

**SCALING NEW HEIGHTS**

**ANNUAL REPORT  
2009-2010**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Ramesh Kumar Mehra	Chairman
Mr. Prashant Mehra	Managing Director
Mr. Sidhnath Mehra	Whole Time Director
Mr. Mahesh Mehra	Non Executive Director
Mr. Parag Keshar Bhattacharjee	Independent Director
Mr. Rajesh Kumar Agarwal	Independent Director
Mr. Shankar Saraf	Independent Director
Mr. Sakti Pada Banerjee	Independent Director
Mr. Pradip Kumar Agarwal	Independent Director

### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Neha Jain

### REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Pvt Ltd.  
C-13, Pannalal Silk Mills Compound,  
L.B.S Marg, Bhandup (West)  
Mumbai - 400078  
Tel : 91-22-25496969  
Fax : 91-22-25960329  
Website : [www.linkintime.co.in](http://www.linkintime.co.in)

### STATUTORY AUDITORS

M/s. Sumanta & Co.  
Chartered Accountants  
71, B.R.B Basu Road  
5th Floor, Block-C  
Kolkata - 700001

### BANKERS

Indian Overseas Bank  
State Bank of India  
Axis Bank

### REGISTERED OFFICE

HB 170, Sector III  
Salt Lake  
Kolkata - 700106  
Tel : 91-33-23344166  
Fax : 91-33-23344148  
Website: [www.kaushalyainfrastructure.com](http://www.kaushalyainfrastructure.com)  
E mail : [info@kaushalyainfrastructure.com](mailto:info@kaushalyainfrastructure.com)

## CONTENTS

Notice	01
Directors' Report	06
Management Discussion and Analysis	09
Report on Corporate Governance	13
Auditors' Report	22
Balance Sheet	25
Profit & Loss Account	26
Cash Flow Statement	27
Schedules to the Accounts	28
Balance Sheet Abstract	43
Section 212 Report	44
Consolidated Accounts	46

# Notice

**NOTICE** is hereby given that the Eighteenth Annual General Meeting of the Members of Company will be held on Wednesday, the 29th day of September 2010, at 10:30 A.M. at Rabindra Okakura Bhavan, DD 27/A/1, Saltlake, Kolkata- 700 064 to transact the following Business :

## **AS ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2010, Profit & Loss Account for the financial period ended as on that date together with the Auditors' Report and the Directors' Report thereon.
2. To appoint a Director in place of Mr. Ramesh Kumar Mehra who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajesh Kumar Agarwal who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s. Sumanta & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

## **AS 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** Mr. Pradip Kumar Agarwal who was appointed as an Additional Director under section 260 of the Companies Act, 1956 ("the Act") on May 13, 2010 and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a 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 an Ordinary Resolution :-**

**"RESOLVED THAT** in accordance with the provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, the re-appointment of Mr. Prashant Mehra as Managing Director for a period from April 18, 2010 to September 30, 2014 and the remuneration payable on such re-appointment and other terms and conditions as setout in the agreement dated April 17, 2010 entered into between the Company and Mr. Prashant Mehra, a copy of which is placed before the meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during his term of office as Managing Director, Mr. Prashant Mehra will be paid remuneration in accordance with the provisions of Section II of Part-II of Schedule XIII to the Companies Act, 1956, or any modification(s) thereto.

**RESOLVED FURTHER THAT** the Board of Directors of the company and/or any committee thereof be and is hereby authorised to alter and vary the terms and conditions in accordance with the law in force from time to time and to take all such steps as may be considered necessary to give effect to the aforesaid resolution."

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

**"RESOLVED THAT** pursuant to the provisions of section 314 and other applicable provisions, if any of the Companies Act, 1956 and subject to such other consents, approvals, permissions as may be required, consent of the Company be and is hereby accorded to the appointment of Mr. Kartik Mehra, who is a relative of Mr. Mahesh Mehra, Director of the company to hold an office or place of profit under the Company as General Manager-Operations (East) on a consolidated monthly remuneration of Rs. 40,000/- with effect from October 1, 2010.

**FURTHER RESOLVED THAT** the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to determine, modify, consolidate and/or revise the terms and conditions of appointment of Mr. Kartik Mehra including designation and remuneration in any manner from time to time as it may at its discretion deem fit in consultation with the appointee, provided that the total monthly remuneration shall not exceed Rs. 50,000/-.

## Notice *(Contd.)*

**RESOLVED FURTHER THAT** the Board of Directors and/or any Committee thereof be and are hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution."

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

**"RESOLVED THAT** pursuant to the provisions of section 314 and other applicable provisions, if any of the Companies Act, 1956 and subject to such other consents, approvals, permissions as may be required, consent of the Company be and is hereby accorded to the appointment of Mr. Karan Mehra, who is a relative of Mr. Mahesh Mehra, Director of the company to hold an office or place of profit under the Company as General Manager-Operations (Central) on a consolidated monthly remuneration of Rs. 40,000/- with effect from October 1, 2010.

**FURTHER RESOLVED THAT** the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to determine, modify, consolidate and/or revise the terms and conditions of appointment of Mr. Karan Mehra including designation and remuneration in any manner from time to time as it may at its discretion deem fit in consultation with the appointee, provided that the total monthly remuneration shall not exceed Rs. 50,000/-.

**RESOLVED FURTHER THAT** the Board of Directors and/or any Committee thereof be and are hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution."

### Notes

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING AND SHALL NOT VOTE EXCEPT ON A POLL. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THEN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF MEETING.**
2. Members/Proxies are requested to bring the attendance slip duly filled in with their copy of the Annual Report at the venue of the Meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The relevant explanatory statements pursuant to Section 173(2) of the Companies Act, 1956, in respect of special business set out in the notice are annexed hereto.
6. Relevant documents referred to in this notice and explanatory statements are open for inspection by members at the registered office of the Company on all working days except Saturdays and holidays between 11.00 A.M. to 1.00 P.M. up to the date of Annual General Meeting.
7. Members are requested to quote their Registered Folio Number or Demat Account Number and Depository Participant (D.P.) Id Number on all correspondence with the Company.
8. Members are requested to send/notify the change of name, address, bank details, nomination, power of attorney, etc. to :
  - (a) the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078 in case of shares held in physical form.
  - (b) their respective Depository Participants, in case of shares held in electronic form.
9. No gift will be distributed at the Annual General Meeting.
10. The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2010 to September 29, 2010 (both days inclusive).



## Notice *(Contd.)*

11. Members desirous of getting information/clarification on the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days in advance of the meeting to the Company Secretary at the registered office so as the same may be attended appropriately.
12. As required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges the relevant details of Directors seeking appointment/reappointment at the Annual General Meeting are annexed herewith.
13. Members having multiple accounts in identical names or joint accounts in same order are requested to intimate the Company the ledger folio of such accounts to enable the Company to consolidate all such shareholdings into one account and to send the relevant Share Certificates.

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

#### **Item No. 5**

Pursuant to the Provision of Section 260 of the Companies Act, 1956, Mr. Pradip Kumar Agarwal was appointed as an additional director of the Company by the Board of Directors with effect from May 13, 2010. In terms of the provision of Section 260 of the Act, Mr. Pradip Kumar Agarwal would hold office upto the date of ensuing Annual General Meeting. The company has received a notice from a member along with requisite deposit proposing the candidature of Mr. Pradip Kumar Agarwal for the office of the Director of the Company under Section 257 of The Companies Act, 1956.

Mr. Pradip Kumar Agarwal is a fellow member of the Institute of the Company Secretaries of India. He has wide range of experience in the Management and Corporate Restructuring, Corporate Laws, SEBI rules and regulations.

Your Directors are of the view that the Company would be immensely benefited by the wealth of experience and expert advice of Mr. Pradip Kumar Agarwal.

Your Directors recommend the resolution at Item No. 5 for your approval.

None of the Directors of the Company except Mr. Pradip Kumar Agarwal is concerned or interested in the resolution.

#### **Item No. 6**

The term of office of Mr. Prashant Mehra as the Managing Director expired on April 17, 2010. Mr. Prashant Mehra has been instrumental in formulation of long-term vision and strategy of the Company. With time and effort, he has understood the business nuances of the Company and set the process, systems and procedures in place. As Managing Director of the Company, he has successfully steered the Company in the right direction. Considering his rich and vast experience and exceptional managerial skills, the Board of Directors felt that it would be in the best interest of the Company to re-appoint him as Managing Director of the Company.

Accordingly, on the recommendations of the Remuneration Committee and subject to the approval of the members, the Board of Directors in its meeting held on April 17, 2010 unanimously approved the re-appointment of Mr. Prashant Mehra as the Managing Director for a further period from April 18, 2010 to September 30, 2014 on the terms and conditions including remuneration as mentioned in the agreement entered into between the Board and Mr. Prashant Mehra.

An abstract, pursuant to Section 302 of the Companies Act, 1956 setting out the material terms of re-appointment and remuneration payable to Mr. Prashant Mehra as provided in the agreement dated 17.04.2010 has already been circulated to the members in April, 2010.

The material terms and remuneration payable in terms of agreement dated April 17, 2010 are here as under:

1. **Tenure of the Agreement :** From April 18, 2010 to September 30, 2014.

2. **Remuneration :**

*Salary :* Rs. 1,15,000/- per month with such revision as the board may approve from time to time in the salary grade of Rs 1,15,000/- to Rs 3,00,000/-.

However, in case of absence or inadequacy of net profits in any financial year, the remuneration payable to Mr. Prashant Mehra is restricted to Part II Section II [1 (A)] of Schedule XIII of the Act.

3. **Perquisites :**

a) *Leave Encashment :* As per applicable rules of the company.

b) *Leave :* Mr. Prashant Mehra will be entitled to leave on full pay as per applicable rules of the Company.

## Notice *(Contd.)*

- c) *Retiral Benefits* : Gratuity will be payable in accordance with the rules of the Company and such Gratuity shall not exceed half a month's salary for each completed year of service.
4. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
5. The Managing Director shall have the whole or substantially the whole of the management, control and superintendence of the affairs of the Company.
6. The appointment may be terminated by either party by giving 2 (Two) months notice in writing to the other party.

The agreement dated April 17, 2010 will be open for inspection by the members at the registered office of the company on any working day during business hours.

Your Directors recommend the resolution at Item No. 6 for your approval.

None of the Directors of the Company except Mr. Prashant Mehra himself and Mr. Ramesh Kumar Mehra being his relative are concerned or interested in the resolution.

### **Item No. 7**

Mr. Kartik Mehra has a Bachelor's Degree in Business Administration from the Bond University. He has worked as a Team Leader, Corporate Client Division of the American Express Bank, Kolkata and also worked in HSBC Bank, Kolkata as a Financial Planning Manager. It is expected that the Company would benefit immensely with his induction in the Company.

The appointment and remuneration of Mr. Kartik Mehra as General Manager-Operations (East) was considered and approved by the Board of Directors in their meeting held on August 27, 2010 subject to the prior approval of the shareholders in the ensuing Annual General Meeting.

As per the provision of section 314 of the Companies Act, 1956 the appointment and payment of remuneration of Mr. Kartik Mehra require the prior consent of the members of the company by way of special resolution.

Your Directors recommend the special resolution at Item No. 7 for your approval.

None of the Directors of the Company except Mr. Mahesh Mehra being relative of Mr. Kartik Mehra is concerned or interested in the resolution.

### **Item No. 8**

Mr. Karan Mehra has a degree in Bachelors of Science in Business and Management Studies from School of Management, University of Bradford, Bradford, UK. He has gained experience in business management by taking up various jobs while pursuing his education under Bradford University. Considering his qualification and experience, services of Mr. Karan Mehra will help the Company in achieving its corporate goals.

The appointment and remuneration of Mr. Karan Mehra as General Manager-Operations (Central) was considered and approved by the Board of Directors in their meeting held on August 27, 2010 subject to the prior approval of the shareholders in the ensuing Annual General Meeting.

As per the provision of section 314 of the Companies Act, 1956 the appointment and payment of remuneration of Mr. Karan Mehra require the prior consent of the members of the company by way of special resolution.

Your Directors recommend the special resolution at Item No. 8 for your approval.

None of the Directors of the Company except Mr. Mahesh Mehra being relative of Mr. Karan Mehra is concerned or interested in the resolution.

By Order of the Board  
**For Kaushalya Infrastructure Development Corporation Ltd**

Place : Kolkata  
Date : August 27, 2010

**Neha Jain**  
Company Secretary

# Notice *(Contd.)*

## ANNEXURE

**Details of Directors seeking appointment/reappointment at the Annual General Meeting as per clause 49 of the Listing Agreement with the stock exchanges.**

Particulars	Mr. Prashant Mehra	Mr. Ramesh Kr. Mehra	Mr. Rajesh Kr. Agarwal	Mr. Pradip Kr. Agarwal
Date of Birth	April 04, 1978	October 31, 1953	April 09, 1971	April 23, 1972
Date of Appointment	April 07, 2005	June 4, 1992	May 19, 2006	May 13, 2010
Educational Qualification	B.Sc in Business with highest distinction (with triples majors in Finance, Business Process Management and Operations management)	B.Com (Hons.)	B.Com (Hons.), FCA, DISA	B.Com, FCS
Expertise in specific functional areas	His responsibilities include providing leadership in the areas of business planning and development, financial planning & policies, project and operational management, setting up of the policies and procedures for various kinds of controls. Under his able guidance and direction, the Company has executed various infrastructure projects in various parts of the country.	He is the founder promoter and the chairman of the Company. He has to his credit vast experience in the field of Strategy & Business Development, Corporate Planning, Corporate Quality & Business Excellence.	He is Practicing Chartered Accountant by profession. He has wide experience in Corporate Finance and Tax Planning, Audit Income Tax, Corporate Laws, Mergers and Acquisitions, Consultancy, etc.	He is a dynamic, efficient and experienced Company Secretary Professional having the multi disciplinary skills and expertise in secretarial matters, corporate laws, SEBI Act, Corporate restructuring, general & strategic management.
Directorship in other Public Limited Companies as on March 31, 2010	1. Bengal KDC Housing Development Ltd. 2. Bengal Kaushalya Nirman Ltd. 3. Panchmool Ayurved Ltd.	1. Bengal KDC Housing Development Ltd. 2. Bengal Kaushalya Nirman Ltd. 3. Panchmool Ayurved Ltd.	1. Kaner Investments Ltd.	NIL
Membership/Chairmanship in other Public Companies (only in Audit and Shareholders/Investor Grievance Committee) as on 31, March, 2010	NIL	NIL	NIL	NIL
Number of shares held as on 31.03.2010	97760	30010	NIL	NIL

# Director's Report

## Dear Shareholders,

Your Directors are pleased to present the 18th Annual Report and the audited accounts for the financial year ended March 31, 2010.

### FINANCIAL PERFORMANCE

(Rs. in Lacs)

		STANDALONE		CONSOLIDATED			
		31.03.10		31.03.09		31.03.10	31.03.09
Contract Revenue & Other Income		8336.04		8381.83		8336.04	8383.46
Profit before Depreciation, Interest & Tax		770.06		668.22		763.83	659.89
Less : Depreciation	46.36		44.06		46.36		44.06
Interest	292.43	338.79	286.98	331.04	292.43	338.79	286.98
Profit Before Tax		431.27		337.18		425.04	328.85
Less : Provision for Tax							
- Current Tax	107.85		54.09		107.85		54.09
- Deferred Tax	34.20		(80.38)		34.20		(80.38)
- Fringe Benefit Tax	—		1.44		—		1.44
- Income Tax for Earlier Year	—	142.05	—	(24.85)	—	142.05	0.37
Net Profit After Tax		289.22		362.02		282.99	353.33
Less : Minority Interest		N.A		N.A		(0.98)	(2.57)
Net Profit After Minority Interest		N.A		N.A		283.97	355.90
Balance b/f from previous year		1208.03		846.01		1200.13	844.23
Balance available for appropriations		1497.25		1208.03		1484.10	1200.13
APPROPRIATIONS							
Transfer to General Reserve		0.00		0.00		0.00	0.00
Balance Carried to Balance Sheet		1497.25		1208.03		1484.10	1200.13

### OPERATIONS REVIEW

On a stand alone basis your Company has earned a total income of Rs. 8336.04 Lacs in the current financial year as against Rs. 8381.83 Lacs in the previous year. Your Company has earned a Profit Before Tax of Rs. 431.27 Lacs as against Rs. 337.18 Lacs incurred in the previous year registering a growth of 27.9%.

On Consolidated basis, during the financial year under review the Total Income of the Company is Rs. 8336.04 Lacs as against Rs. 8383.46 Lacs in the previous year. The Profit Before Tax increased to Rs. 425.04 Lacs from Rs. 328.85 Lacs registering a growth of 29.25%.

### DIVIDEND

Your Company is in process of implementing several new projects either directly/or through its subsidiaries and also actively scanning the horizon for emerging opportunities. In order to conserve the funds to meet the investment requirements for such new business opportunities, which will enhance the shareholders' value in the long term, the Board of Directors does not recommend any dividend for the financial year 2009-10.

### IPO PROCEEDS

During the year under review the Company has fully utilized Rs. 5700 Lacs raised through IPO.

### PUBLIC DEPOSIT

The Company did not invite/accept any deposits from the public during the year and as such there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 1975.



# Director's Report *(Contd.)*

## **SUBSIDIARIES**

The Company as of March 31, 2010 had six subsidiaries viz. Bengal KDC Housing Development Limited, Bengal Kaushalya Nirman Limited, Kaushalya Nirman Private Limited, Kaushalya Township Private Limited, Orion Abasaan Private Limited, and Kaushalya Energy Private Limited. Further, in terms of Section 4(1) (c) of the Companies Act, 1956, Kaushalya Solar Power Private Limited, a wholly owned subsidiary of Kaushalya Energy Private Limited incorporated on May 19, 2010 is also a subsidiary of the Company.

In terms of approval granted by the Central Government vide its letter(s) no. 47/598/2010-CL-III dated June 18, 2010 under Section 212(8) of the Companies Act, 1956, Annual Accounts, Directors and Auditors' Report and other related documents of the subsisting subsidiaries have not been attached with the balance sheet of the Company. These documents will be made available upon request by any member of the Company interested in obtaining the same and will also be kept for inspection in the registered office of your Company and the registered office of the subsidiaries concerned. The details on the accounts of the subsidiaries will be put on the Company's website viz. [www.kaushalyainfrastructure.com](http://www.kaushalyainfrastructure.com). As directed by the Central Government, the financial data of the subsidiaries has been furnished along with the statement pursuant to Section 212 of the Companies Act, 1956 forming part of the Annual Report. Further, pursuant to Accounting Standard (AS) -21 prescribed under the Companies (Accounting Standard) Rules, 2006, Consolidated Financial Statements presented by the Company include financial information about its subsidiaries.

## **DIRECTORS**

Tenure of Mr. Prashant Mehra as Managing Director of the Company expired on April 17, 2010. Keeping in view of his extraneous efforts, the Board has re-appointed Mr. Prashant Mehra as Managing Director of the Company subject to the approval of shareholders at the ensuing Annual General Meeting for a further period from April 18, 2010 to September 30, 2014.

Mr. Pradip Kumar Agarwal was appointed as an Additional Director of the Company on May 13, 2010. Mr. Agarwal is an Independent Director. In terms of section 260 of the Companies Act 1956, he shall hold office up to the date of ensuing Annual General Meeting. A notice has been received from a member of the Company under Section 257 of the Companies Act, 1956, proposing his appointment as Director.

Mr. Ramesh Kumar Mehra and Mr. Rajesh Kumar Agarwal retire by rotation and being eligible offer themselves for reappointment at the ensuing Annual General Meeting.

The Board of Directors recommends their respective appointment(s)/re-appointment(s).

The brief resume and other details relating to directors, who are to be appointed/re-appointed as stipulated under Clause 49 of the Listing Agreement are furnished in the Annexure to the Notice.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a) in the preparation of annual accounts for the financial year ended March 31, 2010, the applicable accounting standards were followed and that no material departures were made from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgment and estimate that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit & loss of the Company for the period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts for the financial year ended March 31, 2010 on a going concern basis.

## **AUDITORS AND AUDITORS' REPORT**

M/s Sumanta & Co., Chartered Accountants, the Statutory Auditors of the Company holds office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. It is proposed to re-appoint them as Statutory Auditors of the Company for the year 2010-11 and authorize the Board of Directors to fix their remuneration. The auditors have, under Section 224(1B) and Section 226 of the Companies Act, 1956, furnished certificates of their eligibility for their appointment.

# Director's Report *(Contd.)*

There are no qualifications in the Auditors' Report calling for comments by the Board of Directors under Section 217 of the Companies Act, 1956.

## **PARTICULARS OF EMPLOYEES**

During the year under review, no employee of your Company was in receipt of remuneration in excess of the limits specified under the provision of Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975; hence no such particulars are annexed.

## **CORPORATE GOVERNANCE**

Your Company believes in adhering to the highest standards of Corporate Governance and has been benchmarking its policies with the best corporate practices. A separate detailed report on corporate governance along with the Auditors' Certificate for its due compliance are annexed hereto and form a part of this Annual Report.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

A Management Discussion and Analysis Report forming part of the Directors' Report as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is discussed in a separate section of this Annual Report.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars as per Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988, are as under :

### **A. Conservation of Energy**

Though the Company's core activities are not energy intensive, substantial efforts were made towards energy conservation in all operational activities. Suitable measures have been taken to maximize savings in electricity, fuel and power consumption by the judicious use of equipments, machineries etc. used in the construction.

*Total energy consumption and energy consumption per unit as per form - A of Annexure to the rules of Industries specified in the schedule thereto :*

Not Applicable

### **B. Technology Absorption**

As the Company's main business is civil contract works, the Company has not undertaken any research & development activity. The technology adopted and applied is the latest technology available in the Industry enabling your company to timely complete the challenging tasks successfully. Many innovative techniques developed and put to effective use to achieve cost efficiency in the construction activity and to be more and more competitive in the prevailing environment. Though it is not possible to quantify the impact, the measures are expected to result in considerable savings.

### **C. Foreign Exchange Earnings & Outgo**

	(Rs.)
Earned	Nil
Outgo (Last Yr. Rs. 1, 47,677/-)	Nil

## **ACKNOWLEDGEMENT**

Your Directors would like to express their sincere appreciation to the Banks and Financial Institutions, Central and State Governments authorities, clients, consultants, suppliers and the investors at large for their continued co-operation and support and look forward for the same support in the coming years.

Your Directors also take this opportunity to acknowledge the dedicated efforts made by employees at all levels for their contribution to the success achieved by the Company.

Place : Kolkata  
Date : August 27, 2010

For and on behalf of the Board  
**Ramesh Kumar Mehra**  
Chairman