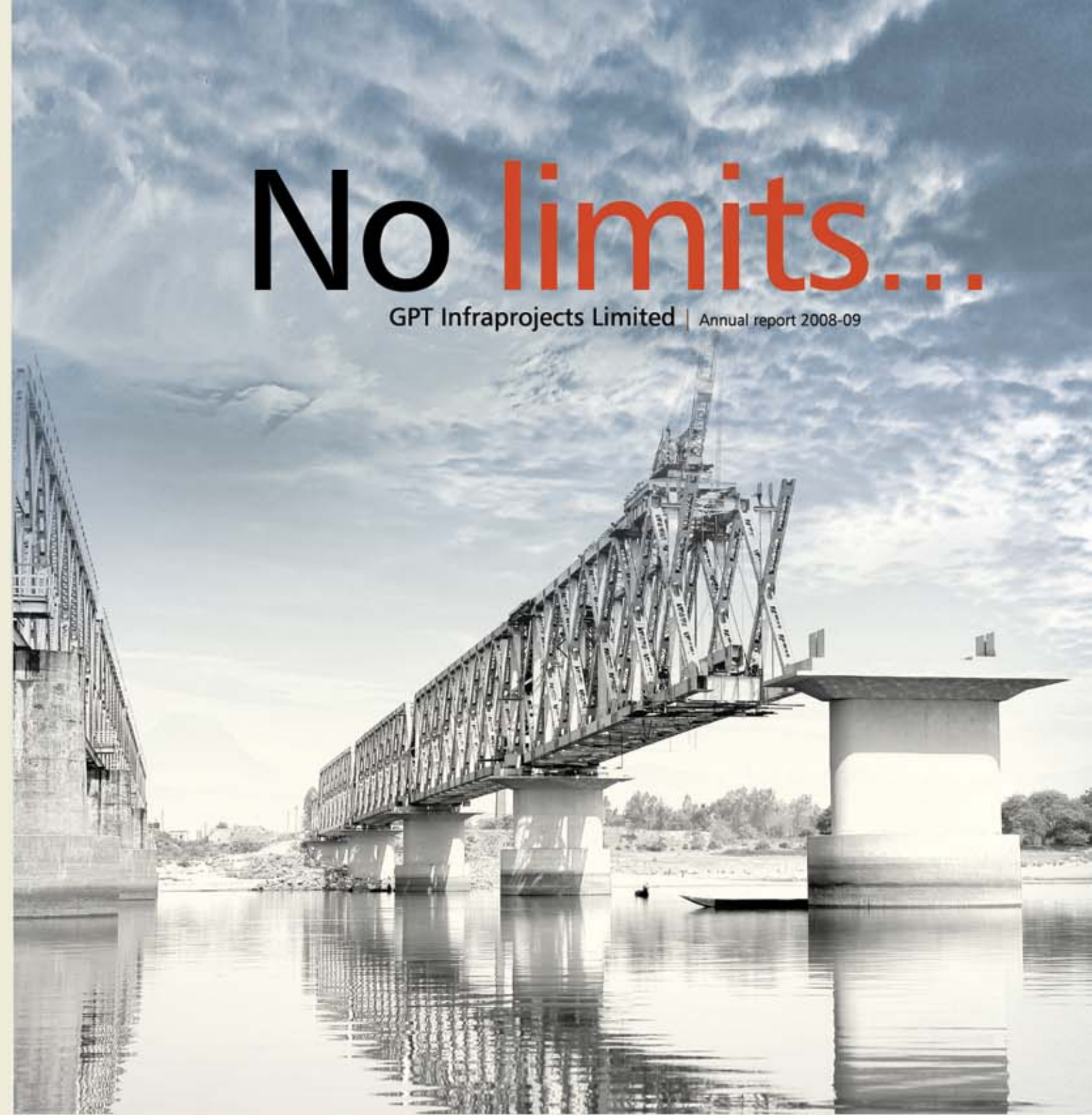


No limits....

GPT Infraprojects Limited | Annual report 2008-09



Forward looking statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management’s plans and assumptions. We have tried wherever possible to identify such statements by using words such as ‘anticipates’, ‘estimates’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’ and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Corporate Information

Chairman : Sri D. P Tantia

Managing Director : Sri S. G. Tantia

Director (Operations) : Sri Atul Tantia

Directors : Sri H. S. Sinha

Sri V. N. Purohit

Dr. N. N. Som

Chief Operating Officer : Sri Vaibhav Tantia

Chief Finance Officer : Sri A. K. Dokania

Company Secretary : Sri R. Mishra

Bankers : Allahabad Bank

ICICI Bank Limited

Axis Bank Limited

IDBI Bank Limited

Indian Overseas Bank

Export-Import Bank of India

Citibank N.A.

Auditors : S.M. Bengani & Co.

(Chartered Accountants)

Registered & Corporate Office : "Jeewansatya"

DD-6, Salt Lake City, Sector - I

Kolkata - 700 064

Works : Concrete Sleeper Division

P.Way Depot, P.O - Panagarh

District - Burdwan, West Bengal

Wind Power Division

Irukkandurai, Radhapuram District - Tirunelveli

Tamilnadu

Registrar & Transfer Agent : ABS Consultants Private Limited

Stephen House

4, B.B.D. Bag,

Kolkata - 700 001

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Directors' Report

Dear members

Your Directors have pleasure in presenting their 29th Annual Report for the financial year ended 31st March 2009.

Financials

Rs. in '000

	Current Year		Previous Year	
Turnover				
• Domestic	1,871,433		869,993	
• Exports	407,657	2,279,090	509,337	1,379,330
Profit before interest and depreciation (PBID)		255,985		152,308
Interest and finance expenses		124,141		74,230
Profit before depreciation (PBD)		131,844		78,078
Depreciation		33,811		28,472
Profit before taxation (PBT)		98,033		49,606
Taxation		12,500		6,300
Deferred tax liability		2,895		18,063
Profit after taxation (PAT)		82,638		25,243
Income tax for earlier years written back		–		124
Balance of profit from previous year		73,665		58,527
Profit available for appropriation		156,303		83,894
Appropriation				
Proposed dividend on equity shares		12,500		7,034
Tax on above dividend		2,124		1,195
Transfer to General Reserve		2,500		2,000
Surplus retained in profit and loss account		139,179		73,665

Dividend

Your Directors recommend a dividend of Rs. 1.25 per equity share for the year ended 31st March 2009, absorbing Rs. 125,00,000.

Equity shares upon conversion of preferential warrants

During the year under review, in terms of issue of preferential convertible warrants, the Company has allotted (i) 18,00,000 nos. equity shares of Rs. 10 each at a premium of Rs. 20 per share on conversion of 18,00,000 nos. of convertible warrants issued at Rs. 30 each issued on preferential basis during the last year and (ii) 11,66,296 nos. equity shares of Rs. 10 each at a premium of Rs. 21 per share on conversion of 11,66,296 nos. convertible warrants issued at Rs. 31 each issued on preferential basis during the year under review.

Performance and future outlook

Your Company achieved a record turnover of Rs. 227.91 crore during the year under review against Rs. 137.93 crore in the last year, an increase of 65 %. The above turnover includes export turnover of Rs. 40.76 crore as against Rs. 50.93 crore in the last year. The earnings before interest and depreciation (EBIDTA) during the year amounted to Rs. 25.60 crore against Rs. 15.23 crores in last year, an increase of 68 %.

Concrete Sleeper Division

During the year, this division recorded a turnover of Rs. 57.89 crore as against Rs. 55.84 crore, in spite of suspension of production at its works at Panagarh unit for about 60 days because of reasons attributable to major buyers.

The export order worth USD 12.62 million from Mozambique, a world bank-funded project, is under smooth execution which is likely to be completed in the current year 2009-10. The export order from Myanmar for USD 5.60 million, a Government of India-funded project, was completed during the year.

The Directors are pleased to report that the plant at Ladysmith, KwaZulu Natal Province, South Africa, to manufacture pre-stressed concrete sleepers against the order received from **Transnet Freight Rail**, a division of Transnet Limited, a company under the Ministry of Public Enterprise, Republic of South Africa, undertaken during the year under review by your Company's overseas subsidiary namely **GPT Concrete Products South Africa (Pty) Limited**, a company co-promoted by your Company within the meaning of the Companies Act, 1973, as applicable in the Republic of South Africa, was successfully commissioned and commercial production commenced on and from 1st April 2009.

Civil and core infrastructure

During the year under review, this division contributed a record turnover of Rs. 164.29 crore against Rs. 77.21 crore in the previous year, a growth of 113%. The World Bank-funded contract for the rehabilitation of bridges in Mozambique is

virtually completed. This division has an order book of around Rs. 885 crore for contracts under execution.

Wind Power Division

During the year under review, this division contributed a turnover of Rs. 1.28 crore against Rs. 1.20 crore in the previous year.

Management's discussion and analysis

Management's discussion and analysis report for the year under review as stipulated under clause 49 of the Listing Agreement with the stock exchanges is presented in a separate section forming part of the Annual Report.

Directors

Mr. D. P. Tantia and Mr. S. G. Tantia, Directors of the Company, will retire at the forthcoming Annual General Meeting by rotation and being eligible, offer themselves for re-appointment.

Subsidiary companies

During the year under review, your Company continued to hold 54% shareholding of a joint venture company namely GPT Concrete Products South Africa (Pty) Limited, co-promoted in South Africa with the object inter alia to manufacture and supply concrete sleepers. As reported above, the commercial production of the unit set up by the said subsidiary commenced on and with effect from 1st April 2009.

Your Company promoted another wholly owned subsidiary namely GPT Investments Private Limited, incorporated on 27th March 2008 in Republic of Mauritius with the object mainly to part finance your Company's subsidiary in South Africa and other overseas projects. During the year your Company contributed USD 2,125,000 (equivalent to Rs. 93,541,857) in the share capital of the said subsidiary. The said subsidiary commenced earning revenue during the year under review.

The audited accounts as at and for the period ended 31st March 2009, of both the said subsidiaries are annexed to the Annual Report of your Company.

Human resources

During the year under review, there was a renewed thrust on attracting, developing and retaining talent. To improve the competence of employees, organisational effectiveness and productivity, a number of need-based training and development programmes were organised. Human relations continued to be cordial.

Your Directors wish to place on record their appreciation of all the employees for their valuable contribution.

Fixed deposits

The Company has not invited or accepted any deposits during the year under review from the public/shareholders.

Listing of the equity shares

The equity shares of the Company are listed with The Calcutta

Stock Exchange Association Ltd. (CSE) and The U.P. Stock Exchange Association Ltd. (UPSE). During the year under review, the Company applied to aforesaid stock exchanges for listing/trading permission in respect to further issue of 29,66,296 nos. equity shares allotted upon conversion of 26,66,296 nos. warrants issued on preferential basis to promoter group as well as non-promoter investors. Since there was no trading of shares for last several years in the said stock exchanges, the Board of Directors at its meeting held on 18th March 2009, recommended for approval of the members, the proposal to voluntarily de-list the Company's shares both from CSE and UPSE. Accordingly, at the Extra-ordinary General Meeting of the Company held on 17th April 2009, the Company has accorded its consent by passing a special resolution to such de-listing.

Corporate Governance

The Corporate Governance Compliance Report along with Auditors' certificate on the same is provided else where forming a part of the Annual Report.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

The additional information required under the provision of Section 217(1) (e) of the Companies Act, 1956, read with Companies (disclosure of particulars in the report of Board of Directors) Rules, 1998, and forming part of the report, is also annexed hereto.

Auditors

M/s. S.M. Bengani & Company, Chartered Accountants, the auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board recommends their re-appointment.

Auditors' report

As regards observations contained in the auditors' report, the respective notes to the accounts are self-explanatory and

therefore, do not call for further comments.

Directors' responsibility statement

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' responsibility statement, it is hereby confirmed

- 1) That in preparation of the annual accounts, the applicable accounting standards have been followed along with a proper explanation relating to the material departures, if any.
- 2) That the Directors have selected such accounting policies and applied them consistently, 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 as at 31st March 2009 and of the Profit and Loss Account of the Company for the year ended on that date.
- 3) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4) That the Directors have prepared the annual accounts on going concern basis.

Acknowledgements

Your Directors acknowledge with gratitude the co-operation and assistance received from various agencies of the Government and from banks, financial institutions, financial companies, vendors, customers and our valued investors.

For and on behalf of the Board,

Registered Office:

Jeewansatya
DD-6, Salt Lake City
Kolkata - 700 064

Dated: 12th May 2009

D. P. Tantia

Chairman

Particulars of employees

The particulars of employees whose salary exceed the limits as prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (particulars of employees) Rules, 1975, are given below

Name	Age(Yrs)	Qualification	Date of employment	Designation/nature of duties	Remuneration received gross (Rs.)	Experience	Last employment
Mr. Shree Gopal Tantia	44	B. Com	13/08/2007	Managing Director	24,00,000	20 years	Managing Director, GPT Infrastructures Pvt. Ltd.

Notes

- a) Remuneration received includes only salary.
- b) Nature of employment is contractual. Other terms and conditions are as per the Board resolution and as per the rules of the Company.
- c) Mr. Shree Gopal Tantia holds 1,368,022 shares in the Company which is about 13.68% of the total shares.

Annexure to the Directors' Report

Information under Section 217(1) (e) of the Companies Act, 1956, read with Companies (disclosure of particulars in report of Board of Directors) Rule 1988, and forming part of the Directors' Report for the year ended 31st March 2009.

A. Conservation of energy

- (i) Power factor improvement.
- (ii) Campaign to create awareness among the employees on the necessity of conservation of energy is practiced regularly.
- (iii) The existing coal-fired steam boiler was replaced by a husk fired non-conventional high thermal steam boiler.

B. Technology absorption

Research and Development (R&D) : The technology was developed in-house. A small R&D unit was set up to monitor and upgrade the technology developed in-house.

Technology absorption, adaptation and innovation : Not applicable.

C. Foreign exchange earnings

Exports (FOB) : Rs. 1899.86 lakh (P.Y. Rs. 4808.38 lakh)

Other Income : Rs. 49.59 lakh (P.Y. Rs. Nil)

D. Foreign exchange expenditure

Foreign travel : Rs. 11.44 lakh (P.Y. Rs.10.66 lakh)

Consultancy : Rs. 47.47 lakh (P.Y. Rs. 19.78 lakh)

Others : Rs. Nil (P.Y. Rs. 4.96 lakh)

For and on behalf of the Board,

Registered Office:

Jeewansatya
DD-6, Salt Lake City
Kolkata - 700 064

Dated: 12th May 2009

D. P. Tantia

Chairman



Management Discussion and Analysis

Global economy

Global economic growth slowed from 3.7% in 2007 to 2.5% in 2008, marked by two phases in 2008. The first half was characterised by high and volatile commodity prices, including crude touching a record USD 147 in July 2008. The second half was a sharp contrast, marked by the collapse of major financial institutions, demand slowdown and recession.

The advanced economies were visibly affected and grew only 1.3% in 2008, lower than the average global growth for the year. However, developing economies grew 6.3% in 2008, catalysed by growth coming out of China and India at 9% and 7.1% respectively.

A number of governments announced several stimulus packages to revive their ailing economies. Two stimulus packages were announced in the US to revive the banking and auto sectors, encourage consumer spending and enhance infrastructure spending. The European Union announced a stimulus package to increase public expenditure and social spending in addition to tax breaks. The Chinese government announced a stimulus package to invigorate its steel industry.

Indian economy

The Indian economy's growth declined from 9% in 2007-08 to around 7% in 2008-09, owing to the global economic slowdown. The economy witnessed two contrasting phases: the first half was characterised by an unprecedented surge in commodity prices that reinforced cost-push inflation to a 13-year high of 12.63% (August 2008). To contain inflation, RBI increased the cash reserve ratio (CRR), which increased borrowing costs. The result is that the Indian economy grew at an attractive 5.3% in the third quarter of 2008-09, its slowest since January-March 2003. Forex reserves stood at USD 252 bn as on 31st March 2009.

Economic stimulus package: The Government of India

presented stimulus packages to kickstart the slowing economy. The first in December 2008 was directed towards enhancing liquidity through monetary measures, fiscal measures and export incentives. CENVAT was reduced from 14% to 10% to reduce the cost of products while service tax was rationalised from 12% to 10%.

The second package in January 2009 permitted ECB funding for integrated township projects and accelerated the depreciation of 50% on commercial vehicles purchased within 30th September 2009. The package also provided a reduction of CENVAT to 4% on petroleum products. The package encouraged infrastructure investments in ports and highways; it took measures to discourage cement import through enhanced countervailing duty (CVD) and special CVD/SAD. Besides, the government committed the spending of USD 20 bn of infrastructure investments within 100 days with effect from 9th January 2009. It has also decided to provide a special grant to state transport authorities for the purchase of 40,000 buses.

Indian infrastructure sector

The government focused on infrastructure investments to kickstart the economy, committing USD 20.38 bn in a two-year investment horizon, marked by private-public partnerships with minimal investments from the private sector. In a related development, the government directed Infrastructure Investment Finance Company Limited to mobilise more than USD 8.15 bn.

Railways: The Indian Railways is the world's fourth largest railway network, Asia's second largest and the second largest rail network under a single management. Freight loading declined from 794.21 mn tons in 2007-08 to 751.30 mn tons in 2008-09. However, the Railways strengthened freight revenue by increasing axle loading, improving customer services and implementing an inventive differential pricing strategy for commodities. Presently around 58,000 km of broad gauge track

is laid with concrete sleepers (*Source: Planning Commission*).

Roads and highways: India possesses the world's second largest road network (around 3.34 mn km). The Indian roadways represent one of the eight infrastructure sectors expected to draw over USD 337.49 billion investment between 2007 and 2012 (*Source: CRISIL*). The Eleventh Five-Year Plan envisaged a USD 78.5 bn investment for constructing roads and bridges.

Ports: India coastline is marked by 12 major ports and 187 minor ports. India's port sector tonnage grew at a 11% CAGR for five years. India's shipping and ports sector represents a USD 25 billion investment opportunity by 2011-12 as the country seeks to double its port capacity to 1,500 million tons, creating a USD 13.75 billion investment opportunity (*Source: Planning Commission*).

Airports: The Civil Aviation Ministry plans to invest USD 35 bn to develop 35 greenfield airports across India by 2010. The government permitted 100% FDI for greenfield airports and 74% for existing airports for automatic approvals and up to 100% through special permission (from FIPB); the proposal to upgrade 35 airports was approved.

Power: India's installed power generation capacity expanded from 105,045.96 MW at the end of 2001-02 to 145,554.97 MW at the end of September 2008. The country ranks sixth globally, in terms of total electricity generation. The government's target for capacity enhancement was upwardly revised to 90,000 MW in the Eleventh Five-Year Plan (2007-12) to drive economic growth in response to the peak power deficit of 11.9% (2008-09) and a projected corresponding peak power deficit of 12.63% in 2009-10 (*Source: Business Standard*).

Segment: Concrete Sleeper division

This division accounted for 25.91% of the Company's revenues in 2008-09. The Company is one of India's first concrete railway sleeper manufacturers. The product is used to reinforce railway track strength. Its operations comprise the design of track superstructure, transfer of production technology, investment in plant and machinery, establishment of a concrete sleeper plant as well as the manufacture of concrete sleepers. The Company reinforced its industry presence through manufacturing units at Panagarh (India), Dondo (Mozambique), Sena (Mozambique) and Ladysmith (South Africa), representing an annual cumulative sleeper manufacturing capacity of 880,000 units. The Company's Panagarh unit was approved by RDSO, Ministry of Railways (India).

Highlights, 2008-09

- The Company sold 2,41,684 concrete sleeper units in 2008-09 as against 1,80,485 units in 2007-08

- The Company's South African subsidiary commissioned an automatic state-of-the-art plant for the manufacture of concrete sleepers.

Segment: Civil & Core Infrastructure division

This division accounted for 73.52% of the Company's revenues in 2008-09. The Company has been in the business of executing various civil engineering projects since 2004. The division's technical expertise and dependable project execution have been demonstrated in the following: construction of roads, bridges, irrigation and railway systems, urban transit, industrial and civil aviation infrastructure, empowering a growing India. The Company is a renowned name in bridge construction (foundation to finish) and is foraying into other areas of infrastructure development like highways. Within a few years of operation, the Company's pride-enhancing clients represented a prudent mix of 15 national and 2 international entities.

Highlights, 2008-09

- The Company's order book increased 67% from Rs. 500 crores as on 31st March 2008 to Rs. 885 crores as on 31st March 2009.
- The Company completed 11 projects during 2008-09 through accelerated turnaround tenures.
- The Company completed a Rs. 24-crore contract awarded by the South Eastern Railway for traffic relocation on the UP line through the temporary restoration of washed away Br. No. 168 UP at its original alignment with UC girder as well as rebuilding of Br. No. 168 UP as (3 x 100' + 1 x 40') at Km 142/8-10 on the permanent diversion between Narayangarh and Bhakrabad stations on KGP-BHC Section within the stipulated six months.
- The Company invested Rs. 26.08 crores in equipment in 2008-09 (Rs. 16.11 crores in 2007-08).

Outlook and opportunities

The government will make significant investments to upgrade the country's infrastructure over the coming years.

Railways: The Indian Railways provides a significant growth opportunity in the following ways:

- A proposed investment of USD 7.2 billion in 2009
- The renewal of 2,941 km of railway track
- The development of 23 world-class railway stations
- During the Eleventh Five Year Plan around 7,000 km of railway tracks are to be laid with concrete sleepers (*Source: Planning Commission*). As per the prevailing norm, one km of track requires around 1,620 concrete sleepers. The Eleventh Five Year Plan translates into a five-year market potential for more than 100,000 concrete sleepers in addition to

significant replacement demand of railway tracks already laid across the country.

- The sanction of two new rail routes – the Western corridor between Dadri in Uttar Pradesh and the Jawaharlal Nehru Port Trust in Navi Mumbai, via Ahmedabad, Tughlakabad (Delhi), etc. and an eastern corridor connecting Dankuni (near Kolkata) to Ludhiana in Punjab for which construction will commence from 2010-11.
- The construction of new broad-gauge routes increased from 1,000 km in 2003 to 3,500 km in 2009, enhancing the business opportunity for concrete sleeper manufacturers.
- A plan for the renewal of 44,50,000 pre-stressed concrete sleeper units has been fixed for open line works (Source: domainb.com).
- The Railways intends to spend Rs. 2,80,000 crores in the Eleventh Five Year Plan. The Indian Railways spends around Rs. 1,500 crores in the area of concrete sleepers annually (Source: Financial Express).

Roads and highways: Indian highways provide a significant growth opportunity in the following ways:

- The National Highways Authority of India (NHAI) plans to award 105 new road projects worth Rs. 1,000 bn in 2009-10.
- The Ministry of Road Transport and Highways (MOSRT&H) has planned the four-laning of 10,000 km of roads.
- Under the Pradhan Mantri's Gram Sadak Yojana around 100 km of rural roads are being developed daily, the government having allocated Rs. 60,000 cr towards this.
- The Indian government initiated the National Highway Development Program (NHDP) with an estimated USD 54.1 bn investment up to 2012.

Ports: Indian ports provide a significant growth opportunity in the following ways:

- India's shipping fleet is expected to touch 15 million tons of gross register tonnage by 2011-12.
- The construction of around 65 ports was undertaken out of the planned 276 port projects.
- To achieve the projected traffic target of 615.70 million tones (MT) to be handled at major ports by 2011-12, it is estimated that a capacity of about 800.41 MT will be needed. An additional capacity of around 403 MT has to be built up by 2011-12, against the current capacity of 397 MT.

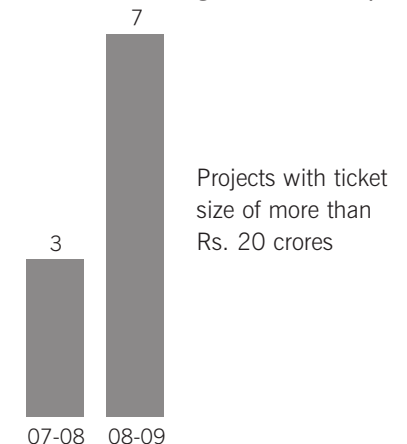
Airports: The Indian aviation sector provides the following growth opportunity:

- The Airport's Authority of India envisaged a Rs. 124.34 bn investment in the Eleventh Five-Year Plan.
- Around 11 small airports are being developed for an investment of Rs. 4.90 bn.
- The AAI has planned a massive USD 3.07 billion five-year investment; 43% will be earmarked for Kolkata, Chennai and Trivandrum airports while the rest will focus on the upgradation of other non-metro airports and modernisation of aeronautical facilities.

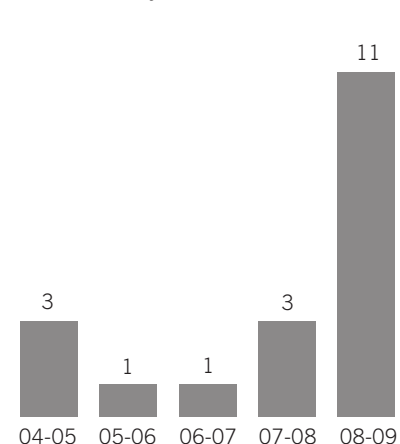
Power: The Indian power sector provides the following opportunity:

- India's energy sector will require a massive investment of around USD 120 billion-USD 150 billion over the next five years (Source: KPMG and CII report).
- Renewable energy projects to the tune of USD 16.50 bn are projected to come up in the Eleventh Five Year Plan (Source: Planning Commission estimates).

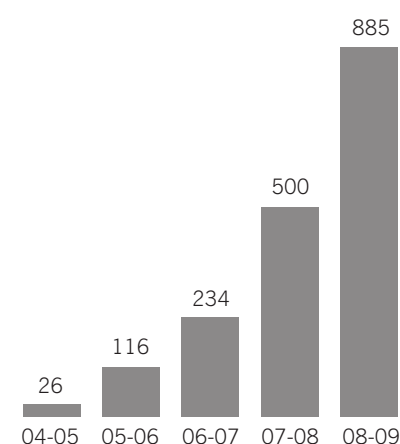
Infrastructure segment revenue split



Projects delivered



Order book momentum (in Rs. crores)



Finance Review

Accounting policy

The Company's accounts were prepared on an accrual basis in accordance with the generally accepted accounting principles. Income and expenditure were recognised on an accrual basis while for construction contracts, the percentage of completion accounting method was followed.

Highlights, 2008-09

- Total gross turnover increased 65.23% from Rs. 137.93 crores in 2007-08 to Rs. 227.90 crores
- EBIDTA increased 67.98% from Rs. 15.24 crores in 2007-08 to Rs. 25.60 crores
- Profit before tax increased 97.38% from Rs. 4.97 crores in 2007-08 to Rs. 9.81 crores
- Post tax profit surged 226.88% from Rs. 2.53 crores in 2007-08 to Rs. 8.27 crores
- EBIDTA margin strengthened 18 basis points from 11.05% in 2007-08 to 11.23%
- PAT margin improved 180 basis points from 1.83% in 2007-08 to 3.63%

Revenue analysis

The Company's net turnover increased 66.30% from Rs. 134.37 crores in 2007-08 to Rs. 223.46 crores in 2008-09, largely owing to an increase in the domestic projects execution. During the year under review, the Company completed 11 projects (3 in the previous year).

Revenue by segment: Gross turnover from the sleeper division declined 2.38% from Rs. 63.86 crores in 2007-08 to Rs. 62.34 crores in 2008-09. Gross turnover from the sleeper division was 46.30% in 2007-08 and 27.35% of the total gross turnover in 2008-09. Gross turnover from the infrastructure division increased 125.89% from Rs. 72.73 crores in 2007-08 to Rs. 164.29 crores in 2008-09. Gross turnover from the infrastructure division was 52.73% of the total gross turnover in 2007-08 and 72.09% of the total gross turnover in 2008-09.

EBIDTA margin in the infrastructure division (%)		
2008-09	2007-08	2006-07
10.25	12.31	7.48

EBIDTA margin in the sleeper division (%)		
2008-09	2007-08	2006-07
12.06	7.89	16.50

Gross turnover by geography: The Company's gross turnover from the domestic market increased 115.13% from Rs. 86.99 crores in 2007-08 to Rs. 187.14 crores in 2008-09, whereas gross turnover from global markets declined 19.95% from Rs. 50.93 crores in 2007-08 to Rs. 40.77 crores in 2008-09. The proportion of gross turnover derived from within India increased from 63.06% in 2007-08 to 82.11% in 2008-09.

Other income: GPT's other income increased from Rs. 1.32 crores in 2007-08 to Rs. 2.75 crores in 2008-09. This comprised income derived from fixed deposits and loans (cumulatively Rs. 0.57 crores at the end of 2008-09), among

others. Other income as a proportion of total income stood at 1.19%, reflecting the Company's focus on core business operations.

Cost analysis

The Company's total expenditure increased 57.02% from Rs. 134.32 crores in 2007-08 to Rs. 210.91 crores in 2008-09, largely due to the enhanced input costs and scale. Operating expenditure, as a proportion of net turnover, stood at 94.39% in 2008-09 against 99.97% in 2007-08, indicating a widening of margins.

Raw material cost: The Company's raw material cost surged 102.07% from Rs. 49.78 crores in 2007-08 to Rs. 100.59 crores in 2008-09, largely owing to increased raw material cost and enhanced scale.

Operational expenses: Operational expenses comprised stores, power, repair and maintenance, among others. The Company's operational expenses increased 67.69% from Rs. 42.44 crores in 2007-08 to Rs. 71.17 crores in 2008-09 while power and fuel cost increased 46.57% from Rs. 5.39 crores in 2007-08 to Rs. 7.90 crores in 2008-09. Power cost as a proportion of net turnover declined from 4.01% in 2007-08 to 3.54% in 2008-09 due to effective energy management. Stores cost as a proportion of net turnover declined from 7.51% in 2007-08 to 5.14% in 2008-09 while repairs and maintenance cost as a proportion of net turnover increased from 0.67% in 2007-08 to 1.42% in 2008-09.

Employee expenses: As on 31st March 2009, the Company's employee strength was 682. Employee expenditure surged 68.92% from Rs. 8.14 crores in 2007-08 to Rs. 13.75 crores in 2008-09 owing to increase in the number of employees. Employee cost as a proportion of total cost increased marginally from 6.06% in 2007-08 to 6.52% in 2008-09 owing to the increased number of employees. Net turnover per employee of the Company increased from Rs. 21.67 Lakh in 2007-08 to Rs. 32.76 Lakh in 2008-09.

Capital employed

The Company's employed capital increased 33.65% from Rs. 101.88 crores as on 31st March 2008 to Rs. 136.16 crores as on 31st March 2009 owing to an increase in net worth derived out of earnings and the allotment of fresh equity shares and increase in the Company's debt portfolio. The capital employed comprised net worth (24.27%), debt (73.02%) and deferred tax liability (2.71%). The Company's return on average capital employed increased 389 basis points from 14.78% in 2007-08 to 18.67% in 2008-09.

Equity capital: The Company's equity share capital increased 42.25% from Rs. 7.03 crores as on 31st March 2008 to Rs. 10 crores as on 31st March 2009, owing to the allotment of equity shares to convertible warrant holders. Its share capital comprised 1,00,00,000 equity shares of Rs. 10 each. As on 31st March 2009, the promoters' holding in the Company stood at 74.88%.

Reserves and surpluses: The Company's reserves and surpluses increased 117.14% from Rs. 10.62 crores as on 31st March 2008 to Rs. 23.06 crores as on 31st March 2009 owing to enhanced earnings and increase in the securities premium account. Around 99.26% of the reserves and surpluses were free reserves that could be used for funding purposes.

External funds

The Company's external funds comprised secured (60.77%) and unsecured debt (39.23%). The Company's secured loan debt increased 20.97% from Rs. 49.94 crores as on 31st March 2008 to Rs. 60.41 crores as on 31st March 2009 to fund expansion. The unsecured debt increased 40.68% from Rs. 27.73 crores as on 31st March 2008 to Rs. 39.01 crores as on 31st March 2009. Correspondingly, interest outflow increased 67.25% from Rs. 7.42 crores in 2007-08 to Rs. 12.41 crores in 2008-09 while interest cover remained steady at around 2.06 in 2008-09 (2.05 in 2007-08). The average debt cost stood at 12.95% in 2008-09 against 9% in 2007-08.

Debt-equity ratio

2008-09	2007-08
2.18	2.89

Cost of debt

2008-09	2007-08	2006-07
12.95	9.00	7.04

Interest cover

2008-09	2007-08	2006-07
2.06	2.05	2.83

Gross block

GPT's gross block increased 25.94% from Rs. 39.44 crores as on 31st March 2008 to Rs. 49.67 crores as on 31st March 2009, largely owing to increase in plant and machinery. This increase was carried out to enhance the Company's reliance on owned assets and reduce rental outgo. Consequently, EBIDTA return on gross block increased 1,332 basis points from 31.41% in 2007-08 to 44.73% in 2008-09, reflecting the effective sweating of the Company's assets.

Depreciation on fixed assets were provided at the rates specified in Schedule XIV to the Companies Act, 1956, on written down value method with respect to assets acquired up to 31st March 1991 and on the basis of the straight line method with respect to additions made thereafter. Depreciation charged by the Company increased 18.60% from Rs. 2.85 crores in 2007-08 to Rs. 3.38 crores in 2008-09 owing to the increase in gross block. Accumulated depreciation as a proportion of gross block stood at 22.79% in 2008-09, reflecting the newness of the Company's gross block.

Investments

The Company's investments increased 721.51% from Rs. 1.72 crores as on 31st March 2008 to Rs. 14.13 crores as on 31st March 2009. The increase was largely owing to investments in a subsidiary and joint ventures.

Working capital

Stringent working capital is a key requirement for sustaining business growth. The Company's working capital comprised 60.53% of its total capital employed in 2008-09 against 66.30% in 2007-08. The working capital outlay increased 22.01% from Rs. 67.55 crores as on 31st March 2008 to Rs. 82.42 crores as on 31st March 2009. The Company's current ratio and quick ratio stood at 3.18 and 1.65 (3.84 and 2.12 in 2007-08), reflecting improving coverage.

Inventory: The Company's inventories increased 41.21% from Rs. 40.84 crores in 2007-08 to Rs. 57.67 crores in 2008-09 owing to the enhanced scale of operations. The Company's inventory cycle increased from 55 days in 2007-08 to 79 days in 2008-09.

Debtors: The Company's debtors increased 9.02% from Rs. 25.82 crores as on 31st March 2008 to Rs. 28.15 crores as on 31st March 2009. Around 35.31% of the debtors were more than six months old. Its debtor cycle increased from 35 days of turnover equivalent in 2007-08 to 43 days in 2008-09.

Cash and bank balance: The Company's cash and bank balance increased 45.21% from Rs. 7.52 crores as on 31st March 2008 to Rs. 10.92 crores as on 31st March 2009.

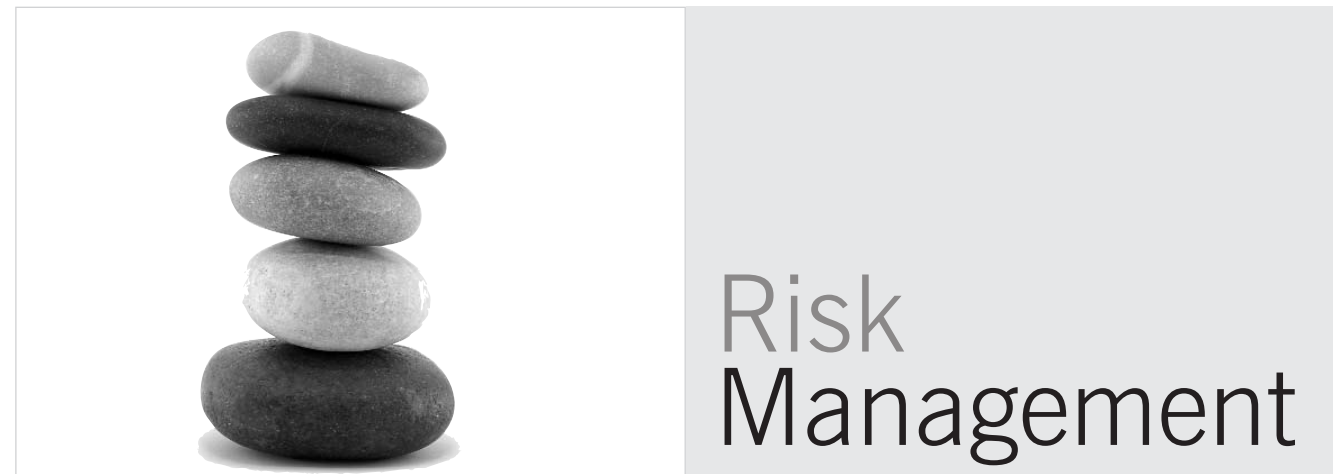
Creditors: The Company's creditors increased 66.37% from Rs. 15.91 crores as on 31st March 2008 to Rs. 26.47 crores as on 31st March 2009.

Taxation

Total tax included current tax, deferred tax and fringe benefit tax. The Company's total tax outlay declined 36.89% from Rs. 2.44 crores in 2007-08 to Rs. 1.54 crores in 2008-09 owing to decline in the deferred tax. Average tax rate for the Company stood at 11.33% for both the years.

Forex management

The Company's net foreign currency earnings stood at Rs. 40.76 crores in 2008-09 against Rs. 50.93 crores in 2007-08.



Risk is an integral part of all business practices. The Company instituted comprehensive risk management comprising methodical evaluation and analysis. This helped take business decisions that maximised returns while minimising the impact of risks associated with the decisions made.

Nature of risk and definition	Relevance to GPT	Risk mitigation
Industry risk A downturn in the industry could impact growth	The Company's revenue is largely dominated by the infrastructure segment	<ul style="list-style-type: none"> The Government of India identified infrastructure spending as a key area to overcome the slowdown. The Government of India earmarked USD 20.38 bn for infrastructure investment across the coming two years. The Civil Aviation Ministry has planned the establishment of 35 greenfield airports across the country by 2010. The Indian Railways sanctioned two dedicated freight corridors, which will drive the demand for concrete sleepers significantly.
Project execution risk Inability to complete projects on time might lead to cost overruns	As GPT is in the infrastructure and government projects segment, cost overruns would significantly impact profitability	<ul style="list-style-type: none"> The Company stringently monitors project development through a team of more than 70 engineers & technicians. Its blue print identifies resources, fund and equipment availability, among others for smooth project implementation and resource mobilisation
Funding risk Inability to raise adequate funds at a competitive cost might hamper growth	The Company has a Rs. 885-crore order book	<ul style="list-style-type: none"> The Company enjoys a comfortable debt-equity ratio of 2.18 facilitating funds mobilisation It bids for projects with strong funding linkage to achieve easy financial closure It only bids for EPC contracts that ensure smooth cash flow
HR risk Failure to attract and retain employees may impact business prospects	Projects on a pan-India scale require experienced and highly qualified personnel	<ul style="list-style-type: none"> The Company offers industry benchmarked compensation It conducts several training programs to enhance the employees' skill set It offers employee benefit programs like group medical insurance schemes and gratuity funds, among others to enhance the employees' motivation level
Raw material risk Unprecedented surge in raw material cost and unavailability of raw material could dampen profitability		<ul style="list-style-type: none"> The Company has long-term raw material supply contracts with vendors It has developed alternate raw material supply sources It enters into contracts with price escalation clause, helping it pass on any hike in raw material prices during the project
Regional concentration risk Dependence on a particular geography could impact growth in the event of slowdown in that region		<ul style="list-style-type: none"> The Company bids projects across the country It established its credibility in the international market in the sleeper division by executing projects in Mozambique, South Africa, Bangladesh, Myanmar and Ghana, among others It executed projects in Mozambique in the infrastructure segment



1. Company's philosophy on Code of Governance

- Ensure that the quantity, quality and frequency of financial and managerial information, which the management shares with the Board, fully places the Board members in control of the Company's affairs.
- Ensure that the Board exercises its fiduciary responsibilities towards shareowners and creditors, thereby ensuring high accountability.
- Ensure that the extent to which the information is disclosed to present and potential investors is maximised.
- Ensure that the decision-making is transparent and documentary evidence is traceable through the minutes of the meetings of the Board/Committee thereof.

- Ensure that the Board, the management, the employees and all concerned are fully committed to maximising long-term value to the shareowners and the Company.
- Ensure that the core values of the Company are protected.
- Ensure that the Company positions itself from time to time to be at par with any other world-class company in operating practices.

2. Board of Directors

As on 31st March 2009, the Board comprises six Directors, of which four are Non-Executive Directors (three Independent Directors and the Non-Executive Chairman) and two other are Executive Directors. The day to day affairs of the Company are being managed by two Executive Directors, one of whom is designated as the Managing Director of the Company.

2.1 Details of Directors & its composition

Sr. No.	Name of the Director	Status	Board meetings in 2008-09		Attendance in last AGM	Other Indian Public Companies (Nos)		
			Held	Attended		Directorship	Committee Chairmanship*	Committee Membership* (including Chairmanship)
1.	Mr. Dwarika Prasad Tantia	Non-Executive/ Promoter Director	6	6	Yes	One	Nil	Nil
2.	Mr. Shree Gopal Tantia	Executive/ Promoter Director	6	5	Yes	Nil	Nil	Nil
3.	Mr. Atul Tantia	Executive/ Promoter Director	6	4	No	One	Nil	Nil
4.	Mr. Himangsu Sekhar Sinha	Independent Director	6	6	Yes	One	Nil	One
5.	Mr. Viswa Nath Purohit	Independent Director	6	6	Yes	One	Nil	Nil
6.	Dr. Nitindra Nath Som	Independent Director	6	5	Yes	One	Nil	Nil

*In Audit Committee and Shareholders/Investors Grievance Committee of Indian Public Limited Companies.

2.2 Details of Board meetings held during the year ended 31st March 2009

Date of Board meeting	Board strength	No. of Directors present
17/04/2008	6	4
26/06/2008	6	6
29/07/2008	6	5
31/10/2008	6	6
30/01/2009	6	5
18/03/2009	6	6

3. Audit Committee

The Company's Audit Committee comprises three Directors of whom two are Independent Directors and one is Executive Director. Brief description of terms of reference:

3.1 Composition of Committee and attendance of members

Sr. No.	Name of the Director and position	Attendance in Committee meeting held on				
		17/04/08	26/06/08	29/07/08	31/10/08	30/01/09
1.	Mr. Viswa Nath Purohit, Chairman (Independent Director)	Yes	Yes	Yes	Yes	Yes
2.	Mr. Himangsu Sekhar Sinha, member (Independent Director)	Yes	Yes	Yes	Yes	Yes
3.	Mr. Atul Tantia, member (Executive Director)	No	Yes	No	Yes	Yes

4. Shareholders'/Investors' Grievance Committee

The Board constituted Shareholders/Investors Grievance Committee comprising two Directors of whom one is Independent Director and the other is Executive Director. Brief description of terms of reference

- Look into the redressal of shareholders' and investors' complaints/grievances in respect of transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, among others.
- Oversee the performance of the Registrar and Share Transfer Agent and recommend measures for overall quality improvement of investor services
- Ascertain whether the Registrars & Share Transfer Agents (RTA) are sufficiently equipped with infrastructure facilities such as adequate manpower, computer and software, office space, documents handling facility, among others, to serve the shareholders/investors

- Review the financial reporting process and disclosure of its financial information
- Review with the management the annual/quarterly financial statements before submission to the Board for approval
- Review with the management, the performance of Statutory Auditors, internal Auditors and the adequacy of internal control systems
- Review the Company's accounting policies
- Look into reasons for substantial defaults, if any, in payment to depositors, shareowners and creditors
- Recommend the appointment, re-appointment and replacement or removal of Statutory Auditors and fixation of Audit fee
- Approval of payment to Statutory Auditors for any other services rendered by them
- Other functions as required by applicable regulations

- Recommend to the Board, the appointment, reappointment, if required, the replacement or removal of the Registrar and Share Transfer Agent and the fixation of their fees
- To carry out any other function as required by the Listing Agreement of the stock exchanges, Companies Act and other regulations

4.1 Composition of Committee and attendance of members

Sr. No.	Name of the Director & position	Attendance in Committee meeting held on	
		16/06/2008	17/03/2009
1.	Mr. Himangsu Sekhar Sinha, Chairman, Independent Director	Yes	Yes
2.	Mr. Atul Tantia, member, Executive Director	Yes	Yes

4.2 Other information

Name of Non-Executive Director heading the Committee	: Mr. H. S. Sinha, Independent Director
Name and designation of Compliance officer	: Mr. R. Mishra, Company Secretary
Number of shareholders' complaints received so far	: Nil
Number resolved to the satisfaction of shareholders	: NA
Number of pending complaints	: NA

5. Share Transfer Committee

During the financial year 2008-09, the Board constituted the Share Transfer Committee comprising four Directors two of whom are Non-Executive Directors including an Independent Director. In accordance with Clause 49 of the Listing Agreement of the stock exchanges, the Board has unanimously delegated the following powers to the Committee

- To approve and monitor share transfer and transmission
- To approve dematerialisation & re-materialisation of securities

6. General meetings

6.1 The last three Annual General Meetings with details of special resolutions passed

Date	29/07/2008	21/09/2007	25/07/2006
Time	4.00 pm	2.00 pm	11.00 am
Venue	Regd. Office: DD-6, Sector-I, Salt Lake City, Kolkata - 700064	Regd. Office: DD-6, Sector-I, Salt Lake City, Kolkata - 700064	Regd. Office: DD-6, Sector-I, Salt Lake City, Kolkata - 700064
Details of special resolutions passed in the AGM	NIL	a) Alteration of Articles of Association b) Appointment of Directors Relative c) Change of name of the Company	NIL

6.2 During the last financial year the details of Extra-ordinary General Meeting was held and a special resolution was passed as under

Date	: 02/03/2009
Time	: 4.00 pm
Venue	: Regd. Office: DD-6, Sector-I, Salt Lake City, Kolkata - 700064
Details of special resolution passed in the EGM	: a) Alteration of Article 99 of the Articles of Association b) Issue of convertible warrants on preferential basis

- To issue duplicate share certificates
- To approve the splitting and consolidation of shares

The Committee meets as and when required in order to attend and process any of aforesaid requests from shareholders of the Company.

5.1 Composition of committee and attendance of members

Sr. No.	Name of the Director & position	Attendance in Committee meeting held on 17/03/09
1.	Mr. Dwarika Prasad Tantia, Chairman Non-Executive Director	Yes
2.	Mr. Shree Gopal Tantia member, Executive Director	Yes
3.	Mr. Atul Tantia member, Executive Director	Yes
4.	Mr. Himangsu Sekhar Sinha, member, Independent Director	Yes

6.3 Other information

Special resolutions that were put through postal ballot last year, details of voting pattern	: Not applicable, as no special resolution was put through postal ballot in the year under review
Person who conducted the postal ballot exercise	: Not applicable
Whether special resolutions are proposed to be conducted through postal ballot	: Yes, shall be conducted as per the provisions of the Companies Act, 1956
The procedure for postal ballot	: Shall be as per the provisions of the Companies Act, 1956 and rules made there under

7. Disclosures

- a. Disclosure on materially significant related party transactions of the Company, that may have potential conflict with the interests of the Company at large :

The Company does not have any material related party transactions, which may have potential conflict with its interests at large. In any case, disclosures regarding the transactions with related parties are given in the notes to the accounts.

- b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years :

There has been no instance of non-compliance by the Company on any matter related to capital market in last three years.

- c. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all mandatory requirements of Clause 49 of Listing Agreement.

7.1 Disclosure on non-mandatory requirements

a. The Board

Has a Non-Executive Chairman. The expenses incurred by him in the performance of his duties are reimbursed. No policy has been laid down on tenure of Independent Directors.

b. Shareholders' rights

The Company is publishing quarterly audited financial results in the newspapers. Accordingly it does not envisage sending the same separately to the households of the shareholders. It is proposed to hoist the said results on the Company's web site.

c. Audit qualifications

The Company endeavors to maintain a regime of unqualified statements.

d. Training of Board members

No policy has yet been laid down by the Company.

e. Mechanism for evaluating Non-Executive Board members

No policy has yet been laid down by the Company.

f. Whistle blower policy

The Company does not have any whistle blower policy. However, any employee, if he/she so desires, has free access to meet or communicate with the senior management and report any matter of concern.

7.2 Means of communication

a. Quarterly and half yearly results

The Company's quarterly and half-yearly financial statements are generally published in "The Financial Express" (English language) and in "Dainik Statesman" (local language). The financial statements are also proposed to be displayed on the website of the Company which is under implementation.

b. Annual Reports

Annual Report containing, inter alia, audited annual accounts

c. The Company's website is

<http://www.gptgroup.co.in>

d. Whether it also displays official news releases

It is proposed to display official news releases, presentations made to institutional investors or to the analysts and other coverage in the above website

8. Management discussions and analysis report

In line with the requirements of Clause 49, the management discussion and analysis is also provided under various heads in this Annual Report.

9. General shareholder information

9.1 Company registration details

The Company is registered in the State of West Bengal, India. The Corporate Identification Number (CIN) of the Company is L20103WB1980PLC032872

9.2 Annual General Meeting

Day : Saturday

Date : 11th July 2009

Time : 3 PM;

Venue : Auditorium, 7th Floor, "Jeewansatya" DD-6, Salt Lake City, Sector-I, Kolkata – 700064

9.3 Financial calendar (tentative)

- Financial year : 1st April 2009 to 31st March 2010

- Results for quarter ending:

- 30th June 2009 : before 31st July 2009

- 30th September 2009 : before 31st October 2009

- 31st December 2009 : before 31st January 2010

- 31st March 2010 : before 30th June 2010

- Annual General Meeting : before 31st July 2010

9.4 Dates of book closure : 6th July 2009 to 11th July 2009

9.5 Dividend payment date: on or after 11th July 2009

a. Distribution of shareholding according to the size of holding

No. of shares	Shareholders		Face value of shares	
	Nos.	Percentage	Rs.	Percentage
Up to 500	Nil	Nil	Nil	Nil
501 – 1000	12	24.49	73,200	0.07
1001 – 2000	1	2.04	11,530	0.01
2001 – 3000	Nil	Nil	Nil	Nil
3001 – 4000	Nil	Nil	Nil	Nil
4001 – 5000	1	2.04	46,140	0.05
5001 – 10000	3	6.12	242,210	0.24
10001 & above	32	65.31	996,26,920	99.63
Total	49	100	10,00,00,000	100

9.6 Listing details

Exchange	Code/trading symbol	ISIN
(i) The Calcutta Stock Exchange Association Ltd.	030117	INE390G01014
(ii) The U. P. Stock Exchange Association Ltd.	T00018	

9.6.1 Payment of listing fees: Annual listing fee for the financial year 2008-09 has been paid.

9.6.2 Market price data: Not available

9.6.3 Performance in comparison to broad based indices such as BSE Sensex & NSE Nifty: Not applicable

9.6.4 Registrar and Share Transfer Agents

ABS CONSULTANT PVT. LIMITED

"Stephen House" Room No.-99, 6th Floor, 4-B.B.D. Bag (East), Kolkata-700001

9.6.5 Share transfer system in physical form

The Company has in place a proper and adequate share transfer system. The Company has formed a committee known as "Share Transfer Committee" to process share transfer request as delegated by the Board of Directors of the Company. ABS CONSULTANT PVT. LIMITED, the Company's Registrar and Share Transfer Agent has been appointed to ensure that the share transfer system in physical form is maintained.

b. Distribution of shares by shareholder category

Category	Nos. of shareholders	Nos. of shares held	Voting strength (%)
Promoters – bodies corporate	1	12,25,000	12.25
Directors, their relatives	19	42,51,978	42.52
Bodies corporate (domestic) /Trusts	3	17,32,998	17.33
Banks	Nil	Nil	Nil
Mutual Funds	Nil	Nil	Nil
Financial Institutions (FIs)	Nil	Nil	Nil
Foreign Institutional Investors (FIIs)	Nil	Nil	Nil
Non-resident individuals (NRIs)/Foreign Corporate Bodies/Overseas Corporate Bodies (OCBs) /Foreign Banks	Nil	Nil	Nil
Resident individuals	15	778620	7.79

c. Top 10 shareholders

Name(s) of shareholders	Category	No. of shares	Percentage
RNT Consultants & Investors Pvt. Limited	Public	13,82,998	13.83
Shree Gopal Tantia & Vinita Tantia	Promoter	13,68,022	13.68
Premier Finance Co. Pvt. Limited	Promoter	12,25,000	12.25
Om Tantia & Aruna Tantia	Promoter	9,09,504	9.10
Aruna Tantia & Om Tantia	Promoter	6,46,074	6.46
Vinita Tantia & Shree Gopal Tantia	Promoter	4,60,324	4.60
Pramila Tantia & Dwarika Prasad Tantia	Promoter	4,44,312	4.44
Atul Tantia	Promoter	4,08,228	4.08
Naresh Chandra Keyal	Public	3,96,240	3.96
Dwarika Prasad Tantia & Pramila Tantia	Promoter	3,14,010	3.14

9.6.6 Dematerialisation of shares and liquidity

Shares held both in dematerialised and physical form as on 31st March 2009

Status of dematerialisation	No. of shares	Percentage of total shares
Shares held in NSDL	57,99,329	57.99
Shares held in CDSL	Nil	Nil
Shares held in physical form	14,84,375	14.85
Corporate action for allotment on conversion of pref. warrant pending	27,16,296	27.16

9.6.7 Outstanding FCCBs, Warrants and ESOS conversion date and likely impact on equity

a. Foreign currency convertible bonds (FCCBs)	: Nil
b. Convertible warrants	: Nil
c. Employees' stock option plans (ESOPs)	: Nil

10. Plant locations

a) **Concrete Sleeper Division** : P. way Depot, Panagarh,
Dist.- Burdwan, (W.B.)

b) **Wind Power Division** : Irrukandurai, Dist.-Tirunelveli,
(Tamilnadu)

11. Address for correspondence**Registered/Corporate office:**

GPT Infraprojects Limited
"Jeewansatya"
DD-6, Sector-I, Salt Lake City
Kolkata - 700 064, India
Tel: +91-33-4020-6450
Fax: +91-33-4020-6430
Email: gpt@gptgroup.co.in

Infrastructure Division Office:

GPT Infraprojects Limited
"Bhakta Towers" KB-22
4th Floor, Sector-III, Salt Lake City

Kolkata - 700 098, India
Tel: +91-33-4020-1411-15
Fax: +91-33-4020-1401
Email : gpt@gptgroup.co.in

11.1 Investor correspondence

All shareholders complaints/queries in respect of their shareholdings may be addressed to

Contact persons: Mr. Raghunath Mishra
Company Secretary & Compliance Officer
Tel: +91-33-4020-6427
Fax +91-33-4020-6430
Website: <http://www.gptgroup.co.in>
Email: rmishra@gptgroup.co.in

11.2 Queries relating to financial statements, Company's performance etc. may be addressed to:

Mr. Arun Kumar Dokania, Chief Finance Officer
Tel: +91-33-4020 6405 Fax +91-33-4020-6430
Email: akd@gptgroup.co.in

Auditors' Certificate on Corporate Governance

We have examined the compliance of the conditions of Corporate Governance by GPT Infraprojects Limited having its registered office at DD-6, Salt Lake City, Sector-I, Kolkata - 700 064, for the year ended on 31st March 2009 as stipulated in Clause 49 of the Listing Agreement of the said Company with the concerned stock exchanges in India.

The Compliance of the conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

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

For **S. M. Bengani & Co.**
Chartered Accountants

Place: Kolkata
Dated: 12th May 2009

C.A. H. L. Bengani
Proprietor
Membership No. 07867

CEO/CFO certification

We, S. G. Tantia, Managing Director and A. K. Dokania, CFO of the Company certify that, to the best of our knowledge and belief

1. We have reviewed the balance sheet and profit and loss account of GPT Infraprojects Limited as at and for the year ended 31st March 2009 and all its schedules and notes on accounts, as well as the cash flow statements and the Directors' Report.
2. Based on our knowledge and information, these statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading.
3. Based on our knowledge and information, these statements together present a true and fair view of the Company, and are in compliance with the existing accounting standards and/or applicable laws and regulations.
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2009 are fraudulent, illegal or violative of the Company's code of conduct.
5. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting; and deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
6. We have indicated to Auditors and Audit Committee that:
 - a) There has not been any significant change in internal control over financial reporting during the year under reference.
 - b) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
 - c) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Kolkata

Date: 12th May 2009

A. K. Dokania
Chief Finance Officer

S. G. Tantia
Managing Director

Auditors' Report

To the Members,

GPT Infraprojects Limited

1. We have audited the attached Balance Sheet of **GPT Infraprojects Limited**, having its Registered office at "Jeewansatya" DD-6, Salt Lake City, Kolkata-700 064, as at 31st March 2009, 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 a test basis, evidence supporting the amounts and disclosures in the financial statements. The audit also includes assessing the accounting principles used and significant estimates made by 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 Sub-section (4A) of Section 227 of the Companies Act, 1956, 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 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 it appears from our examination of those books ;
 - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account ;

- d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable.
- e) On the basis of the written representations received from the Directors, as on 31st March 2009, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2009, 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 explanations given to us, the said accounts read with Notes appearing in Schedule "25", give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India ;
 - 1) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2009.
 - 2) In the case of the Profit and Loss Account, of the profit for the year ended on that date and
 - 3) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **S. M. Bengani & Co.**
Chartered Accountants

Place : 187, Rabindra Sarani,
Kolkata - 700 007
Dated : 12th May 2009

C.A. H. L. Bengani
Proprietor
Membership No. 07867

Annexure to the Auditors' Report

Re : GPT Infraprojects Limited,
Referred to in paragraph 3 of our report of even date,

- | | | | |
|---|--|--|--|
| <p>i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets ;</p> <p>b) The fixed assets have been physically verified by the management at reasonable intervals during the year. There is a regular programme of verification which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.</p> <p>c) During the year, the Company has not disposed off substantial part the fixed assets. According to the information and explanations given to us, we are of the opinion that the sale of a part of the fixed assets has not affected the going concern status of the Company.</p> | <p>iv) In our opinion and according to the information and explanations given to us, there are 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 sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.</p> <p>v) a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956, have been entered in the register required to be maintained under that section.</p> <p>b) The transactions made in pursuance of such contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956, and exceeding the value of rupees five lakhs 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.</p> <p>vi) The Company has not accepted deposits from the public. Therefore the provisions of Sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956, and the Companies (Acceptance of Deposits) Rules, 1975, with regard to the deposits accepted from the public are not applicable to the Company. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.</p> <p>vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.</p> <p>viii) The Central Government has not prescribed any rules for the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956.</p> | <p>ix) a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State insurance, Investor Education and Protection Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it. We are informed that there are no undisputed statutory dues as at 31st March 2009 outstanding for a period of more than six months from the date they became payable.</p> <p>b) According to the information and explanations given to us, there are no disputed dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty and Cess, which have not been deposited.</p> <p>x) The Company does not have any accumulated losses. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.</p> <p>xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.</p> <p>xii) The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.</p> <p>xiii) In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund / society. Therefore, the provisions of Clause 4(xiii) of the Companies (Auditor's Report) Order, 2003, are not applicable to the Company.</p> <p>xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of Clause 4(xiv) of the Companies (Auditor's Report) (Amendment) Order, 2004, are not applicable to the Company.</p> <p>xv) The Company has not given guarantees for loans taken by</p> | <p>others from banks or financial institutions.</p> <p>xvi) The Company has applied the funds raised by way of term loans towards the purposes for which they have been raised.</p> <p>xvii) According to the information and explanations 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.</p> <p>xviii) According to the information and explanations given to us, the Company has not made preferential allotment of shares to parties and Companies covered in the register maintained under Section 301 of the Act.</p> <p>xix) According to the information and explanations given to us, the Company had not issued any debentures during the year under audit.</p> <p>xx) The Company has not raised money by public issues during the financial year covered by our audit. Accordingly, the provisions of Clause 4(xx) of the Companies (Auditor's Report)(Amendment) Order, 2004, are not applicable to the Company.</p> <p>xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.</p> |
|---|--|--|--|

For **S. M. Bengani & Co.**
Chartered Accountants

Place : 187, Rabindra Sarani,
Kolkata - 700 007
Dated : 12th May 2009

C.A. H. L. Bengani
Proprietor
Membership No. 07867

Balance Sheet As at 31st March 2009

(Amount in Rupees)

Particulars	Schedule No.	As at 31.03.2009	As at 31.03.2008
I. SOURCES OF FUNDS			
1) Shareholders' Funds			
a) Capital	1	100,000,000	70,337,040
b) Preferential Convertible Warrants	2	–	31,550,000
c) Reserves & Surplus	3	230,632,706	106,157,703
		330,632,706	208,044,743
2) Deferred Tax Liability		36,996,879	34,101,563
3) Loan Funds			
a) Secured Loans	4	604,060,096	499,412,894
b) Unsecured Loans	5	390,066,249	277,272,966
		994,126,345	776,685,860
Total		1,361,755,930	1,018,832,166
II. APPLICATION OF FUNDS			
1) Fixed Assets	6		
a) Gross Block		496,713,620	394,413,850
b) Less Depreciation		113,242,399	80,986,872
c) Net Block		383,471,221	313,426,978
d) Capital W.I.P.		12,680,106	12,680,106
2) Investments	7	141,327,938	17,186,152
3) Current Assets, Loans & Advances			
a) Inventories	8	576,702,114	408,427,087
b) Sundry Debtors	9	281,520,237	258,219,179
c) Cash & Bank Balances	10	109,227,383	75,208,115
d) Other Current Assets	11	3,171,962	6,560,937
e) Loans & Advances	12	231,567,176	164,799,709
		1,202,188,872	913,215,027
Less : Current Liabilities & Provisions			
a) Current Liabilities	13	336,178,424	214,893,806
b) Provisions	14	41,776,783	22,881,491
		377,955,207	237,775,297
Net Current Assets		824,233,665	675,439,730
4) Miscellaneous Expenditure to the extent not written off or adjusted		43,000	99,200
Total		1,361,755,930	1,018,832,166
Significant Accounting Policies	24		
Notes to Accounts	25		

The Schedules referred to above form an integral part of the Balance Sheet

In terms of our report of even date

For S. M. Bengani & Co.
Chartered AccountantsD. P. Tantia
ChairmanC.A. H. L. Bengani
Proprietor
Membership No. 07867S. G. Tantia
Managing DirectorPlace : Kolkata
Dated : 12th May 2009R. Mishra
Company SecretaryAtul Tantia
Director (Operations)

Profit and Loss Account For the year ended 31st March 2009

(Amount in Rupees)

Particulars	Schedule No.	Year ended 31.03.2009	Year ended 31.03.2008
I. INCOME			
Sales / Contract Receipts	15	2,279,089,779	1,379,330,473
Less : Excise Duty on Sales (See Note 5 of Schedule 25)		44,514,504	35,638,515
		2,234,575,275	1,343,691,958
Other Income	16	27,458,632	13,260,184
Increase/ (Decrease) in Stock	17	103,026,622	138,568,134
		2,365,060,529	1,495,520,276
II. EXPENDITURES			
Raw Materials Consumed	18	1,005,974,736	497,848,757
Trading Purchases		174,501,160	254,970,902
Operational Expenses	19	711,720,561	424,443,095
Payments to & Provisions for Employees	20	137,459,625	81,382,755
Administrative & Other Expenses	21	60,767,997	53,423,646
Selling & Distribution Expenses	22	18,595,150	31,086,743
Preliminary Expenses written off		56,200	56,200
		2,109,075,429	1,343,212,098
III. PROFIT			
Profit before Interest & Depreciation		255,985,100	152,308,178
Interest and Finance Expenses	23	124,140,564	74,229,659
Profit before Depreciation		131,844,536	78,078,519
Depreciation for the year		33,811,114	28,472,200
Profit before Taxation		98,033,422	49,606,319
Provision for Taxation			
- Current Tax		11,600,000	5,625,000
- Fringe Benefit Tax		900,000	675,000
- Deferred Tax		2,895,316	18,063,182
Profit after Taxation		82,638,106	25,243,137
Provision for Income Tax no longer required written back		–	124,341
Profit Brought forward		73,665,417	58,527,022
Amount available for appropriation		156,303,523	83,894,500
IV. APPROPRIATIONS			
Transfer to General Reserve		2,500,000	2,000,000
Proposed Dividend		12,500,000	7,033,704
Dividend Tax		2,124,375	1,195,379
Profit Carried Over		139,179,148	73,665,417
		156,303,523	83,894,500
V. Earning per share (Rs.)			
Basic Earning Per Share		11.56	3.59
Diluted Earning Per Share		11.56	2.86
Significant Accounting Policies	24		
Notes to Accounts	25		

The Schedules referred to above form an integral part of the Profit and Loss Account

In terms of our report of even date

For S. M. Bengani & Co.
Chartered AccountantsD. P. Tantia
ChairmanC.A. H. L. Bengani
Proprietor
Membership No. 07867S. G. Tantia
Managing DirectorPlace : Kolkata
Dated : 12th May 2009R. Mishra
Company SecretaryAtul Tantia
Director (Operations)

Schedules forming part of the Balance Sheet As at 31st March 2009

(Amount in Rupees)

	As at 31.03.2009		As at 31.03.2008	
Schedule - 1 SHARE CAPITAL				
Authorised :				
1,00,00,000 (P.Y. 1,00,00,000) Equity Shares of Rs. 10/-each	100,00,000		100,00,000	
	100,00,000		100,00,000	
Issued, Subscribed & Paid Up :				
1,00,00,000 (P.Y. 70,33,704) Equity Shares of Rs. 10/-each of the above Shares	100,00,000		70,337,040	
9,22,284 Fully paid Equity Shares were allotted to the Shareholders of Amalgamating Company				
58,61,420 Fully paid Equity Shares were allotted as Bonus Shares				
29,66,296 Fully paid Equity Shares were allotted to Preferential Convertible Warrant Holders during the year				
	100,00,000		70,337,040	
Schedule - 2 PREFERENTIAL CONVERTIBLE WARRANTS				
Preferential Convertible Warrants				
Preferential Convertible Partly paid Warrants Convertible into Equity Shares within 18 Months from the date of allotment.		-	31,550,000	
		-	31,550,000	
Schedule - 3 RESERVES AND SURPLUS				
Capital Reserves :				
As per last Account		1,704,341	1,704,341	
Securities Premium Account :				
Premium received on issue of Equity Shares on conversion of Preferential Convertible Warrants during the year.		60,492,216	-	
General Reserves :				
As per last Account	30,787,945		102,131,642	
Add : Transferred during the year	2,500,000		2,000,000	
	33,287,945		104,131,642	
Deduct :				
Transferred to Share Capital Account consequent to issue of Bonus Shares	-		58,614,200	
Short Provision for Deferred Tax in respect of earlier years	-		13,191,709	
Employees retirement benefits for earlier years adjusted against reserve	4,030,944		1,537,788	
	4,030,944	29,257,001	73,343,697	30,787,945
Surplus as per Profit & Loss Account		139,179,148		73,665,417
		230,632,706		106,157,703

Schedules forming part of the Balance Sheet As at 31st March 2009

(Amount in Rupees)

	As at 31.03.2009		As at 31.03.2008								
Schedule - 4 SECURED LOANS											
Term Loan		48,800,000		62,800,000							
(From Indian Renewable Energy Development Agency Ltd. Secured by first/sole charge on immovable & movable assets and receivables of Wind Power Division of the Company and Personal Guarantees of some of the Directors)											
Term Loan *		17,766,827		19,950,197							
Short Term Loan *		101,988,320		114,148,165							
*From scheduled bank Secured by first charge on all present and future goods, movable property including Plant & Machinery (Excl. those under direct finance) and other Fixed Assets, Book Debts, Stock of Raw Materials, Stores, Process / Finished Stocks and all Current Assets of Concrete Sleeper Division of the Company and Personal Guarantees of some of the Directors.											
Short Term Loan **		283,781,800		200,550,751							
**From scheduled bank Secured by first charge on all present and future goods, movable property including Plant & Machinery (Excl. those under direct finance) and other Fixed Assets, Book Debts, Stock of Raw Material, Stores, Work in Progress and all Current Assets of Infrastructure (Construction) Division of the Company and Personal Guarantees of some of the Directors.											
Equipment Loan		89,932,076		68,649,511							
(Secured by first charge of equipment under finance and Personal Guarantees of some of the Directors)											
Advance Against Sales		61,791,073		33,314,270							
(Partly Interest Free, Secured by bank guarantees)											
		604,060,096		499,412,894							
Schedule - 5 UNSECURED LOANS											
Short Term Loans from Bodies Corporate		258,589,711		232,564,046							
Advance against Sales		131,476,538		44,708,920							
		390,066,249		277,272,966							
Schedule - 6 FIXED ASSETS											
		GROSS BLOCK			DEPRECIATION			NET BLOCK			
Sl. No.	Particulars	As at 31.03.2008	Additions	Deletions	As at 31.3.2009	As at 31.03.2008	For the Year	Adjustments	As at 31.03.2009	As at 31.03.2009	As at 31.03.2008
1.	Freehold Land & Land Development	7,271,438	-	-	7,271,438	-	-	-	-	7,271,438	7,271,438
2.	Leasehold Land	10,783	-	10,783	-	-	-	-	-	-	10,783
3.	Factory Shed & Building	33,841,926	-	79,372	33,762,554	6,163,653	1,341,676	27,763	7,477,566	26,284,988	27,678,273
4.	Plant & Machinery	281,459,031	71,458,474	978,642	351,938,863	62,706,123	23,950,226	286,727	86,369,622	265,569,241	218,752,908
5.	Tube Well	545,121	-	-	545,121	61,609	3,402	-	65,011	480,110	483,512
6.	Office Equipment	790,513	329,781	-	1,120,294	332,769	49,741	-	382,510	737,784	457,744
7.	Laboratory Equipment	3,878,960	498,513	-	4,377,473	436,987	187,023	-	624,010	3,753,463	3,441,973
8.	Furniture & Fixture	1,233,458	232,070	-	1,465,528	413,048	77,020	-	490,068	975,460	820,410
9.	Vehicles & Trolleys	57,240,378	30,981,557	739,051	87,482,884	8,065,056	7,329,423	442,142	14,952,337	72,530,547	49,175,322
10.	Electrical Installation	2,442,835	-	37,876	2,404,959	740,303	101,371	30,543	811,131	1,593,828	1,702,532
11.	Air Conditioner	271,661	481,260	-	752,921	140,083	28,008	-	168,091	584,830	131,578
12.	Computer	3,778,047	1,813,538	-	5,591,585	1,158,829	743,224	-	1,902,053	3,689,532	2,619,218
13.	Irrigation System	1,402,949	-	1,402,949	-	768,412	-	768,412	-	-	634,537
14.	Jobba Plantation	246,750	-	246,750	-	-	-	-	-	-	246,750
	Total	394,413,850	105,795,193	3,495,423	496,713,620	80,986,872	33,811,114	1,555,587	113,242,399	383,471,221	313,426,978
	Previous Year	330,687,732	68,705,673	4,979,555	394,413,850	54,376,732	28,472,200	1,862,060	80,986,872	313,426,978	

Schedules forming part of the Balance Sheet As at 31st March 2009

(Amount in Rupees)

	As at 31.03.2009	As at 31.03.2008
Schedule - 7 INVESTMENTS (Unquoted At Cost)		
A. Long Term		
i) In Government securities		
National savings Certificates lodged with Government Authorities	–	7,000
ii) Trade Investments (Unquoted At Cost)		
a) Subsidiary Companies		
i) 27,000 (P.Y. 27,000) Equity Shares of GPT Concrete Products South Africa (Pty.) Ltd., South Africa. Fully paid up of ZAR 1/- Each*	148,886	148,886
ii) 2,125,000 (P.Y. Nil) Equity Shares of GPT Investments Pvt. Ltd. Mauritius. Fully paid up of USD 1/- Each (Purchased during the year)	93,541,857	–
b) Others		
110,000 (P.Y. 110,000) Equity Shares of GPT Castings Ltd. Fully paid up of Rs. 10/-each	1,100,000	1,100,000
(Quoted At Cost)	Market Value	
– (P.Y. 100,000) Equity Shares of Tantara Financial Services Ltd. Fully paid up of Rs. 10/-each (Sold during the year)	Rs. Nil (P.Y. Rs. 3,00,000/-)	311,770
B. Short Term		
i) Investment in Capital of Joint Ventures		
	46,537,195	15,618,496
	141,327,938	17,186,152
Aggregate Value of Quoted Investments (Market Value Rs. Nil. P.Y. Rs. 3,00,000/-)	–	311,770
Aggregate Value of Unquoted Investments	141,327,938	16,874,382
	141,327,938	17,186,152

* Shares pledged with a FI as security for Loan given to GPT Concrete Products South Africa (Pty.) Ltd.

Schedule - 8 INVENTORIES (As Certified by the Management)		
a) Finished Goods	75,778,161	69,052,674
b) Trading Goods	–	720,128
c) Raw Material	119,059,302	76,982,128
d) Stores, Spare Parts & Packing Materials	75,596,746	46,173,709
e) Work in Progress	306,267,905	215,498,448
	576,702,114	408,427,087

Schedule - 9 SUNDRY DEBTORS (Unsecured, Considered Good)		
Exceeding six months	99,369,186	68,489,616
Others Debts	182,151,051	189,729,563
	281,520,237	258,219,179

Schedules forming part of the Balance Sheet As at 31st March 2009

(Amount in Rupees)

	As at 31.03.2009	As at 31.03.2008
Schedule - 10 CASH AND BANK BALANCES		
Cash in hand	5,130,527	4,814,838
Cheque in Hand	500,000	5,000
Balance with Scheduled Banks		
- In Current Accounts	12,597,757	3,030,620
- In Fixed Deposit Account	90,999,099	67,357,657
(Receipts pledged with Sales Tax department as Security, with Banks towards Margin against Bank Guarantees and includes earnest money / security deposit in the form of FDR's favouring beneficiaries)		
	109,227,383	75,208,115

Schedule - 11 OTHER CURRENT ASSETS		
Interest Accrued on Fixed Deposits	1,920,399	1,583,815
Prepaid Expenses	1,251,563	4,977,122
	3,171,962	6,560,937

Schedule - 12 LOANS AND ADVANCES (Unsecured, Considered Good)		
Advance recoverable in Cash or in Kind or for value to be received	87,476,483	98,562,920
Security Deposits & Earnest Money	109,146,941	36,801,633
Advance Income Tax & FBT	23,405,391	17,359,435
V.A.T. Refundable/ Adjustable	11,538,361	9,036,432
Advance Central Excise	–	3,039,289
	231,567,176	164,799,709

Schedule - 13 CURRENT LIABILITIES		
Sundry Creditors	264,653,927	159,115,976
Other Liabilities	71,524,497	55,777,830
	336,178,424	214,893,806

Schedule - 14 PROVISIONS		
Proposed Dividend	12,500,000	7,033,704
Dividend Tax	2,124,375	1,195,379
Provision for Income Tax & FBT	27,152,408	14,652,408
	41,776,783	22,881,491

Schedules forming part of the Profit and Loss Account For the year ended 31st March 2009

(Amount in Rupees)

	Year ended 31.03.2009		Year ended 31.03.2008	
Schedule - 15 SALES / CONTRACT RECEIPTS				
Domestic Sales		434,435,928		267,171,798
Export Sales		211,464,839		328,103,940
Contract Receipts				
- Domestic	1,424,176,863		590,821,304	
- Project Export	196,191,838	1,620,368,701	181,232,825	772,054,129
Wind Power Sale		12,820,311		12,000,606
		2,279,089,779		1,379,330,473

Schedule - 16 OTHER INCOME

Interest on Fixed Deposit (TDS Rs. 9,55,292/- P.Y. Rs. 8,42,759/-)		5,251,383		4,381,739
Interest on Loan (TDS Rs. Nil P.Y. Rs. 40,937/-)		527,600		182,103
Interest from others (TDS Rs. 32,029/- P.Y. Rs. Nil)		147,249		551,790
Dividend		-		600,000
Miscellaneous income		7,796,499		1,229,273
Duty Drawback		132,525		1,482,466
Profit on Sale of Raw Material		73,800		985,039
Gain on Foreign Exchange Fluctuation (Net)		12,604,975		-
Sale of Scraps (Inclusive of Excise Duty)		536,371		3,847,774
Profit / (Loss) on Sale / Writing off Investments		388,230		-
		27,458,632		13,260,184

Schedule - 17 INCREASE / (DECREASE) IN STOCK

Closing Stock				
Trading Goods	-		720,128	
Finished Goods	75,778,161		69,052,674	
Work In Progress	317,411,945	393,190,106	220,390,682	290,163,484
Deduct: Opening Stock				
Trading Goods	720,128		1,058,556	
Finished Goods	69,052,674		34,906,780	
Work In Progress	220,390,682	290,163,484	115,630,014	151,595,350
		103,026,622		138,568,134

Schedule - 18 RAW MATERIAL CONSUMED

Opening Stock		76,982,128		31,359,553
Add. Purchases		1,048,051,910		543,471,332
		1,125,034,038		574,830,885
Less. Closing Stock		119,059,302		76,982,128
		1,005,974,736		497,848,757

Schedules forming part of the Profit and Loss Account For the year ended 31st March 2009

(Amount in Rupees)

	Year ended 31.03.2009		Year ended 31.03.2008	
Schedule - 19 OPERATIONAL EXPENSES				
Stores Consumed		114,802,177		100,936,805
Power & Fuel		79,049,378		53,897,312
Repairs & Maintenance - Plant & Machinery		31,731,427		9,162,091
Repairs & Maintenance - Others		5,281,516		15,479,871
Payments To Sub-Contractor		334,579,521		161,563,438
Site Mobilisation Expenses		22,277,250		13,593,351
Other Operational Expenses		7,542,290		9,712,562
Consultancy Fees		16,398,429		9,367,471
Works Contract Tax		51,378,776		21,905,403
Increase / (Decrease) in Excise Duty on Finished Goods Stock		(3,131,070)		3,791,838
Carriage Inward		51,810,867		25,032,953
		711,720,561		424,443,095

Schedule - 20 PAYMENTS TO & PROVISIONS FOR EMPLOYEES

Salary, Wages & Bonus		127,368,684		75,483,931
Workmen & Staff Amenities (i.e. fooding, medicine etc.)		4,808,340		3,042,300
Provident Fund, ESI & Administrative Charges		3,931,553		2,737,989
Contribution to Gratuity Fund		1,351,048		118,535
		137,459,625		81,382,755

Schedule - 21 ADMINISTRATIVE & OTHER EXPENSES

Rent		4,460,778		2,840,422
Travelling & Conveyance		21,993,141		20,700,777
Rates & Taxes		1,721,815		3,734,060
Remuneration to Directors		4,521,259		4,568,163
Directors Sitting Fee		169,000		66,500
Auditors' Remuneration				
- Audit Fee	80,000		89,888	
- Tax Audit Fee	15,000		16,854	
- For Certificates	24,750	119,750	17,813	124,555
Internal Audit & Other Certificate Fee		417,579		421,585
Insurance Premium		4,122,608		2,939,322
Donation		510,000		810,000
Loss on Foreign Exchange Fluctuation		-		2,076,435
Loss on Sale / Discarding Fixed Assets		1,402,205		-
Miscellaneous Expenses		21,329,862		15,141,827
		60,767,997		53,423,646

Schedule - 22 SELLING & DISTRIBUTION EXPENSES

Advertisement		103,835		76,012
Selling Commission		1,924,896		4,049,094
Freight & Forwarding		16,566,419		26,961,637
		18,595,150		31,086,743

Schedules forming part of the Profit and Loss Account For the year ended 31st March 2009

(Amount in Rupees)

	Year ended 31.03.2009		Year ended 31.03.2008	
Schedule - 23 INTEREST & FINANCING EXPENSES				
Interest:				
To Banks & FI's				
On Term Loan	7,815,042		9,152,588	
On Short Term Loan	51,329,588	59,144,630	19,073,932	28,226,520
To Others		44,549,790		34,603,398
Finance Charges				
Bank Commission & Other Charges		20,446,144		11,399,741
		124,140,564		74,229,659

Schedules forming part of the Balance Sheet as at 31st March 2009, and Profit and Loss Account for the year ended on that date

Schedule - 24 SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

The accounts of the Company are prepared on accrual basis in accordance with generally accepted accounting principles.

2. Revenue Recognition

Income & Expenditures are recognised on accrual basis. In respect of Construction Contracts, the percentage of completion method for accounting is followed. The Profit and Loss Account of the Joint Ventures, if any, are accounted for by incorporation with respective heads of accounts to the extent of Company's share in the Joint Venture.

3. Fixed Assets

Fixed Assets are stated at cost. Cost of Fixed Assets includes duties, taxes and incidental expenses attributable to bringing them to their present working condition.

4. Depreciation

Depreciation on Fixed Assets have been provided at the rates specified in Schedule XIV to the Companies Act, 1956, on Written Down Value Method in respect of Assets acquired up to 31st March 1991, and on the basis of Straight Line Method in respect of additions made thereafter, however, in respect of Fixed Assets of Company's Wind Power Division, depreciation is provided on Written Down Value Method at the rates specified in Schedule XIV to the Companies Act, 1956.

5. Impairment

The carrying amount of assets are reviewed once in a year if there is indication of impairment based on internal/external factors. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

6. Investments

Investments that are readily realisable and intended to be held for not more than a year are recognised as Current investments. All other investments are recognised as long term investments other than investment in Joint Venture which is for Short Term and are stated at cost. Long term Investments are being valued at cost and provision for diminution in value of long term Investment is made only if such a decline is other than temporary in nature.

7. Inventories

Inventories are valued as under :

- | | |
|---|--|
| a) Raw Materials | - At Cost on FIFO Basis. |
| b) Work-in-Progress (Work done but not certified) | - At Cost |
| c) Trading Goods | - At Lower of Cost or Net Realisable Value |
| d) Finished Goods | - At Lower of Cost or Net Realisable Value |
| e) Stores, Spares & Consumables | - At Cost on FIFO Basis. |

Schedules forming part of the Balance Sheet as at 31st March 2009, and Profit and Loss Account for the year ended on that date

Schedule - 24 SIGNIFICANT ACCOUNTING POLICIES (Contd...)

8. Foreign Currency Transactions

Transactions in foreign currency are recorded on the basis of the exchange rates prevailing between the Indian Rupee and the foreign currency at the date of the transaction. Translation of monetary items as on Balance Sheet date has been made at the exchange rate as at Balance Sheet date.

9. Retirement Benefits

- The company has created an approved gratuity fund, which has taken a group gratuity cum insurance policy with Life Insurance Corporation of India (LIC) for future payment of gratuity to the eligible employees. Gratuity Provision as per actuarial valuation as required under AS – 15 (Revised) over and above the contribution to Gratuity Fund has been provided for.
- Contributions are made to Provident & other funds on actual liability basis.
- Liability in respect of earned leaves as per employment rules of the company for the employees is provided for at the end of the year as per actuarial estimation.

10. Income Tax

a) Current Tax

Current Income Tax and Fringe Benefit Tax are measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act.

b) Deferred Tax

Deferred Tax resulting from "Timing Difference" between Book and Taxable profit is accounted for using the current tax rates and Laws that has been enacted or subsequently enacted as on the Balance Sheet date. The deferred tax assets is recognised and carried forward only to the extent that there is a virtual certainty that the assets will be realised in future. Unrecognised deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realised.

11. Provision and Contingent Liabilities

The Company recognizes a provision when there is a present obligation as a result of past events that probably requires an outflow of resources and a reliable estimate can be made of amount of the obligation. Contingent liabilities are not provided for in the accounts and are disclosed separately by way of notes to accounts.

12. Segment Reporting Policies

The company's operating business are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The present business segment of the Company are Concrete Sleeper and Allied, Civil & Core Infrastructure and Wind Power Generation. The analysis of geographical segment is based on the areas in which major operating divisions of the company operate.

13. Earnings Per Share

Basic earnings per share are computed by dividing net profit or loss after tax for the year by the weighted average number of Equity Shares outstanding during the year.

For the purpose of diluted earnings per share, the net profit or loss after tax for the year and weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Schedule - 25 NOTES TO ACCOUNTS

1. Contingent liabilities not provided for in respect of:

- Counter Guarantees against outstanding Bank Guarantee Rs. 6,178.98 Lakhs (P.Y. Rs. 3,669.73 Lakhs) Fixed Deposit pledged with Bank towards margin Rs. 585.81 Lakhs (P.Y. Rs. 388.81 Lakhs).
- Outstanding unexpired Letter of Credit Rs. 300 Lakhs (P.Y. Rs. Nil) Fixed Deposit pledged with bank towards margin Rs. 30 Lakhs (P.Y. Rs. Nil).
- Corporate Guarantees given by the Company on behalf of one of the Subsidiaries in respect of credit facilities availed by the subsidiary aggregating to Rs. 2,837.66 Lakhs (P. Y. Rs. Nil).

Schedules forming part of the Balance Sheet as at 31st March 2009, and Profit and Loss Account for the year ended on that date

Schedule - 25 NOTES TO ACCOUNTS (Contd...)

2. Director's Remuneration.

2.1. The Directors' Remuneration includes the following:

	For the year (Rs. in '000)				Previous year (Rs. in '000)			
	Salary	House Rent Allowance	Commission	Total	Salary	House Rent Allowance	Commission	Total
Chairman	-	-	1,041	1,041	-	-	542	542
Managing Director	2,400	-	-	2,400	1,786	132	-	1,918
Executive Director	720	360	-	1,080	640	320	-	960
Director-Finance	-	-	-	-	560	-	-	560
Executive Director	-	-	-	-	392	196	-	588
Total :	3,120	360	1,041	4,521	3,378	648	542	4,568

2.2. Computation of Net Profit in accordance with section 349 of the Companies Act, 1956.

	For the year (Rs. in '000)	Previous year (Rs. in '000)
Profit before Tax as per Profit & Loss Account	98,033	49,606
ADD :		
Loss on sale of Fixed Assets	1,402	Nil
Directors Sitting Fees	169	67
Directors Remuneration	4,521	4,568
Net Profit for Section 349 of the Companies Act, 1956	104,125	54,241
Maximum Commission Payable to Chairman @ 1%	1,041	542

3. During the year, the Company has issued 11,66,296 Preferential Convertible Warrants ("Warrant") on a preferential basis at a face value of Rs. 31/- each. Each Warrant carries a right to convert the same into one Equity Shares of Rs. 10/- each at a premium of Rs. 21/- within 18 months from the date of allotment. The Company has received aggregate amount of Rs. 3,61,55,176/- against such Warrants. The Company has also received 2,24,50,000/- from the Warrant holders being balance amount receivable on account of 18,00,000 Warrants issued during the previous year. The Company has allotted 29,66,296 Equity Shares during the year to Warrant holders in terms of option for conversion exercised by them.

4. As per Accounting Standard – 22 on "Accounting for Taxes on Income," Deferred Tax Liability has been ascertained as on 31st March 2009 which works out to Rs. 29.19 Lakhs. Components of Deferred Tax Liability and Assets are as under:

(Amount in Rupees)

	As at 31st March 2009	As at 31st March 2008
A) Deferred Tax Liability		
Difference between Book & Tax Depreciation	41,236,736	41,597,858
B) Deferred Tax Assets		
i. Unabsorbed Business Loss and Depreciation	-	5,611,785
ii. Expenses charged but allowable in the future years on payment or under other provisions of the Income Tax Act.	4,239,857	1,884,510
Total Deferred Tax Assets	4,239,857	7,496,295
Net Deferred Tax Liability	36,996,879	34,101,563

5. Excise Duty on sales has been deducted from gross sales on the face of Profit & Loss Account and Increase / (Decrease) in excise duty on "Finished Goods Stock" has been shown under the head "Operational Expenses" in Schedule 19 as required by Accounting Standard – 9 "Revenue Recognition" read with Accounting Standard Interpretation 14 (Revised) "Disclosure of Revenue from Sales Transaction".

6. There are no Micro, Small and Medium Enterprises to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March 2009. This information as required to be disclosed under the Micro, Small and Medium Enterprises Act

Schedules forming part of the Balance Sheet as at 31st March 2009, and Profit and Loss Account for the year ended on that date

Schedule - 25 NOTES TO ACCOUNTS (Contd...)

2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

7. Earning per Share as per Accounting Standard (AS 20) of ICAI.

(Amount in Rupees)

	Year ended 31st March 2009	Year ended 31st March 2008
Profit after Tax	82,638,106	25,243,137
Weighted average no of Shares for Basic Earning per Share	7,147,480	7,033,704
Weighted average no of Shares for Diluted Earning per Share	7,147,480	8,833,704
Basic Earning per Share	11.56	3.59
Diluted Earning per Share	11.56	2.86

8. The Company has the following Joint Ventures in India for the purpose of undertaking various construction contracts as on 31st March 2009:

Name of the Joint Venture	Company's Share	Name of the Joint Venture	Company's Share
GPT - GW (JV)	60%	GPT - RDS (JV)	50%
GPT - MADHAVA (JV)	49%	GPT - SLDN - COPCO (JV)	60%
GPT - PREMCO-RDS (JV)	45%	GPT - UNIVERSAL (JV)	60%
GPT - GEO (JV)	60%	GPT- RAHEE (JV) - I & II	50% & 65%
GPT - GEO-UTS (JV)	50%	RAHEE - GPT (JV) – I & II	50% & 51%
GPT - SLDN-UTS (JV)	60%	BHARAT - GPT (JV)	50%

The above percentage represents share of Profit / (Loss) of the above Joint Ventures and the Company does not have any share in the assets and liabilities of the joint ventures.

9. Statement pursuant to section 212 of the Companies Act, 1956 relating to Subsidiary Companies.

Name of Subsidiary Company	GPT Concrete Products South Africa (Proprietary) Limited, South Africa	GPT Investments Private Limited, Mauritius
Financial Year Ending of the Subsidiary	31st March 2009	31st March 2009
No of Equity Shares held with its face value	27,000 (P. Y. 27,000) Equity Shares of ZAR 1 each	2,125,000 (Previous Year : Nil) Equity Shares of USD 1 each
Extent of Holding	54% (Previous Year : 54%)	100% (Previous Year : Nil)
Profit / (Loss) so far as it concerns the members of the holding company and not dealt with in the holding company's accounts	Loss 40.32 Lakh (Previous Year : Nil)	Profit Rs. 66.52 Lakh (Previous Year : Nil)
Profit / (Loss) so far as it concerns the members of the holding company and dealt with in the holding company's accounts	Nil (Previous Year : Nil)	Nil (Previous Year : Nil)

10. Related Party Disclosures as per Accounting Standard (AS 18) issued by ICAI.

a) Key Management Personnel's.

- Mr. D.P. Tantia
- Mr. S.G. Tantia
- Mr. Atul Tantia
- Mr. Vaibhav Tantia
- Mr. Arun Kumar Dokania

b) Relative of Key Management Personnel's.

- Mrs. Pramila Tantia
- Mrs. Vinita Tantia
- Mrs. Kriti Tantia

Schedules forming part of the Balance Sheet as at 31st March 2009, and Profit and Loss Account for the year ended on that date

Schedule - 25 NOTES TO ACCOUNTS (Contd...)

- c) Enterprises in which Key Management Personnel has Significant influence.
- M/s. GPT Castings Limited
 - M/s. Stone Products

d) Subsidiaries

- M/s. GPT Investments Private Limited, Mauritius,
- M/s. GPT Concrete Products South Africa (Proprietary) Limited, South Africa

- e) Joint Ventures in which the company is a member for executing Construction Contracts:

Name of the Joint Venture	Name of the Joint Venture
GPT - GWV (JV)	GPT - RDS (JV)
GPT - MADHAHA (JV)	GPT - SLDN-COPCO (JV)
GPT - PREMCO-RDS (JV)	GPT - UNIVERSAL (JV)
GPT - GEO (JV)	GPT - RAHEE (JV)
GPT - GEO-UTS (JV)	RAHEE - GPT (JV)
GPT - SLDN-UTS (JV)	BHARAT - GPT (JV)

- f) i. During the year following transactions were carried out with related parties in the ordinary course of business and at arms length :

(Rs. in '000)

Nature of Transactions	Key Management Personnel		Relatives of Key Management Personnel		Enterprises in which Key Management personnel has significant influence		Subsidiary Companies		Joint Ventures	
	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
Contract Receipt	-	-	-	-	-	-	-	-	586,094	319,416
Consultancy Fees Received	-	-	-	-	-	-	7,905	-	-	-
Remuneration Paid	6,834	5,288	651	490	-	-	-	-	-	-
Purchases	-	-	-	-	90,768	53,001	-	-	-	-
Payment of Rent	144	144	288	246	1,020	990	-	-	-	-
Outstanding Balance in Current Liabilities	-	-	-	-	1,396	61	-	-	-	-
Outstanding Balance in Current assets	-	-	-	-	6,771	11,096	5,339	-	42,921	59,691

- ii. Investment in Subsidiary Companies.

Rs. 936.90 Lakhs (P.Y. Rs. 1.49 Lakhs)

- iii. Investment in Joint Ventures

Rs. 465.37 Lakhs (P.Y. Rs. 156.18 Lakhs)

11. The Company has recognised its operations in three major following segments:

- Concrete Sleepers and Allied : The company manufactures and markets Concrete Sleepers for railways, manufacture and supply Plant & Machinery and Components for manufacture of concrete sleepers either as stand alone or as a turnkey supply.
- Civil and Core Infrastructure.
- Wind Power Generation.

Schedules forming part of the Balance Sheet as at 31st March 2009, and Profit and Loss Account for the year ended on that date

Schedule - 25 NOTES TO ACCOUNTS (Contd...)

11.1 Primary Segment information (by Business Segment)

(Previous year's figures are shown in brackets)

(Rs. in '000)

Business Segments	Concrete Sleepers & Allied	Civil & Core Infrastructure	Wind Power Generation	Others	Total
Revenue					
External Sales	578,857 (558,366)	1,642,898 (772,054)	12,820 (12,001)	- (1,272)	2,234,575 (1,343,693)
Other Income	4,164 (3,924)	16,712 (4,193)	- (-)	- (33)	20,876 (8,150)
Total Revenue	583,021 (562,290)	1,659,610 (776,247)	12,820 (12,001)	- (1,305)	2,255,451 (1,351,843)
Results					
Segment Results	80,659 (58,067)	181,134 (90,625)	-138 (-3,125)	- (595)	261,655 (146,162)
Unallocated Corporate Expenses					-46,064 (-27,436)
Operating Profits					215,591 (118,726)
Interest Expenses					-124,141 (-74,230)
Interest Income					6,583 (5,110)
Exceptional items					- (-)
Income Tax & FBT					15,395 (24,363)
Net Profit	80,659 (58,067)	181,134 (90,625)	-138 (-3,125)	- (595)	82,638 (25,243)
Other Information					
Segment Assets	269,999 (314,628)	1,235,279 (824,728)	79,633 (89,778)	- (1,403)	1,584,911 (1,230,537)
Unallocated Corporate Assets					153,800 (26,069)
Total Assets	269,999 (314,628)	1,235,279 (824,728)	79,633 (89,778)	- (1,403)	1,739,711 (1,256,606)
Segment Liabilities	195,747 (360,167)	679,334 (564,534)	48,814 (60,887)	- (-1,323)	923,895 (984,265)
Unallocated Corporate Liabilities					448,186 (30,196)
Total Liabilities	195,373 (360,167)	679,334 (564,534)	48,814 (60,887)	- (-1,323)	1,372,081 (1,014,461)

11.2 Geographical Segments

a) Consolidated Revenue by geographical market:

(Rs. in '000)

	2008-09	2007-08
Domestic Market	1,871,433	869,993
Overseas Market	407,657	509,337
Total	2,279,090	1,379,330

Schedules forming part of the Balance Sheet as at 31st March 2009, and Profit and Loss Account for the year ended on that date

Schedule - 25 NOTES TO ACCOUNTS (Contd...)

b) Carrying amount of Debtors & Stocks by geographical market: (Rs. in '000)

	2008-09	2007-08
Domestic Market		
- Debtors	138,064	97,749
- Stocks	507,855	371,265
Overseas Market		
- Debtors	143,456	160,470
- Stocks	68,847	37,162
Total	858,222	666,646

12. Foreign Currency Earnings and Expenditures: (Rs. in '000)

	2008-09	2007-08
a) Earnings :		
Exports on F.O.B. Basis	189,986	480,838
Other Income	4,959	-
b) Expenditures :		
Foreign Travel	1,144	1,066
Import of Raw Material	-	496
Others	4,747	1,978

13. Additional information pursuant to Paragraph 3 & 4 of Part II of Schedule VI to the Companies Act, 1956.

a) Particulars pertaining to Finished Goods: (Value in Rs. '000)

Quantitative Information	Unit	Concrete Sleepers		Wind Power Generation		Others **		Total	
		2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
		Nos	Nos	MW	MW	-	-	-	-
Licensed Capacity		600,000	600,000	NA	NA	-	-	-	-
Installed Capacity		480,000	480,000	2.50	2.50	-	-	-	-
Opening	Qty	56,742	36,083	-	-	-	-	-	-
Stock*	Value	67,780	33,571	-	-	340,647	184,101	408,427	217,672
Production	Qty	234,517	201,144	4,694,838 Kwh	4,444,669 Kwh	-	-	-	-
Sales	Qty	241,684	180,485	4,694,838 Kwh	4,444,669 Kwh	-	-	-	-
	Value	411,767	247,583	12,820	12,001	1,854,503	1,119,746	2,279,090	1,379,330
Closing	Qty	49,575	56,742	-	-	-	-	-	-
Stock*	Value	71,073	67,780	-	-	505,629	340,647	576,702	408,427

* Includes rejected sleepers at nil Value.

** Others include mainly Services of Construction and project export on turnkey basis for which no quantitative information are applicable.

b) Raw material & Components Consumed (Pertaining to manufacture of Concrete Sleeper as there is no raw material or component for Wind Power generation) :

Raw Material Consumed	Unit	2008-09		2007-08	
		Quantity	(Rs. in '000)	Quantity	(Rs. in '000)
H.T.S. Wire	MT	2,387	105,952	2,016	75,786
Special Cement	MT	14,149	71,077	12,961	51,308
Stone Aggregates	MT	39,147	14,812	36,209	9,579
Sand	Cft	371,585	1,601	323,489	1,130
SGCI Inserts	No	980,003	65,997	818,729	49,923
PE Dowels	No	109,863	1,134	95,675	940
MS Round	MT	98	3,351	75	1,877
Total			263,924		190,543

The above does not include raw material & components and trading goods for services of construction and project export on turnkey basis for which no quantitative information are applicable.

Schedules forming part of the Balance Sheet as at 31st March 2009, and Profit and Loss Account for the year ended on that date

Schedule - 25 NOTES TO ACCOUNTS (Contd...)

c) Value of imported and indigenous Raw Materials, Components, and Stores & Spare consumed:

	2008-09		2007-08	
	Percentage	(Rs. in '000)	Percentage	(Rs. in '000)
i) Raw Materials & Components*				
Imported	0.00	-	0.07%	496
Indigenous	100%	1,180,476	99.93%	752,323
Total :	100%	1,180,476	100%	752,819
ii) Stores & Spares				
Imported	0%	-	0%	-
Indigenous	100%	114,802	100%	100,937
Total :	100%	114,802	100%	100,937

* includes trading purchase.

14. As required by Accounting Standard 15 (Revised) the following table summarise the components of net expense recognised in the Profit & Loss Account and the funded status and amounts recognised in the Balance Sheet for the respective plans.

Reconciliation of opening and closing balances of the present value of the Defined benefit obligation	Gratuity (Funded) Rupees	Leave encashment (Non Funded), Rupees
Obligation at the period beginning (1st April 2008)	3,232,005	2,523,943
Current Service Cost	1,036,070	1,641,338
Interest Cost	258,560	189,295
Actuarial (gain) / loss	5,114,809	(555,420)
Benefits paid	(47,423)	-
Obligation at the year end (31st March 2009)	9,594,021	3,799,156
Change in Plan Assets		
Plan assets at period beginning, at fair value	1,464,160	
Expected return on plan assets	117,133	
Actuarial gain / (Loss)	(125,756)	Not Applicable
Contributions	1,351,048	
Benefits paid	(47,423)	
Plan Assets at the year end, at fair value	2,759,162	Not Applicable
Reconciliation of present value of the obligation and the fair Value of plan assets.		
Fair Value of plan assets at the end of the year	2,759,162	Nil
Present value of the defined benefit obligations at the end of the year	9,594,021	3,799,156
Liability / (Assets) recognised in the Balance Sheet	6,834,859	3,799,156
Cost for the Year		
Current service cost	1,036,070	1,641,338
Interest cost	258,560	189,295
Expected return on plan assets	(117,133)	-
Actuarial (gain) / loss	(141,427)	(555,420)
Net Cost recognised in the Profit and Loss account	1,036,070	1,275,213
Assumptions used to determine the benefit obligations :		
Interest rate	8.00%	7.50%
Estimated rate of return on plan assets	8.00%	Not Applicable
Expected rate of increase in Salary	5.00%	5.00%
Actual return on plan assets	(13,132)	Not Applicable

Schedules forming part of the Balance Sheet as at 31st March 2009, and Profit and Loss Account for the year ended on that date

Schedule - 25 NOTES TO ACCOUNTS (Contd...)

15. As per Accounting Standard – 7 (revised 2002) on “Construction Contract”, the amounts considered in the financial statements up to the Balance Sheet date are as follows.

(Rs. in '000)

	As at 31st March 2009	As at 31st March 2008
Contract Revenue recognised as revenue during the year	1,642,898	772,054
Contract costs incurred and recognised profits, less losses	1,626,186	767,861
Advances received, net of recoveries from progressive bills	61,791	33,314
Gross amount due from customers for contract works	173,504	137,163
Retention Money	100,548	33,407

16. Figures for the previous year have been regrouped / rearranged wherever found necessary.

Signatures to Schedules 1 to 25

In terms of our report of even date

For **S. M. Bengani & Co.**
Chartered Accountants

C.A. H. L. Bengani
Proprietor
Membership No. 07867

R. Mishra
Company Secretary

D. P. Tantia
Chairman

S. G. Tantia
Managing Director

Atul Tantia
Director (Operations)

Place : Kolkata
Dated : 12th May 2009

Cash Flow Statement For the year ended 31st March 2009

(Amount in Rupees)

	Year ended 31.03.2009		Year ended 31.03.2008	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax		98,033,422		49,606,319
Adjustment for :				
Depreciation	33,811,114		28,472,200	
(Profit) / Loss on sale / writing off Investment	(381,230)		–	
(Profit) / Loss on sale / discarding Fixed Assets	1,402,205		–	
Interest & Dividend Income	(5,926,232)		(5,715,632)	
Preliminary Expenses written off	56,200		56,200	
Interest on Borrowings	124,140,564	153,102,621	74,229,659	97,042,427
Operating Profit before working capital changes		251,136,043		146,648,746
Adjustment for :				
Trade and other Receivables	(80,297,010)		(148,339,220)	
Inventories	(168,275,027)		(190,754,863)	
Trade payables & Liabilities	117,253,674	(131,318,363)	42,707,181	(296,386,902)
Cash Generated from operations		119,817,680		(149,738,156)
Direct Taxes paid		(6,045,956)		(3,794,364)
Cash Flow before Extraordinary items		113,771,724		(153,532,520)
Extra-ordinary items		–		–
Net Cash from Operating Activities (A)		113,771,724		(153,532,520)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets		(105,795,193)		(68,705,673)
Sale of Fixed Assets		537,631		3,117,495
(Purchase) / Sale of Investment		(123,760,556)		(9,701,701)
Interest & Dividend Income		5,589,648		5,091,948
Net Cash used in Investing Activities (B)		(223,428,470)		(70,197,931)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Borrowings (Net)		217,440,485		296,085,430
Proceeds from issue of Preferential Convertible Warrants		58,605,176		31,550,000
Dividend paid		(7,033,704)		(2,344,568)
Interest Paid		(124,140,564)		(74,229,659)
Tax on Dividend		(1,195,379)		(398,459)
Net Cash from Financing Activities (C)		143,676,014		250,662,744
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		34,019,268		26,932,293
Cash and Cash Equivalents as at the Opening of the year		75,208,115		48,275,822
Cash and Cash Equivalents as at the Close of the year		109,227,383		75,208,115

In terms of our report of even date

For **S. M. Bengani & Co.**
Chartered Accountants

C.A. H. L. Bengani
Proprietor
Membership No. 07867

Place : Kolkata
Dated : 12th May 2009

D. P. Tantia
Chairman

S. G. Tantia
Managing Director

Atul Tantia
Director (Operations)

R. Mishra
Company Secretary

Balance Sheet Abstract and Company's General Business Profile

Information Pursuant to part IV of Schedule VI of the Companies Act, 1956

I. Registration Details

Registration No. L 2 0 1 0 3 W B 1 9 8 0 P L C 0 3 2 8 7 2

State Code 2 1 Balance Sheet Date 3 1 0 3 2 0 0 9

Date Month Year

II. Capital Raised during the year (Amount in Rs. Thousands)

Public Issue N I L Rights Issue N I L

Bonus Issue N I L Private Placement 2 9 6 6 3

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	1 3 6 1 7 5 6	Total Assets	1 3 6 1 7 5 6
Sources of Funds			
Paid-up Capital	1 0 0 0 0 0	Reserves & Surplus	2 3 0 6 3 3
Secured Loans	6 0 4 0 6 0	Unsecured Loans	3 9 0 0 6 6
Deferred tax Liability	3 6 9 9 7	P. C. Warrants	N I L
Application of Funds			
Net Fixed Assets	3 9 6 1 5 1	Investments	1 4 1 3 2 8
Net Current Assets	8 2 4 2 3 4	Misc. Expenditure	4 3
Accumulated Losses	N I L		

IV. Performance of Company (Amount in Rs. Thousands)

Turnover (Gross Revenue)	2 3 0 6 5 4 8	Total Expenditure	2 2 0 8 5 1 5
Profit before Tax	9 8 0 3 3	Profit after Tax	8 2 6 3 8
Basic Earnings Per Share in Rs.	1 1 . 5 6	Dividend	1 2 . 5 0

V. Generic Names of Three Principal Products / Services of Company

Product Description	Item Code No. (ITC Code)
Concrete Sleepers	6 8 1 0 0 0 0
Civil & Core Infrastructure	NOT APPLICABLE
Electrical Energy	2 7 1 6 0 0 0

Corporate Information

Directors : Shree Gopal Tantia (Appointed on 31st March 2008)
 Atul Tantia (Appointed on 31st March 2008)
 Arun Kumar Dokania (Appointed on 18th December 2008)
 Mowlooda Randera Taher (Appointed on 24th March 2008)
 Dhanun Ujoodha (Appointed on 24th March 2008)

Company secretary : Kross Border Trust Services Limited
 (Appointed on 24th March 2008)
 St Louis Business Centre
 Cnr Desroches & St Louis Streets
 Port Louis
 Mauritius

Registered office : St Louis Business Centre
 Cnr Desroches & St Louis Streets
 Port Louis
 Mauritius

Auditors : Lancasters,
 Chartered Accountant
 14 Lancaster Court, Lavoquer Street
 Port Louis
 Mauritius

Bankers : HSBC Bank (Mauritius) Limited
 6th Floor, HSBC Centre
 Ebene
 Mauritius

Directors' Report

The directors are pleased to present their report together with the audited financial statements of the company for the period from 27th March 2008, date of incorporation, to 31st March 2009.

Principal activity

The principal activities of the company are that of investments holding and of management and marketing consultancy services.

Results and dividend

The results for the period are shown on page 6.

The directors do not recommend the payment of a dividend for the period under review.

Statement of directors' responsibilities in respect of financial statements

Company law requires the directors to prepare financial statements for each financial period giving a true and fair view of the state of affairs of the Company and of the profit or loss of the Company. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether International Financial Reporting Standards

have been followed, subject to any material departures disclosed and explained in the financial statements; and

- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors' responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of these financial statements that are free from material misstatement, whether due to fraud and error; selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

They are also responsible for the safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors have made an assessment of the Company's ability to continue as a going concern and have no reason to believe that the business will not be a going concern on the year ahead.

By order of the Board

Dhanun Ujoodha
Director

Date 12 May 2009

Page No. 2

Secretary's Certificate for the period from 27th March 2008, date of incorporation, to 31st March 2009

Secretary's certificate under Section 166 (d) of the Companies Act 2001

In accordance with section 166 (d) of the Companies Act 2001, we certify that to the best of our knowledge and belief, the Company has filed with the Registrar of Companies, all such returns as are required of the Company under the Companies Act 2001.

For and on behalf of

KROSS BORDER TRUST SERVICES LIMITED

Company Secretary

Date 12 May 2009

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Auditors' Report

To the Shareholders of,

GPT Investments Private Limited

Report on the Financial Statements

We have audited the financial statements of GPT Investments Private Limited, which comprise the balance sheet at 31st March 2009, and the income statement, the statement of changes in equity and cash flow statement for the period then ended, and the notes to the financial statements, which include a summary of significant accounting policies and other explanatory notes.

Directors' responsibilities for the financial statements

The company's directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and in compliance with the requirements of the Companies Act 2001. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' responsibilities

Our responsibilities are to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider the internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and

the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements on pages 6 to 21 give a true and fair view of the financial position of the Company at 31st March 2009 and of its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards and comply with the Mauritius Companies Act 2001.

Other matter

This report, including the opinion, has been prepared for and only for the Company's shareholders, as a body, in accordance with section 205 of the Mauritius Companies Act 2001 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Report on Other Legal and Regulatory Requirements

Companies Act 2001

We have no relationship with or interests in the Company other than in our capacity as auditors.

We have obtained all the information and explanations we have required.

In our opinion, proper accounting records have been kept by the company as far as appears from our examination of those records.

Lancasters,
Chartered Accountants
14, Lancaster Court
Lavoquer street
Port Louis
Mauritius

Date : 12th May 2009

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Income Statement

For the period front 27th March 2008, date of incorporation, to 31st March 2009

	Note	USD
Revenue	5	370,433
Expenses		(239,068)
Profit before taxation		131,365
Taxation	6	(4,019)
Profit for the period		127,346

The notes on pages 10 to 21 form part of these financial statements

Page No. 6

Balance Sheet

at 31st March 2009

	Note	USD
ASSETS		
Non-current assets		
Investments	7	108
Receivables	8	2,229,300
Total non-current assets		2,229,408
Current assets		
Other receivables	9	22,625
Cash and cash equivalents		7,432
Total current assets		30,057
Total assets		2,259,465
EQUITY AND LIABILITIES		
Capital and reserves		
Share capital	10	2,125,000
Revenue reserves		127,346
Total capital and reserves		2,252,346
Current liabilities		
Other payables	11	3,100
Tax payable	6	4,019
Total current liabilities		7,119
Total equity and liabilities		2,259,465

Approved by the Board on 12th May 2009

Page No. 7

Dhanun Ujoodha Mowloda Randerah Taher
Director Director

The notes on pages 10 to 21 form part of these financial statements

Statement of changes in equity

For the period front 27 March 2008, date of incorporation, to 31st March 2009

	Share capital USD	Revenue reserves USD	Total USD
Issue of shares	2,125,000	–	2,125,000
Profit for the period	–	127,346	127,346
Balance at 31st March 2009	2,125,000	127,346	2,252,346

The notes on pages 10 to 21 form part of these financial statements

Page No. 8

Cash flow statement

For the period front 27th March 2008, date of incorporation, to 31st March 2009

	USD
CASH FLOWS FROM OPERATING ACTIVITIES	
Profit for the period	127,346
Adjustments for:	
Interest receivable	(160,433)
Taxation	4,019
	(29,068)
Change in receivables	(22,625)
Change in other payables	3,100
Net cash used in operating activities	(48,593)
CASH FLOWS FROM INVESTING ACTIVITIES	
Acquisition of investments	(108)
Net cash used in investing activities	(108)
CASH FLOWS FROM FINANCING ACTIVITIES	
Issue of Shares	2,125,000
Loan advanced to related party	(2,068,867)
Net cash from financing activities	56,133
Net increase in cash and cash equivalents	7,432
Cash and cash equivalents at 27 March 2008	
Cash and cash equivalents at 31st March 2009	7,432

The notes on pages 10 to 21 form part of these financial statements

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Notes to and forming part of the financial statements

For the period front 27th March 2008, date of incorporation, to 31st March 2009

1. General information

The Company was incorporated as a private limited Company on 27th March 2008. The principal activities of the Company are that of investments holding and of management and marketing consultancy services.

The Company, as a holder of a Category 1 Global Business Licence under the Companies Act and the Financial Services Act 2007 (previously Financial Development Act 2001, now repealed) is required to carry on its business in a currency other than the Mauritian rupee. Since the Company operates in an international environment and conducts most of its transactions in foreign currencies, the Company has chosen to retain the United States Dollar (USD) as its reporting currency.

2. Reporting period

The Company was incorporated on 27th March 2008 and has prepared its first financial statements as from its date of incorporation to 31st March 2009 and thus no comparative figures are available.

3. Basis of preparation

a) Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting

Standards ("IFRS").

b) Basis of measurement

The financial statements have been prepared on a historical cost basis.

c) Functional and presentation currency

The financial statements are presented in United States Dollars (USD) which is the company's functional currency.

d) Use of the estimates and judgement

The preparation of financial statements in conformity with IFRS 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 statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimate is revised and in any future period affected.

4. Significant accounting policies

The principal accounting policies adopted are as follows:

Page No. 10-11

Notes to and forming part of the financial statements

Revenue recognition

Revenue is recognised on the following bases:

Interest income - as it accrues in profit or loss, using the effective interest method.

Dividend income - when the shareholder's right to receive payment is established.

Taxation

Income tax on the profit or loss for the year comprises of current and deferred tax. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the balance sheet date, and any adjustment to tax payable in respect of prior years.

Deferred tax is provided using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted at the date of the financial position.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the recoverable amount of assets is below the carrying amount. In case that the carrying value of an asset exceeds its recoverable amount, the Company recognises the impairment in the income statement.

Foreign currency transactions

Transactions in foreign currencies are translated at the exchange rate ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated into United State dollar (USD) at the exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at that date of transaction. Foreign exchange differences arising on translation are recognised in the income statement.

Other investments

The Company has adopted International Accounting Standards (IAS) 39 - "Financial Instruments: Recognition and Measurement", and accordingly has classified its investments as available-for-sale.

Available-for-sale investments are carried at fair value, and the resulting gains and losses are recognised directly in equity. Unquoted equity instruments whose fair value cannot be reliably measured remains carried at cost less impairment.

Available-for-sale investments are recognised/derecognised on the date the Company commits to purchase/sell the investments.

Other receivables

Other receivables are stated at cost less impairment.

Cash and cash equivalents

Cash comprises cash at bank and cash in hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Other payables

Other payables are stated at cost.

Related parties

Related parties are individuals and companies where the individual or company has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions.

Financial instruments

Financial instruments carried on the balance sheet include investment in subsidiaries, other investments, receivables, other receivables, cash and cash equivalents, loans payables and other payables. The particular recognition methods are disclosed in the individual policy statements associated with each item.

Disclosures about financial instruments to which the Company is a party are provided in note 13.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the net asset and settle the liability simultaneously.

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made.

New standards, interpretations and amendments to published standards

There have been no significant changes to the accounting policies applied in these financial statements for the years presented as a result of these developments except a follows:

The Company adopted the following new and amended IFRS and IFRIC interpretations during the year. Adoptions of these revised standards and interpretations did not have any effect on the financial performance or position of the Company. They did however give rise to additional disclosures.

Notes to and forming part of the financial statements

IFRS 7 Financial instruments: Disclosures

IAS 1 Presentation of financial statements - Amendment to add disclosures about an entity's capital.

IFRIC 11 IFRS 2: Group and treasury share transactions.

IFRIC 14 - IAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction.

IFRIC 12 - Service Concession Arrangements.

IFRS 7 - Financial Instruments' Disclosure

The principal effects of these changes are as follows:

This standard requires disclosures that enable users of the financial statements to evaluate the significance of the Company's financial instruments and the nature and extent of risks arising from those financial instruments. As a result of the adoption of IFRS 7, the financial statements include expanded disclosure about the significance of the Company's financial instruments and the nature and extent of the risks arising from those instruments, compared with the information previously required to be disclosed by IAS 32, Financial instruments: Disclosure and presentation. These disclosures are provided throughout these financial statements, in particular in note 13.

IAS 1 Presentation of financial statements

The amendment to IAS 1 introduces additional disclosure requirements to provide information about the level of capital and the Company's objectives, policies and processes for managing capital. These new disclosures are set out in note 14.

IFRIC 11 IFRS 2: Group and treasury share transactions

Effective 1st March 2007, this interpretation is not applicable to the Company since neither it has settled any obligation to its employees by way of grant of rights to equity instruments of the Company nor has any share based payment arrangements with any group company.

IFRIC 14 - IAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

Effective 1st January 2008. This interpretation applies to all post-employment defined benefits and other long-term employee defined benefits. However this interpretation is not applicable to the Company.

IFRIC 12 - Service Concession Arrangements

Effective 1st January 2008. This interpretation gives guidance on the accounting by operators for public to private service concession arrangements. However this interpretation is not applicable to the Company.

Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31st March 2009

Up to the date of issue of these financial statements, the IASB has issued a number of amendments, new standards and interpretations which are not yet effective for the year

ended 31st March 2009 and which have not been adopted in these financial statements.

The Company is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Company's results of operations and financial position.

These statements, where applicable, will be applied in the year when they are effective.

IAS 1 Presentation of financial statements - Comprehensive revision including requiring a statement of comprehensive income (effective for annual periods beginning on or after 1st January 2009)

IAS 1 Presentation of Financial Statements - Amendments relating to disclosure of puttable instruments and obligations arising on liquidation (effective for annual periods beginning on or after 1st January 2009)

IAS 1 Presentation of Financial Statements - Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st January 2009)

IAS 16 Property, Plant and Equipment-Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st January 2009)

IAS 19 Employee Benefits - Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st January 2009)

IAS 20 Government Grants - Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st January 2009)

IAS 23 Borrowing costs - Comprehensive revision to prohibit immediate expensing (effective for annual periods beginning on or after 1st January 2009)

IAS 23 Borrowing costs - Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st January 2009)

IAS 27 Consolidated and Separate Financial Statements - Consequential amendments arising from amendments to IFRS 3 (effective for annual periods beginning on or after 1st July 2009)

IAS 27 Consolidated and Separate Financial Statements - Amendment relating to cost of an investment on first-time adoption (effective for annual periods beginning on or after 1st January 2009)

IAS 27 Consolidated and Separate Financial Statements - Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st January 2009)

Notes to and forming part of the financial statements

IAS 28 Investments in Associates - Consequential amendments arising from amendments to IFRS 3 (effective for annual periods beginning on or after 1st July 2009)

IAS 28 Investments in Associates - Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st January 2009)

IAS 29 Financial Reporting in Hyperinflationary Economies - Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st January 2009)

IAS 31 Interests in Joint Ventures - Consequential amendments arising from amendments to IFRS 3 (effective for annual periods beginning on or after 1st July 2009)

IAS 31 Interests in Joint Ventures - Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st January 2009)

IAS 32 Financial Instruments: Presentation - Amendments related to puttable instruments and obligations arising on liquidation (effective for annual periods beginning on or after 1st January 2009)

IAS 36 Impairment of assets - Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st January 2009)

IAS 38 Intangible assets - Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st January 2009)

IAS 39 Financial Instruments: Recognition and Measurement - Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st January 2009)

IAS 39 Financial Instruments: Recognition and Measurement - Amendments for eligible hedged items (effective for annual periods beginning on or after 1st July 2009)

IAS 40 Investment Property - Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st January 2009)

IAS 41 Agriculture - Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st January 2009)

IFRS 1 First-time Adoption of International Financial Reporting Standards Amendment relating to cost of an investment on first-time adoption (effective for annual periods beginning on or after 1st January 2009)

IFRS 2 Share-based Payment - Amendment relating to vesting conditions and cancellations (effective for annual periods beginning on or after 1st January 2009)

IFRS 3 Business Combinations - Comprehensive revision on

applying the acquisition method (effective for annual periods beginning on or after 1st July 2009)

IFRS 5 Non-current Assets Held for Sale and Discontinued Operations - Amendments resulting from May 2008 Annual Improvements to IFRSs (effective for annual periods beginning on or after 1st July 2009)

IFRS 8 Operating Segments (effective for annual periods beginning on or after 1 January 2009)

IFRIC 15 Agreements for the Construction of Real Estate (effective for annual periods beginning on or after 1st January 2009)

IFRIC 16 Hedges of a Net Investment in a Foreign Operation (effective for annual periods beginning on or after 1st October 2008)

IFRIC 17 Distributions of Non-cash Assets to Owners (effective for annual periods beginning on or after 1st July 2009)

The Company has not applied any new standard or interpretation that is not yet effective for the current accounting year as set out in note 3.

5. Revenue

	USD
Income from management services	210,000
Interest on loan	160,433
	370,433

6. Taxation

The Company is subject to income tax in Mauritius at the rate of 15%. It is, however, entitled to a tax credit equivalent to the higher of the foreign tax paid and a deemed credit of 80% of the Mauritian tax on its foreign source income.

Recognised in the income statement

	USD
Total income tax expense in income statement	4,019

The reconciliation of the actual tax charge with the effective tax charge is as follows:

Reconciliation of effective tax rate

	USD
Profit before taxation	131,365
Income tax at 15%	19,705
Non-deductible expenses	388
Foreign tax credit	(16,074)
Income tax payable	4,019

7. Investments

	USD
At 27th March 2008	-
Additions during the year	108
At 31st March 2009	108

Page No. 16-18

Notes to and forming part of the financial statements

Name of company	Type and number of shares	% holding	Country of incorporation
GPT Concrete Products South Africa Pty Ltd.	500 shares of ZAR 1 each	1	South Africa

The above shares have been pledged with Export-Import Bank of India to secure the Term loan.

8. Receivables

	USD
Loan advanced to related party	2,068,867
Interest	160,433
	2,229,300

The above loan bears interest at the rate of Prime Lending Rate as applicable in South Africa.

9. Other receivables

	USD
Non-trade receivables and prepaid expenses	22,625

10. Share capital

	USD
Stated share capital	
2,125,000 ordinary shares of USD 1 each	2,125,000

11. Other payables

	USD
Accrued expenses	3,100

12. Related party transactions

During the period under review, the company entered into the following related party transactions.

Transaction during the period	Nature	USD
GPT Concrete Products South Africa Pty Ltd	Loan granted	2,068,867
GPT Concrete Products South Africa Pty Ltd	Interest receivable	160,433
Balances outstanding at 31st March:		
GPT Concrete Products South Africa Pty Ltd	Loan receivable	2,068,867
GPT Concrete Products South Africa Pty Ltd	Interest receivable	160,433

13. Financial instruments and associated risks

Fair value

The Company's assets and liabilities include investments, cash and cash equivalents, Loan from holding company and other payables. The carrying amounts of these assets and liabilities approximate their fair values.

Associated risks

The Company's activities expose it to various types of risks that are associated with the financial instruments and markets in which it invests. The following is a summary of the main risks:

Market risk

Market risk represents the potential loss that can be caused by a change in the market value of financial instruments. The Company's exposure to market risk is determined by a number of factors, including interest rates, foreign currency exchange rates and market volatility. The Company conducts its investment operations in a manner that seeks to exploit the potential gains in the market, while limiting its exposure to market declines.

Credit risk

Credit risk represents the potential loss that the Company would incur if counter parties fail to perform pursuant to the terms of their obligations to the Company. The Company limits its credit risk by carrying out transactions only with its related parties. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

Currency risk

The Company has financial instruments denominated in ZAR. Consequently, the Company is exposed to the risk that the exchange rate of the USD relative to the ZAR may change in a manner, which has a material effect on the reported values of the Company's assets and liabilities, which are denominated in ZAR.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities when they become due without incurring unacceptable losses or risking damage to the Company's reputation.

Currency profile

The currency profile of the Company's financial assets and liabilities are summarized as follows:

	Financial assets USD	Financial liabilities USD
USD	2,257,732	3,100
ZAR	108	-
	2,257,840	3,100

Page No. 18-20

Notes to and forming part of the financial statements

Liquidity risk

Period ended 31st March 2009

	Due on demand USD	Less than 3 months USD	3to12 months USD	1 to 5 years USD	> 5 years USD	Total USD
Assets						
Receivables	-	-	-	2,229,300	-	2,229,300
Cash and Cash Equivalents	7,432	-	-	-	-	7,432
Other receivables	-	-	22,625	-	-	22,625
Total assets	7,432	-	22,625	2,229,300	-	2,259,357
Liabilities						
Other payables	-	-	3,100	-	-	3,100
Total Liabilities	-	-	3,100	-	-	3,100

14. Sensitivity analysis

Interest rate risk

The sensitivity analysis below has been determined based on the exposure to interest rates at the balance sheet date. A 50 basis point increase or decrease is used when reporting interest rate risk.

If interest rates has been 50 basis points (bps) higher/ lower and all other variables held constant, the profit for the year ended 31st March 2009 would increase/ decrease by USD 10,344. This is mainly attributable to the Company exposure to interest rates on variable rate of interest.

Before sensitivity analysis	Basic interest rate 2009	Average principal amount 2009 USD	Interest Accrued 2009 USD
Loan receivable 1 year	0.077546	2,068,867	160,433
After sensitivity analysis + 50bps	Basic interest rate 2009	Average principal amount 2009 USD	Interest Accrued 2009 USD
Loan receivable 1 year	0.082546	2,068,867	170,777
Increase/Decrease in loan interest received			10,344

15. Holding company

The Company is a wholly owned subsidiary of GPT Infraprojects Limited, a company incorporated in India.

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Income Statement

For the period front 27th March 2008, date of incorporation, to 31st March 2009

	USD
Revenue	
Income from management services	210,000
Interest on loan	160,433
	370,433
Expenses	
Consulting fees	148,030
Salaries	77,596
Accounting and audit fees	3,100
Set up costs	2,590
Administration charges	2,167
License fees	2,125
Bank Charges	1,400
Professional fees	1,025
Disbursements	805
Legal fees	200
Sundries	30
	239,068
Profit before taxation	131,365

Corporate Information

Country of incorporation and domicile : South Africa

Nature of business and principal activities : Manufacturing of concrete sleepers

Directors : Dwarika Prasad Tantia
Atul Tantia

Registered office : Houghton Estate Office Park
2nd Floor, Palm Grove
2 Osborn Road
Houghton
2198

Business address : Danskraal Station Yard
Transnet Freight Rail
Fairciough Road
Ladysmith
3370

Postal address : P. O. Box 1879
Ladysmith
3370
KZN
South Africa

Auditors : RAIN
Registered Auditors

Secretary : ER Goodman Secretarial Services CC

Company registration number : 2007/031165/07

Page No. 1

Report of the Independent Auditors

To the Shareholders of

GPT Concrete Products South Africa (Pty) Ltd.

We have audited the accompanying financial statements of GPT Concrete Products South Africa (Pty) Ltd, which comprise the directors' report, the balance sheet as at 31st March 2009, the income statement, the statement of changes in equity and cash flow statement for the 13 months then ended, a summary of significant accounting policies and other explanatory notes, as set out on pages 5 to 17.

Directors' Responsibility for the Financial Statements

The company's directors are responsible for the preparation and fair presentation of these financial statements in accordance with South African Statements of Generally Accepted Accounting Practice, and in the manner required by the Companies Act of South Africa, 1973. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material

misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the company as of 31st March 2009, and of its financial performance and its cash flows for the 13 months then ended in accordance with South African Statements of Generally Accepted Accounting Practice, and in the manner required by the Companies Act of South Africa, 1973.

Emphasis of Matter

Without qualifying our opinion above, we draw attention to note 3 on going concern, in the directors report.

RAIN

Registered Auditors
Per: S. Rahiman

7th May 2009

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Directors' Responsibilities and Approval

The directors are required by the Companies Act of South Africa, 1973, to maintain adequate accounting records and are responsible for the content and integrity of the financial statements and related financial information included in this report is their responsibility to ensure that the financial statements fairly present the state of affairs of the company as at the end of the financial 13 months and the results of its operations and cash flows for the period then ended, in conformity with South African Statements of Generally Accepted Accounting Practice. The external auditors are engaged to express an independent opinion on the financial statements.

The financial statements are prepared in accordance with South African Statements of Generally Accepted Accounting Practice and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgments and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the directors sets standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all employees are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the company is on identifying, assessing,

managing & monitoring all known forms of risk across the company, while operating risk can not be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanation given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the company's cash flow forecast for the 13 months to 31st March 2010 and, in the light of this review and the current financial position, they are satisfied that the company has or has access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors are responsible for independently reviewing and reporting on the company's financial statements. The financial statements have been examined by the company's external auditors and their report is presented on page 3.

The financial statements set out on pages 5 to 18, which have been prepared on the going concern basis, were approved by the directors on 7th May 2009 and were signed on its behalf by:

Sd: Dwarika Prasad Tantia

Sd: Atul Tantia

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Directors' Report

The directors submit their report for the 13 Months ended 31st March 2009.

1. Review of activities

Main business and operations

The company is engaged in manufacturing of concrete sleepers and operates principally in South Africa.

The operating results and state of affairs of the company are fully set out in the attached financial statements and do not in our opinion require any further comment.

2. Going concern

We draw attention to the fact that at 31st March 2009, the company had accumulated losses of R (754,999) and that the company's total liabilities exceed its assets by R (704,999).

The financial statements have been prepared on the basis of accounting policies applicable to going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The company has entered into a five year master agreement with Transnet to supply a minimum of 1,000,000 concrete sleepers. The benefits of this contract will become evident in the 2010 financial year when the company will start to generate profits.

3. Post balance sheet events

The directors are not aware of any matter or circumstance arising since the end of the financial 13 months.

4. Directors

The directors of the company during the 13 months and to the date of this report are as follows.

Name	Nationality	'Changes
Dwarika Prasad Tantia	Indian	
Atul Tantia	Indian	
Robert Alson Mthethwa	South African	Resigned 23rd February 2009

5. Secretary

The secretary of the company is ER Goodman Secretarial Services CC of:

Business address

Houghton Estate Office Park
2nd Floor, Palm Grove
2 Osborn Road
Houghton
2198

Postal address

P. O. Box 890825
Lyndhurst
2106

6. Auditors

RAiN will continue in office in accordance with section 270(2) of the Companies Act.

Sd: Atul Tantia

Sd: Dwarika Prasad Tantia

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Balance Sheet As at 31st March 2009

Figures in Rand	Note(s)	2009	2008
ASSETS			
Non-Current Assets			
Property, plant and equipment	2	65,142,999	–
Current Assets			
Inventories	4	2,250,788	–
Loans to shareholders	3	–	50,000
Trade and other receivables		2,057,389	–
Cash and cash equivalents	5	553,277	–
		4,861,454	50,000
Total Assets		70,004,453	50,000
Equity and Liabilities			
Equity			
Share capital	6	50,000	50,000
Accumulated loss		(754,999)	(16)
		(704,999)	49,984
Liabilities			
Non-Current Liabilities			
Loans from shareholders	3	16,194,888	–
Interest bearing borrowings	7	43,827,750	–
		60,022,638	–
Current Liabilities			
Loans from shareholders	3	1,551,576	–
Interest bearing borrowings	7	385,635	–
Trade and other payables	8	8,021,220	–
Bank overdraft	5	728,383	16
		10,686,814	16
Total Liabilities		70,709,452	16
Total Equity and Liabilities		70,004,453	50,000

Sd: Atul Tantia

Sd: Dwarika Prasad Tantia

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Income Statement For the 13 months ended 31st March 2009

Figures in Rand	Note(s)	13 months ended 31 March 2009	4 months ended February 2008
Other income		2,181,914	–
Operating expenses		(2,915,036)	(16)
Operating loss	9	(733,122)	(16)
Finance costs	10	(21,861)	–
Loss for the 13 Months		(754,983)	(16)

Sd: Atul Tantia

Sd: Dwarika Prasad Tantia

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Statement of Changes in Equity

For the 13 months ended 31st March 2009

Figures in Rand	Share capital	Accumulated loss	Total equity
Balance at 1st April 2007	–	–	–
Changes in equity			
Loss for the 4 months	–	(16)	(16)
Issue of shares	50,000	–	50,000
Total changes	50,000	(16)	49,984
Balance at 1st April 2008	50,000	(16)	49,984
Changes in equity			
Loss for the 13 Months	–	(754,983)	(754,983)
Total changes	–	(754,983)	(754,983)
Balance at 31st March 2009	50,000	(754,999)	(704,999)
Note(s)	6		

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Cash Flow Statement

For the 13 months ended 31st March 2009

Figures in Rand	Note(s)	13 months ended 31 March 2009	4 months ended February 2008
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash receipts from customers		–	–
Cash paid to suppliers and employees		3,047,237	(16)
Cash generated from (used in) operations	13	3,047,237	(16)
Finance costs		(21,861)	–
Net cash from operating activities		3,025,376	(16)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment	2	(65,210,315)	–
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds on share issue	6	–	50,000
Proceeds from interest bearing borrowings		44,213,385	–
Proceeds from shareholder's loan		17,796,464	(50,000)
Net cash from financing activities		62,009,849	–
Total cash movement for the 13 Months		(175,090)	(16)
Cash at the beginning of the 13 Months		(16)	–
Total cash at end of the 13 Months	5	(175,106)	(16)

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Accounting Policies

For the 13 months ended 31st March 2009

1. Presentation of Financial Statements

The financial statements have been prepared in accordance with South African Statements of Generally Accepted Accounting Practice, and the Companies Act of South Africa, 1973. The financial statements have been prepared on the historical cost basis, and incorporate the principal accounting policies set out below.

These accounting policies are consistent with the previous period.

1.1 Significant judgements

In preparing the financial statements, management is required to make estimates and assumptions that affect the amounts represented in the financial statements and related disclosures. Use of available information and the application of judgement is inherent in the formation of estimates. Actual results in the future could differ from these estimates which may be material to the financial statements. Significant judgements include:

Impairment testing

The company reviews and tests the carrying value of assets when events or changes in circumstances suggest that the carrying amount may not be recoverable. Assets are grouped at the lowest level for which identifiable cash flows are largely independent of cash flows of other assets and liabilities. If there are indications that impairment may have occurred, estimates are prepared of expected future cash flows for each group of assets. Expected future cash flows used to determine the value in use of assets are inherently uncertain and could materially change over time. They are significantly affected by a number of factors including production estimates, supply demand, together with economic factors such as economic factors such as exchange rates inflation interest.

1.2 Property, plant and equipment

The cost of an item of property, plant and equipment is recognised as an asset when:

- it is probable that future economic benefits associated with the item will flow to the company; and
- the cost of the item can be measured reliably.

Costs include costs incurred initially to acquire or construct an item of property, plant and equipment and costs incurred subsequently to add to, replace part of, or service it. If a replacement cost is recognised in the carrying amount of an item of property, plant and equipment, the carrying amount of the replaced part is derecognised.

Item	Average useful life
Buildings	5 years
Plant and machinery	5 years
Motor vehicles	5 years
Computer software	3 years

The residual value and the useful life of each asset are reviewed at each financial period-end.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item shall be depreciated separately.

The depreciation charge for each period is recognised in profit or loss unless it is included in the carrying amount of another asset.

The gain or loss arising from the derecognition of an item of property, plant and equipment is included in profit or loss when the item is derecognised. The gain or loss arising from the derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

1.3 Financial instruments

Initial recognition

The company classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement.

Financial assets and financial liabilities are recognised on the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Loans from group companies

These include loans to holding companies, fellow subsidiaries, subsidiaries, joint ventures and associates and are recognised initially at fair value plus direct transaction costs.

Subsequently these loans are measured at amortised cost using the effective interest rate method, less any impairment loss recognised to reflect irrecoverable amounts.

Loans to shareholders, directors, managers and employees

These financial assets are initially recognised at fair value plus direct transaction costs.

Subsequently these loans are measured at amortised cost using the effective interest rate method, less any impairment loss recognised to reflect irrecoverable amounts.

Trade and other receivables

Trade receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. Significant financial difficulties of the debtor, probability that the debtor will

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Accounting Policies For the 13 months ended 31st March 2009

enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within operating expenses. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against operating expenses in the income statement.

Trade and other receivables are classified as loans and receivables.

Trade and other payables

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. These are initially and subsequently recorded at fair value.

Bank overdraft and borrowings

Bank overdrafts and borrowings are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the company's accounting policy for borrowing costs.

Other financial liabilities are measured initially at fair value and subsequently at amortised cost, using the effective interest rate method.

1.4 Leases

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership.

1.5 Inventories

Inventories are measured at the lower of cost and net realisable value.

Inventories are measured at the lower of cost and net realisable value on the first-in-first-out basis.

The cost of inventories comprises of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

1.6 Impairment of assets

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset.

If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease.

A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation is recognised immediately in profit or loss. Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase.

1.7 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset until such time as the asset is ready for its intended use. The amount of borrowing costs eligible for capitalisation is determined as follows:

- Actual borrowing costs on funds specifically borrowed for the purpose of obtaining a qualifying asset less any temporary investment of those borrowings.
- Weighted average of the borrowing costs applicable to the entity on funds generally borrowed for the purpose of obtaining a qualifying asset. The borrowing costs capitalised do not exceed the total borrowing costs incurred.

The capitalisation of borrowing costs commences when:

- expenditures for the asset have occurred;
- borrowing costs have been incurred, and
- activities that are necessary to prepare the asset for its intended use are in progress.

Capitalisation is suspended during extended periods in

Accounting Policies For the 13 months ended 31st March 2009

which active development is interrupted.

Capitalisation ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

1.8 Translation of foreign currencies

Foreign currency transactions

A foreign currency transaction is recorded, on initial recognition in Rands, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At each balance sheet date:

- foreign currency monetary items are translated using the closing rate;
- non-monetary items that are measured in terms of

historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and

- non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognised in profit or loss in the period in which they arise.

Cash flows arising from transactions in a foreign currency are recorded in Rands by applying to the foreign currency amount the exchange rate between the Rand and the foreign currency at the date of the cash flow.

Notes to the Financial Statements For the 13 months ended 31st March 2009

Figures in Rand 2009 2008

2. Property, plant and equipment

	2009			2008		
	Cost / Valuation	Accumulated depreciation	Carrying value	Cost / Valuation	Accumulated depreciation	Carrying value
Buildings	11,372,904	–	11,372,904	–	–	–
Sleeper moulds	15,855,347	–	15,855,347	–	–	–
Motor vehicles	530,603	(64,700)	465,903	–	–	–
Computer equipment	30,758	(2,616)	28,142	–	–	–
Laboratory equipment	204,422	–	204,422	–	–	–
Plant and machinery	37,216,281	–	37,216,281	–	–	–
Total	65,210,315	(67,316)	65,142,999	–	–	–

Reconciliation of property, plant and equipment - 2009

	Opening Balance	Additions	Depreciation	Total
Buildings	–	11,372,904	–	11,372,904
Sleeper moulds	–	15,855,347	–	15,855,347
Motor vehicles	–	530,603	(64,700)	465,903
Computer equipment	–	30,758	(2,616)	28,142
Laboratory equipment	–	204,422	–	204,422
Plant and machinery	–	37,216,281	–	37,216,281
	–	65,210,315	(67,316)	65,142,999

A register containing the information required by paragraph 22(3) of Schedule 4 of the Companies Act is available for inspection at the registered office of the company.

Notes to the Financial Statements For the 13 months ended 31st March 2009

3. Loan from shareholders

	2009	2008
GPT Investments Private Limited	(17,746,464)	500
This loan will be repaid in 14 (fourteen) equal installments commencing from one year after the commencement of commercial production.		
Interest on this loan is charged at the rate prime lending rate as applicable in South Africa and shall be paid quarterly to the borrower.		
GPT Infraprojects Limited	–	27,000
This loan is unsecured, interest free and is repayable by mutual arrangement.		
R. A. Mthethwa	–	20,000
This loan is unsecured, interest free and is repayable by mutual arrangement.		
A. Tantia	–	2,500
This loan is unsecured, interest free and is repayable by mutual arrangement.		
	(17,746,464)	50,000
Current assets	–	50,000
Non-current liabilities	(16,194,888)	–
Current liabilities	(1,551,576)	–
	(17,746,464)	50,000

4. Inventories

	2009	2008
Raw materials, components	2,250,788	–

5. Cash and cash equivalents

Cash and cash equivalents consist of:

	2009	2008
Cash on hand	1,529	–
Bank balances	551,748	–
Bank overdraft	(728,383)	(16)
	(175,106)	(16)
Current assets	553,277	–
Current liabilities	(728,383)	(16)
	(175,106)	(16)

6. Share capital

	2009	2008
Authorised		
50,000 Ordinary shares of R1 each	50,000	–
Issued		
Ordinary	50,000	50,000

7. Interest bearing borrowings

	2009	2008
Held at amortised cost		
Export- Import Bank of India	44,213,385	–
This loan will be repaid in 14 (fourteen) quarterly installments commencing from one year after the commencement of commercial production.		
Interest is charged at LIBOR plus 500 basis points per annum for the USD 1,3000,000 loan, and LIBOR plus 850 basis points per annum for USD 3,230,000 loan.		
Non-current liabilities		
At amortised cost	43,827,750	–
Current liabilities		
At amortised cost	385,635	–
	44,213,385	–

8. Trade and other payables

	2009	2008
Trade payables	7,953,196	–
Accrued expense	68,024	–
	8,021,220	–

9. Operating loss

Figures in Rand	2009	2008
Operating profit for the year is stated after accounting for the following:		
Operating lease charges		
Lease for premises		
• Contractual amounts	65,200	–
Loss on exchange differences	(2,160,001)	–
Depreciation on property, plant and equipment	67,316	–
Employee costs	260,985	–

10. Finance costs

Figures in Rand	2009	2008
Group companies	4,930	–
Shareholders	266	–
Bank	16,665	–
	21,861	–

Interest capitalised to assets is as follows:

Plant : R 2,257,694
 Factory Building : R 445,895

Capitalisation rates used on borrowing cost during the period were Plant 80%

Factory Building 15.8 %
 General Administration 4.2%

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Notes to the Financial Statements For the 13 months ended 31st March 2009

11. Taxation

Reconciliation of the tax expense

Reconciliation between applicable tax rate and average effective tax rate.

Figures in Rand	2009	2008
Applicable tax rate	29.00 %	29.00 %
Tax loss used	(29.00)%	– %
Nil taxable income	– %	(29.00)%
	–%	–%

No provision has been made for 2009 tax as the company has no taxable income. The estimated tax loss available for set off against future taxable income is R 2,963,206. (2008: R16.).

12. Auditors' remuneration

Figures in Rand	2009	2008
Fees	64,070	–

13. Cash generated from (used in) operations

Figures in Rand	2009	2008
Loss before taxation	(754,983)	(16)
Adjustments for:		
Depreciation and amortisation	67,316	–
Finance costs	21,861	–
Changes in working capital:		
Inventories	(2,250,788)	–
Trade and other receivables	(2,057,389)	–
Trade and other payables	8,021,220	–
	3,047,237	(16)

14. Related parties

Relationships
 Holding company GPT Infraprojects Limited
 Shareholder with significant influence GPT Investments Private Limited

Related party balances

Loan accounts - Owing to (by) related parties

Figures in Rand	2009	2008
GPT Investments Private Limited	16,194,888	(500)
GPT Infraprojects Limited	–	(27,000)

Amounts included in Trade Payables regarding related parties

Figures in Rand	2009	2008
GPT Infraprojects Limited	1,032,555	–

15. Directors' emoluments

No emoluments were paid to the directors during the 13 months.

16. Risk management

Credit risk

Credit risk consists mainly of cash deposits, cash equivalents and trade debtors. The company only deposits cash with major banks with high quality credit standing and limits exposure to any one counter-party.

Foreign exchange risk

The company does not hedge foreign exchange fluctuations.

Foreign currency exposure at balance sheet date

Figures in Rand	2009	2008
Liabilities		
Export-Import Bank of India (2009 \$ 4,530,000.00)	43,827,750	–
GPT Infraprojects Limited (2009 : \$ 106,724.00)	1,032,555	–
International Railways Technologies	5,261,846	–

Exchange rates used for conversion of foreign items were:
 USD 9.675

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Detailed Income statement For the 13 months ended 31st March 2009

Figures in Rand	Note(s)	13 months ended 31 March 2009	4 months ended February 2008
Other income			
Discount received		3	–
Other income		21,910	–
Profit on exchange differences		2,160,001	–
		2,181,914	–
Operating expenses			
Accounting fees		24,552	–
Auditors remuneration	12	64,070	–
Bank charges		332,878	16
Cleaning		15,776	–
Computer expenses		2,556	–
Consulting fees		853,742	–
Consumables		450,335	–
Depreciation		67,316	–
Employee costs		260,985	–
Entertainment		15,079	–
General office expense		9,663	–
Sundry assets written off		167,002	–
Fines and penalties		1,614	–
Gifts		622	–
Insurance		37,195	–
Lease rentals		65,200	–
Legal expenses		65,736	–
Levies		5,810	–
Motor vehicle expenses		76,946	–
Postage		15,462	–
Printing and stationery		3,883	–
Promotions		6,120	–
Repairs and maintenance		19,692	–
Secretarial fees		16,837	–
Security		116,548	–
Staff welfare		12,056	–
Subscriptions		728	–
Telephone and fax		41,849	–
Transport and freight		44	–
Travel - local		73,942	–
Travel - overseas		82,452	–
Utilities		8,346	–
		2,915,036	16
Operating loss	9	(733,122)	(16)
Finance costs	10	(21,861)	–
Loss for the 13 Months		(754,983)	(16)

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Consolidated Auditors' Report

To the Board of Directors of
GPT Infraprojects Limited.

- We have audited the attached Consolidated Balance Sheet of GPT Infraprojects Limited and its Subsidiaries as at 31st March 2009, Consolidated Profit and Loss Account and Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These consolidated 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.
- 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 a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. The audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- The financial statements of the subsidiaries i.e, GPT Investments Private Limited and GPT Concrete Products South Africa (Proprietary) Limited which are drawn up for the financial year ended 31st March 2009 reflects total assets of Rs. 4,882.43 Lakhs as on 31st March 2009, total revenue of Rs. 304.10 Lakhs and total cash flow of Rs. 13.11 Lakhs for the year ended on that date. The financial statements and other financial information of the subsidiaries have been audited by independent firm of accountants under the law of the country of their incorporation, whose reports have been furnished to us and our opinion in respect thereof is based solely on the report of

such auditors.

4. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard – 21 "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

5. Based on our audit and consideration of report of other auditors on the separate financial statements of subsidiaries and to the best of our information and according to the explanations given to us, we are of the opinion that the attached Consolidated Financial Statements give a true and fair view of the Company and its Subsidiaries in the case of:

- The Consolidated Balance Sheet, of the state of affairs as at 31st March 2009.
- The Consolidated Profit and Loss Account, of the profit for the year ended on that date; and
- The Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

For **S. M. Bengani & Co.**
Chartered Accountants

Place : 187, Rabindra Sarani,
Kolkata - 700 007
Dated : 12th May 2009

C.A. H. L. Bengani
Proprietor
Membership No. 07867

Consolidated Balance Sheet As at 31st March 2009

(Amount in Rupees)

Particulars	Schedule No.	As at 31.03.2009	As at 31.03.2008
I. SOURCES OF FUNDS			
1) Shareholders' Funds			
a) Capital	1	100,000,000	70,337,040
b) Preferential Convertible Warrants	2	–	31,550,000
c) Reserves & Surplus	3	230,973,555	106,141,455
		330,973,555	208,028,495
2) Minority Interest		(1,694,074)	112,983
3) Deferred Tax Liability		36,996,879	34,101,563
4) Loan Funds			
a) Secured Loans	4	841,989,846	499,412,894
b) Unsecured Loans	5	390,066,249	277,272,966
		1,232,056,095	776,685,860
Total		1,598,332,455	1,018,928,901
II. APPLICATION OF FUNDS			
1) Fixed Assets	6		
a) Gross Block		844,936,702	394,413,850
b) Less Depreciation		113,601,866	80,986,872
c) Net Block		731,334,836	313,426,978
d) Capital W.I.P.		12,680,106	12,680,106
2) Investments	7	47,637,196	17,037,266
3) Current Assets, Loans & Advances			
a) Inventories	8	588,721,322	408,427,087
b) Sundry Debtors	9	277,244,347	258,219,179
c) Cash & Bank Balances	10	112,558,238	75,208,115
d) Other Current Assets	11	3,254,252	6,560,937
e) Loans & Advances	12	242,179,304	165,045,409
		1,223,957,463	913,460,727
Less : Current Liabilities & Provisions			
a) Current Liabilities	13	375,339,841	214,893,885
b) Provisions	14	41,980,305	22,881,491
		417,320,146	237,775,376
Net Current Assets		806,637,317	675,685,351
4) Miscellaneous Expenditure to the extent not written off or adjusted		43,000	99,200
Total		1,598,332,455	1,018,928,901
Significant Accounting Policies & Notes to Accounts	24		

The Schedules referred to above form an integral part of the Balance Sheet

In terms of our report of even date

For S. M. Bengani & Co.
Chartered AccountantsD. P. Tantia
ChairmanC.A. H. L. Bengani
Proprietor
Membership No. 07867S. G. Tantia
Managing DirectorPlace : Kolkata
Dated : 12th May 2009R. Mishra
Company SecretaryAtul Tantia
Director (Operations)

Consolidated Profit and Loss Account For the year ended 31st March 2009

(Amount in Rupees)

Particulars	Schedule No.	Year ended 31.03.2009	Year ended 31.03.2008
I. INCOME			
Sales / Contract Receipts	15	2,279,089,779	1,379,330,473
Less : Excise Duty on Sales		44,514,504	35,638,515
		2,234,575,275	1,343,691,958
Other Income	16	53,994,509	13,260,184
Increase/ (Decrease) in Stock	17	103,026,622	138,568,134
		2,391,596,406	1,495,520,276
II. EXPENDITURES			
Raw Materials Consumed	18	1,005,974,737	497,848,757
Trading Purchases		174,501,160	254,970,902
Operational Expenses	19	727,640,302	424,443,095
Payments to & Provisions for Employees	20	142,847,125	81,382,755
Administrative & Other Expenses	21	64,925,521	53,439,854
Selling & Distribution Expenses	22	18,595,150	31,086,743
Preliminary Expenses written off		56,200	56,200
		2,134,540,195	1,343,228,306
III. Profit			
Profit before Interest & Depreciation		257,056,211	152,291,970
Interest and Finance Expenses	23	126,105,812	74,229,738
Profit before Depreciation		130,950,399	78,062,232
Depreciation for the year		34,170,582	28,472,200
Profit before Taxation and Minority Interest		96,779,817	49,590,032
Provision for Taxation			
- Current Tax		11,803,522	5,625,000
- Fringe Benefit Tax		900,000	675,000
- Deferred Tax		2,895,316	18,063,182
Profit after Taxation before Minority Interest		81,180,979	25,226,850
Add. Minority Interest - Share of Minority Loss		1,814,224	39
Net profit after Taxation and Minority Interest		82,995,203	25,226,889
Provision for Income Tax no longer required written back		–	124,341
Profit Brought forward		73,649,169	58,527,022
Amount available for appropriation		156,644,372	83,878,252
IV. APPROPRIATIONS			
Transfer to General Reserve		2,500,000	2,000,000
Proposed Dividend		12,500,000	7,033,704
Dividend Tax		2,124,375	1,195,379
Profit Carried Over		139,519,997	73,649,169
		156,644,372	83,878,252
V. Earning per share (Rs.)			
Basic Earning Per Share		11.61	3.59
Diluted Earning Per Share		11.61	2.86
Significant Accounting Policies & Notes to Accounts	24		

The Schedules referred to above form an integral part of the Profit and Loss Account

In terms of our report of even date

For S. M. Bengani & Co.
Chartered AccountantsD. P. Tantia
ChairmanC.A. H. L. Bengani
Proprietor
Membership No. 07867S. G. Tantia
Managing DirectorPlace : Kolkata
Dated : 12th May 2009R. Mishra
Company SecretaryAtul Tantia
Director (Operations)

Schedules forming part of the Consolidated Balance Sheet As at 31st March 2009

(Amount in Rupees)

	As at 31.03.2009		As at 31.03.2008	
Schedule - 1 SHARE CAPITAL				
Authorised :				
1,00,00,000 (P.Y. 1,00,00,000) Equity Shares of Rs. 10/-each		100,000,000		100,000,000
		100,000,000		100,000,000
Issued, Subscribed & Paid Up :				
1,00,00,000 (P.Y. 70,33,704) Equity Shares of Rs. 10/-each		100,000,000		70,337,040
Notes: of the above Shares				
9,22,284 Fully paid Equity Shares were allotted to the Shareholders of Amalgamating Company				
58,61,420 Fully paid Equity Shares were allotted as Bonus Shares				
29,66,296 Fully paid Equity Shares were allotted to Preferential Convertible Warrant Holders during the year				
		100,000,000		70,337,040
Schedule - 2 PREFERENTIAL CONVERTIBLE WARRANTS				
Preferential Convertible Warrants				
Preferential Convertible Partly paid Warrants Convertible into Equity Shares within 18 Months from the date of allotment.		-		31,550,000
		-		31,550,000
Schedule - 3 RESERVES AND SURPLUS				
Capital Reserves :				
As per last Account		1,704,341		1,704,341
Securities Premium Account :				
Premium received on issue of Equity Shares on conversion of Preferential Convertible Warrants during the year.		60,492,216		-
General Reserve :				
As per last Account	30,787,945		102,131,642	
Add : Transferred during the year	2,500,000		2,000,000	
	33,287,945		104,131,642	
Deduct :				
Transferred to Share Capital Account consequent to issue of Bonus Shares	-		58,614,200	
Short Provision for Deferred Tax in respect of earlier years	-		13,191,709	
Employees retirement benefits for earlier years adjusted against reserve	4,030,944		1,537,788	
	4,030,944	29,257,001	73,343,697	30,787,945
Surplus as per Profit & Loss Account		139,519,997		73,649,169
		230,973,555		106,141,455

Schedules forming part of the Consolidated Balance Sheet As at 31st March 2009

(Amount in Rupees)

	As at 31.03.2009		As at 31.03.2008	
Schedule - 4 SECURED LOANS				
Term Loan		48,800,000		62,800,000
(From Indian Renewable Energy Development Agency Ltd. Secured by first/sole charge on immovable & movable assets and receivables of Wind Power Division of the Company and Personal Guarantees of some of the Directors)				
Term Loan		234,040,185		-
(From Export - Import Bank of India)				
Term Loan *		17,766,827		19,950,197
Short Term Loan *		101,988,320		114,148,165
*From scheduled bank Secured by first charge on all present and future goods, movable property including Plant & Machinery (Excl. those under direct finance) and other Fixed Assets, Book Debts, Stock of Raw Materials, Stores, Process / Finished Stocks and all Current Assets of Concrete Sleeper Division of the Company and Personal Guarantees of some of the Directors.				
Short Term Loan **		283,781,800		200,550,751
**From scheduled bank Secured by first charge on all present and future goods, movable property including Plant & Machinery (Excl. those under direct finance) and other Fixed Assets, Book Debts, Stock of Raw Material, Stores, Work in Progress and all Current Assets of Infrastructure (Construction) Division of the Company and Personal Guarantees of some of the Directors.				
Short Term Loan ***		3,889,565		-
*** Balance under Cash Credit account of M/s. GPT Concrete Products South Africa (Proprietary) Limited, South Africa.				
Equipment Loan		89,932,076		68,649,511
(Secured by first charge of equipment under finance and Personal Guarantees of some of the Directors)				
Advance Against Sales		61,791,073		33,314,270
(Partly Interest Free, Secured by bank guarantees)				
		841,989,846		499,412,894
Schedule - 5 UNSECURED LOANS				
Short Term Loans from Bodies Corporate		258,589,711		232,564,046
Advance against Sales		131,476,538		44,708,920
		390,066,249		277,272,966

Schedules forming part of the Consolidated Balance Sheet As at 31st March 2009

(Amount in Rupees)

Schedule - 6 FIXED ASSETS											
Sl. No.	Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK		
		As at 31.03.2008	Additions	Deletions	As at 31.3.2009	As at 31.03.2008	For the Year	Adjustments	As at 31.03.2009	As at 31.03.2009	As at 31.03.2008
1.	Freehold Land & Land Development	7,271,438	-	-	7,271,438	-	-	-	-	7,271,438	7,271,438
2.	Leasehold Land	10,783	-	10,783	-	-	-	-	-	-	10,783
3.	Factory Shed & Building	33,841,926	60,731,307	79,372	94,493,861	6,163,653	1,341,676	27,763	7,477,566	87,016,295	27,678,273
4.	Plant & Machinery	281,459,031	354,860,967	978,642	635,341,356	62,706,123	23,950,226	286,727	86,369,622	548,971,734	218,752,908
5.	Tube Well	545,121	-	-	545,121	61,609	3,402	-	65,011	480,110	483,512
6.	Office Equipment	790,513	329,781	-	1,120,294	332,769	49,741	-	382,510	737,784	457,744
7.	Laboratory Equipment	3,878,960	1,590,127	-	5,469,087	436,987	187,023	-	624,010	4,845,077	3,441,973
8.	Furniture & Fixture	1,233,458	232,070	-	1,465,528	413,048	77,020	-	490,068	975,460	820,410
9.	Vehicles & Trolleys	57,240,378	33,814,977	739,051	90,316,304	8,065,056	7,674,921	442,142	15,297,835	75,018,469	49,175,322
10.	Electrical Installation	2,442,835	-	37,876	2,404,959	740,303	101,371	30,543	811,131	1,593,828	1,702,532
11.	Air Conditioner	271,661	481,260	-	752,921	140,083	28,008	-	168,091	584,830	131,578
12.	Computer	3,778,047	1,977,786	-	5,755,833	1,158,829	757,193	-	1,916,022	3,839,811	2,619,218
13.	Irrigation System	1,402,949	-	1,402,949	-	768,412	-	768,412	-	-	634,537
14.	Jojoba Plantation	246,750	-	246,750	-	-	-	-	-	-	246,750
	Total	394,413,850	454,018,275	3,495,423	844,936,702	80,986,872	34,170,581	1,555,587	113,601,866	731,334,836	313,426,978
	Previous Year	330,687,732	68,705,673	4,979,555	394,413,850	54,376,732	28,472,200	1,862,060	80,986,872	313,426,978	

		As at 31.03.2009	As at 31.03.2008
Schedule - 7 INVESTMENTS (Unquoted At Cost)			
A. Long Term			
i) In Government securities			
National savings Certificates lodged with Government Authorities		-	7,000
ii) Trade Investments (Unquoted At Cost)			
110,000 (P.Y. 110,000) Equity Shares of GPT Castings Ltd. Fully paid up of Rs. 10/-each		1,100,000	1,100,000
(Quoted At Cost)			
- (P.Y. 100,000) Equity Shares of Tanta Financial Services Ltd. Fully paid up of Rs. 10/-each (Sold during the year)		-	311,770
B. Short Term			
i) Investment in Capital of Joint Ventures			
		46,537,195	15,618,496
		47,637,195	17,037,266
Aggregate Value of Quoted Investments (Market Value Rs. Nil. P.Y. Rs. 3,00,000/-)		-	311,770
Aggregate Value of Unquoted Investments		47,637,195	16,725,496
		47,637,195	17,037,266

Schedule - 8 INVENTORIES (As Certified by the Management)			
a) Finished Goods		75,778,161	69,052,674
b) Trading Goods		-	720,128
c) Raw Material		131,078,510	76,982,128
d) Stores, Spare Parts & Packing Materials		75,596,746	46,173,709
e) Work in Progress		306,267,905	215,498,448
		588,721,322	408,427,087

Schedules forming part of the Consolidated Balance Sheet As at 31st March 2009

(Amount in Rupees)

		As at 31.03.2009	As at 31.03.2008
Schedule - 9 SUNDRY DEBTORS (Unsecured, Considered Good)			
Exceeding six months		99,369,186	68,489,616
Others Debts		177,875,161	189,729,563
		277,244,347	258,219,179

Schedule - 10 CASH AND BANK BALANCES			
Cash in hand		5,138,692	4,814,838
Cheque in Hand		500,000	5,000
Balance with Scheduled Banks			
- In Current Accounts		15,920,447	3,030,620
- In Fixed Deposit Account		90,999,099	67,357,657
(Receipts pledged with Sales Tax department as Security, with Banks towards Margin against Bank Guarantees and includes earnest money / security deposit in form of FDR's favouring beneficiaries)			
		112,558,238	75,208,115

Schedule - 11 OTHER CURRENT ASSETS			
Interest Accrued on Fixed Deposits		1,920,399	1,583,815
Prepaid Expenses		1,333,853	4,977,122
		3,254,252	6,560,937

Schedule - 12 LOANS AND ADVANCES (Unsecured, Considered Good)			
Advance recoverable in Cash or in Kind or for value to be received		87,532,553	98,562,920
Loan to Shareholders		-	245,700
Security Deposits & Earnest Money		109,217,429	36,801,633
Advance Income Tax & FBT		23,405,391	17,359,435
V.A.T. Refundable/ Adjustable		21,209,560	9,036,432
Advance Central Excise / Customs Duty		814,371	3,039,289
		242,179,304	165,045,409

Schedule - 13 CURRENT LIABILITIES			
Sundry Creditors		301,610,150	159,115,976
Other Liabilities		73,729,691	55,777,909
		375,339,841	214,893,885

Schedule - 14 PROVISIONS			
Proposed Dividend		12,500,000	7,033,704
Dividend Tax		2,124,375	1,195,379
Provision for Income Tax & FBT		27,355,930	14,652,408
		41,980,305	22,881,491

Schedules forming part of the Consolidated Profit and Loss Account For the year ended 31st March 2009

(Amount in Rupees)

	Year ended 31.03.2009		Year ended 31.03.2008	
Schedule - 15 SALES / CONTRACT RECEIPTS				
Domestic Sales		434,435,928		267,171,798
Export Sales		211,464,839		328,103,940
Contract Receipts				
- Domestic	1,424,176,863		590,821,304	
- Project Export	196,191,838	1,620,368,701	181,232,825	772,054,129
Wind Power Sale		12,820,311		12,000,606
		2,279,089,779		1,379,330,473

Schedule - 16 OTHER INCOME				
Interest on Fixed Deposit (TDS Rs. 9,55,292/- P.Y. Rs. 8,42,759/-)		5,251,383		4,381,739
Interest on Loan (TDS Rs. Nil P.Y. Rs. 40,937/-)		8,651,927		182,103
Interest from others (TDS Rs. 32,029/- P.Y. Rs. Nil)		147,249		551,790
Dividend		-		600,000
Miscellaneous Income		7,913,514		1,229,273
Duty Drawback		132,525		1,482,466
Profit on Sale of Raw Material		73,800		985,039
Gain on Foreign Exchange Fluctuation (Net)		20,265,110		-
Sale of Scraps (Inclusive of Excise Duty)		536,371		3,847,774
Management Fees Received		10,634,400		-
Profit / (Loss) on Sale / Writing off Investments		388,230		-
		53,994,509		13,260,184

Schedule - 17 INCREASE / (DECREASE) IN STOCK				
Closing Stock				
Trading Goods		-		720,128
Finished Goods	75,778,161		69,052,674	
Work In Progress	317,411,945	393,190,106	220,390,682	290,163,484
Deduct: Opening Stock				
Trading Goods		720,128		1,058,556
Finished Goods		69,052,674		34,906,780
Work In Progress		220,390,682	290,163,484	115,630,014
		103,026,622		138,568,134

Schedule - 18 RAW MATERIAL CONSUMED				
Opening Stock		76,982,128		31,359,553
Add. Purchases		1,060,071,119		543,471,332
		1,137,053,247		574,830,885
Less. Closing Stock		131,078,510		76,982,128
		1,005,974,737		497,848,757

Schedules forming part of the Consolidated Profit and Loss Account For the year ended 31st March 2009

(Amount in Rupees)

	Year ended 31.03.2009		Year ended 31.03.2008	
Schedule - 19 OPERATIONAL EXPENSES				
Stores Consumed		117,206,965		100,936,805
Power & Fuel		79,049,378		53,897,312
Repairs & Maintenance - Plant & Machinery		31,731,427		9,162,091
Repairs & Maintenance - Others		5,484,565		15,479,871
Payments To Sub-Contractor		334,579,521		161,563,438
Site Mobilisation Expenses		22,277,250		13,593,351
Other Operational Expenses		8,164,656		9,712,562
Consultancy Fees		29,087,732		9,367,471
Works Contract Tax		51,378,776		21,905,403
Increase / (Decrease) in Excise Duty on Finished Goods Stock		(3,131,070)		3,791,838
Carriage Inward		51,811,102		25,032,953
		727,640,302		424,443,095

Schedule - 20 PAYMENTS TO & PROVISIONS FOR EMPLOYEES				
Salary, Wages & Bonus		132,691,805		75,483,931
Workmen & Staff Amenities (i.e. fooding, medicine etc.)		4,872,719		3,042,300
Provident Fund, ESI & Administrative Charges		3,931,553		2,737,989
Contribution to Gratuity Fund		1,351,048		118,535
		142,847,125		81,382,755

Schedule - 21 ADMINISTRATIVE & OTHER EXPENSES				
Rent		4,808,946		2,840,422
Travelling & Conveyance		23,239,176		20,700,777
Rates & Taxes		1,860,451		3,734,060
Remuneration to Directors		4,521,259		4,568,163
Directors Sitting Fee		169,000		66,500
Auditors' Remuneration				
- Audit Fee	579,118		89,888	
- Tax Audit Fee	15,000		16,854	
- For Certificates	24,750	618,868	17,813	124,555
Internal Audit & Other Certificate Fee		417,579		421,585
Insurance Premium		4,321,230		2,939,322
Donation		510,000		810,000
Loss on Foreign Exchange Fluctuation		-		2,092,643
Loss on Sale / Discarding Fixed Assets		1,402,205		-
Miscellaneous Expenses		23,056,806		15,141,827
		64,925,521		53,439,854

Schedule - 22 SELLING & DISTRIBUTION EXPENSES				
Advertisement		103,835		76,012
Selling Commission		1,924,896		4,049,094
Freight & Forwarding		16,566,419		26,961,637
		18,595,150		31,086,743

Schedules forming part of the Profit and Loss Account For the year ended 31st March 2009

(Amount in Rupees)

	Year ended 31.03.2009		Year ended 31.03.2008	
Schedule - 23 INTEREST & FINANCING EXPENSES				
Interest:				
To Banks & FI's				
On Term Loan	7,815,042		9,152,588	
On Short Term Loan	51,329,588	59,144,630	19,073,932	28,226,520
To Others		44,666,528		34,603,398
Finance Charges				
Bank Commission & Other Charges		22,294,654		11,399,820
		126,105,812		74,229,738

Schedules forming part of the Consolidated Balance Sheet as at 31st March 2009, and Consolidated Profit and Loss Account for the year ended on that date

Schedule - 24 ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1. The consolidated financial statements include results of all the subsidiaries of GPT Infraprojects Limited. The names, country of incorporation or residence, proportion of ownership interest and reporting dates are as under:

Subsidiaries:

Name of the Company	Country of Incorporation	Parent's ultimate holding as on 31st March 2009	Financial Year ends on
GPT Investments Private Limited	Mauritius	100.00%	31-03-2009
GPT Concrete Products South Africa (Proprietary) Limited	South Africa	54.00%	31-03-2009

2. The consolidated financial statements are prepared on the following basis:

- Considering that Financial Statements of the Subsidiaries have been prepared under the laws and regulations applicable to the republic of Mauritius and South Africa, these Consolidated Financial Statements have been prepared substantially in the same format adopted by the parent to the extent possible, as required by the Accounting Standard - 21 "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India (ICAI).
- The Consolidated Financial Statements of the company and its subsidiary companies have been consolidated on a line-by-line basis by adding together the book value of items like assets, liabilities, income and expenses translated at the exchange rate prevailing at the year end after eliminating intra group balances.
- No adjustments have been made to the financial statements of the Subsidiaries, as their accounts have been prepared as per law and regulations applicable to the country of incorporation and also not practicable to do so.

3. Significant Accounting Policies and Notes on Accounts followed by the Company and its Subsidiaries are annexed to the independent Financial Statements i.e. vide Schedule 24 & 25 in case of GPT Infraprojects Limited and notes to financial statement and significant accounting policies in case of GPT Investments Private Limited and GPT Concrete Products South Africa (Proprietary) Limited. Due to inherent diversities in the legal and regulatory environment governing accounting principles, the accounting policies would be better understood when referred from the Individual Financial Statements annexed hereto.

4. The subsidiaries have reported transactions with related parties. Hence disclosures in this regard are fairly reflected in the statement of related party transactions annexed to Schedule attached to the respective independent Financial Statements and are attached hereto.

In terms of our report of even date

For **S. M. Bengani & Co.**
Chartered Accountants**C.A. H. L. Bengani**
Proprietor
Membership No. 07867Place : Kolkata
Dated : 12th May 2009**R. Mishra**
Company Secretary**D. P. Tania**
Chairman**S. G. Tania**
Managing Director**Atul Tania**
Director (Operations)

Consolidated Cash Flow Statement For the year ended 31st March 2009

(Amount in Rupees)

	Year ended 31.03.2009		Year ended 31.03.2008	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax		96,779,817		49,606,319
Adjustment for :				
Depreciation	34,170,582		28,472,200	
(Profit) / Loss on sale / writing off Investment	(381,230)		-	
(Profit) / Loss on sale / discarding Fixed Assets	1,402,205		-	
Interest & Dividend Income	(14,050,559)		(5,715,632)	
Preliminary Expenses written off	56,200		56,200	
Interest on Borrowings	126,105,812		74,229,659	
		147,303,009		97,042,427
Operating Profit before working capital changes		244,082,826		146,648,746
Adjustment for :				
Trade and other Receivables	(86,462,672)		(148,339,220)	
Inventories	(180,294,235)		(190,754,863)	
Trade payables & Liabilities	156,415,012	(110,341,896)	42,707,181	(296,386,902)
Cash Generated from operations		133,740,930		(149,738,156)
Direct Taxes paid		(6,045,956)		(3,794,364)
Cash Flow before Extraordinary items		127,694,974		(153,532,520)
Extra-ordinary items		-		-
Net Cash from Operating Activities (A)		127,694,974		(153,532,520)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(454,018,275)			(68,705,673)
Sale of Fixed Assets	537,631			3,117,495
(Purchase) / Sale of Investment	(30,218,699)			(9,701,701)
Interest & Dividend Income	13,713,975			5,091,948
Net Cash used in Investing Activities (B)		(469,985,368)		(70,197,931)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Borrowings (Net)	455,370,235			296,085,430
Proceeds from issue of Preferential Convertible Warrants	58,605,176			31,550,000
Dividend paid	(7,033,704)			(2,344,568)
Interest Paid	(126,105,812)			(74,229,659)
Tax on Dividend	(1,195,379)			(398,459)
Net Cash from Financing Activities (C)		379,640,516		250,662,744
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		37,350,123		26,932,293
Cash and Cash Equivalents as at the Opening of the year		75,208,115		48,275,822
Cash and Cash Equivalents as at the Close of the year		112,558,238		75,208,115

In terms of our report of even date

For **S. M. Bengani & Co.**
Chartered Accountants**C.A. H. L. Bengani**
Proprietor
Membership No. 07867Place : Kolkata
Dated : 12th May 2009**R. Mishra**
Company Secretary**D. P. Tania**
Chairman**S. G. Tania**
Managing Director**Atul Tania**
Director (Operations)

