

**ANNUAL REPORT
2008 - 2009**



ADVANCE POWERINFRA TECH LIMITED

BOARD OF DIRECTORS : **Mr. Akhilesh Kotia**
Mrs. Charu Kotia
Mr. Gaurav Jain
Mr. Manoj Banka

AUDITORS : **BHALOTIA & CO.**
Chartered Accountant

COMPANY LAW CONSULTANT : **A. K. LABH & CO.**
Company Secretaries

**REGISTRAR &
SHARE TRANSFER AGENT** : **MAHESWARI DATAMATICS PVT. LTD.**
6 Mangoe Lane, 2nd Floor,
Kolkata - 700 001

BANKERS : **CITI BANK**
Kolkata

REGISTERED OFFICE : **4 Chandni Chowk Street**
Kolkata - 700 072

NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the members of the company will be held at Registered Office of the company at 4, Chandni Chowk Street, Kolkata-700072 on Saturday, the 8th day of August, 2009 at 11.00 A.M. to transact the following business:

As ordinary business:

1. To consider and adopt the Balance Sheet as at 31st March, 2009, the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Gaurav Jain, who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint retiring Auditors of the Company, M/s. Bhalotia & Co., Chartered Accountants to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

By Order of the Board
For Advance Powerinfra Tech Limited

Akhilesh Kotia
Director

Place: Kolkata
Date : 29.06.2009

NOTES

1. The register of members and the share transfer books of the Company shall remain closed from 3rd August, 2009 to 8th August, 2009. (both days inclusive.)
2. ***A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself/herself and the proxy need not be a member of the Company. However, the proxy forms duly filled up must be lodged with the company before 48 hours of the meeting.***
3. Please note that as per the notifications of SEBI, the company's equity shares have been under compulsory demat trading mode for all the investors. You are therefore, requested to demat your shareholding to avoid inconvenience in future.
4. Members are requested to:-
 - a) Notify change of address, if any.
 - b) Send Query (ies), if any, regarding audited accounts atleast 10 days before meeting.
 - c) Bring with them their copy of the Annual Report in the meeting
 - d) Carry their identity proof to produce at the venue for security reasons.
5. Information pursuant to Clause 49 of the Listing Agreement in connection with the Directors seeking appointment/re-appointment:

Name of Director	Mr. Gaurav Jain
Date of Birth	29.04.1972
Date of Appointment	30.01.2002
Qualification	B. Com
Experience	Possess good working commercial knowledge
Directorship in other Public Limited Companies	NIL
Chairman/ Membership of the Committee of other Public Limited Company	NIL

By Order of the Board
For Advance Powerinfra Tech Limited

Place: Kolkata

Date: 29.06.2009

Akhilesh Kotia
Director

DIRECTORS' REPORT

Your Directors present the 15th Annual Report and Audited Accounts of Company for the year ended 31st March, 2009.

FINANCIAL HIGHLIGHT:

	For the Year Ended 31.03.2009 Rs. (In Lacs)	For the Year Ended 31.03.2008 Rs.(In Lacs)
Turnover	29.88	33.50
Profit/(Loss) before Taxation	0.71	1.56
Provision for Taxation	0.30	0.62
Deferred Tax	0.32	0.03
Profit/(Loss) after Taxation	1.89	0.97

DIVIDEND:

Your directors regret to recommend any dividend for the year under report.

CURRENT YEAR AND FUTURE PROSPECTS:

The Company is trying its best to turnaround the position of the Company. The company is exploring different business options to increase the operations vide strategic tie-ups, acquisition of same line companies for business synergies, diversification in related areas etc. The Company is also planning to venture into ventures.

FIXED DEPOSIT:

Your company has not accepted any Fixed Deposit during the year under review.

PARTICULARS OF EMPLOYEES:

There are no employees who are in receipt of remuneration in excess of the limit specified under Section 217(2A) of the Companies (Particulars of Employees) Rule, 1975.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

In compliance with the provisions of Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the report of the Directors) Rule, 1988, your company has to report that:

- Your Company has neither carried out any Research and Development Work nor spent any amount on it.
- There was no foreign exchange earning or outgo.

DIRECTORS:

Mr. Gaurav Jain retires by rotation at the forthcoming Annual General Meeting, but being eligible offers herself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors confirm:

- that in the preparation of the Annual Accounts, the applicable accounting standards has been followed except AS 15 as the company follow the policy of pay as you go in respect of gratuity and leave encashment.
- that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent: so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31st March, 2009 and of the profit of the company for the year.
- that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- that the Directors has prepared the annual accounts on a going concern basis.

AUDITORS' REPORT:

The Auditors' Report attached herewith is self-explanatory and needs no further explanation.

AUDITORS:

M/s. Bhalotia & Co., Chartered Accountants, Kolkata, the Auditors of your company is retiring at the forthcoming Annual General Meeting and is eligible for re-appointment.

COMPLIANCE CERTIFICATE

Compliance Certificate pursuant to the proviso to sub-section (1) of Section 383A of the Companies Act, 1956, read with the Companies (Compliance Certificate) Rule, 2001, is annexed herewith and forms part of our report.

LISTING:

The shares of the company are listed at Calcutta and Mumbai Stock Exchanges.

CORPORATE GOVERNANCE:

Report on Corporate Governance along with the certificate thereon is separately attached.

ACKNOWLEDGEMENT:

Your Directors take the opportunity of placing their sincere appreciation to the Central Government, State Government, Banks, Financial Institutions and members of the company for their valuable guidance and support.

On behalf of the Board
For Advance Powerinfra Tech Limited

Registered Office:
4, Chandni Chowk Street
Kolkata-700072
Date: 29.06.2009

Akhilesh Kotia
Director

Charu Kotia
Director

To,
The Members,
Advance Powerinfra Tech Limited
4, Chandni Chowk Street,
Kolkata – 700 072

Registration No. : 21-065726
Authorised Capital : Rs.6,00,00,000/-
Paid-up Capital : Rs.3,75,00,000/-

We have examined the registers, records, books and papers of **M/s Advance Powerinfra Tech Limited** (the company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2009. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies (ROC) as prescribed under the Act and the rules made there under.
3. The Company is a public limited company.
4. The Board of Directors duly met 6(Six) times on 30.04.2008, 31.07.2008, 02.09.2008, 31.10.2008, 30.01.2009 and 31.03.2009 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The register of members and share transfer books were closed from 23.09.2008 to 30.09.2008 (both days inclusive) and the provisions of Section 154 of the Act was duly complied with.
6. The annual general meeting for the financial year ended on 31.03.2008 was held on 30.09.2008 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. One extra-ordinary general meetings was held during the year under report on 30.08.2008 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
8. The provisions of Section 295 of the Act are not attracted.
9. The provisions of Section 297 of the Act are not attracted.
10. The company has made necessary entries in the register maintained under Section 301 of the Act for the disclosures made by the directors pursuant to the provisions of the Section 299 of the Act.
11. The provisions of Section 314 of the Act are not attracted.
12. No duplicate share certificate was issued during the year under report.
13. The Company has:
 - (i) issued the share certificate within time after processing the request for transfer of shares received during the year;
 - (ii) not declared the dividend during the year under report;
 - (iii) no amount of unpaid/unclaimed dividend due for transfer to the Investor Education & Protection Fund during the year under report;
 - (iv) Complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and there was no new appointment of any additional, casual or alternative director during the year under report.
15. The provisions of Section 269 of the Act are not attracted.
16. No sole-selling agent was appointed during the year.
17. The Company was not required to obtain any approval of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and rules made there under.
19. The Company has not raised its capital by issue of any new shares during the year under report
20. The Company has not bought back any shares during the year.
21. The Company has not redeemed any preference shares / debentures during the year under report.

22. The Company has not issued any right / bonus shares etc. during the year.
23. The company has not accepted / renewed any fresh deposits attracting the provisions of Section 58A of the Act.
24. The borrowings made by the Company are within the statutory limit.
25. The investments, loans and advances made by the Company are in compliance with the provisions of the Act.
26. The Company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The Company has not altered the provisions of the Articles of Association of the Company during the year under scrutiny.
31. The Company has not received any show cause notice for any alleged offence during the year under report.
32. The Company has not received any security from its employees during the year under certification.
33. The provisions of Section 418 of the Act was not attracted.

For A. K. LABH & CO.
Company Secretaries

(A. K. LABH)
Proprietor
C. P. No. 3238

Place : Kolkata
Date : 29th June, 2009

Annexure – A

Registers as maintained by the Company

1. Register of Members u/s 150
2. Register of Index of Members u/s 151
3. Register of transfer of shares u/s 108
4. Register of charges u/s 143
5. Register of Directors, Manager, etc. u/s 303
6. Register of Directors' shareholding u/s 307
7. Minutes of Board Meeting
8. Minutes of General Meeting
9. Books of Accounts u/s 209

Annexure - B

Forms and Returns as filed by the Company with the Registrar of Companies, during the financial year ending on 31st March, 2009:

1. Annual Return u/s 159 (doct. dated 30.09.2008 filed on 13.11.2008)
2. Balance Sheet u/s 220 (doct. dated 31.03.2008 filed on 25.10.2008)

CORPORATE GOVERNANCE:

1. Company's philosophy on code of Governance:

Your company has always believed in the concept of good corporate governance involving transparency, empowerment, accountability and integrity with a view to increasing stakeholder value. The objective of your company is not only to meet the statutory requirements of the code but to go well beyond it by instituting such systems and procedures as are in accordance with the latest global trend of making management completely transparent and institutionally sound.

2. Board of Directors:

a) Composition and category of Directors

The Board of Directors has an optimum combination of independent, executive and non-executive directors. The Board comprises of two independent directors whereas all four are in non-executive capacity. The Board of Directors of the company are as follows:

Name of Director	Category
1. Mr. Akhilesh Kotia	Non-Executive Promoter Director
2. Mrs. Charu Kotia	Non-Executive Promoter Director
3. Mr. Gaurav Jain	Independent Non-Executive Director
4. Mr. Manoj Kumar Banka	Independent Non-Executive Director

Mr. Akhilesh Kotia and Mrs. Charu Kotia being relatives are related with each other. All the directors are above 21 years of age.

b) Attendance of each Director at the Board Meeting and the last Annual General Meeting

Name of Director	No. of Board Meetings held	No. of Board Meetings attended	Attendance at the last A. G. M.
1. Mr. A. Kotia	6	6	Yes
2. Mrs. Charu Kotia	6	6	Yes
3. Mr. Gaurav Jain	6	1*	No
4. Mr. Manoj Kumar Banka	6	6	Yes

* Leave of absence was granted

c) Number of other Directorship and Chairmanship/Membership of Committee of each Director*

Name of the Director	No. of Directorship in other Boards of Public Limited Company	No. of Chairmanship/ membership of other Board Committee of Public Limited Company
1. Mr. A. Kotia	3	3
2. Mrs. Charu Kotia	2	-
3. Mr. Gaurav Jain	-	-
4. Mr. Manoj Kumar Banka	1	2

*Number of directorships/memberships held in other companies excludes directorships/memberships in private limited companies, foreign companies, membership of various committees of various chambers/bodies and alternate directorships.

d) Details of Board Meetings held during the year:

Date	Board Strength	No. of Directors present
30.04.2008	4	4
31.07.2008	4	3
02.09.2008	4	3
31.10.2008	4	3
31.01.2009	4	3
31.03.2009	4	3

Brief resumes of the Directors proposed to be appointed/re-appointed:

Mr. Gaurav Jain

Date of Birth	29.04.1972
Date of Appointment	30.01.2002
Qualification	B. Com
Experience	Possess good working commercial knowledge
Directorship in other Public Limited Companies apart from this Company	NIL
Chairman/ Membership of the Committee in which he is a Director apart from this Company	NIL

Shares of the company held by Mr. Gaurav Jain or for other persons on beneficial basis, as on 31st March, 2009:

- i) Own – nil
- ii) On beneficial Basis - nil

Code of Conduct:

The Company has formulated and implemented a Code of conduct for all Board Members and Senior Management of the Company in compliance with clause 49 of the Listing Agreement. The same has also been noted at the Company's website at www.marsonsonline.com. All Board Members and Senior Management personnel has affirmed compliance with the code on annual basis. A declaration to this effect has been enclosed alongwith the report

3. Committee of the Board:

(a) Audit Committee:

The audit committee comprises of the following non-executive directors:

1. Mr. Manoj Kumar Banka - Chairman
2. Mr. Gaurav Jain
3. Mrs. Charu Kotia

Meetings of the Audit Committee and attendance of the members therein in 2008-2009

	30.04.08	31.07.08	02.09.08	31.10.08	30.01.09
Mr. Manoj Kumar Banka	Yes	Yes	Yes	Yes	Yes
Mr. Gaurav Jain	Yes	No	No	No.	Yes
Mrs Cahru Kotia	Yes	Yes	Yes	Yes	Yes

*** Functions of the Committee**

1. Review with the management and/or Internal Audit Department and/or Statutory Auditors:

- i) Company's financial statements and reports;
- ii) Disclosure of Company's financial information to ensure the same is correct, sufficient and credible;
- iii) Changes/improvements in Financial/Accounting practices;
- iv) Adequacy of Internal Audit Function and Systems and;
- v) Charter of Audit Committee;

2. Hold discussions with:

- i) Statutory Auditors, before and after audit on the scope and area of Concern;
- ii) Internal Audit Department on its significant findings and also failure of Internal Control Systems, if any, and
- iii) Management before submission of financial statements to the Board.

3. Compliance with Accounting Standards, Legal requirements and Ethical Code.

(b) Remuneration Committee:

The remuneration committee comprises of the following independent non-executive directors:

1. Mr. Manoj Kumar Banka - Chairman
2. Mr. Gaurav Jain
3. Mr. Akhilesh Kotia

No Committee meeting was held during the year.

*** Functions of the Committee:**

The Policy Dossier prescribes for payment of Compensation to Executive Directors by way of salary and other perquisites.

*** Remuneration Policy:**

The remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice.

No sitting fee was paid to any director for attending any meeting of the Board of Directors of the company and committee thereof. No Director of the Company draw any remuneration from the company.

Shares/Convertible Instruments held by Non-Executive Directors as on 31.03.2009:

Name of the Non-Executive Directors	No. of shares of the company	Convertible Instruments
Mr. Akhilesh Kotia	35000	N.A..
Mrs. Charu Kotia	Nil	N.A.
Mr. Gaurav Jain	Nil	N.A.
Mr. Manoj Kumar Banka	Nil	N.A.

(c) Shareholders'/Investors' Grievance Committee:

Shareholders'/Investors' Grievance Committee under the Chairmanship of independent non-executive director comprises of the following directors:

1. Mr. Manoj Kumar Banka - Chairman
2. Mr. A. Kotia
3. Mr. Gaurav Jain

The committee met on 30.04.2008, 30.08.2008, 15.09.2008 and 15.01.2009 during the year and was attended by all the members

Compliance Officer : Mr. Akhilesh Kotia, Director
Phone No. : (033)22127189
Fax No. : (033)22126484
email : marsonspower@vsnl.net
website : marsonsonline.com

The company has dedicated a separate e-mail id, i.e. marsonspower@vsnl.net for redressal of shareholders'/investors' grievances, queries and clarifications pursuant to new clause 47(f) of the Listing Agreement

*** Functions and activities:**

The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the securities transfer. The Committee also looks into redressal of Shareholders'/Investors' complaints like transfer of shares, non-receipt of Balance Sheet etc. during the year under review the Company has generally processed all the applications within time except for certain cases due to unavoidable reasons. There was no unresolved matter as on 31.03.2009

*** Share Transfer System:**

The Company's shares are traded in the Stock Exchange compulsorily in Demat mode. Shares in physical mode, which are lodged for transfer, are processed and returned to the Shareholders within the stipulated time.

During the year 6 Share transfer deeds comprising of 1500 shares were received for Physical Transfer. Requests received for dematerialization of shares were generally processed promptly. During the year total number of shares dematerialization were as follows:

NSDL	2400
CDSL	500

1 Complaint have been received during the year and the number of complaints lying pending as on 31st March, 2009 was NIL.

4. General Body Meetings:

The last three Annual General Meetings of the Company were held as under

Year	Location	Date	Time
2005-2006	4, Chandni Chowk Street Kolkata - 700072	23.09.2006	11.30 A.M.
2006-2007	- do -	28.09.2007	11.30 A.M.
2007-2008	- do -	30.09.2008	11.30 A.M.

Note: There were no special resolutions required to be passed through Postal Ballot at any of the above general meetings. None of the resolutions proposed for the ensuing Annual General Meeting need to be passed by Postal Ballot.

Extra Ordinary General Meeting held in last three financial year:

Date	Venue	Time	Resolution
30.08.2008	4, Chandni Chowk Street, Kolkata - 700072	11.00 A.M.	Change of Auditor

5. Disclosures:

- (i) The financial statements are prepared following the Accounting Standards and there are no deviations from it.
- (ii) Disclosures on materially significant related party transactions, i.e. transactions of the Company of material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the company at large:
 There are no significant transactions with related parties which may have a potential conflict with the interests of the Company. The Register of Contracts containing transactions in which directors are interested is placed before the Board regularly.
- (iii) Details of non-compliance by the company, penalties, structures imposed on the Company by the Stock Exchange or SEBI or any statutory authority or any matter related to Capital Markets, during the last three years:
 There were no such significant instances of non-compliances of any matter related to the capital markets during the last year.

- (iv) The Company has complied with all the mandatory and non-mandatory requirements of the revised Clause 49 of the Listing Agreement. The extent of compliance of the following non-mandatory requirements are given below:
- (a) With regard to training of Board Members, the directors of the Company are continuously trained in the business model of the Company and the risk profile of business parameters through various presentations at Board/Committee Meetings.
- (b) With regard to Whistle Blower Policy, the Company is examining the formulation and implementation of the same, after which the same would be submitted to the Board.

6. Subsidiary Company:

The company does not have any subsidiary company.

7. Means of Communication:

The Company's Notice etc. has generally been published in Financial Express (in English) and Arthik Lipi (in Bengali).

8. Management Discussion & Analysis Report:

Already dealt in the Director's Report itself.

9. CEO/CFO Certificate

Mr. Akhilesh Kotia, Director and also the person leading the finance friction has certified to the Board the particulars as stipulated vide Clause 49V of the Listing Agreement.

10. General Shareholder Information:

(a) Annual General Meeting:

Date & Time : Saturday 8th day of August, 2009 at 11.00 A.M.

Venue : Registered Office: 4, Chandni Chowk Street, Kolkata – 700072

(b) Financial Calendar 2009-10(tentative)

Annual General Meeting (next year)	- September, 2010
Results for the quarter ending June 30, 2009	- 31 st July 2009
Results for the quarter ending Sept. 30, 2009	- Last week of Oct, 2009
Results for the quarter ending Dec. 31, 2009	- Last week of Jan, 2010
Results for the quarter ending Mar, 31, 2010	- Last week of April, 2010

(c) Book Closure date:

03.08.2009 to 08.08.2009 (both days inclusive)

(d) Listing:

Shares are listed at : i) The Calcutta Stock Exchange Association Ltd.
7, Lyons Range, Calcutta – 700001.
ii) Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400001.

The Listing Fee has been paid upto March, 2010 with the Bombay Stock Exchange.

(e) Demat : ISIN No. INE 009D01017

(f) Stock Market Rate: The Company's shares are not frequently traded at Calcutta Stock Exchange whereas the trading in shares of the company are suspended at Bombay Stock Exchange.

(g) Registrar & Share Transfer Agent: Maheshwari Datamatics Private Limited
6, Mangoe Lane, 2nd Floor Kolkata – 700001
Phone : 2243-5029/5809, 2248-2248
Fax : (033) 2248-4787 Email:mdpl@cal.vsnl.net.in

(h) (i) Distribution of Shareholding (as on 31.03.2009)

<u>Category</u>	<u>No. of Shares Held</u>	<u>% of Share Holding</u>
A. Promoter (s) Holding		
1. Promoters		
a. Indian Promoters	1448600	38.6293
b. Foreign Promoters	--	--
2. Persons Acting in Concert	--	--
Sub-Total	1448600	38.6293
B. Non-Promoters Holding		
3. Institutional Investors		
a. Mutual Funds and UTI	--	--
b. Banks, Financial Institutions, Insurance Companies(Central/ State Govt. Institutions/Non-Government Institutions)	--	--
c. FIIS	--	--
Sub-Total	--	--
4. Others		
a. Private Corporate Bodies	672800	17.9413
b. Indian Public	1628600	43.4294
c. NRIs/OCBs	--	--
d. Any Other	--	--
Sub-Total	2301400	61.3707
GRAND TOTAL	3750000	100.0000

(ii) Distribution Schedule (as on 31.03.2009)

Share Holding	Share Holder Number	%	No. of Shares	%
1 to 500	2873	82.6049	496790	13.2477
501 to 1000	290	8.3381	246510	6.5736
1001 to 2000	163	4.6866	244500	6.5200
2001 to 3000	45	1.2938	113100	3.1060
3001 to 4000	18	.5175	64600	1.7227
4001 to 5000	19	.5463	89900	2.3973
5001 to 10000	35	1.0063	274000	7.3067
10001 and above	35	1.0063	2220600	59.2160
	3478	100.0000	3750000	100.0000

(iii) Share Holding Pattern as on 31.03.2009

	Shareholders		Share	
	No.	%	No.	%
Physical	2856	82.12	2846611	75.91
NSDL	489	14.06	793908	21.17
CDSL	133	3.82	109481	2.92
TOTAL	3478	100.00	3750000	100.00

- i) Address for correspondence : 4, Chandni Chowk Street, Kolkata – 700072
ii) Any query on Annual Report : 4, Chandni Chowk Street, Kolkata – 700072
iii) Investor's Correspondence:
Maheshwari Datamatics Private Limited
6, Mangoe Lane, 2nd floor, Kolkata – 700001
Phone No. : (033)2243-5029/5809, 2248-2248
Fax No. : (033)2248-4787
email : mdpl@cal.vsnl.net.in

12. Cautionary Statement:

Details given here in above relating to various activities and future plans may be 'forward looking statements' within the meaning of applicable laws and regulations. The actual performance may differ from those Expressed or implied.

13. Certificate :

The company has obtained the Certificate from the M/s. A. K. LABH & CO. Company Secretaries regarding compliance of Corporate Governance as stipulated in clause 49 of the listing agreement and the same is annexed.

All material requirements with respect to Corporate Governance as stipulated in the Listing Agreement have been complied with.

On behalf of the Board
For Advance Powerinfra Tech Ltd.)

Place: Kolkata
Date: 29.06.2009

Akhilesh Kotia
Charu Kotia
Directors

A. K. LABH & CO.
Company Secretaries
40, Weston Street, 3rd Floor, Kolkata – 700 013.

**Certificate on compliance with the conditions of Corporate
Governance under Clause 49 of the Listing Agreement**

**To the Members of
Advance Powerinfra Tech Limited**

We have examined the compliance of Conditions of Corporate Governance by Marson's Power & Infrastructure Development Limited, for the period ended on 31st March, 2009, as stipulated in clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

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 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 explanation 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 have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company as well as by the Share Transfer Agent.

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 A. K. LABH & CO.
Company Secretaries

40, Weston Street,
3rd Floor, Kolkata – 700 013

A. K. LABH
Proprietor
C.P. 3238

Dated the 29th day of June, 2009

**CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE
COMPANY**

This is to confirm that a code of conduct for the Board Members and Senior Management Personnel of the Company has been adopted by the Board and the same was also circulated and posted on the website of the Company. The Company received declarations affirming Compliance of the Code from the persons concerned for the Financial Year Ended 31st March, 2009 and the same has also been noted by the Board.

For Advance Powerinfra Tech Limited

Akhilesh Kotia
Director

Place : Kolkata

Date : 29.06.2009

BHALOTIA & CO.
Chartered Accountants

AUDITORS' REPORT

To The Members of Advance Powerinfra Tech Limited
(Formerly Marson's Power & Infrastructure Development Limited)

We have audited the attached Balance Sheet of Advance Powerinfra Tech Limited as 31st March, 2009 and the related Profit & Loss Account and the Cash Flow Statement of the company 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.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) Order, 2003 as amended by the companies (Auditors Report) (Amendment) Order 2004 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 to the extent applicable.
2. Further to our comments in the annexure referred to in Paragraph 1 above, we state that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books.
 - c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of account.
 - d) In our opinion, the Profit & Loss Account, Balance Sheet and Cash Flow Statement of the company comply with the Accounting Standards referred to in Sub-Section 3(c) Section 211 of the Companies Act, 1956.
 - e) On the basis of representations received from the directors of the company, we report that no director is disqualified from being appointed as a director of the company under clause (g) of sub-section (1) of section 274 of the Companies Act, 1956 and
 - f) In our opinion 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:
 - i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009.
 - ii. In the case of the Profit & Loss Account, of the profit of the Company for the year ended on that date.
 - iii. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

P-48, C.I.T. ROAD, SCHEME -VIM,
Kolkata - 700054

For Bhalotia & Co.
Chartered Accountants

Dated the 29th day of June, 2009

(R. P. BHALOTIA)
PROPRIETOR
M.No. 13681

ANNEXURE

1. a) The Company has maintained proper records showing full particulars including quantitative details and location of the Fixed Assets.
b) There is a regular program to be taken of physical verification, which in our opinion is reasonable, having regard to the size of the company and the nature of fixed assets. No material discrepancies have been noticed in respect of the assets physically verified during the year.
c) The Company has not disposed off substantial part of fixed assets during the year.
2. a) Inventories have been physically verified during the year by the management, though there is no inventory in respect of traded items at close. In our opinion, the frequency of verification is reasonable.
b) The procedures of physical verification of stocks followed by the management are adequate in relation to the size of the Company and the nature of its business.
c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt with in the books of account.
3. a) The Company has taken interest free unsecured loan of Rs. 50000/- from one party during the year in the register mentioned under section 301 of Companies Act, 1956. The maximum amount involved was Rs. 50000/- and the year ended balance of loan taken from such parties were Rs. 50000/-.
b) The rate of interest and other terms and conditions of such loan are, in our opinion not prejudicial to the interest of the company.
c) The Company has not granted any loan secured or unsecured, to Company's firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
4. In our opinion, and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business. During the course of our audit no major weakness was noticed in the internal control system.
5. The Company has not made any transactions which are required to be entered in the register maintained under section 301 of the Act. Accordingly, clause 4(v) of the Order of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
6. The Company has not accepted any deposits from the public during the year.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. Based on information and explanations received the company is not required to have cost audit done and accordingly clause 4(viii) of the Order of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
9. a) Accordingly to the information and explanations given to us and the records examined by us, the Company is regular in depositing undisputed statutory dues including Income Tax and other statutory dues with the appropriate authorities and there are no undisputed statutory dues outstanding as at 31st March, 2009, for a period of more than six months from the date they became payable.
b) According to the records of the Company, there are no disputed demands on account of statutory dues in relation to clause 4(ix)(b) the Order of the Companies (Auditor's Report) Order, 2003.
10. The Company has not incurred cash losses during the current year and in the immediately preceding financial year and there are no accumulated losses at the end of the year

11. According to the information and explanations given to us by the management, we are of the opinion that the company has not defaulted in repayment of dues to banks.
12. Based on our examination of the records and the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. As the Company is not a chit fund, nidhi, mutual benefit fund or society the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. The Company has not dealt in any shares during the year and that shares are lying in stocks only and for which proper relevant records are being maintained.
15. According to the information and explanations received, the company has not given any guarantees to financial institutions/banks for loans taken by others from them and the terms and conditions of such guarantees prima facie appear to be not prejudicial to the interest of the company.
16. According to the information and explanations received, the company has not taken any term loans and as such provisions of clause 4(xvi) of the companies (Auditor's Report) Order, 2003 are not applicable to the company.
17. Based on our examination of the records and according to the information and explanations received, the Company has not taken any borrowings and as such the provisions of clause 4(xvii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
18. The Company has not made any preferential allotment of shares during the year.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by way of public issue during the year.
21. As per the information and explanations given to us, no fraud on or by the Company has been noticed during the year.

P-48, C.I.T. ROAD, SCHEME -VIM,
Kolkata – 700054

For Bhalotia & Co.
Chartered Accountants

Dated the 29th day of June, 2009

(R. P. BHALOTIA)
PROPRIETOR
M.No. 13681

ADVANCE POWERINFRA TECH LIMITED
(FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LIMITED)
BALANCE SHEET AS AT 31ST MARCH, 2009

	<u>SCHEDULE</u>	<u>AS AT 31ST</u> <u>MARCH, 2009</u>	<u>AS AT 31ST</u> <u>MARCH, 2008</u>
		<u>RS</u>	<u>RS</u>
<u>SOURCES OF FUND</u>			
<u>SHARE HOLDER'S FUND</u>			
SHARE CAPITAL	A	37,500,000	37,500,000
RESERVE & SURPLUS	B	9,470,507	9,281,008
		46,970,507	46,781,008
<u>LOAN FUNDS</u>			
SECURED LOAN	C	284,468	477,009
UNSECURED LOAN	D	50,000	2,928,340
DEFERRED TAX LIABILITIES	E	74,179	42,385
		47,379,154	50,228,742
<u>APPLICATION OF FUNDS</u>			
<u>A) FIXED ASSETS</u>			
GROSS BLOCK		4956195	
LESS : DEPRICIATION		804118	
NET BLOCK		4152077	
Add:- Capital Adv.		500000	
3) INVESTMENTS	G	7,847,457	9,340,421
		12,499,534	14,113,604
<u>CURRENT ASSETS, LOANS & ADVANCES</u>			
INVENTORIES		893,641	893,641
SUNDRY DEBTORS		3,767,809	3,226,149
CASH & BANK BALANCES		7,189,600	2,848,880
LOAN & ADVANCES	H	33,285,721	35,633,417
DEFFERED TAX ASSETS		180189	-
		45,316,960	42,602,087
<u>CURRENT LIABILITIES & PROVISIONS</u>			
CURRENT LIABILITIES	I	9,697,585	5,776,998
PROVISIONS		739,755	709,951
		10,437,340	6,486,949
<u>NET CURRENT ASSETS</u>		34,879,620	36,115,138
		47,379,154	50,228,742
<u>NOTES ON ACCOUNTS</u>			
THE SCHEDULES REFERRED TO ABOVE FORM	M		
AN INTEGRAL PART OF THE ACCOUNTS			

PER OUR REPORT ATTACHED
FOR BHALOTIA & CO.
CHARTERED ACCOUNTANTS

P-48, C.I.T. ROAD, SCHEME -VIM,
KOLKATA-700054

Dated the 29th Day of June 2009

(R. P. BHALOTIA)
PROPRIETOR
M.No. 13681

Akhilesh Kotia
DIRECTOR

Charu Kotia
DIRECTOR

ADVANCE POWERINFRA TECH LIMITED
(FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LIMITED)
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	<u>SCHEDULE</u>	<u>CURRENT</u> <u>YEAR</u> <u>RS</u>	<u>PREVIOUS</u> <u>YEAR</u> <u>RS</u>
<u>INCOME</u>			
SALE/ERRECTION/COMMISSISON		1,379,860	2,090,935
CLOSING STOCK		891,531	891,531
OTHER INCOME	J	<u>717,187</u>	<u>368,000</u>
		<u>2,988,578</u>	<u>3,350,466</u>
<u>EXPENDITURE</u>			
STOCK AT COMMENCEMENT		891,531	891,531
PAYMENT TO AND PROVISION FOR EMPLOYEES	K	121,531	122,458
<u>OTHER EXPENSES</u>	L	1,749,135	1,981,489
<u>INTEREST</u>		34,367	77,453
<u>DEPRECIATION</u>		<u>121,106</u>	<u>121,106</u>
		<u>2,917,670</u>	<u>3,194,037</u>
<u>PROFIT BEFORE TAXATION</u>		70,908	156,429
LESS :			
1) PROVISION FOR INCOME TAX		7,304	46,488
2) PROVISION FOR FBT		22,500	15,152
3) DEFERRED TAX LIABILITY		31,794	
3) DEFERRED TAX ASSET		<u>(180,189)</u>	<u>(2,674)</u>
		189,499	97,463
<u>BALANCE BROUGHT FORWARD FROM PREVIOUS YEAR</u>		<u>97,463</u>	-
BALANCE CARRIED TO BALANCE SHEET		<u>286,962</u>	<u>97,463</u>

NOTES ON ACCOUNTS

THE SCHEDULES REFERRED TO ABOVE FORM
AN INTEGRAL PART OF THE ACCOUNTS

Basic and diluted Earning Per Share

0.05

0.03

PER OUR REPORT ATTACHED
FOR BHALOTIA & CO.
CHARTERED ACCOUNTANTS

P-48, C.I.T. ROAD, SCHEME -VIM,
KOLKATA-700054

Akhilesh Kotia
DIRECTOR

(R. P. BHALOTIA)
PROPRIETOR
M.No. 13681

Charu Kotia
DIRECTOR

Dated the 29th Day of June, 2009

ADVANCE POWERINFRA TECH LIMITED
(FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LIMITED)
SCHEDULES FORMING PART OF THE ACCOUNTS(CONTD.)

<u>SCHEDULE 'A'</u>	<u>AS AT 31ST</u>	<u>AS AT 31ST</u>
<u>SHARE CAPITAL</u>	<u>MARCH, 2009</u>	<u>MARCH, 2008</u>
<u>Authorised</u>	<u>RS.</u>	<u>RS.</u>
60,00,000 Equity Shares of Rs. 10 each	<u>60,000,000</u>	<u>60,000,000</u>
<u>Issued, Subscribed and Paid up</u>		
37,50,000 Equity Shares of Rs. 10 each fully paid up	<u>37,500,000</u>	<u>37,500,000</u>
 <u>SCHEDULE 'B'</u>		
<u>RESERVE & SURPLUS</u>		
<u>General Reserve</u>		
Per last Balance Sheet	<u>9,183,545</u>	<u>9,183,545</u>
	<u>9,183,545</u>	<u>9,183,545</u>
<u>Surplus</u>		
<u>Profit & Loss Account</u>		
Balance Per Annexed Account	<u>286,962</u>	<u>97,463</u>
	<u>9,470,507</u>	<u>9,281,008</u>
 <u>SCHEDULE 'C'</u>		
<u>SECURED LOANS</u>		
From ICICI Bank against hypothecation of Motor Car	<u>284,468</u>	<u>477,009</u>
	<u>284,468</u>	<u>477,009</u>
 <u>SCHEDULE 'D'</u>		
<u>UNSECURED LOANS</u>		
<u>Short Term Loans & Advances</u>		
From Joint Stock Companies		1,767,923
From Others	<u>50,000</u>	<u>1,160,417</u>
	<u>50,000</u>	<u>2,928,340</u>
 <u>SCHEDULE 'E'</u>		
<u>DEFERRED TAX LIABILITY (NET)</u>		
Deferred Tax Liability	<u>42,385</u>	<u>45,059</u>
(refer note no.8 on Schedule 'N')		
ADD : Deferred Tax Liabilities/Asset for the year	<u>31,794</u>	<u>(2,674)</u>
	<u>74,179</u>	<u>42,385</u>

ADVANCE POWERINFRA TECH LIMITED
(FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LTD.)
SCHEDULES FORMING PART OF THE ACCOUNTS(CONTD.)

SCHEDULE 'F'

FIXED ASSETS									
PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	COST AS AT 1ST APRIL,2008 RS	ADDITION	COST AS AT 31ST MARCH,2009 RS	UPTO 31ST MARCH,2008 RS	FOR THE YEAR RS	UPTO 31ST MARCH,2009 RS	AS AT 31ST MARCH, 2009 RS	AS AT 31ST MARCH,2008 RS	
	1	FREEHOLD LAND	3,405,401	-	3,405,401	-	-	3,405,401	3,405,401
2	DATA PROCESSING MACHINE	378,805	-	378,805	365,969	10,979	376,948	1,857	12,836
3	FURNITURE & FIXTURE	15,253	-	15,253	11,793	966	12,759	2,494	3,460
4	AIRCONDITIONER	23,000	-	23,000	8,397	1,456	9,853	13,147	14,603
5	MOTOR VEHICLE	1,133,736	-	1,133,736	296,853	107,705	404,558	729,178	836,883
	TOTAL	4,956,195	-	4,956,195	683,012	121,106	804,118	4,152,077	4,273,183
	CAPITAL ADVANCES	-	-	-	-	-	500,000	500,000	
	GRAND TOTAL	4,956,195	-	4,956,195	683,012	121,106	804,118	4,652,077	4,773,183
	PREVIOUS YEAR	4,956,195	-	4,956,195	561,906	121,106	683,012	4,773,183	

ADVANCE POWERINFRA TECH LIMITED
(FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LIMITED)
SCHEDULES FORMING PART OF THE ACCOUNTS(CONTD.)

<u>SCHEDULE 'G'</u>	<u>AS AT 31ST</u> <u>MARCH, 2009</u> <u>RS</u>	<u>AS AT 31ST</u> <u>MARCH, 2008</u> <u>RS</u>
<u>INVESTMENT</u>		
<u>Long Term</u>		
<u>Quoted</u>		
<i>In fully paid up Equity Shares of Joint Stock Companies of Rs 10 each</i>		
25,000 Equity Shares of PNC Capital Trust Ltd.	-	500,000
487300 Equity Shares of Marson's Textiles Limited	-	992,964
180706 Equity Shares of Marson's Limited	<u>142,257</u>	<u>142,257</u>
	142,257	1,635,221
<u>Unquoted</u>		
<i>In fully paid up Equity Share of Joint Stock Companies of Rs 10/- each</i>		
50000 Equity Shares of Swamarekha Properties & Finance Ltd.	500,000	500,000
5000 Equity Shares of Marson's Instruments Pvt. Ltd.	50,000	50,000
168000 Equity Shares of Marson's World.Com Pvt. Ltd.	1,680,000	1,680,000
15000 Equity Shares of Saltlake Merchants (P) Ltd.	570,000	570,000
5000 Equity Shares of Sargam Tradelink (P) Ltd.	200,000	200,000
42950 Equity Shares of Whiteline Barter Linc (P) Ltd	687,200	687,200
66000 Equity Shares of Dhansafe Vyapaar (P) Ltd.	2,013,000	2,013,000
200000 Equity Shres of Venus Constructions Pvt. Ltd.	2,000,000	2,000,000
500 In Mutual Fund	5,000	5,000
(Reliance Equity opportunities fund growth plan)		
	<u>7,705,200</u>	<u>7,705,200</u>
	7,847,457	9,340,421

Notes : (Market value of Quoted Securities is Rs.1740895.& In mutual Fund Market value of Rs.10930)
(Previous Year : Market value not available)

SCHEDULE 'H'
CURRENT ASSETS, LOANS & ADVANCES

INVENTORIES

<u>Share at Cost</u>	891,531	891,531
<u>Raw Material</u>	2,110	2,110
	<u>893,641</u>	<u>893,641</u>

SUNDRY DEBTORS

(Unsecured, Considered Good)

Over Six Months	227,799	3,226,149
Others	3,540,010	-
	<u>3,767,809</u>	<u>3,226,149</u>

CASH & BANK BALANCES

Cash in hand

(Certified by the Management)	310,810	51,208
<u>With Scheduled Banks</u>		
In Current Account	6,878,790	2,797,293
Fixed Deposit in Citi Bank	-	379
	<u>7,189,600</u>	<u>2,848,880</u>

LOANS & ADVANCES

(Unsecured Considered Goods)

<u>Loans</u>	4,641,949	7,631,695
<u>Advance Recoverable in Cash or in Kind or value to be received</u>	23,062,567	22,223,013
<u>Advance Income Tax and Tax deducted at Source</u>	632,234	632,234
<u>Security Deposit</u>	43,500	238,500
<u>Share Application Money</u>	4,893,000	4,893,000
<u>Self asst. FBT (Asst. Year 06-07)</u>	11,311	11,311
<u>Advance to TDS Contractor</u>	1,160	1,160
<u>Service Tax</u>	-	2,504
	<u>33,285,721</u>	<u>35,633,417</u>
	45,134,661	42,599,977

ADVANCE POWERINFRA TECH LIMITED
(FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LIMITED)
SCHEDULES FORMING PART OF THE ACCOUNTS(CONTD.)

	AS AT 31ST		AS AT 31ST	
	<u>MARCH, 2009</u>		<u>MARCH, 2008</u>	
	<u>RS</u>		<u>RS</u>	
SCHEDULE 'I'				
CURRENT LIABILITIES & PROVISIONS				
CURRENT LIABILITIES				
Sundry Creditors				
Due to Small and Micro Enterprises			388,502	
Others Creditor	<u>9,478,064</u>	<u>9,478,064</u>	<u>3,176,976</u>	3,565,478
Trade Advance & Deposits		<u>200,000</u>		2,129,504
Other Liabilities		<u>19,521</u>		82,016
		<u>9,697,585</u>		<u>5,776,998</u>
PROVISION				
For Taxation		<u>658,792</u>		651,488
<u>For FBT</u>		<u>80,963</u>		58,463
		<u>739,755</u>		<u>709,951</u>
		<u>10,437,340</u>		<u>6,486,949</u>

ADVANCE POWERINFRA TECH LIMITED
(FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LIMITED)
SCHEDULES FORMING PART OF THE ACCOUNTS(CONTD.)

	AS AT 31ST MARCH, 2009 RS	AS AT 31ST MARCH, 2008 RS
SCHEDULE 'J'		
OTHER INCOME		
Interest Income	50,001	-
Profit on Sale of Investment	667,186	-
Job work	-	368,000
	717,187	368,000

SCHEDULE 'K'		
PAYMENT TO AND PROVISIONS FOR EMPLOYEES		
Salaries, Bonus, Earned Leave & Exgratia	119,004	118,305
Tea, Tiffin Expenses	2,527	4,153
	121,531	122,458

SCHEDULE 'L'				
OTHER EXPENSES				
Consumption				
Opening Stock of Raw Material	2,110			
Add: Purchase	1,324,300		325,000	
	1,326,410		325,000	
Less: Closing Stock	2,110	1,324,300	2,110	322,890
Advertisement Expenses		13,959		9,213
Brokerage & Commission		-		-
Rates & Taxes of Registration		3,300		3,655
Travelling & Conveyance Exp.		3,659		79,418
Job Works Expenses		-		1,211,000
Telephone Expenses		123,012		99,476
Computer Maintenance Charges		-		2,266
Repairs to Others		8,414		4,355
Misc. Exp.		198,943		194,066
Payment to Auditors				
Audit Fees	12,130		12,360	
Other Capacity	2,134	14,264	6,091	18,451
Professional Tax Expenses		-		2,500
Factory Rent		-		15,000
Staff Welfare Expenses		-		-
Insurance Expenses		17,079		18,591
Medical Expenses		-		608
Misc. Balance Written Off		42,205		-
		1,749,135		1,981,489

PER OUR REPORT ATTACHED
FOR BHALOTIA & CO.
CHARTERED ACCOUNTANTS

Akhilesh Kotia
DIRECTOR

P-48, C.I.T. ROAD, SCHEME -VIM,
KOLKATA-700054

(R. P. BHALOTIA)
PROPRIETOR
M.No. 13681

Charu Kotia
DIRECTOR

Dated the 29th Day of June, 2009

ADVANCE POWERINFRA TECH LIMITED
(FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LIMITED)
SCHEDULES OF NOTES FORMING PART OF THE ACCOUNT

SCHEDULE "M"

1. Significant Accounting Policies

- i) **System of Accounting**
The accounts and financial statements have been prepared on historical cost basis as a going concern.
- ii) **Income**
 - a) The company follows the practice of accounting for income on accrual basis.
- iii) **Expenses**
 - a) It is the company's policy to account for all expenses on accrual basis, except for provision of gratuity and leave encashment.
 - b) Delayed payment charges are accounted on the basis of claims by the parties and its acceptance by the company.
- iv) **Fixed Assets and Depreciation**
 - a) **Fixed Assets**
Fixed Assets are carried at cost of acquisition less accumulated depreciation.
 - b) **Depreciation**
Depreciation has been provided on straight-line method in terms of section 205(2)(b) of the Companies Act, 1956, at the rate specified in schedule XIV of the said Act.
- v) **Investment**
Investments are valued at cost plus stamp charges, being long term and provision for diminution is made, if decline is not temporary in nature.
- vi) **Inventories**
Shares and securities have been valued at cost.
- vii) **Retirement Benefits**
Contribution to Employee State Insurance and provision for Gratuity is not made as the relevant laws, are not applicable. Provision for leave encashment as per Accounting Standard 15, is being made, as and when the liability for the same arises.

2. Loans and Advances due from company under the same management

- i) M/s. Marson's Textiles Limited Rs.16562713.55 (Previous Year Rs. 17767217.55)
- ii) M/s. Marson's Copper & Strips Pvt. Ltd. Rs. 6,00,000 (Previous Year Rs. 6,00,000)

3. Income Tax Department has on 22nd September, 1998 seized 100000 Equity Shares of Marson's Textiles Limited and held under Stock in Trade.
4. There were no amount overdue and remaining outstanding to small scale and / or ancillary industrial suppliers as per information available.
5. Previous year figures have been re-grouped wherever necessary.
6. In view of the Company primarily engaged in Financial/Investing activities, and their being no separate reportable 'Segments' AS-17 is not applicable.

7. Related Party Disclosures

Related party disclosures as required by AS-18, "Related Party Disclosures" are given below:

1. Relationships

- a) Key Management Personnel and their relatives
Mr. Akhilesh Kotia
Mrs. Charu Kotia
Mr. Gaurav Jain
Mrs. Pushpa Kotia

ADVANCE POWERINFRA TECH LIMITED
(FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LIMITED)
SCHEDULES OF NOTES FORMING PART OF THE ACCOUNT

SCHEDULE "M" contd.

- b) Enterprises over which the Key Management personnel and/or their relatives have significant influence:
 Marson's Limited
 Advanced Power Technologies Ltd. (Formerly A.P.Electricals Pvt. Ltd.)
 Marson's Textiles Limited
 Marson's Copper & Strips Pvt. Ltd.

2. The following transactions were carried out with the related parties in the ordinary course of business. Details relating to parties referred to in item 1(a) and 1(b) above:

Particulars	In Relation to Item 1(a) Rs.	In Relation to Item 1(b) Rs.
a. Finance Received (Net)	NIL	6222157
i. Outstanding Receivable	NIL	17162714
j. Outstanding Payable	50000	8022368

8. In accordance with AS 22 on accounting for deferred tax, deferred tax liability for the year of Rs.31794/- has been provided. Deferred tax assets on current year losses has been considered on account of prudence for Rs. 180189/-. Deferred Tax Liability at the year end is Rs.74179/- is an account of timing difference of depreciable assets.

9. Basis for calculation of basic and diluted earning per share is under:

	<u>2008-09</u>	<u>2007-08</u>
Profit/Loss after taxation as per Profit & Loss Account	(Rs) 189499	97463
Weight average number of equity shares	(Rs) 3750000	3750000
Basis and diluted earning per Share	(Rs) 0.05	0.03

10. Quantitative particulars of stock, purchase and sales

<u>Particulars</u>	<u>Unit</u>	<u>Opening Stock</u>	<u>Purchase</u>	<u>Generation</u>	<u>Closing Stock</u>	<u>Sales Qty.</u>	<u>Sales</u>	<u>Value</u>
a) Shares & Securities	No.	383300 (383300)	- (-)	- (-)	383300 (383300)	-		-

ADVANCE POWERINFRA TECH LIMITED
(FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LTD.)
Balance Sheet abstract and company's general business
Profile as per part IV of the Companies Act, 1956

1)	<u>Registration details</u>			
	Registration No.			21-65726
	State Code			21
	Balance Sheet Date			31.03.2009
2)	<u>Capital raised during the year (Account in Rs'000)</u>			
	Public Issue	NIL	Bonus Issue	NIL
	Right Issue	NIL	Private Placement	NIL
3)	<u>Position of Mobilisation and Deployment of Fund (Account in Rs'000)</u>			
	Total Liabilities			47379
	Total Assets			47379
	<u>Source of Funds</u>			
	Paid up Capital			37500
	Reserve & Surplus			9471
	Secured Loans			284
	Unsecured Loans			50
	Deferred Tax Liability			74
	<u>Application of Fund</u>			
	Net Fixed Assets			4652
	Investment			7847
	Net Current Assets			34880
	Misc. Expenditure			NIL
	Accumulated Profit / Losses			NIL
4)	<u>Performance of company (Amount in Rs'000)</u>			
	Turnover			2097
	Total Expenditure			2026
	Profit/Loss before Tax			71
	Profit/Loss after Tax			189
	Earning Per Share			0.05
	Dividend Tax			NIL
5)	<u>Generic name of three Principal Products/Services of Company</u> <u>(As per Monetary Terms)</u>			
	Item Code No			NIL
	Product Description			N.A.

For and on behalf of the Board

For Bhalotia & Co.
Chartered Accountants

(R. P. BHALOTIA)
PROPRIETOR
M.No. 13681
P-48, C.I.T. ROAD, SCHEME -VIM,
Kolkata - 700054
Dated the 29th day of June, 2009

Akilesh Kotia
Director

Charu Kotia
Director

ADVANCE POWERINFRA TECH LIMITED
(FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LIMITED)

	Year Ended		Year Ended	
	Rs.	31st March, 2009	Rs.	31st March, 2008
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit / (Loss) before tax & extra ordinary items		70,908		156,429
Adjustments for:				
Depreciation	121,106		121,106	
Loss / (Profit) on sale of Investments (Net)	(667,186)		-	
Interest Income	(50,001)		-	
Interest Charged	34,367		77,453	
		<u>(561,714)</u>		<u>198,559</u>
Operating profit before Working Capital Changes		(490,806)		354,988
Adjustments for :				
Trade and other receivables	1,806,036		1,292,251	
Inventories	-		-	
Trade payables & provisions	3,920,587		1,252,164	
		<u>5,726,623</u>		<u>2,544,415</u>
Cash generated from operations		5,235,817		2,899,403
Direct Tax paid		-		(11,311)
(including tax on distributed profit & net of refund)				
Cash Flow before extra ordinary items		<u>5,235,817</u>		<u>2,888,092</u>
Net Cash from operating activities		<u>5,235,817</u>		<u>2,888,092</u>
B CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets		-		-
Sale of Investment		2,160,150		-
Interest Received		50,001		-
Net Cash used in investing activities		<u>2,210,151</u>		<u>-</u>
C CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from long term borrowings		(192,541)		(176,363)
Proceeds from Unsecured Loans		(2,878,340)		753,268
Interest Paid		(34,367)		(77,453)
Net Cash used in financing activities		<u>(3,105,248)</u>		<u>499,452</u>
Net increase in cash and cash equivalents (A+B+C)		<u>4,340,720</u>		<u>3,387,544</u>
Cash and Cash equivalents (Opening Balance)		2,848,880		538,664
Cash and Cash equivalents (Closing Balance)		7,189,600		2,848,880

Notes :Figures in brackets represents outflows.

ADVANCE POWERINFRA TECH LIMITED
(FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LTD.)
REGD. OFFICE : 4 CHANDNI CHOWK STREET KOLKATA - 700 072
PROXY FORM

I/We _____
of _____
being a Member/s of Advance Powerinfra Tech Limited hereby appoint _____
_____ of _____
or failing him of _____

as my/our proxy to vote for me/us an my/our behalf at the 15th Annual General Meeting of the members of the company will be held at Registered Office of the company at 4, Chandni Chowk Street, Kolkata-700072 on Saturday, the 8th day of August, 2009 at 11.00 A.M. and at any adjournment thereof.

At witness my/our hand this _____ day of _____ 2009

Signature by the said _____

Folio No. _____

Client-ID No. _____

DP-ID No. _____

No of Shares held _____

Note : This proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

ADVANCE POWERINFRA TECH LIMITED
(FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LTD.)
ATTENDANCE SLIP

I hereby record my presencet the 15th Annual General Meeting of the members of the company will be held at Registered Office of the company at 4, Chandni Chowk Street, Kolkata-700072 on Saturday, the 8th day of August, 2009 at 11.00 A.M.

Full name of the Shareholder in Block Letters _____

Folio No. _____

Client-ID No. _____

DP-ID No. _____

No of Shares held _____

Signature of Shareholder

Note : Only shareholders of the Company or their proxies will be allowed to attend the meeting

BOOK POST

If undelivered please return to :
ADVANCE POWERINFRA TECH LIMITED
Regd. Office : 4, Chandni Chowk Street
Kolkata - 700 072