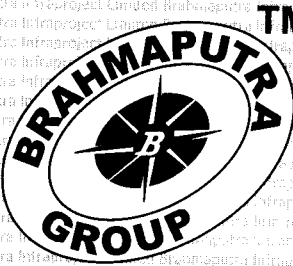


17th Annual Report 2008-2009



Brahmaputra Infraproject Limited

Contributing towards nation building

Brahmaputra Infraproject Limited**BOARD OF DIRECTORS**

Suresh Kumar Prithani	-	Chairman cum Managing Director
Gopal Bachani	-	Whole Time Director
Satish Chander Gupta	-	Independent Director
Om Kumar	-	Independent Director
Rajesh Sharma	-	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

Report Junction.com

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

17TH ANNUAL GENERAL MEETING

Day	: Tuesday
Date	: 29th September, 2009
Time	: 10.00 A.M.
Venue	: Sylvan Chef, Central School Road, Behind Spinal Injury Hospital, Vasant Kunj, New Delhi – 110070

<u>CONTENTS</u>	<u>PAGE NO.</u>
Notice	2
Directors' Report	4
Management Discussion and Analysis Report	6
Corporate Governance Report	8
Auditors' Report	15
Balance Sheet	18
Profit & Loss Account	19
Cash Flow Statement	20
Schedules forming part of the Accounts	21
Balance Sheet Abstract	29

Brahmaputra Infraproject Limited**NOTICE**

Notice is hereby given that the 17th Annual General Meeting of the members of Brahmaputra Infraproject Limited will be held on Tuesday, the 29th day of September, 2009 at 10.00 A.M. at Sylvan Chef, Central School Road, Behind Spinal Injury Hospital, Vasant Kunj, New Delhi – 110070 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2009 and Profit & Loss Account of the Company for the year ended on that date, together with the Reports of Directors and Auditors thereon.
2. To declare dividend on equity shares at the rate of Re. 0.50 per share as recommended by the Board.
3. To appoint a Director in place of Mr. Suresh Kumar Prithani, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rajesh Sharma, who retires by rotation and being eligible, offers him-self for re-appointment.
5. To appoint M/s A.B. Bansal & Co., Chartered Accountants as Auditors to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"Resolved that Mr. Gopal Bachani, who was appointed as an Additional Director and further as Whole-time Director of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a shareholder proposing him as a candidate for the Director under provisions of Section 257 of the Companies Act, 1956 along with a deposit of Rs.500 and who is eligible for appointment be and is hereby appointed as a Director of the company whose period of office shall be liable to determination by rotation."
7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"Resolved that Mr. Om Kumar who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a shareholder proposing him as a candidate for the Director under provisions of Section 257 of the Companies Act, 1956 along with a deposit of Rs.500 and who is eligible for appointment be and is hereby appointed as a Director of the company whose period of office shall be liable to determination by rotation."
8. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"Resolved that Mr. Satish Chander Gupta who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a shareholder proposing him as a candidate for the Director under provisions of Section 257 of the Companies Act, 1956 along with a deposit of Rs. 500 and who is eligible for appointment be and is hereby appointed as a Director of the company whose period of office shall be liable to determination by rotation."

By order of the Board of Directors
Brahmaputra Infraproject Limited

Sd/-

Nidhi Lochan

Company Secretary

Date : 31.08.2009

Place : New Delhi

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. An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
3. The Register of the Members and Share Transfer Books of the Company shall remain close from 25th September, 2009 to 29th September, 2009 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
4. The members seeking any information with regard to the Accounts are requested to write to the Company atleast one week before the meeting so as to enable the management to keep the information ready.

Brahmaputra Infraproject Limited

5. 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.
6. 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.
7. 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 Registrar and Share Transfer Agent.
8. Corporate members intending to send their representatives are requested to send a duly certified copy of Board Resolution authorising their representatives to attend and vote at the Annual General Meeting.
9. Pursuant to the provisions of Article of Association, Mr. Suresh Kumar Prithani and Mr. Rajesh Sharma, Directors of the Company are retiring by rotation at the ensuing Annual General Meeting of the Company and shall be re-appointed. Mr. Gopal Bachani, Mr. Om Kumar and Mr. Satish Chander Gupta who were appointed as Additional Directors will hold the office upto ensuing Annual General Meeting. However, they will be re-appointed as Directors liable to retire by rotation in said Annual General Meeting. The brief resume of such Directors and other information as per Clause 49 of the Listing Agreement with the Stock Exchanges are given in the Report of Corporate Governance.
10. 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.
11. Pursuant to section 205A of the Companies Act, 1956 any money transferred to unpaid dividend, which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transfer to the Investor Education and Protection Fund established under section 205C of the Companies Act, 1956.
During last three years, the Company has not declared any dividend. Hence, there is no unpaid / unclaimed dividend amount to be transferred to the Investor Education and Protection Fund.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT 1956**ITEM NO. 6**

Mr. Gopal Bachani who has been appointed on the Board as an Additional Director w.e.f. 13th November, 2008 and further appointed as a Whole-time director w.e.f. 1st December, 2008 by the Board pursuant to Section 260 of the Companies Act, 1956 vacates office at this Annual General Meeting. Notice and a deposit as required under Section 257 of the Companies Act, 1956 has been received from a shareholder proposing his candidature as a Director of the Company.

Your Directors recommend the resolution for your approval.

None of the Director except Mr. Gopal Bachani is any way concerned or interested in the resolution.

ITEM NO. 7

Mr. Om Kumar who has been appointed on the Board as an Additional Director w.e.f. 13th November, 2008 by the Board pursuant to Section 260 of the Companies Act, 1956 vacates office at this Annual General Meeting. Notice and a deposit as required under Section 257 of the Companies Act, 1956 has been received from a shareholder proposing his candidature as a Director of the Company.

Your Directors recommend the resolution for your approval

None of the Director except Mr. Om Kumar is any way concerned or interested in the resolution.

ITEM NO. 8

Mr. Satish Chander Gupta who has been appointed on the Board as an Additional Director w.e.f. 24th February, 2009 by the Board pursuant to Section 260 of the Companies Act, 1956 vacates office at this Annual General Meeting. Notice and a deposit as required under Section 257 of the Companies Act, 1956 has been received from a shareholder proposing his candidature as a Director of the Company.

Your Directors recommend the resolution for your approval.

None of the Director except Mr. Satish Chander Gupta is any way concerned or interested in the resolution.

By order of the Board of Directors
Brahmaputra Infraproject Limited
Sd/-

Nidhi Lochan
Company Secretary

Date : 31.08.2009
Place : New Delhi

Brahmaputra Infraproject Limited**DIRECTORS' REPORT**

Dear Members,

Your Directors have the pleasure in presenting the 17th Annual Report together with the Audited Accounts of the Company for the financial year ended 31st March, 2009.

Financial Results**(Rs. in Lacs)**

Particulars	Year ended 31.03.2009	Year ended 31.03.2008
Income from Operation	3062.02	2670.87
Other Income	39.61	0.44
Profit before Tax	318.19	0.71
Less: Provision for Taxation & Deferred Tax	110.80	0.55
Profit after Tax	207.38	0.16
Less: Provision for Taxation written off	0.49	1.68
Add: Balance from previous year	45.83	43.98
Profit available for Appropriation	253.70	45.83
Less: Proposed Dividend	35.05	0.00
Less: Tax on Proposed Dividend	4.96	0.00
Less: Transferred to General Reserve	100.00	0.00
Profit carried to Balance Sheet	113.69	45.82

Performance

During the year under review, the total income of the Company amounted to Rs. 3101.63 lacs as against Rs. 2671.31 lacs during the previous year. However, the Company has earned Profit of Rs. 318.19 lacs before tax during the year as against Rs. 0.71 lacs during the previous year.

Dividend

The Board of Directors has recommended a dividend of Re. 0.50 per equity share for the year ended 31st March, 2009. The proposed dividend, if approved by the members, will be paid to the shareholders and the same will be tax free in the hands of the shareholders.

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 Annual Report.

Directors

Mr. Govind Lal Gadiya, Mr. Pramod Kumar Chapparwal, Mr. Ramphal Bansal, Mr. Ashok Kumar Gadiya and Mr. Ashok Kumar Singhal have resigned during the year due to the change in management of the Company on 13th November, 2008 where as Mr. Om Prakash Kejriwal has resigned as Director of the Company on 24th February, 2009 for personal reasons.

In accordance with the articles of the Company and the provisions of the Companies Act, 1956, Mr. Suresh Kumar Prithani and Mr. Rajesh Sharma will retire by rotation at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment on the Board of your Company.

During the year Mr. Om Kumar and Mr. Satish Chander Gupta were appointed as additional directors of the Company till the conclusion of this Annual General Meeting. However, both being eligible, offer themselves for reappointment as directors of your company.

Brahmaputra Infraproject Limited

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 31st March 2009, 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 31st March, 2009 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 31st March, 2009 have been prepared on a 'going concern' basis.

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 thereunder, during the year.

Auditors

M/s Ramesh Somani & Co., Statutory Auditors of the Company has resigned on 18th February, 2009 and M/s A B Bansal & Co. being appointed as the statutory auditor of the Company in the Extraordinary General Meeting held on 23rd March, 2009 and as their term is getting expired at the conclusion of the ensuing Annual General Meeting, being eligible they have offered themselves for re-appointment and confirmed that if re-appointed, their appointment will be within the statutory limits.

Auditors' Report

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

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

The Directors place on record their appreciation for the excellent services of the employees at all levels. The Company also expresses thanks to its shareholders, bankers, central and state governments and district level authorities, sub contractors and clients of the company whose continued support has been a source of the strength and inspiration to the company.

On behalf of the Board
Brahmaputra Infraproject Limited

Sd/-
Suresh Kumar Prithani
Chairman

Date : 31.08.2009
Place : New Delhi

Brahmaputra Infraproject Limited**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Over all review**

The Company is being converted into an Infrastructure Company from a Non Banking Financial Company and has significantly marked its presence in the infrastructure sector as a whole and more specifically in the segments of core competency in the Construction of Roads, Urban Infrastructure and other Heavy Civil Construction. There is an ample growth potential and the Company is committed to strengthen its presence. Though there is stiff competition, the Company will persist in its endeavor to increase its overall presence in the industry with increased market share.

The Company has in-house expertise and capability in construction and project management, development consultancy, which enables it to meet the project timeliness and commitments and ensuring that the highest level of technical and service standards are met. The company is making efforts to delivering quality product with excellent standards and the results are expected to be visible in the ensuing financial year. Continuous efforts are being made to strengthen the team.

Opportunities

The Economic Survey 2007-08 pointed out that manufacturing, construction and communication were the leading sectors in the acceleration of growth during the Tenth Five year Plan, judged by their increased contribution to growth. The contribution of the construction sector increased to 10.80 percent during the Tenth five year plan from 7.5 percent during the Ninth five year plan. Indian construction market is slowly but surely moving towards high end. The continuing demand and supply gap of residential, hotels and office spaces present a great opportunity for the Company to increase its market share more specifically.

The Government's initiative against the unorganized sector to bring them into mainstream is expected to yield desired result in the near future and then organized industries will be on a level playing field.

Risks and concerns

The risk management guidelines are in place across the functions of the organization and the risk assessments and minimization procedures are informed to the Board at regular intervals. These are reviewed regularly by the Executive Management for control of the risk through defined guidelines. The Board is responsible for providing oversight and reviewing the risk and the Audit committee is entrusted with the responsibility of risk management process, which in turn is assisted by Functional heads of the Company who have the primary responsibility of identification, mitigation and monitoring the risk.

Some of the key risks affecting the Company are explained below:

- The instability in the fuel prices due to continuous increase in energy prices in the international market has significantly put pressure on margins.
- To retain skilled professionals is also a cause for concern. However, best HR practices are in place to retain the talent and reduce the attrition.
- Due to high inflation and tightening of credit by RBI, finance costs may be adversely affected in the coming year.

Outlook

With the continued buoyancy and Government's thrust towards infrastructure, the Company is gearing itself to capitalize the opportunity with its high end product portfolio by strengthening its pan India distribution.

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. The Company has extended the ERP. The Company has started preparing a comprehensive SOP manual across all functions of the organization which are in line with the best global practices along with authority matrix for each control and each function.

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.

Brahmaputra Infraproject Limited

1. **Turnover:** The Company's gross turnover increased by 12.77% during the year as compared to the previous year.
2. **Finance charges:** Finance charges for the year amounted to Rs. 75.50 lacs as against the previous year of Rs. 0.10 lacs. This is due to increased working capital limit and short / long term / loans.
3. **Depreciation:** The current year depreciation amounted to Rs. 18.61 lacs as against Rs. 1.32 lacs of previous year.
4. **Profit:**
 - a) Profit before Depreciation and Taxation amounted to Rs. 336.80 Lacs as against the previous year of Rs. 2.04 lacs.
 - b) Provision for taxation & deferred tax for the year amounting to Rs. 110.80 Lacs as against the previous year of Rs. 0.56 lacs.
 - c) Profit after tax for the year amounted to Rs. 207.38 lacs as against the previous year of Rs. 0.15 lacs.
5. **Fixed Assets:** During the year the Company added Rs. 622.02 lacs in fixed assets.
6. **Inventories:** Inventories amounted to Rs. 832.25 lacs as against Rs. 7.01 lacs of previous year.
7. **Sundry Debtors:** Customers receivable amounted to Rs. 344.30 lacs as against Rs. 3.41 lacs of previous year.
8. **Loans and Advances:** Loans and advances of Rs. 3,200 lacs representing advances paid for raw materials, stores and spares, advance taxes, un-utilized Cenvat / Service Tax credit, sundry deposits etc.
9. **Current liabilities and Provisions:** The amount of Rs. 973 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. As of 31st March 2009, 116 persons were employed in the Company.

Cautionary statement

The Management Discussion and Analysis Report may contain some statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence Company's operations such as Government policies, economic development, political factors and such other factors beyond the control of the Company.

Brahmaputra Infraproject Limited**REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE***(Pursuant to clause 49 of the Listing Agreement entered into with the Stock Exchange)***COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company is committed to benchmarking itself with the best in all areas including Corporate Governance. The Company's philosophy of Corporate Governance is aimed at strengthening the confidence among shareholders, clients, employees and ensuring a long term relationship of trust by maintaining transparency and disclosures. The Company believes in maintaining highest standards of quality and ethical conduct, in all the activities of the Company.

BOARD OF DIRECTORS**a) Composition & Size of Board:**

As on date, the Board consist of 5 directors out of which 3 directors (60%) are Independent Directors and 2 Directors (40%) are Non-independent Directors. 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 cum Managing Director)	Executive	7	-	-
Mr. Gopal Bachani (Whole-time Director)	Executive	-	-	-
Mr. Om Kumar	Non-Executive, Independent	2	2	-
Mr. Satish Chander Gupta	Non-Executive, Independent	8	2	2
Mr. Rajesh Sharma	Non-Executive, Independent	-	-	-

b) Board Meetings and Attendance:

During the year, Fourteen board meetings were held on 18th April, 2008, 12th May, 2008, 30th June, 2008, 9th July, 2008, 31st July, 2008, 19th August, 2008, 25th August, 2008, 1st September, 2008, 11th October, 2008, 27th October, 2008, 13th November, 2008, 1st December, 2008, 31st January 2009 and 24th February, 2009.

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

Name of Director	Date of Appointment	No. of Board Meetings		Attendance at the last AGM
		Held	Attendend	
Mr. Suresh Kumar Prithani	18.04.2008	14	13	Yes
Mr. Gopal Bachani	13.11.2008	4	4	No
Mr. Om Kumar	13.11.2008	4	3	No
Mr. S. C. Gupta	24.02.2009	1	1	No
Mr. Rajesh Sharma	18.04.2008	14	14	Yes

c) Code of Conduct

The Board has adopted a Code of Conduct for the Board Members and Senior Management 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 Chairman & 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 in respect of the financial year ended on 31st March, 2009."

On behalf of the Board
Brahmaputra Infraproject Limited

Sd/-
Suresh Kumar Prithani
Chairman

Date : 31.08.2009
Place : New Delhi