

BROADENING SHOULDERS

GPT Infraprojects Limited | Annual report 2011-12



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.

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CORPORATE INFORMATION

| | | |
|--|---|--|
| Chairman | : | Mr. D.P. Tantia |
| Managing Director | : | Mr. S.G. Tantia |
| Executive Director | : | Mr. Atul Tantia |
| Non-Executive Directors | : | Mr. H.S. Sinha Mr. V.N. Purohit Dr. N.N. Som Mr. Kunal Kumthekar Mr. Sunil Patwari |
| Chief Operating Officer | : | Mr. Vaibhav Tantia |
| Chief Finance Officer | : | Mr. A.K. Dokania |
| Company Secretary | : | Mr. R. Mishra |
| Bankers | : | State Bank Of India Allahabad Bank Axis Bank Limited ICICI Bank Limited IDBI Bank Limited Standard Chartered Bank |
| Auditors | : | SRBC & Co. (Chartered Accountants) |
| Registered & Corporate Office | : | JC – 25, Sector – III, Salt Lake, Kolkata - 700 098, India |
| Works | : | Concrete Sleeper Division i. P. Way Depot, Panagarh, District - Burdwan, West Bengal ii. Bhadramore, Chousal, P.S. Gangajal Ghati, District - Bankura, 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 |



DIRECTORS' REPORT

Dear Shareholders,

We are delighted to present the 32nd Annual Report on our business and operations of the Company and the audited accounts for the financial year ended 31st March, 2012.

Results of operations

₹in Lakhs, except per share data
(₹1 Lakh equals ₹100,000)

| Particulars | Standalone | | Consolidated | |
|---|------------|----------|--------------|----------|
| | 2011-12 | 2010-11 | 2011-12 | 2010-11 |
| Earnings before interest, Tax, depreciation and Amortisation (EBIDTA) | 4,567.06 | 4,426.98 | 6,721.22 | 5,946.66 |
| Finance Cost | 2,285.48 | 1,656.57 | 2,599.43 | 2,066.44 |
| Depreciation & Amortisation | 734.57 | 593.29 | 1,538.19 | 1,197.45 |
| Profit before tax (PBT) | 1,547.01 | 2,177.12 | 2,583.60 | 2,682.77 |
| Tax Expense | 262.97 | 595.15 | 735.88 | 728.16 |
| Profit after tax (PAT) | 1,284.04 | 1,581.97 | 1,847.72 | 1,954.61 |
| Minority Interest | – | – | 272.67 | 95.71 |
| Profit after tax and minority interest | 1,284.04 | 1,581.97 | 1,575.05 | 1,858.90 |
| Profit and loss account balance brought forward | 3,807.53 | 2,485.58 | 4,412.85 | 2,813.97 |
| Amount available for appropriation | 5,091.57 | 4,067.55 | 5,987.90 | 4,672.87 |
| Dividend | 218.14 | 172.10 | 218.14 | 172.10 |
| Dividend tax | 35.39 | 27.92 | 35.39 | 27.92 |
| Amount transferred to general reserve | 75.00 | 60.00 | 75.00 | 60.00 |
| Balance in profit and loss account | 4,763.04 | 3,807.53 | 5,659.37 | 4,412.85 |
| Earnings Per Share : | | | | |
| Basic | 9.07 | 15.27 | 11.13 | 17.95 |
| Diluted | 9.07 | 14.78 | 11.13 | 17.37 |

Business Results

For the year 2011-12, the total stand-alone revenue of the Company stands at ₹31,183.49 Lakhs in comparison with the previous year amounting to ₹37,148.58 Lakhs.

EBIDTA for the year under review is ₹4,567.06 Lakhs compared to ₹4,426.98 Lakhs for the previous year.

PAT for the year under review is ₹1,284.04 Lakhs compared with ₹1581.97 Lakhs for the previous year.

Concrete Sleeper business

During 2011-12, this business recorded a total income of ₹5,630.51 Lakhs as against ₹5,876.90 Lakhs in the previous year.

The production in the manufacturing facilities set up in Tsumeb, Namibia for the manufacture and supply of concrete sleepers in joint venture with TransNamib Holdings Limited, Namibia (A Government of Namibia undertaking) has commenced during the year under review. The said Joint Venture Company namely GPT TransNamib Concrete Sleepers (Pty) Limited has recorded a turnover of N\$ 28,050,000 (₹1,822.90 Lakhs) and net profit after tax N\$1,394,753 (₹90.64 Lakhs).

The manufacture and supply of concrete sleeper at the Company's South African subsidiary namely GPT Concrete Products (South Africa) Pty Limited is smoothly going on and the said subsidiary has recorded a turnover of ZAR 74,056,974 (₹4,816.11 Lakhs) and a PAT of ZAR 9,117,554 (₹592.94 Lakhs).

Infrastructure business

During 2011-12, this division contributed an income of ₹24,940.55 Lakhs against that of ₹30,668.74 Lakhs in the previous year. This business segment currently has order book under execution of ₹1400 crore approximately.

Wind power business

During the current year, this division contributed ₹127.36 Lakhs to the total income against that of ₹121.78 Lakhs in the previous year.

Dividend

The Board of Directors are pleased to recommend a dividend of ₹1.50 per equity share (i.e. 15% on par value of ₹10 each) aggregating to ₹218.14 Lakhs (excluding dividend tax of

₹35.39 Lakhs) on existing 14,543,000 nos. Ordinary share of ₹10 each of the Company as on 31st March, 2012, subject to the approval of shareholders in the ensuing Annual General Meeting of the Company.

Share Capital

During the year under review, your Company allotted 775,000 Equity Shares of ₹10/- each fully paid up at a premium of ₹130/- per share upon conversion of 5,75,000 equity warrants of ₹140/- each and 2,00,000 compulsorily convertible preference shares of ₹140/- each as per the option for conversion exercised by the warrant holder as well as convertible preference share holders, respectively. Consequently, the paid-up equity share capital of the Company increased to ₹145,430,000.

As on 31st March, 2012, neither the Company has any Preference Share Capital nor any outstanding Warrants, compulsorily convertible preference shares or other convertible instruments.

Credit Rating of Debt Instrument

The long term credit facilities continues to be rated by Credit Analysis & Research Ltd (CARE) as BBB+.

Corporate Social Responsibility(CSR)

The following CSR activities were undertaken by the Company during the year 2011-12:

A sum of ₹45.00 Lakhs contributed during the year under review to a charitable trust for various social upgradation programmes.

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 stock exchanges, is presented in a separate section forming part of the Annual Report.

Directors

Mr. Dwarika Prasad Tantia and Mr. Shree Gopal 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 2011-12, your Company continues 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 in South Africa.

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.

Your Company also co-promoted a subsidiary company namely Jogbani Highway Private Limited, incorporated on 31st May, 2010 as special purpose vehicle (SPV) for the purpose of executing a road project awarded by National Highway

Authority of India on Design Built Finance Operate and Transfer (DBFOT) on annuity basis. Your Company holds 73.33% equity shares in the said subsidiary. The Company also acquired 250,000 nos. 12% Non-cumulative Redeemable Preference Shares of ₹100/- each fully paid up of the said subsidiary through preferential allotment on private placement basis.

Your Company acquired Superfine Vanijya Pvt. Limited (Name changed to GPT Marecom Private Limited) as wholly-owned subsidiary for the purpose of establishing and running an export-oriented unit (EOU) for manufacture of PVC Revetment Concrete Mattress generally used for maritime protection works.

Statement pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary companies:-

| Name of subsidiary | GPT Concrete Products South Africa (Pty) Limited, South Africa | GPT Investments Private Limited, Mauritius | Jogbani Highway Private Limited | GPT Marecom Private Limited |
|---|--|--|---|---|
| Financial year ending of the subsidiary | 31st March 2012 | 31st March 2012 | 31st March 2012 | 31st March 2012 |
| No. of equity shares held with its face value | 27,000 (PY- 27,000) Equity shares of ZAR 1 each | 2,125,000 (PY- 2,125,000) Equity shares of USD 1 each | 3,300,000 (PY – 3,300,000) Equity shares of ₹10/- each | 485,920 (PY – 485,920) Equity shares of ₹10/- each |
| Extent of Holding | 54% (PY 54%) | 100% (PY 100%) | 73.33% (PY-73.33%) | 100% (PY-100%) |
| Profit/(loss) so far as it concerns the members of the holding company and not dealt with in the holding company's accounts | ₹320.19 Lakhs (PY - ₹119.77 Lakhs) | (₹99.51 Lakhs) (PY - ₹242.94 Lakhs) | (₹1.24 Lakhs) PY – Nil | (₹14.44 Lakhs) PY - ₹4.56 Lakhs |
| Profit/(Loss) so far as it concerns the members of the holding company and dealt with in the holding company's accounts | Nil (PY Nil) | Nil (PY Nil) | Nil (PY Nil) | Nil (PY Nil) |

Note:

1) The Company undertakes that the annual accounts of the above-stated subsidiary companies and the related detailed information are available to the shareholders of the Company and its subsidiary companies as they seek such information at any point of time.

2) The annual accounts of the above-stated subsidiary companies are also available for inspection by shareholders in the head office/registered office of the Company and of the subsidiary companies concerned.

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 are being organised. Human relations continue to be cordial.

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

Listing of equity shares

During 2011-12, the Company's equity shares were listed and traded with BSE Limited under direct listing route on and from 5th December, 2011. The Company's equity shares are also listed with the Calcutta Stock Exchange Ltd. (CSE) and the U.P. Stock Exchange Ltd. (UPSE). Both Calcutta stock exchange and UP Stock Exchange have issued their listing approval/trading approval to the Company in respect of allotment 775,000 Equity Shares of ₹10/- each fully paid up at a premium of ₹130/- per share upon conversion of 575,000 equity warrants of ₹140/- each and 200,000 compulsorily- convertible preference shares of ₹140/- each.

Corporate Governance

The Company is committed to maintain the highest standards of Corporate Governance. The report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report.

The requisite certificate from the Auditors of the Company, M/s. SRBC & Co., Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49 is attached to this Report.

Fixed Deposit

Your Company is not inviting or accepting any deposits from the public/ shareholders.

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.

Particulars of Employees

The name and other 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 : Mr. Shree Gopal Tantia

Age : 46 years

Qualification : Graduate

Date of Employment : 13th August, 2007

Designation/Nature of duties : Managing Director

Remuneration received gross (₹in '000) : 6,000

Experience : 28 years

Last employment : Managing Director, GPT Infrastructures Private Limited

Notes:

- Remuneration received includes only salary.
- Nature of employment is contractual. Other terms and conditions are as per the Board resolution and as per the Company rules.
- Mr. Shree Gopal Tantia holds 1,368,022 shares in the Company which is about 9.41% of the Company's total equity shares.

Auditors and Auditor's Report

M/s. S.R. Batliboi & Co., Chartered Accountants, Auditors of the Company, has changed its name to SRBC & Co., Chartered Accountants, effective from 1st April, 2012.

M/s. SRBC & Co., Chartered Accountants (Formerly S.R. Batliboi & Co.), Auditors of the Company, retire at the conclusion of the



ensuing annual general meeting and being eligible, offer themselves for re-appointment. The Company has received a letter and certificate from M/s. SRBC & Co., Chartered Accountants to the effect that their reappointment, if made, will be in accordance with the limits specified in Section 224(1B) of the Companies Act, 1956. The Audit Committee in its meeting held on 26th May, 2012 has also recommended the re-appointment of M/s. SRBC & Co., Chartered Accountants, as Statutory Auditors of the Company. Your directors also recommend their re-appointment at the ensuing annual general meeting.

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.

Unpaid/Unclaimed Dividend

As on 31st March, 2012, the Company is having a sum of ₹623.75 as unpaid/unclaimed dividend lying in its Unpaid Dividend Account, 2011. During the year under review no amount which remained unclaimed and unpaid for a period of seven years, is due for transfer to Investor's Education and Protection Fund.

Consolidated Financial Statements

In accordance with the requirements under clause 32 of the Listing Agreement of Stock Exchanges, Your Company prepared the consolidated financial statements in accordance with the Accounting Standard 21 issued by The Institute of Chartered Accountants of India. The consolidated financial statements form a part of the Annual Report.

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:

- a. That in preparation of the annual accounts, the applicable accounting standards were followed along with a proper explanation relating to the material departures, if any;
- b. That the Directors selected such accounting policies and applied them consistently, made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the Company's state of affairs as at 31st March, 2012 and of the Profit and Loss Account of the Company for the year ended on that date;
- c. That the Directors took proper and sufficient care to maintain adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the Company's assets and for preventing and detecting fraud and other irregularities;
- d. That the Directors 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 investors.

Registered office:
JC-25, Sector-III, Salt Lake,
Kolkata 700 098
Dated: 26th May, 2012

For and on behalf of the Board,

D. P. Tantia
Chairman

ANNEXURE - I TO THE DIRECTORS' REPORT

Information under Section 217(1) (e) of the Companies Act, 1956, read with Companies (Disclosure of particulars in the Report of Board of Directors) Rule 1988, and forming part of the Directors' Report for the year ended 31st March, 2012.

A. Conservation of energy

(i) Power factor improvement

(ii) Campaign to create awareness amongst the employees on the necessity of conservation of energy is practiced regularly

B. Technology absorption

Research and development (R&D): None

Technology absorption, adaptation and innovation: Not applicable

C. Foreign exchange earnings

Exports (FOB) : ₹1882.04 Lakhs (PY ₹2058.14 Lakhs)

Other income : ₹100.67 Lakhs (PY ₹9.89 Lakhs)

D. Foreign exchange Outgo

Foreign travel : ₹22.33 Lakhs (PY ₹8.91 Lakhs)

Professional Fees : Nil (PY ₹91.27 Lakhs)

Interest : ₹181.82 Lakhs (PY ₹58.43 Lakhs)

Dividend : Nil (PY ₹50.20 Lakhs)

Registered office:
JC-25, Sector-III, Salt Lake,
Kolkata 700 098
Dated: 26th May, 2012

For and on behalf of the Board,

D. P. Tantia
Chairman

MANAGEMENT DISCUSSION & ANALYSIS



Global economy review

In 2011, the global economy grew 3.8% (5.2% in 2010), emerging economies grew 6.2% (7.3% in 2010) and advanced economies grew 1.6% (3.2% in 2010). This indicates that emerging economies continued to catalyse global growth.

World output (%)

| | 2010 | 2011 | 2012 (P) | 2013 (P) |
|--------------------|------|------|----------|----------|
| World output | 5.2 | 3.8 | 3.3 | 3.9 |
| Advanced economies | 3.2 | 1.6 | 1.2 | 1.9 |
| Emerging economies | 7.3 | 6.2 | 5.4 | 5.9 |

[Source: World Economic Outlook, IMF January 24, 2012]

Indian economy review

The growth of the Indian economy is estimated at 6.9% in 2011-12 compared with 8.4% in each of the preceding two years. The decline was on account of a weakening economy, lower industrial growth and reforms slowdown.

Rate of growth of GDP at Factor Cost at 2004-2005 prices (%)

| | 2005-06 | 2006-07 | 2007-08 | 2008-09 | 2009-10PE | 2010-11QE | 2011-12AE |
|---|---------|---------|---------|---------|-----------|-----------|-----------|
| Agriculture, forestry & fishing | 5.1 | 4.2 | 5.8 | 0.1 | 1.0 | 7.0 | 2.5 |
| Mining & quarrying | 1.3 | 7.5 | 3.7 | 2.1 | 6.3 | 5.0 | (2.2) |
| Manufacturing | 10.1 | 14.3 | 10.3 | 4.3 | 9.7 | 7.6 | 3.9 |
| Electricity, gas & water supply | 7.1 | 9.3 | 8.3 | 4.6 | 6.4 | 3.0 | 8.3 |
| Construction | 12.8 | 10.3 | 10.8 | 5.3 | 7.0 | 8.0 | 4.8 |
| Trade, hotels, transport & communication | 12.1 | 11.7 | 10.7 | 7.6 | 10.3 | 11.1 | 11.2 |
| Financing, insurance, real estate & business services | 12.6 | 14.0 | 12.0 | 12.0 | 9.4 | 10.4 | 9.1 |
| Community, social & personal services | 7.1 | 2.8 | 6.9 | 12.5 | 12.0 | 4.5 | 5.9 |
| GDP at factor cost | 9.5 | 9.6 | 9.3 | 9.7 | 8.4 | 8.4 | 6.9 |

[Source: CSO] • PE: Provisional Estimate • QE: Quick Estimate • AE: Advance Estimate

Indian infrastructure review

Inadequate infrastructure was recognised in the Eleventh Five Year Plan (2007-2012) as a major growth constraint in India.

The Plan had, therefore, emphasized the need for massive expansion in investment in infrastructure based on a combination of public and private investment, the latter through various forms of public-private partnerships. Substantial progress was made: the total investment in infrastructure (roads, railways, ports, airports, electricity, telecommunications, oil gas pipelines and irrigation) is estimated to have increased from 5.7% of GDP in the base year of the Eleventh Plan to around 8.0% in the last year of the Plan as against the projection of 7.55%. The pace of investment was particularly buoyant in some sectors (telecommunications, oil and gas pipelines) while falling short in sectors like electricity, railways, roads and ports. Efforts to attract private investment into infrastructure through the PPP route encountered considerable success, not only at the level of the Central Government, but also at the level of the individual States. A large number of PPP projects took off, many operational in the Centre and States. As per Budget 2012-13, investment in infrastructure is expected to go to ₹50 lakh crore during the Twelfth Plan (2012-17) with around 50% of this investment originating in the private sector.

Budget 2012 - 13

The government enhanced its focus on the Indian infrastructure sector.

Fully recognising the need to fill the void in financing infrastructure projects, First Infrastructure Debt Fund (initial

size of ₹80 billion) was launched in March 2012 as per the proposals of the last year's budget. During 2012, tax-free bonds worth ₹600 billion are proposed for issue by government undertakings, double the previous year's figure. This includes ₹100 billion each for NHAI, IRFC, IIFCL and power sector and ₹50 billion each for HUDCO, National Housing Bank, SIDBI and ports.

The salient infrastructure proposals for Budget 2012-13 comprised the following:

- Proposal to add sectors like irrigation (including dams, channels and embankments), terminal markets, common infrastructure in agriculture markets, soil testing laboratories and capital investment in the fertilizer sector as eligible sectors for viability gap funding under the scheme for support to public-private partnerships (PPP) in infrastructure. Oil and gas/LNG storage facilities and oil and gas pipelines, fixed network for telecommunication and telecommunication towers would also be eligible for VGF.
- To provide low cost funds to stressed infrastructure sectors (power, airlines, roads, bridges, port, shipyards, affordable housing, fertilizer and dams), the rate of withholding tax on interest payment on ECBs was reduced from 20% to 5% for three years.
- IIFCL created a structure for credit enhancement and take-out finance for easing access of credit to infrastructure projects.
- Rationalization of Dividend Distribution Tax to remove its cascading effect in a multi-tier corporate structure.



SCOT analysis of Indian infrastructure segment

Strengths

- The policies supporting private and foreign direct investments
- Growing number of private players in the infrastructure sector
- Government policy to raise fund through issuance of tax-free infrastructure bonds

Challenges

- Increased cost of funds
- Deficiency of project management capabilities

Opportunities

- Government focus on infrastructure sector
- Allocation of more than US\$ 1 tn investment in the infrastructure sector of which 50% is expected from the private sector.
- India maintaining position as the second fastest growing economy in the world

Threats

- Nation-wide problem of land acquisition
- Slowdown in the government decision-making

Roads

India has a road network of over 4.32 million km, making it one of the three largest road networks. At 0.66 km of roads per sq km of land, the quantitative density of India's road network is similar to United States (0.65) and higher than China (0.16) or Brazil (0.20). Around 85% of India's passenger traffic and 65% of freight traffic is carried by roads. Adjusted for its larger population, India had less than 4 kms of roads (paved and unpaved) per 1000 people. However, in terms of high quality, all-season highways (four or more lanes), India had less than 0.07 kilometers of highways per 1000 people in 2010, which indicated a huge room for correction.

Although National Highways (NH) account for only 1.7% of the road network, they carry 40% of total road traffic. The total length of National Highways was 70934 km out of which about 26% were still single-laned, 51% double-laned and only 23% is four/six/eight-laned.

According to estimates, the road sector in India will require an investment of around US\$ 75-90 billion over the next five years. India's construction sector is expected to grow at about

35% between 2008–09 and 2012–13. The private sector is expected to contribute 44% of the total projected spend of US\$ 100 billion on roads and highways over the Twelfth Five Year Plan period.

The Indian government launched an ambitious National Highway Development Programme (NHDP) involving a total investment of USD 60 billion on concessions/contracts to be awarded by 2012. Under this programme, a length of about 15,000 km was completed while about 10,000 km is under construction. Over the next three years, it is proposed to take up new sections of about 25,000 km through a combination of PPP (Public Private Partnership) and EPC (Engineering Procurement and Construction). As far as expressways are concerned, the start of several expressway projects - such as the Ganga Expressway - were delayed for three years or more on account of litigation and bureaucratic delays. However, India expects 3,530 kms of expressways to be commissioned by 2014 (from projects under construction). The government drew up an ambitious target to commission 18,637 km network of expressways by 2022.

Budget 2012-13

- Target of covering a length of 8800 kms under National Highway Development Programme (NHDP) during FY13.
- Allocation of the Road Transport and Highways Ministry enhanced by 14% to ₹253.6 billion.
- Allowance of ECB for capital expenditure on the maintenance and operations of toll systems for roads and highways (if part of the original project).
- National Highway Authority of India (NHAI) allowed to mobilize tax-free bonds amounting to ₹100 billion in 2012-13.
- Announcement of an infrastructure debt fund, increased FII investment and lowering of withholding tax.
- Support of ₹240 billion for rural roads under Pradhan Mantri Gram Sadak Yojna for 2012-13. An increase of 20% over the previous year.
- Full exemption from import duty on specified equipment imported for road construction by contractors of Ministry of Road Transport and Highways, NHAI and State Governments is being extended to contracts awarded by metropolitan Development Authorities. Tunnel boring machines and parts of their assembly are covered by this exemption. These are allowed to be imported free of duty without an end-use condition.

Government policy and initiatives

- According to the new policy updates from Department of Industrial Policy and Promotion (DIPP), 100% FDI under the automatic route is allowed for support services to land transportation (operation of highway bridges, toll roads, vehicular tunnels, incidental services like cargo handling, construction and maintenance of roads and bridges, construction and maintenance of roads and highways offered on a build-on-transfer (BOT) basis, including toll collection).
- Highway widening projects exempted fully from income tax for 10 years under section 80IA. Moreover CBDT has clarified that widening of existing roads by constructing additional lanes as a part of highway project would be regarded as a new infrastructure facility. This clarification will help highway developers receive tax deduction for a 10-year period under the aforementioned section.

Emerging opportunities

The government of India identified 13 road projects of over 1,800 km length that would be built under operate-maintenance-transfer (OMT) basis in the Twelfth Five Year Plan.

[Source: Construction Technology]

Ports

The 7516.6 km Indian coastline is serviced by 13 major ports (12 government and one corporate) and 187 notified minor and intermediate ports. With one of the largest merchant shipping fleets, India is ranked 16th among maritime countries. According to the Shipping Ministry, ports handle more than 95% of the country's total trade in terms of volume and about 70% in terms of value.

The annual capacity of India's major and non-major ports is expected to increase to 1.5 billion tonnes by 2012. According to India's Planning Commission's revised estimates, about US\$ 8.5 billion is expected to be invested in the country's ports sector during the Eleventh Five Year Plan (2007-2012).

As per the Shipping Ministry, traffic at major ports is expected to grow at a compounded annual growth rate of about 8% from 561 million tones (MT) in 2009-10 to 1215 MT by 2019-20, whereas traffic at the non-major ports is expected to grow at 16% from 289 MT to 1270 MT. Thus, traffic at Indian ports is expected to increase from 850 MT to 2485 MT by 2019-20.

Cargo traffic at India's 12 major ports (April -February 2011-12) was 510.8 million tonnes, which was 1.59% more than the cargo traffic during the same period last year, resulting in an average capacity utilization of more than 90% and some experiencing more than 100% utilization, resulting in congestion, high berth occupancy and longer vessel turnaround time. To achieve an optimum 70% capacity utilization, India announced a combined USD 110 billion package to develop its ports and shipbuilding industry by 2020. The Ten-Year Plan (Maritime Agenda 2010-2020) intends to enhance the Indian port capacity to 3200 MT by 2020 entailing an investment of USD 66 billion.



The goals of the new Plan are as follows:

- To create a port capacity of around 3200 MT to handle the expected traffic of about 2500 MT by 2020.
- To bring Indian ports at par with the best international ports in performance and capacity.
- To increase tonnage under the Indian flag and Indian control; to enhance the share of Indian ships in EXIM trade.
- To increase India's share in global ship building from the present 1% to 5%.
- To increase the share of Indian seafarers from 6-7% to at least 9% in the global shipping industry by 2015.

Budget 2012-13 proposals

The government floated a number of proposals to strengthen the Indian ports sector:

- Reduction in the withholding tax from 20% to 5% on ECB-related payments to help ports raise low-cost foreign debt.
- Ports will be allowed to raise ₹50 billion from tax-free bonds.
- Growing private sector participation to the extent of more than ₹1.5 lakh crore with a growing incidence of public-private partnerships.

Government policy and initiatives

- The Government of India is focusing on port infrastructure development, increasing private sector participation and FDI. Accordingly, 100% FDI is allowed under the automatic route to supplement domestic capital, technology and skills. According to DIPP, FDI flows into the country's port sector during April 2000-January 2012 was USD 1635.08 million.
- India's Shipping Ministry is considering a removal of tariffs for major ports, passing this responsibility to the ports. Instead a new regulator for the sector will be appointed, responsible for setting, monitoring and regulating service levels as well as technical and performance standards.
- The government proposed a full income tax exemption for 10 years.

Airports

Presently India has 136 airports, of which 128 are owned by Airports Authority of India (AAI). These comprise 14 international airports, 81 domestic airports, 8 custom airports,

25 civil enclaves and 8 others. The number of scheduled passenger airline operators has grown to 15 and the number of aircraft in their fleet has risen to more than 400. International flights have increased to 706 per week. India is the ninth largest civil aviation market and ranked fourth in domestic passenger volumes (45,3 million). Due to enhanced opportunities for international connectivity, 69 foreign airlines from 49 countries are now flying into India.

India is witnessing a boom in passenger and cargo traffic. Passenger traffic growth moved to double digits in financial year (FY11), clocking 15.9%. Over FY05-FY11, passenger traffic increased at a compound annual growth rate of 15.9%. Domestic passenger traffic expanded at 17.6% CAGR over FY05-11 and international passenger traffic rose 11.8% over the same period. Domestic passenger traffic is estimated to reach 150-180 million by 2020, while international passenger traffic is expected to grow to around 50 million by 2015.

Airports Authority of India (AAI) is upgrading and modernising 35 non-metro Indian airports at an estimated cost of around US\$ 1 billion in addition to modernising the Chennai and Kolkata airports. The upgradation of five international airport projects — Cochin, Hyderabad, Bengaluru, Delhi and Mumbai – was catalysed through the public-private partnership (PPP).

The Indian aviation sector is likely to attract investments of USD 150 billion with a large 64% (of the total planned expenditure in the Eleventh Year Plan i.e. USD 8.5 billion) from the private sector during 2007-12. The success of PPP formats will raise investments in existing and greenfield airports.

The Indian civil aviation sector is passing through a crisis with two of its largest carriers, the state-owned Air India and private sector Kingfisher Airlines, struggling to address large debt and losses. However, India's civil aviation passenger growth is among the highest in the world with a projected 400 million target by 2020.

Budget 2012-13 proposals

The government floated a number of proposals to strengthen the Indian aviation sector:

- Direct import of aviation turbine fuel for Indian carriers as actual users.

- External commercial borrowings for working capital requirements for one year subject to a ceiling of USD 1 billion.
- Proposal to allow foreign airlines to participate upto 49% in the equity of an air transport undertaking under active consideration.
- Duty concessions.
- Proposal to invest ₹40 billion into the equity of Air India.
- Allocation of ₹280 cr to AAI (₹80.52 crore earmarked for airport development in the north eastern states).
- Reduction in withholding tax.

Government policy and initiatives

- 100% FDI under automatic route for Greenfield projects permitted.
- 100% FDI for existing airports is also possible with an approval from Foreign Investment Promotion Bureau (FIPB).
- 100% exemption from Income Tax for airport projects for a period of 10 years.
- Airport developers allowed to charge passengers development fees.
- Indian airports emulating the SEZ aerotropolis model to enhance revenues; focus on revenues from retail, advertising, vehicle parking etc.

Sources : <http://www.ibef.org/>

<http://media2.intoday.in/indiatoday/images/budgeteng2012-b.pdf>

<http://profit.ndtv.com/News/Article/crisis-in-civil-aviation-top-10-developments-304024>

<http://www.indiaairportsummit.com/>

Railways

With a total route network of about 64,000 kilometers spread across 7,083 stations and operating around 19,000 trains every day, Indian Railways is the world's third largest rail network, which is the second largest under single management. Over 23 million passengers travel by trains on a daily basis in India.

In addition, around 2.65 million tonnes (MT) of freight is transported via trains a day. This includes a huge variety of

goods like mineral ores, iron and steel, fertilizers, petrochemicals and agricultural produce. The Railways carried 969.78 MT of revenue earning freight traffic during 2011-12, an increase of 48.27 MT over the freight traffic of 921.51 MT carried during the corresponding period in the previous year.

Indian Railways have generated approximate earnings of ₹92,985 crore from April 2011 to February, 2012 vis-à-vis ₹84,402 crore during the same period last financial year, registering an increase of 10.17%. The total goods earnings increased from ₹56,394 crore during April 2010-February 2011 to ₹62,171 crore during April 2011-February 2012. The approximate number of passengers booked during April 2011-February 2012 was recorded at 7.58 billion compared to 7.21 billion during the same period in the previous financial year.

Increasing urbanisation and growing incomes are driving a growth in the passenger segment, while the growing industrialisation increased freight traffic. The Ministry of Railways proposed the development of 50 world-class stations in the public private participation (PPP) mode to reinforce the country's rail infrastructure.

The Government increased the scope of PPP beyond maintenance and supporting roles to providing new lines, increasing rolling stock and investing in building rail infrastructure. As a result, freight traffic is expected to grow rapidly over the medium to long-term. The Indian Railways set a target for increasing freight market share from 30% in 2010 of 50% by 2030.

Indian Railways Mission 2020 aims to add 25,000 route kms to the railway network with a growing proportion of public-private partnerships.

Budget 2012-13 proposals

The government floated a number of proposals to strengthen the Indian railways sector:

- Highest ever Plan outlay of ₹601 billion.
- 725 km new lines, 700 km doubling, 800 km gauge conversion and 1100 km electrification targeted in 2012-13.
- Allocation of ₹68.72 billion for new lines, ₹33.93 billion for doubling, ₹19.5 billion for gauge conversion and ₹8.28 billion for electrification.



- Permission to Indian Railways Finance Corporation (IRFC) Ltd. to raise tax-free bonds amounting to ₹100 billion in 2012-13.

Government policy and initiatives

- Special task force to be set up to clear investment proposals within 100 days.
- 31 projects covering more than 5000 km in 10 states being executed with contributions from respective state governments.
- The Railways is poised to sign a joint venture agreement in April 2012 to set up a wagon component manufacturing facility at Jellingham, East Midnapore, with work on the over ₹2 billion project likely to commence from September 2012.
- The Northern Railways has opened India's longest railway tunnel through the Pir Panjal range in Jammu & Kashmir. The 10.96 km tunnel long is India's longest and Asia's second longest with an outlay of ₹3.91 billion (US\$ 76.22 million).
- The cumulative foreign direct investment (FDI) inflow into the railways related components sector stood at US\$ 234.76 million from April 2000 to January 2012 (source: Department of Industrial Policy and Promotion).
- Indian Railways has an established emergency response system, which consists of a network of Accident Relief Trains (ARTs) and Accident Relief Medical Vans (ARMVs) at identified locations
- The first phase of the Real Train Information System, based on the satellite imaging for rail navigation, was opened by the Railway. Following the implementation of the new system, the movement and location of each train will be tracked in real time.

Sources : <http://www.ibef.org/>

<http://indiabudget.nic.in/ub2012-13/eb/po.pdf>

<http://media2.intoday.in/indiatoday/images/budgeteng2012-b.pdf>

Power

India accounts for 4% of global power generation and possesses the fifth largest generation capacity. The total installed generation capacity in the country as on September 20, 2011 stood at 182,344.62 MW, with thermal power

contributing 118,695.98 MW, nuclear 4,780.00 MW and hydro power 38,706.40 MW, according to Central Electricity Authority (CEA) data.

The Government of India plans to install an integrated National Power Grid by 2012 with approximately 200,000 MW generation capacity and 37,700 MW inter-regional power transfer capacity. As per the Ministry of Power, the sector added a record 15,795 MW in 2010-11; further power generation projects totaling 28,000 MW will soon become operational.

To provide availability of more than 1000 units of per capita electricity by year 2012, it has been estimated that capacity addition of more than 100,000 MW will be required. This resulted in massive addition plans being proposed in the sub-sectors of generation, transmission and distribution. India's National Solar Mission goal of 20 GW solar power installed by 2020 helped drive a seven-fold increase in solar energy investments to US\$ 4.2 billion. India now has 22.4 GW of installed clean energy generating capacity

India's installed transmission capacity is only 13% of the total installed generation capacity. With the focus on increasing generation capacity over the next 8-10 years, the corresponding investments in the transmission sector is expected to increase.

While some progress has been made at reducing the Transmission and Distribution (T&D) losses, these - at approximately 33% - still remain substantially higher than the global benchmarks. To address this, reforms were undertaken comprising the unbundling of State Electricity Boards into separate generation, transmission and distribution units and the privatization of power distribution (through outright privatization or franchisee route). While there has been a slow and gradual improvement in metering, billing and collection efficiency, the loss levels still pose a significant challenge.

The power ministry has set a target to add 76,000 MW of electricity capacity in the 12th Plan (2012-17) and 93,000 MW in the 13th Five-Year Plan (2017-2022). The Working Group on Power for formulation of the 12th Five Year Plan estimated a total fund requirement of ₹13,72,580 crore for the sector.

Budget 2012-13 proposals

- The Central Plan Outlay for Ministry of Power is ₹624.25 billion (96.42 billion budgetary support).
- ECB were permitted to partly finance the Rupee debt of existing power plants.
- Coal India Limited was advised to sign fuel supply agreements with power plants that entered into long-term power purchase agreements with DISCOMs and were likely to be commissioned on or before March 31, 2015.
- Proposal for full exemption from basic customs duty and a concessional CVD of 1% to steam coal till March 31, 2014.
- Natural gas, LNG and certain uranium fuel to get full duty exemption this year.
- Announcement of infrastructure debt fund, increased FII investment and lowering of withholding tax.
- ₹49 billion allocated to Rajiv Gandhi Grameen Vidyutikaran Yojna under the Bharat Nirman programme.
- ₹31.14 billion allocated for Restructured Accelerated Power Development and Reform Programme (R-APDRP).
- Sunset date for tax holiday under Section 80IA extended by a year.
- Additional depreciation of 20% in the initial year proposed to be extended to new assets acquired by power generation companies.
- Power sector allowed to raise tax-free bonds amounting to ₹100 billion in 2012-13.

Government policy and initiatives

- 100% FDI under automatic route allowed for power generation, transmission and distribution, including non-conventional energy but excluding generation, transmission and distribution of electricity produced in atomic power plant/atomic energy as private investment in this sector/activity is prohibited and is reserved for public sector.
- Initiation of several policies to promote investments and achieve Power for All and per capita electricity consumption of 1000 units.
- Amendment of the conditions for excise duty exemption for goods supplied to mega power projects. Now, the project developers, instead of the manufacturers, have been made

liable to pay the duty in case they do not ensure that exempted goods are used only in their projects.

- Removal of tariff protection on capital goods.
- Clearance of a significant number of SEZs for the engineering sector across the country; electrical machinery is a part of the sector.
- Initiated several reform measures to create a favourable environment for the newly-added generating capacity. The policies and reforms have put in place a highly liberal framework for the generation of power.

Sources : <http://www.ibef.org/>

<http://indiabudget.nic.in/ub2012-13/eb/po.pdf>

<http://media2.intoday.in/indiatoday/images/budgeteng2012-b.pdf>

Segment review

Concrete sleeper

Highlights, 2011-12

- Achieved a Domestic Turnover of ₹39.32 crore and Export Turnover of ₹20.69 Crore during the year
- The Production in Namibian Joint Venture has commenced during the year and has achieved a Turnover of N\$28,050,000 (₹18.23 crore)
- The manufacture and supply of concrete sleeper at the Company's South African subsidiary namely GPT Concrete Products (South Africa) Pty Limited is smoothly going on and the said subsidiary has recorded a turnover of ZAR 74,056,974 (₹4,816.11 Lakhs) and a PAT of ZAR 9,117,554 (₹592.94 Lakhs).

Overview

The Company pioneered the manufacture of pre-stressed concrete sleeper manufacture in India in 1982. The Company is integrated from the design of track super structures to concrete sleeper production. It is one of the largest single location concrete sleeper manufacturer in India with an installed capacity of 6,00,000 units per annum. It has supplied over five million concrete sleepers to the Indian Railways, IRCON, RITES, SAIL, NTPC, Tata Steel and DVC, among others.



The Company's two manufacturing units are located in Panagarh (480,000 sleepers per year) and Barjora (120,000 sleepers per year) in West Bengal addressing railway and non-railway demand (power, steel and cement companies). The Company manufactures concrete sleepers for mainline, curves, bridges, level crossings, points and crossing. These units are located strategically to capitalise on the large upside arising from the upcoming dedicated freight corridor project from New Delhi to Dankuni.

The Company pioneered the export of concrete sleepers and the use of the indigenous 'stress-bench' production system. The Company and its subsidiaries/associates also have manufacturing units in Dondo (Mozambique), Ladysmith (South Africa) and Tsumeb (Namibia) with a cumulative capacity of 700,000 sleepers per annum.

Infrastructure

Highlights, 2011-12

- Received 14 new projects having approximate value of ₹400 crores and completed 9 projects during the year
- Completed Bridge work having well foundation and 16 PSC box Girders in superstructure of 30.5 meter span
- Completed the construction of periodic over hulling work shop for East Central Railways in Harnaut (Bihar) having pre-engineered building Structures
- Completed the earth work and track linking project (2nos.) for Eastern Railway between Burdwan and Katwa

Overview

The business commenced infrastructure operations in 2004 and built a reputation for timely execution, diverse terrain knowledge, cost control and delivery. It is among the few Indian companies to execute riverine bridges with foundation-to-finish capabilities. The division has executed projects in nine Indian states.

Road ahead

- Awarded projects for construction of building at Boler Bazar near Sundarban – well foundation by cassia sinking method and construction of 70 meters segmental PSC Girders by balanced cantilever method

- Received order for construction of cable stayed Bridge (ROB) at Burdwan having span length of about 1.20 meters and pylon height of about 62 meters
- Design and Construction of Jetty and Raw water pumping station at Ma-er Ghat (Baghbazar) for Dhapa water treatment plant
- Civil works for 400/220KV extension yard & 400KV AC Yard including filter areas associated with + 800KV NE-Agra HVDC project at Agra in Uttar Pradesh
- Manufacturing of 100 nos. Box - NHL (MBS) Wagons for Indian Railways at Mokama.

Finance review

Revenues

The Company's net sales declined 16.28% from ₹366.67 crore in 2010-11 to ₹306.98 crore in 2011-12 owing to slowdown in the infrastructure sector.

Expenditure

Raw material consumption declined 6.58% from ₹138.29 crore in 2010-11 to ₹129.19 crore in 2011-12. Power and fuel consumption increased 9.16% from ₹8.81 crore in 2010-11 to ₹9.62 crore in 2011-12. Employee expenses increased 3.47% from ₹16.97 crore in 2010-11 to ₹17.56 crore in 2011-12 on account of induction of new employees and increase in compensation.

Total operating expenses declined 28.73% from ₹306.20 crore in 2010-11 to ₹249.55 crore in 2011-12 owing to effective cost management. Operating cost as a proportion of total income stood at 78.63% in 2011-12 against 82.07% in 2010-11 reflecting efficient cost management.

Profit

EBIDTA increased 3.16% from ₹44.27 crore in 2010-11 to ₹45.67 crore in 2011-12. PAT declined 18.84% from ₹15.82 crore in 2010-11 to ₹12.84 crore in 2011-12. EBIDTA margin increased 252 basis points from 11.87% in 2010-11 to 14.39% in 2011-12 while net profit margin before tax declined 97 basis points from 5.84% in 2010-11 to 4.87% in 2011-12.

Interest

Interest outlay of the Company increased 37.84% from ₹16.57 crore in 2010-11 to ₹22.85 crore in 2011-12 to fund the growing business. However, interest cover stood at 1.99 in 2011-12 to 2.67 in 2010-11.

Tax

The Company reduced its tax provisions to ₹2.63 crore in 2011-12 from ₹5.95 crore in 2010-11.

Sources of funds

During the year under review, the Company's share capital stood at ₹14.34 crore as on 31st March 2012 against ₹16.36 crore as on 31st March 2011, on account of conversion of compulsorily convertible preference share. Reserves increased 20.85% from ₹97.86 crore as on 31st March 2011 to ₹118.27 crore as on 31st March 2012 on account of increased securities premium accounts and increased profit plough back. Loans fund increased 38.53% from ₹120.95 crore as on 31st March 2011 to ₹167.55 crore as on 31st March 2012 owing to fresh borrowings. The Company repaid ₹182.92 crore of loans fully in 2011-12. Current liabilities and provisions increased from ₹208.54 crore in as on 31st March 2011 to ₹265.22 crore as on 31st March 2012. The debt-equity ratio strengthened from 1.26 in 2011-12 to 1.06 in 2010-11.

Application of funds

Gross block increased 13.84% from ₹76.27 crore as on 31st March 2011 to ₹86.83 crore following the addition of plant and machinery, SAP, furniture and fixture among others, resulting in increased depreciation provision of 23.34% from ₹5.93 crore in 2010-11 to ₹7.35 crore in 2011-12. Investments increased 55.38% from ₹28.12 crore as on 31st March 2011 to ₹43.69 crore as on 31st March 2012 mainly due to investments in Group companies and other joint ventures. Current assets increased by 24.14% from ₹238.35 crore as on 31st March 2011 to ₹295.91 crore as on 31st March 2012, mainly due to an increase in short-term loans, advances and sundry debtors.

Working capital

Net current assets increased by 2.93% from ₹29.82 crore as on 31st March 2011 to ₹30.69 crore as on 31st March 2012. Inventories increased from 48.29 days if turnover equivalent in 2010-11 to 68.72 days in 2011-12. Current ratio decreased from 1.14 in 2010-11 to 1.11 in 2011-12. The debtors' cycle decreased from 107.93 days of turnover equivalent in 2010-11 to 88.45 days in 2011-12.

Risk management

Risk management forms an integral part of all business processes and the Company has a framework for assessment and mitigation that is embedded in the decision-making process across all level in the organisation. The entire risk management process is well-documented and monitored closely by the managing team members. The risk management processes are periodically reviewed.

Human resources

GIL encourages continuous learning. During the year under review, the Company's employee strength reached 848. The employees underwent functional and behavioural training to enhance productivity. The Company recruited regularly to feed its growing business requirements. The Company has a transparent performance appraisal system with an inbuilt feedback mechanism.

Internal controls and procedures

A framework of internal controls represents the core of the Company's governance commitment. The Company's adequate internal control systems are embedded in the business processes. The effectiveness of the internal control mechanism is reviewed by the Audit Committee of the Board. It also oversees the implementation of recommended measures to improve the internal control framework. The Company conducted regular and extensive checks at every production stage and dispatch cycle to ensure strict operational and quality compliance.

REPORT ON CORPORATE GOVERNANCE



In accordance with Clause 49 of the Listing Agreement with the stock exchanges of India (Clause 49), the report containing details of governance systems and processes at GPT Infraprojects Limited is as under :-

1. The Company's philosophy on Code of Governance

- a. 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
- b. Ensure that the Board exercises its fiduciary responsibilities towards shareowners and creditors, thereby ensuring high accountability
- c. Ensure that the extent to which the information is disclosed to present and potential investors is maximised
- d. Ensure that decision-making is transparent and documentary evidence is traceable through the minutes of the meetings of the Board/Committee thereof
- e. Ensure that the Board, the management, the employees and all concerned are fully committed in maximising long-term values to the shareowners and the Company
- f. Ensure that the core values of the Company are protected

- g. Ensure that the Company positions itself from time to time to be at par with other world-class companies in operating practices

2. Board of Directors

As on 31st March 2012, the Board comprises eight Directors, of which six are Non-Executive Directors – comprising four Independent Directors, one Nominee Director of private equity investor and the Non-Executive Chairman and two others are Executive Directors. The Company's day-to-day affairs are being managed by two Executive Directors, one of whom is designated as the Managing Director of the Company.

2.1 Details of Board meetings held during FY 2011-12

| Date of Board meeting | Board strength | Number of Directors present |
|-----------------------|----------------|-----------------------------|
| 21st May 2011 | 8 | 7 |
| 12th August 2011 | 8 | 8 |
| 14th November 2011 | 8 | 7 |
| 7th February 2012 | 8 | 6 |

2.2 Board Composition and attendance at Board meetings and last Annual General Meeting and particulars of other Directorships, Chairmanships/Memberships

| Sl. | Name and designation of Director | Status | Board meetings in 2011-12 | | Attendance in last AGM | Other Indian public companies (number) | | |
|-----|---|---|---------------------------|----------|------------------------|--|-------------------------|--|
| | | | Held | Attended | | Directorship | Committee Chairmanship* | Committee Membership* (including Chairmanship) |
| 1 | Mr. Dwarika Prasad Tantia Chairman | Non-Executive/ Promoter Director | 4 | 4 | Yes | 1 | Nil | Nil |
| 2 | Mr. Shree Gopal Tantia Managing Director | Executive/ Promoter Director | 4 | 4 | Yes | 1 | Nil | Nil |
| 3 | Mr. Atul Tantia Executive Director | Executive/ Promoter Director | 4 | 4 | Yes | 2 | Nil | 1 |
| 4 | Mr. Himangsu Sekhar Sinha Director | Non-Executive/ Independent Director | 4 | 3 | Yes | 1 | 1 | 3 |
| 5 | Mr. Viswa Nath Purohit Director | Non-Executive/ Independent Director | 4 | 4 | Yes | 2 | 1 | 1 |
| 6 | Dr. Nitindra Nath Som Director | Non-Executive/ Independent Director | 4 | 3 | No | 1 | Nil | Nil |
| 7 | Mr. Kunal Kumthekar Director | Non-Executive / Nominee Director | 4 | 3 | Yes | Nil | Nil | 1 |
| 8 | Mr. Sunil Patwari Director | Non-Executive/ Independent Director | 4 | 3 | No | 2 | Nil | 4 |

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



3. Audit Committee

The Audit Committee of the Board comprises three Non-Executive Directors of which two are Independent Directors and one is a Nominee Director.

3.1 Composition of Committee and attendance of members:

| Sl. | Name of the Director and position | Attendance in Committee meeting held on | | | |
|-----|---|---|------------------|--------------------|-------------------|
| | | 21st May 2011 | 12th August 2011 | 14th November 2011 | 7th February 2012 |
| 1 | Mr. Viswa Nath Purohit, Chairman (Independent Director) | Yes | Yes | Yes | Yes |
| 2 | Mr. Himangsu Sekhar Sinha, Member (Independent Director) | Yes | Yes | Yes | Yes |
| 3 | Mr. Kunal Kumthekar, Member (Nominee Director) | Yes | Yes | No | Yes |

Dr. Nitindra Nath Som, Independent Director of the Company, has been inducted as a member of this Committee vide resolution by circulation of Board of Directors passed on 4th May, 2012.

In addition to the members of the Audit Committee, these meetings are attended by the heads of accounts, finance, and other respective functional heads of the Company, and by those executives of the Company who are considered necessary for providing inputs to the Committee and also by statutory auditors of the Company. Mr. Raghunath Mishra, Company Secretary, acts as the Secretary of the Committee.

The Chairman of the Audit Committee has accounting and financial management expertise.

3.2 Terms of reference

- Review the financial reporting process and disclosure of its financial information
- Review with management the annual/quarterly financial statements before submission to the Board for approval
- Review with 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

f. Recommend the appointment, reappointment and replacement or removal of Statutory Auditors and fixation of audit fee

g. Approval of payment to Statutory Auditors for any other services rendered by them

h. Other functions as required by applicable regulations

The Audit Committee may also review such matters as are considered appropriate by it or referred to it by the Board.

4. Shareholders'/Investors' Grievance Committee

The Shareholders'/Investors' Grievance Committee of the Board comprises two Directors of which one is an Independent Non-Executive Director and the other is an Executive Director.

4.1 Composition of Committee and attendance of members

| Sl. | Name of Director and position | No. of Committee meeting held during FY 2011-12 and attendance |
|-----|---|--|
| 1. | Mr. Himangsu Sekhar Sinha, Chairman, Independent Non-Executive Director | Nil |
| 2. | Mr. Atul Tantia, Member, Executive Director | Nil |

4.2 Terms of Reference

- a. Look into the redressal of shareholders' and investors' complaints/grievances in respect of transfer of shares, non-receipt of balance sheet and non-receipt of declared dividends, among others
- b. Oversee the performance of the Registrar and Share Transfer Agent and recommend measures for overall improvement in the quality of investor services
- c. Ascertain whether the Registrars and Share Transfer Agents (RTA) are sufficiently equipped with infrastructure facilities such as adequate manpower, computers and software, office space and document-handling facility, among others, to serve the shareholders/investors
- d. 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; and
- e. To carry out any other function as required by the Listing Agreement of the stock exchanges, Companies Act and other regulations.

4.3 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 | Nil |
| Number of pending complaints | Nil |
| Number of share transfer pending | Nil |

5. Compensation & Selection Committee

The Compensation & Selection Committee comprises four Non-Executive Directors of which two are independent Directors, one is a nominee Director and the other is a Non-Executive Director. The Committee is headed by Mr. H. S. Sinha, Independent Director of the Company.

5.1 Composition of Committee and attendance of members

| Sl. | Name of Director and position | Attendance in Committee meeting held on 21st May 2011 |
|-----|---|---|
| 1. | Mr. Himangsu Sekhar Sinha, Chairman, Independent Non-Executive Director | Yes |
| 2. | Mr. Dwarika Prasad Tantia, Member, Non-Executive Director | Yes |
| 3. | Mr. Kunal Kumthekar, Member, Non-Executive Nominee Director | Yes |
| 4. | Mr. Sunil Patwari, Member, Independent Non-Executive Director | Yes |

Mr. R. Mishra, Company Secretary, acts as the Secretary of the Committee.

5.2 Terms of Reference

- a) To frame/review the remuneration policy in relation to Wholetime Directors/Managing Directors, Senior Officers of the Company
- b) To recommend/approve terms, conditions and compensation including commission on profits to Directors including Wholetime Directors
- c) To recommend/approve appointment of relatives along with its terms, conditions and compensation, of any Director under Section 314 of the Companies Act
- d) To consider, recommend and/or approve Employee Stock Option Schemes and to administer and supervise the same
- e) To formulate/modify the detailed terms and conditions of the Employee Stock Option Scheme including quantum of option, exercise period, the right of an employee
- f) To provide for the welfare of employees or ex-employees, Directors or ex-Directors and the wives, widows, and families of the dependents or connections of such persons
- g) To frame suitable policies and systems to ensure that is no violation of SEBI regulations
- h) To perform such other functions consistent with applicable regulatory requirements



5.3. Details of remuneration and sitting fees paid to the Directors

(₹ in lacs)

| Name and status | Salary | HRA | Commission | Sitting fees | Total |
|---|--------|-------|------------|--------------|-------|
| Mr. S. G. Tantia, Executive Director | 60.00 | Nil | Nil | Nil | 60.00 |
| Mr. Atul Tantia, Executive Director | 20.40 | 10.20 | Nil | Nil | 30.60 |
| Mr. D. P. Tantia, Non-Executive Director | Nil | Nil | 16.79 | 0.95 | 17.74 |
| Mr. H. S. Sinha, Non-Executive Director | Nil | Nil | Nil | 0.46 | 0.46 |
| Mr. V. N. Purohit, Non-Executive Director | Nil | Nil | Nil | 0.45 | 0.45 |
| Dr. Nitindra Nath Som, Non-Executive Director | Nil | Nil | Nil | 0.27 | 0.27 |
| Mr. Kunal Kumthekar, Non-Executive Director | Nil | Nil | Nil | 0.36 | 0.36 |
| Mr. Sunil Patwari, Non-Executive Director | Nil | Nil | Nil | 0.23 | 0.23 |

5.4 Details of Shareholding of Non-Executive Directors

| Name of the Non-Executive Director | No. of Equity Shares | No. of convertible instrument |
|------------------------------------|----------------------|-------------------------------|
| Mr. Dwarika Prasad Tantia | 449,442 | Nil |
| Mr. Himangsu Sekhar Sinha | Nil | Nil |
| Mr. Viswa Nath Purohit | Nil | Nil |
| Dr. Nitindra Nath Som | Nil | Nil |
| Mr. Kunal Kumthekar | Nil | Nil |
| Mr. Sunil Patwari | Nil | Nil |

6. Management Review Committee

The Management Review Committee comprises three Directors of whom, two are Executive Directors and the other is a Nominee Director.

6.1 Composition of Committee and attendance of members

| Sl. | Name of Director and position | No. of Committee meeting held during FY 2011-12 and attendance |
|-----|---|--|
| 1. | Mr. Shree Gopal Tantia, Chairman, Executive Director | Nil |
| 2. | Mr. Atul Tantia, Member, Executive Director | Nil |
| 3. | Mr. Kunal Kumthekar, Member, Non-Executive Nominee Director | Nil |

Mr. R. Mishra, Company Secretary is the Secretary to the Committee.

6.2 Terms of Reference

- To review the periodical budgets and its analysis from time to time
- To review major investments in new ventures and major capital expenditure

7. Share Allotment and Transfer Committee

At the Board meeting held on 12th August 2011, the Board has reconstituted the Share Allotment & Transfer Committee by inducting Dr. Nitindra Nath Som, Director of the Company, as a committee member in place of Mr. Atul Tantia, Executive Director & member of the said committee. The Committee comprises four Directors of whom, three are Non-Executive Directors including two Independent Director and is headed by Mr. D. P. Tantia, Non-Executive Director of the Company.

7.1 Composition of Committee and Attendance of Members

| Sl. | Name of Director and position | Attendance in Committee meeting | |
|-----|---|---------------------------------|-----------------|
| | | 28th June 2011 | 22nd March 2012 |
| 1. | Mr. Dwarika Prasad Tantia, Chairman, Non-Executive Director | Yes | Yes |
| 2. | Mr. Shree Gopal Tantia, Member, Executive Director | Yes | Yes |
| 3. | Mr. Atul Tantia, Member, Executive Director | Yes | Not Applicable |
| 4. | Mr. Himangsu Sekhar Sinha, Member, Independent Director | Yes | No |
| 5. | Dr. Nitindra Nath Som, Member, Independent Director | Not Applicable | Yes |

In addition to the above members, Mr. R. Mishra, Company Secretary is the Secretary to the Committee. The Committee meets as and when required on need basis.

7.2 Terms of Reference

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 allot shares, debentures, equity warrant, compulsorily convertible preference shares or other securities of the Company as required from time to time
- To issue necessary certificates/duplicate certificates thereto
- To assign Corporate Action in respect of all matter concerning shares of the Company.
- To approve and monitor transfer and transmission of shares or other securities
- To approve dematerialisation and re-materialisation of securities
- To approve the splitting and consolidation of shares or other securities
- Any other matter as authorised by the Board from time to time

8. Executive Committee (Formerly Finance Committee)

At its meeting held on 21st May 2011, the Board of Directors of the Company has renamed the Finance Committee as Executive Committee of the Board. The Executive Committee of the Board comprises three Directors, of whom two are Executive Directors and one is a Non-Executive Director. Mr. R. Mishra, Company Secretary, is the Secretary to the said Committee.

8.1 Composition of Committee and attendance of members

| Sl. | Name of Director and position | Attendance at the Committee meeting | |
|-----|--|-------------------------------------|--------------------------|
| | | No. of Meetings held | No. of Meetings attended |
| 1. | Mr. Dwarika Prasad Tantia, Chairman Non-Executive Director | 11 | 11 |
| 2. | Mr. Shree Gopal Tantia, Member, Executive Director | 11 | 9 |
| 3. | Mr. Atul Tantia, Member, Executive Director | 11 | 11 |



8.2 Terms of Reference

- a) To open and close banking account(s) including Demat account(s) of the Company in India and/or abroad and to authorise office bearers to operate such banking account(s) including internet banking, phone banking or otherwise.
- b) To enter into, carry out, rescind or vary all financial arrangements, with any bank, persons or corporations, for or in connection with the Company's business or affairs, and pursuant to or in connection with such arrangements, to deposit, pledge, lien or hypothecate any deposits, shares, securities, other investments and/or properties of the Company, or the documents representing or relating to the same subject to overall limitation of the amount which may be borrowed by the Board of Director under Section 293(1)(d) of the Companies Act, 1956.
- c) To authorise Directors of the Company and other person(s) to execute and sign such documents, deeds, agreements, papers and to create security on the assets of the Company in favour of the banks, financial institutions, corporate bodies, NBFCs and others to avail credit facilities and also to authorise Directors of the Company and other persons to affix common seal of the Company by any of such person so authorised to execute the documents.
- d) To make loans, deposits in banks or with others, advances, issue guarantees, invest in shares and securities, mutual funds, other investments in India or abroad including the Company's subsidiaries, associates, joint ventures/consortiums and to authorise Directors or others to execute any documents required to be executed for the purpose and also to authorise any Director to affix the common seal of the Company in their presence.
- e) To enter into any joint venture, consortium agreement(s), technical collaboration, understandings or other agreements with other companies, firms, concerns, individuals in India or abroad for execution of any work/contract for attainment of main objects of the Company with such terms and conditions as deemed fit and proper and to authorise the Directors, employees or others to execute the same for and on behalf of the Company.
- f) To submit tenders, bids, offers, quotations and to negotiate, modify the same and for the purpose delegate such powers to the Directors, employees or others to enter into negotiations, contracts, arrangements, agreements with the others in the manner and with such terms and conditions as felt expedient and proper.
- g) To execute power of attorney(s) with such powers and responsibilities as may be deemed fit and proper in favour of the Director, employees of the Company and others from time to time.
- h) To enter into sub-contract agreement, understanding or arrangements with any Company, firm, individual or others to sub-contract any contract awarded to the Company in part or whole of the contract on such terms and conditions as felt expedient and proper and to authorise the Directors, employees or others to execute the same for and on behalf of the Company.
- i) To purchase/sale/lease/dispose off/hire/take on rent movable and immovable assets for and belonging to the Company subject to compliance of Section 293(1)(a) of the Companies Act, 1956, wherever applicable and for that to authorise the Directors, employees and/or others in respect thereof.
- j) To mortgage, pledge, sale or subject to lien the shares and/or securities held as investment or otherwise and other movable and immovable properties of the Company including for and on account of any obligation undertaken by Company's subsidiaries, associates, joint ventures, consortium, among others.
- k) To undertake and execute the derivative transactions and/or foreign exchange transactions as well as to manage the foreign exchange risk exposure and to delegate such powers to any of Company Directors and/or employees.
- l) To institute, defend, compromise, withdraw or abandon any legal proceedings by or against the Company, or the Board members or its Officers or otherwise concerning the affairs of the Company including for its subsidiaries, associates, joint ventures, consortium among others and also to compound offences committed under various statutes and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company.

m) To refer any claims or demands or disputes by or against the Company to arbitration, and to observe and perform the award.

n) To invest by way of acquiring the shares or securities of other bodies corporate, to make/provide any loan to any other bodies corporate, and to give any corporate guarantee/ other guarantees or provide security by way of pledge, lien, mortgage, hypothecation of any of the investments, moveable and immoveable assets of the Company in connection with a loan/credit facilities made by any other person, bank, corporate bodies, NBFCs, financial institution, among others to any other person, any body corporate including the Company's subsidiaries, associates,

joint ventures/consortiums, subject to the overall limit of the amount the Board of Directors of the Company are authorised under Section 372A of the Companies Act, 1956.

o) To subscribe or contribute or otherwise to assist any charitable, benevolent, religious, scientific, national, political or useful object of a public character of institutions the object of which shall have any moral or other claim for support for aid by the Company either by person or locality of operation or of public and general utility or otherwise subject to provisions of Section 293A of the Companies Act, 1956.

p) To carry out or exercise such other powers as delegated by the Board from time to time.

9. General meetings

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

| Date | 12th July 2011 | 17th July 2010 | 11th July 2009 |
|---|---|---|---|
| Time | 12.30 p.m. | 3.00 p.m. | 3.00 p.m. |
| Venue | Auditorium, JC-25, 9th Floor, Sector-III, Salt Lake City, Kolkata – 700098 | 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 Annual General Meeting | <p>1) Payment of Commission at a rate of 1% of the net profit of the Company to Mr. D. P. Tantia, Chairman of the Company for a period of three years commencing from the financial year 2011-12.</p> <p>2) Revision of remuneration of Mr. Vaibhav Tantia, COO of the Company to hold or continue to hold an office of profit/place of profit at a monthly remuneration of ₹2,50,000 with effect from 1st August 2011.</p> | NIL | NIL |



9.2 Extraordinary General Meeting

No Extraordinary General Meeting was held during the financial year ended 31st March 2012.

9.3 Other information

During the year ended 31st March 2012, there have been no resolutions passed by the Company's shareholders through postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed by postal ballot.

10. 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 the last three years.

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

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

10.1 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 was laid down on tenure of Independent Directors.

b. Compensation and Selection Committee

The Company constituted a Compensation and Selection Committee and the full details of the same is available elsewhere in this Report.

c. Shareholder's rights

The Company publishes quarterly unaudited financial results

in the newspapers and is also displayed it on the Company's website www.gptinfra.in. Accordingly, it does not envisage to send the same separately to the shareholders.

d. Audit qualifications

The Company endeavours to maintain a regime of unqualified statements.

e. Training of Board members

No policy has yet been laid down by the Company.

f. Mechanism for evaluating Non-Executive Board Members

No policy has yet been laid down by the Company.

g. 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.

10.2 Means of communication

a. Quarterly and half-yearly results

The Company's quarterly and half-yearly financial statements are generally published in "The Economic Times"/ "Business Standard" (English language) and in "Kalantar" (local language). The financial statements are also displayed on the Company's website.

b. Annual Reports

Annual Report containing inter alia, Audited Annual Accounts.

c. Website where displayed

<http://www.gptinfra.in>

d. Whether it also displays official news releases :

Yes, it is displayed on the above websites.

e. Whether presentations were made to Institutional Investors or to the analysts :

No.

11. 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.

12. General shareholder information

12.1 Company registration details

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

12.2 Annual General Meeting

Day : Friday; **Date :** 27th July, 2012; **Time :** 3.00 PM;

Venue : DC-36, 1st Floor, Sector-I, Salt Lake City, Kolkata-700064.

12.3 Financial calendar (tentative)

| | |
|--|--------------------------------------|
| • Financial year : | 1st April 2012 to 31st March 2013 |
| • Results for quarter ending | |
| - First quarter, 2012 : | On or before 13th August 2012 |
| - Second quarter, 2012 : | On or before 15th November 2012 |
| - Third quarter, 2012 : | On or before 15th February 2013 |
| - Fourth quarter (unaudited) and annual accounts (audited), 2013: | On or before 30th May 2013 |
| • Annual General Meeting : | Before 30th September, 2013 |

12.4 Dates of book closure

From 20th July, 2012 to 27th July, 2012 (both days inclusive)

12.5 Dividend payment date

On or after 27th July, 2012

12.6 Listing on Stock Exchange details:

| Exchange | Code/Trading Symbol | ISIN |
|---|------------------------|--------------|
| (i) BSE Limited* | 533761 | INE390G01014 |
| (ii) The Calcutta Stock Exchange Limited | 10030117 | |
| (iii) The U. P. Stock Exchange Limited | T00018 | |

* The Equity shares of the Company are listed and traded at BSE Limited on and from 5th December 2011 vide their approval letter ref. no. DCS/DLO/PR/DL-TP/659/2011-12 dated December 02 2011.

12.6.1 Payment of listing fees

Annual listing fee for the financial year 2011-12 has been paid to the respective Stock Exchanges.

12.6.2 Market price data:

Monthly high/low of market price of the Company's Equity Shares traded on BSE Limited, Calcutta Stock Exchange Limited and U.P. Stock Exchange Limited during the last financial year was as under:

A) BSE Limited

| Month | High (₹) | Low (₹) |
|----------------|----------------|----------------|
| April 2011 | Not Applicable | Not Applicable |
| May 2011 | Not Applicable | Not Applicable |
| June 2011 | Not Applicable | Not Applicable |
| July 2011 | Not Applicable | Not Applicable |
| August 2011 | Not Applicable | Not Applicable |
| September 2011 | Not Applicable | Not Applicable |
| October 2011 | Not Applicable | Not Applicable |
| November 2011 | Not Applicable | Not Applicable |
| December 2011 | 156.65 | 98.70 |
| January 2012 | 159.00 | 106.50 |
| February 2012 | 150.00 | 101.00 |
| March 2012 | 159.35 | 112.65 |

B) Calcutta Stock Exchange Limited

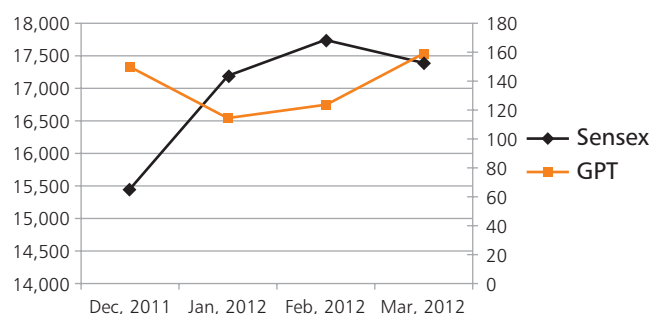
| Month | High (₹) | Low (₹) |
|----------------|----------|---------|
| April 2011 | Nil | Nil |
| May 2011 | 94.00 | 94.00 |
| June 2011 | Nil | Nil |
| July 2011 | Nil | Nil |
| August 2011 | Nil | Nil |
| September 2011 | Nil | Nil |
| October 2011 | Nil | Nil |
| November 2011 | Nil | Nil |
| December 2011 | Nil | Nil |
| January 2012 | Nil | Nil |
| February 2012 | Nil | Nil |
| March 2012 | Nil | Nil |



C) U. P. Stock Exchange Association Limited:

No trading took place during the year 2011-12.

12.6.3 Performance of Company's Equity Shares in comparison to BSE Sensex



12.6.4 Registrar and Share transfer agents

ABS Consultant Pvt. Limited

"Stephen House" Room No-99, 6th Floor,

4-B.B.D. Bag (East), Kolkata-700001

Tel.: 033-22201043; FAX: 033-22430153

E-Mail: absconsultant@vsnl.net

12.6.5 Share transfer system in physical form

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

12.7 Distribution of shareholding as on 31st March 2012

a. Distribution of shareholding according to the size of holding

| Number of shares | Shareholders | | Face value of shares | |
|------------------|--------------|---------------|----------------------|---------------|
| | Number | Percentage | ₹ | Percentage |
| Upto 500 | 240 | 84.21 | 109,900 | 0.07 |
| 501 – 1,000 | 14 | 4.91 | 98,620 | 0.07 |
| 1,001 – 2,000 | 1 | 0.35 | 20,000 | 0.01 |
| 2,001 – 3,000 | Nil | Nil | Nil | Nil |
| 3,001 – 4,000 | 1 | 0.35 | 38,650 | 0.03 |
| 4,001 – 5,000 | Nil | Nil | Nil | Nil |
| 5,001 – 10,000 | Nil | Nil | Nil | Nil |
| 10,001 and Above | 29 | 10.18 | 145,162,830 | 99.82 |
| Total | 285 | 100.00 | 145,430,000 | 100.00 |

b. Distribution of shares by shareholder category

| Category | Number of shareholders | Number of shares held | Voting strength (%) |
|-------------------------------------|------------------------|-----------------------|---------------------|
| Promoters –Corporate bodies | 2 | 4,610,398 | 31.70 |
| Directors, their relatives | 12 | 4,251,978 | 29.24 |
| Corporate bodies (Domestic)/ Trusts | 19 | 583,486 | 4.01 |
| Banks | Nil | Nil | Nil |
| Mutual funds | Nil | Nil | Nil |
| Financial institutions (FIs) | Nil | Nil | Nil |

| Category | Number of shareholders | Number of shares held | Voting strength (%) |
|--|------------------------|-----------------------|---------------------|
| Foreign Institutional Investors (FIIs) | Nil | Nil | Nil |
| Non-Resident Individuals (NRIs)/ foreign corporate bodies/ overseas corporate bodies (OCBs) /foreign banks | 1 | 2,168,000 | 14.91 |
| Resident individuals | 251 | 2,929,138 | 20.14 |
| Total | 285 | 14,543,000 | 100.00 |

c. Top 10 shareholders

| Name(s) of shareholders | Category | Number of shares | Percentage |
|--|----------|------------------|------------|
| GPT Ventures Private Limited | Promoter | 3,610,398 | 24.83 |
| Nine Rivers Capital Limited | Public | 2,168,000 | 14.91 |
| Shree Gopal Tantia and Vinita Tantia | Promoter | 1,368,022 | 9.41 |
| GPT Sons Private Limited | Promoter | 1,000,000 | 6.88 |
| Om Tantia and Aruna Tantia | Promoter | 909,504 | 6.25 |
| Aruna Tantia and Om Tantia | Promoter | 646,074 | 4.44 |
| Vinita Tantia and Shree Gopal Tantia | Promoter | 460,324 | 3.17 |
| Dwarika Prasad Tantia and Pramila Tantia | Promoter | 449,442 | 3.09 |
| Pramila Tantia & Dwarika Prasad Tantia | Promoter | 444,312 | 3.06 |
| Atul Tantia & Kriti Tantia | Promoter | 417,456 | 2.87 |

12.8 Dematerialisation of shares and liquidity

Equity Shares are held both in dematerialised and physical form as on 31st March 2012

| Status of dematerialization | Number of shares | Percentage of total shares |
|------------------------------|------------------|----------------------------|
| Shares held in NSDL | 14,412,388 | 99.10 |
| Shares held in CDSL | 130,611 | 0.90 |
| Shares held in physical form | 1 | 0.00 |

12.9 Outstanding GDRs/ADRs, Warrants, ESOS and Convertible instruments, conversion date and likely impact on equity

a. As on 31st March 2012 the Company did not have any outstanding GDRs/ADRs, Warrants, other convertible instruments.

b. Employees' Stock Option Plans (ESOPs)

With a view to enable its employees to participate in the future growth and success, the Company introduced Employee Stock Option Scheme-2009 (ESOP) in the financial year 2009-10. With the approval of shareholders, the Board of Directors of the Company at its meeting held on 2nd January 2010, allotted 200,000 equity shares of ₹10 each at a premium of ₹90 per share to GPT Employees Welfare Trust for the purpose of issuing shares to the eligible persons under the ESOP Scheme.

13. Plant locations

a) Concrete sleeper division : P-Way Depot, Panagarh, Dist. Burdwan, West Bengal and Bhadramore, Chousal, P.S. Gangajalghati, Dist. Bankura, West Bengal

b) Wind power division : Irrukandurai, Dist. Tirunelveli, Tamil Nadu



14. Address for correspondence

Registered/corporate office
GPT Infraprojects Limited
"Jeewansatya"
DD-6, Sector-I, Salt Lake City, Kolkata 700 064, India
Tel: +91-33-4050-7000 • Fax: +91-33-4050-7399
Email : gpt@gptgroup.co.in

Note : The Registered Office/Corporate Office of the Company has been shifted on and with effect from 26th May, 2012 to JC-25, Sector-III, Salt Lake, Kolkata-700098, West Bengal.

14.1 Investor correspondence

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

Contact Person: Mr. Raghunath Mishra,
Company Secretary & Compliance Officer
Tel : +91-33-40507311 • Fax +91-33-40507399
Website: <http://www.gptinfra.in>
Email: gil.cosec@gptgroup.co.in

14.2 Queries relating to financial statements and Company performance, among others, may be addressed to

Mr. Arun Kumar Dokania, Chief Finance Officer
Tel: +91 – 33-40507300, Fax +91-33-40507399
Email: akd@gptgroup.co.in

Subject : Compliance with Code of Conduct

As required under Clause 49(I)(D) of the Listing Agreement with the Stock Exchanges, I hereby declare that all the Board Members and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct as adopted by the Board of Directors for the year ended 31st March 2012.

Place: Kolkata
Date: 26th May 2012

S. G. Tantia
Managing Director

CEO/CFO CERTIFICATION

The Board of Directors

GPT Infraprojects Limited

We, S. G. Tantia, Managing Director and A. K. Dokania, CFO of GPT Infraprojects Limited certify to the Board that, we have reviewed financial statements and the cash flow statement for the year ended 31st March 2012.

1. To the best of our knowledge and belief, we certify that:
 - a) These statements do not contain any materially-false statement or omit any material fact nor do they contain statements that might be misleading;
 - b) These statements together present a true and fair view of the Company, and are in compliance with the existing Accounting Standards, applicable laws and regulations;
 - c) There are no transactions entered into by the Company during the year, that are fraudulent, illegal or violative of the Company's Code of Conduct.
2. We accept the responsibility 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.
3. 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 been significant changes in accounting policies during the year and the same have been disclosed 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: 26th May 2012

A. K. Dokania

Chief Finance Officer

S. G. Tantia

Managing Director



AUDITORS' CERTIFICATE

To

The Members of **GPT Infraprojects Limited**

We have examined the compliance of conditions of Corporate Governance by GPT Infraprojects Limited, for the year ended on 31st March 2012, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange(s).

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

In our opinion and to the best of our information and according to the explanations given to us, 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 R B C & Co.**

Firm registration number: 324982E

Chartered Accountants

per **Kamal Agarwal**

Partner

Membership No.: 058652

Place: Kolkata

Date: 26th May, 2012

AUDITORS' REPORT

To the Members of
GPT Infraprojects Limited

1. We have audited the attached balance sheet of GPT Infraprojects Limited ('the Company') as at March 31, 2012 and also the statement of profit and loss and the 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 the 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. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) ('the Order') 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. We did not audit the financial statements of a foreign project site of the Company, whose financial statements (net of eliminations) reflect total assets of ₹728.19 lacs as at March 31, 2012 and total revenue of ₹145.82 lacs and net cash flows amounting to ₹9.74 Lacs for the year then ended. These financial statements and other financial information of such foreign project site have been audited by other auditors whose report has been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of the said foreign project site, is based solely on the report of other auditors.
5. We did not audit the financial statements of joint ventures, whose financial statements reflect the Company's share of ₹553.92 lacs in the net profit of the joint ventures for the year ended March 31, 2012. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion, in so far as it relates to the share of profit of the joint ventures, is based solely on the reports of other auditors.
6. The financial statements of a joint venture, which reflects the Company's share of ₹19.25 lacs in the net profit of the joint venture for the year ended March 31 2012, is based on the unaudited financial statements as certified by the management and our opinion, in so far as it relates to the share of profit of joint venture, is based on such unaudited financial statements.
7. Further to our comments in the Annexure referred to above, we report that :
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books. Further the foreign project site at Mozambique has been audited by another auditor whose report has been forwarded to us and has been appropriately dealt with by us;
 - iii. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this report are in agreement with the books of account;
 - iv. In our opinion, the balance sheet, the statement of profit and loss and the 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;
 - v. On the basis of the written representations received from the directors, as on March 31, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - vi. In our opinion and on consideration of reports of other auditors on separate financial statements and on the other financial information and to the best of our information and according to the explanations given to us, the said accounts 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 :
 - a) in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2012;
 - b) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
 - c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

For S R B C & Co.

Firm Registration Number: 324982E

Chartered Accountants

per Kamal Agarwal

Partner

Membership No.: 058652

Place : Kolkata

Date : 26th May, 2012



ANNEXURE TO THE AUDITORS' REPORT

(Referred to in our report of even date to the members of GPT Infraprojects Limited as at and for the year ended March 31, 2012)

- | | |
|--|--|
| <p>(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.</p> <p>(b) All fixed assets have not been physically verified by the management during the year but there is a planned program of verifying each item of fixed assets once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed to us, no material discrepancies were noticed on such verification.</p> <p>(c) There was no disposal of a substantial part of fixed assets during the year.</p> | <p>Companies Act, 1956. The maximum amount involved during the year as well as the year-end balance of loans taken from such party was ₹165.54 lacs.</p> |
| <p>(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.</p> <p>(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.</p> <p>(c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on their physical verification.</p> | <p>(f) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loan are not prima facie prejudicial to the interest of the Company.</p> <p>(g) The loans taken are re-payable on demand. As informed to us, the lender company has not demanded repayment of such loan during the year, and thus, there has been no default on the part of the Company. No interest has become due for payment during the year.</p> |
| <p>(iii) (a) The Company has granted loan to a Company covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year as well as the year-end balance of loans granted to such party was ₹185.50 lacs.</p> <p>(b) The above loan which is interest free has been made to a wholly owned subsidiary company. According to the information and explanations given to us, and having regard to management's representation that such interest free loan is in the interest of the Company's business, it appears that the terms and conditions for such loan are not prima facie prejudicial to the interest of the Company.</p> <p>(c) The loan granted is re-payable on demand. We are informed that the company has not demanded repayment of any such loan during the year, and thus, there has been no default on the part of the party to whom the money has been lent. The loan given is interest free.</p> <p>(d) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.</p> <p>(e) The Company had taken loan from a company covered in the register maintained under section 301 of the</p> | <p>(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company in respect of these areas.</p> <p>(v) (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act that need to be entered into the register maintained under section 301 have been so entered.</p> <p>(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding the value of Rupees five lacs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.</p> <p>(vi) The Company has not accepted any deposits from the public within the purview of Section 58A of the Companies Act, 1956 and the rules framed there under.</p> <p>(vii) In our opinion, the Company has an internal audit system commensurate with the size of the Company and nature of its business.</p> <p>(viii) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.</p> |

- (ix) (a) Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities *though there has been delay in a few cases.*
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows :

| Name of the statute | Nature of dues | Amount (₹ in lacs) | Period to which the amount relates (Financial Year) | Forum where dispute is Pending |
|---------------------|---|--------------------|---|--|
| Central Excise Act | Interest and penalty on account of delay in deposit of excise duty on escalation prices, sale of old and used moulds etc. | 2.09 | 2004-05 2006-07 2007-08 2008-09 | Commissioner of Central Excise (Appeal), Kolkata |
| Central Excise Act | Modvat Credit disallowed for subsequent endorsement of third party invoice in favour of the Company | 92.16 | 1991 - 92 | Commissioner of Central Excise (Appeal), Kolkata |
| Central Excise Act | Refund of excess rebate granted by the Maritime Commissioner, Central Excise, Kolkata on export of goods | 3.82 | 2011-12 | The Hon'ble Joint Secretary, Ministry of Finance, Department of Revenue, New Delhi |

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution or bank. There are no dues to debenture holders.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us,

the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

- (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 Order are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has given corporate guarantee for loans taken by certain subsidiary companies from banks, the terms and conditions whereof, in our opinion, are not prima-facie prejudicial to the interest of the Company. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from financial institutions.
- (xvi) Based on the information and explanations given to us by the management, term loans were applied for the purpose for which these loans were obtained.
- (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.
- (xviii) The Company has made preferential allotment of shares during the year to a company covered in the register maintained under section 301 of the Companies Act, 1956. In our opinion, the price at which these shares have been issued is not prejudicial to the interest of the Company.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money through a public issue during the year.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For S R B C & Co.
Firm Registration Number: 324982E
Chartered Accountants

per Kamal Agarwal

Place : Kolkata
Date : 26th May, 2012

Partner
Membership No.: 058652

**BALANCE SHEET AS AT 31ST MARCH 2012**

(₹ in lacs)

| Particulars | Note No. | As at 31st March 2012 | As at 31st March 2011 |
|--|----------|-----------------------|-----------------------|
| EQUITY AND LIABILITIES | | | |
| Shareholders' funds | | | |
| Share capital | 3 | 1,434.30 | 1,636.80 |
| Reserves and surplus | 4 | 11,827.05 | 9,786.54 |
| Money received against share warrants | | - | 296.25 |
| Non-current liabilities | | | |
| Long-term borrowings | 5 | 911.39 | 431.94 |
| Deferred tax liabilities (net) | 6 | 374.82 | 371.34 |
| Long-term provisions | 7 | 104.99 | 111.87 |
| Current liabilities | | | |
| Short-term borrowings | 8 | 15,843.20 | 11,662.65 |
| Trade payables | 9 | 6,767.04 | 4,962.65 |
| Other current liabilities | 10 | 3,520.84 | 3,898.98 |
| Short-term provisions | 7 | 390.87 | 329.67 |
| Total | | 41,174.50 | 33,488.69 |
| ASSETS | | | |
| Non-current assets | | | |
| Fixed assets | | | |
| - Tangible assets | 11 | 5,840.04 | 5,552.72 |
| - Intangible assets | 11 | 62.61 | - |
| - Capital work-in-progress | | 974.76 | 316.50 |
| Non-current investments | 12 | 4,005.87 | 2,811.95 |
| Long-term loans and advances | 13 | 362.52 | 352.69 |
| Trade receivables | 15 | 11.90 | - |
| Other non-current assets | 14 | 325.68 | 618.95 |
| Current assets | | | |
| Current investments | 12 | 363.30 | - |
| Inventories | 16 | 5,975.50 | 4,936.15 |
| Trade receivables | 15 | 9,385.44 | 9,040.76 |
| Cash and bank balances | 17 | 1,374.67 | 1,353.72 |
| Short-term loans and advances | 13 | 2,286.18 | 2,553.00 |
| Other current assets | 14 | 10,206.03 | 5,952.25 |
| Total | | 41,174.50 | 33,488.69 |
| Summary of significant accounting policies | 2 | | |

The accompanying notes are an integral part of the financial statements

As per our attached report of even date

For For S R B C & Co.

Firm registration number: 324982E

Chartered Accountants

per Kamal Agarwal

Partner

Membership No. 058652

Place : Kolkata

Dated : 26th May 2012

For and on behalf of Board of Directors

D. P. Tantia

Chairman

S. G. Tantia

Managing Director

Atul Tantia

Executive Director

V. N. Purohit

Director

R. Mishra

Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2012

(₹ in lacs)

| Particulars | Note No. | 2011-12 | 2010-11 |
|---|----------|------------------|------------------|
| INCOME | | | |
| Revenue from operations (gross) | 18 | 31,183.49 | 37,148.58 |
| Less: Excise duty | | 370.49 | 345.59 |
| Revenue from operations (net) | | 30,813.00 | 36,802.99 |
| Other income | 19 | 926.16 | 506.39 |
| Total revenue (I) | | 31,739.16 | 37,309.38 |
| EXPENSES | | | |
| Cost of materials consumed | | | |
| - Raw materials | 20 | 3,928.47 | 3,383.05 |
| - Materials for construction/other contracts | 21 | 8,990.84 | 10,445.70 |
| Purchase of stock-in-trade | 22 | 172.58 | 521.98 |
| Change in inventories of finished goods, stock-in-trade and work-in-progress | 23 | (163.64) | 159.90 |
| Employee benefits expense | 24 | 1,755.96 | 1,697.09 |
| Other expenses [including prior period expenses (net) of ₹4.16 lacs (₹12.02 lacs)] | 25 | 12,487.89 | 16,674.68 |
| Total expenses (II) | | 27,172.10 | 32,882.40 |
| Earning before finance costs, tax expenses, depreciation & amortization expenses (EBITDA) (I) – (II) | | 4,567.06 | 4,426.98 |
| Depreciation & amortization expenses | 11 | 734.57 | 593.29 |
| Finance costs | 26 | 2,285.48 | 1,656.57 |
| Profit before taxes (III) | | 1,547.01 | 2,177.12 |
| Tax expenses | | | |
| - Current tax | | 289.13 | 630.00 |
| - Income tax of earlier year written back | | (29.64) | - |
| - Deferred tax | | 3.48 | (34.85) |
| Total tax expenses (IV) | | 262.97 | 595.15 |
| Profit for the year [(III) – (IV)] | | 1,284.04 | 1,581.97 |
| Earnings per equity share (nominal value of share ₹10/- each) | 30 | | |
| (1) Basic (₹) | | 9.07 | 15.27 |
| (2) Diluted (₹) | | 9.07 | 14.78 |
| Summary of significant accounting policies | 2 | | |

The accompanying notes are an integral part of the financial statements

As per our attached report of even date

For For S R B C & Co.

Firm registration number: 324982E

Chartered Accountants

per Kamal Agarwal

Partner

Membership No. 058652

Place : Kolkata

Dated : 26th May 2012

For and on behalf of Board of Directors

D. P. Tantia

Chairman

Atul Tantia

Executive Director

R. Mishra

Company Secretary

S. G. Tantia

Managing Director

V. N. Purohit

Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2012**

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|---|-------------------|-------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit before tax | 1,547.01 | 2,177.12 |
| Adjustment for : | | |
| Depreciation/Amortization | 734.57 | 593.29 |
| Loss on Sale/Discard of fixed assets (net) | 21.59 | 31.46 |
| Interest income on deposits from Banks/loans, advances etc. (Gross) | (131.83) | (109.96) |
| Dividend received from a subsidiary company | (70.74) | - |
| Provision for Doubtful Debts | - | 19.11 |
| Unspent liabilities/Provisions no longer required written back | (12.14) | (7.34) |
| Loss on Exchange Fluctuation (Net) - Unrealised | 73.84 | 43.50 |
| Share in Profits of Joint Ventures | (573.17) | (375.22) |
| Interest Expenses | 1,927.56 | 1,420.87 |
| | 1,969.68 | 1,615.71 |
| Operating Profit before working capital changes | 3,516.69 | 3,792.83 |
| (Increase)/Decrease in Loans & Advances | 406.05 | (854.00) |
| (Increase)/Decrease in Other Assets | (4,191.33) | (480.53) |
| (Increase)/Decrease in Trade Receivable | (307.80) | (2,760.47) |
| (Increase)/Decrease in Inventories | (1,039.35) | (331.80) |
| Increase/(Decrease) in Trade Payable/Other liabilities | 1,476.76 | 424.02 |
| Increase/(Decrease) in Provisions | 14.47 | 77.52 |
| | (3,641.20) | (3,925.26) |
| Cash Generated from operations | (124.51) | (132.43) |
| Taxes paid | (585.45) | (1,356.27) |
| Net Cash from Operating Activities | (709.96) | (1,488.70) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Refund of loan to M/s GPT Employees Welfare Trust (Interest free) | 2.50 | 4.10 |
| Loan to Body Corporates | (196.30) | (445.59) |
| Purchase of fixed assets (including capital work in progress) | (1,674.72) | (1,212.57) |
| Sale of Fixed Assets | 18.63 | 56.19 |
| Purchase of Investments | (651.79) | (1,222.16) |
| Interest received | 140.12 | 99.96 |
| Investment in Bank Fixed Deposits | (537.46) | (1,518.54) |
| Proceeds from maturity of Bank Fixed Deposits | 597.43 | 1,442.14 |
| Net Cash used in Investing Activities | (2,301.59) | (2,796.47) |

CASH FLOW STATEMENT (Contd.) FOR THE YEAR ENDED 31ST MARCH 2012

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|--|---------------------|-----------------|
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Long Term Borrowings received | 886.51 | 3,037.37 |
| Long Term Borrowings repaid | (603.82) | (2,665.68) |
| Cash Credit and Working Capital received (Net) | 3,122.09 | 1,203.26 |
| Proceeds from short term borrowings | 18,669.84 | 1,500.00 |
| Repayment of short term borrowings | (17,688.10) | (407.57) |
| Proceeds against Preferential Convertible Warrants | 508.75 | 2,601.00 |
| Proceeds from issue of Compulsorily Convertible Preference Shares | - | 320.00 |
| Dividend paid | (172.09) | (254.20) |
| Interest Paid | (1,895.58) | (1,418.37) |
| Tax on Dividend | (27.92) | (42.22) |
| Net Cash from Financing Activities | (C) 2,799.68 | 3,873.59 |
| Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C) | (211.87) | (411.58) |
| Effect of exchange differences on cash & cash equivalents held in foreign currency | (0.48) | - |
| Cash and Cash Equivalents - Opening Balance | 351.17 | 762.75 |
| Cash and Cash Equivalents - Closing Balance | 138.82 | 351.17 |
| Notes: | | |
| Cash & Cash Equivalents *: | | |
| Cash on hand (including cheques/draft on hand) | 37.61 | 34.35 |
| Balance with Banks: | | |
| On Current Account | 101.20 | 316.82 |
| On Unpaid dividend account** | 0.01 | - |
| Cash and Cash Equivalents as at the Close of the year (Refer note no. 17) | 138.82 | 351.17 |
| * Excluding restricted Cash in form of Fixed Deposits Pledged as security/margin with sales tax authority, banks and customers | 1,235.85 | 1,002.55 |
| ** The Company can utilise these balances only towards settlement of the respective unpaid dividend | | |

As per our attached report of even date

For For S R B C & Co.

Firm registration number: 324982E

Chartered Accountants

per Kamal Agarwal

Partner

Membership No. 058652

Place : Kolkata

Dated : 26th May 2012

For and on behalf of Board of Directors

D. P. Tantia

Chairman

S. G. Tantia

Managing Director

Atul Tantia

Executive Director

V. N. Purohit

Director

R. Mishra

Company Secretary



NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

1. CORPORATE INFORMATION

GPT Infraprojects Limited (the Company) is a listed public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is primarily engaged in Construction Activities for Infrastructure projects. Besides, the company is also engaged in Concrete Sleeper Manufacturing business and Wind Mill Power Generation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation of Accounts

The financial statements have been prepared to comply in all material respects with the accounting standards notified by the Companies Accounting Standards Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis, except for insurance and other claims which are accounted for on acceptance/actual receipt basis. The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous year, except for 'b' below.

b) Change in accounting policy

Presentation and disclosure of financial statements

During the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the Revised Schedule VI requirements applicable in the current year.

Change in Method of Valuation of Raw Material, Construction Material and Stores & Spares Parts

During the year, the Company has implemented a new ERP system and thus changed its method of valuation of raw materials, construction materials and stores & spares parts inventories from "First in First out" to "Weighted Average" basis. Further, the management believes that such change in the method of valuation of inventories will result in a more appropriate presentation of these inventories and will give a systematic basis of charge for raw materials, construction materials and stores & spares parts consumption and would be more representative of the time pattern in which the economic benefits will be derived from the use of such inventories. Had the Company continued to use the earlier basis of valuation, the charge to statement of profit and loss for the year would have been lower by ₹30.26 lacs and raw materials, construction materials and stores & spares parts inventories would have been higher by ₹30.26 lacs.

Foreign Currency Transactions

Pursuant to the Companies (Accounting Standards) (Second Amendment) Rules, 2011 vide GSR 914(E) dated 29th December, 2011, the Company has exercised the option of capitalizing exchange differences, in respect of accounting periods commencing from 1st April, 2011, on long-term foreign currency monetary items which were hitherto recognized as income or expense in the period in which they arose. As a result, such exchange differences so far as they relate to the acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset. For this purpose, the company treats a foreign monetary item as "long-term foreign currency monetary item", if it has a term of 12 months or more at the date of its origination.

Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortized over the remaining life of the concerned monetary item

Had the Company continued to use the earlier basis of recognizing exchange differences as income or as expenses in the period in which they arise, the charge to statement of profit and loss for the year on account of Foreign Exchange (Gain)/Loss would have been higher by ₹43.62 lacs and Gross Block and Net Block of Tangible Fixed Assets would have been lower by ₹43.62 lacs and ₹39.06 lacs respectively.

c) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of reporting period. Although these estimates are based upon the management's best

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets and liabilities in future periods.

d) Tangible Fixed Assets

Tangible Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost is inclusive of duties (net of CENVAT/VAT), taxes, incidental expenses, erection/commissioning expenses etc. incurred upto the date the asset is ready for its intended use.

Machinery Spares which can be used only in connection with a particular item of Fixed Assets and whose use, as per the technical assessment, is expected to be irregular are capitalized and depreciated proportionately over the residual life of the respective assets

From accounting periods commencing on or after 1st April, 2011, the company adjusts exchange differences arising on translation/settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset.

e) Intangible Fixed Assets

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any.

Computer softwares not being part of the hardware operating system are assessed to have a useful life of 3 years and are capitalized as intangible fixed assets.

f) Depreciation & Amortization

Tangible Fixed Assets

- i. The classification of Plant and Machinery into continuous and non-continuous process is done as per technical certification and depreciation thereon is provided accordingly.
- ii. Depreciation on tangible fixed assets except as mentioned below, is provided using the Straight Line Method at the rates and in the manner prescribed under Schedule XIV of the Companies Act, 1956 or at rates determined based on the useful life of Assets estimated by the management, whichever is higher.
 - Tangible fixed assets acquired up to March 31, 1991 and tangible fixed assets of the Wind Power Unit are depreciated at the rates specified in Schedule XIV of the Companies Act, 1956 using written down value method.
 - Steel Shutterings are depreciated over a period of five years on straight line method from the year of addition.
- iii. Depreciation on Insurance Spares/standby equipments is provided over the useful lives of the respective mother assets.
- iv. Depreciation on fixed assets added/disposed off during the year, is provided on pro-rata basis with reference to the month of addition/disposal.

Intangible Fixed Assets

- i. Computer softwares capitalized as intangible fixed assets are amortized on a straight line basis over their useful life of 3 years.

g) Impairment of tangible and intangible fixed assets

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount which is the greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre- tax discount rate that reflects current market assessments of the time value of money and risks specific to the assets.

h) Leases

Finance Leases, which effectively transfer to the Company, substantially, all the risks and benefits incidental to the ownership of the leased items, are capitalized at the lower of the fair value and present value of the minimum lease payment at the inception of lease term and disclosed as leased assets.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.



NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

i) Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

j) Investments

Investments that are readily realisable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments. Long term investments are considered at cost, unless there is an "other than temporary" decline in value thereof, in which case, adequate provision for diminution is made in the financial statements. Current Investments are carried at lower of cost and fair value on an individual investment basis.

k) Inventories

(i) Closing stock of stores and spares and raw materials (except for those relating to construction activities) are valued at lower of cost computed on 'Weighted Average' basis and net realizable value. However, materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost includes expenses incidental to procurement thereof.

(ii) Finished goods and work in progress (except for those relating to construction activities) are valued at the lower of cost (computed on weighted average basis) and net realizable value. Costs in respect of finished goods include direct material, labour and an appropriate portion of overhead costs and excise duty.

(iii) Construction work in progress is valued at cost. However, in case of contracts where losses are likely to occur, the stock is considered at net realized value. Costs include materials, labour and an appropriate portion of construction overheads.

(iv) Stores, components, etc. and construction materials at sites to be used in contracts are valued at cost which is ascertained on 'Weighted Average' basis.

(v) Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

l) Revenue recognition

(i) Construction contracts

Revenue on contracts is recognised on percentage completion method based on the stage of completion of the contract. The stage of completion is determined as a proportion that contract costs incurred for work performed upto the reporting date bears to the estimated total costs. When it is probable that the total contract cost will exceed the total contract revenue, the expected loss is recognized immediately. For this purpose, total contract costs are ascertained on the basis of actual costs incurred and costs to be incurred for completion of contracts in progress, which is arrived at by the management based on current technical data, forecasts and estimate of expenditure to be incurred in future including contingencies, which being technical matters have been relied upon by the auditors. Revisions in projected profit or loss arising from change in estimates are reflected in each accounting period which, however, cannot be disclosed separately in the financial statements as the effect thereof cannot be accurately determined.

Overhead expenses representing indirect costs that cannot be directly aligned with the jobs, are distributed over the various contracts on a pro-rata basis.

(ii) Sale of Goods

Revenue from sale of goods is recognized on passage of title thereof to the customers, which generally coincides with delivery. Sales are net of taxes, returns, claims, trade discounts etc.

Revenue is recognized when the significant risks and rewards of ownership of the goods get passed to the buyer.

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

- (iii) **Income from Services**
Revenues from operation and maintenance contracts are recognised on rendering of services as per the terms of contract.
- (iv) **Interest**
Interest is realized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- m) **Foreign currency translations**
- (i) **Initial Recognition**
Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.
- (ii) **Conversion**
Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.
- (iii) **Exchange Differences**
Exchange differences, in respect of accounting periods commencing from 1st April 2011, arising on reporting of long-term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, in so far as they relate to the acquisition of a depreciable capital asset, are added to or deducted from the cost of the asset (except for that part of exchange difference which is regarded as an adjustment to interest costs) and are depreciated over the balance life of the asset, and in other cases, such exchange differences are accumulated in a "Foreign Currency Monetary Items Translation Difference Account" and amortised over the balance period of such long-term asset/liability.
Exchange differences arising on the settlement or reporting of monetary items, not covered above, at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or expenses in the period in which they arise.
- (iv) **Forward Exchange Contracts not intended for trading or speculation purposes.**
The premium or discount arising at the inception of forward exchange contracts is amortized as expenses or income over the life of the respective contracts. Exchange differences on such contracts, except the contracts which are long term foreign currency monetary items, are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or expense for the year. Any gain/loss arising on forward contracts which are long term foreign currency monetary items is recognized in accordance with paragraph 2 (m) (iii) above.
- (v) **Derivatives Instruments:**
As per ICAI announcement, accounting for derivative contracts, other than those covered under AS-11, are marked to market on a portfolio basis, and the net loss after considering the offsetting effect on the underlying hedge item is charged to the statement of profit and loss. Net gains are ignored.
- (vi) **Translation of Integral foreign operations**
The financial statements of an integral foreign operation are translated as if the transactions of the foreign operation have been those of the company itself.
- (vii) **Translation of Non-integral foreign operations**
Exchange differences arising on a monetary item that, in substance, forms part of the company's net investment in a non-integral foreign operation is accumulated in the foreign currency translation reserve until the disposal of the net investment. On the disposal of such net investment, the cumulative amount of the exchange differences which have been deferred and which relate to that investment is recognized as income or as expenses in the same period in which the gain or loss on disposal is recognized.
- n) **Retirement and other employee benefits**
Retirement benefits in the form of Provident Fund being a defined contribution scheme, are charged to the Statement of



NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

Profit and Loss of the year when the contributions to the funds are due. There are no obligations other than the contribution payable to the fund.

Gratuity (funded) being defined benefit obligations and long term compensated absences (unfunded) are provided for based on actuarial valuation made at the end of each financial year using the projected unit credit method.

Actuarial gain and losses are recognized immediately in the Statement of Profit and Loss as income or expenses.

o) Income Taxes:

Tax expense comprises of current and deferred income tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realised against future taxable profits.

The carrying amounts of deferred tax assets are reviewed at each Balance Sheet date. The company writes down the carrying amount of the deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax assets can be realised. Any such write down is reversed to the extent it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

p) Employee Stock Compensation Cost

Measurement and disclosure of the employee share-based payment plans is done in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of India. The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortized over the vesting period of the option on a straight line basis.

q) Segment Reporting

Identification of Segments

The Company has identified that its business segments are the primary segments. The Company's businesses are organized and managed separately according to the nature of activity, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Inter segment Transfers

The Company generally accounts for intersegment sales and transfers as if the sales or transfers were to third parties at current market prices.

Allocation of common costs

Common allocable costs are allocated to each segment on case to case basis applying the ratio, appropriate to each relevant case. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis, have been included under the head "Unallocated – Common"

Segment Policies

The accounting policies adopted for segment reporting are in line with those of the Company.

r) Earning Per Share

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

s) Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions made in terms of Accounting Standard 29 are not discounted to their present value and are determined based on management estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and appropriately adjusted to reflect the current management estimates.

Provision for warranties cost is based on the claims received upto the year end as well as the management estimates of further liability to be incurred in this regard during the warranty period.

t) Cash and Cash Equivalents

Cash and cash equivalents as indicated in the Cash Flow Statement comprise of cash at bank and in hand and short-term investments with an original maturity of three months or less.

u) Accounting for interests in joint ventures

In respect of joint ventures entered into with other parties in the form of 'integrated joint ventures', the accounting treatment is done as below in terms of Accounting Standard 27 notified by the Companies Accounting Standards Rules, 2006 (as amended) :

- (i) Company's share in profits and losses is accounted for on determination of profits or losses by the Joint Ventures;
- (ii) Investments are carried at cost, net of the Company's share of profits or losses, recognized in the accounts.

v) Measurement of EBITDA

As permitted by the Guidance Note on the Revised Schedule VI to the Companies Act, 1956, the company has elected to present earnings before finance costs, tax expenses, depreciation and amortization expenses (EBITDA) as a separate line item on the face of the statement of profit and loss. The company measures EBITDA on the basis of profit from continuing operations. In its measurement, the company does not include depreciation and amortization expenses, finance costs and tax expenses.

3. SHARE CAPITAL

(₹ in lacs)

| Particulars | As at 31st March 2012 | As at 31st March 2011 |
|--|--------------------------|--------------------------|
| (a) Authorized shares | | |
| 21,698,000 (21,698,000) Equity shares of ₹10/- each | 2,169.80 | 2,169.80 |
| 1,793,000 (1,793,000) Compulsory Convertible Preference shares of ₹140/- each | 2,510.20 | 2,510.20 |
| 200,000 (200,000) Compulsory Convertible Preference shares of ₹160/- each | 320.00 | 320.00 |
| | 5,000.00 | 5,000.00 |
| (b) Issued, subscribed and fully paid-up shares | | |
| 14,543,000 (13,768,000) Equity shares of ₹10/- each | 1,454.30 | 1,376.80 |
| Less: Amount recoverable from M/s GPT Employees Welfare Trust towards 200,000 (200,000) shares allotted to the trust (Refer note no. 29) | 20.00 | 20.00 |
| | 1,434.30 | 1,356.80 |
| Nil (200,000) 2% - 6% Compulsorily Convertible Preference shares (CCPS) of ₹140/- each* | - | 280.00 |
| Total issued, subscribed and fully paid-up share capital | 1,434.30 | 1,636.80 |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
3. SHARE CAPITAL (Contd.)
(c) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period
i. Equity Shares

| Particulars | 2011-12 | | 2010-11 | |
|--|-------------------|-----------------|-------------------|-----------------|
| | No. of Shares | ₹ in lacs | No. of Shares | ₹ in lacs |
| At the beginning of the year | 13,768,000 | 1,376.80 | 10,200,000 | 1,020.00 |
| Shares issued upon conversion of 2% - 6% Compulsorily Convertible Preference Shares* | 200,000 | 20.00 | 1,593,000 | 159.30 |
| Shares issued upon conversion of Compulsory Convertible Preference Shares** | - | - | 200,000 | 20.00 |
| Shares issued upon conversion of Convertible Share Warrants*** | 575,000 | 57.50 | 1,775,000 | 177.50 |
| Outstanding at the end of the Year | 14,543,000 | 1,454.30 | 13,768,000 | 1,376.80 |

ii. 2% - 6% Compulsorily Convertible Preference Shares (CCPS)

| Particulars | 2011-12 | | 2010-11 | |
|--|---------------|-----------|----------------|---------------|
| | No. of Shares | ₹ in lacs | No. of Shares | ₹ in lacs |
| At the beginning of the year | 200,000 | 280.00 | 1,793,000 | 2,510.20 |
| Less: Preference shares converted in to equity shares* | 200,000 | 280.00 | 1,593,000 | 2,230.20 |
| Outstanding at the end of the Year | - | - | 200,000 | 280.00 |

* 200,000 (1,593,000) Compulsorily Convertible Preference shares of ₹140/- each have been converted in to 200,000 (1,593,000) Equity Shares of ₹10/- each at a premium of ₹130/- per equity share.

** Nil (200,000) Compulsorily Convertible Preference shares of Series A of ₹160/- each have been converted in to Nil (200,000) Equity Shares of ₹10/- each at a premium of ₹150/- per equity share.

*** 575,000 (1,775,000) convertible share warrants of ₹140/- (600,000 convertible share warrants of ₹140/- and 1,175,000 convertible share warrants of ₹160/-) each have been converted into 575,000 (1,775,000) equity shares of ₹10/- each fully paid up at a premium of ₹130/- per share (of ₹130 on 600,000 equity shares and of ₹150/- on 1,175,000 equity shares) upon exercise of the option by the warrant holders.

(d) Terms/rights attached to equity shares

- The company has only one class of equity shares having par value of ₹10/- each. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the general meeting.
- The amount of per share dividend recognised as distribution to equity shareholders is ₹1.50 (₹1.25) for the year.
- In the event of winding-up of the Company, the equity shareholders shall be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

(e) Terms of conversion and rights of CCPS

- The Company had issued CCPS in earlier years. CCPS carry dividend in the range of 2%-6%. The company declares and pays dividends in foreign currency. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the General Meeting. The CCPS does not carry any voting rights.
- Each holder of CCPS can opt to convert its CCPS into equity share at anytime on or before 18 months from the date of allotment of CCPS. If the holder exercises its conversion option, the Company will issue one equity share for each CCPS held. Such equity shares and CCPS are subject to lock in for one year from the date of allotment of CCPS.

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
3. SHARE CAPITAL (Contd.)
(f) Details of shareholders holding more than 5% in the Company
i. Equity Shares

| Name of the shareholders | As at 31st March 2012 | | As at 31st March 2011 | |
|---|-----------------------|-----------|-----------------------|-----------|
| | Number of shares held | % holding | Number of shares held | % holding |
| Om Tania & Aruna Tania (Joint holder) | 909,504 | 6.25% | 909,504 | 6.61% |
| Shree Gopal Tania & Vinita Tania (Joint holder) | 1,368,022 | 9.41% | 1,368,022 | 9.94% |
| GPT Sons Private Limited | 1,000,000 | 6.88% | 1,000,000 | 7.26% |
| GPT Ventures Private Limited | 3,610,398 | 24.83% | 3,035,398 | 22.05% |
| Nine Rivers Capital Limited | 2,168,000 | 14.91% | 1,968,000 | 14.29% |

ii. 2% - 6% Compulsorily Convertible Preference Shares

| Name of the shareholders | As at 31st March 2012 | | As at 31st March 2011 | |
|-----------------------------|-----------------------|-----------|-----------------------|-----------|
| | Number of shares held | % holding | Number of shares held | % holding |
| Nine Rivers Capital Limited | - | - | 200,000 | 100.00% |

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(g) Aggregate number of bonus shares issued and shares issued for consideration other than cash during the period of 5 years immediately preceding the reporting date:

| Particulars | As at | As at |
|---|------------------|------------------|
| | 31st March 2012 | 31st March 2011 |
| | Number of shares | Number of shares |
| Equity shares allotted for consideration other than cash | 922,284 | 922,284 |
| Equity shares allotted as bonus shares by capitalisation of general reserve | 5,861,420 | 5,861,420 |

(h) Shares reserved for issue under options; [Refer note (c) and (e) above]

| Particulars | As at | As at |
|--|------------------|------------------|
| | 31st March 2012 | 31st March 2011 |
| | Number of shares | Number of shares |
| Number of equity shares to be issued on conversion of: | | |
| - Convertible Share Warrants | - | 575,000 |
| - 2% - 6% Compulsory Convertible Preference Shares | - | 200,000 |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
4. RESERVES AND SURPLUS

(₹ in lacs)

| Particulars | As at | |
|--|------------------|-----------------|
| | 31st March 2012 | 31st March 2011 |
| A. Capital Reserve (as per last financial statements) | | |
| State Capital Subsidies | 16.93 | 16.93 |
| Share Forfeiture Account | 0.11 | 0.11 |
| | 17.04 | 17.04 |
| B. Securities Premium Account* | | |
| Balance as per last financial statements | 5,434.40 | 517.00 |
| Add: Premium on conversion of Compulsorily Convertible Preference Shares in to equity shares | - | 300.00 |
| Add: Premium on conversion of 2% - 6% Compulsorily Convertible Preference Shares in to equity shares | 260.00 | 2,070.90 |
| Add. Premium on conversion of Convertible Share warrants in to equity shares | 747.50 | 2,542.50 |
| Add: Amount received from M/s GPT Employees Welfare Trust (Refer note no. 29) | 2.50 | 4.00 |
| | 6,444.40 | 5,434.40 |
| C. General Reserve | | |
| Balance as per last financial statements | 527.57 | 467.57 |
| Add: amount transferred from surplus balance in the statement of profit and loss | 75.00 | 60.00 |
| | 602.57 | 527.57 |
| D. Surplus in the statement of profit and loss | | |
| Balance as per last financial statements | 3,807.53 | 2,485.58 |
| Profit for the year | 1,284.04 | 1,581.97 |
| | 5,091.57 | 4,067.55 |
| Less: Appropriations | | |
| - Proposed final equity dividend [amount per share ₹1.50 (₹1.25)] | 218.14 | 172.10 |
| - Tax on proposed equity dividend | 35.39 | 27.92 |
| - Transfer to General Reserve | 75.00 | 60.00 |
| Total appropriations | 328.53 | 260.02 |
| | 4,763.04 | 3,807.53 |
| Total Reserves and surplus (A+B+C+D) | 11,827.05 | 9,786.54 |

* Net of ₹173.50 lacs (₹176.00 lacs) recoverable on equity shares allotted to M/s GPT Employees Welfare Trust.

5. LONG-TERM BORROWINGS

(₹ in lacs)

| Particulars | Note No | As at 31st March 2012 | | As at 31st March 2011 | |
|---|---------|-----------------------|--------------------|-----------------------|--------------------|
| | | Non - current | Current maturities | Non - current | Current maturities |
| Secured | | | | | |
| I) Term Loans | | | | | |
| From Banks | | | | | |
| - In Indian rupees | 5.1 | - | - | - | 72.97 |
| - In Foreign Currency (External Commercial Borrowings) | 5.2 | 495.58 | 15.99 | 223.25 | - |
| From Others | | | | | |
| - In Indian rupees | 5.3 | - | 68.00 | 68.00 | 140.00 |
| II) Deferred Payment Credits | 5.4 | 415.81 | 321.28 | 140.69 | 389.06 |
| | | 911.39 | 405.27 | 431.94 | 602.03 |
| Amount disclosed under the head "other current liabilities" (Refer note no. 10) | | - | 405.27 | - | 602.03 |
| Net amount | | 911.39 | - | 431.94 | - |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
Note:

- 5.1 Term Loan from bank in indian rupees is secured by first charge on all present and future goods, movable property including plant and machinery and other fixed assets, book debts, stock of raw materials, stores, process/finished stocks and all current assets of the company's concrete sleeper division at panagarh and personal guarantees of three directors and two relatives. The loan outstanding as on 31st March 2011 is repayable in 5 equal quarterly installments and carries interest @ 8% - 14.50% p.a.
- 5.2 Term Loans in foreign currency (external commercial borrowing) from bank is secured by first charge of equipments purchased against such loans and personal guarantees of three directors and one relative. The loan is repayable in 8 quarterly equal installments of ₹63.95 lacs (USD 1.25 lacs) each after 27 months from the date of disbursement (commencing February 26, 2013) and carries interest @ Libor (3 months) plus 3%.
- 5.3 Term loans in indian rupees from others is secured by first/sole charge on immovable & movable assets and receivables of wind power unit of the Company and personal guarantees of three Directors. The outstanding loan is repayable in 2 installments of ₹35.00 lacs and ₹33.00 lacs on 30th June 2012 and 30th September 2012 respectively and carries interest @ 8% p.a.
- 5.4 Deferred Payment Credits are secured by first charge of equipments purchased against such loans and personal guarantees of two Directors. The outstanding loan amount is repayable in monthly installments and the amount repayable within one year is ₹321.28 lacs, between 1 - 2 years is ₹213.98 lacs and between 2 - 3 year is ₹201.83 lacs. The loan carries interest @ 8% - 12% p.a.

6. DEFERRED TAX LIABILITIES (NET)

(₹ in lacs)

| Particulars | As at | |
|---|-----------------|-----------------|
| | 31st March 2012 | 31st March 2011 |
| Deferred tax liability | | |
| Timing difference on depreciable assets | 430.96 | 422.78 |
| | 430.96 | 422.78 |
| Deferred tax assets | | |
| Expenses allowable against taxable income in future years | 56.14 | 51.44 |
| | 56.14 | 51.44 |
| Net Deferred tax liabilities | 374.82 | 371.34 |

7. PROVISIONS

(₹ in lacs)

| Particulars | As at 31st March 2012 | | As at 31st March 2011 | |
|--|----------------------------|-----------------------|----------------------------|-----------------------|
| | Non - current Long-term | Current Short-term | Non - current Long-term | Current Short-term |
| For Employee Benefits (Refer note no. 41) * | | | | |
| - Gratuity | 20.51 | 24.66 | 31.47 | 18.49 |
| - Leave | 84.48 | 24.26 | 80.40 | 9.08 |
| | 104.99 | 48.92 | 111.87 | 27.57 |
| Other provisions for - | | | | |
| - Income Tax [Net of advance tax of ₹ Nil (₹906.91 lacs)] | - | 86.92 | - | 100.16 |
| - Wealth tax [Net of Advance tax of ₹ Nil (₹0.85 lacs)] | - | 1.50 | - | 1.65 |
| - Fringe Benefit Tax [Net of Advance tax of ₹ Nil (₹19.54 lacs)] | - | - | - | 0.27 |
| - Proposed equity dividends | - | 218.14 | - | 172.10 |
| - Tax on proposed equity dividends | - | 35.39 | - | 27.92 |
| | - | 341.95 | - | 302.10 |
| | 104.99 | 390.87 | 111.87 | 329.67 |

*The classification of provision for employee benefits into current/non current has been done by the actuary of the Company based upon estimated amount of cash outflow during the next 12 months from the balance sheet date.


NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
8. SHORT-TERM BORROWINGS

(₹ in lacs)

| Particulars | Note No | As at 31st March 2012 | As at 31st March 2011 |
|--|-----------|-----------------------|-----------------------|
| Secured | | | |
| In Indian Rupee | | | |
| From banks: | | | |
| - Cash credit (repayable on demand) | 8.1 & 8.2 | 10,463.02 | 7,434.26 |
| - Loan for working capital | 8.1 & 8.3 | 700.00 | 1,995.00 |
| - Packing Credit Loan | 8.1 & 8.4 | 100.00 | - |
| Foreign currency loan | 8.1 & 8.5 | 2,558.82 | 2,233.39 |
| | | 13,821.84 | 11,662.65 |
| Unsecured | | | |
| In Indian Rupee | | | |
| - From Banks | 8.6 | 1,493.33 | - |
| - From related party (repayable on demand) (Refer note no. 32) | 8.6 | 165.54 | - |
| In Foreign Currency | | | |
| - From Banks | 8.6 | 362.49 | - |
| | | 2,021.36 | - |
| | | 15,843.20 | 11,662.65 |

Note:

- 8.1 Cash credit, loan for working capital, packing credit loan and Foreign Currency Loan are secured by (a) First Hypothecation charge on current assets of the Company on pari pasu basis under consortium banking arrangement. (b) First Hypothecation charge on all movable fixed assets (excluding those assets financed out of term loan/lease finance from Banks/Financial Institutions) of the Company on pari pasu basis under consortium banking arrangement. (c) Personal Guarantee of three promoter directors of the Company and two relatives and (d) Corporate guarantee and equitable mortgage of land owned by GPT Developers Limited (formerly Tantia Medical Services Private Limited). All the charges created in favour of the Lenders for Cash Credit, Packing Credit Loan and Working Capital facilities rank pari passu inter se.
- 8.2 Cash Credit carry interest @ 13.25% to 13.75% p.a. and are repayable on demand.
- 8.3 Loan for working capital carry interest @ 11.50% to 13.00% p.a. and is repayable within 6 months from the balance sheet date.
- 8.4 Packing Credit Loan carry interest @ 11.50% p.a. and is repayable within 2 months from the balance sheet date.
- 8.5 Foreign currency loan carry interest @ 4.18% to 7.60% p.a. and is repayable within 12 months from the balance sheet date.
- 8.6 Unsecured loan from bank in indian rupee and foreign currency are secured by personal guarantee of three promoter directors of the company. The interest rate and repayment terms are as follows -
- Unsecured loan in indian rupee from bank carry interest @ 12.50% to 14.50% p.a. and ₹1,400.00 lacs is repayable within 3 months from the balance sheet date and ₹93.33 lacs is repayable on demand
 - Unsecured loan in indian rupee from related party carry interest @ 12% p.a. and is repayable on demand.
 - Unsecured loan in foreign currency from banks carry interest @ 3.78% p.a. and is repayable within 4 months from the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
9. TRADE PAYABLES

(₹ in lacs)

| Particulars | As at | As at |
|--|-----------------|-----------------|
| | 31st March 2012 | 31st March 2011 |
| | Current | Current |
| Trade Payables * [Including acceptances of ₹532.19 lacs (₹275.09 lacs) and Due to Micro, Small and Medium Enterprises ₹ Nil (₹ Nil)] | 6,767.04 | 4,962.65 |
| | 6,767.04 | 4,962.65 |

* As per information available with the company, there are no suppliers covered under Micro, Small & Medium Enterprise Development Act, 2006. As a result, no interest provision/payment have been made by the company to such creditors, if any, and no disclosure thereof is made in this financial statements.

10. OTHER CURRENT LIABILITIES

(₹ in lacs)

| Particulars | As at | As at |
|--|-----------------|-----------------|
| | 31st March 2012 | 31st March 2011 |
| Current maturities of long-term borrowings (Refer note no. 5) | 405.27 | 602.03 |
| Interest accrued but not due on borrowings | 9.51 | 28.17 |
| Interest accrued and due on borrowings | 2.82 | - |
| Temporary Book Overdraft with Banks | - | 0.02 |
| Other Payables | | |
| - Advance from customers (partly bearing interest) [Includes Mobilisation advance of ₹1,806.91 (₹1,485.00 lacs)] | 2,124.21 | 2,452.69 |
| - Payable for supply and services towards Fixed assets [(Including acceptances of ₹304.11 lacs (₹Nil)] | 495.54 | 362.10 |
| - Statutory dues | 279.03 | 288.08 |
| - Interest on other dues | 110.76 | 62.94 |
| - Payable towards forward/derivative Contracts | 93.69 | 102.95 |
| Investor Education and Protection Fund : | | |
| - Unpaid dividend (Not Due) | 0.01 | - |
| | 3,520.84 | 3,898.98 |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
11. TANGIBLE AND INTANGIBLE ASSETS

(₹ in lacs)

| | Tangible Assets | | | | | | | | Intangible Assets | Total Fixed assets | |
|-----------------------------------|-----------------|-----------|---------------------|------------------------|----------|--------------------------------|-------------------|---------|-------------------|--------------------|----------|
| | Land | Buildings | Plant and equipment | Furniture and fixtures | Vehicles | Computer and Office Equipments | Steel Shutterings | Total | Computer software | | |
| Gross Block : | | | | | | | | | | | |
| As at 1st April, 2010 | 131.75 | (i) | 343.54 | 5,187.21 | (ii) | 15.06 | 357.90 | 92.34 | 460.96 | 6,588.76 | 6,588.76 |
| Additions | - | | - | 700.51 | | 0.05 | 85.14 | 16.63 | 450.75 | 1,253.08 | 1,253.08 |
| Disposals | - | | (29.46) | (143.27) | | (4.86) | (26.84) | (10.66) | - | (215.09) | (215.09) |
| As at 31st March 2011 | 131.75 | | 314.08 | 5,744.45 | | 10.25 | 416.20 | 98.31 | 911.71 | 7,626.75 | 7,626.75 |
| Additions | 102.90 | | 0.27 | 207.23 | | 159.11 | 84.54 | 230.46 | 211.12 | 995.63 | 1,081.10 |
| Disposals | - | | (0.49) | (11.41) | | - | (52.21) | (4.22) | - | (68.33) | (68.33) |
| Other Adjustments | | | | | | | | | | | |
| Exchange Differences | - | | - | 42.54 | | - | 1.08 | - | - | 43.62 | 43.62 |
| As at 31st March 2012 | 234.65 | | 313.86 | 5,982.81 | | 169.36 | 449.61 | 324.55 | 1,122.83 | 8,597.67 | 8,683.14 |
| Depreciation/Amortisation: | | | | | | | | | | | |
| As at 1st April, 2010 | - | | 88.43 | 1,299.96 | | 5.55 | 86.45 | 35.60 | 92.19 | 1,608.18 | 1,608.18 |
| Charge for the year | - | | 12.31 | 375.32 | | 0.68 | 51.23 | 13.42 | 140.33 | 593.29 | 593.29 |
| On Disposals | - | | (26.81) | (80.15) | | (3.05) | (9.71) | (7.72) | - | (127.44) | (127.44) |
| As at 31st March 2011 | - | | 73.93 | 1,595.13 | | 3.18 | 127.97 | 41.30 | 232.52 | 2,074.03 | 2,074.03 |
| Charge for the year | - | | 11.87 | 428.84 | | 10.04 | 42.00 | 26.46 | 192.50 | 711.71 | 734.57 |
| On Disposals | - | | (0.17) | (8.63) | | - | (18.18) | (1.13) | - | (28.11) | (28.11) |
| As at 31st March 2012 | - | | 85.63 | 2,015.34 | | 13.22 | 151.79 | 66.63 | 425.02 | 2,757.63 | 2,780.49 |
| Net Block | | | | | | | | | | | |
| As at 31st March 2011 | 131.75 | | 240.15 | 4,149.32 | | 7.07 | 288.23 | 57.01 | 679.19 | 5,552.72 | 5,552.72 |
| As at 31st March 2012 | 234.65 | | 228.23 | 3,967.47 | | 156.14 | 297.82 | 257.92 | 697.81 | 5,840.04 | 5,902.65 |

Notes.

- (i) Includes ₹101.60 lacs (₹101.60 lacs) registered in the name of GPT Metal Industries Limited, which has been merged with the company in an earlier year.
(ii) Includes Plant and equipment of ₹306.69 Lacs (₹285.62 lacs) installed on premises taken on rent from a related Party.

12. INVESTMENTS

(₹ in lacs)

| Particulars | No of Shares | Face value per share | As at 31st March 2012 | | As at 31st March 2011 |
|--|--------------------------|----------------------|-----------------------|---------|-----------------------|
| | | | Non-current | Current | Non-current |
| Unquoted Trade investments (fully paid up and valued at cost unless stated otherwise) | | | | | |
| A. Investment in subsidiary Companies | | | | | |
| (i) Equity shares | | | | | |
| GPT Concrete Products South Africa (Pty.) Limited, South Africa. [Refer note no. (a) and (f) below] | 27,000 (27,000) | ZAR 1/- | 1.49 | - | 1.49 |
| Jogbani Highway Private Limited, India [Refer note no. (b) below] | 3,300,000 (3,300,000) | ₹10/- | 330.00 | - | 330.00 |
| GPT Marecom Private Limited, India (formerly known as Superfine Vanijya Private Limited) | 485,920 (485,920) | ₹10/- | 144.00 | - | 144.00 |
| GPT Investments Private Limited, Mauritius [Refer note no. (f) below] | 2,125,000 (2,125,000) | USD 1/- | 935.42 | - | 935.42 |
| (ii) Preference shares | | | | | |
| 12 % Non Cumulative Redeemable Preference shares of Jogbani Highway Private Limited [Refer note no. (d) below] | 250,000 (Nil) | ₹100/- | 250.00 | - | - |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
12. INVESTMENTS (Contd.)

(₹ in lacs)

| Particulars | No of Shares | Face value per share | As at 31st March 2012 | | As at |
|---|--------------------------|----------------------|-----------------------|---------------|-----------------|
| | | | Non-current | Current | 31st March 2011 |
| | | | | | Non-current |
| B. Investment in Joint Venture Company | | | | | |
| (i) Equity shares | | | | | |
| GPT - Transnamib Concrete Sleepers (Pty.) Limited, Namibia [Refer note no. (f) below] | 4,625,000 (4,625,000) | NAD 1/- | 295.67 | - | 295.67 |
| (ii) Preference shares | | | | | |
| Redeemable Preference Shares of GPT - Transnamib Concrete Sleepers (Pty.) Limited, Namibia [Refer note no. (e) and (f) below] | 12,483 (Nil) | NAD 100/- | 454.13 | 363.30 | - |
| C. Investment in Capital of Joint Ventures [Refer note no. (c) below] | | | | | |
| GPT - GVV (JV) | | | 6.80 | - | 25.03 |
| GPT - MADHAVA (JV) | | | 88.21 | - | 94.96 |
| GPT - PREMCO - RDS (JV) | | | 14.51 | - | 12.39 |
| GPT - GEO (JV) | | | 10.40 | - | 10.80 |
| GPT - GEO - UTS (JV) | | | 12.28 | - | 12.40 |
| GPT - SLDN - UTS (JV) | | | 99.14 | - | 96.69 |
| GPT - RDS (JV) | | | 70.48 | - | 82.55 |
| GPT - SLDN - COPCO (JV) | | | 7.82 | - | 7.91 |
| GPT Infrastructure Pvt Ltd & Universal Construction Co. (JV) | | | 2.88 | - | 2.88 |
| GPT - RAHEE (JV) | | | 878.09 | - | 414.64 |
| RAHEE - GPT (JV) | | | 119.80 | - | 146.41 |
| BHARAT - GPT (JV) | | | 9.74 | - | 3.75 |
| GPT - TRIBENI (JV) | | | 78.04 | - | 53.57 |
| GPT - CVCC - SLDN (JV) | | | 114.84 | - | 99.86 |
| PREMCO - GPT (JV) | | | 24.71 | - | 5.06 |
| RAHEE - GPT (NFR) (JV) | | | 5.30 | - | 14.84 |
| RAHEE - GPT (IB) (JV) | | | 7.49 | - | 17.18 |
| BHARTIA - GPT - ALLIED (JV) | | | 10.45 | - | 4.45 |
| PIONEER - GPT (JV) | | | 19.25 | - | - |
| GEO Foundation & Structure Pvt Ltd & GPT Infraprojects Ltd (JV) | | | 0.10 | - | - |
| GPT - RANHILL (JV) | | | 0.10 | - | - |
| JMC - GPT (JV) | | | 0.10 | - | - |
| GPT - SMC (JV) | | | 14.63 | - | - |
| | | | 4,005.87 | 363.30 | 2,811.95 |
| Aggregate amount of unquoted investments | | | 4,005.87 | 363.30 | 2,811.95 |
| Aggregate provision for diminution in value of investments | | | - | - | - |

(a) Pledged with Export - Import Bank of India as security for loan given by them to the Investee Subsidiary Company.

(b) 2,295,000 (18,500) Shares Pledged with State Bank of India as security for loan given by them to the Investee Subsidiary Company.

(c) The Joint Ventures are in the form of AOP and hence number of shares and face value are not applicable.

(d) The non cumulative redeemable preference shares are redeemable after the expiry of 13 years from the date of issue/allotment or earlier subject to the approval/consent of the board, preference shareholders and lenders of the Investee Subsidiary Company.

(e) The Redeemable Preference Shares are redeemable in ten equal quarterly installments starting from December 2011.

(f) Valued at exchange rate prevailing on the date of allotment/transaction.

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
13. LOANS AND ADVANCES

(₹ in lacs)

| Particulars | As at 31st March 2012 | | As at 31st March 2011 | |
|--|-----------------------|-----------------|-----------------------|-----------------|
| | Non - current | Current | Non - current | Current |
| (Unsecured, Considered Good) | | | | |
| Capital Advances | 25.89 | - | 53.17 | - |
| Advances recoverable in cash or kind | | | | |
| - Related parties (refer note no 32) | - | 165.42 | - | 173.06 |
| - Others | 22.72 | 365.86 | 18.07 | 718.70 |
| Loan to bodies corporate | | | | |
| - Related parties (refer note no 32) | - | 185.50 | - | 332.26 |
| - Others | 131.89 | - | 121.09 | - |
| Security Money/Earnest Money Deposits | 137.39 | 226.82 | 139.90 | 319.84 |
| Other Loans and advances | | | | |
| - Balance with Government Authorities | - | 553.59 | - | 546.24 |
| - Loan to employees | 35.45 | 40.60 | 20.46 | 41.95 |
| - Prepaid expenses | 9.18 | 195.72 | - | 180.58 |
| - Advance income-tax [net of provision ₹919.13 lacs (₹714.25 lacs)] | - | 552.67 | - | 240.37 |
| | 362.52 | 2,286.18 | 352.69 | 2,553.00 |

a) Loans and advances includes :

(₹ in lacs)

| Particulars | As at 31st March 2012 | | As at 31st March 2011 | |
|--|-----------------------|---------|-----------------------|---------|
| | Non - current | Current | Non - current | Current |
| Loan to bodies corporate | | | | |
| Dues from a wholly owned subsidiary (GPT Marecom Private Limited) in which the company's director is a director | - | 185.50 | - | - |
| Dues from a Private Company [GPT - Transnamib Concrete Sleepers (Pty.) Limited, Namibia] (joint venture) in which the company's director is a director | - | - | - | 332.26 |
| Advances recoverable in cash or kind | | | | |
| Dues from a Private Company (GPT Estate Private Limited) in which the company's director is a director and member | - | 18.68 | - | - |
| Dues from a Private Company (GPT Concrete Products South Africa Pty. Limited) (subsidiary company) in which the company's director is a director and member | - | 9.47 | - | - |
| Security Money/Earnest Money Deposits | | | | |
| Dues from a Private Company (GPT Estate Private Limited) in which the company's director is a director and member | 100.00 | - | 100.00 | - |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
b) Disclosure as per clause 32 of the Listing Agreement:

(₹ in lacs)

| Particulars | As at 31st March 2012 | As at 31st March 2011 | Maximum Amount due at any time during the year | |
|--|-----------------------------|-----------------------------|---|---------|
| | | | 2011-12 | 2010-11 |
| Loan to Joint Venture Company | | | | |
| GPT – Transnamib Concrete Sleepers (Pty) Limited, Namibia | - | 332.26 | 332.26 | 332.26 |
| Loans and advances to Subsidiary Company | | | | |
| GPT Marecom Private Limited | 185.50 | - | 185.50 | - |
| Jogbani Highway Private Limited | 17.00 | - | 17.00 | - |
| GPT Concrete Products South Africa Pty. Limited | 9.47 | - | 9.47 | - |

14. OTHER ASSETS

(₹ in lacs)

| Particulars | As at 31st March 2012 | | As at 31st March 2011 | |
|---|-----------------------|------------------|-----------------------|-----------------|
| | Non - current | Current | Non - current | Current |
| (Unsecured, considered good) | | | | |
| Non-current Bank Balances (Refer note no. 17) | 325.68 | - | 618.95 | - |
| Unamortised premium on forward contracts | - | 101.27 | - | 68.62 |
| Interest accrued on fixed deposits | - | 17.12 | - | 25.41 |
| Unbilled revenue on construction contracts | - | 9,932.05 | - | 5,770.85 |
| Export benefits receivable | - | 84.85 | - | 87.37 |
| Dividend receivable from subsidiary company | - | 70.74 | - | - |
| | 325.68 | 10,206.03 | 618.95 | 5,952.25 |

a) Dividend Receivable from subsidiary company includes the following:

(₹ in lacs)

| Particulars | As at 31st March 2012 | | As at 31st March 2011 | |
|--|-----------------------|--------------|-----------------------|---------|
| | Non - current | Current | Non - current | Current |
| Dues from a Private Company (GPT Concrete Products South Africa Pty. Limited) (subsidiary company) in which the company's director is a director and member | - | 70.74 | - | - |
| | - | 70.74 | - | - |

15. TRADE RECEIVABLES

(₹ in lacs)

| Particulars | As at 31st March 2012 | | As at 31st March 2011 | |
|--|-----------------------|-----------------|-----------------------|-----------------|
| | Non - current | Current | Non - current | Current |
| Unsecured | | | | |
| Outstanding for a period exceeding six months from the date they became due for payment | | | | |
| - Considered Good | 11.90 | 1,013.74 | - | 797.28 |
| - Considered Doubtful | 19.11 | - | 19.11 | - |
| | 31.01 | 1,013.74 | 19.11 | 797.28 |
| Less: Provision for Doubtful receivables | 19.11 | - | 19.11 | - |
| | 11.90 | 1,013.74 | - | 797.28 |
| Others | | | | |
| - Considered Good | - | 8,371.70 | - | 8,243.48 |
| | - | 8,371.70 | - | 8,243.48 |
| | 11.90 | 9,385.44 | - | 9,040.76 |


NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

Trade receivables include the followings

(₹ in lacs)

| Particulars | As at 31st March 2012 | | As at 31st March 2011 | |
|--|-----------------------|----------|-----------------------|----------|
| | Non - current | Current | Non - current | Current |
| Retention Money | 11.90 | 2,982.12 | - | 2,794.08 |
| Accrued price variation yet to be billed | - | 2,297.23 | - | 2,200.21 |
| Dues from a Private Company (Subsidiary Company) [GPT Concrete Products South Africa (Pty.) Limited] in which the company's director is a director and member | - | 73.78 | - | 255.41 |
| Dues from a Private Company (Joint Venture) [GPT - Transnamib Concrete Sleepers (Pty.) Limited] in which the company's director is a director | - | 6.99 | - | - |

16. INVENTORIES (cost and net realisable value which ever is lower also refer note no 2k)

(₹ in lacs)

| Particulars | As at | As at |
|---|-----------------|-----------------|
| | 31st March 2012 | 31st March 2011 |
| | Current | Current |
| Raw Materials (Refer note no. 20) | 269.75 | 300.79 |
| Construction Materials | 2,726.87 | 1,966.52 |
| Work in Progress (Refer note no. 23) | 1,033.21 | 1,130.26 |
| Finished Goods (Refer note no. 23) | 1,418.43 | 1,114.41 |
| Stock - in - Trade [including in transit ₹12.21 lacs (₹ Nil)] (Refer note no. 23) | 12.21 | 3.27 |
| Stores and Spare [including in transit ₹13.67 lacs (₹ Nil)] | 515.03 | 420.90 |
| | 5,975.50 | 4,936.15 |

17. CASH AND BANK BALANCES

(₹ in lacs)

| Particulars | As at 31st March 2012 | | As at 31st March 2011 | |
|---|-----------------------|-----------------|-----------------------|-----------------|
| | Non - current | Current | Non - current | Current |
| Cash and cash equivalents | | | | |
| Balances with banks: | | | | |
| - On current accounts | - | 101.20 | - | 316.82 |
| - On unpaid dividend account | - | 0.01 | - | - |
| - Cheques/drafts on hand | - | 3.80 | - | 0.05 |
| - Cash on hand | - | 33.81 | - | 34.30 |
| | - | 138.82 | - | 351.17 |
| Other bank balances | | | | |
| Balances with banks: | | | | |
| - Margin money deposit* | 325.68 | 1,235.85 | 618.95 | 1,002.55 |
| | 325.68 | 1,235.85 | 618.95 | 1,002.55 |
| | 325.68 | 1,374.67 | 618.95 | 1,353.72 |
| Less : Amount disclosed under non-current assets (Refer note no. 14) | 325.68 | - | 618.95 | - |
| | - | 1,374.67 | - | 1,353.72 |

*Receipts pledged as security/margin with sales tax authority, banks and customers

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
18. REVENUE FROM OPERATIONS

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|---------------------------------|-----------|-----------|
| Revenue from operations | | |
| Sale of products | | |
| - Finished goods | 5,759.89 | 5,391.95 |
| - Wind Power | 127.36 | 121.78 |
| - Traded goods | 241.11 | 917.20 |
| Contract Revenues | 24,940.55 | 30,582.08 |
| Other operating revenue | | |
| - Scrap Sales | 68.44 | 64.32 |
| - Exports Benefits | 19.46 | 63.41 |
| - Consultancy and Royalty Fees | 26.68 | 7.84 |
| Revenue from operations (gross) | 31,183.49 | 37,148.58 |
| Less: Excise duty | 370.49 | 345.59 |
| Revenue from operations (net) | 30,813.00 | 36,802.99 |

Details of products sold

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|--------------------|----------|----------|
| Finished goods | | |
| - Concrete Sleeper | 5,759.89 | 5,391.95 |
| | 5,759.89 | 5,391.95 |
| Wind Power | | |
| | 127.36 | 121.78 |
| | 127.36 | 121.78 |
| Traded goods | | |
| - Steel | - | 58.91 |
| - H.T.S Wire | - | 119.74 |
| - Batching Plant | - | 146.82 |
| - Gantry Crane | 76.86 | 76.69 |
| - SGCI Inserts | 36.01 | - |
| - Others | 128.24 | 515.04 |
| | 241.11 | 917.20 |

Details of Contract Revenue

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|-------------------------------------|-----------|-----------|
| Revenue from Construction Contracts | 24,199.69 | 30,467.69 |
| Other Contract Revenue | 740.86 | 114.39 |
| | 24,940.55 | 30,582.08 |

19. OTHER INCOME

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|--|---------|---------|
| Interest income on | | |
| - Bank deposits | 118.87 | 101.83 |
| - Loans given | 12.96 | 1.22 |
| - Others | - | 6.91 |
| Share in profits of joint ventures | 573.17 | 375.22 |
| Insurance claims received | 19.28 | - |
| Gain on foreign exchange fluctuations (net) | 52.13 | - |
| Dividend income on investment in subsidiary company | 70.74 | - |
| Unspent Liabilities/Provisions no longer required written back | 12.14 | 7.34 |
| Other Non Operating Income | 66.87 | 13.87 |
| | 926.16 | 506.39 |


NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
20. COST OF RAW MATERIALS CONSUMED

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|---|-----------------|-----------------|
| Inventory at the beginning of the year | 300.79 | 209.56 |
| Add: Purchases (including procurement expenses) | 3,897.43 | 3,474.28 |
| | 4,198.22 | 3,683.84 |
| Less: Inventory at the end of the year | 269.75 | 300.79 |
| | 3,928.47 | 3,383.05 |

a. Detail of raw materials consumed

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|------------------|-----------------|-----------------|
| H.T.S Wire | 1,425.23 | 1,214.78 |
| Cement | 1,005.43 | 908.62 |
| Stone Aggregates | 392.80 | 376.35 |
| SGCI Inserts | 1,047.24 | 827.63 |
| Others | 57.77 | 55.67 |
| Total | 3,928.47 | 3,383.05 |

b. Details of Inventory of Raw Material

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|------------------|---------------|---------------|
| H.T.S Wire | 89.70 | 77.79 |
| Cement | 25.56 | 19.29 |
| Stone Aggregates | 46.09 | 53.24 |
| SGCI Inserts | 101.10 | 148.09 |
| Others | 7.30 | 2.38 |
| Total | 269.75 | 300.79 |

21. COST OF MATERIALS CONSUMED FOR CONSTRUCTION/OTHER CONTRACTS

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|---|-----------------|------------------|
| Inventory at the beginning of the year | 1,966.52 | 1,641.91 |
| Add: Purchases (including procurement expenses) | 9,751.19 | 10,770.31 |
| | 11,717.71 | 12,412.22 |
| Less: Inventory at the end of the year | 2,726.87 | 1,966.52 |
| | 8,990.84 | 10,445.70 |

22. PURCHASE OF STOCK - IN - TRADE

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|----------------|---------------|---------------|
| Steel | 12.21 | 56.71 |
| H.T.S Wire | - | 92.75 |
| Batching Plant | - | 38.25 |
| Gantry Crane | 33.75 | 39.37 |
| SGCI Inserts | 29.52 | - |
| Others | 97.10 | 294.90 |
| | 172.58 | 521.98 |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
23. CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 | Change in inventories |
|--|-----------------|-----------------|-----------------------|
| Inventories at the end of the year: | | | |
| - Finished goods | 1,418.43 | 1,114.41 | (304.02) |
| - Work in Progress | 1,033.21 | 1,130.26 | 97.05 |
| - Stock - in - trade | 12.21 | 3.27 | (8.94) |
| | 2,463.85 | 2,247.94 | (215.91) |
| Inventories at the beginning of the year: | | | |
| - Finished goods | 1,114.41 | 1,088.35 | (26.06) |
| - Work in Progress | 1,130.26 | 1,318.56 | 188.30 |
| - Stock - in - trade | 3.27 | - | (3.27) |
| | 2,247.94 | 2,406.91 | 158.97 |
| | (215.91) | 158.97 | |
| Less. (Increase)/decrease in excise duty on Finished Goods Stock # | 52.27 | 0.93 | |
| | (163.64) | 159.90 | |

(#) Excise Duty & Cess on stocks represents differential excise duty and cess on opening and closing inventory of Finished Goods.

Details of Inventories

(₹ in lacs)

| Particulars | As at 31st March 2012 | As at 31st March 2011 |
|---------------------------------|--------------------------|--------------------------|
| Finished Goods | | |
| - Sleepers | 1,418.43 | 1,114.41 |
| Work in Progress | | |
| - Construction work in progress | 1,033.21 | 1,130.26 |
| Stock-in-trade | | |
| - Steel | 12.21 | - |
| - Others | - | 3.27 |

24. EMPLOYEE BENEFITS EXPENSE

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|---|-----------------|-----------------|
| Salaries, Wages and Bonus (Refer note no. 34) | 1,607.00 | 1,516.43 |
| Contribution to Provident and Others Funds | 56.92 | 65.12 |
| Gratuity expense (Refer note no. 41) | 15.21 | 43.12 |
| Staff Welfare Expenses | 76.83 | 72.42 |
| | 1,755.96 | 1,697.09 |


NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
25. OTHER EXPENSES

(₹ in lacs)

| Particulars | 2011-12 | | 2010-11 | |
|---|---------|------------------|---------|------------------|
| Consumption of stores and spares | | 1,382.00 | | 882.43 |
| Power and Fuel | | 962.31 | | 881.53 |
| Payment to Subcontractors (including towards turnkey contracts) | | 7,627.76 | | 11,936.08 |
| Rent | | 198.34 | | 97.27 |
| Machinery Hire Charges | | 356.02 | | 384.57 |
| Carriage Inward | | 295.18 | | 348.35 |
| Rates and taxes [including ₹152.39 lacs (₹ Nil) for earlier years] | | 235.55 | | 33.35 |
| Insurance | | 72.45 | | 47.80 |
| Repairs and Maintenance | | | | |
| - Plant and Machinery | 148.78 | | 348.70 | |
| - Buildings | 0.73 | | 0.32 | |
| - Others | 38.69 | 188.20 | 27.51 | 376.53 |
| Professional Charges and Consultancy Fees | | 190.70 | | 335.42 |
| Travelling and conveyance | | 243.36 | | 214.36 |
| Donations and Charity | | 45.00 | | 17.10 |
| Site Mobilisation Expenses | | 32.99 | | 51.67 |
| Directors remuneration | | | | |
| - Chairman Commission on profit | 16.79 | | 23.45 | |
| - Directors sitting fees | 2.74 | 19.53 | 2.22 | 25.67 |
| Payment to Auditors | | | | |
| As Auditor: | | | | |
| - Audit fee | 13.50 | | 12.00 | |
| - Limited review | 6.00 | | 8.25 | |
| In other capacity: | | | | |
| - Other Services (certification fees) | 6.35 | | 1.60 | |
| - Reimbursement of expenses | 0.48 | 26.33 | 0.80 | 22.65 |
| Loss on foreign Exchange Fluctuations (Net) | | - | | 38.57 |
| Provision for doubtful receivables | | - | | 19.11 |
| Loss on sale/discard of fixed assets (net) | | 21.59 | | 31.46 |
| Prior Period Expenses (Net) (Refer note (a) below) | | 4.16 | | 12.02 |
| Selling and Distribution Expenses | | | | |
| - Advertisement Expenses | 13.39 | | 8.64 | |
| - Business Promotion Expenses | 6.55 | | 19.40 | |
| - Freight & Forwarding Expenses | 269.70 | 289.64 | 557.85 | 585.89 |
| Other miscellaneous Expenses | | 296.78 | | 332.85 |
| | | 12,487.89 | | 16,674.68 |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

| a) Details of Prior Period Expenses (Net) | | (₹ in lacs) | |
|---|---------|-------------|--|
| Particulars | 2011-12 | 2010-11 | |
| Income | | | |
| Accrued Interest for Previous Year | - | (2.08) | |
| Rates & Taxes | - | (2.00) | |
| Other Non Operating Income | - | (1.75) | |
| | - | (5.83) | |
| Expenses | | | |
| Selling Commission | - | 5.24 | |
| Other borrowing costs | - | 3.78 | |
| Rates & Taxes | - | 5.91 | |
| Salaries, Wages, Bonus | 0.66 | 2.88 | |
| Repairs and Maintenance | 0.51 | - | |
| Rent | 0.17 | - | |
| Professional Charges and Consultancy Fees | 0.46 | - | |
| Interest expense | 1.89 | - | |
| Other miscellaneous Expenses | 0.47 | 0.04 | |
| | 4.16 | 17.85 | |
| Prior Period Expenses (Net) | 4.16 | 12.02 | |

| 26. FINANCE COST | | (₹ in lacs) | |
|---|----------|-------------|--|
| Particulars | 2011-12 | 2010-11 | |
| Interest expense | 1,927.56 | 1,420.87 | |
| Other borrowing costs | 243.58 | 231.46 | |
| Exchange difference to the extent considered as an adjustment to borrowing cost | 114.34 | 4.24 | |
| | 2,285.48 | 1,656.57 | |

| 27. CONTINGENT LIABILITIES NOT PROVIDED FOR IN RESPECT OF: | | (₹ in lacs) | |
|---|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2012 | As at 31st March 2011 | |
| a) Outstanding bank guarantees and Letters of Credit (Including ₹6,518.78 Lacs (₹4,174.44 Lacs) given for Joint Ventures and ₹368.00 Lacs (₹380.76) given for Subsidiaries) | 13,484.64 | 10,717.96 | |
| b) Corporate guarantees given for subsidiaries | 1,614.24 | 2,215.17 | |
| c) Disputed Sales tax demands under appeal | Nil | 39.75 | |
| d) Disputed excise demands under appeal | 98.97 | 93.62 | |

| 28. CAPITAL AND OTHER COMMITMENTS | | (₹ in lacs) | |
|--|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2012 | As at 31st March 2011 | |
| a) Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances) | 43.56 | 136.77 | |



NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

29. (a) During the year 2009-10, the Company had issued and allotted 200,000 equity shares of ₹10/- each at a premium of ₹90/- each aggregating to ₹200.00 lacs to M/s GPT Employees Welfare Trust for exercising the option under GPT Employees Stock Option Plan-2009 (the Scheme). The Scheme to be operative for this purpose is as under:

| | Scheme |
|---------------------------------|-----------------------------|
| Date of Board Approval | 30.11.2009 |
| Date of Shareholder's approval | 24.12.2009 |
| Number of options to be granted | 200,000 |
| Vesting Period | 1 -5 Years |
| Exercise Period | 5 years from vesting period |

- (b) Further, the Company had given ₹200.00 Lacs during 2009-10 by way of interest free loan to M/s. GPT Employees Welfare Trust which would be recovered from the trust on issue of the aforesaid shares to the employees in terms of the above Scheme. The trust has refunded ₹2.50 lacs (₹4.00 lacs) to the Company during the year. As per Guidance Note on Accounting for Employee Share based Payments issued by the Institute of Chartered Accountants of India, the above loan has been adjusted to the extent of ₹20.00 lacs (₹20.00 lacs) in equity share capital and balance ₹173.50 lacs (₹176.00 lacs) in the securities premium account.

30. BASIS FOR CALCULATION OF BASIC AND DILUTED EARNINGS PER SHARE (EPS) IS AS FOLLOWS:

(₹ in lacs, except per share data)

| Particulars | 2011-12 | 2010-11 |
|---|------------|------------|
| Profit after tax as per Statement of Profit & Loss | 1,284.04 | 1,581.97 |
| Weighted average number of equity shares for calculating basic EPS (Nos.) | 14,156,151 | 10,358,252 |
| Add: Weighted average number of equity shares which would be issued on the conversion of convertible warrants and preference shares | - | 344,963 |
| Weighted average number of equity shares for calculating dilutive EPS (Nos.) | 14,156,151 | 10,703,215 |
| Basic EPS (₹) | 9.07 | 15.27 |
| Diluted EPS (₹) | 9.07 | 14.78 |

31. SEGMENT INFORMATION

- Business segment** : The business segments have been identified on the basis of the activities undertaken by the company. Accordingly, the Company has identified the following segments:
- Concrete Sleepers and Allied** : Consists of manufacturing of concrete sleepers, supply of plant & machinery and components for manufacturing of concrete sleepers,
- Infrastructure** : Consists of execution of construction contracts and other infrastructure activities,
- Others** : Consists of electricity generated from wind farms,
- Geographical segment** : The Company primarily operates in India and therefore the analysis of geographical segment is demarcated into Domestic and Overseas operations.

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
(a) Information about Primary Business Segments:

(₹ in lacs)

| | Concrete Sleepers & Allied | | Infrastructure | | Others | | Total | |
|---|----------------------------|-----------------|------------------|------------------|---------------|---------------|------------------|------------------|
| | 2011-12 | 2010-11 | 2011-12 | 2010-11 | 2011-12 | 2010-11 | 2011-12 | 2010-11 |
| (a) Revenue | | | | | | | | |
| (Net of Excise Duty and Cess) | | | | | | | | |
| External sales | 5,630.51 | 5,876.90 | 24,940.55 | 30,668.74 | 127.36 | 121.78 | 30,698.42 | 36,667.42 |
| Inter Segment Sales | - | - | - | - | - | - | - | - |
| Total Revenue | 5,630.51 | 5,876.90 | 24,940.55 | 30,668.74 | 127.36 | 121.78 | 30,698.42 | 36,667.42 |
| (b) Results | | | | | | | | |
| Segment Results | 461.89 | 684.10 | 4,144.92 | 3,882.35 | 25.00 | 4.90 | 4,631.81 | 4,571.35 |
| Unallocated Income (Net of unallocated expenses) | | | | | | | (799.32) | (737.66) |
| Operating Profit | | | | | | | 3,832.49 | 3,833.69 |
| Finance Cost | | | | | | | 2,285.48 | 1,656.57 |
| Profit before tax | | | | | | | 1,547.01 | 2,177.12 |
| Tax Expenses | | | | | | | 262.97 | 595.15 |
| Profit after tax | | | | | | | 1,284.04 | 1,581.97 |
| OTHER INFORMATION | | | | | | | | |
| (a) Total Assets | | | | | | | | |
| Segment Assets | 4,367.65 | 4,227.47 | 29,868.73 | 23,550.44 | 631.67 | 655.23 | 34,868.05 | 28,433.14 |
| Unallocated Corporate/other Assets | | | | | | | 6,306.45 | 5,055.55 |
| Total | | | | | | | 41,174.50 | 33,488.69 |
| (b) Total Liabilities | | | | | | | | |
| Segment Liabilities | 1,311.36 | 1,156.97 | 8,336.93 | 6,831.01 | 29.87 | 24.68 | 9,678.16 | 8,012.66 |
| Unallocated Corporate/ other Liabilities | | | | | | | 18,234.99 | 13,756.44 |
| Total | | | | | | | 27,913.15 | 21,769.10 |
| (c) Capital Expenditure | | | | | | | | |
| Unallocated, Corporate & others | 108.24 | 40.20 | 1,377.11 | 1,187.90 | - | - | 1,485.35 | 1,228.10 |
| Total | | | | | | | 1,782.96 | 1,592.77 |
| (d) Depreciation & Amortisation | | | | | | | | |
| Unallocated, Corporate & others | 86.53 | 58.35 | 525.10 | 424.44 | 78.14 | 91.99 | 689.77 | 574.78 |
| Total | | | | | | | 734.57 | 593.29 |
| (e) Non cash expenses other than depreciation included in segment expenses for arriving at Segment Results | | | | | | | | |
| | - | - | | 15.00 | - | - | - | 15.00 |

(b) Information about Geographical Segments:

The following table shows the distribution of the Company's sales and services by geographical market, regardless of where the goods/services were produced:

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|-------------|------------------|------------------|
| Domestic | 28,483.94 | 33,938.93 |
| Overseas | 2,214.48 | 2,728.49 |
| | 30,698.42 | 36,667.42 |


NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

Assets and additions to tangible and intangible fixed assets by geographical area: The following table shows the carrying amount of segment assets and addition to segment assets by geographical area in which the assets are located:

(₹ in lacs)

| Particulars | Carrying amount of segment assets | | Addition to tangible and intangible assets | |
|-------------|-----------------------------------|------------------|--|-----------------|
| | 2011 – 12 | 2010 – 11 | 2011 – 12 | 2010 – 11 |
| Domestic | 34,139.86 | 27,982.20 | 1,124.70 | 1,252.53 |
| Overseas | 728.19 | 450.94 | - | 0.55 |
| | 34,868.05 | 28,433.14 | 1,124.70 | 1,253.08 |

32. In compliance with Accounting Standard - 18, the disclosures regarding related parties are as follows:
A. Name of Related parties:

| | |
|-----------------------------------|---|
| a) Subsidiary Companies | GPT Investments Private Limited , Mauritius GPT Concrete Products South Africa (Pty) Limited GPT Marecom Private Limited (Formerly known as Superfine Vanijya Private Limited) Jogbani Highway Private Limited |
| b) Joint Ventures | GPT – Transnamib Concrete Sleepers (Pty.) Limited. GPT – GVV(JV) GPT – MADHAVA (JV) GPT – PREMCO – RDS (JV) GPT – GEO (JV) GPT – GEO – UTS (JV) GPT – SLDN – UTS (JV) GPT – RDS (JV) GPT – SLDN – COPCO (JV) GPT Infrastructure Pvt Ltd & Universal Construction Co. (JV) GPT – RAHEE (JV) GPT – CVCC – SLDN (JV) GPT – TRIBENI (JV) GPT – RANHILL (JV) GPT – SMC (JV) BHARAT – GPT (JV) BHARTIA – GPT – ALLIED (JV) PREMCO – GPT (JV) RAHEE – GPT (JV) RAHEE – GPT (IB) (JV) RAHEE – GPT (NFR) (JV) PIONEER – GPT (JV) GEO Foundation & Structure Pvt Ltd & GPT Infraprojects Ltd (JV) JMC – GPT (JV) |
| c) Key Management Personnel (KMP) | Mr. D. P. Tantia – Chairman Mr. S. G. Tantia – Managing Director Mr. Atul Tantia – Executive Director Mr. Vaibhav Tantia – Chief Operating Officer Mr. Arun Kumar Dokania – Chief Finance Officer |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
A. Name of Related parties (Contd.):

| | |
|---|---|
| d) Relatives of Key Management Personnel (KMP) | Mrs. Pramila Tantia – Wife of Mr. D.P. Tantia Mrs. Kriti Tantia – Wife of Mr. Atul Tantia Mrs. Vinita Tantia – Wife of Mr. S. G. Tantia Mrs. Radhika Tantia – Wife of Mr. Vaibhav Tantia Ms. Harshita Tantia – Daughter of Mr. S. G. Tantia Mr. Amrit Jyoti Tantia – Son of Mr. S. G. Tantia Mrs. Manju Dokania – Wife of Mr. A. K. Dokania |
| e) Enterprises owned or significantly influenced by the KMP/KMP's relatives | GPT Castings Limited GPT Healthcare Private Limited GPT Ventures Private Limited GPT Estate Private Limited GPT Sons Private Limited M/s. Stone Products M/s. GPT Employees Welfare Trust M/s. Govardhan Foundation M/s. Dwarika Prasad Tantia HUF – Mr. D. P. Tantia is the Karta M/s. Shree Gopal Tantia HUF – Mr. S. G. Tantia is the Karta |

B. Details of transactions and Balances outstanding relating to Joint Ventures:

(₹ in lacs)

| Name of Joint Ventures | Sales and Contract Revenue | Recovery of Machine Hire & Staff Deputation Charges | Royalty and Consultancy Fees | Directors Remuneration and Sitting Fees | Share of Profit from JV's | Purchase of Raw Materials & Consumables | Mobilisation Advance received | Outstanding Guarantees | Investments during the year (net) | Loans Paid | Balance outstanding as at the year end |
|--|----------------------------|---|------------------------------|---|---------------------------|---|-------------------------------|------------------------|-----------------------------------|------------|--|
| GPT – GVV (JV) | 133.70 (221.43) | - (-) | - (-) | - (-) | 2.96 (4.12) | - (-) | - (-) | 183.82 (184.01) | - 21.19 (17.01) | - (-) | 54.10 (69.18) |
| GPT – MADHAVA (JV) | 30.38 (-) | - (-) | - (-) | - (-) | 0.31 (-) | - (-) | - (-) | - (-) | - 7.07 (73.60) | - (-) | 115.56 (153.70) |
| GPT – PREMCO – RDS (JV) | - (25.91) | - (-) | - (-) | - (-) | - (0.20) | - (-) | - (-) | - (-) | 2.12 (8.32) | - (-) | 14.51 (12.39) |
| GPT – GEO (JV) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (667.54) | - 0.40 (7.99) | - (-) | 10.40 (10.80) |
| GPT – GEO – UTS (JV) | - (-) | - (0.08) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - 0.12 (9.10) | - (-) | 12.71 (12.83) |
| GPT – SLDN – UTS (JV) | 68.50 (244.17) | - (-) | - (-) | - (-) | 0.86 (3.03) | - (-) | - (-) | 55.00 (-) | 1.59 (86.76) | - (-) | 170.00 (166.54) |
| GPT – RDS (JV) | - (13.74) | - (-) | - (-) | - (-) | - (0.24) | - (-) | - (-) | - (-) | - 12.08 (62.11) | - (-) | 70.48 (83.69) |
| GPT – SLDN – COPCO (JV) | 27.80 (-) | - (-) | - (-) | - (-) | 0.29 (-) | - (-) | - (-) | - (-) | - 0.38 (7.81) | - (-) | 7.82 (7.92) |
| GPT Infrastructure Pvt Ltd & Universal Construction Co. (JV) | - (-) | - (-) | - (-) | - (-) | - (0.58) | - (-) | - (-) | - (-) | - (1.22) | - (-) | 2.88 (2.88) |
| GPT – RAHEE (JV) | 951.43 (-) | 172.64 (134.07) | - (-) | - (-) | 396.68 (183.65) | - (-) | - (-) | 2,008.93 (1,861.43) | 66.76 (143.82) | - (-) | 1,662.29 (545.37) |
| GPT – CVCC – SLDN (JV) | 803.52 (1,898.43) | - (-) | - (-) | - (-) | 8.48 (19.81) | - (-) | - (-) | 475.78 (360.78) | 6.50 (71.92) | - (-) | 419.28 (433.92) |
| GPT – TRIBENI (JV) | 818.92 (1,079.26) | - (-) | - (-) | - (-) | 17.47 (22.76) | - (-) | - (-) | 876.56 (951.87) | 7.00 (28.79) | - (-) | 231.76 (39.90) |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
B. Details of transactions and Balances outstanding relating to Joint Ventures (Contd.):

(₹ in lacs)

| Name of Joint Ventures | Sales and Contract Revenue | Recovery of Machine Hire & Staff Deputation Charges | Royalty and Consultancy Fees | Directors Remuneration and Sitting Fees | Share of Profit from JV's | Purchase of Raw Materials & Consumables | Mobilisation Advance received | Outstanding Guarantees | Investments during the year (net) | Loans Paid | Balance outstanding as at the year end |
|---|----------------------------|---|------------------------------|---|---------------------------|---|-------------------------------|------------------------|-----------------------------------|---------------|--|
| GPT – RANHILL (JV) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 543.32 (-) | 1,790.73 (-) | 0.10 (-) | - (-) | - 543.21 (-) |
| GPT – SMC (JV) | - (-) | 2.93 (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 556.37 (-) | 14.63 (-) | - (-) | 17.57 (-) |
| GPT Transnamb Concrete Sleepers (Pty.) Limited | 76.86 (271.31) | - (-) | 22.45 (-) | 3.25 (2.05) | - (-) | - (-) | - (-) | - (-) | 817.43 (295.67) | - (332.26) | 1,120.09 (605.16) |
| BHARAT – GPT (JV) | - (-) | - (-) | - (-) | - (-) | 16.00 (7.25) | - (-) | - (-) | - (-) | - 10.00 (-11.20) | - (-) | 9.74 (3.75) |
| BHARTIA – GPT – ALLIED (JV) | - (-) | - (-) | - (-) | - (-) | 10.50 (4.45) | - (-) | - (-) | - (-) | - 4.50 (-) | - (-) | 10.45 (4.45) |
| GEO FOUNDATION & STRUCTURE PVT LTD & GPT INFRAPROJECTS LTD (JV) | 597.78 (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 245.62 (-) | 0.10 (-) | - (-) | -66.98 (-) |
| JMC – GPT (JV) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 325.98 (-) | 0.10 (-) | - (-) | 0.10 (-) |
| PREMCO – GPT (JV) | - (-) | - (-) | - (-) | - (-) | 38.53 (30.23) | - (-) | - (-) | - (-) | - 18.88 (-27.61) | - (-) | 24.71 (5.06) |
| PIONEER – GPT (JV) | - (-) | - (-) | - (-) | - (-) | 19.25 (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 19.25 (-) |
| RAHEE – GPT (JV) | - (-) | 17.36 (44.28) | - (-) | - (-) | 6.29 (45.20) | - (38.93) | - (-) | - (148.81) | - 32.90 (-2.50) | - (-) | 174.33 (188.74) |
| RAHEE – GPT (IB) (JV) | - (-) | - (-) | - (-) | - (-) | 44.31 (32.32) | - (-) | - (-) | - (-) | - 54.00 (-15.14) | - (-) | 7.49 (17.18) |
| RAHEE – GPT (NFR) (JV) | - (-) | - (-) | - (-) | - (-) | 11.25 (21.39) | - (-) | - (-) | - (-) | - 20.79 (-9.46) | - (-) | 5.30 (14.84) |

C. Details of transactions and Balances outstanding relating to Others :

(₹ in lacs)

| Nature of Transactions | Subsidiary Companies | Key Management Personnel | Enterprises over which KMP/ KMP's relatives having significant influence | Relatives of Key Management Personnel | Total |
|---|----------------------|--------------------------|--|---------------------------------------|--------------------|
| Royalty and Consultancy fees received | | | | | |
| GPT Concrete Products South Africa (Pty.) Limited | 12.17 (7.84) | - (-) | - (-) | - (-) | 12.17 (7.84) |
| Scrap Sale | | | | | |
| GPT Castings Limited | - (-) | - (-) | 20.11 (38.30) | - (-) | 20.11 (38.30) |
| Dividend Received | | | | | |
| GPT Concrete Products South Africa (Pty.) Limited | 70.74 (-) | - (-) | - (-) | - (-) | 70.74 (-) |
| Mobilisation Advance Received | | | | | |
| Jogbani Highway Private Limited | 200.00 (375.00) | - (-) | - (-) | - (-) | 200.00 (375.00) |
| Repayment received for Loan Paid | | | | | |
| M/s. GPT Employees Welfare Trust | - (-) | - (-) | 2.50 (4.10) | - (-) | 2.50 (4.10) |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
C. Details of transactions and Balances outstanding relating to Others (Contd.):

(₹ in lacs)

| Nature of Transactions | Subsidiary Companies | Key Management Personnel | Enterprises over over which KMP/ KMP's relatives having significant influence | Relatives of Key Management Personnel | Total |
|--|----------------------|--------------------------|---|---------------------------------------|------------|
| Amount received against Share Warrants | | | | | |
| GPT Ventures Private Limited | - | - | 508.75 | - | 508.75 |
| | (-) | (-) | (541.25) | (-) | (541.25) |
| GPT Sons Private Limited | - | - | - | - | - |
| | (-) | (-) | (1,600.00) | (-) | (1,600.00) |
| Issue of Equity Shares (Incl. Securities Premium) | | | | | |
| GPT Sons Private Limited | - | - | - | - | - |
| | (-) | (-) | (1,600.00) | (-) | (1,600.00) |
| GPT Ventures Private Limited | - | - | 805.00 | - | 805.00 |
| | (-) | (-) | (595.00) | (-) | (595.00) |
| Loan Received | | | | | |
| GPT Sons Private Limited | - | - | 165.00 | - | 165.00 |
| | (-) | (-) | (-) | (-) | (-) |
| Purchase of Raw Materials/Stock – in – Trade | | | | | |
| GPT Castings Limited | - | - | 1,000.91 | - | 1,000.91 |
| | (-) | (-) | (911.10) | (-) | (911.10) |
| GPT Marecom Private Limited | - | - | - | - | - |
| | (0.52) | (-) | (-) | (-) | (0.52) |
| Interest Expense | | | | | |
| GPT Sons Private Limited | - | - | 0.60 | - | 0.60 |
| | (-) | (-) | (-) | (-) | (-) |
| Rent Paid | | | | | |
| GPT Castings Limited | - | - | 36.00 | - | 36.00 |
| | (-) | (-) | (36.00) | (-) | (36.00) |
| GPT Ventures Limited | - | - | 9.00 | - | 9.00 |
| | (-) | (-) | (7.50) | (-) | (7.50) |
| GPT Estate Private Limited | - | - | 108.00 | - | 108.00 |
| | (-) | (-) | (-) | (-) | (-) |
| GPT Healthcare Private Limited | - | - | - | - | - |
| | (-) | (-) | (0.81) | (-) | (0.81) |
| M/s. Stone Products | - | - | 10.20 | - | 10.20 |
| | (-) | (-) | (10.20) | (-) | (10.20) |
| Mr. D. P. Tantia | - | 1.44 | - | - | 1.44 |
| | (-) | (1.44) | (-) | (-) | (1.44) |
| Mr. S. G. Tantia | - | 0.30 | - | - | 0.30 |
| | (-) | (0.30) | (-) | (-) | (0.30) |
| Mr. Vaibhav Tantia | - | 0.42 | - | - | 0.42 |
| | (-) | (0.42) | (-) | (-) | (0.42) |
| Mrs. Pramila Tantia | - | - | - | 1.32 | 1.32 |
| | (-) | (-) | (-) | (1.32) | (1.32) |
| Mrs, Vinita Tantia | - | - | - | 1.44 | 1.44 |
| | (-) | (-) | (-) | (1.44) | (1.44) |


NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
C. Details of transactions and Balances outstanding relating to Others (Contd.):

(₹ in lacs)

| Nature of Transactions | Subsidiary Companies | Key Management Personnel | Enterprises over which KMP/ KMP's relatives having significant influence | Relatives of Key Management Personnel | Total |
|----------------------------------|----------------------|--------------------------|--|---------------------------------------|---------|
| Salary/Remuneration Paid | | | | | |
| Mr. D. P. Tantia | - | 16.79 | - | - | 16.79 |
| | (-) | (23.45) | (-) | (-) | (23.45) |
| Mr. S. G. Tantia | - | 60.00 | - | - | 60.00 |
| | (-) | (60.00) | (-) | (-) | (60.00) |
| Mr. Atul Tantia | - | 30.60 | - | - | 30.60 |
| | (-) | (30.60) | (-) | (-) | (30.60) |
| Mr. Vaibhav Tantia | - | 27.20 | - | - | 27.20 |
| | (-) | (20.81) | (-) | (-) | (20.81) |
| Mr. Arun Kumar Dokania | - | 35.62 | - | - | 35.62 |
| | (-) | (33.25) | (-) | (-) | (33.25) |
| Mrs. Kriti Tantia | - | - | - | 2.04 | 2.04 |
| | (-) | (-) | (-) | (6.49) | (6.49) |
| Directors Sitting Fees | | | | | |
| Mr. D. P. Tantia | - | 0.96 | - | - | 0.96 |
| | (-) | (0.80) | (-) | (-) | (0.80) |
| Donation Paid | | | | | |
| M/s. Govardhan Foundation | - | - | 45.00 | - | 45.00 |
| | (-) | (-) | (17.00) | (-) | (17.00) |
| Dividend Paid | | | | | |
| Mr. D. P. Tantia | - | 5.62 | - | - | 5.62 |
| | (-) | (3.37) | (-) | (-) | (3.37) |
| Mr. S. G. Tantia | - | 17.10 | - | - | 17.10 |
| | (-) | (10.26) | (-) | (-) | (10.26) |
| Mr. Atul Tantia | - | 5.22 | - | - | 5.22 |
| | (-) | (3.13) | (-) | (-) | (3.13) |
| Mr. Vaibhav Tantia | - | 3.34 | - | - | 3.34 |
| | (-) | (2.01) | (-) | (-) | (2.01) |
| Mr. Arun Kumar Dokania | - | 0.01 | - | - | 0.01 |
| | (-) | (0.01) | (-) | (-) | (0.01) |
| Mrs. Pramila Tantia | - | - | - | 5.55 | 5.55 |
| | (-) | (-) | (-) | (3.33) | (3.33) |
| Mrs. Kriti Tantia | - | - | - | 2.67 | 2.67 |
| | (-) | (-) | (-) | (1.60) | (1.60) |
| Mrs. Radhika Tantia | - | - | - | 1.25 | 1.25 |
| | (-) | (-) | (-) | (0.75) | (0.75) |
| Mrs. Vinita Tantia | - | - | - | 5.75 | 5.75 |
| | (-) | (-) | (-) | (3.45) | (3.45) |
| Mrs. Harshita Tantia | - | - | - | 0.20 | 0.20 |
| | (-) | (-) | (-) | (0.12) | (0.12) |
| Mr. Amrit Jyoti Tantia | - | - | - | 3.22 | 3.22 |
| | (-) | (-) | (-) | (1.93) | (1.93) |
| M/s Dwarika Prasad Tantia HUF | - | - | 1.26 | - | 1.26 |
| | (-) | (-) | (0.76) | (-) | (0.76) |
| M/s Shree Gopal Tantia HUF | - | - | 1.96 | - | 1.96 |
| | (-) | (-) | (1.17) | (-) | (1.17) |
| Mrs. Manju Dokania | - | - | - | 0.01 | 0.01 |
| | (-) | (-) | (-) | (0.01) | (0.01) |
| GPT Ventures Private Limited | - | - | 37.94 | - | 37.94 |
| | (-) | (-) | (9.21) | (-) | (9.21) |
| GPT Sons Private Limited | - | - | 12.50 | - | 12.50 |
| | (-) | (-) | (-) | (-) | (-) |
| M/s. GPT Employees Welfare Trust | - | - | 2.50 | - | 2.50 |
| | (-) | (-) | (1.50) | (-) | (1.50) |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
C. Details of transactions and Balances outstanding relating to Others (Contd.):

(₹ in lacs)

| Nature of Transactions | Subsidiary Companies | Key Management Personnel | Enterprises over over which KMP/ KMP's relatives having significant influence | Relatives of Key Management Personnel | Total |
|--|------------------------|--------------------------|---|---------------------------------------|------------------------|
| Investment during the year | | | | | |
| Jogbani Highway Private Limited | 250.00 (330.00) | - (-) | - (-) | - (-) | 250.00 (330.00) |
| GPT Marecom Private Limited | - (144.00) | - (-) | - (-) | - (-) | - (144.00) |
| Loan Paid | | | | | |
| GPT Marecom Private Limited | 185.50 (-) | - (-) | - (-) | - (-) | 185.50 (-) |
| Share Application Money Paid | | | | | |
| Jogbani Highway Private Limited | 17.00 (-) | - (-) | - (-) | - (-) | 17.00 (-) |
| Security Deposit Paid | | | | | |
| GPT Estate Private Limited | - (-) | - (-) | - (100.00) | - (-) | - (100.00) |
| Outstanding Guarantees and Letter of Credit | | | | | |
| GPT Concrete Products South Africa (Pty.) Limited | 1,614.24 (2,215.17) | - (-) | - (-) | - (-) | 1,614.24 (2,215.17) |
| Jogbani Highway Private Limited | 368.00 (368.00) | - (-) | - (-) | - (-) | 368.00 (368.00) |
| GPT Marecom Private Limited | - (12.76) | - (-) | - (-) | - (-) | - (12.76) |
| Balance outstanding as at the year end – Debit | | | | | |
| GPT Concrete Products South Africa (Pty.) Limited | 155.48 (253.40) | - (-) | - (-) | - (-) | 155.48 (253.40) |
| GPT Investments Private Limited | 935.42 (935.42) | - (-) | - (-) | - (-) | 935.42 (935.42) |
| GPT Marecom Private Limited | 329.50 (143.46) | - (-) | - (-) | - (-) | 329.50 (143.46) |
| Jogbani Highway Private Limited | 22.00 (- 44.80) | - (-) | - (-) | - (-) | 22.00 (- 44.80) |
| GPT Estate Private Limited | - (-) | - (-) | 115.50 (100.00) | - (-) | 115.50 (100.00) |
| Balance outstanding as at the year end – Credit | | | | | |
| GPT Castings Limited | - (-) | - (-) | 57.10 (48.84) | - (-) | 57.10 (48.84) |
| GPT Healthcare Private Limited | - (-) | - (-) | 28.20 (3.42) | - (-) | 28.20 (3.42) |
| GPT Sons Private Limited | - (-) | - (-) | 165.54 (-) | - (-) | 165.54 (-) |
| GPT Ventures Private Limited | - (-) | - (-) | - (300.30) | - (-) | - (300.30) |
| Mr. D. P. Tantia | - (-) | 16.79 (23.45) | - (-) | - (-) | 16.79 (23.45) |
| Mr. S. G. Tantia | - (-) | 4.10 (3.45) | - (-) | - (-) | 4.10 (3.45) |
| Mr. Atul Tantia | - (-) | 1.80 (1.45) | - (-) | - (-) | 1.80 (1.45) |
| Mr. Vaibhav Tantia | - (-) | 1.15 (1.45) | - (-) | - (-) | 1.15 (1.45) |
| Mr. Arun Kumar Dokania | - (-) | 1.72 (1.05) | - (-) | - (-) | 1.72 (1.05) |
| Mrs. Pramila Tantia | - (-) | - (-) | - (-) | - (0.15) | - (0.15) |


NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
C. Details of transactions and Balances outstanding relating to Others (Contd.):

(₹ in lacs)

| Nature of Transactions | Subsidiary Companies | Key Management Personnel | Enterprises over over which KMP/ KMP's relatives having significant influence | Relatives of Key Management Personnel | Total |
|---|----------------------|--------------------------|---|---------------------------------------|-------------|
| Personal Guarantee of Directors/ Relatives on behalf of the Company | | | | | |
| Mr. D. P. Tantia | - | 30,575.49 | - | - | 30,575.49 |
| | (-) | (11,943.62) | (-) | (-) | (11,943.62) |
| Mr. S. G. Tantia | - | 31,178.26 | - | - | 31,178.26 |
| | (-) | (12,121.30) | (-) | (-) | (12,121.30) |
| Mr. Atul Tantia | - | 31,178.26 | - | - | 31,178.26 |
| | (-) | (12,303.49) | (-) | (-) | (12,303.49) |
| Mr. Vaibhav Tantia | - | 27,985.16 | - | - | 27,985.16 |
| | (-) | (10,154.01) | (-) | (-) | (10,154.01) |
| Mrs. Pramila Tantia | - | - | - | 2,019.17 | 2,019.17 |
| | (-) | (-) | (-) | (7,056.61) | (7,056.61) |
| Mrs. Vinita Tantia | - | - | - | - | - |
| | (-) | (-) | (-) | (1,589.05) | (1,589.05) |

Note: Figures in bracket relates to previous year.

33. INTEREST IN JOINT VENTURES:
a) Particulars of the Company's interest in integrated Joint Ventures are as below:

(₹ in lacs)

| Name of Joint Venture | Proportion of Interest | | Country of | |
|---|------------------------|-----------|---------------|-----------|
| | 2011 – 12 | 2010 – 11 | Incorporation | Residence |
| GPT – GVV(JV) | 60% | 60% | India | India |
| GPT – MADHAVA (JV) | 49% | 49% | India | India |
| GPT – PREMCO – RDS (JV) | 45% | 45% | India | India |
| GPT – GEO (JV) | 60% | 60% | India | India |
| GPT – GEO – UTS (JV) | 60% | 60% | India | India |
| GPT – SLDN – UTS (JV) | 60% | 60% | India | India |
| GPT – RDS (JV) | 50% | 50% | India | India |
| GPT – SLDN – COPCO (JV) | 60% | 60% | India | India |
| GPT Infrastructure Pvt Ltd & Universal Construction Co. (JV) | 60% | 60% | India | India |
| GPT – RAHEE (JV) | 50% & 65% | 50% & 65% | India | India |
| GPT – CVCC – SLDN (JV) | 37.50% | 37.50% | India | India |
| GPT – TRIBENI (JV) | 60% | 60% | India | India |
| GPT – RANHILL (JV) | 99.99% | - | India | India |
| GPT – SMC (JV) | 51% | - | India | India |
| GPT – Transnamib Concrete Sleepers (Pty) Limited | 37% | 37% | Namibia | Namibia |
| BHARAT – GPT (JV) | 50% | 50% | India | India |
| BHARATIA – GPT – ALLIED (JV) | 65% | 65% | India | India |
| GEO Foundation & Structure Pvt Ltd & GPT Infraprojects Ltd (JV) | 49% | - | India | India |
| JMC – GPT (JV) | 99.99% | - | India | India |
| PREMCO – GPT (JV) | 40% | 40% | India | India |
| PIONEER – GPT (JV) | 80% | - | India | India |
| RAHEE – GPT (JV) | 50%, 51% & 30% | 50% & 51% | India | India |
| RAHEE – GPT (IB) (JV) | 30% | 30% | India | India |
| RAHEE – GPT (NFR) (JV) | 51% | 51% | India | India |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

b) The Company's share of assets, liabilities, income and expenses in the Joint Ventures as at and for the year ended 31st March, 2012 is as follows: (₹ in lacs)

| Name of Joint Venture | Company's share in | | | | |
|---|--------------------|-------------|------------|------------|---------------------------|
| | Assets | Liabilities | Income | Expenses | Profit/Loss (-) after tax |
| GPT – GVV(JV) | 70.56 | 70.56 | 121.95 | 118.99 | 2.96 |
| | (114.32) | (114.32) | (173.39) | (169.27) | (4.12) |
| GPT – MADHAVA (JV) | 88.28 | 88.28 | 15.35 | 15.04 | 0.31 |
| | (106.52) | (106.52) | (-) | (-) | (-) |
| GPT – PREMCO – RDS (JV) | 15.36 | 15.36 | - | - | - |
| | (12.41) | (12.41) | (11.96) | (11.76) | (0.20) |
| GPT – GEO (JV) | 8.40 | 8.40 | - | - | - |
| | (8.80) | (8.80) | (-) | (-) | (-) |
| GPT – GEO – UTS (JV) | 12.46 | 12.46 | - | - | - |
| | (12.43) | (12.43) | (0.05) | (0.05) | (-) |
| GPT – SLDN – UTS (JV) | 132.53 | 132.53 | 42.37 | 41.51 | 0.86 |
| | (129.96) | (129.96) | (151.03) | (148.01) | (3.02) |
| GPT – RDS (JV) | 58.07 | 58.07 | - | - | - |
| | (62.89) | (62.89) | (7.23) | (6.99) | (0.24) |
| GPT – SLDN – COPCO (JV) | 8.12 | 8.12 | 17.11 | 16.82 | 0.29 |
| | (7.88) | (7.88) | (-) | (-) | (-) |
| GPT Infrastructure Pvt Ltd & Universal Construction Co. (JV) | 10.14 | 10.14 | - | - | - |
| | (10.14) | (10.14) | (25.93) | (25.35) | (0.58) |
| GPT – RAHEE (JV) | 3,335.29 | 3,335.29 | 3,998.13 | 3,601.45 | 396.68 |
| | (2,316.43) | (2,316.43) | (1,829.40) | (1,645.75) | (183.65) |
| GPT – CVCC – SLDN (JV) | 227.79 | 227.79 | 313.88 | 305.40 | 8.48 |
| | (224.72) | (224.72) | (741.57) | (721.77) | (19.80) |
| GPT – TRIBENI (JV) | 270.24 | 270.24 | 517.21 | 499.74 | 17.47 |
| | (250.18) | (250.18) | (681.64) | (658.88) | (22.76) |
| GPT – RANHILL (JV) | 554.23 | 554.23 | - | - | - |
| | (-) | (-) | (-) | (-) | (-) |
| GPT – SMC (JV) | 88.39 | 88.39 | 10.32 | 10.32 | - |
| | (-) | (-) | (-) | (-) | (-) |
| GPT – Transnamib Concrete Sleepers (Pty) Limited | 1,268.00 | 1,268.00 | 675.89 | 570.20 | 105.69 |
| | (1,035.17) | (1,035.17) | (1.33) | (35.61) | (- 34.28) |
| BHARAT – GPT (JV) | 203.21 | 203.21 | 319.91 | 303.91 | 16.00 |
| | (97.63) | (97.63) | (144.92) | (137.67) | (7.25) |
| BHARATIA – GPT – ALLIED(JV) | 25.76 | 25.76 | 259.10 | 248.60 | 10.50 |
| | (9.97) | (9.97) | (111.12) | (106.67) | (4.45) |
| GEO Foundation & Structure Pvt Ltd & GPT Infraprojects Ltd (JV) | 80.30 | 80.30 | 292.91 | 292.91 | - |
| | (-) | (-) | (-) | (-) | (-) |
| JMC – GPT (JV) | 0.10 | 0.10 | - | - | - |
| | (-) | (-) | (-) | (-) | (-) |
| PREMCO – GPT (JV) | 125.49 | 125.49 | 760.50 | 721.97 | 38.53 |
| | (74.16) | (74.16) | (583.21) | (552.99) | (30.22) |
| PIONEER – GPT (JV)* | 155.23 | 155.23 | 371.46 | 352.21 | 19.25 |
| | (-) | (-) | (-) | (-) | (-) |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

- b) The Company's share of assets, liabilities, income and expenses in the Joint Ventures as at and for the year ended 31st March, 2012 is as follows (Contd.): (₹ in lacs)

| Name of Joint Venture | Company's share in | | | | |
|-------------------------|--------------------|--------------------|--------------------|--------------------|---------------------------|
| | Assets | Liabilities | Income | Expenses | Profit/Loss (-) after tax |
| RAHEE – GPT (JV) | 283.88 (256.06) | 283.88 (256.06) | 164.61 (621.27) | 158.32 (576.07) | 6.29 (45.20) |
| RAHEE – GPT – (IB) (JV) | 225.62 (323.39) | 225.62 (323.39) | 509.04 (371.30) | 464.73 (338.98) | 44.31 (32.32) |
| GPT – RAHEE – NFR (JV) | 94.89 (280.08) | 94.89 (280.08) | 221.73 (420.90) | 210.48 (399.51) | 11.25 (21.39) |

* Based on Provisional Financial Statement as certified and furnished by the management.

- c) Company's share of Capital Expenditure Commitments and Contingent Liabilities of the Joint Ventures – ₹6.99 Lacs (₹6.90 lacs)

34. DIRECTORS' REMUNERATION

Details of Directors' Remuneration are as follows:

(₹ in lacs)

| Particulars | Year ended 31st March 2012 | Year ended 31st March 2011 |
|--|-------------------------------|-------------------------------|
| I. Managing and Executive Directors: Salary and Allowances* | 90.60 | 90.60 |
| II. Non-executive Directors Commission | 16.79 | 23.45 |
| Total | 107.39 | 114.05 |

* As the future liability for gratuity and leave encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to the directors is not ascertainable and therefore, not included above.

35. Derivative instruments and unhedged foreign currency exposure as on the balance sheet date are as under :

In view of the announcement made by The Institute of Chartered Accountants of India (ICAI) on 'Accounting for Derivatives' the Company has provided for losses amounting to ₹2.64 lacs (₹11.00 lacs) in respect of outstanding derivative contracts at the balance sheet date by marking them to market in line with the principles of prudence.

Derivative Instruments/Forward Contracts outstanding as at the balance sheet date are as follows :-

- Forward Cover Contracts of USD 29.53 lacs (USD 30.00 lacs) on short term borrowings,
- Interest rate swap with call spread contracts of USD 10.00 lacs (USD 5.00 lacs) on long term borrowings

The Particulars of unhedged foreign currency exposure at the balance sheet date are as follows:

(₹ in lacs)

| Particulars | As at 31st March 2012 | As at 31st March 2011 |
|---------------------------------------|--------------------------|--------------------------|
| Trade Receivable | 1,046.56 | 1,512.56 |
| Cash and Bank Balance | 12.60 | 2.86 |
| Loans & Advances | 172.87 | 177.13 |
| Investments | 2,050.01 | 1,232.58 |
| Borrowings (Long Term and Short Term) | 1,410.78 | 893.89 |
| Trade Payable | 9.38 | 81.92 |
| Other Liabilities | 406.50 | 304.32 |
| Other Current Assets | 70.74 | - |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
36. EARNING IN FOREIGN CURRENCY (ACCRUAL BASIS)

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|--|----------|----------|
| F.O.B. Value of Exports | 1,882.04 | 2,058.14 |
| Consultancy and Royalty Income | 26.68 | 7.84 |
| Dividend Received | 70.74 | - |
| Income from Foreign Operations | 226.69 | 127.25 |
| Other Non Operating Income (Director Remuneration, Sitting Fees, etc.) | 3.25 | 2.05 |

37. (a) Expenditure in foreign currency (Accrual basis)

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|------------------------------------|---------|---------|
| Travelling | 22.33 | 8.91 |
| Professional Fees | - | 91.27 |
| Interest | 181.82 | 58.43 |
| Expenditure for foreign Operations | 53.57 | 291.62 |

(b) Remittances (Net of Tax) in Foreign Currency on account of Dividend:

| Particulars | 2011-12 | 2010-11 |
|---|---------|-------------|
| a) No. of non resident shareholders | - | 1 |
| b) No. of Compulsorily Convertible Preference Shares held on which dividend was due | - | 17,93,000 |
| c) Amount remitted as dividend on Compulsorily Convertible Preference Shares | - | ₹50.20 lacs |
| d) Year to which dividend relates | - | 2009-10 |

38. VALUE OF IMPORTS CALCULATED ON CIF BASIS

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|-----------------------|---------|---------|
| Construction Material | 212.72 | 223.75 |
| Capital Goods | 295.26 | 276.11 |

39. Value of imported and indigenous Raw Materials, Construction Materials and Stores & Spares consumed:

(₹ in lacs)

| Particulars | 2011-12 | | 2010-11 | |
|-----------------------------|-----------------|----------------|------------------|----------------|
| | (₹ in lacs) | Percentage | (₹ in lacs) | Percentage |
| (i) Raw Materials | | | | |
| Imported | - | - | - | - |
| Indigenous | 3,928.47 | 100.00% | 3,383.05 | 100.00% |
| Total : | 3,928.47 | 100.00% | 3,383.05 | 100.00% |
| (ii) Construction Materials | | | | |
| Imported | 212.72 | 2.37% | 223.75 | 2.14% |
| Indigenous | 8,778.12 | 97.63% | 10,221.95 | 97.86% |
| Total : | 8,990.84 | 100.00% | 10,445.70 | 100.00% |
| (iii) Stores & Spares | | | | |
| Imported | - | - | - | - |
| Indigenous | 1,382.00 | 100.00% | 882.43 | 100.00% |
| Total : | 1,382.00 | 100.00% | 882.43 | 100.00% |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
40. CONSTRUCTION CONTRACTS DISCLOSURE

Information relating to Construction contracts as per Accounting Standard 7 (Revised) are given below: (₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|--|-----------|-----------|
| Contract income recognized as revenue during the year | 24,199.69 | 30,467.69 |
| Aggregate amount of costs incurred and recognized profits (less recognized losses) till date | 83,716.09 | 77,820.63 |
| Advances received (unadjusted) | 1,928.23 | 2,238.49 |
| Retention amount | 2,949.82 | 2,794.08 |
| Gross amount due from customers for contract work | 12,152.37 | 8,484.13 |
| Gross amount due to customers for contract work | 59.24 | 7.70 |

41. (a) Gratuity and leave benefit plans (AS 15 Revised)

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favorable than the provisions of The Payment of Gratuity Act, 1972. The scheme is funded.

The Company also has other long term employee benefit plan for leave. Every employee is entitled to cash equivalent of unutilized leave balance at the time of retirement/resignation. The scheme is unfunded. (₹ in lacs)

| Particulars | Gratuity (Funded) | | Leave Encashment (Unfunded) | |
|---|-------------------|---------------|-----------------------------|-----------------------|
| | 2011-12 | 2010-11 | 2011-12 | 2010-11 |
| Movement in defined/ other long term employee benefit obligation | | | | |
| Obligation at the beginning of the year | 121.06 | 73.57 | 89.48 | 54.76 |
| Current Service Cost | 23.71 | 22.76 | 19.89 | 24.54 |
| Interest Cost | 10.23 | 7.79 | 7.61 | 4.38 |
| Actuarial (gain)/loss | (17.17) | 18.14 | (8.24) | 5.80 |
| Benefits paid | (1.49) | (1.20) | - | - |
| Obligation at the year end | 136.34 | 121.06 | 108.74 | 89.48 |
| Change in Plan Assets | | | | |
| Plan assets at period beginning, at fair value | 71.10 | 65.90 | | |
| Expected return on plan assets | 6.04 | 5.48 | | |
| Actuarial gain/(Loss) | (4.48) | 0.09 | Not Applicable | Not Applicable |
| Contributions | 20.00 | 0.83 | | |
| Benefits paid | (1.49) | (1.20) | | |
| Plan Assets at the year end, at fair value | 91.17 | 71.10 | Not Applicable | 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 | 91.17 | 71.10 | - | - |
| Present value of the defined benefit obligations at the end of the year | 136.34 | 121.06 | 108.74 | 89.48 |
| Liability/(Assets) recognised in the Balance Sheet | 45.17 | 49.96 | 108.74 | 89.48 |
| Cost for the Year | | | | |
| Current service cost | 23.71 | 22.76 | 19.89 | 24.54 |
| Interest cost | 10.23 | 7.79 | 7.61 | 4.38 |
| Expected return on plan assets | (6.04) | (5.48) | - | - |
| Actuarial (gain)/loss | (12.69) | 18.05 | (8.24) | 5.80 |
| Net Cost recognized in the statement of Profit and Loss | 15.21 | 43.12 | 19.26 | 34.72 |

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

Gratuity and Leave benefit plan (as per AS 15 revised) (Contd.)

(₹ in lacs)

| Particulars | Gratuity (Funded) | | Leave Encashment (Unfunded) | |
|---|-------------------|---------|-----------------------------|----------------|
| | 2011-12 | 2010-11 | 2011-12 | 2010-11 |
| Assumptions used to determine the benefit obligations : | | | | |
| Discount rate | 8.50% | 8.00% | 8.50% | 8.00% |
| Estimated rate of return on plan assets | 8.50% | 8.00% | Not Applicable | Not Applicable |
| The major categories of plan assets as a percentage of the fair value of total plan assets are as follows: | | | | |
| Funded with the insurer | 100% | 100% | Not Applicable | Not Applicable |

The amount for current and previous years is as follows:-

(₹ in lacs)

| | 2012 | 2011 | 2010 | 2009 | 2008 |
|--|-------------------|---------|----------------|----------------|----------------|
| | Gratuity (Funded) | | | | |
| Defined value of obligations at the end of the year | 136.34 | 121.06 | 73.57 | 95.94* | 32.32 |
| *Including ₹34.63 lacs excess provided in the accounts | | | | | |
| Plan Assets at the end of the period | 91.17 | 71.10 | 65.90 | 27.59 | 14.64 |
| Surplus/(Deficit) | (45.17) | (49.96) | (7.67) | (68.35) | (17.68) |
| Experience (Gain)/Loss on Plan Liabilities | 20.42 | 18.14 | Not Available* | Not Available* | Not Available* |
| Experience Gain/(Loss) on Plan Assets | 0.10 | 0.08 | Not Available* | Not Available* | Not Available* |

* The Management has relied on the overall actuarial valuation conducted by the actuary. However, experience adjustments on plan liabilities and assets are not readily available and hence not disclosed.

The Company expects to contribute ₹24.71 lacs (₹24.00 lacs) in the year 2012 – 13.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

(b) Amount incurred as expense for defined contribution plans

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|--------------------------------|---------|---------|
| Contribution to Provident Fund | 50.71 | 57.96 |

Notes:

- The estimates of future salary increase considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- The leave liabilities are non - funded. Accordingly, information regarding planned assets are not applicable.



NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

42. The Company has operating leases for office and other premises that are renewable on a periodic basis and are cancelable by giving a notice period ranging from one month to three months. The amount of rent expenses included in statement of profit and loss towards operating Leases aggregate to ₹198.34 lacs (₹97.27 lacs).
43. Previous year's figures including those given in brackets have been regrouped/re-arranged wherever considered necessary to confirm to current years classifications in terms of note 2(b).

As per our attached report of even date

For For S R B C & Co.

Firm registration number: 324982E

Chartered Accountants

per Kamal Agarwal

Partner

Membership No. 058652

Place : Kolkata

Dated : 26th May 2012

For and on behalf of Board of Directors

D. P. Tantia

Chairman

S. G. Tantia

Managing Director

Atul Tantia

Executive Director

V. N. Purohit

Director

R. Mishra

Company Secretary

CONSOLIDATED AUDITORS' REPORT

To the Board of Directors
GPT Infraprojects Limited

1. We have audited the attached consolidated balance sheet of GPT Infraprojects Limited ('the Company') and its Subsidiaries and Joint Ventures (the 'Group') as at March 31, 2012 and also the consolidated statement of profit and loss and the consolidated cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the 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. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of certain subsidiaries, whose financial statements reflect total assets of ₹6,622.17 lacs as at March 31, 2012 and total revenue of ₹4,816.60 lacs and net cash outflow amounting to ₹227.86 lacs for the year then ended. We also did not audit the financial statements of certain joint ventures, whose financial statements reflect the Company's share of ₹6,606.32 lacs in total assets as at March 31, 2012 and proportionate share in revenue of ₹8,231.44 lacs and proportionate share in net cash outflow amounting to ₹103.36 lacs for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of these subsidiaries and joint ventures, is based solely on the report of other auditors.
4. We did not audit the financial statements of a foreign project site of the Company, whose financial statements (net of eliminations) reflect total assets of ₹728.19 lacs as at March 31, 2012 and total revenue of ₹145.82 lacs and net cash flows amounting to ₹9.74 lacs for the year then ended. These financial statements and other financial information of such foreign project site have been audited by other auditors whose report has been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of the said foreign project site, is based solely on the report of other auditors.
5. We did not audit the financial statements of a joint venture, whose financial statements reflect the Company's share of ₹155.23 lacs in total assets as at March 31, 2012 and proportionate share in revenue of ₹371.46 lacs and proportionate share in net cash flows amounting to ₹1.79 lacs for the year then ended. These financial statements and other financial information have been consolidated in these accounts on the basis of unaudited financial statements as certified by the management and our opinion, in so far as it relates to the amount included in respect of the joint venture, is based on such certified unaudited financial statements.
6. We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements and Accounting Standard (AS) 27, Financial Reporting of Interests in Joint Ventures notified pursuant to the Companies (Accounting Standards) Rules, 2006 (as amended).
7. Based on our audit and on consideration of the reports of other auditors on separate financial statements and on the other financial information of the components, 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 in conformity with the accounting principles generally accepted in India:
 - a) in the case of the consolidated balance sheet, of the state of affairs of the Group as at March 31, 2012;
 - b) in the case of the consolidated statement of profit and loss, of the consolidated profit for the year ended on that date; and
 - c) in the case of the consolidated cash flow statement, of the consolidated cash flows for the year ended on that date.

For S R B C & Co.
Firm Registration Number: 324982E
Chartered Accountants

per Kamal Agarwal
Partner

Place : Kolkata
Date : 26th May, 2012

Membership No.: 058652

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2012**

(₹ in lacs)

| Particulars | Note No. | As at 31st March 2012 | As at 31st March 2011 |
|--|----------|-----------------------|-----------------------|
| EQUITY AND LIABILITIES | | | |
| Shareholders' funds | | | |
| Share capital | 3 | 1,434.30 | 1,636.80 |
| Reserves and surplus | 4 | 13,195.01 | 9,666.86 |
| Money received against share warrants | | - | 296.25 |
| Minority Interest | | 331.60 | 262.81 |
| Non-current liabilities | | | |
| Long-term borrowings | 5 | 1,093.15 | 1,836.46 |
| Deferred tax liabilities (net) | 6 | 634.93 | 443.40 |
| Long-term provisions | 7 | 105.76 | 111.87 |
| Current liabilities | | | |
| Short-term borrowings | 8 | 16,519.94 | 13,094.77 |
| Trade payables | 9 | 9,957.41 | 6,776.88 |
| Other current liabilities | 10 | 5,155.89 | 5,178.22 |
| Short-term provisions | 7 | 539.61 | 329.67 |
| Total | | 48,967.60 | 39,633.99 |
| ASSETS | | | |
| Non-current assets | | | |
| Fixed assets | | | |
| - Tangible assets | 11 | 11,677.78 | 9,016.00 |
| - Intangible assets | 11 | 105.64 | - |
| - Capital work-in-progress [includes proportionate share in joint venture ₹ Nil (₹803.44 lacs)] | | 974.76 | 1,019.96 |
| - Intangible assets under development | | 99.68 | 56.93 |
| - Pre-operative expenses | | - | 100.00 |
| - Goodwill on Consolidation | | 335.81 | - |
| Deferred tax asset (net) [includes proportionate share in joint venture ₹ Nil (₹17.50 lacs)] | | - | 17.50 |
| Long-term loans and advances | 12 | 400.73 | 1,413.61 |
| Trade receivables | 14 | 233.97 | 24.67 |
| Other non-current assets | 13 | 325.68 | 618.95 |
| Preliminary Expenses to the extent not written off [includes proportionate share in joint venture ₹0.36 lacs (₹0.43 lacs)] | | 2.59 | 4.13 |
| Current assets | | | |
| Inventories | 15 | 7,531.48 | 6,106.23 |
| Trade receivables | 14 | 11,426.16 | 9,825.78 |
| Cash and bank balances | 16 | 1,705.48 | 2,013.97 |
| Short-term loans and advances | 12 | 2,938.21 | 2,760.33 |
| Other current assets | 13 | 11,209.63 | 6,655.93 |
| Total | | 48,967.60 | 39,633.99 |
| Summary of significant accounting policies | 2 | | |

The accompanying notes are an integral part of the financial statements

As per our attached report of even date

For For S R B C & Co.

Firm registration number: 324982E

Chartered Accountants

per Kamal Agarwal

Partner

Membership No. 058652

Place : Kolkata

Dated : 26th May 2012

For and on behalf of Board of Directors

D. P. Tantia

Chairman

S. G. Tantia

Managing Director

Atul Tantia

Executive Director

V. N. Purohit

Director

R. Mishra

Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2012

(₹ in lacs)

| Particulars | Note No. | 2011-12 | 2010-11 |
|---|----------|------------------|------------------|
| INCOME | | | |
| Revenue from operations (gross) | 17 | 42,777.44 | 43,793.07 |
| Less: Excise duty | | 370.49 | 345.59 |
| Revenue from operations (net) | | 42,406.95 | 43,447.48 |
| Other income | 18 | 640.39 | 527.84 |
| Total revenue (I) | | 43,047.34 | 43,975.32 |
| EXPENSES | | | |
| Cost of materials consumed | | | |
| - Raw materials | 19 | 6,667.85 | 3,383.05 |
| - Materials for construction/other contracts | 20 | 9,167.38 | 12,447.30 |
| Purchase of stock-in-trade | 21 | 160.39 | 487.93 |
| Change in inventories of finished goods, stock-in-trade and work-in-progress | 22 | (269.67) | (174.37) |
| Employee benefits expense | 23 | 2,318.39 | 1,941.66 |
| Other expenses [including prior period expenses (net) of ₹4.91 lacs (₹12.32 lacs)] | 24 | 18,281.78 | 19,943.09 |
| Total expenses (II) | | 36,326.12 | 38,028.66 |
| Earning before finance costs, tax expenses, depreciation & amortization expenses (EBITDA) (I) – (II) | | 6,721.22 | 5,946.66 |
| Depreciation & amortization expenses | 11 | 1,538.19 | 1,197.45 |
| Finance costs | 25 | 2,599.43 | 2,066.44 |
| Profit before taxes (III) | | 2,583.60 | 2,682.77 |
| Tax expenses | | | |
| - Current tax [includes proportionate share in Joint Venture ₹264.92 lacs (₹176.54 lacs)] | | 556.49 | 812.61 |
| - Income tax of earlier year written back | | (29.64) | 0.05 |
| - Deferred tax [includes proportionate share in Joint Venture ₹99.24 lacs (₹17.50 lacs)] | | 209.03 | (84.50) |
| Total tax expenses (IV) | | 735.88 | 728.16 |
| Profit for the year before minority interest [(III) – (IV)] | | 1,847.72 | 1,954.61 |
| Less: Minority Interest | | 272.67 | 95.71 |
| Profit for the year | | 1,575.05 | 1,858.90 |
| Earnings per equity share (nominal value of share ₹10/- each) | 29 | | |
| (1) Basic (₹) | | 11.13 | 17.95 |
| (2) Diluted (₹) | | 11.13 | 17.37 |
| Summary of significant accounting policies | 2 | | |

The accompanying notes are an integral part of the financial statements

As per our attached report of even date

For For S R B C & Co.

Firm registration number: 324982E

Chartered Accountants

per Kamal Agarwal

Partner

Membership No. 058652

Place : Kolkata

Dated : 26th May 2012

For and on behalf of Board of Directors

D. P. Tantia

Chairman

Atul Tantia

Executive Director

R. Mishra

Company Secretary

S. G. Tantia

Managing Director

V. N. Purohit

Director

**CONSOLIDATED CASH FLOW STATEMENT** FOR THE YEAR ENDED 31ST MARCH 2012

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|--|-----------------------|-------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit before tax | 2,583.60 | 2,682.77 |
| Adjustment for : | | |
| Depreciation/Amortization | 1,538.19 | 1,197.45 |
| Loss on Sale/Discard of Fixed Assets (Net) | 21.59 | 23.47 |
| Interest on deposits from Banks/loans, advances etc. (Gross) | (138.04) | (114.82) |
| Provision for Doubtfull Debts | - | 19.11 |
| Bad Debts written off | - | 9.57 |
| Unspent liabilities/Provisions no longer required written back | (12.14) | (7.45) |
| Loss on Exchange Fluctuation (Net) - Unrealised | 73.84 | 43.50 |
| Preliminary Expenses written off | 1.54 | 0.02 |
| Interest Expenses | 2,234.09 | 1,819.42 |
| Operating Profit before working capital changes | 6,302.67 | 5,673.04 |
| (Increase)/Decrease in Loans & Advances | 973.68 | (1,457.00) |
| (Increase)/Decrease in Other Assets | (4,561.97) | (435.74) |
| (Increase)/Decrease in Trade Recivable | (1,760.90) | (3,550.86) |
| (Increase)/Decrease in Inventories | (1,425.25) | (696.01) |
| Increase/(Decrease) in Trade Payable/Other Liabilities | 2,357.57 | 1,115.16 |
| Increase/(Decrease) in Provisions | 16.87 | 77.01 |
| Cash Generated from operations | 1,902.67 | 725.60 |
| Taxes paid | (756.80) | (1,547.08) |
| Net Cash from Operating Activities | (A) 1,145.87 | (821.48) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Repayment of loan to GPT Employees Welfare Trust (Interest free) | 2.50 | 4.10 |
| Loan to body corporates | (10.80) | (330.01) |
| Purchase of fixed assets (including capital work in progress) | (2,712.20) | (2,778.33) |
| Sale of fixed assets | 19.37 | 99.12 |
| Sale of Investments | - | 4.40 |
| Acquisition of additional stake in an existing subsidiary | (465.07) | - |
| Interest received | 146.31 | 104.82 |
| Investment in shares of a subsidiary at the time of acquisition | - | (24.74) |
| Investment in Bank Fixed Deposits | (537.95) | (1,642.91) |
| Proceeds from maturity of Bank Fixed Deposit | 669.74 | 1,511.94 |
| Net Cash used in Investing Activities | (B) (2,888.10) | (3,051.61) |

CONSOLIDATED CASH FLOW STATEMENT (Contd.) FOR THE YEAR ENDED 31ST MARCH 2012

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|--|---------------------|-----------------|
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Long Term Borrowings received | 886.51 | 3,661.60 |
| Long Term Borrowings repaid | (1,137.19) | (3,290.23) |
| Cash Credit and Working Capital received (Net) | 2,949.96 | 1,753.32 |
| Short Term Borrowings received | 18,669.83 | 1,500.00 |
| Short Term Borrowings paid | (18,271.29) | (419.07) |
| Proceeds from Contribution from Minorities | - | 120.00 |
| Proceeds against preferential convertible warrants | 508.75 | 2,605.00 |
| Proceeds from issue of compulsorily convertible preferential shares | - | 320.00 |
| Dividend paid | (172.09) | (254.20) |
| Dividend paid by a subsidiary (Including tax on dividend) | (67.83) | - |
| Interest Paid | (2,202.11) | (1,821.30) |
| Tax on Dividend | (27.92) | (42.22) |
| Net Cash from Financing Activities | (C) 1,136.62 | 4,132.90 |
| Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C) | (605.61) | 259.81 |
| Effect of Foreign Currency Translation | 135.66 | (366.01) |
| Cash and Cash Equivalents - Opening Balance | 887.04 | 989.28 |
| Cash and Cash Equivalents of a subsidiary company at the time of acquisition | - | 3.96 |
| Cash and Cash Equivalents - Closing Balance | 417.09 | 887.04 |
| Notes: | | |
| Cash & Cash Equivalents *: | | |
| Cash on hand (including cheques/draft on hand) | 54.66 | 264.90 |
| Balance with Banks: | | |
| On Current Account | 362.42 | 622.14 |
| On Unpaid dividend account** | 0.01 | - |
| Cash and Cash Equivalents as at the Close of the year (Refer note no. 16) | 417.09 | 887.04 |
| * Excluding restricted Cash in form of Fixed Deposits Pledged as security/margin with sales tax authority, banks and customers | 1,236.41 | 1,002.62 |
| * Excluding fixed deposits having maturity period over 3 months | 51.98 | 124.31 |
| ** The Company can utilise these balances only towards settlement of the respective unpaid dividend | | |

As per our attached report of even date

For For S R B C & Co.

Firm registration number: 324982E

Chartered Accountants

per Kamal Agarwal

Partner

Membership No. 058652

Place : Kolkata

Dated : 26th May 2012

For and on behalf of Board of Directors

D. P. Tantia

Chairman

Atul Tantia

Executive Director

R. Mishra

Company Secretary

S. G. Tantia

Managing Director

V. N. Purohit

Director



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

1. GROUP INFORMATION

GPT Infraprojects Limited (the Company) is a listed public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company along with its four subsidiaries and twenty four joint ventures (collectively referred as the Group) operates in (a) execution of construction contracts and other infrastructure activities, (b) manufacture and supply of concrete sleepers, (c) manufacture and supply of PVC Revetment Concrete Mattress generally used for maritime protection works and (d) Electricity generation from Wind Farm.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Principles of Consolidation

The consolidated financial statements which relate to GPT Infraprojects Limited, (the Company) and its subsidiaries and Joint Ventures (the 'Group') have been prepared in accordance with the applicable Accounting Standards notified by the Companies Accounting Standards Rules, 2006 (as amended) on the following basis:

- (i) In terms of Accounting Standard 21 – 'Consolidated Financial Statements', the financial statements of the Company and its Subsidiaries are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenditure, after fully eliminating intra-group balances, intra-group transactions and any unrealized profit/loss included therein.
- (ii) The difference of the cost to the Company of its investment in Subsidiaries over its proportionate share in the equity of the respective investee companies as at the date of acquisition of stake is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.

The subsidiary companies considered in the financial statements are as follows:

| Name of the Subsidiary | Country of Incorporation | Proportion of Ownership Interest | |
|---|--------------------------|----------------------------------|-----------------|
| | | 31st March 2012 | 31st March 2011 |
| GPT Investments Private Limited, Mauritius | Mauritius | 100.00% | 100.00% |
| GPT Concrete Products South Africa (Pty) Limited | South Africa | 54.00% | 54.00% |
| Jogbani Highway Private Limited (w.e.f from the date of Incorporation i.e. 31.05.2010) | India | 73.33% | 73.33% |
| GPT Marecom Private Limited (formerly known as Superfine Vanijya Private Limited) (w.e.f from the date of acquisition i.e. 29.05.2010) | India | 100.00% | 100.00% |

- (iii) Minorities' interest in net profit/loss of consolidated subsidiaries for the year is identified and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Company. Their share of net assets has been identified and presented in the Consolidated Balance Sheet separately.
- (iv) In terms of Accounting Standard (AS) 27 'Financial Reporting of Interests in Joint Venture' notified by the Companies Accounting Standards Rules, 2006 (as amended), the Company's proportionate interests in the Joint Ventures are consolidated as separate line items in the financial statements along with the book values of assets, liabilities, income and expenses, after eliminating intra-group balances/transactions and unrealized profit and losses resulting from the transactions between the Company and the joint ventures.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
(v) Particulars of interest in joint ventures:

| | Proportion of Interest | | Country of | |
|---|---------------------------------|----------------------|---------------|-----------|
| | 2011 – 12 | 2010 - 11 | Incorporation | Residence |
| GPT– GVV(JV) | 60.00% | 60.00% | India | India |
| GPT- MADHAVA (JV) | 49.00% | 49.00% | India | India |
| GPT – PREMCO - RDS (JV) | 45.00% | 45.00% | India | India |
| GPT – GEO (JV) | 60.00% | 60.00% | India | India |
| GPT – GEO - UTS (JV) | 60.00% | 60.00% | India | India |
| GPT – SLDN - UTS (JV) | 60.00% | 60.00% | India | India |
| GPT – RDS (JV) | 50.00% | 50.00% | India | India |
| GPT – SLDN - COPCO (JV) | 60.00% | 60.00% | India | India |
| GPT Infrastructure Pvt Ltd & Universal Construction Co. (JV) | 60.00% | 60.00% | India | India |
| GPT – RAHEE (JV) | 50.00% and 65.00% | 50.00% and 65.00% | India | India |
| GPT – CVCC – SLDN (JV) | 37.50% | 37.50% | India | India |
| GPT – TRIBENI (JV) | 60.00% | 60.00% | India | India |
| GPT – RANHILL (JV) | 99.99% | - | India | India |
| GPT – SMC (JV) | 51.00% | - | India | India |
| GPT – Transnamib Concrete Sleepers (Pty) Ltd. | 37.00% | 37.00% | Namibia | Namibia |
| BHARAT – GPT (JV) | 50.00% | 50.00% | India | India |
| BHARATIA – GPT - ALLIED (JV) | 65.00% | 65.00% | India | India |
| GEO Foundations and Structures Pvt Ltd & GPT Infraprojects Ltd (JV) | 49.00% | - | India | India |
| JMC – GPT (JV) | 99.99% | - | India | India |
| PREMCO – GPT (JV) | 40.00% | 40.00% | India | India |
| PIONEER – GPT (JV) | 80.00% | - | India | India |
| RAHEE – GPT (JV) | 50.00%, 51.00% and 30.00% | 50.00% and 51.00% | India | India |
| RAHEE – GPT (IB) (JV) | 30.00% | 30.00% | India | India |
| RAHEE – GPT (NFR) (JV) | 51.00% | 51.00% | India | India |

(vi) The Financial Statements of GPT Investments Private Limited Mauritius, GPT Concrete Products South Africa (Pty.) Limited South Africa and GPT – Transnamib Concrete Sleepers (Pty) Limited Namibia have been prepared in accordance with International Financial Reporting Standards.

(vii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and events in similar circumstances and necessary adjustments required for deviation in accounting policies, if any and to the extent possible, are made in the consolidated financial statements and are presented in the same manner to the extent possible as the Company's separate financial statements.

(viii) The Consolidated Financial Statements have been prepared based on the audited Financial Statements of the subsidiaries and joint ventures, except in case of PIONEER – GPT (JV) are based on the unaudited financial statements as certified by the management.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

b) Basis of preparation of Accounts

The financial statements have been prepared to comply in all material respects with the accounting standards notified by the Companies Accounting Standards Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis, except for insurance and other claims which are accounted for on acceptance/actual receipt basis. The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous year, except for 'c' below.

C) Change in accounting policy

Presentation and disclosure of financial statements

During the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the Group, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Group has also reclassified the previous year figures in accordance with the Revised Schedule VI requirements applicable in the current year.

Change in Method of Valuation of Raw Material, Construction Material and Stores & Spares Parts

During the year, the Company has implemented a new ERP system and thus changed its method of valuation of raw materials, construction materials and stores & spares parts inventories from "First in First out" to "Weighted Average" basis. Further, the management believes that such change in the method of valuation of inventories will result in a more appropriate presentation of these inventories and will give a systematic basis of charge for raw materials, construction materials and stores & spares parts consumption and would be more representative of the time pattern in which the economic benefits will be derived from the use of such inventories. Had the Company continued to use the earlier basis of valuation, the charge to statement of profit and loss for the year would have been lower by ₹30.26 lacs and raw materials, construction materials and stores & spares parts inventories would have been higher by ₹30.26 lacs.

Foreign Currency Transactions

Pursuant to the Companies (Accounting Standards) (Second Amendment) Rules, 2011 vide GSR 914(E) dated 29th December, 2011, the Group has exercised the option of capitalizing exchange differences, in respect of accounting periods commencing from 1st April, 2011, on long-term foreign currency monetary items which were hitherto recognized as income or expense in the period in which they arose. As a result, such exchange differences so far as they relate to the acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset. For this purpose, the group treats a foreign monetary item as "long-term foreign currency monetary item", if it has a term of 12 months or more at the date of its origination.

Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortized over the remaining life of the concerned monetary item

Had the Group continued to use the earlier basis of recognizing exchange differences as income or as expenses in the period in which they arise, the charge to statement of profit and loss for the year on account of Foreign Exchange (Gain)/Loss would have been higher by ₹223.80 lacs and Gross Block and Net Block of Tangible Fixed Assets would have been lower by ₹223.80 lacs and ₹187.23 lacs respectively.

d) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of reporting period. Although these estimates are based upon the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets and liabilities in future periods.

e) Tangible Fixed Assets

- (i) Tangible Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost is inclusive of duties (net of CENVAT/VAT), taxes, incidental expenses, erection/commissioning expenses etc. incurred upto the date the asset is ready for its intended use.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

- (ii) Machinery Spares which can be used only in connection with a particular item of Fixed Assets and whose use, as per the technical assessment, is expected to be irregular are capitalized and depreciated proportionately over the residual life of the respective assets.
- (iii) From accounting periods commencing on or after 1st April, 2011, the group adjusts exchange differences arising on translation/settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset.
- (iv) Expenditure on new projects and substantial expansion:
Expenditure directly relating to construction activity are capitalized. Indirect expenditure incurred during construction period are capitalized as part of the indirect construction cost to the extent to which the expenditure are related to construction activity or are incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which are not related to the construction activity nor are incidental thereto are charged to the statement of profit and loss. Income earned during construction period is deducted from the total of the indirect expenditure.
- All direct capital expenditure on expansion are capitalized. As regards indirect expenditure on expansion, only that portion is capitalized which represents the marginal increase in such expenditure involved as a result of capital expansion. Both direct and indirect expenditure are capitalized only if they increase the value of the asset beyond its original standard of performance.

f) Intangible Fixed Assets

- (i) Intangible assets are carried at cost less accumulated amortization and impairment losses, if any.
- (ii) Computer softwares not being part of the hardware operating system, are assessed to have a useful life of 3 years and are capitalized as intangible fixed assets.
- (iii) Annuity entitlements are obtained in consideration for construction, operation and maintenance services in relation to design, build, finance, operate and transfer of Annuity basis. Intangible Asset under development comprises of cost of construction and pre-operative expenses incurred upto the date of commencement of commercial operations. Such pre-operative expenses are treated as Intangible Asset.

g) Depreciation & Amortization
Tangible Fixed Assets

- (i) The classification of Plant and Machinery into continuous and non-continuous process is done as per technical certification and depreciation thereon is provided accordingly.
- (ii) Depreciation on tangible fixed assets except as mentioned below, is provided using the Straight Line Method at the rates and in the manner prescribed under Schedule XIV of the Companies Act, 1956 or at rates determined based on the useful life of Assets estimated by the management, whichever is higher.
- Tangible fixed assets acquired up to March 31, 1991 and tangible fixed assets of the Wind Power Unit are depreciated at the rates specified in Schedule XIV of the Companies Act, 1956 using written down value method.
 - Steel Shutterings are depreciated over a period of five years on straight line method from the year of addition.
 - Depreciation on Fixed Assets of certain Joint Ventures are provided using written down value method as per the depreciation rates estimated by the management as given below:

| Sl No. | Type of Assets | Rates (WDV) % | Schedule XIV Rates (SLM) % |
|--------|--------------------------------|-----------------|----------------------------|
| 1. | Building | 10 .00% | 3.34% |
| 2 | Plant, Machinery & Equipments | 15.00% | 4.75% |
| 3. | Furniture & Fixture | 10.00% | 6.33% |
| 4. | Computer and Office Equipments | 60.00% & 15.00% | 16.21% & 4.75% |
| 5. | Vehicles & Trolleys | 15.00% & 20.00% | 9.50% |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

- Depreciation in respect of foreign subsidiaries and a joint venture is provided on straight line method as per the useful lives of the assets estimated by the management which are as follows:

| Sl No. | Type of Assets | Rates as per useful lives estimated by the management % | Schedule XIV Rates (SLM) % |
|--------|--------------------------------|---|----------------------------|
| 1. | Building | 12.50% | 3.34% |
| 2. | Plant, Machinery & Equipments | 12.50% & 20.00% | 4.75% |
| 3. | Furniture & Fixture | 12.50% & 20.00% | 6.33% |
| 4. | Computer and Office Equipments | 12.50% & 20.00% | 16.21% & 4.75% |
| 5. | Vehicles & Trollies | 20.00% | 9.50% |

- (iii) Depreciation on Insurance Spares/standby equipments is provided over the useful lives of the respective mother assets.
- (iv) Depreciation on fixed assets added/disposed off during the year, is provided on pro-rata basis with reference to the month of addition/disposal.

Intangible Fixed Assets

- (i) Computer softwares capitalized as intangible fixed assets are amortized on a straight line basis over their useful life of 3 years.
- (ii) Intangible assets under development are amortized over the period of right given under the concession agreement as they represent right to received annuity revenue during the concession period.
- (iii) Goodwill arising on consolidation is stated at cost and impairment, if any, is recognized.

h) Impairment of tangible and intangible fixed assets

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount which is the greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre- tax discount rate that reflects current market assessments of the time value of money and risks specific to the assets.

i) Leases

Finance Leases, which effectively transfer to the Group, substantially, all the risks and benefits incidental to the ownership of the leased items, are capitalized at the lower of the fair value and present value of the minimum lease payment at the inception of lease term and disclosed as leased assets.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

j) Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

k) Investments

Investments that are readily realisable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments. Long term investments are considered at cost, unless there is an "other than temporary" decline in value thereof, in which case, adequate provision for diminution is made in the financial statements. Current Investments are carried at lower of cost and fair value on an individual investment basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
l) Inventories

- (i) Closing stock of stores and spares and raw materials (except for those relating to construction activities) are valued at lower of cost computed on 'Weighted Average' basis and net realizable value. However, materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost includes expenses incidental to procurement thereof.
- (ii) Finished goods and work in progress (except for those relating to construction activities) are valued at the lower of cost (computed on weighted average basis) and net realizable value. Costs in respect of finished goods include direct material, labour and an appropriate portion of overhead costs and excise duty.
- (iii) Construction work in progress is valued at cost. However, in case of contracts where losses are likely to occur, the stock is considered at net realisable value. Costs include materials, labour and an appropriate portion of construction overheads.
- (iv) Stores, components, etc. and construction materials at sites to be used in contracts are valued at cost which is ascertained on 'Weighted Average' basis.
- (v) Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

m) Revenue recognition
(i) Construction contracts

Revenue on contracts is recognised on percentage completion method based on the stage of completion of the contract. The stage of completion is determined as a proportion that contract costs incurred for work performed upto the reporting date bears to the estimated total costs. When it is probable that the total contract cost will exceed the total contract revenue, the expected loss is recognized immediately. For this purpose, total contract costs are ascertained on the basis of actual costs incurred and costs to be incurred for completion of contracts in progress, which is arrived at by the management based on current technical data, forecasts and estimate of expenditure to be incurred in future including contingencies, which being technical matters have been relied upon by the auditors. Revisions in projected profit or loss arising from change in estimates are reflected in each accounting period which, however, cannot be disclosed separately in the financial statements as the effect thereof cannot be accurately determined.

Overhead expenses representing indirect costs that cannot be directly aligned with the jobs, are distributed over the various contracts on a pro-rata basis.

(ii) Sale of Goods

Revenue from sale of goods is recognized on passage of title thereof to the customers, which generally coincides with delivery. Sales are net of taxes, returns, claims, trade discounts etc.

Revenue is recognized when the significant risks and rewards of ownership of the goods get passed to the buyer.

(iii) Income from Services

Revenues from operation and maintenance contracts are recognised on rendering of services as per the terms of contract.

(iv) Interest

Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

(v) Government grants

Government grants are recognized when there is reasonable assurance that:

- the Group will comply with the conditions attaching to them; and
- the grants will be received.

Government grants with no conditions attached are recognized in the income statement immediately



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

n) Foreign currency translations

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(iii) Exchange Differences

Exchange differences, in respect of accounting periods commencing from 1st April 2011, arising on reporting of long-term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, in so far as they relate to the acquisition of a depreciable capital asset, are added to or deducted from the cost of the asset (except for that part of exchange difference which is regarded as an adjustment to interest costs) and are depreciated over the balance life of the asset, and in other cases, such exchange differences are accumulated in a "Foreign Currency Monetary Items Translation Difference Account" and amortised over the balance period of such long-term asset/liability.

Exchange differences arising on the settlement or reporting of monetary items, not covered above, at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or expenses in the period in which they arise.

(iv) Forward Exchange Contracts not intended for trading or speculation purposes.

The premium or discount arising at the inception of forward exchange contracts is amortized as expenses or income over the life of the respective contracts. Exchange differences on such contracts, except the contracts which are long term foreign currency monetary items, are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or expense for the year. Any gain/loss arising on forward contracts which are long term foreign currency monetary items is recognized in accordance with paragraph 2 (m) (iii) above.

(v) Derivatives Instruments:

As per ICAI announcement, accounting for derivative contracts, other than those covered under AS-11, are marked to market on a portfolio basis, and the net loss after considering the offsetting effect on the underlying hedge item is charged to the statement of profit and loss. Net gains are ignored.

(vi) Translation of Integral and Non-integral foreign operations

The financial statements of an integral foreign operation are translated as if the transactions of the foreign operation have been those of the company itself.

In translating the financial statements of a non-integral foreign operation for incorporation in financial statements, the assets and liabilities, both monetary and non-monetary, are translated at the closing rate; while income and expense items are translated at exchange rates at the dates of the transactions; All the resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment.

On the disposal of a non-integral foreign operation, the cumulative amount of the exchange differences which have been deferred and which relate to that operation are recognised as income or as expenses in the same period in which the gain or loss on disposal is recognised.

When there is a change in the classification of a foreign operation, the translation procedures applicable to the revised classification are applied from the date of the change in the classification.

o) Retirement and other employee benefits

Retirement benefits in the form of Provident Fund being a defined contribution scheme, are charged to the Statement of Profit and Loss of the year when the contributions to the funds are due. There are no obligations other than the contribution payable to the fund.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

Gratuity (funded) being defined benefit obligations and long term compensated absences (unfunded) are provided for based on actuarial valuation made at the end of each financial year using the projected unit credit method. Actuarial gain and losses are recognized immediately in the Statement of Profit and Loss as income or expenses.

p) Income Taxes:

Tax expense comprises of current and deferred income tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realised against future taxable profits.

The carrying amounts of deferred tax assets are reviewed at each Balance Sheet date. The Group writes down the carrying amount of the deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax assets can be realised. Any such write down is reversed to the extent it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

q) Employee Stock Compensation Cost:

Measurement and disclosure of the employee share-based payment plans is done in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of India. The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortized over the vesting period of the option on a straight line basis.

r) Segment Reporting

Identification of Segments

The Group has identified that its business segments are the primary segments. The Group's businesses are organized and managed separately according to the nature of activity, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Group operate.

Inter segment Transfers

The Group generally accounts for intersegment sales and transfers as if the sales or transfers were to third parties at current market prices.

Allocation of common costs

Common allocable costs are allocated to each segment on case to case basis applying the ratio, appropriate to each relevant case. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis, have been included under the head "Unallocated - Common"

Segment Policies

The accounting policies adopted for segment reporting are in line with those of the Group.

s) Earning Per Share

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.


NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
t) Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions made in terms of Accounting Standard 29 are not discounted to their present value and are determined based on management estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and appropriately adjusted to reflect the current management estimates.

Provision for warranties cost is based on the claims received upto the year end as well as the management estimates of further liability to be incurred in this regard during the warranty period.

u) Cash and Cash Equivalents

Cash and cash equivalents as indicated in the Cash Flow Statement comprise of cash at bank and in hand and short-term investments with an original maturity of three months or less.

v) Measurement of EBITDA

As permitted by the Guidance Note on the Revised Schedule VI to the Companies Act, 1956, the group has elected to present earnings before finance costs, tax expenses, depreciation and amortization expenses (EBITDA) as a separate line item on the face of the statement of profit and loss. The group measures EBITDA on the basis of profit from continuing operations. In its measurement, the group does not include depreciation and amortization expenses, finance costs and tax expenses.

3. SHARE CAPITAL

(₹ in lacs)

| Particulars | As at 31st March 2012 | As at 31st March 2011 |
|--|--------------------------|--------------------------|
| (a) Authorized shares | | |
| 21,698,000 (21,698,000) Equity shares of ₹10/- each | 2,169.80 | 2,169.80 |
| 1,793,000 (1,793,000) Compulsory Convertible Preference shares of ₹140/- each | 2,510.20 | 2,510.20 |
| 200,000 (200,000) Compulsory Convertible Preference shares of ₹160/- each | 320.00 | 320.00 |
| | 5,000.00 | 5,000.00 |
| (b) Issued, subscribed and fully paid-up shares | | |
| 14,543,000 (13,768,000) Equity shares of ₹10/- each | 1,454.30 | 1,376.80 |
| Less: Amount recoverable from M/s GPT Employees Welfare Trust towards 200,000 (200,000) shares allotted to the trust (Refer note no. 28) | 20.00 | 20.00 |
| | 1,434.30 | 1,356.80 |
| Nil (200,000) 2% - 6% Compulsorily Convertible Preference shares (CCPS) of ₹140/- each* | - | 280.00 |
| Total issued, subscribed and fully paid-up share capital | 1,434.30 | 1,636.80 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
(c) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period
i. Equity Shares

| Particulars | 2011-12 | | 2010-11 | |
|--|-------------------|-----------------|-------------------|-----------------|
| | No. of Shares | ₹ in lacs | No. of Shares | ₹ in lacs |
| At the beginning of the year | 13,768,000 | 1,376.80 | 10,200,000 | 1,020.00 |
| Shares issued upon conversion of 2% - 6% Compulsorily Convertible Preference Shares* | 200,000 | 20.00 | 1,593,000 | 159.30 |
| Shares issued upon conversion of Compulsory Convertible Preference Shares** | - | - | 200,000 | 20.00 |
| Shares issued upon conversion of Convertible Share Warrants*** | 575,000 | 57.50 | 1,775,000 | 177.50 |
| Outstanding at the end of the Year | 14,543,000 | 1,454.30 | 13,768,000 | 1,376.80 |

ii. 2% - 6% Compulsorily Convertible Preference Shares (CCPS)

| Particulars | 2011-12 | | 2010-11 | |
|--|---------------|-----------|----------------|---------------|
| | No. of Shares | ₹ in lacs | No. of Shares | ₹ in lacs |
| At the beginning of the year | 200,000 | 280.00 | 1,793,000 | 2,510.20 |
| Less : Preference shares converted in to equity shares * | 200,000 | 280.00 | 1,593,000 | 2,230.20 |
| Outstanding at the end of the Year | - | - | 200,000 | 280.00 |

* 200,000 (1,593,000) Compulsorily Convertible Preference shares of ₹140/- each have been converted in to 200,000 (1,593,000) Equity Shares of ₹10/- each at a premium of ₹130/- per equity share.

** Nil (200,000) Compulsorily Convertible Preference shares of Series A of ₹160/- each have been converted in to Nil (200,000) Equity Shares of ₹10/- each at a premium of ₹150/- per equity share.

*** 575,000 (1,775,000) convertible share warrants of ₹140/- (600,000 convertible share warrants of ₹140/- and 1,175,000 convertible share warrants of ₹160/-) each have been converted into 575,000 (1,775,000) equity shares of ₹10/- each fully paid up at a premium of ₹130/- per share (of ₹130/- on 600,000 equity shares and of ₹150/- on 1,175,000 equity shares) upon exercise of the option by the warrant holders.

(d) Terms/rights attached to equity shares

- The company has only one class of equity shares having par value of ₹10/- each. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the general meeting.
- The amount of per share dividend recognised as distribution to equity shareholders is ₹1.50 (₹1.25) for the year.
- In the event of winding-up of the Company, the equity shareholders shall be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

(e) Terms of conversion and rights of CCPS

- The Company had issued CCPS in earlier years. CCPS carry dividend in the range of 2%-6%. The company declares and pays dividends in foreign currency. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the General Meeting. The CCPS does not carry any voting rights.
- Each holder of CCPS can opt to convert its CCPS into equity share at anytime on or before 18 months from the date of allotment of CCPS. If the holder exercises its conversion option, the Company will issue one equity share for each CCPS held. Such equity shares and CCPS are subject to lock in for one year from the date of allotment of CCPS.


NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
(f) Details of shareholders holding more than 5% in the Company
i. Equity Shares

| Name of the shareholders | As at 31st March 2012 | | As at 31st March 2011 | |
|---|-----------------------|-----------|-----------------------|-----------|
| | Number of shares held | % holding | Number of shares held | % holding |
| Om Tania & Aruna Tania (Joint holder) | 909,504 | 6.25% | 909,504 | 6.61% |
| Shree Gopal Tania & Vinita Tania (Joint holder) | 1,368,022 | 9.41% | 1,368,022 | 9.94% |
| GPT Sons Private Limited | 1,000,000 | 6.88% | 1,000,000 | 7.26% |
| GPT Ventures Private Limited | 3,610,398 | 24.83% | 3,035,398 | 22.05% |
| Nine Rivers Capital Limited | 2,168,000 | 14.91% | 1,968,000 | 14.29% |

ii. 2% - 6% Compulsorily Convertible Preference Shares

| Name of the shareholders | As at 31st March 2012 | | As at 31st March 2011 | |
|-----------------------------|-----------------------|-----------|-----------------------|-----------|
| | Number of shares held | % holding | Number of shares held | % holding |
| Nine Rivers Capital Limited | - | - | 200,000 | 100.00% |

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(g) Aggregate number of bonus shares issued and shares issued for consideration other than cash during the period of 5 years immediately preceding the reporting date:

| Particulars | As at | As at |
|---|------------------|------------------|
| | 31st March 2012 | 31st March 2011 |
| | Number of shares | Number of shares |
| Equity shares allotted for consideration other than cash | 922,284 | 922,284 |
| Equity shares allotted as bonus shares by capitalisation of general reserve | 5,861,420 | 5,861,420 |

(h) Shares reserved for issue under options; [Refer note (c) and (e) above]

| Particulars | As at | As at |
|--|------------------|------------------|
| | 31st March 2012 | 31st March 2011 |
| | Number of shares | Number of shares |
| Number of equity shares to be issued on conversion of: | | |
| - Convertible Share Warrants | - | 575,000 |
| - 2% - 6% Compulsorily Convertible Preference Shares | - | 200,000 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
4. RESERVES AND SURPLUS

(₹ in lacs)

| Particulars | As at 31st March 2012 | As at 31st March 2011 |
|---|--------------------------|--------------------------|
| a. Capital Reserve (as per last financial statements) | | |
| - State Capital Subsidies | 16.93 | 16.93 |
| - Share Forfeiture Account | 0.11 | 0.11 |
| - Add: Arisen on Consolidation | 109.86 | 109.86 |
| | 126.90 | 126.90 |
| b. Securities Premium Account* | | |
| - Balance as per the last financial statements | 5,434.40 | 517.00 |
| - Add: Premium on conversion of Compulsorily Convertible Preference Shares into equity shares | - | 300.00 |
| - Add: Premium on conversion of 2%-6% Compulsorily Convertible Preference Shares into equity shares | 260.00 | 2,070.90 |
| - Add: Premium on conversion of share warrants into equity shares | 747.50 | 2,542.50 |
| - Add: Amount received from M/s GPT Employees Welfare Trust (Refer note no. 28) | 2.50 | 4.00 |
| | 6,444.40 | 5,434.40 |
| c. General Reserve | | |
| - Balance as per last financial statements | 527.57 | 467.57 |
| - Add: amount transferred from surplus balance in the statement of profit and loss | 75.00 | 60.00 |
| | 602.57 | 527.57 |
| d. Foreign Exchange Translation Reserve | | |
| - Balance as per last financial statements | (834.86) | (421.76) |
| - Add: Arisen during the year | 1,196.63 | (413.10) |
| | 361.77 | (834.86) |
| e. Surplus in the statement of profit and loss | | |
| - Balance as per last financial statements | 4,412.85 | 2,813.97 |
| - Profit for the year | 1,575.05 | 1,858.90 |
| | 5,987.90 | 4,672.87 |
| Less: Appropriations | | |
| - Proposed final equity dividend [Amount per share ₹1.50 (₹1.25)] | 218.14 | 172.10 |
| - Tax on proposed equity dividend | 35.39 | 27.92 |
| - Transfer to General Reserve | 75.00 | 60.00 |
| Total appropriations | 328.53 | 260.02 |
| | 5,659.37 | 4,412.85 |
| Total Reserves and surplus (a+b+c+d+e) | 13,195.01 | 9,666.86 |

* Net of ₹173.50 lacs (₹176.00 lacs) recoverable on equity shares allotted to M/s GPT Employees Welfare Trust.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
5. LONG-TERM BORROWINGS

(₹ in lacs)

| Particulars | Note No | As at 31st March 2012 | | As at 31st March 2011 | |
|---|---------|-----------------------|--------------------|-----------------------|--------------------|
| | | Non - current | Current maturities | Non - current | Current maturities |
| Secured | | | | | |
| I) Term Loans | | | | | |
| From Banks | | | | | |
| - In Indian rupees | 5.1 | - | - | - | 72.97 |
| - In Foreign currency | 5.2 | 673.15 | 731.15 | 1,602.63 | 4.76 |
| From Others | | | | | |
| - In Indian rupees | 5.3 | - | 68.00 | 68.00 | 140.00 |
| II) Deferred Payment Credits | 5.4 | 415.81 | 321.28 | 140.69 | 389.06 |
| | | 1,088.96 | 1,120.43 | 1,811.32 | 606.79 |
| Add. Proportionate Share in Joint Venture (Deferred Payment Credits) | 5.4 | 4.19 | 20.65 | 25.14 | 41.67 |
| | | 1,093.15 | 1,141.08 | 1,836.46 | 648.46 |
| Amount disclosed under the head "other current liabilities" (Refer note no. 10) | | - | 1,141.08 | - | 648.46 |
| Net amount | | 1,093.15 | - | 1,836.46 | - |

Note:

- 5.1 Term Loan from bank in indian rupees secured by first charge on all present and future goods, movable property including plant and machinery and other fixed assets, book debts, stock of raw materials, stores, process/finished stocks and all current assets of the company's concrete sleeper division at panagarh and personal guarantees of three directors and two relatives. The loan outstanding as on 31st March 2011 is repayable in 5 equal quarterly installments and carries interest @ 8% to 14.50% p.a.
- 5.2 (a) Includes ₹892.74 lacs (₹1,384.14 lacs) secured by first charge on all present and future fixed assets of GPT Concrete Products South Africa (Pty.) Ltd. a subsidiary, pari passu charge over receivables, pledge of entire shareholding of GPT Infraprojects Limited in the GPT Concrete Products South Africa (Pty.) Ltd. and personal Guarantees of three directors and one relative.
- (b) Includes ₹511.57 lacs (₹223.25 lacs) towards external commercial borrowings, secured by first charge of equipments purchased against such loans and personal guarantees of three directors and one relative. The loan is repayable in 8 quaterly equal installments of ₹63.95 lacs (USD 1.25 lacs) each after 27 months from the date of disbursemetnet (commencing February 26, 2013) and carries interest @ Libor (3 months) plus 3%.
- 5.3 Term loan in indian rupees from others is secured by first/sole charge on immovable & movable assets and receivables of wind power unit of the Company and personal guarantees of three Directors. The outstanding loan is repayable in 2 installments of ₹35.00 lacs and ₹33.00 lacs on 30th June 2012 and 30th September 2012 respectively and carries interest @ 8% p.a.
- 5.4 Deferred Payment Credits are secured by first charge of equipments purchased against such loans and personal Guarantees of two Directors. The outstanding loan amount repayable in monthly installments and amount payable within one year is ₹341.93 lacs, between 1 - 2 years is ₹218.17 lacs and between 2 - 3 years is ₹201.83 lacs. The loan carries interest @ 8% - 12% p.a.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
6. DEFERRED TAX LIABILITIES (NET)

(₹ in lacs)

| Particulars | As at | |
|---|-----------------|-----------------|
| | 31st March 2012 | 31st March 2011 |
| Deferred tax liability | | |
| - Timing difference on depreciable assets | 738.02 | 632.79 |
| - Timing difference on interest capitalised | 11.32 | - |
| | 749.34 | 632.79 |
| Deferred tax assets | | |
| - Expenses allowable against taxable income in future years | 56.19 | 51.75 |
| - Tax losses available for set off against future taxable income | 139.56 | 137.64 |
| - Operating lease accruals | 0.40 | - |
| | 196.15 | 189.39 |
| | 553.19 | 443.40 |
| Add: Proportionate Share in Joint Venture (Net of deferred tax assets of ₹79.03 lacs (₹ Nil)) | 81.74 | - |
| Net Deferred tax liabilities | 634.93 | 443.40 |

7. PROVISIONS

(₹ in lacs)

| Particulars | As at 31st March 2012 | | As at 31st March 2011 | |
|--|-------------------------|--------------------|-------------------------|--------------------|
| | Non - current Long-term | Current Short-term | Non - current Long-term | Current Short-term |
| For Employee Benefits (Refer note no. 33) * | | | | |
| - Gratuity | 20.56 | 24.66 | 31.47 | 18.49 |
| - Leave | 85.20 | 24.36 | 80.40 | 9.08 |
| Other provisions for | | | | |
| - Income Tax [Net of advance tax of ₹ Nil (₹906.91 lacs)] | - | 87.73 | - | 100.16 |
| - Wealth tax [Net of advance tax of ₹ Nil (₹0.85 lacs)] | - | 1.50 | - | 1.65 |
| - Fringe Benefit Tax [Net of advance tax of ₹ Nil (₹19.54 lacs)] | - | - | - | 0.27 |
| - Proposed equity dividends | - | 218.14 | - | 172.10 |
| - Tax on proposed equity dividends | - | 35.39 | - | 27.92 |
| | 105.76 | 391.78 | 111.87 | 329.67 |
| Add: Proportionate Share in Joint Venture [includes provision for income tax ₹146.30 lacs (₹ Nil)] | - | 147.83 | - | - |
| | 105.76 | 539.61 | 111.87 | 329.67 |

* The classification of provision for employee benefits into current/non current has been done by the actuary of the Company based upon estimated amount of cash outflow during the next 12 months from the balance sheet date.


NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
8. SHORT-TERM BORROWINGS

(₹ in lacs)

| Particulars | Note No | As at 31st March 2012 | As at 31st March 2011 |
|--|-----------|-----------------------|-----------------------|
| Secured | | | |
| In Indian Rupee | | | |
| From banks: | | | |
| - Cash credit (repayable on demand) | 8.1 & 8.3 | 10,463.02 | 7,434.26 |
| - Loan for working capital | 8.1 & 8.4 | 700.00 | 1,995.00 |
| - Packing Credit Loan | 8.1 & 8.5 | 100.00 | - |
| Foreign currency loan | | | |
| - Cash credit (repayable on demand) | 8.2 | 676.74 | 848.88 |
| - Others | 8.1 & 8.6 | 2,558.82 | 2,233.39 |
| Unsecured | | | |
| In Indian Rupee | | | |
| From Banks | 8.7 | 1,493.33 | - |
| - From related party (repayable on demand) (Refer note no. 31) | 8.7 | 165.54 | - |
| In Foreign Currency | | | |
| From Banks | 8.7 | 362.49 | - |
| | | 16,519.94 | 12,511.53 |
| Add: Proportionate Share in Joint Venture (unsecured, repayable on demand) | | - | 583.24 |
| | | 16,519.94 | 13,094.77 |

Note:

- 8.1 Cash credit, loan for working capital, packing credit loan and foreign currency loan (others) are secured by (a) First Hypothecation charge on current assets of the Company on pari pasu basis under consortium banking arrangement. (b) First Hypothecation charge on all movable fixed assets (excluding those assets financed out of term loan/lease finance from Banks/Financial Institutions) of the Company on pari pasu basis under consortium banking arrangement. (c) Personal Guarantee of three promoter directors of the Company and two relatives and (d) Corporate guarantee and equitable mortgage of land owned by GPT Developers Limited (formerly Tantia Medical Services Private Limited). All the charges created in favour of the Lenders for Cash Credit, Packing Credit Loan and Working Capital facilities rank pari passu inter se.
- 8.2 Foreign currency cash credit loan is secured by first charge on inventory and receivables, second charge on fixed assets of GPT Concrete Products South Africa (Pty.) Limited, a subsidiary, and personal guarantees of three directors and one relative. The loan carries interest @ 9% p.a.
- 8.3 Cash Credit carry interest @ 13.25% to 13.75% p.a. and are repayable on demand.
- 8.4 Loan for working capital carry interest @ 11.50% to 13.00% p.a. and is repayable within 6 months from the balance sheet date.
- 8.5 Packing Credit Loan carry interest @ 11.50% p.a. and is repayable within 2 months from the balance sheet date.
- 8.6 Foreign currency loan (others) carry interest @ 4.18% to 7.60% p.a. and is repayable within 12 months from the balance sheet date.
- 8.7 Unsecured loan from bank in indian rupee and foreign currency are secured by personal guarantee of three promoter directors of the company. The interest rate and repayment terms are as follows -
- Unsecured loan in indian rupee from bank carry interest @ 12.50% to 14.50% p.a. and ₹1400 lacs is repayable within 3 months from the balance sheet date and ₹93.33 lacs is repayable on demand
 - Unsecured loan in indian rupee from related party carry interest @ 12.00% p.a. and is repayable on demand.
 - Unsecured loan in foreign currency from banks carry interest @ 3.78% p.a. and is repayable within 4 months from the balance sheet date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
9. TRADE PAYABLES

(₹ in lacs)

| Particulars | As at | As at |
|---|-----------------|-----------------|
| | 31st March 2012 | 31st March 2011 |
| | Current | Current |
| Trade payables * [Including acceptances of ₹532.19 lacs (₹275.09 lacs) and Due to Micro, Small and Medium Enterprises ₹ Nil (₹ Nil)] | 8,349.60 | 5,602.73 |
| | 8,349.60 | 5,602.73 |
| Add: Proportionate Share in Joint Venture | 1,607.81 | 1,174.15 |
| | 9,957.41 | 6,776.88 |

* As per information available with the company, there are no suppliers covered under Micro, Small & Medium Enterprise Development Act, 2006. As a result, no interest provision/payment have been made by the company to such creditors, if any, and no disclosure thereof is made in this financial statements.

10. OTHER CURRENT LIABILITIES

(₹ in lacs)

| Particulars | As at | As at |
|--|-----------------|-----------------|
| | 31st March 2012 | 31st March 2011 |
| Current maturities of long-term borrowings (Refer note no. 5) | 1,141.08 | 648.46 |
| Interest accrued but not due on borrowings | 9.51 | 28.17 |
| Interest accrued and due on borrowings | 2.82 | - |
| Temporary book overdraft with banks | - | 0.02 |
| Other Payables | | |
| - Advance from customers (partly bearing interest) [Includes Mobilisation advance of ₹564.57 lacs (₹980.95 lacs)] | 881.87 | 1,940.21 |
| - Payable for supply and services towards Fixed assets [(Including acceptances of ₹304.11 lacs (₹ Nil)] | 661.84 | 373.42 |
| - Statutory dues | 270.85 | 307.37 |
| - Interest on other dues | 110.76 | 62.94 |
| - Payable towards forward/derivative contracts | 93.69 | 102.95 |
| - Unpaid dividend of a foreign subsidiary | 6.78 | - |
| Investor Education and Protection Fund : | | |
| - Unpaid dividend (Not Due) | 0.01 | - |
| | 3,179.21 | 3,463.54 |
| Add: Proportionate Share in Joint Venture (partly bearing interest) [Includes Mobilisation advance of ₹1,905.99 lacs (₹1,666.97 lacs)] | 1,976.68 | 1,714.68 |
| | 5,155.89 | 5,178.22 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

11. TANGIBLE AND INTANGIBLE ASSETS

| | Tangible Assets | | | | | | | | | | Intangible Assets | | Total of Tangible and Intangible Fixed assets | Add. Proportionate share in Joint Venture (Tangible Assets) | Total Fixed Assets | | |
|-----------------------------------|-----------------|-----------|---------------------|------------------------|----------|--------------------------------|-------------------|-----------|-------------------|--------------------------|-------------------|---|---|---|--------------------|---|--------------------|
| | Land | Buildings | Plant and equipment | Furniture and fixtures | Vehicles | Computer and Office Equipments | Steel Shutterings | Total | Computer software | Technology Transfer Fees | Total | Total of Tangible and Intangible Fixed assets | | | | Add. Proportionate share in Joint Venture (Tangible Assets) | Total Fixed Assets |
| | | | | | | | | | | | | | | | | | |
| Gross Block : | | | | | | | | | | | | | | | | | |
| As at 1st April, 2010 | 131.75 (i) | 1,042.88 | 8,083.37 (ii) | 25.32 | 386.24 | 107.16 | 460.96 | 10,237.68 | - | - | - | 10,237.68 | 431.67 | 10,669.35 | | | |
| Additions | 62.34 | 43.83 | 777.49 | 0.05 | 89.47 | 17.52 | 450.75 | 1,441.45 | - | - | - | 1,441.45 (iii) | 381.67 | 1,823.12 | | | |
| Disposals | - | (42.54) | (143.27) | (4.86) | (31.17) | (10.66) | - | (232.50) | - | - | - | (232.50) | (18.42) | (250.92) | | | |
| As at 31st March 2011 | 194.09 | 1,044.17 | 8,717.59 | 20.51 | 444.54 | 114.02 | 911.71 | 11,446.63 | - | - | - | 11,446.63 | 794.92 | 12,241.55 | | | |
| Additions | 126.25 | 183.16 | 841.69 | 161.37 | 85.30 | 240.04 | 211.12 | 1,848.93 | 85.47 | 46.24 | 131.71 | 1,980.64 | 1,305.45 | 3,286.09 | | | |
| Disposals | - | (0.49) | (11.41) | - | (52.21) | (4.22) | - | (68.33) | - | - | - | (68.33) | (0.74) | (69.07) | | | |
| Other Adjustments | - | 204.56 | 938.87 | 1.47 | 9.87 | 3.25 | - | 1,158.02 | - | - | - | 1,158.02 | 2.09 | 1,160.11 | | | |
| - Exchange Differences | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | | |
| As at 31st March 2012 | 320.34 | 1,431.40 | 10,486.74 | 183.35 | 487.50 | 353.09 | 1,122.83 | 14,385.25 | 85.47 | 46.24 | 131.71 | 14,516.96 | 2,101.72 | 16,618.68 | | | |
| Depreciation/Amortisation: | | | | | | | | | | | | | | | | | |
| As at 1st April, 2010 | - | 173.28 | 1,668.26 | 6.48 | 96.02 | 37.09 | 92.19 | 2,073.32 | - | - | - | 2,073.32 | 82.58 | 2,155.90 | | | |
| Charge for the year | - | 105.77 | 774.13 | 1.88 | 58.54 | 16.01 | 140.34 | 1,096.67 | - | - | - | 1,096.67 (iv) | 101.31 | 1,197.98 | | | |
| On Disposals | - | (26.81) | (80.15) | (3.05) | (10.60) | (7.72) | - | (128.33) | - | - | - | (128.33) | - | (128.33) | | | |
| As at 31st March 2011 | - | 252.24 | 2,362.24 | 5.31 | 143.96 | 45.38 | 232.53 | 3,041.66 | - | - | - | 3,041.66 | 183.89 | 3,225.55 | | | |
| Charge for the year | - | 117.62 | 863.77 | 11.39 | 48.67 | 36.98 | 192.50 | 1,270.93 | 22.86 | 3.21 | 26.07 | 1,297.00 | 241.19 | 1,538.19 | | | |
| On Disposals | - | (0.17) | (8.63) | - | (18.18) | (1.13) | - | (28.11) | - | - | - | (28.11) | - | (28.11) | | | |
| Other Adjustments | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | | |
| - Exchange Differences | - | 16.03 | 59.12 | 0.19 | 2.07 | 0.87 | - | 78.28 | - | - | - | 78.28 | 21.35 | 99.63 | | | |
| As at 31st March 2012 | - | 385.72 | 3,276.50 | 16.89 | 176.52 | 82.10 | 425.03 | 4,362.76 | 22.86 | 3.21 | 26.07 | 4,388.83 | 446.43 | 4,835.26 | | | |
| Net Block | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | | |
| As at 31st March 2011 | 194.09 | 791.93 | 6,355.35 | 15.20 | 300.58 | 68.64 | 679.18 | 8,404.97 | - | - | - | 8,404.97 | 611.03 | 9,016.00 | | | |
| As at 31st March 2012 | 320.34 | 1,045.68 | 7,210.24 | 166.46 | 310.98 | 270.99 | 697.80 | 10,022.49 | 62.61 | 43.03 | 105.64 | 10,128.13 | 1,655.29 | 11,783.42 | | | |

Notes.

(i) Includes ₹101.60 lacs (₹101.60 lacs) registered in the name of GPT Metal Industries Limited, which has been merged with the company in an earlier year.

(ii) Includes Plant and equipment of ₹306.69 Lacs (₹285.62 lacs) installed on premises taken on rent from a related Party.

(iii) Includes ₹ Nil (₹72.88 lacs) towards opening gross block of a subsidiary acquired during the year.

(iv) Includes ₹ Nil (₹0.53 lacs) towards opening accumulated depreciation of a subsidiary acquired during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
12. LOANS AND ADVANCES

(₹ in lacs)

| Particulars | As at 31st March 2012 | | As at 31st March 2011 | |
|--|-----------------------|-----------------|-----------------------|-----------------|
| | Non - current | Current | Non - current | Current |
| (Unsecured, Considered Good) | | | | |
| Capital Advances | 25.89 | - | 261.39 | - |
| Advances recoverable in cash or kind | 22.72 | 445.35 | 393.07 | 434.23 |
| Loan to Bodies Corporate | 131.89 | - | 121.09 | 208.92 |
| Security Money/Earnest Money Deposits | 175.60 | 226.82 | 144.33 | 352.94 |
| Other Loans and advances | | | | |
| - Balance with Government Authorities | - | 558.19 | - | 548.74 |
| - Loan to employees | 35.45 | 46.32 | 20.46 | 45.01 |
| - Prepaid expenses | 9.18 | 206.84 | - | 180.75 |
| - Advance income-tax [net of provision of ₹919.13 lacs (₹714.25 lacs)] | - | 552.67 | - | 237.59 |
| | 400.73 | 2,036.19 | 940.34 | 2,008.18 |
| Add: Proportionate Share in Joint Venture [includes advance income tax of ₹88.91 lacs (₹40.59 lacs)] | - | 902.02 | 473.27 | 752.15 |
| | 400.73 | 2,938.21 | 1,413.61 | 2,760.33 |

13. OTHER ASSETS

(₹ in lacs)

| Particulars | As at 31st March 2012 | | As at 31st March 2011 | |
|---|-----------------------|------------------|-----------------------|-----------------|
| | Non - current | Current | Non - current | Current |
| (Unsecured, considered good) | | | | |
| Non-current Bank Balances (Refer note no. 16) | 325.68 | - | 618.95 | - |
| Unamortised premium on forward contracts | - | 101.27 | - | 68.62 |
| Interest Accrued on Fixed Deposits | - | 17.14 | - | 25.41 |
| Export Benefits Receivable | - | 84.85 | - | 87.37 |
| Unbilled Revenue on Construction Contracts | - | 9,932.05 | - | 5,770.85 |
| | 325.68 | 10,135.31 | 618.95 | 5,952.25 |
| Add: Proportionate Share in Joint Venture | - | 1,074.32 | - | 703.68 |
| | 325.68 | 11,209.63 | 618.95 | 6,655.93 |

14. TRADE RECEIVABLES

(₹ in lacs)

| Particulars | As at 31st March 2012 | | As at 31st March 2011 | |
|--|-----------------------|------------------|-----------------------|-----------------|
| | Non - current | Current | Non - current | Current |
| Unsecured | | | | |
| Outstanding for a period exceeding six months from the date they are due for payment | | | | |
| - Considered Good | 4.50 | 936.90 | - | 2,477.50 |
| - Considered Doubtful | 19.11 | - | 19.11 | - |
| | 23.61 | 936.90 | 19.11 | 2,477.50 |
| Less: Provision for doubtful receivables | 19.11 | - | 19.11 | - |
| | 4.50 | 936.90 | - | 2,477.50 |
| Others | | | | |
| - Considered Good | - | 8,255.15 | - | 6,147.51 |
| | - | 8,255.15 | - | 6,147.51 |
| | 4.50 | 9,192.05 | - | 8,625.01 |
| Add. Proportionate Share in Joint Venture | 229.47 | 2,234.11 | 24.67 | 1,200.77 |
| | 233.97 | 11,426.16 | 24.67 | 9,825.78 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

Trade receivables include the followings

(₹ in lacs)

| Particulars | As at 31st March 2012 | | As at 31st March 2011 | |
|--|-----------------------|----------|-----------------------|----------|
| | Non - current | Current | Non - current | Current |
| Retention Money | 4.50 | 2,735.26 | - | 2,660.48 |
| Accrued price variation yet to be billed | - | 2,297.23 | - | 2,200.21 |

15. INVENTORIES (cost and net realisable value which ever is lower also refer note no 21)

(₹ in lacs)

| Particulars | As at | As at |
|---|-----------------|-----------------|
| | 31st March 2012 | 31st March 2011 |
| | Current | Current |
| Raw Materials | 577.59 | 427.33 |
| Construction Materials | 2,726.87 | 1,966.52 |
| Work in Progress | 1,033.21 | 1,130.26 |
| Finished Goods | 2,310.69 | 1,926.32 |
| Stock - in - Trade [including in transit ₹12.21 lacs (₹ Nil)] | 12.21 | 3.27 |
| Stores and Spare [including in transit ₹13.67 lacs (₹ Nil)] | 524.92 | 425.51 |
| | 7,185.49 | 5,879.21 |
| Add: Proportionate Share in Joint Venture | 345.99 | 227.02 |
| | 7,531.48 | 6,106.23 |

16. CASH AND BANK BALANCES

(₹ in lacs)

| Particulars | As at 31st March 2012 | | As at 31st March 2011 | |
|--|-----------------------|-----------------|-----------------------|-----------------|
| | Non - current | Current | Non - current | Current |
| Cash and cash equivalents | | | | |
| Balances with banks: | | | | |
| - On current accounts | - | 109.29 | - | 553.64 |
| - On unpaid dividend account | - | 0.01 | - | - |
| Cheques/drafts on hand | - | 3.80 | - | 0.05 |
| Cash on hand | - | 35.98 | - | 36.10 |
| | - | 149.08 | - | 589.79 |
| Other bank balances | | | | |
| Balances with banks: | | | | |
| - Margin money deposit* | 325.68 | 1,236.41 | 618.95 | 1,002.62 |
| | 325.68 | 1,236.41 | 618.95 | 1,002.62 |
| | 325.68 | 1,385.49 | 618.95 | 1,592.41 |
| Add. Proportionate Share in Joint Venture [Includes Cheque/Drafts in hand of ₹ Nil (₹220.45 Lacs)] | - | 319.99 | - | 421.56 |
| | 325.68 | 1,705.48 | 618.95 | 2,013.97 |
| Less : Amount disclosed under non-current assets (Refer note no. 13) | 325.68 | - | 618.95 | - |
| | - | 1,705.48 | - | 2,013.97 |

*Receipts pledged as security/margin with sales tax authority, banks and customers

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
17. REVENUE FROM OPERATIONS

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|---|------------------|------------------|
| Revenue from operations | | |
| Sale of products | | |
| - Finished goods | 10,576.49 | 7,979.48 |
| - Wind Power | 127.36 | 121.78 |
| - Traded goods | 212.67 | 816.81 |
| Contract Revenues | 23,160.98 | 28,924.71 |
| Other operating revenue | | |
| - Scrap Sales | 68.44 | 64.31 |
| - Exports Benefits | 19.46 | 63.41 |
| - Royalty and Consultancy Fees | 9.14 | - |
| Revenue from operations (gross) | 34,174.54 | 37,970.50 |
| Less: Excise duty | 370.49 | 345.59 |
| Revenue from operations (net) | 33,804.05 | 37,624.91 |
| Add: Proportionate Share in Joint Venture | 8,602.90 | 5,822.57 |
| | 42,406.95 | 43,447.48 |

18. OTHER INCOME

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|--|---------------|---------------|
| Interest income on | | |
| - Bank deposits | 123.70 | 106.13 |
| - Loans Given | 12.99 | 4.15 |
| - Others | - | 3.21 |
| Insurance claims received | 19.28 | - |
| Other Non Operating Income | 464.53 | 109.74 |
| Gain on foreign Exchange Fluctuations (Net) | - | 267.20 |
| Unspent Liabilities/Provisions no longer required written back | 12.14 | 7.45 |
| | 632.64 | 497.88 |
| Add. Proportionate Share in Joint Venture | 7.75 | 29.96 |
| | 640.39 | 527.84 |

19. COST OF RAW MATERIALS CONSUMED

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|---|-----------------|-----------------|
| Inventory at the beginning of the year | 427.33 | 414.77 |
| Add: Purchases (including procurement expenses) | 6,540.39 | 3,395.61 |
| | 6,967.72 | 3,810.38 |
| Less: Inventory at the end of the year | 577.59 | 427.33 |
| Cost of raw materials consumed | 6,390.13 | 3,383.05 |
| Add: Proportionate Share in Joint Venture | 277.72 | - |
| | 6,667.85 | 3,383.05 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
20. COST OF MATERIALS CONSUMED FOR CONSTRUCTION/OTHER CONTRACTS

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|---|-----------------|------------------|
| Inventory at the beginning of the year | 1,966.52 | 1,641.91 |
| Add: Purchases (including procurement expenses) | 9,751.19 | 12,378.45 |
| | 11,717.71 | 14,020.36 |
| Less: Inventory at the end of the year | 2,726.87 | 1,966.52 |
| Cost of construction materials consumed | 8,990.84 | 12,053.84 |
| Add. Proportionate Share in Joint Venture | 176.54 | 393.46 |
| | 9,167.38 | 12,447.30 |

21. PURCHASE OF STOCK - IN - TRADE

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|----------------|---------------|---------------|
| Steel | 12.21 | 56.71 |
| H.T.S Wire | - | 92.75 |
| Batching Plant | - | 25.63 |
| Gantry Crane | 21.56 | 26.38 |
| SGCI Inserts | 29.52 | - |
| Others | 97.10 | 286.46 |
| | 160.39 | 487.93 |

22. CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 | Change in inventories |
|---|-----------------|-----------------|-----------------------|
| Inventories at the end of the year: | | | |
| Work in Progress | 1,033.21 | 1,130.26 | 97.05 |
| Finished goods | 2,310.69 | 1,926.32 | (384.37) |
| Stock in Trade | 12.21 | 3.27 | (8.94) |
| | 3,356.11 | 3,059.85 | (296.26) |
| Inventories at the beginning of the year: | | | |
| Work in Progress | 1,130.26 | 1,318.56 | 188.30 |
| Finished goods | 1,926.32 | 1,570.26 | (356.06) |
| Stock in Trade | 3.27 | - | (3.27) |
| | 3,059.85 | 2,888.82 | (171.03) |
| | (296.26) | (171.03) | |
| Add. (Increase)/decrease in excise duty on Finished Goods Stock (#) | 52.27 | 0.93 | |
| | (243.99) | (170.10) | |
| Add. Proportionate Share in Joint Venture | (25.68) | (4.27) | |
| | (269.67) | (174.37) | |

(#) Excise Duty & Cess on stocks represents differential excise duty and cess on opening and closing stock of Finished Goods.

23. EMPLOYEE BENEFITS EXPENSE

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|--|-----------------|-----------------|
| Salaries, Wages and Bonus | 2,012.85 | 1,688.39 |
| Contribution to Provident and Others Funds | 56.92 | 65.12 |
| Gratuity expense (Refer note no. 33) | 15.26 | 43.12 |
| Staff Welfare Expenses | 82.41 | 74.44 |
| | 2,167.44 | 1,871.07 |
| Add. Proportionate Share in Joint Venture | 150.95 | 70.59 |
| | 2,318.39 | 1,941.66 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
24. OTHER EXPENSES

(₹ in lacs)

| Particulars | 2011-12 | | 2010-11 | |
|--|---------|------------------|---------|------------------|
| Consumption of stores and spares | | 1,478.89 | | 633.75 |
| Power and Fuel | | 991.20 | | 897.43 |
| Payment to Subcontractors (including towards turnkey contracts) | | 7,629.63 | | 12,081.50 |
| Rent | | 242.58 | | 138.86 |
| Machinery Hire Charges | | 406.89 | | 398.27 |
| Carriage Inward | | 297.84 | | 350.17 |
| Rates and taxes (including ₹152.39 lacs (₹ Nil) for earlier years) | | 236.31 | | 34.84 |
| Insurance | | 88.37 | | 61.06 |
| Repairs and Maintenance | | | | |
| - Plant and Machinery | 248.51 | | 701.36 | |
| - Buildings | 0.73 | | 0.32 | |
| - Others | 40.31 | 289.55 | 27.51 | 729.19 |
| Professional Charges and Consultancy Fees | | 356.73 | | 415.96 |
| Travelling and conveyance | | 267.91 | | 248.63 |
| Donations and Charity | | 45.26 | | 17.10 |
| Site Mobilisation expenses | | 32.99 | | 51.67 |
| Directors remuneration: | | | | |
| - Chairman Commission on profit | 16.79 | | 23.45 | |
| - Directors sitting fees | 2.74 | 19.53 | 2.22 | 25.67 |
| Payment to Auditors | | | | |
| As Auditor: | | | | |
| - Audit fee | 22.15 | | 17.18 | |
| - Limited review | 6.00 | | 8.25 | |
| In other capacity: | | | | |
| - Other Services (certification fees) | 6.35 | | 1.60 | |
| - Reimbursement of expenses | 0.48 | 34.98 | 0.80 | 27.83 |
| Loss on foreign Exchange Fluctuations (Net) | | 240.67 | | - |
| Provision for doubtful receivables | | - | | 19.11 |
| Loss on sale/discard of fixed assets (net) | | 21.59 | | 23.47 |
| Prior Period Expenses (Net) (Refer note (a) below) | | 4.91 | | 12.32 |
| Bad Debts written off | | - | | 9.57 |
| Preliminary Expenses Written off | | - | | 0.02 |
| Selling and Distribution Expenses | | | | |
| - Advertisement Expenses | 13.39 | | 9.37 | |
| - Business Promotion Expenses | 7.79 | | 20.10 | |
| - Freight & Forwarding Expenses | 442.68 | 463.86 | 555.14 | 584.61 |
| Other Miscellaneous Expenses | | 380.08 | | 387.74 |
| | | 13,529.77 | | 17,148.77 |
| Add: Proportionate Share in Joint Venture | | 4,752.01 | | 2,794.32 |
| | | 18,281.78 | | 19,943.09 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

| a) Details of Prior Period Expenses (Net) | | (₹ in lacs) | |
|---|-------------|--------------|--|
| Particulars | 2011-12 | 2010-11 | |
| Income | | | |
| Accrued Interest for Previous Year | - | (2.08) | |
| Rates & Taxes | - | (2.00) | |
| Other non operating income | - | (1.75) | |
| | - | (5.83) | |
| Expenses | | | |
| Selling Commission | - | 5.24 | |
| Other borrowing costs | - | 3.78 | |
| Salary, wages and bonus | 0.66 | 2.88 | |
| Rates & Taxes | - | 5.91 | |
| Repairs and Maintenance | 0.51 | - | |
| Rent | 0.17 | - | |
| Professional charges and consultancy fees | 0.46 | - | |
| Interest expense | 1.89 | - | |
| Other miscellaneous expenses | 1.22 | 0.34 | |
| | 4.91 | 18.15 | |
| Prior Period Expenses (Net) | 4.91 | 12.32 | |

| 25. FINANCE COST | | (₹ in lacs) | |
|---|-----------------|-----------------|--|
| Particulars | 2011-12 | 2010-11 | |
| Interest expense | 2,047.88 | 1,559.87 | |
| Other borrowing costs | 249.49 | 237.96 | |
| Exchange difference to the extent considered as an adjustment to borrowing cost | 114.34 | 4.24 | |
| | 2,411.71 | 1,802.07 | |
| Add. Proportionate Share in Joint Venture | 187.72 | 264.37 | |
| | 2,599.43 | 2,066.44 | |

| 26. CONTINGENT LIABILITIES NOT PROVIDED FOR IN RESPECT OF: | | (₹ in lacs) | |
|---|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2012 | As at 31st March 2011 | |
| a) Outstanding bank guarantees and Letters of Credit [Including ₹6,518.78 lacs (₹4,174.44 lacs)] given for Joint Ventures | 13,552.98 | 10,718.02 | |
| b) Corporate guarantees given | 1,614.24 | 2,215.17 | |
| c) Disputed Sales Tax demands under appeal [Includes proportionate share in Joint Ventures ₹6.99 lacs (₹6.90 lacs)] | 6.99 | 46.65 | |
| d) Disputed Excise demands under appeal | 98.97 | 93.62 | |

| 27. CAPITAL AND OTHER COMMITMENTS | | (₹ in lacs) | |
|---|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2012 | As at 31st March 2011 | |
| Estimated amount of contract remaining to be executed on Capital Account and not provided for (net of advances) [Includes proportionate share in Joint Venture ₹ Nil (₹17.55 lacs)] | 7,468.56 | 7,779.32 | |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

28. (a) During the year 2009-10, the Company had issued and allotted 200,000 equity shares of ₹10/- each at a premium of ₹90/- each aggregating to ₹200.00 lacs to M/s GPT Employees Welfare Trust for exercising the option under GPT Employees Stock Option Plan-2009 (the Scheme). The Scheme to be operative for this purpose is as under:

| | |
|---------------------------------|-----------------------------|
| Date of Board Approval | 30.11.2009 |
| Date of Shareholder's approval | 24.12.2009 |
| Number of options to be granted | 2,00,000 |
| Vesting Period | 1 -5 Years |
| Exercise Period | 5 years from vesting period |

- (b) Further, the Company had given ₹200.00 lacs during 2009-10 by way of interest free loan to the M/s GPT Employees Welfare Trust which would be recovered from the trust on issue of the aforesaid shares to the employees in terms of the above Scheme. The trust has refunded ₹2.50 Lacs (₹4.00 lacs) to the Company during the year. As per Guidance Note on Accounting for Employee Share based payments issued by the Institute of Chartered Accountants of India, the above loan has been adjusted to the extent of ₹20.00 lacs (₹20.00 lacs) in equity share capital and balance ₹173.50 lacs (₹176.00 lacs) in the securities premium account.

29. BASIS FOR CALCULATION OF BASIC AND DILUTED EARNINGS PER SHARE (EPS) IS AS FOLLOWS:

(₹ in lacs, except per share data)

| Particulars | 2011-12 | 2010-11 |
|--|------------|------------|
| Profit after tax as per Statement of profit & loss | 1,575.05 | 1,858.90 |
| Weighted average number of equity shares for calculating basic EPS (Nos.) | 14,156,151 | 10,358,252 |
| Add: Weighted average number of equity shares which would be issued on the conversion of convertible warrants and preference shares (Nos.) | - | 344,963 |
| Weighted average number of equity shares for calculating dilutive EPS (Nos.) | 14,156,151 | 10,703,215 |
| Basic EPS (₹) | 11.13 | 17.95 |
| Diluted EPS (₹) | 11.13 | 17.37 |

30. SEGMENT INFORMATION

- Business segment** : The business segments have been identified on the basis of the activities undertaken by the company. Accordingly, the Company has identified the following segments
- Concrete Sleepers and Allied** : Consists of manufacturing of concrete sleepers, supply of plant & machinery and components for manufacturing of concrete sleepers
- Infrastructure** : Consists of execution of construction contracts and other infrastructure activities
- Others** : Consists of miscellaneous business comprising of less than 10% revenue on individual basis
- Geographical segment** : The Company primarily operates in India and therefore the analysis of geographical segment is demarcated into Domestic and Overseas operation as under.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
(a) Information about Primary Business Segments:

(₹ in lacs)

| | Concrete Sleepers & Allied | | Infrastructure | | Others | | Total | |
|--|----------------------------|-----------------|------------------|------------------|---------------|---------------|------------------|------------------|
| | 2011-12 | 2010-11 | 2011-12 | 2010-11 | 2011-12 | 2010-11 | 2011-12 | 2010-11 |
| (a) Revenue (Net of Excise duty and Cess) | | | | | | | | |
| External sales | 11,092.66 | 8,364.02 | 31,089.41 | 34,833.96 | 127.84 | 121.78 | 42,309.91 | 43,319.76 |
| Inter Segment Sales | - | - | - | - | - | - | - | - |
| Total Revenue | 11,092.66 | 8,364.02 | 31,089.41 | 34,833.96 | 127.84 | 121.78 | 42,309.91 | 43,319.76 |
| (b) Results | | | | | | | | |
| Segment Results | 1,790.65 | 1,106.58 | 4,594.70 | 4,322.79 | 21.37 | 4.90 | 6,406.72 | 5,434.27 |
| Unallocated Income (Net of unallocated expenses) | | | | | | | (1,223.69) | (685.06) |
| Operating Profit | | | | | | | 5,183.03 | 4,749.21 |
| Finance Cost | | | | | | | 2,599.43 | 2,066.44 |
| Profit before tax | | | | | | | 2,583.60 | 2,682.77 |
| Tax Expenses | | | | | | | 735.88 | 728.16 |
| Profit after tax but before minority interest | | | | | | | 1,847.72 | 1,954.61 |
| OTHER INFORMATION | | | | | | | | |
| (a) Total Assets | | | | | | | | |
| Segment Assets | 11,260.58 | 9,506.48 | 34,549.58 | 26,300.34 | 1,090.01 | 655.23 | 46,900.17 | 36,462.05 |
| Unallocated Corporate/other Assets | | | | | | | 2,067.43 | 3,171.94 |
| Total | | | | | | | 48,967.60 | 39,633.99 |
| (b) Total Liabilities | | | | | | | | |
| Segment Liabilities | 2,622.82 | 1,921.74 | 10,624.87 | 9,103.95 | 48.53 | 24.68 | 13,296.22 | 11,050.37 |
| Unallocated Corporate/other Liabilities | | | | | | | 21,042.07 | 16,983.71 |
| Total | | | | | | | 34,338.29 | 28,034.08 |
| (c) Capital Expenditure | | | | | | | | |
| Unallocated, Corporate & others | 958.95 | 1,130.53 | 1,597.95 | 1,663.35 | 331.82 | - | 2,888.72 | 2,793.88 |
| | | | | | | | 338.54 | 364.66 |
| | | | | | | | 3,227.26 | 3,158.54 |
| (d) Depreciation | | | | | | | | |
| Unallocated, Corporate & others | 760.80 | 562.29 | 646.96 | 524.66 | 85.62 | 91.99 | 1,493.38 | 1,178.94 |
| | | | | | | | 44.81 | 18.51 |
| Total | | | | | | | 1,538.19 | 1,197.45 |
| (e) Non cash expenses other than depreciation included in segment expenses for arriving at segment Results | - | - | - | 15.00 | - | - | - | 15.00 |

(b) Information about Geographical Segments:

The following table shows the distribution of the Company's consolidated sales and services by geographical market, regardless of where the goods/services were produced:

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|-------------|------------------|------------------|
| Domestic | 34,632.80 | 38,104.14 |
| Overseas | 7,677.11 | 5,215.62 |
| | 42,309.91 | 43,319.76 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

Assets and additions to tangible and intangible fixed assets by geographical area: The following table shows the carrying amount of segment assets and addition to segment assets by geographical area in which assets are located:

(₹ in lacs)

| Particulars | Carrying amount of segment assets | | Addition to tangible and intangible assets | |
|-------------|-----------------------------------|------------------|--|-----------------|
| | 2011 - 12 | 2010 - 11 | 2011 - 12 | 2010 - 11 |
| Domestic | 38,869.46 | 34,185.26 | 1,419.54 | 1,597.64 |
| Overseas | 8,030.71 | 5,448.73 | 1,910.17 | 152.60 |
| | 46,900.17 | 39,633.99 | 3,329.71 | 1,750.24 |

31. In compliance with Accounting Standard – 18, the disclosures regarding related parties are as follows:
A. Name of Related parties:

| | |
|-----------------------------------|--|
| a) Joint Venture Companies | GPT – Transnamib Concrete Sleepers (Pty.) Limited GPT - GVV(JV) GPT - MADHAVA (JV) GPT – PREMCO - RDS (JV) GPT – GEO (JV) GPT – GEO - UTS (JV) GPT – SLDN - UTS (JV) GPT – RDS (JV) GPT – SLDN - COPCO (JV) GPT Infrastructure Pvt Ltd & Universal Construction Co. (JV) GPT – RAHEE (JV) GPT – CVCC – SLDN (JV) GPT – TRIBENI (JV) GPT – RANHILL (JV) GPT – SMC (JV) BHARAT – GPT (JV) BHARTIA – GPT – ALLIED (JV) PREMCO – GPT (JV) RAHEE – GPT (JV) RAHEE – GPT (IB) (JV) RAHEE – GPT (NFR) (JV) PIONEER – GPT (JV) GEO Foundation & Structure Pvt Ltd & GPT Infraprojects Ltd (JV) JMC – GPT (JV) |
| b) Key Management Personnel (KMP) | Mr. D. P. Tantia – Chairman Mr. S. G. Tantia – Managing Director Mr. Atul Tantia – Executive Director Mr. Vaibhav Tantia – Chief Operating Officer Mr. Arun Kumar Dokania – Chief Finance Officer |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
A. Name of Related parties (Contd.):

| | |
|---|--|
| c) Relatives of Key Management Personnel (KMP) | Mrs. Pramila Tantia – Wife of Mr. D. P. Tantia Mrs. Kriti Tantia – Wife of Mr. Atul Tantia Mrs. Radhika Tantia – Wife of Mr. Vaibhav Tantia Mrs. Vinita Tantia – Wife of Mr. S. G. Tantia Ms. Harshita Tantia – Daughter of Mr. S. G. Tantia Mr. Amrit Jyoti Tantia – Son of Mr. S. G. Tantia Mrs. Manju Dokania – Wife of Mr. A K Dokania Mrs. Bimla Devi Agarwal – Wife of Mr. Kedar Nath Agarwal (up to 31st March 2011) |
| d) Enterprises owned or significantly influenced by the KMP/KMP's relatives | GPT Castings Limited GPT Healthcare Private Limited GPT Ventures Private Limited GPT Estate Private Limited GPT Sons Private Limited Steelex Electrocast Private Limited (up to 31st March 2011) Ramdiha Mercantile Private Limited (up to 31st March 2011) Mayfair Commotrade Private Limited (up to 31st March 2011) M/s. Stone Products M/s. Govardhan Foundation M/s. GPT Employees Welfare Trust M/s. Dwarika Prasad Tantia HUF – Mr. D. P. Tantia is the Karta M/s. Shree Gopal Tantia HUF – Mr. S. G. Tantia is the Karta |

B. Details of transactions and Balances outstanding relating to Joint Ventures:

(₹ in lacs)

| Name of Joint Ventures | Sales and Contract Revenue | Recovery of Machine Hire & Staff Deputation Charges | Royalty and Consultancy Fees | Directors Remuneration and Sitting Fees | Purchase of Raw Materials & Consumables | Mobilisation Advance received | Outstanding Guarantees | Loans Paid | Balance outstanding as at the year end |
|--|----------------------------|---|------------------------------|---|---|-------------------------------|------------------------|---------------|--|
| GPT Transnamib Concrete Sleepers (Pty.) Ltd. | 48.42 (170.93) | - (-) | 14.14 (-) | 2.05 (1.29) | - (-) | - (-) | - (-) | - (208.91) | 4.40 (194.57) |
| GPT – GVV (JV) | 53.48 (88.57) | - (-) | - (-) | - (-) | - (-) | - (-) | 73.53 (73.60) | - (-) | 18.92 (17.66) |
| GPT – MADHAVA (JV) | 15.49 (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 13.95 (29.95) |
| GPT – PREMCO – RDS (JV) | - (14.25) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) |
| GPT – GEO (JV) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (267.02) | - (-) | - (-) |
| GPT – GEO – UTS (JV) | - (-) | - (0.03) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 0.17 (0.17) |
| GPT – SLDN – UTS (JV) | 27.40 (97.67) | - (-) | - (-) | - (-) | - (-) | - (-) | 22.00 (-) | - (-) | 28.35 (27.94) |
| GPT – RDS (JV) | - (6.87) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (0.57) |
| GPT – SLDN – COPCO (JV) | 11.12 (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) |
| GPT – RAHEE (JV) | 422.30 (-) | 76.25 (62.47) | - (-) | - (-) | - (-) | - (-) | 1004.46 (787.31) | - (-) | 392.10 (61.28) |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
B. Details of transactions and Balances outstanding relating to Joint Ventures:

(₹ in lacs)

| Name of Joint Ventures | Sales and Contract Revenue | Recovery of Machine Hire & Staff Deputation Charges | Royalty and Consultancy Fees | Directors Remuneration and Sitting Fees | Purchase of Raw Materials & Consumables | Mobilisation Advance received | Outstanding Guarantees | Loans Paid | Balance outstanding as at the year end |
|------------------------|----------------------------|---|------------------------------|---|---|-------------------------------|------------------------|------------|--|
| GPT – CVCC – SLDN (JV) | 502.20 (1,186.52) | - (-) | - (-) | - (-) | - (-) | - (-) | 297.36 (225.49) | - (-) | 190.28 (208.79) |
| GPT – TRIBENI (JV) | 327.57 (431.70) | - (-) | - (-) | - (-) | - (-) | - (-) | 350.62 (380.75) | - (-) | 61.49 (- 5.47) |
| RAHEE – GPT (JV) | - (-) | 8.68 (22.14) | - (-) | - (-) | - (19.46) | - (-) | - (74.41) | - (-) | 27.27 (21.17) |
| GPT – RANHILL (JV) | - (-) | - (-) | - (-) | - (-) | - (-) | 0.05 (-) | 0.18 (-) | - (-) | - 0.05 (-) |
| GPT - SMC (JV) | - (-) | 1.44 (-) | - (-) | - (-) | - (-) | - (-) | 272.62 (-) | - (-) | 1.44 (-) |
| JMC – GPT (JV) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 0.03 (-) | - (-) | - (-) |

C. Details of transactions and Balances outstanding relating to Others :

(₹ in lacs)

| Nature of Transactions | Key Management Personnel | Enterprises over over which KMP/ KMP's relatives having significant influence | Relatives of Key Management Personnel | Total |
|---|--------------------------|---|---------------------------------------|--------------------|
| Sale of Scrap | | | | |
| GPT Castings Limited | - (-) | 20.11 (38.30) | - (-) | 20.11 (38.30) |
| Sale of Investments | | | | |
| Mayfair Commotrade Private Limited | - (-) | - (4.40) | - (-) | - (4.40) |
| Sale of Assets | | | | |
| Ramdiha Mercantile Private Limited | - (-) | - (21.00) | - (-) | - (21.00) |
| Mayfair Commotrade Private Limited | - (-) | - (3.70) | - (-) | - (3.70) |
| Interest Received | | | | |
| Ramdiha Mercantile Private Limited | - (-) | - (0.73) | - (-) | - (0.73) |
| Mehul Filament Private Limited | - (-) | - (0.15) | - (-) | - (0.15) |
| Steellex Electrocast Private Limited | - (-) | - (1.93) | - (-) | - (1.93) |
| Repayment received for Loan Paid | | | | |
| M/s. GPT Employees Welfare Trust | - (-) | 2.50 (4.10) | - (-) | 2.50 (4.10) |
| Amount received against Share Warrants | | | | |
| GPT Ventures Private Limited | - (-) | 508.75 (541.25) | - (-) | 508.75 (541.25) |
| GPT Sons Private Limited | - (-) | - (1,600.00) | - (-) | - (1,600.00) |


NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
C. Details of transactions and Balances outstanding relating to Others (Contd.):

(₹ in lacs)

| Nature of Transactions | Key Management Personnel | Enterprises over over which KMP/ KMP's relatives having significant influence | Relatives of Key Management Personnel | Total |
|--|--------------------------|---|---------------------------------------|------------|
| Issue of Equity Shares (Incl. Securities Premium) | | | | |
| GPT Sons Private Limited | - | - | - | - |
| | (-) | (1,600.00) | (-) | (1,600.00) |
| GPT Ventures Private Limited | - | 805.00 | - | 805.00 |
| | (-) | (595.00) | (-) | (595.00) |
| Loan Received | | | | |
| GPT Sons Private Limited | - | 165.00 | - | 165.00 |
| | (-) | (-) | (-) | (-) |
| Purchase of Raw Materials/Stock – in – Trade/ Stores and Spares | | | | |
| GPT Castings Limited | - | 1,008.41 | - | 1,008.41 |
| | (-) | (911.10) | (-) | (911.10) |
| Interest Expense | | | | |
| GPT Sons Private Limited | - | 0.60 | - | 0.60 |
| | (-) | (-) | (-) | (-) |
| Bimla Devi Agarwal | - | - | - | - |
| | (-) | (-) | (0.05) | (0.05) |
| Rent Paid | | | | |
| GPT Castings Limited | - | 36.00 | - | 36.00 |
| | (-) | (36.00) | (-) | (36.00) |
| GPT Ventures Limited | - | 9.00 | - | 9.00 |
| | (-) | (7.50) | (-) | (7.50) |
| GPT Estate Private Limited | - | 108.00 | - | 108.00 |
| | (-) | (-) | (-) | (-) |
| GPT Healthcare Private Limited | - | - | - | - |
| | (-) | (0.81) | (-) | (0.81) |
| M/s. Stone Products | - | 10.20 | - | 10.20 |
| | (-) | (10.20) | (-) | (10.20) |
| Mr. D. P. Tantia | 1.44 | - | - | 1.44 |
| | (1.44) | (-) | (-) | (1.44) |
| Mr. S. G. Tantia | 0.30 | - | - | 0.30 |
| | (0.30) | (-) | (-) | (0.30) |
| Mr. Vaibhav Tantia | 0.42 | - | - | 0.42 |
| | (0.42) | (-) | (-) | (0.42) |
| Mrs. Pramila Tantia | - | - | 1.32 | 1.32 |
| | (-) | (-) | (1.32) | (1.32) |
| Mrs. Vinita Tantia | - | - | 1.44 | 1.44 |
| | (-) | (-) | (1.44) | (1.44) |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
C. Details of transactions and Balances outstanding relating to Others (Contd.):

(₹ in lacs)

| Nature of Transactions | Key Management Personnel | Enterprises over over which KMP/ KMP's relatives having significant influence | Relatives of Key Management Personnel | Total |
|----------------------------------|--------------------------|---|---------------------------------------|------------------|
| Salary/Remuneration Paid | | | | |
| Mr. D. P. Tantia | 16.79 (23.45) | - (-) | - (-) | 16.79 (23.45) |
| Mr. S. G. Tantia | 60.00 (60.00) | - (-) | - (-) | 60.00 (60.00) |
| Mr. Atul Tantia | 30.60 (30.60) | - (-) | - (-) | 30.60 (30.60) |
| Mr. Vaibhav Tantia | 27.20 (20.81) | - (-) | - (-) | 27.20 (20.81) |
| Mr. Arun Kumar Dokania | 35.62 (33.25) | - (-) | - (-) | 35.62 (33.25) |
| Mrs. Kriti Tantia | - (-) | - (-) | 2.04 (6.49) | 2.04 (6.49) |
| Directors Sitting Fees | | | | |
| Mr. D. P. Tantia | 0.96 (0.80) | - (-) | - (-) | 0.96 (0.80) |
| Donation Paid | | | | |
| M/s. Govardhan Foundation | - (-) | 45.00 (17.00) | - (-) | 45.00 (17.00) |
| Dividend Paid | | | | |
| Mr. D. P. Tantia | 5.62 (3.37) | - (-) | - (-) | 5.62 (3.37) |
| Mr. S. G. Tantia | 17.10 (10.26) | - (-) | - (-) | 17.10 (10.26) |
| Mr. Atul Tantia | 11.72 (3.13) | - (-) | - (-) | 11.72 (3.13) |
| Mr. Vaibhav Tantia | 3.34 (2.01) | - (-) | - (-) | 3.34 (2.01) |
| Mr. Arun Kumar Dokania | 0.01 (0.01) | - (-) | - (-) | 0.01 (0.01) |
| M/s Dwarika Prasad Tantia HUF | - (-) | 1.26 (0.76) | - (-) | 1.26 (0.76) |
| M/s Shree Gopal Tantia HUF | - (-) | 1.96 (1.17) | - (-) | 1.96 (1.17) |
| GPT Ventures Private Limited | - (-) | 37.94 (9.21) | - (-) | 37.94 (9.21) |
| GPT Sons Private Limited | - (-) | 12.50 (-) | - (-) | 12.50 (-) |
| M/s. GPT Employees Welfare Trust | - (-) | 2.50 (1.50) | - (-) | 2.50 (1.50) |
| Mrs. Pramila Tantia | - (-) | - (-) | 5.55 (3.33) | 5.55 (3.33) |
| Mrs. Kriti Tantia | - (-) | - (-) | 2.67 (1.60) | 2.67 (1.60) |
| Mrs. Radhika Tantia | - (-) | - (-) | 1.25 (0.75) | 1.25 (0.75) |


NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
C. Details of transactions and Balances outstanding relating to Others (Contd.):

(₹ in lacs)

| Nature of Transactions | Key Management Personnel | Enterprises over over which KMP/ KMP's relatives having significant influence | Relatives of Key Management Personnel | Total |
|--|--------------------------|---|---------------------------------------|----------|
| Dividend Paid (Contd.) | | | | |
| Mrs. Vinita Tantia | - | - | 5.75 | 5.75 |
| | (-) | (-) | (3.45) | (3.45) |
| Mrs. Harshita Tantia | - | - | 0.20 | 0.20 |
| | (-) | (-) | (0.12) | (0.12) |
| Mr. Amrit Jyoti Tantia | - | - | 3.22 | 3.22 |
| | (-) | (-) | (1.93) | (1.93) |
| Mrs. Manju Dokania | - | - | 0.01 | 0.01 |
| | (-) | (-) | (0.01) | (0.01) |
| Security Deposit Paid | | | | |
| GPT Estate Private Limited | - | - | - | - |
| | (-) | (100.00) | (-) | (100.00) |
| Loan Paid | | | | |
| Ramdiha Mercantile Private Limited | - | - | - | - |
| | (-) | (12.00) | (-) | (12.00) |
| Mehul Filament Private Limited | - | - | - | - |
| | (-) | (6.00) | (-) | (6.00) |
| Steellex Electrocast Private Limited | - | - | - | - |
| | (-) | (31.00) | (-) | (31.00) |
| Balance outstanding as at the year end – Debit | | | | |
| GPT Estate Private Limited | - | 115.50 | - | 115.50 |
| | (-) | (100.00) | (-) | (100.00) |
| Ramdiha Mercantile Private Limited | - | - | - | - |
| | (-) | (0.65) | (-) | (0.65) |
| Steellex Electrocast Private Limited | - | - | - | - |
| | (-) | (1.74) | (-) | (1.74) |
| Balance outstanding as at the year end – Credit | | | | |
| GPT Castings Limited | - | 57.10 | - | 57.10 |
| | (-) | (48.84) | (-) | (48.84) |
| GPT Healthcare Private Limited | - | 28.20 | - | 28.20 |
| | (-) | (3.42) | (-) | (3.42) |
| GPT Sons Private Limited | - | 165.54 | - | 165.54 |
| | (-) | (-) | (-) | (-) |
| GPT Ventures Private Limited | - | - | - | - |
| | (-) | (300.30) | (-) | (300.30) |
| Mr. D. P. Tantia | 16.79 | - | - | 16.79 |
| | (23.45) | (-) | (-) | (23.45) |
| Mr. S. G. Tantia | 4.10 | - | - | 4.10 |
| | (3.45) | (-) | (-) | (3.45) |
| Mr. Atul Tantia | 1.80 | - | - | 1.80 |
| | (1.45) | (-) | (-) | (1.45) |
| Mr. Vaibhav Tantia | 1.15 | - | - | 1.15 |
| | (1.45) | (-) | (-) | (1.45) |
| Mr. Arun Kumar Dokania | 1.72 | - | - | 1.72 |
| | (1.05) | (-) | (-) | (1.05) |
| Mrs. Pramila Tantia | - | - | - | - |
| | (-) | (-) | (0.15) | (0.15) |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
C. Details of transactions and Balances outstanding relating to Others (Contd.):

(₹ in lacs)

| Nature of Transactions | Key Management Personnel | Enterprises over over which KMP/ KMP's relatives having significant influence | Relatives of Key Management Personnel | Total |
|---|--------------------------|---|---------------------------------------|--------------------------|
| Personal Guarantee of Directors/ Relatives on behalf of the Company | | | | |
| Mr. D. P. Tantia | 31,320.07 (14,176.64) | - (-) | - (-) | 31,320.07 (14,176.64) |
| Mr. S. G. Tantia | 31,922.84 (14,354.32) | - (-) | - (-) | 31,922.84 (14,354.32) |
| Mr. Atul Tantia | 31,922.84 (14,354.32) | - (-) | - (-) | 31,922.84 (14,354.32) |
| Mr. Vaibhav Tantia | 28,729.74 (12,387.03) | - (-) | - (-) | 28,729.74 (12,387.03) |
| Mrs. Pramila Tantia | - (-) | - (-) | 2,019.17 (7,056.61) | 2,019.17 (7,056.61) |
| Mrs. Vinita Tantia | - (-) | - (-) | - (1,589.05) | - (1,589.05) |

Note: Figures in brackets relate to previous year.

32. CONSTRUCTION CONTRACTS DISCLOSURE

Information relating to Construction contracts as per Accounting Standard 7 (Revised) are given below: (₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|--|-----------|-----------|
| Contract income recognized as revenue during the year | 30,348.55 | 28,810.33 |
| Aggregate amount of costs incurred and recognized profits (less recognized losses) till date | 83,716.09 | 77,820.63 |
| Advances received (unadjusted) | 3,178.46 | 1,734.44 |
| Retention amount | 2,732.43 | 2,533.22 |
| Gross amount due from customers for contract work | 12,152.37 | 8,484.13 |
| Gross amount due to customers for contract work | 59.24 | 7.70 |

33. (a) Gratuity and leave benefit plans (AS 15 Revised)

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favorable than the provisions of The Payment of Gratuity Act, 1972. The scheme is funded.

The Group also has other long term employee benefit plan for leave. Every employee is entitled to cash equivalent of unutilized leave balance at the time of retirement/resignation. The scheme is unfunded.

(₹ in lacs)

| Particulars | Gratuity (Funded) | | Leave Encashment (Unfunded) | |
|--|-------------------|---------------|-----------------------------|--------------|
| | 2011-12 | 2010-11 | 2011-12 | 2010-11 |
| Movement in defined/other long term employee benefit obligation | | | | |
| Obligation at the beginning of the year | 121.06 | 73.57 | 89.48 | 54.76 |
| Current Service Cost | 23.76 | 22.76 | 19.99 | 24.54 |
| Interest Cost | 10.23 | 7.79 | 7.61 | 4.38 |
| Actuarial (gain)/loss | (17.17) | 18.14 | (8.24) | 5.80 |
| Benefits paid | (1.49) | (1.20) | - | - |
| Obligation at the year end | 136.39 | 121.06 | 108.84 | 89.48 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

Gratuity and Leave benefit plan (as per AS 15 revised) (Contd.)

(₹ in lacs)

| Particulars | Gratuity (Funded) | | Leave Encashment (Unfunded) | |
|---|-------------------|--------------|-----------------------------|-----------------------|
| | 2011-12 | 2010-11 | 2011-12 | 2010-11 |
| Change in Plan Assets | | | | |
| Plan assets at period beginning, at fair value | 71.10 | 65.90 | | |
| Expected return on plan assets | 6.04 | 5.48 | | |
| Actuarial gain/(Loss) | (4.48) | 0.09 | Not Applicable | Not Applicable |
| Contributions | 20.00 | 0.83 | | |
| Benefits paid | (1.49) | (1.20) | | |
| Plan Assets at the year end, at fair value | 91.17 | 71.10 | Not Applicable | 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 | 91.17 | 71.10 | - | - |
| Present value of the defined benefit obligations at the end of the year | 136.39 | 121.06 | 108.84 | 89.48 |
| Liability/(Assets) recognised in the Balance Sheet | 45.22 | 49.96 | 108.84 | 89.48 |
| Cost for the Year | | | | |
| Current service cost | 23.76 | 22.76 | 19.99 | 24.54 |
| Interest cost | 10.23 | 7.79 | 7.61 | 4.38 |
| Expected return on plan assets | (6.04) | (5.48) | - | - |
| Actuarial (gain)/loss | (12.69) | 18.05 | (8.24) | 5.80 |
| Net Cost recognized in the statement of Profit and Loss | 15.26 | 43.12 | 19.36 | 34.72 |
| Assumptions used to determine the benefit obligations: | | | | |
| Discount rate | 8.50% | 8.00% | 8.50% | 8.00% |
| Estimated rate of return on plan assets | 8.50% | 8.00% | Not Applicable | Not Applicable |
| The major categories of plan assets as a percentage of the fair value of total plan assets are as follows: | | | | |
| Funded with insurer | 100% | 100% | Not Applicable | Not Applicable |

The amount for current and previous years is as follows:

| | 2012 | 2011 | 2010 | 2009 | 2008 |
|---|--------------------------|---------|----------------|----------------|----------------|
| | Gratuity (Funded) | | | | |
| Defined value of obligations at the end of the year | 136.39 | 121.06 | 73.57 | 95.94# | 32.32 |
| # Including ₹34.63 lacs excess provided in the accounts | | | | | |
| Plan Assets at the end of the period | 91.17 | 71.10 | 65.90 | 27.59 | 14.64 |
| Surplus/(Deficit) | (45.22) | (49.96) | (7.67) | (68.35) | (17.68) |
| Experience (Gain)/Loss on Plan Liabilities | 20.42 | 18.14 | Not Available* | Not Available* | Not Available* |
| Experience Gain/(Loss) on Plan Assets | 0.10 | 0.08 | Not Available* | Not Available* | Not Available* |

* The Management has relied on the overall actuarial valuation conducted by the actuary. However, experience adjustments on plan liabilities and assets are not readily available and hence not disclosed.

The Company expects to contribute ₹24.71 lacs (₹24.00 lacs) in the year 2012 – 13.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

NOTES TO THE FINANCIAL STATEMENTS (Contd.) AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012
(b) Amount incurred as expense for defined contribution plans

(₹ in lacs)

| Particulars | 2011-12 | 2010-11 |
|--------------------------------|---------|---------|
| Contribution to Provident Fund | 50.71 | 57.96 |

Notes:

- The estimates of future salary increase considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
 - The leave liabilities are non - funded. Accordingly, information regarding planned assets are not applicable.
34. The Group has operating leases for office premises that are renewable on a periodic basis and are cancelable by giving a notice period ranging from one month to three months. The amount of rent expenses included in Profit and Loss Account towards operating Leases aggregate to ₹242.58 lacs (₹138.86 lacs).

35. DETAILS OF PRE-OPERATIVE EXPENSES

(₹ in lacs)

| Sl. No. | Particulars | 2011-12 | 2010-11 |
|---------|-------------------|----------|---------------|
| 1. | Audit Fees | - | 0.17 |
| 2. | Bank Charges | - | 55.04 |
| 3. | Professional Fees | - | 1.40 |
| 4. | Royalty Paid | - | 43.07 |
| 5. | Others | - | 0.32 |
| | Total | - | 100.00 |

36. Previous year's figures including those given in brackets have been regrouped/re-arranged wherever considered necessary to confirm to current years classifications in terms of note 2(c).

As per our attached report of even date

For For S R B C & Co.

Firm registration number: 324982E

Chartered Accountants

per Kamal Agarwal

Partner

Membership No. 058652

Place : Kolkata

Dated : 26th May 2012

For and on behalf of Board of Directors

D. P. Tantia

Chairman

Atul Tantia

Executive Director

R. Mishra

Company Secretary

S. G. Tantia

Managing Director

V. N. Purohit

Director



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