

15th Annual Report 2012-2013



Brahmaputra Infrastructure Limited

Contributing towards nation building

CORPORATE INFORMATION

BOARD OF DIRECTORS

| | |
|-------------------------------|-------------------------|
| Sanjeev Kumar Prithani | Joint Managing Director |
| Sanjay Kumar Mozika | Joint Managing Director |
| Suneet Kumar Todi | Whole Time Director |
| Rajesh Singh | Whole Time Director |
| Satish Chandra Gupta | Independent Director |
| Om Kumar | Independent Director |
| Viresh Shankar Mathur | Independent Director |
| Kuladhar Saharia | Independent Director |

COMPANY SECRETARY

Parimesh Manocha

AUDITORS

A. B. Bansal and Company

Chartered Accountants
216-220, Durga Chambers
1335, D.B. Gupta Road, Karol Bagh, New Delhi – 110 005
Phone: +91-11-2875 5325, Fax: +91-11-2875 2325
E-mail: abbansalca@airtelmail.in

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited
44, Community Centre, 2nd Floor, Naraina
Industrial Area, Phase-II, Near PVR Cinema,
New Delhi-110028
Phone: +91-11-4141 0592 / 93 / 94
Email: delhi@linkintime.co.in

CONSORTIUM OF BANKERS

Indian Overseas Bank, Leader
Allahabad Bank, Member
Axis Bank Ltd., Member
Corporation Bank, Member
HDFC Bank Ltd., Member
ICICI Bank Ltd., Member
Punjab National Bank, Member
State Bank of India, Member
Union Bank of India, Member

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
Email: cs@brahmaputragroup.com

15TH ANNUAL GENERAL MEETING

| | | |
|-------|---|--|
| Day | : | Monday |
| Date | : | 30 th September, 2013 |
| Time | : | 11.00 a.m. |
| Venue | : | Govindam Banquet, Behind Mother Dairy, Sector-7, Dwarka, New Delhi – 110075 |

NOTICE

Notice is hereby given that the 15th **Annual General Meeting** of the members of Brahmaputra Infrastructure Limited will be held on Monday, the 30th day of September, 2013 at 11.00 a.m. at Govindam Banquet, Behind Mother Dairy, Sector 7, Dwarka, New Delhi - 110 075 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013 and Profit & Loss Account for the year ended on that date together with Auditor's and Directors' Report thereon.
2. To appoint a director in place of Sh. Sanjeev Kumar Prithani, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Sh. Satish Chandra Gupta, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s. A.B. Bansal & Co., Chartered Accountants, as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration to be mutually agreed between the Auditors and the Board of Directors.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"Resolved that Sh. Kuladhar Saharia, who was appointed as an Additional Director of the Company on 11.03.2013 and who holds the 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 being appointed as 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 Director of the Company liable to retire by rotation."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:
"Resolved that Sh. Rajesh Singh, who was appointed as an Additional Director of the Company on 02.09.2013 and who holds the 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 being appointed as 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 Director of the Company liable to retire by rotation."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:
"Resolved that pursuant to the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment(s) thereof, and relevant provisions of the Articles of Association of the Company, the appointment of Sh. Rajesh Singh as Whole Time Director of the Company with designation Director - Business Development for a period of three years with effect from 02nd September 2013 be and is hereby approved on the terms and remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits under Section 349 and 350 of the said Act in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, allowances, and benefits, as approved herein be paid as minimum remuneration to the said Whole-time Director for a period not exceeding three years in the aggregate subject to requisite approvals under the said Act.

Resolved further that the Board of Directors be and is hereby authorized to vary and/or revise the remuneration of the said Whole-time Director within the overall limits approved herein and to settle any question or difficulties in connection therewith or incidental thereto.

Resolved further that the Board of Directors be and is hereby authorized to do all such acts, deeds or things, as may be necessary to give effect to this resolution and other matters incidental thereto and execute all such documents, instruments and writings as may be required or otherwise considered necessary by the Board in the best interest of the company as it may deem fit."

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

"Resolved that pursuant to the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment(s) thereof, and relevant provisions of the Articles of Association of the Company, the appointment of Sh. Sanjeev Kumar Prithani as Joint Managing Director of the Company with effect from 11th March 2013 to 31st March 2014 be and is hereby approved on the terms and remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits under Section 349 and 350 of the said Act in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, allowances, and benefits, as approved herein be paid as minimum remuneration to the said Joint Managing Director subject to requisite approvals under the said Act.

Resolved further that the Board of Directors be and is hereby authorized to vary and/or revise the remuneration of the said Joint Managing Director within the overall limits approved herein and to settle any question or difficulties in connection therewith or incidental thereto.

Resolved further that the Board of Directors be and is hereby authorized to do all such acts, deeds or things, as may be necessary to give effect to this resolution and other matters incidental thereto and execute all such documents, instruments and writings as may be required or otherwise considered necessary by the Board in the best interest of the company as it may deem fit."

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

"Resolved that pursuant to the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment(s) thereof, and relevant provisions of the Articles of Association of the Company, the appointment of Sh. Suneet Kumar Todi as Whole-time Director of the Company with effect from 11th March 2013 to 15th January 2017 be and is hereby approved on the terms and remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits under Section 349 and 350 of the said Act in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, allowances, and benefits, as approved herein be paid as minimum remuneration to the said Whole-time Director subject to requisite approvals under the said Act.

Resolved further that the Board of Directors be and is hereby authorized to vary and/or revise the remuneration of the said Whole-time Director within the overall limits approved herein and to settle any question or difficulties in connection therewith or incidental thereto.

Resolved further that the Board of Directors be and is hereby authorized to do all such acts, deeds or things, as may be necessary to give effect to this resolution and other matters incidental thereto and execute all such documents, instruments and writings as may be required or otherwise considered necessary by the Board in the best interest of the company as it may deem fit."

On Behalf of Board of Directors
Brahmaputra Infrastructure Limited

Place : New Delhi
Date : 02.09.2013

Parimesh Manocha
Company Secretary

Notes:

1. Explanatory statement as required under Section 173 (2) of the Companies Act, 1956 in respect of Special Business as set out in the notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

3. Corporate members/Societies 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.
4. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
5. The register of the members and share transfer books of the Company shall remain closed from **Monday, 23rd September 2013 to Monday, 30th September 2013** (both days inclusive) in connection with the Annual General Meeting.
6. Members are requested to send their queries, if any, at least 10 days in advance of the meeting, so that the information can be made available at the Annual General Meeting of the Company.
7. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, address, name etc. to their depository participant (DP). Members holding shares in physical form are requested to intimate the above said changes to the company's Registrar & Transfer Agent.
8. 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 is acting as our Registrar and Share Transfer Agent.
9. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, between 11:00 AM and 01:00 PM, upto the date of the ensuing Annual General Meeting.
10. In terms of the Circular No.51/12/2007-CL-III dated 8th February 2011 of the Ministry of Corporate Affairs, Annual Accounts of the subsidiary companies and the related detailed information will be kept open for inspection on all working days between 11:00 A.M. to 01:00 P.M. at the Registered office of the Company and of the concerned subsidiary companies.
11. Members are requested to bring their copy of the Annual Report to the Meeting.
12. 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.
13. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green initiative by intimating their email address to the company at the dedicated email ID i.e. cs@brahmaputragroup.com
14. The Company from next year would like to avail this opportunity for sending notices/annual reports/other documents to the members in the electronic mode to their email addresses already available (i) in the records of depositories, which will be made available to the Company by them; or (ii) in the records of Share Transfer Agent or the Company. This year the annual reports to all the shareholders are being sent through post.
15. **Unclaimed Dividend:** Transfer to Investor Education and Protection Fund:

Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, the unclaimed dividend will be transferred to the Investor Education and Protection Fund on expiry of 7 years from the date the dividend became due for payment as under:-

| Dividend | Due date for transfer to the said Fund |
|--|--|
| Final Dividend for F.Y. 2008-09 Declaration Date:- 29.09.2009 | 30.10.2016 |
| Interim Dividend for year 2009-10 Declaration Date:- 29.10.2009 | 29.11.2016 |
| Final Dividend for the F.Y. 2010-11 Declaration Date:- 30.09.2011 | 31.10.2017 |

It may be noted that all the unpaid dividend relates to Brahmaputra Infraproject Limited. No dividend is unpaid in Brahmaputra Infrastructure Limited.

It may be noted that after the expiry of the said due date(s) for transfer of unclaimed dividend to the said fund, no claim shall lie in respect of unclaimed dividend.

16. **NOMINATION:** Pursuant to Section 109A of the Companies Act, 1956, individual Shareholders holding shares in the Company singly or jointly may nominate an individual to whom all the rights in the shares in the Company shall vest in the event of death of the sole/all joint shareholders.
17. As per Clause 49 of the Listing Agreement with the Stock Exchanges, brief resume of the Directors proposed to be reappointed/appointed (item Nos. 2, 3, 5 & 6 of the Notice) are given hereunder:-
- Sh. Sanjeev Kumar Prithani, aged 44 years is a technocrat. He devotes his full time for the overall performance of the Company and is instrumental in expansion & growth of the Company. He is a graduate in Mechanical Engineering with over 15 years of experience in civil construction and is known for his in-depth understanding of the EPC segment. He is a perfectionist in the field besides being a stickler for quality. Sh. Prithani is thorough in drawing up design plans and scheme for execution of projects requiring knowledge of civil engineering and is responsible for ensuring the organisation's technical efficiency and achievement. He is on the Board since 02nd September 1998. He is not a director in any company other than Brahmaputra Infrastructure Limited. Sh. Prithani is also member of Shareholders' Grievance Committee. He holds 14,81,534 equity shares in the Company. He is not related to any other director on the Board of the Company. His Director Identification No. is 00003647.
 - Sh. Satish Chandra Gupta, aged 66 years, is M.Com & Certified Associate of the Indian Institute of Bankers. He has served as Chairman & Managing Director of Punjab National Bank. Sh. 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. He serves as a director on the board of Emmsons International Limited, Jai Balaji Industries Limited, ISMT Limited, Solar Industries India Limited, Gujarat Foils Limited, Orbit Corporation Limited, SMC Global Securities Limited, Prudent Arc Limited. (Directorships held in other companies are as per Sections 275 and 278 of the Companies Act, 1956). He is a member of the Audit Committee & Chairman of the Shareholders' Grievance Committee of the Company. He is also a member of Audit Committee of Gujarat Foils Limited, Orbit Corporation Limited, ISMT Limited, Jai Balaji Industries Limited, Solar Industries India Limited and Emmsons International Limited. (Chairmanship/Membership of Shri Gupta in Committee of Directors in other companies are in terms of Clause 49 of the Listing Agreement). Sh. Gupta does not hold any shares in the Company and is not related to any other director on the Board of the Company. His Director Identification No. is 00025780.
 - Sh. Kuladhar Saharia, aged 69 years, is B.E. (Civil) by qualification. He is Ex-Chairman of Brahmaputra Board under Ministry of Water Resources, Government of India. He also worked as Chief Project Engineer in IIT, Guwahati & Stat Fed and was Executive & Superintendent Engineer with North East Electric Power Corporation. He is not a director in any public company other than Brahmaputra Infrastructure Limited. He is not a member / chairman in any committee of Directors. He does not hold any shares in the Company and is not related to any other director on the Board of the Company. His Director Identification No. is 01760367.
 - Sh. Rajesh Singh, aged 51 years is Electrical Engineer graduated from Visvesvaraya National Institute of Technology (VNIT), Nagpur and MBA (Marketing); having over 27 years of experience of working in India and abroad in the field of Sales & Marketing, Business Development and handling Key Accounts. He has exposure of working in industries engaged in Heavy Engineering, Consumer Durables and Civil Construction. He has worked with Companies like Kirloskar Electric Co. Ltd. and Bahwan Engineering Co, Muscat etc. and has travelled widely across Europe, Latin America and South East Asia on professional assignments for Business Development. He is not a director in any public company other than Brahmaputra Infrastructure Limited. He is a member of the Audit Committee of the Company. He is not a member/chairman in any other committee of Directors. He does not hold any shares in the company and is not related to any other director on the Board of the Company. His Director Identification No. is 06673945.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

As required by Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice dated 02nd September 2013.

ITEM NO. 5

Sh. Kuladhar Saharia was appointed as an Additional Director of the Company with effect from 11th March, 2013. Pursuant to Section 260 of the Companies Act, 1956, Sh. Kuladhar Saharia holds office upto the date of this Annual General Meeting. The Company has received a notice under section 257 of the Companies Act, 1956 together with requisite deposit from a member of the Company proposing the name of Sh. Kuladhar Saharia for appointment as a Director of the Company. Your Directors recommend this resolution for your approval. Brief resume of Sh. Kuladhar Saharia is given in the notes appended to the Notice of this meeting.

None of the Directors, except Sh. Kuladhar Saharia is concerned or interested in the proposed resolution.

ITEM NO. 6

Sh. Rajesh Singh was appointed as an Additional Director of the Company with effect from 02nd September, 2013. Pursuant to Section 260 of the Companies Act, 1956, Sh. Rajesh Singh holds office upto the date of this Annual General Meeting. The Company has received a notice under section 257 of the Companies Act, 1956 together with requisite deposit from a member of the Company proposing the name of Sh. Rajesh Singh for appointment as a Director of the Company. Your Directors recommend this resolution for your approval. Brief resume of Sh. Rajesh Singh is given in the notes appended to the Notice of this meeting.

None of the Directors, except Sh. Rajesh Singh is concerned or interested in the proposed resolution.

ITEM NO. 7: APPOINTMENT OF SH. RAJESH SINGH AS WHOLE TIME DIRECTOR

The Board of Directors has appointed Sh. Rajesh Singh as Whole-time Director of the Company for tenure of three years w.e.f. 02nd September 2013 to 01st September 2016 on the terms and remuneration set out hereunder subject to the approval of the shareholders and such other necessary approvals, as may be required.

In terms of Schedule XIII to the Companies Act, 1956, the relevant details are as under:-

I. GENERAL INFORMATION:

- Nature of Industry:** Construction
- Date or expected date of commencement of commercial production:** The Company commenced its business on 25.09.1998.
- In case of new companies, expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus:** Not Applicable
- Financial performance based on given indicators:**

| (Rs. in Lacs) | | |
|--|---------------------------------|---------------------------------|
| Particulars | Financial Year ended 31.03.2013 | Financial Year ended 31.03.2012 |
| Sales & other income | 31584.02 | 29626.15 |
| Operating Profit (Before Interest, Depreciation & Taxes) | 6951.88 | 6814.04 |
| Profit after Tax | 128.82 | 688.92 |

- Export Performance & net foreign exchange collaborations:** Presently, the Company does not have any projects outside india.
- Foreign Investments or collaborators, if any:** Not Applicable.

II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details:

Sh. Rajesh Singh, aged 51 years is Electrical Engineer graduated from Visvesvaraya National Institute of Technology (VNIT), Nagpur and MBA (Marketing); having over 27 years of experience of working in India and abroad in the field of Sales & Marketing, Business Development and handling Key Accounts. He has exposure of working in industries engaged in Heavy Engineering, Consumer Durables and Civil Construction. He has worked with Companies like Kirloskar Electric Co. Ltd. and Bahwan Engineering Co, Muscat etc. and has travelled widely across Europe, Latin America and South East Asia on professional assignments for Business Development. Before joining the Company, he was Head - Business Development in Meghalaya Infratech Limited. He does not serve as Director in any other Company. He is a member of the Audit Committee of the Company.

2. Past Remuneration: Before joining the Company, he was Head - Business Development in Meghalaya Infratech Limited and drawing total salary of Rs. 1,41,116/- per month.

3. Job Profile & his Suitability: Sh. Rajesh Singh, Whole Time Director of the Company is vested with powers of management subject to the control, direction and superintendence of the Board of Directors. The Company has grown manifold since commencement of business in 1998. Consequently, the responsibilities of the managerial personnel have increased substantially with the growth of the Company. Considering his vast knowledge and experience of over 27 years, the Board has appointed him as an Additional Director and, subject to your approval, as Whole-time Director w.e.f. 02nd September 2013 on terms of remuneration enumerated at Point No. 4 below.

4. Remuneration Proposed: The Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 02nd September 2013 approved the terms of remuneration for the three years tenure of Sh. Rajesh Singh commencing 02nd September 2013 as under:

(A) Salary: Rs. 60,000/- per month in the range of Rs. 60,000/- to Rs. 90,000/- per month (maximum) with suitable increases as may be determined by Board of Directors based on recommendation of Remuneration Committee.

(B) Allowances, Perquisites & Other Benefits: Allowances, Perquisites & Other Benefits as follows will be paid and / or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the Company. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy, the perquisites shall be valued as per Income Tax Rules:

- (i) **House Rent Allowance:** House Rent Allowance shall be paid @ 50% of Salary.
- (ii) **Special Allowance:** Rs. 10,000/- per month in the range of Rs. 10,000 to Rs. 13,000/- per month.
- (iii) **Medical Reimbursement:** Reimbursement of medical expenses actually incurred for self and dependent family members, in India or abroad.
- (iv) **Leave Travel Concession / Allowance:** For self and family, once in a year, subject to a maximum of one month's salary, whether in India or Outside India.
- (v) **Club Fees:** Subscription or reimbursement of membership fee for clubs in India and / or abroad, subject to maximum of one club. No admission and life membership fee is allowed.
- (vi) **Provident Fund, Pension Fund & Superannuation Fund:** As per the rules of the Company.
- (vii) **Gratuity:** As per the rules of the Company.
- (viii) **Car:** Use of Company's Car with driver for official purpose and reimbursement for other business trips and tours.
- (ix) **Telephone, Computer, Laptop, Internet and Broadband etc.:** Provision of telephone, Computer, Laptop, Internet and Broadband etc. for use of company's business will not be considered as perquisites and Official Mobile phone bill will be reimbursed by the company. Personal long distance calls on telephone shall be billed by the company separately.
- (x) **Earned leave:** On full pay and allowances as per the rules of the company, but not exceeding one month's leave for every eleven months of service and leave accumulated shall be en-cashable at the end of the tenure. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

- (xi) **Children Education Allowance:** Children Education Allowance for the education of the Children (maximum two Children).
- (xii) **Business Development Expenses:** All expenses incurred for the purpose of the Business Development and other promotional activities will be reimbursed by the company.
- (xiii) **Any other allowance / expenses:** As per rules of the Company

- (C) The total remuneration (i.e. salary, perquisites and Allowances) in any one financial year shall not exceed the limits prescribed from time to time under section 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act, as may for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board of Directors on the recommendation of Remuneration Committee of Directors. Further, within the overall remuneration, the individual components may be changed as desired by Sh. Rajesh Singh and accepted by the Remuneration Committee.
- (D) Notwithstanding anything to the contrary herein contained, in the event of loss or inadequacy of profits in any financial year, Sh. Rajesh Singh, Whole Time Director shall be entitled to minimum remuneration comprising of aforesaid salary, perquisites and other allowances subject to necessary approvals, and in compliance of the provisions of Section II of Part II of Schedule XIII to the Act, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

The terms of remuneration set out hereinabove may also be treated as an abstract of memorandum of interest under Section 302 of the Companies Act, 1956.

- 5. **Comparative Remuneration profile with respect to Industry, size of the company, profile of the position & person:** The executive remuneration in the industry is on the rise. The 'Remuneration Committee' constituted by the Board in terms of the said Schedule perused remuneration of managerial persons in construction industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Sh. Rajesh Singh, before approving the remuneration as proposed herein before. The Company adopts conservative remuneration policy for its managerial personnel. Most companies in Construction industry, in particular to professionals pay higher remuneration.
- 6. **Pecuniary relationship, directly or indirectly with the company, or relationship with the Managerial Personnel, if any:** Besides the remuneration proposed, Sh. Rajesh Singh does not have any pecuniary relationship with the Company. No managerial personnel is relative of Sh. Rajesh Singh.

III. OTHER INFORMATION:

- 1. **Reasons of loss or Inadequate profits:** The appointment of Sh. Rajesh Singh, Whole-time Director is for a term up to 01st September 2016 and the future trend in profitability will largely depend on business environment in the domestic and global markets, cost of raw material and general state of economy as a whole. However, reason for lesser profits were:
 - (i) High Interest Cost.
 - (ii) Increase in Raw Material & other input cost.
 - (iii) Recession in the Market.
- 2. **Steps taken or proposed to be taken for improvement and Expected increase in productivity & profits in measurable terms:** Brahmaputra Infrastructure Limited, since its inception, has executed prestigious projects and over the last decade, it has built up commendable credentials. Based on these credentials, we have taken a conscious decision to target such projects like Bridges, ROBs etc where the existing depreciated resources of the Company such as Shuttering Material, Plants and Equipment etc can be utilized to increase the profit margins and to have an edge over the competitors. We have also started bidding and securing projects from the Govt./ PSU / Semi-Govt. Sector and recently the Company's Consortium with M/s BLA Projects Pvt Ltd. and M/s GSCO Infrastructure Ltd **has been awarded the project of Development & Operation of ChattiBariatu Coal Mining Block from NTPC Limited of worth Rs. 5338.42 Crores.** The Company expects increase in its profitability in coming year(s). None of Directors of the Company other than Sh. Rajesh Singh is concerned or interested in the aforesaid resolution. The resolution is recommended to the shareholders for passing as a Special Resolution.

ITEM NO. 8: APPOINTMENT OF SH. SANJEEV KUMAR PRITHANI AS JOINT MANAGING DIRECTOR

The Board of Directors has appointed Sh. Sanjeev Kumar Prithani as Joint Managing Director of the Company w.e.f. 11th March 2013 to 31st March 2014 on the terms and remuneration set out hereunder subject to the approval of the shareholders and such other necessary approvals, as may be required.

In terms of Schedule XIII to the Companies Act, 1956, the relevant details are as under:-

I. GENERAL INFORMATION:

1. **Nature of Industry:** Construction
2. **Date or expected date of commencement of commercial production:** The Company commenced its business on 25.09.1998.
3. **In case of new companies, expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus:** Not Applicable
4. **Financial performance based on given indicators:**

(Rs. in Lacs)

| Particulars | Financial Year ended 31.03.2013 | Financial Year ended 31.03.2012 |
|--|------------------------------------|------------------------------------|
| Sales & other income | 31584.02 | 29626.15 |
| Operating Profit (Before Interest, Depreciation & Taxes) | 6951.88 | 6814.04 |
| Profit after Tax | 128.82 | 688.92 |

5. **Export Performance & net foreign exchange collaborations:** Presently, the Company does not have any projects outside india.
6. **Foreign Investments or collaborators, if any:** Not Applicable.

II. INFORMATION ABOUT THE APPOINTEE:

1. **Background Details:** Sh. Sanjeev Kumar Prithani, aged 44 years is associated with the Company since its inception and has been a director of the Company since 1998. He is a graduate in Mechanical Engineering with over 15 years of experience in civil construction and is known for his in-depth understanding of the EPC segment. He is a perfectionist in the field besides being a stickler for quality. Sh. Prithani is thorough in drawing up design plans and scheme for execution of projects requiring knowledge of civil engineering and is responsible for ensuring the organisation's technical efficiency and achievement.

Sh. Sanjeev Kumar Prithani is a Director of Brahmaputra Housing & Urban Infrastructure Limited, Brahmaputra Promoters & Developers Limited and Satluj Infrastructure Limited. Also, Sh. Prithani is a member of Shareholders' Grievance Committee of the Company.

2. **Past Remuneration:** Sh. Sanjeev Kumar Prithani is Director of the Company since 02.09.1998. Before 11.03.2013, he was Managing Director of Brahmaputra Infraproject Limited. Consequent upon Scheme of amalgamation of Brahmaputra Infraproject Limited (Transferor Company) with Brahmaputra Infrastructure Limited (Transferee Company) approved by the Hon'ble High Court of Delhi on 04th January 2013 and become effective on 11th March 2013, he was designated as Joint Managing Director in the Company upto 31.03.2014. His past remuneration in Brahmaputra Infraproject Limited approved by the members at their Annual General meeting held on 29.09.2012 is as under:-

(A) **Salary:** Rs. 24,00,000/- (Rupees Twenty Four Lacs Only) per annum.

(B) **Commission:** On net profits of the Company computed in accordance with relevant provisions of the Act, to be determined by the Board from time to time.