <b>Total</b>  | <b>7,009,200</b> | <b>100.00</b>        |

**L. Dematerialization of shares and liquidity**

The equity shares of your Company have been compulsorily traded in dematerialised form and the Company has agreements with both the depositories i.e., National Securities Depository Limited and Central Depository Services (India) Limited. As on 31st March 2011, 66,38,675 equity shares constituting 94.72% of the total paid up capital of the companies are dematerialized. The reconciliation of both physical and demat shares are upto date and tallies with the total paid-up capital of the Company.

**M. Outstanding ADRs/GDRs/ Warrants etc.**

The company has no outstanding ADRs / GDRs / Warrants.

**N. Address for correspondence**

Brahmaputra Infraproject Limited  
 Brahmaputra House, A-7, Mahipalpur (NH-8 Crossing),  
 New Delhi-110 037  
 Telephone No.: 011-42290200, Fax No.: 011-41687880  
 E-mail: secretarial.bipl@brahmaputragroup.com

**CEO/CFO Certificate**

To,  
The Board of Directors  
Brahmaputra Infraproject Limited  
New Delhi

Sirs,

We have reviewed the financial statements and the cash flow statement of Brahmaputra Infraproject Limited for the year ended 31<sup>st</sup> March, 2011 and to the best of our knowledge and belief:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:-
- (i) significant changes, if any, in internal control over financial reporting during the year;
- (ii) significant changes, if any, in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
- (iii) there have been no instances of fraud of which we have become aware and the involvement therein, if any, of the management or employee having a significant role in the Company's internal control system over financial reporting.

Place: New Delhi  
Date : 05.09.2011

**Sandeep Rastogi**  
Senior Manager (F&A)

**Sanjeev Kumar Prithani**  
Managing Director

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**Auditors' Certificate on Corporate Governance**

To the Members of Brahmaputra Infraproject Limited,

We have examined the Compliance with conditions of Corporate Governance by Brahmaputra Infraproject Limited ("the Company") for the year ended 31<sup>st</sup> March, 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges concerned in India.

The compliance with conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. 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 Management, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that in respect of the investor Grievances, the Registrar and Share Transfer Agent of the Company has maintained the relevant records and certified that as on 31<sup>st</sup> March, 2011 there was no investor grievance pending against the Company.

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

FFor **A.B. Bansal & Co.**

Place : New Delhi  
Date : 05.09.2011

**A.B. Bansal**  
Partner  
M.No.:84628

**AUDITORS' REPORT**

To  
The Members,  
**BRAHMAPUTRA INFRAPROJECT LIMITED**

1. We have audited the attached Balance Sheet of **BRAHMAPUTRA INFRAPROJECT LIMITED** as at 31<sup>st</sup> March 2011 and also the Profit and Loss Account and Cash Flow Statement 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 test basis evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by the 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 Section 227(4A) of the Companies Act, 1956 and on the basis of such checks as we considered appropriate we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from our examination of those books;
  - c) The Financial Statements dealt with by this report are in agreement with the books of accounts;
  - d) In our opinion and to the best of our information and explanation given to us, the financial statements dealt with by this report comply with the applicable Accounting Standards referred to in section 211 (3C) of the Companies Act, 1956 to the extent applicable;
  - e) On the basis of written representations received from the Directors and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on 31<sup>st</sup> March, 2011 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
  - f) In our opinion and to the best of our information and according to the explanation given to us, the said accounts read together with the Significant Accounting Policies and Notes thereon give the information required by the Companies Act, 1956 in the manner so required and present a true and fair view in conformity with the accounting principal generally accepted in India in the case of;
    - (a) the Balance Sheet, of the state of affairs of the company as at 31<sup>st</sup> March, 2011,
    - (b) the Profit and Loss Account, of the profit of the company for the year ended on that date and;
    - (c) the Cash Flow statement, of the cash flows for the year ended on that date.

For **A.B Bansal & Company**  
Chartered Accountants

**A.B. Bansal**  
Partner  
M.No. 84628

Place : New Delhi  
Dated : 05.09.2011



**ANNEXURE TO THE AUDITORS' REPORT**

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

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Financial Statements of the Company and taking into consideration the information and explanation given to us and the books of account and other records examined by us in the normal course of audit, we report that;

1. (a) The Company has maintained proper records of fixed assets showing full particulars including quantitative details and situation of fixed assets. A significant portion of the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the Company and nature of its business. No material discrepancies were noticed on such physical verification.  
(b) Except Loss / Damages of some of the Fixed Assets due to Farmers Agitation as referred in note no. 16 to notes to the accounts there was no substantial disposal of fixed asset, according to the information and explanations given to us we are of the opinion that the said Loss / Damages does not tantamount to affect the going concern status of the company.
2. As per information and explanations given to us, the inventories and construction materials at company's sites, which are included under work in progress, have been physically verified by the management at reasonable intervals during the year. In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to size of the Company and the nature of its business. The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification of stocks.
3. (a) According to the information & explanation given to us, the company has not granted unsecured loans to any parties covered in the register maintained u/s 301 of the companies act 1956.  
(b) According to the information and explanation given to us the company has taken unsecured loans from two companies covered in the register maintained u/s 301 of the Companies Act 1956. The maximum amount outstanding during the year was Rs 271.50 Lacs (Previous Year Rs. 728.75 Lacs) and year end balance was Rs. Nil (Previous Year-Nil).  
(c) We are of the opinion that the rate of interest and other terms and conditions on which loans, have been taken by the company are not prejudicial to the interest of the company.  
(d) The Company is regular in repayment of principal amount & interest wherever applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the contract receipt and services.
5. (a) Based on our audit procedure applied by us and according to the information and explanations provided by the management, we are of the opinion that the particulars of contract and / or arrangements referred to in section that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.  
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangement entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. As per the information and explanations given to us, the company has not accepted any deposits from the public.
7. In our opinion the internal audit system of the Company is commensurate with the size and the nature of its business.
8. As informed to us, the Central Govt has not prescribed cost records under section 209 (1) (d) of the Companies Act, 1956.
9. (a) The company, is generally regular in depositing undisputed statutory dues including Provident fund, Investor Education Protection fund, Employees' State Insurance, Income tax, Sales- tax, Wealth- Tax, Customs Duty, Excise Duty, Cess, Entry Tax, Service Tax and other statutory dues with the appropriate authorities.  
(b) According to the information and explanation given to us no disputed amounts payable in respect of the aforesaid dues were outstanding as on 31<sup>st</sup> March, 2011 for a year of more than six months from the date it become payable.



## ***Brahmaputra Infraproject Limited***

- (c) According to the information and explanation given to us there are no dues of income tax , sales tax, wealth tax, Service Tax, Custom duty and Excise Duty which have not been deposited on account of any dispute except in respect of the following:

| S. No. | Name of Statute                       | Nature of Dues | Forum where Dispute is Pending    | Amount         |
|--------|---------------------------------------|----------------|-----------------------------------|----------------|
| 1.     | The Uttar Pradesh Value Tax Act, 2008 | W.C.T          | U.P. VAT, VAT Appellate Authority | Rs. 64.93 Lacs |

10. The Company has no accumulated losses for the year ended 31<sup>st</sup> March 2011 and it has not incurred any cash losses during the said period covered by our audit or in the immediately preceding financial year.
11. As per books and records maintained by the Company and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to financial institutions or Banks.
12. In our opinion and according to the information and explanation given to us, no Loans and Advances have been granted by the Company on the basis of security by way of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund / society. Therefore, Clause 4 (xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the company.
14. Based on the records examined by us and according to the information and explanation given to us, we are of the opinion that the Company has maintained proper records for the transactions and contracts of purchase and sale of shares, securities and other investments and timely entries are made in such record. Further, the company is holding all the investments in its own name.
15. According to the information and explanations given to us, the Company has not given bank guarantees for and on behalf of others.
16. The Company has raised term loans during the year and the same were applied for the purpose for which the loans were obtained.
17. According to the information and explanation given to us and on an overall examination of the Balance Sheet of the Company we report that no funds raised on short term basis have been used for long term investment.
18. During the year covered under our audit, Company has not made any preferential Allotment of shares to the parties and companies covered in the Register maintained under section 301 of the Company's Act 1956.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by way of public issue during the year.
21. In our opinion and according to the information and explanations given to us by the management which have been relied upon by us, no fraud on or by the Company has been noticed or reported during the year.

**For A.B Bansal & Company**  
Chartered Accountants

Place : New Delhi  
Dated : 05.09.2011

**A.B. Bansal**  
Partner  
M.No. 84628

**Brahmaputra Infraproject Limited**

**BALANCE SHEET AS AT 31ST MARCH, 2011**

| Particulars  | Schedule | 2010-2011<br>Rupees | 2009-2010<br>Rupees |
|--|----------|---------------------|---------------------|
| <b>I. SOURCES OF FUNDS</b>   |          |                     |                     |
| <b>SHARE HOLDER'S FUND</b>   |          |                     |                     |
| Share Capital  | I        | 70,092,000          | 70,092,000          |
| Reserve & Surplus  | II       | 218,319,799         | 142,158,337         |
| <b>LOAN FUNDS</b>  |          |                     |                     |
| Secured Loan   | III      | 298,161,346         | 415,474,449         |
| <b>DEFERRED TAX LIABILITY</b>  |          | <b>50,827,363</b>   | <b>41,896,428</b>   |
| <b>TOTAL</b>   |          | <b>637,400,508</b>  | <b>669,621,214</b>  |
| <b>II. APPLICATION OF FUNDS</b>  |          |                     |                     |
| <b>FIXED ASSETS</b>  |          |                     |                     |
| Fixed Assets   | IV       | 245,576,095         | 281,090,587         |
| Less:- Depreciation  |          | 57,164,593          | 30,591,563          |
| <b>NET BLOCK</b>   |          | <b>188,411,502</b>  | <b>250,499,024</b>  |
| <b>INVESTMENTS</b>   | V        | 19,994,800          | 19,994,800          |
| <b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>                                |          |                     |                     |
| Inventory  | VI       | 178,092,359         | 176,883,930         |
| Sundry Debtors   | VII      | 43,258,567          | 59,739,189          |
| Cash & Bank Balances   | VIII     | 42,797,086          | 106,108,009         |
| Loans & Advances   | IX       | 363,656,466         | 278,841,661         |
|  |          | <b>627,804,478</b>  | <b>621,572,789</b>  |
| <b>Less: CURRENT LIABILITIES &amp; PROVISIONS</b>                          | X        | <b>198,810,272</b>  | <b>222,445,399</b>  |
| <b>NET CURRENT ASSETS</b>  |          | <b>428,994,206</b>  | <b>399,127,390</b>  |
| <b>TOTAL</b>   |          | <b>637,400,508</b>  | <b>669,621,214</b>  |
| <b>Accounting Policies &amp; Notes on accounts</b>                         | XVII     |                     |                     |
| <b>Schedule I to X and XVII form an integral part of the Balance Sheet</b> |          |                     |                     |

In terms of our audit report attached of even date

For **A.B. BANSAL & COMPANY**  
Chartered Accountants

**A.B. Bansal**  
Partner  
M. No. 84628

Place : New Delhi  
Date : 05.09.2011

**Sandeep Rastogi**  
Sr. Manager (F&A)

**Nidhi Lochan**  
Company Secretary

For and on behalf of Board

**Sanjeev Kumar Prithani**  
Managing Director

**Rajesh Sharma**  
Director

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011**

| Particulars                                    | Schedule | 2010-2011<br>Rupees  | 2009-2010<br>Rupees  |
|--|----------|----------------------|----------------------|
| <b>INCOME</b>                                  |          |                      |                      |
| Income from Operations                         | XI       | 1,521,814,665        | 1,842,402,051        |
| Other Income                                   | XII      | 14,334,697           | 18,247,698           |
| <b>TOTAL</b>                                   |          | <b>1,536,149,362</b> | <b>1,860,649,749</b> |
| <b>EXPENDITURE</b>                             |          |                      |                      |
| Operating Expenses                             | XIII     | 1,282,219,437        | 1,541,052,760        |
| Payment & Benefit to Employees                 | XIV      | 49,354,616           | 55,665,119           |
| Administrative Expenses                        | XV       | 17,492,993           | 20,691,541           |
| Interest & Finance Charges                     | XVI      | 30,983,695           | 20,384,009           |
| Depreciation                                   | IV       | 39,155,323           | 28,894,072           |
| <b>TOTAL</b>                                   |          | <b>1,419,206,064</b> | <b>1,666,687,501</b> |
| <b>PROFIT BEFORE TAX</b>                       |          | <b>116,943,298</b>   | <b>193,962,248</b>   |
| Provision for Taxation                         |          | 27,633,000           | 32,964,000           |
| Provision for Deferred Tax                     |          | 11,214,808           | 36,506,000           |
| <b>PROFIT AFTER TAX</b>                        |          | <b>78,095,490</b>    | <b>124,492,248</b>   |
| Less : Prior Period Adjustments (Tax)          |          | (2,286,605)          | 99,267               |
| Less : Prior Period Adjustments (Others) - Net |          | 133,962              | 693,711              |
| Balance brought forward from previous year     |          | 78,918,337           | 11,369,377           |
| <b>PROFIT AVAILABLE FOR APPROPRIATION</b>      |          | <b>159,166,470</b>   | <b>135,068,647</b>   |
| Less: Proposed Dividend / Interim Dividend     |          | 3,504,600            | 5,256,900            |
| Less: Tax on Proposed / Interim Dividend       |          | 582,071              | 893,410              |
| Less: Transferred to General Reserve           |          | 75,000,000           | 50,000,000           |
| <b>PROFIT CARRIED TO BALANCE SHEET</b>         |          | <b>80,079,799</b>    | <b>78,918,337</b>    |
| Basic Earning per Share                        |          | 11.45                | 17.65                |
| Diluted Earning per Share                      |          | 11.45                | 17.65                |

**Accounting Policies & Notes on accounts**

XVII

*Schedule XI to XVII and IV form an integral part of the Profit & Loss Account*

In terms of our audit report attached of even date

**For A.B. BANSAL & COMPANY**  
Chartered Accountants

**For and on behalf of Board**

**A.B. Bansal**  
Partner  
M. No. 84628

**Sanjeev Kumar Prithani**  
Managing Director

Place : New Delhi  
Date : 05.09.2011

**Sandeep Rastogi**  
Sr. Manager (F&A)

**Nidhi Lochan**  
Company Secretary

**Rajesh Sharma**  
Director

**Brahmaputra Infraproject Limited**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011**

| Particulars  | 2010-2011<br>Rupees  | 2009-2010<br>Rupees  |
|--|----------------------|----------------------|
| <b>A Cash Flow from Operating Activities</b>                             |                      |                      |
| 1 Profit Before Tax  | 116,943,298          | 193,962,248          |
| 2 Adjustment for:  |                      |                      |
| Depreciation   | 39,155,323           | 28,894,072           |
| Interest paid  | 30,983,695           | 20,384,009           |
| Prior Period Adjustments   | (133,962)            | (693,711)            |
| Loss / (Profit) on sale of Investments                                   | -                    | (385,746)            |
| Loss / (Profit) on sale of Assets (Net)                                  | (519,940)            | (245,466)            |
| <b>B. Operating Profit before Working Capital changes (1+2)</b>          | <b>186,428,414</b>   | <b>241,915,406</b>   |
| <b>C. Changes In Working Capital (Excluding Cash &amp; Bank Balance)</b> |                      |                      |
| (Increase) / Decrease in Trade and other Receivables                     | (45,840,178)         | 44,665,531           |
| (Increase) / Decrease in Inventories                                     | (1,208,430)          | (93,658,538)         |
| Increase / (Decrease) in Trade Payables                                  | (49,405,627)         | 95,680,879           |
| <b>D. Cash Generated from Operations (B+C)</b>                           | <b>89,974,179</b>    | <b>288,603,278</b>   |
| <b>E. Less : Taxes paid</b>  | <b>28,124,005</b>    | <b>29,247,937</b>    |
| <b>F. Net Cash from Operating Activities (D-E)</b>                       | <b>61,850,174</b>    | <b>259,355,341</b>   |
| <b>G. Cash Flow from Investing Activities</b>                            |                      |                      |
| Purchase of Fixed Assets   | (16,026,255)         | (220,853,196)        |
| Sale / Adjustments of Assets   | 39,478,395           | 3,520,790            |
| (Increase) / Decrease in Investments in Others                           | -                    | 2,987,584            |
| <b>Net Cash used in Investing Activities</b>                             | <b>23,452,140</b>    | <b>(214,344,822)</b> |
| <b>H. Cash Flow From Financing Activities</b>                            |                      |                      |
| Proceeds from / Repayment of Long Term borrowings                        | (183,965,169)        | (34,051,271)         |
| Proceeds from / Repayment of Short Term borrowings                       | 66,652,066           | 44,850,263           |
| Interest Paid  | (31,300,134)         | (19,751,132)         |
| Dividend & Dividend Tax paid   | -                    | (10,151,249)         |
| <b>Net Cash used in Financing Activities</b>                             | <b>(148,613,237)</b> | <b>(19,103,389)</b>  |
| <b>I. Net Increase/(Decrease) in Cash and Cash Equivalents (F+G+H)</b>   | <b>(63,310,923)</b>  | <b>25,907,130</b>    |
| Cash and Cash Equivalents at the beginning of the year                   | 106,108,009          | 80,200,879           |
| Cash and Cash Equivalents at the end of the year                         | <b>42,797,086</b>    | <b>106,108,009</b>   |

In terms of our audit report attached of even date

For **A.B. BANSAL & COMPANY**  
Chartered Accountants

**A.B. Bansal**  
Partner  
M. No. 84628

Place: New Delhi  
Date : 05.09.2011

**Sandeep Rastogi**  
Sr. Manager (F&A)

**Nidhi Lochan**  
Company Secretary

**Rajesh Sharma**  
Director

For and on behalf of Board

**Sanjeev Kumar Prithani**  
Managing Director



**SCHEDULES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2011**

| PARTICULARS   | 2010-2011<br>Rupees | 2009-2010<br>Rupees |
|---|---------------------|---------------------|
| <b>SCHEDULE - I : SHARE CAPITAL</b>   |                     |                     |
| <b>AUTHORIZED SHARE CAPITAL</b>   |                     |                     |
| 8,000,000 Equity Share of Rs.10/- each<br>(Previous Year 8,000,000 Equity Share of Rs.10/- each)  | 80,000,000          | 80,000,000          |
| <b>ISSUED, SUBSCRIBED AND PAID UP</b>   |                     |                     |
| 7,009,200 Equity Shares of Rs. 10/- Each fully paid up<br>(Previous Year 70,09,200 Equity Shares of Rs. 10/- each fully paid up)                  | 70,092,000          | 70,092,000          |
| <b>TOTAL</b>  | <b>70,092,000</b>   | <b>70,092,000</b>   |
| <b>SCHEDULE - II : RESERVE &amp; SURPLUS</b>  |                     |                     |
| <b>Security Premium</b>   |                     |                     |
| Opening Balance   | 3,240,000           | 3,240,000           |
| Add: Received during the year   | —                   | —                   |
|   | <b>3,240,000</b>    | <b>3,240,000</b>    |
| <b>General Reserve</b>  |                     |                     |
| Opening Balance   | 60,000,000          | 10,000,000          |
| Add: Transferred during the year  | 75,000,000          | 50,000,000          |
|   | <b>135,000,000</b>  | <b>60,000,000</b>   |
| <b>Profit &amp; Loss A/c</b>  | <b>80,079,799</b>   | <b>78,918,337</b>   |
| <b>TOTAL</b>  | <b>218,319,799</b>  | <b>142,158,337</b>  |
| <b>SCHEDULE - III : SECURED LOAN</b>  |                     |                     |
| <b>1. Working Capital Facilities from Banks</b>   |                     |                     |
| – Cash Credit facilities<br>(Secured by hypothecation of Stock & Book-Debts on pari-passu basis and personal guarantee of the Promoter Directors) | 61,502,329          | 44,850,263          |
| <b>2. Corporate Loan</b>  |                     |                     |
| (Secured by hypothecation of Stock & Book-Debts on pari-passu basis and personal guarantee of the Promoter Directors)                             | 50,000,000          | 70,000,000          |
| <b>3. Term Loans:</b>   |                     |                     |
| – From Banks  | 19,441,014          | 16,531,705          |
| – From Others<br>(Secured against hyp. of Equipment, Machinery & personal guarantee of Promoter Directors)  | 14,259,338          | 19,264,315          |
| <b>4. Advances from Customers</b>   |                     |                     |
| (Secured against Bank Guarantee)  | 152,958,665         | 264,828,166         |
|   | <b>298,161,348</b>  | <b>415,474,449</b>  |

**SCHEDULES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2011**

**SCHEDULE - IV : FIXED ASSETS AS PER SCHEDULE XIV TO THE COMPANIES ACT 1956 AS ON 31.03.2011**

| Name of the Assets                | GROSS BLOCK        |                          |                       |                        | DEPRECIATION      |                       |                        |                        | NET BLOCK          |                    |
|-----------------------------------|--------------------|--------------------------|-----------------------|------------------------|-------------------|-----------------------|------------------------|------------------------|--------------------|--------------------|
|                                   | As on 01.04.2010   | Addition during the year | Deduction/ Adjustment | Total As on 31.03.2011 | Up to 31.03.2010  | Deduction/ Adjustment | For the year 2010-2011 | Total As on 31.03.2011 | As on 31.03.2011   | As on 31.03.2010   |
| <b>TANGIBLE :</b>                 |                    |                          |                       |                        |                   |                       |                        |                        |                    |                    |
| Plant & Machinery                 | 117,653,840        | 12,422,044               | 14,218,820            | 115,857,064            | 10,335,548        | 1,693,754             | 12,224,690             | 20,668,694             | 94,990,390         | 107,318,292        |
| Shuttering /Structural Steel      | 149,623,493        | 1,030,951                | 33,302,628            | 117,351,816            | 18,068,506        | 9,967,766             | 25,998,578             | 33,967,318             | 83,364,498         | 131,554,987        |
| Furniture & Fixture               | 6,220,317          | 292,645                  | 3,008,451             | 3,504,511              | 1,076,848         | 631,252               | 263,842                | 729,438                | 2,775,073          | 5,143,469          |
| Office Equipment                  | 469,546            | 41,150                   | 173,665               | 337,031                | 242,167           | 97,638                | 9,311                  | 153,640                | 183,391            | 227,379            |
| Motor Vehicle                     | 5,282,257          | 1,905,945                | -                     | 7,188,202              | 505,442           | -                     | 532,723                | 1,038,165              | 6,150,037          | 4,776,815          |
| Computer & Accessories - Hardware | 1,366,684          | 322,020                  | 637,183               | 661,521                | 285,649           | 181,983               | 140,963                | 234,629                | 616,992            | 1,061,035          |
| <b>INTANGIBLE :</b>               |                    |                          |                       |                        |                   |                       |                        |                        |                    |                    |
| Computer & Accessories - Software | 474,450            | 11,500                   | -                     | 485,950                | 77,403            | -                     | 77,016                 | 164,419                | 331,531            | 397,047            |
| <b>Grand Total</b>                | <b>281,090,587</b> | <b>16,028,256</b>        | <b>51,540,747</b>     | <b>245,576,095</b>     | <b>30,591,593</b> | <b>12,582,283</b>     | <b>36,155,323</b>      | <b>57,164,593</b>      | <b>186,411,502</b> | <b>250,499,024</b> |
| Previous Year                     | 63,758,181         | 220,653,196              | 3,520,790             | 281,090,587            | 1,942,957         | 245,466               | 26,694,072             | 30,591,563             | 250,499,024        | 61,815,224         |

**SCHEDULES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2011**

| PARTICULARS  | 2010-2011<br>Rupees | 2009-2010<br>Rupees |
|--|---------------------|---------------------|
| <b>SCHEDULE - V : INVESTMENTS</b>  |                     |                     |
| <b>Long Term - Equity (Unquoted, at cost) In Associates :</b>  |                     |                     |
| 270,200 Equity Shares of Brahmaputra Infrastructure Ltd. of Rs. 10/- each  | 19,994,800          | 19,994,800          |
| <b>TOTAL</b>   | <b>19,994,800</b>   | <b>19,994,800</b>   |
| <b>SCHEDULE - VI : INVENTORY</b>   |                     |                     |
| <i>(As taken, valued &amp; Certified by the Management)</i>  |                     |                     |
| <b>a) Work In Progress</b>   |                     |                     |
| EPC Division   | 166,145,054         | 161,511,284         |
| <b>b) Stock In Trade</b>   |                     |                     |
| Building Material & Spares   | 11,947,305          | 15,372,646          |
| <b>TOTAL</b>   | <b>178,092,359</b>  | <b>176,883,930</b>  |
| <b>SCHEDULE - VII : SUNDRY DEBTORS</b>   |                     |                     |
| <i>(Unsecured, Consider Good unless otherwise stated)</i>  |                     |                     |
| <b>a) Debts outstanding for a period exceeding six months</b>  | <b>82,749</b>       | <b>1,115,899</b>    |
| <b>b) Other Debts</b>  | <b>43,175,818</b>   | <b>58,623,290</b>   |
| <i>[Maximum amount outstanding during the year from related parties Rs. 60,997,683/- (Previous Year - Nil), Balance Outstanding as on 31.03.2011 is Rs.14,853,869 (Previous Year - Nil)]</i> |                     |                     |
| <b>TOTAL</b>   | <b>43,258,567</b>   | <b>59,739,189</b>   |
| <b>SCHEDULE - VIII : CASH AND BANK BALANCE</b>   |                     |                     |
| Cash in Hand   | 880,396             | 1,445,883           |
| Balances with Scheduled bank :   |                     |                     |
| - In Current Account   | 1,768,702           | 9,207,482           |
| - In Fixed Deposit Account<br><i>(including Interest Accrued thereon)</i>  | 40,147,988          | 95,454,644          |
| <b>TOTAL</b>   | <b>42,797,086</b>   | <b>106,108,009</b>  |
| <b>SCHEDULE - IX : LOANS &amp; ADVANCES</b>  |                     |                     |
| <i>(Unsecured, considered good)</i>  |                     |                     |
| Advance receivable in cash or in kind or for value to be received  |                     |                     |
| - to Directors & their relatives<br><i>(Maximum amount outstanding during the year from related parties Rs - Nil)</i>  | —                   | —                   |
| - to Others  | 250,315,446         | 185,951,021         |
| Advance Income Tax & TDS   | 58,733,281          | 36,239,276          |
| WCT/Input Tax Receivable   | 54,607,739          | 56,651,364          |
| <b>TOTAL</b>   | <b>363,656,466</b>  | <b>278,841,661</b>  |



**SCHEDULES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2011**

| PARTICULARS   | 2010-2011<br>Rupees         | 2009-2010<br>Rupees         |
|---|-----------------------------|-----------------------------|
| <b>SCHEDULE - X : CURRENT LIABILITIES AND PROVISIONS</b>  |                             |                             |
| <b>CURRENT LIABILITIES</b>                                |                             |                             |
| Expenses Payable  | 10,351,150                  | 15,817,708                  |
| Directors Remuneration Payable                            | 64,700                      | 113,162                     |
| TDS, Sales Tax, Service Tax & Other Statutory Liabilities | 16,490,823                  | 2,270,874                   |
| Unclaimed Dividend  | 364,043                     | 370,443                     |
| SD/Retention/ Withheld from Sub-contractor                | 30,839,888                  | 48,430,790                  |
| Sundry Creditors  | 73,885,949                  | 114,998,914                 |
|   | <u>131,996,553</u>          | <u>182,001,891</u>          |
| <b>PROVISIONS</b>   |                             |                             |
| Provision for Gratuity                                    | 1,080,599                   | 922,815                     |
| Provision for Leave Encashment                            | 1,049,449                   | 923,961                     |
| Provision for Income Tax                                  | 60,597,000                  | 38,596,732                  |
| Proposed Dividend   | 3,504,600                   | —                           |
| Tax on Proposed Dividend                                  | 582,071                     | —                           |
|   | <u>66,813,719</u>           | <u>40,443,508</u>           |
| <b>TOTAL</b>  | <u><u>198,810,272</u></u>   | <u><u>222,445,399</u></u>   |
| <b>SCHEDULE - XI : INCOME FROM OPERATIONS</b>             |                             |                             |
| Civil Contracts / Projects                                | 1,518,867,538               | 1,732,786,724               |
| Add : WIP at close  | 164,458,411                 | 161,511,284                 |
| Less: WIP at commencement                                 | 161,511,284                 | 51,895,957                  |
| <b>TOTAL</b>  | <u><u>1,521,814,665</u></u> | <u><u>1,842,402,051</u></u> |
| <b>SCHEDULE - XII : OTHER INCOME</b>                      |                             |                             |
| Machine Hiring Charges                                    | 983,403                     | 15,802,909                  |
| Miscellaneous Income                                      | 165,750                     | 1,296,832                   |
| Profit on Sale of Investments                             | —                           | 385,746                     |
| Sale of Scrap   | 435,544                     | 762,211                     |
| Income on Surrender of Property Right                     | 12,750,000                  | —                           |
| <b>TOTAL</b>  | <u><u>14,334,697</u></u>    | <u><u>18,247,698</u></u>    |
| <b>SCHEDULE - XIII : OPERATING EXPENSES</b>               |                             |                             |
| Site Operation Expenses                                   | 1,233,947,997               | 1,497,241,722               |
| Insurance Expenses  | 1,828,971                   | 2,715,824                   |
| Repair & Maintenance (Machinery)                          | 2,204,764                   | 1,979,973                   |
| Wages at site   | 22,971,065                  | 32,074,203                  |
| Sales Tax on Works Contract                               | 16,934,696                  | 6,980,240                   |
| Service Tax Paid  | 4,331,944                   | 60,798                      |
| <b>TOTAL</b>  | <u><u>1,282,219,437</u></u> | <u><u>1,541,052,760</u></u> |

**SCHEDULES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2011**

| PARTICULARS  | 2010-2011<br>Rupees | 2009-2010<br>Rupees |
|--|---------------------|---------------------|
| <b>SCHEDULE - XIV : PAYMENT &amp; BENEFIT TO EMPLOYEES</b> |                     |                     |
| Staff Salary   | 44,997,176          | 46,781,961          |
| Bonus, Gratuity & Leave Encashment                         | 528,493             | 2,203,287           |
| Mess Expenses  | 1,946,562           | 4,133,860           |
| Medical Reimbursement                                      | 1,019,141           | 1,133,751           |
| Contribution to Provident & Other Funds                    | 216,579             | 247,818             |
| Employees' welfare   | 646,665             | 1,164,442           |
| <b>TOTAL</b>   | <b>49,354,616</b>   | <b>55,665,119</b>   |
| <b>SCHEDULE - XV : ADMINISTRATIVE AND MISC. EXPENSES</b>   |                     |                     |
| Advertisement & Publicity                                  | 130,346             | 458,237             |
| Business Promotion Expenses                                | 303,924             | 413,884             |
| Directors' Remuneration                                    | 1,920,000           | 1,368,387           |
| Directors' Travelling Expenses                             | 42,658              | 25,260              |
| Leased Accomodation to Directors                           | 1,405,260           | 456,950             |
| Director sitting fee                                       | 335,000             | 370,000             |
| Filing & Listing Fees                                      | 48,079              | 43,025              |
| (Profit)/Loss on Sale/ Transfer of Fixed Assets            | (519,940)           | (245,466)           |
| Office Expenses  | 43,637              | 30,857              |
| Postage & Courier  | 17,661              | 29,825              |
| Telephone Expenses   | 2,462,113           | 3,189,454           |
| Printing & Stationery                                      | 661,508             | 1,250,029           |
| Legal & Professional                                       | 1,401,515           | 1,340,804           |
| Rent   | 2,539,632           | 5,274,364           |
| Repair & Maintenance (Others than Machinery)               | 681,431             | 993,661             |
| Conveyance   | 4,108,273           | 3,913,945           |
| Travelling Expenses (Others)                               | 396,496             | 273,709             |
| Hotel Boarding & lodging Expenses (Others)                 | 182,568             | 76,029              |
| Vehicle Running Expenses                                   | 954,181             | 1,106,907           |
| Donation   | 12,257              | 4,551               |
| Penalties  | 120,610             | —                   |
| Other Expenses   | 25,184              | 96,529              |
| <b>AUDITORS REMUNERATION</b>                               |                     |                     |
| Audit Fees   | 165,450             | 165,450             |
| Tax Audit Fees   | 55,150              | 55,150              |
| <b>TOTAL</b>   | <b>17,492,993</b>   | <b>20,691,541</b>   |
| <b>SCHEDULE - XVI : INTEREST &amp; FINANCE CHARGES</b>     |                     |                     |
| a) Interest Paid   | 27,595,931          | 25,029,285          |
| b) Bank, BG & Finance Charges                              | 6,352,169           | 6,930,869           |
|  | <b>33,948,100</b>   | <b>31,960,154</b>   |
| Less : Interest Received                                   | 2,964,405           | 11,576,145          |
| <b>TOTAL</b>   | <b>30,983,695</b>   | <b>20,384,009</b>   |

**SCHEDULE XVII – NOTES TO THE ACCOUNTS FORMING PART OF BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2011 AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE.**

**A. SIGNIFICANT ACCOUNTING POLICIES**

**1 Basis of accounting**

The financial statements have been prepared to comply with the requirements of the Companies Act, 1956, under the historical cost convention on the accrual basis of accounting and in accordance with the standards on accounting issued by the Institute of Chartered Accountants of India referred to in section 211(3C) of the Companies Act, 1956 as notified by Companies (Accounting Standard) Rules, 2006.

**2 Use of estimates:**

The preparation of financial statements in conformity with generally accepted accounting policies requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statement and the reported accounts of revenues and expenses for the years presented.

**3 Revenue recognition**

Income from construction contracts is recognized by reference to the stage of completion of the contract activity as certified by the client.

**4 Employee benefit**

a) Contribution to provident Fund, Family Pension and ESI Scheme are accounted for on actual payment basis and is charged to profit and loss account of the year. The eligible employees of the company are entitled to receive benefits under provident Fund, a defined contribution plan in which both employees and the company makes monthly contributions at a specified percentage of the covered employees salary, to the provident fund/ ESI authorities.

b) Liability on account of leave encashment and gratuity is provided on the basis of Actuarial Certificate as prescribed by Accounting Standard 15 "Employee Benefits".

**5 Investment**

Long term investments are stated at cost. Current investment is being stated at carrying cost. No provision is made for diminution in their value.

**6 Inventory**

All inventories consisting of Work in Progress (Contract), Materials and stores in hand has been valued at cost as certified by the Management.

**7 Fixed Assets**

Fixed Assets has been stated at cost less accumulated depreciation. Cost includes purchase price and all other attributable cost of bringing the assets to working condition for intended use.

**8 Depreciation**

Depreciation is provided on straight line method as per rates specified in Schedule XIV to the Companies Act, 1956 except Depreciation on Shuttering Material which has been charged on the basis of useful life estimated of 4 year by the Management taking into account 20% scrap value at the end of the useful life.

**9 Contingent Liabilities**

Contingent Liabilities not admitted by the company are not provided for in the accounts but are disclosed by way of Notes to Accounts.

**10 Taxation**

Income Tax comprises Current Tax, Deferred Tax and Fringe Benefit Tax. Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences subject to consideration of prudence. Deferred tax assets and liabilities are measured using the tax rates enacted or substantively enacted by the balance sheet date.

**11 Earning per share**

The earnings considered in ascertaining company's EPS comprises the net profit after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

**12 Borrowing cost**

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are considered as part of the cost of that asset. Other borrowing costs are recognized as an expense in the year in which they are incurred.

**13 Impairment of assets**

Pursuant to Accounting Standard (AS-28) on – Impairment of assets issued by the Institute of Chartered Accountant of India, the company assessed its fixed assets for impairment as at the year end and concluded that there has been no significant impaired fixed assets that needs to be recognized in the books of accounts.

**14** Insurance claims lodged with insurance companies have been accounted for in the books at the value estimated by the management.

**B. NOTES TO THE ACCOUNTS**

**1 Contingent Liabilities not provided for :**

- a) Guarantees given by banks towards performance, financial and contractual commitments on behalf of the Company Rs. 3,366.74 Lac (Net of Margin) (previous year Rs. 4,656 Lacs) Letter of Credit o/s as on 31.03.11 Rs.Nil (Net of Margin) (Previous Year 31.03.10 Rs.50.28 Lacs)
- b) In respect of VAT (UP VAT Deptt.) for the month of December 2008, January 2009 and April 2009 amounting to Rs. 6,493,403/-, the demand is being contested and pending before appellate authorities.

**2** The Balance of Security Deposit/Retention Money, Earnest Money, Withheld Money, Sundry Debtors, Loans & Advances and Sundry Creditors are subject to their confirmation.

**3 Accounting for Tax on Income:**

Current Tax is determined based on the provision of the Income Tax Act 1961 including treatment of Retention Money amount as contingent amount taxable in the year of its real accrual/receivable based on real income theory. Deferred tax has been provided for all timing difference as required under the provisions of the Accounting Standard -22 issued by the Institute of Chartered Accountants of India.

**4 Remuneration to Managing Director & Whole time Directors as under :**

| Particulars                       | Year ended<br>31.03.11 | Year ended<br>31.03.10 |
|-----------------------------------|------------------------|------------------------|
| Salary                            | 1,920,000              | 1,368,387              |
| Perquisites/ Accommodation Rental | 1,405,260              | 456,950                |
| <b>TOTAL</b>                      | <b>3,325,260</b>       | <b>1,825,337</b>       |

**5 Related Party Disclosure pursuant to Accounting Standard (AS) 18 is as follows:**

**List of Related Party:**

**(1) Associates:**

- i. Brahmaputra Infrastructure Ltd.
- ii. M. L. Singhi & Associates (P) Ltd.
- iii. Brahmaputra Finlease (P) Ltd.
- iv. Meghalaya Infratech Limited

**(2) Key Management Personnel & their relatives:**

- v. Suresh Kumar Prithani, Chairman
- vi. Sanjeev Kumar Prithani, Managing Director
- vii. Gopal Bachani, Wholetime Director
- viii. Satish Chandra Gupta, Director
- ix. Om Kumar, Director
- x. Rajesh Sharma, Director
- xi. Kiran Prithani, Relative
- xii. Nikita Prithani, Relative



## Brahmaputra Infraproject Limited

The following transactions were carried out with the related parties in ordinary course of business:

Statement showing related party transactions during the year ended on 31<sup>st</sup> March 2011. (Rs. in Lacs)

| S.No                           | Nature of Transactions  | Associates             | Key Management Personnel & their relatives |
|--------------------------------|---|------------------------|--|
| i)                             | Purchase of Material/ Services/Fixed Assets/ Rent/Interest Paid | 18.33<br>(1,611.11)    | 11.00<br>(Nil)                             |
| ii)                            | Sale of Material/ Services/ Fixed Assets/ Rent                  | 1,286.78<br>(83.81)    | Nil<br>(Nil)                               |
| iii)                           | Managerial Remuneration/Perks/Sitting Fee                       | Nil<br>(Nil)           | 36.60<br>(22.20)                           |
| iv)                            | Mobilisation Advance/Loan received during the year              | 1,377.70<br>(2,430.26) | Nil<br>(Nil)                               |
| v)                             | Loans/Mobilisation Advance Repaid during the year               | 1,377.70<br>(2,263.60) | Nil<br>(Nil)                               |
| vi)                            | Retention Money Released during the year                        | Nil<br>(38.03)         | Nil<br>(Nil)                               |
| <b>Outstanding at year end</b> |   |                        |  |
| vii)                           | Payables  | 19.16<br>(Nil)         | 2.94<br>(2.44)                             |
| viii)                          | Receivables   | 148.54<br>(Nil)        | Nil<br>(Nil)                               |
| ix)                            | Investments Outstanding   | 199.95<br>(199.95)     | Nil<br>(Nil)                               |

Note: figures in ( ) relates to previous year ended 31<sup>st</sup> March 2011

- 6 In the opinion of the Directors, the Current Assets, Loan & Advances (excluding Security deduction/Retention money) have a value on realization in ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
- 7 The company has not received information from vendors regarding their status under the Micro, Small and medium Enterprise Development Act, 2006 and hence disclosure relating to amounts unpaid as at the year end together with interest paid/payable under this Act has not been given.
- 8 **Calculation of Earning Per Share** (Amount in Rs.)

| Particulars   | As on<br>31.03.2011 | As on<br>31.03.2010 |
|---|---------------------|---------------------|
| <b>Net profit attributable to equity shareholders</b>                               |                     |                     |
| Profit after tax  | 78,095,490          | 124,492,248         |
| Less : Earlier Year Expenses  | (133,962)           | (693,711)           |
| Add/(Less) : Earlier Year Tax Expenses  | 2,286,605           | (99,267)            |
|   | <b>80,248,133</b>   | <b>123,699,270</b>  |
| Nominal value of equity share (Rs.)   | 10                  | 10                  |
| Weighted average number of equity shares  | 7,009,200           | 7,009,200           |
| Basic earnings per share (Rs.)  | 11.45               | 17.65               |
| Nominal value of equity shares (Rs.)  | 10                  | 10                  |
| Weighted average number of equity shares used to compute diluted earnings per share | 7,009,200           | 7,009,200           |
| Diluted earnings per share (Rs.)  | 11.45               | 17.65               |

9 The Company has not employed any employee whose salary exceed the limit specified U/s 217 (2A) of the Companies Act 1956.

**10 Segment Reporting**

The Company's operation mainly comprises of only one segment i.e. Civil Contract Services & therefore there are no other business/geographical segments to be reported as required under accounting Standard (AS-17) "Segment Reporting" issued by the Institute of Chartered Accountants of India. Hence requirements of segment reporting does not applicable to the company.

11 There is no impairment loss on fixed assets is recognized or reversed during the year pursuant to Accounting Standard (AS) 28.

12 Information pursuant to provision of part II of Schedule VI of the Companies Act, 1956 wherever applicable are as follows:- (Rs. in Lacs)

| S.No.  | Particulars                  | 2010-2011 | 2009-2010 |
|--------|------------------------------|-----------|-----------|
| I (A)  | Income from Operations       | 15,218.15 | 18,424.02 |
| (B)    | Other Income                 | 143.35    | 182.48    |
| (C)    | Profit Before Tax            | 1,169.43  | 1,939.62  |
| (D)    | Profit After Tax             | 780.95    | 1,244.92  |
| (E)    | Dividend                     | 35.05     | 52.57     |
| II (A) | Value of Import on CIF basis | Nil       | Nil       |
| (B)    | Expenses in Foreign Currency | Nil       | Nil       |
| (C)    | Earning in Foreign Currency  | Nil       | Nil       |

**13 Deferred Tax Liability**

The break up of tax effect of timing differences is given as under:

(Amount in Rs.)

| S. No. | Item of timing Difference                          | Opening as at 01.04.2010 | Charge/(Release) during the year | Closing as at 31.03.2011 |
|--------|--|--------------------------|----------------------------------|--------------------------|
| 1      | Depreciation                                       | 4,696,063                | (2,022,533)                      | 2,673,530                |
| 2      | Retention Money Adjustment                         | 37,130,937               | 11,713,990                       | 48,844,927               |
| 3      | Transitional Provision Gratuity / Leave Encashment | 69,428                   | (760,522)                        | (691,094)                |
|        | <b>Total</b>                                       | 41,896,428               | 8,930,935                        | 50,827,363               |

14 The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary, to make them comparable with current year figures.

**15 Search and Seizure Operation under Income Tax Act**

During the period under review search and seizure operation under section 132 of the Income Tax Act, 1961 had taken place in the premises of the Company. Search assessment proceeding are still in progress.

16 Following the insurance claim accounting policy, the company has accounted for claim against Loss/Damages occurred due to Farmers Agitation during the year at company site "Yamuna Expressway Project". The Management is hopeful to get the claim from the respective constituents atleast to the value accounted for in books of accounts.

In terms of our audit report attached of even date

For **A.B. BANSAL & COMPANY**  
Chartered Accountants

**A.B. Bansal**  
Partner  
M. No. 84628

Place : New Delhi  
Date : 05.09.2011

**Sandeep Rastogi**  
Sr. Manager (F&A)

**Nidhi Lochan**  
Company Secretary

**Rajesh Sharma**  
Director

For and on behalf of Board

**Sanjeev Kumar Prithani**  
Managing Director

**BALANCE SHEET ABSTRACT AND COMPANY'S BUSINESS PROFILE**

**1. REGISTRATION DETAILS**

|                    |            |            |    |
|--------------------|------------|------------|----|
| Registration No.   | 48613      | State Code | 55 |
| Balance Sheet Date | 31.03.2011 |            |    |

**2. CAPITAL RAISED DURING THE YEAR (Amount in Rs.Thousands)**

|              |     |                   |     |
|--------------|-----|-------------------|-----|
| Public Issue | Nil | Right Issue       | Nil |
| Bonus Issue  | Nil | Private Placement | Nil |

**3. POSITION OF MOBILISATION & DEPLOYMENT OF FUNDS (Amount in Rs. Thousands)**

|                   |         |              |         |
|-------------------|---------|--------------|---------|
| Total Liabilities | 637,401 | Total Assets | 637,401 |
|-------------------|---------|--------------|---------|

**SOURCES OF FUNDS**

|                           |         |                        |         |
|---------------------------|---------|------------------------|---------|
| Paid up Capital including | 70,092  | Reserves & Surplus     | 218,320 |
| Secured Loan              | 298,161 | Unsecured Loans        | Nil     |
| Advance from Promoters    | Nil     | Deferred tax Liability | 50,828  |

**APPLICATION OF FUNDS**

|                    |         |                   |        |
|--------------------|---------|-------------------|--------|
| Net Fixed Assets   | 188,412 | Investments       | 19,995 |
| Net Current Assets | 428,994 | Misc. Expenditure | Nil    |
| Accumulated Losses | Nil     |                   |        |

**4. PERFORMANCE OF THE COMPANY (Amount in Rs. Thousand)**

|                         |           |                   |           |
|-------------------------|-----------|-------------------|-----------|
| Turnover                | 1,536,149 | Total Expenditure | 1,419,206 |
| Profit before Tax       | 116,943   | Profit after tax  | 78,095    |
| Earning per Share (Rs.) | 11.45     | Dividend rate (%) | 5.00%     |

**5. GENERIC NAMES OF THREE PRODUCTS / SERVICES OF THE COMPANY  
(As per monetary terms)**

|                          |      |                      |              |
|--------------------------|------|----------------------|--------------|
| Item Code No. (ITC Code) | N.A. | Products Description | Construction |
| Item Code No. (ITC Code) | N.A. | Products Description | N.A.         |
| Item Code No. (ITC Code) | N.A. | Products Description | N.A.         |

**Brahmaputra Infraproject Limited**

Regd. Office : Brahmaputra House, A-7, Mahipalpur (NH 8 – Mahipalpur Crossing), New Delhi – 110 037

**PROXY FORM**

Folio No. / Cleint ID No. ....

No. of equity shares held.....

I/We.....of..... in the district of.....being a Member/Members of the above Company hereby appoint Sh./Smt.....of..... in the district of.....or failing him her Sh./Smt.....of..... in the district of..... as my/our proxy to vote for me/us on my/our behalf at the 19<sup>th</sup> Annual General Meeting of the Company to be held on Friday, the 30<sup>th</sup> day of September, 2011 at Govindam Banquet, Behind Mother Dairy, Sector-7, Dwarka, New Delhi – 110075, at 10.00 a.m. and any adjournment thereof.

Signed this.....day of.....2011.



Signature.....

**Note** : The form should be signed across the stamp as per specimen signature registered with the Company. The proxy form must reach the Registered Office of the Company not less than 48 hours before the time fixed for holding the aforesaid meeting.



**Brahmaputra Infraproject Limited**

Regd. Office : Brahmaputra House, A-7, Mahipalpur (NH 8 – Mahipalpur Crossing), New Delhi – 110 037

**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of the Attending Member (In Block Letters).....

Member's Registered Folio Number.....

Name of Proxy (In Block Letters).....

(To be filled in if the proxy attends instead of the member).....

No. of Shares held.....

I hereby record my presence at the 19<sup>th</sup> Annual General Meeting held at Govindam Banquet, Behind Mother Dairy, Sector-7, Dwarka, New Delhi – 110075 on 30<sup>th</sup> day of September, 2011.

Kindly bring your copy of Annual Report at the Annual General Meeting as copies of the report will not be distributed at Meeting

.....  
Member's/Proxy's Signature



# BOOK-POST



*If undelivered, please return to:*

## **Brahmaputra Infraproject Limited**

**Corporate & Registered Office**

Brahmaputra House, A-7 Mahipalpur

(NH 8 - Mahipalpur Crossing), New Delhi - 110 037

Phone : +91-11-42290200 (50 Lines), Fax : +91-11-41687880

E-mail : [secretarial.bipl@brahmaputragroup.com](mailto:secretarial.bipl@brahmaputragroup.com)