

ANNUAL REPORT 2008 - 2009

Corporate builders

BOARD OF DIRECTORS*

Mr. Dipak Kumar Banerjee, Chairman
Mr. Kailash Nath Bhandari, Director
Mr. Vinod Juneja, Director
Mr. Sakti Prasad Ghosh, Director
Mr. Sujit Kanoria, Managing Director

CHIEF FINANCIAL OFFICER

Mr. Sanjay Kumar Garodia

COMPANY SECRETARY

Mr. Manoj Agarwal

AUDITORS

S.S.Kothari & Co.

PRINCIPAL BANKERS

UCO Bank
Indian Bank
Yes Bank
Oriental Bank of Commerce

CHIEF MENTOR

Mr. Hari Prasad Kanoria

BOARD COMMITTEES*

AUDIT COMMITTEE

Mr. Dipak Kumar Banerjee
Mr. Kailash Nath Bhandari
Mr. Sujit Kanoria

SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

Mr. Dipak Kumar Banerjee
Mr. Kailash Nath Bhandari
Mr. Sujit Kanoria

REMUNERATION COMMITTEE

Mr. Dipak Kumar Banerjee
Mr. Kailash Nath Bhandari
Mr. Vinod Juneja

SHARE TRANSFER AGENTS

MCS Limited
77/2A Hazra Road
Kolkata - 700 029

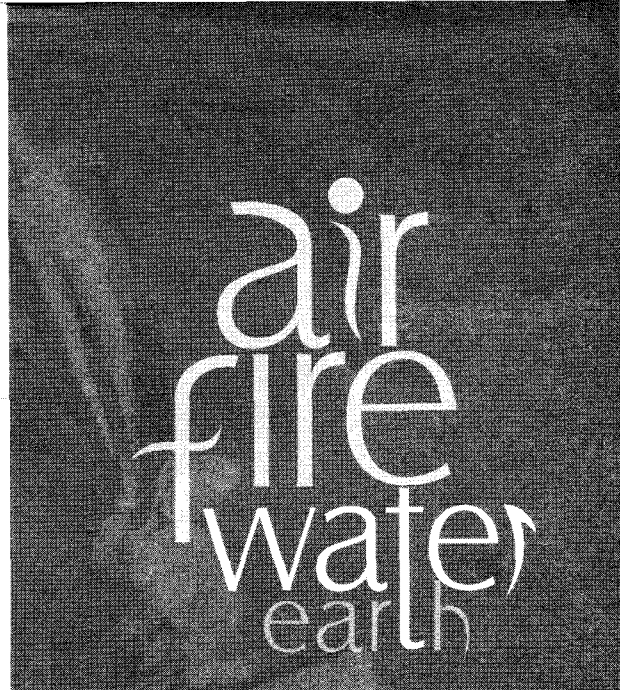
REGISTERED OFFICE

Ganga Jamuna Building
28/1, Shakespeare Sarani
Kolkata - 700017
Tel: 91 - 33 - 40202020
Fax: 91 - 33 - 22878379
Website: www.shresticorp.com

* As on 31st March, 2009

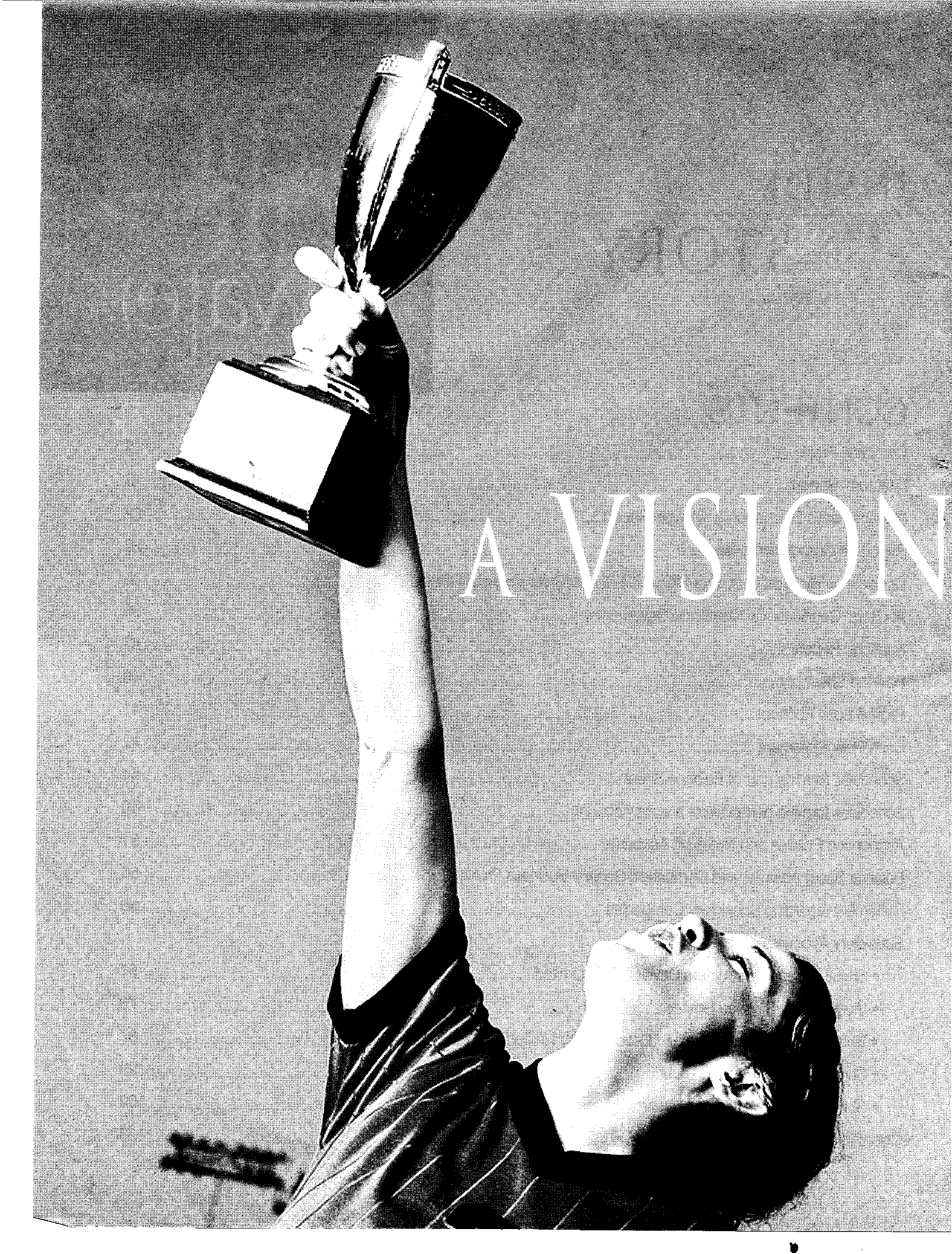
INSIDE

STORY



CONTENTS

Company Profile	2
Directors' Report	18
Management's Discussion & Analysis Report	22
Report on Corporate Governance	26
Certification By Chief Executive Officer (CEO) and Chief Financial Officer (CFO)	35
Auditors' Certificate On Corporate Governance	36
Auditors' Report	37
Balance Sheet	40
Profit & Loss Account	41
Cash Flow Statement	42
Schedules forming part of Balance Sheet	44
Schedules forming part of Profit & Loss Account	49
Accounting Policies and Notes on Accounts	51
Balance Sheet Abstract and Company's General Business Profile	55
Statement regarding Subsidiary Companies	56
Subsidiary Accounts:	
• Shristi Urban Infrastructure Development Limited	57
• Vivekananda Skyroad Limited	76
• Border Transport Infrastructure Development Limited	87
• Shristi Hotelciti Private Limited	99
• Shristi Udaipur Hotels and Resorts Private Limited	109
Consolidated Accounts	128



A VISION

VISION

To evolve and deliver new paradigms of living that create a fusion of Indian wisdom blended with the best of global innovations.

TO WIN

MISSION

To develop and achieve holistic environment for generations, in order to bequeath a legacy across all economic segments, which will transcend the limits of present *global lifescapes*.

RISING

VISION

TO SWAYE AND FORTH FROM THE CLIMBING
FIRST CHARGE A LAYER OF LIGHT WINDY CLOUDS
WITH A PART OF YOUR PROGRESS



TO CHALLENGES

Created from the belief that the five elements form the basis of all creation, SHRISTI is a group engaged in infrastructure development with a deep-rooted commitment to creating 'spaces for life', in harmony with the elements.

One of the leading Construction and Infrastructure Development Companies in India, Shristi Infrastructure Development Corporation Ltd. started commercial operations in 1999 and is today a pan-Indian company in the fields of Infrastructure Construction, Infrastructure Development and Infrastructure Consultancy.

SHRISTI'S INFRASTRUCTURE CONSTRUCTION activities include roads, power, hotels, hospitals, buildings and urban water systems.

SHRISTI INFRASTRUCTURE DEVELOPMENT has created its mark in projects like integrated townships, healthcare, hospitality, retail malls, logistics hub, entertainment & sports facilities, commercial & residential complexes, industrial parks and special economic zones.

SHRISTI INFRASTRUCTURE CONSULTANCY includes city development plans, detailed project reports for schemes of rehabilitation as well as urban development and providing total project management solutions.

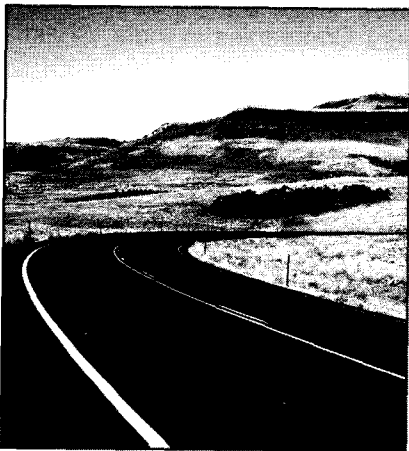
SHRISTI has several companies under Public-Private partnership models with various State and Central Govt. Organizations.

SHRISTI's focus is to be a creator of new age urban & social infrastructure, achieve & develop holistic environment, which go beyond today's imagination. Exploring traditional wisdom as well as the science of design and planning, SHRISTI includes cultural contexts and combines the strength of professionalism, environment-friendly practices as well as modern technological innovations to deliver sustainable development.

SHRISTI has continuously been working to expand the umbrella of companies, products and services to provide a comprehensive mix of infrastructure development solutions. From individuals or institutions to government bodies, SHRISTI offers the benefit of experience as well as a seamless and complementary combination of resources and expertise of its own and its group companies. Listed on the Kolkata and Mumbai Stock Exchanges, the company presently handling projects worth over US \$1 billion, focuses on creating value and ensuring timely delivery for clients. Indeed, SHRISTI aims to become a benchmark in quality and customer satisfaction and be a name synonymous with trust, excellence and partnership for growth. **Welcome to life.**

INFRASTRUCTURE CONSTRUCTION

In the fields of Infrastructure Construction, SHRISTI has created its mark through the completion of the successful projects and some more are in the process of completion.



- State Highway 7 in Bardhaman & Hoogly District for PWD
- Road & Bridge over Krishnapur Canal for NBCC Ltd.
- Road from Bandangacha to Syamsunder in Bardhaman Zilla
- Road from Bulandi to Kanaria in Hoogly District
- Library for R.E College, Durgapur
- Phase II of University Institute of Technology for Bardhaman University
- Effluent & Sewage Treatment Plant for EPIP, Durgapur
- Kurseong Sub-divisional Hospital, Darjeeling
- Earth Embankment Work at Tehri Dam for Jai Prakash Industries Ltd.
- Substations at New Delhi for Reliance Energy Ltd.
- Eye Hospital at Haldia
- Low Dam Project at Teesta
- Water Supply Project in Kolkata
- Dwelling Units with complete external services, roads, drainage, etc. in Bareilly
- Dwelling Units for Ministry of Defence in Bhopal
- Civil works for a Power Station in Haldia
- Auto Component Park in Kharagpur
- Road projects at various places

INFRASTRUCTURE DEVELOPMENT

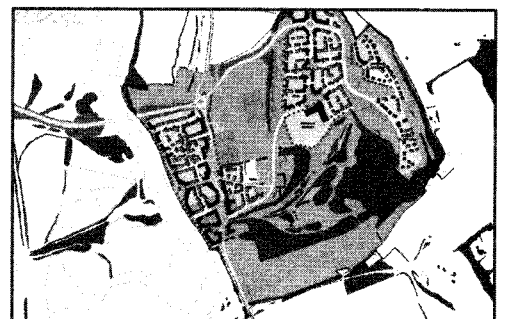
To take lifestyle to the next level, SHRISTI began by joining hands with the elements of creation - the building blocks for a better life. From apartment towers and housing estates, shopping and commercial complexes to hotels and hospitality plus setting up of logistics hubs, SHRISTI has created landmarks, each one conceptualised and designed in harmony with the elements.

INFRASTRUCTURE CONSULTANCY

SHRISTI URBAN Infrastructure Development Ltd. is a joint venture with Housing and Urban Development Corporation Ltd. (HUDCO), a Public Sector Company wholly owned by Government of India. SHRISTI URBAN has a pan-India presence, specializing in the field of Infrastructure, Housing, Commercial, Social & Urban Development and Transportation.

The company has successfully completed several town planning projects and other challenging projects in various parts of the country are on the anvil:

- City Development Plan of Gangtok City, Sikkim
- Preparation of DPR for Scheme of Rehabilitation of 12 towns in Uttar Pradesh
- Planning of District Centre at Pratap Nagar, Jaipur for Rajasthan Housing Board
- Planning & Designing of an Integrated Township at Udaipur, Rajasthan
- Preparation of DPR for Slum Rehabilitation Project for Jalandhar City, Punjab
- Master Plans of 2 towns of Jharkhand



THE SPIRIT



OF PERFORMANCE

SHRISTI IS GIVING INDIAN REALTY
A NEW FACE BY DEVELOPING
A VARIETY OF PROJECTS ACROSS
THE COUNTRY.

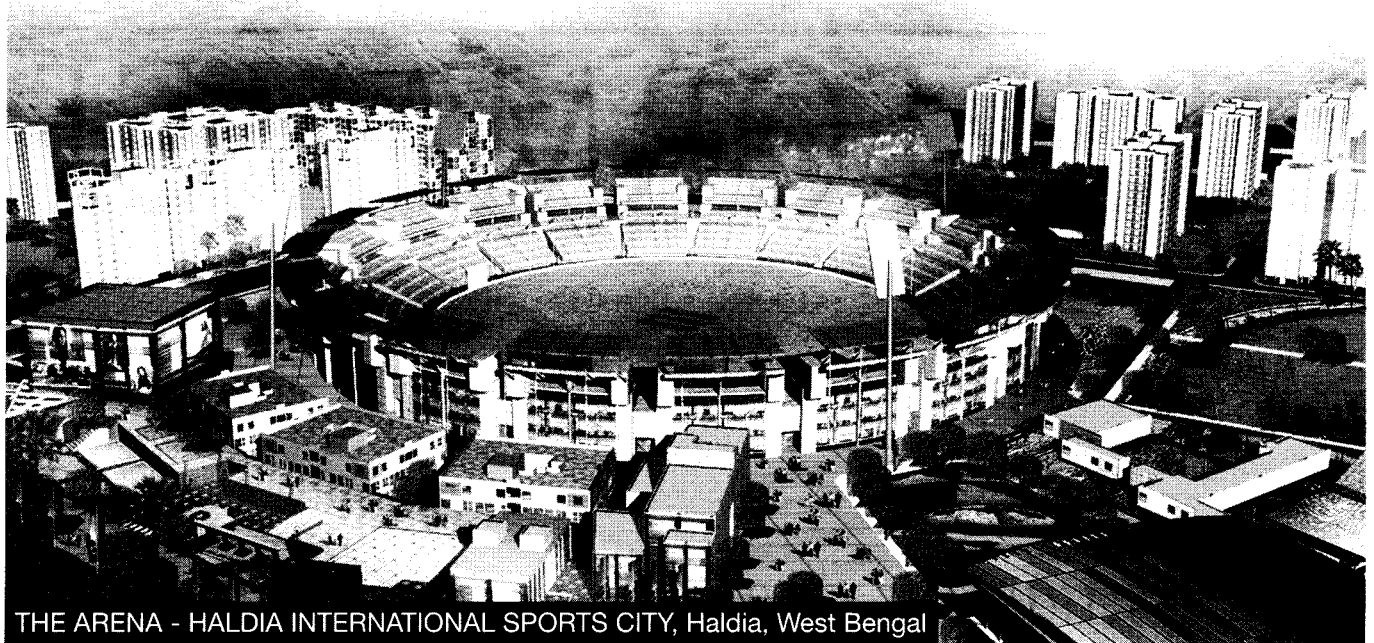
KEY AREAS

POWER & WATER | INTEGRATED TOWNSHIPS | HOSPITALITY | HEALTHCARE

RETAIL MALLS | LOGISTICS HUB | INDUSTRIAL PARKS & SEZs

ENTERTAINMENT & SPORTS FACILITIES | COMMERCIAL & RESIDENTIAL COMPLEX

PROJECTS



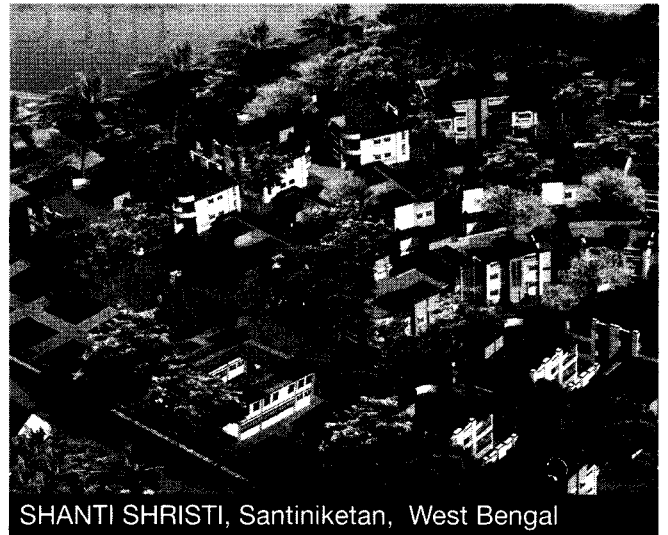
THE ARENA - HALDIA INTERNATIONAL SPORTS CITY, Haldia, West Bengal

The Arena - Haldia International Sports City is an integrated township with an international multi-functional stadium. The International Sports City has a Lifestyle Residential Estate with towers going upto 15 floors. The Residential Estate provides housing along with a Shopping Mall with Multiplex, a Business Hotel, a Healthcare Facility, Commercial Area and Educational Facilities.



KRISHNAGAR CENTRUM, Krishnagar, West Bengal

Krishnagar Centrum comprises of 5 premium Housing Towers going upto 15 floors with a Lifestyle Mall and Commercial Complex, a Business Hotel, a Leisure Club and other Infrastructure Facilities.

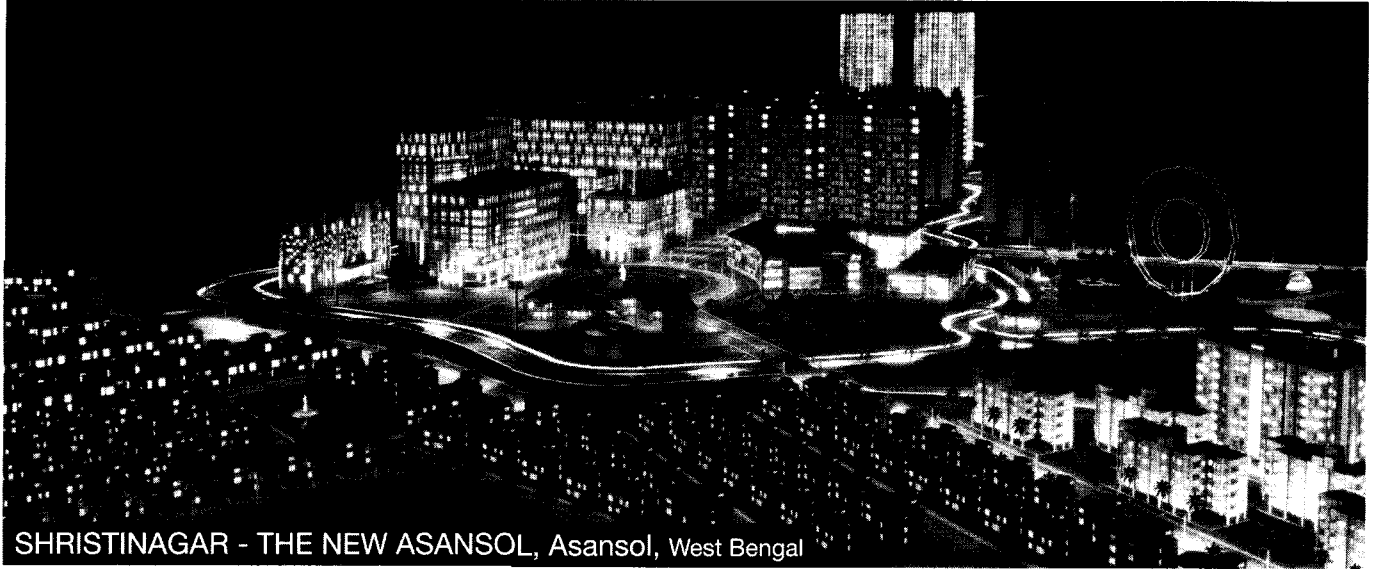


SHANTI SHRISTI, Santiniketan, West Bengal

Shanti Shristi is a designer bungalow estate in Santiniketan amidst nature and is an abode of peace. Nestled among lush green surroundings, one can find his dream retreat at Shanti Shristi. The single & double storied Luxurious Bungalows come with gardens and well tendered lawns leaving enough open space.

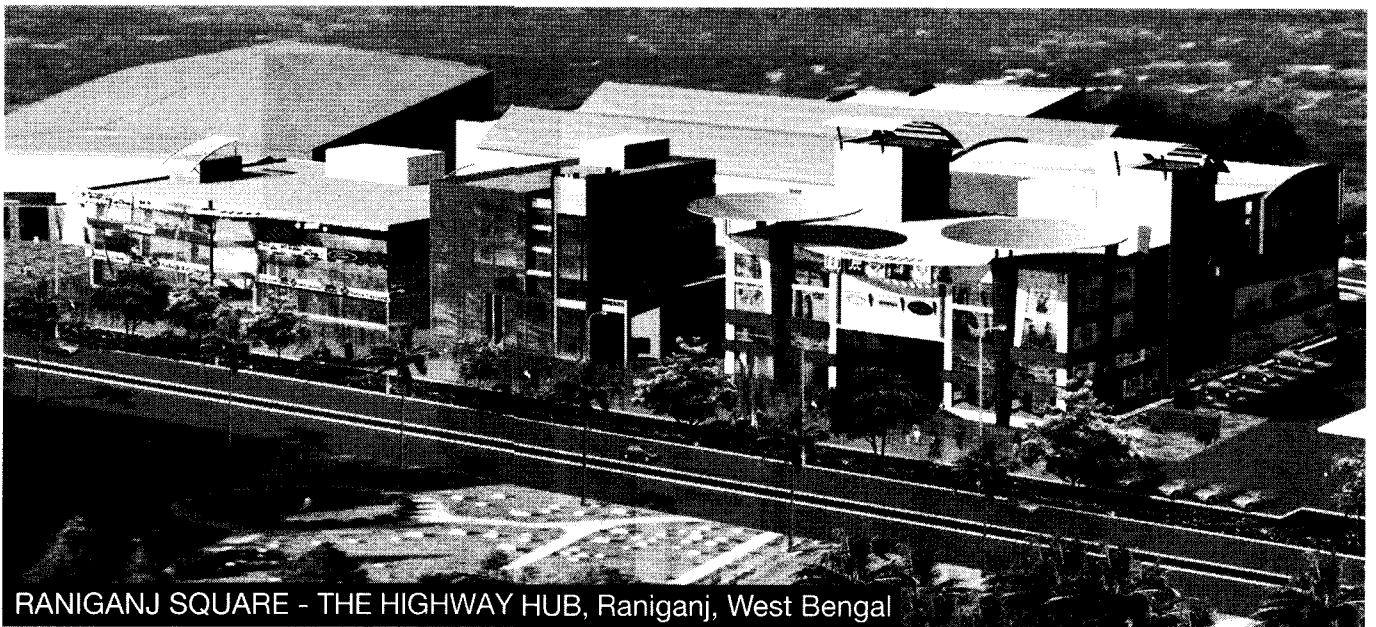
JOINT VENTURES

BENGAL SHRISTI Infrastructure Development Ltd. is a joint venture with Asansol Durgapur Development Authority (ADDA). It is developing an **Integrated Township at Asansol, Highway Hub at Raniganj** and has developed the **Durgapur City Centre**.



SHRISTINAGAR - THE NEW ASANSOL, Asansol, West Bengal

Shristinagar – The New Asansol, the integrated green township at Kanyapur, is the first of its kind in East India. Nestled in green, and with a sparkling blue river, it brings together all the comforts of modern age without compromising on the natural charms. The township comprises of Lifestyle Apartments, Group Housing, Plots, Bungalows & Row Housing, Central Business District - Asansol Centrum, Club, Amusement Park, Business Hotel and IT Park.



RANIGANJ SQUARE - THE HIGHWAY HUB, Raniganj, West Bengal

Contemporary designer outlook and services based on comfort, luxury and versatility. Raniganj Square has a Wholesale Market, Shopping Mall with Multiplex, Commercial Spaces, Warehouses and Godowns, Auto Mall, Motel, Truck Terminal, Service Station, Petrol Pump, Dhaba, Weigh Bridge and will provide Integrated Transport Facilities at a common location.



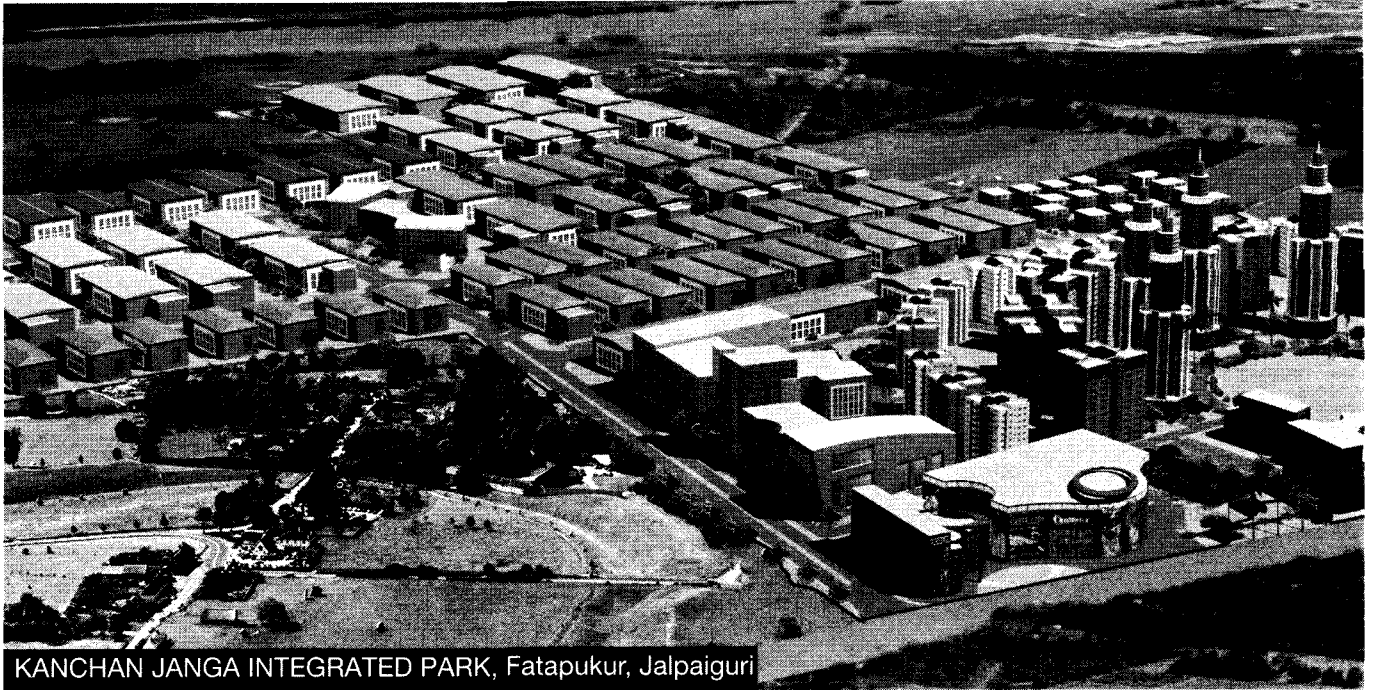
Durgapur City Centre houses a Commercial Plaza, Shopping Mall with Multiplex and a Lifestyle Residential Tower. It is a modern multi-utility, multi-facility urban plaza, and can be best defined as a mini world and confluence of shopping, commerce, entertainment, recreation, hospitality and lifestyle living. Durgapur City Centre is today the most frequented destination in South Bengal.

TSCCF - SHRISTI Infrastructure Development Ltd. is a joint venture with Tripura State Co-operative Consumers' Federation Ltd. It is developing an **Urban plaza at Agartala** in the state of Tripura.



Aitorma Agartala Centrum is the first of its kind Retail & Commercial Plaza in the State of Tripura. It aspires to fulfill the requirement of a good quality commercial as well as cultural complex.

KANCHAN JANGA INTEGRATED INFRASTRUCTURE DEVELOPMENT Pvt. Ltd. is a joint venture with West Bengal Industrial Infrastructure Development Corporation Ltd. It is developing an Integrated Industrial Hub "**Kanchan Janga Integrated Park**" at Fatapukur, Jalpaiguri.



The Mega Integrated Hub at Fatapukur will comprise of an Industrial Zone, IT Park, Healthcare, Educational Facilities, Residential Complexes, Commercial Centres and Sports & Recreational Activities.

BORDER TRANSPORT Infrastructure Development Ltd. is a joint venture with West Bengal Transport Infrastructure Development Corporation Ltd. It is implementing the development of **Multi-Facility Land Port** at Bongaon.

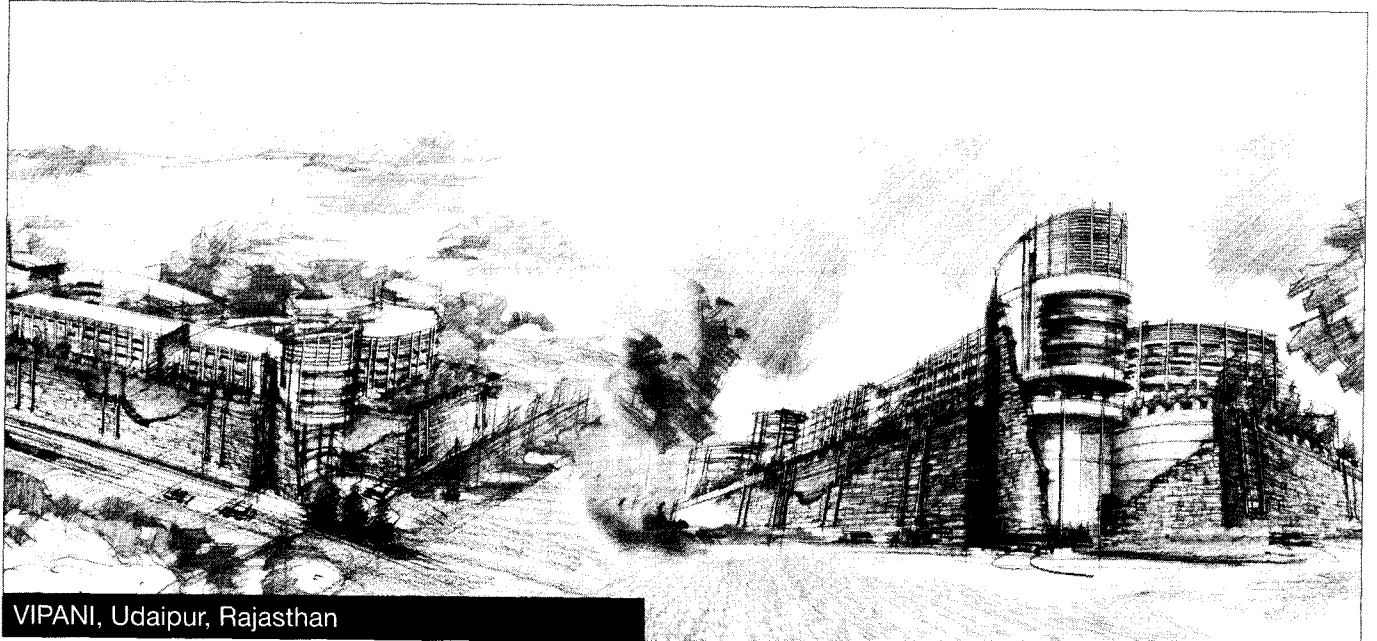
NET Engineering Pvt. Ltd. is a joint venture company formed with a leading International Brand in Infrastructure Consultancy viz., Net Engineering International S.p.A of Italy to provide **Consulting Services** in the field of project engineering and management.

SPECIAL PURPOSE VEHICLES

SHRISTI HOTEL Pvt. Ltd. is developing a premium **Five Star Hotel Complex** at Rajarhat, Kolkata.













SHRISTI UDAIPUR HOTELS AND RESORTS Pvt. Ltd. is developing a **Mixed-Use Complex** with Shopping, Hospitality, Culture, Health & Well-being and Entertainment options at Udaipur which is India's most happening place.



ARCHITECTS & ASSOCIATES

SHRISTI has a long-term strategy based on mutual hand-holding where all architects are able to realise their corporate aims and objectives as well as contribute to the growth of the partnership and industry as a whole. SHRISTI not only recognizes but underscores the importance of global and local partnership to emerge as a truly worldclass company.

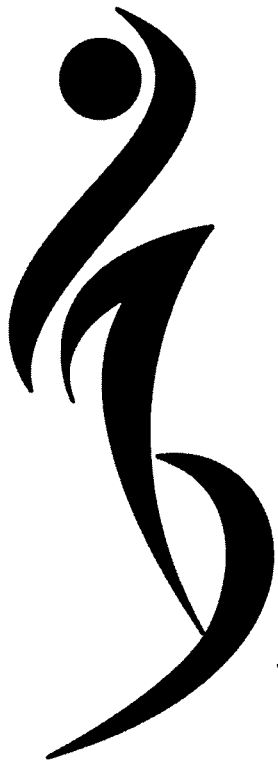
INTERNATIONAL			
 <p>SembCorp Engineers and Constructors SEMBCORP, SINGAPORE</p>	 <p>SAA, SINGAPORE</p>	 <p>TOWNLAND, HONGKONG</p>	 <p>WORK SYSTEM, AMERICA - ASIA - EUROPE</p>
 <p>AWP, SINGAPORE</p>	<p>Architects CERVERA & PIOZ Madrid - Shanghai</p> <p>CERVERA & PIOZ, SPAIN</p>	 <p>SURBANA, SINGAPORE</p>	 <p>NET ENGINEERING, ITALY</p>
NATIONAL			
 <p>INNATE ARCHITECTS, PLANNERS, ENGINEERS</p> <p>INNATE</p>	<p>STEIN • MANI • CHOWFLA</p> <p>STEIN MANI CHOWFLA</p>		 <p>Edifice Architects Pvt. Ltd.</p> <p>EDIFICE</p>
<p>C.P. Kukreja Associates</p> <p>C.P. KUKREJA ASSOCIATES</p>	 <p>ORTEGA SHAH STEINMANN & ASSOCIATES</p> <p>OS2 ASSOCIATES</p>		<p>Kerr & Associates</p> <p>KERR & ASSOCIATES</p>

SHRISTI has deep-rooted foundations, based on which it continues to grow by integrating wisdom and modern innovations of technology. In the process we focus on creating new age urban and social infrastructure to develop a roadmap for the future development of India based on the philosophy Welcome to life.

DIPAK KUMAR BANERJEE
CHAIRMAN

WE BELIEVE that it is time for us all to see the wave of urban development across the world from a new perspective. Indeed, it is time to look at all development as an inclusive process in complete harmony within the environment it is being created in.

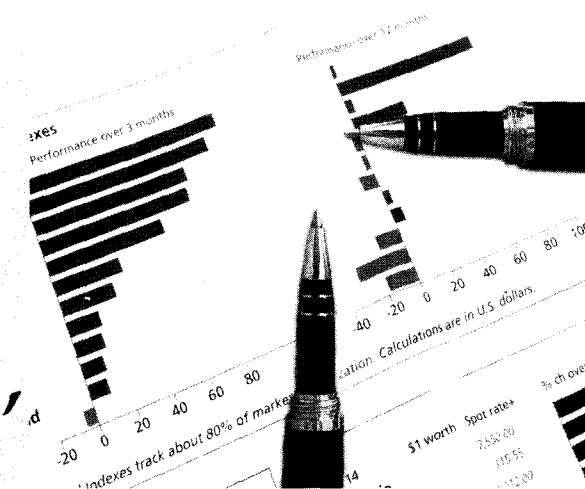
SUJIT KANORIA
MANAGING DIRECTOR



SHRISTI

WELCOME TO LIFE

Report of the Board of Directors



Dear Shareholders,

Your Directors are pleased to present the Nineteenth Annual Report together with the Audited Accounts of your Company for the financial year ended 31st March, 2009. The summarised Consolidated and Standalone financial performance of your Company is as under :

FINANCIAL RESULTS

(Rs. in Lacs)

	Consolidated		Standalone	
	Year Ended 31st March, 2009	Year Ended 31st March, 2008	Year Ended 31st March, 2009	Year Ended 31st March, 2008
Total Income	9,722	9,693	8,820	8,666
Profit before Depreciation & Tax	523	1,049	427	978
Less : Depreciation	62	56	22	26
Profit before Tax	461	993	405	952
Less : Goodwill written off	200	200	200	200
Provision for :				
Income Tax	147	116	133	108
Fringe Benefit Tax	14	13	9	8
Deferred Tax Liability	1	—	—	—
Profit after Tax	99	664	63	636
Less : Minority Interest & Other Adjustment	57	3	—	—
Balance brought forward from previous year	396	33	344	6
Amount available for appropriations	438	694	407	642
Appropriations				
Transfer to General Reserve	—	38	—	38
Proposed Dividend	111	222	111	222
Dividend Tax	19	38	19	38
Balance carried to Balance Sheet (being amount transferred to Reserve & Surplus)	308	396	277	344

“Your Company strongly emphasizes on construction of infrastructure projects through Public-Private-Partnership (PPP) model and has already entered into Joint Venture Partnerships (JVs) with many public/private entities in India.”

OPERATIONAL REVIEW

Shristi specializes in construction and development of infrastructure projects like roads, highways, integrated townships, health & wellness centres, commercial complexes, shopping malls etc. in major cities as well as in upcoming urban towns. Your Company plans to consolidate its construction operation in the segment of Power, Water, Roads and Urban Infrastructure, which opens up a huge potential not only in terms of construction but also in comprehensive development and management of various infrastructure facilities.

Your Company is executing large number of projects in the infrastructure sector in the country and with its strong credentials, expects to be able to construct projects profitably. Your Company strongly emphasizes on construction of infrastructure projects through Public-Private-Partnership (PPP) model and has already entered into Joint Venture Partnerships (JVs) with many public/private entities in India. Continuing with the same strategy, your Company has formed the following JV Companies during the Financial Year 08-09 :

- a) A JV Company named Kanchan Janga Integrated Infrastructure Development Private Limited formed with West Bengal Industrial Infrastructure Development Corporation to develop an Integrated Industrial Hub on 125 acres of land in Fatapukur (Jalpaiguri);
- b) Border Transport Infrastructure Development Limited has been incorporated to develop a Landport at Indo-Bangladesh Border for which a JV Company has been formed with West Bengal Transport Infrastructure Development Corporation Limited;
- c) The Company has also formed a Joint Venture with a leading International Brand in Infrastructure Consultancy viz., Net Engineering International S.p.A. of Italy to provide consulting services in the field of project engineering and management.

Though the company was adversely impacted due to the economic slowdown and credit squeeze as a result of global financial crisis, it has continued to grow by optimal use of the available resources and cost control. Your Company reported operating income (standalone) of Rs. 8769 Lacs in 2008-09 compared to Rs. 8563

Lacs in 2007-08 and Profit after Tax of Rs. 63 Lacs compared to Rs. 636 Lacs in 2007-08 an increase of 2% in operating income and decline of 90% in Profit after Tax. The decline in profitability was due to volatility in the market space, high interest costs and increase in input costs.

DIVIDEND

In continued pursuit of distributing maximum possible profits to the shareholders, your Board of Directors have recommended a Dividend of Re. 0.50 per Equity Share (5%) for the Financial year 2008-09. The Dividend for the Financial year 2008-09 shall be subject to Tax on Dividend to be paid by your Company but will be tax-free in the hands of the shareholders.

CORPORATE RESTRUCTURING

Management has approached you to seek your approval for demerging verticals of the company to enable focused growth in each of the verticals. Your Company operates in two distinct verticals, viz, Construction and Infrastructure Development. The said divisions have tremendous growth and profitability potential and are at a stage where they require focused leadership and management attention. The said divisions have differing financial needs and strategic imperatives which would be better addressed by operating under two entities, thereby creating industry focus. Considering the growth potential in both these verticals, the Board of Directors considered desirable and expedient to reorganise and reconstruct SIDCL by transferring the Infrastructure Development Division of SIDCL to its wholly-owned subsidiary, Shristi Hotelciti Private Limited (SHCPL) under a Scheme of Arrangement. The transfer of the Infrastructure Development Division of SIDCL to SHCPL will have a number of benefits which will promote increased value for shareholders of each of the companies i.e. SIDCL and SHCPL, by unveiling the profitability and future growth potential in each of the divisions.

The Scheme will enable the Construction and Infrastructure Development lines of business to be pursued and carried on more conveniently and advantageously through SIDCL and SHCPL respectively with independent administrative set-up and greater focus, attention and specialisation. It will also allow each

“Your Company is executing large number of projects in the infrastructure sector in the country and with its strong credentials, expects to be able to construct projects profitably.”

company to align future management initiatives and incentives with the performance of the underlying businesses more closely, which is likely to be of benefit to shareholders. The Scheme will facilitate optimum growth and development of the said divisions as independent lines of business and better realisation of the potential thereof with independent evaluation and funding on the basis of their own strengths, risks and rewards respectively applicable to them. The Scheme will have beneficial results for the said Companies, their shareholders and all concerned and is proposed to their advantage.

The Company has already initiated its restructuring process and received approvals from the Stock Exchanges where it is listed. Post completion of the further steps involved in the demerger process like approval from the Members of the Company, obtaining approval from the Regulatory Authorities like Registrar of Companies, Hon'ble High Court etc., your Company can unlock real value for its shareowners and all concerned stakeholders by taking advantage of the huge growth opportunities in two respective businesses, viz, Construction and Infrastructure Development.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s) in India is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE

Your Directors affirm their commitment to good Corporate Governance practices. The report on Corporate Governance along with Auditor's Certificate on Corporate Governance as per the requirement of the Listing Agreement with the Stock Exchange(s) is presented in a separate section forming part of the Annual Report.

FIXED DEPOSITS

Deposits amounting to Rs. 13 Lacs matured and remain unclaimed by the depositors as on 31st March, 2009 and the said amount is lying in escrow account with HDFC Bank. The depositors are

regularly intimated about the maturity of their deposits.

SUBSIDIARY COMPANIES

The audited statement of accounts along with the report of the Board of Directors relating to your Company's subsidiaries viz., Shristi Urban Infrastructure Development Limited, Vivekananda Skyroad Limited, Border Transport Infrastructure Development Limited, Shristi Hotelciti Private Limited and Shristi Udaipur Hotels and Resorts Private Limited (subsidiary of Shristi Urban Infrastructure Development Limited) for the financial year ended 31st March, 2009 alongwith the statement pursuant to Section 212 of the Companies Act, 1956 are annexed.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements have been prepared by your Company in accordance with the requirements of the accounting standards issued by The Institute of Chartered Accountants of India. The audited Consolidated Financial Statements together with Auditors' Report forms part of the Annual Report.

The group recorded a Consolidated Profit before Tax of Rs. 461 Lacs for the financial year 2008-09 as compared to Rs. 993 Lacs during the F.Y. 2007-08.

PARTICULARS OF EMPLOYEES

Your Company has not paid any remuneration attracting the provisions of the Companies (Particulars of Employees) Rules, 1975, read with Section 217(2A) of the Companies Act, 1956. Hence, no information is required to be appended to this report in this regard.

SHRISTI WEBSITE

The website of your company, www.shresticorp.com carries a comprehensive database of information of interest to the investors including the corporate profile and business activities of your company and the various projects which are handled by your company.

DIRECTORS

During the year under review, Mr. Sakti Prasad Ghosh was appointed as Additional Director (non executive independent

“ The Company has also formed a Joint Venture with a leading International Brand in Infrastructure Consultancy viz., Net Engineering International S.p.A. of Italy to provide consulting services in the field of project engineering and management. ”

director) w.e.f. 31st March, 2009 and he shall hold office upto the ensuing Annual General Meeting. Your Company has received notice from a member pursuant to Section 257 of the Companies Act, signifying his intention to propose the candidature of Mr. Sakti Prasad Ghosh for the office of Director.

In accordance with the provisions of the Companies Act, 1956 and your Company's Articles of Association, Mr. Vinod Juneja retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The Board of Directors in its meeting held on 31st March, 2009, subject to the approval of the Members at this Annual General Meeting, approved the re-appointment of Mr. Sujit Kanoria as the Managing Director for a further period of three years commencing from 27th August, 2009 and also revised his remuneration w.e.f 1st April, 2009 on the terms and conditions as set out in the Agreement entered into between the Company and Mr. Sujit Kanoria.

The appropriate resolution(s) seeking your approval and brief resume/details for the appointment/re-appointment are furnished in the notice of the ensuing Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of provisions of Section 217(2AA) of the Companies Act, 1956, your Directors confirm :

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2009, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) that the directors have selected such accounting policies and applied them consistently and made judgements 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 and of the profit or loss of the Company for the year;
- (iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

- (iv) that the directors have prepared the annual accounts for the financial year ended 31st March, 2009, on a going concern basis.

AUDITORS

M/s S. S. Kothari & Co., Chartered Accountants, retire as Auditors of your Company at the conclusion of the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept the office of Auditors, if re-appointed. Members are requested to consider their re-appointment for financial year ending 31st March, 2010, on remuneration to be decided by the Board of Directors of your Company.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTFLOW

Information in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding Conservation of Energy and Technology Absorption are not given as the Company has not undertaken any manufacturing activity.

During the year under review, the total foreign exchange expenditure of your Company was Rs. 117 Lacs (Previous year Rs. 7.37 Lacs).

ACKNOWLEDGEMENT

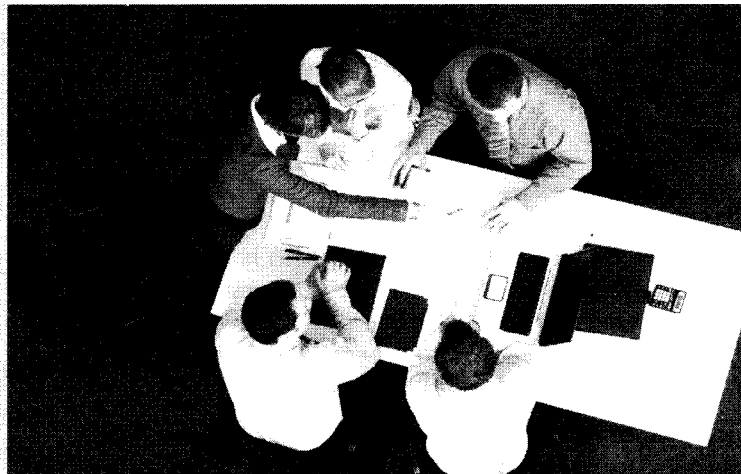
Your Directors would like to express their grateful appreciation for the excellent support and co-operation received from the Financial Institutions, Banks, Government Authorities, Stock Exchanges, Customers, Suppliers, Depositors and Shareholders during the year under review. Your Directors also place on record their deep appreciation for the committed services of all employees of the Company during the year and look forward to their continued co-operation in realization of the corporate goals in the years ahead.

For and on behalf of the Board of Directors

Place : Kolkata
Date : 30th June, 2009

Dipak Kumar Banerjee
Chairman

Management Discussion and Analysis



INDUSTRY STRUCTURE AND DEVELOPMENTS

The Infrastructure sector constitutes the backbone of any growing economy and the importance of infrastructure for India's sustained economic development is well recognized today. Physical infrastructure has a direct bearing on sustainability of growth and overall development. The economic miracle of the high-growth Asian economies was accompanied by sub-stancial investments in infrastructure. Evidence also suggests that creation of infrastructure, through its direct and indirect effects, has a significant impact on poverty reduction. In the Indian context, though there has been some improvement in infrastructure development in transport, communication and energy sectors in recent years, there are still significant gaps that needs to be bridged for power, water, urban infrastructure and roads. Since demand for power, transport and urban infrastructure facilities have increased substantially without commensurate increase in supply, there are tremendous opportuni-ties in the areas of Power Generation, Water Management

Systems, Urban Development, Construction of Roads, etc. in the years to come due to increased thrust of Government by way of increased government spending and incentivising private capital vide PPP model, etc. The current economic slowdown provides an opportunity for countries like India that have a substantial degree of unmet infrastructure requirements.

The Indian Economy suffered some impact of the global events during the fiscal year 2008-09 with its real GDP growth slowing down to 6.7% breaking the high growth trajectory of 9% that was set in place over the past five years. The series of fiscal and administrative measures adopted by the Government along with the monetary initiatives, have been able to blunt the impact of the global credit crisis on the Indian Economy to a large extent.

The capacity creation in infrastructure sectors presented a mixed picture in 2008-09. While telecom and petroleum sectors have done well in 2008-09, the power sector exhibited considerable shortfall. As the

economy slumped in activity, consequent to the commodity and oil price shocks and then the global economic crisis, most infrastructure sectors too witnessed subdued growth in production/services during 2008-09. A comparison of the growth figures for first half of 2008-09 with second half of 2008-09 reveals that the production and services of most of the infrastructure sectors underwent a drastic slowdown in the second half of the year.

The key to sustaining India's growth rate during a global meltdown lies in developing India's infrastructure. Keeping this in mind, the government has targeted an investment of US\$ 20.38 billion over the next two years in the infrastructure sector. Infrastructure sector has been given the much needed boost as India Infrastructure Finance Company Limited (IIFCL) has been assigned greater flexibility to fulfill its mandate. Takeout Financing which is largely prevalent internationally will be implemented by IIFCL in consultation with banks to facilitate incremental lending to the infrastructure sector. IIFCL will refinance

“ The current economic slowdown provides an opportunity for countries like India that have a substantial degree of unmet infrastructure requirements.”

60% of commercial bank loans for PPP projects over the next fifteen to eighteen months. IIFCL and Banks are now in a position to support projects involving total investment of Rs. 1,00,000 Crores. The government has offered various incentives like liberalization of FDI Regulations and a Ten year tax holiday to infrastructure facility companies.

At present, India's Infrastructure spending accounts for just 4% of the GDP, compared to China's 9%, Government has committed to increase infrastructure investment to more than 9% of GDP by 2014.

BUSINESS SEGMENTS

The Company is operating in the Infrastructure segment, which consists of sub-sectors like Roads & Bridges, Power, Hotels, Industrial Parks, Housing and Urban Infrastructure.

The various sectors in which your Company is engaged into are depicted below :

Surface Transport sector

The Transport sector owes its intensity to the vast size of our nation and the level of integration of the regional markets, although the lack of adequate roads and their proper maintenance has restricted the same to a great extent. However, the transportation costs are presently increasing at a much faster rate than the affordability levels prevailing in rural markets, resulting in decline in market intensity. Your Company continues to be

engaged in the development, maintenance, widening of various national and state highways.

Power & Water

SIDCL, a major player in infrastructure development, plans to consolidate its construction operation in the segment of Power & Urban Infrastructure, which opens up a huge potential not only in terms of construction but also in comprehensive development & management of utilities particularly in water supply & sanitation.

To start with, SIDCL is already set to start the construction work of a 400 MW power station at the port town of Haldia in West Bengal.

To provide comprehensive development and management of utilities in water supply & sanitation, also on PPP basis as such concepts are being regularly proposed, SIDCL have in place expression of interest from technology leaders in respective fields to work together on such projects. SIDCL is also actively pursuing entry into renewable/non-conventional energy with technology tie up.

SIDCL has the unique advantage of having a well-established Project Management Team with a strong resource base. It has also the advantage of having a joint venture with NET Engineering International S.p.A. Italy for providing total project management solutions.

Urban Development

As is the case with other Asian nations, India is also undergoing rapid urbanization and as against the forecasted figure of 24%, over 30% level of urbanization is expected to be attained by the middle of the next decade. Shristi's focus on the sector emanates from the basic needs of the population, namely access to housing, water, transportation, energy and other social facilities, which also has a synergistic relationship with the inherent strengths and goals of Shristi.

Shristi carries its operations, primarily through its three main verticals

1. Construction

The construction projects which the company is presently carrying out includes :

- a) Dwelling Units with complete external services, roads, drainage etc in Bareilly
- b) Dwelling Units for Ministry of Defense in Bhopal
- c) Five Star Hotel at Rajarhat through a Special Purpose Vehicle (SPV) named Shristi Hotel Private Limited
- d) Civil works of 400 MW Power Station in the port town of Haldia
- e) Auto Component Park in Kharagpur
- f) Health Wellness Resort in Shantiniketan
- g) Road Contracts in Thrissur
- h) Five Star Hotel & Mall in Udaipur
- i) International Sports City, Haldia
- j) Krishnagar Centrum, Krishnagar

“ At present, India’s Infrastructure spending accounts for just 4% of the GDP, compared to China’s 9%, Government has committed to increase infrastructure investment to more than 9% of GDP by 2014. ”

2. Infrastructure Development

Your Company is carrying out various infrastructure development projects, some of which are :

- a) Integrated Township at Asansol
- b) Logistics Hub at Raniganj
- c) Mixed-use Development at Rajarhat, Kolkata

The first two projects are being undertaken by its joint venture company, Bengal Shristi Infrastructure Development Limited.

3. Infrastructure Consultancy

Your Company is also engaged in the work of Infrastructure Consultancy. The projects which have already been completed includes City Development Plan of Gangtok City, Sikkim and Preparation of DPR for Scheme of Rehabilitation of 12 towns in Uttar Pradesh. The projects which are in the pipeline includes Master Plans of 2 towns of Jharkhand, Planning of District Centre at Pratap Nagar, Jaipur for Rajasthan Housing Board and Preparation of DPR for Scheme of Rehabilitation of 11 towns in Uttar Pradesh. The Consultancy work is being currently carried out by its subsidiary company, Shristi Urban Infrastructure Development Limited.

OPPORTUNITIES

Shristi, plays an important role in making the infrastructure of the country comparable to the best in the world. Available resources and expertise combined with collaboration with the best groups in the world has been envisaged as the means to achieve this objective.

The areas of thrust initiated by the GOI has opened up the infrastructure sector and companies like Shristi can now add value to the Nation, by way off, creation of world-class infrastructure facilities. Given the present investment surge in the said sector, efficient players can grow very rapidly. Shristi’s financial projections also speak of the aforesaid conducive outlook.

Though your Company has many strengths, some of the notable ones are accessibility to financial markets including capital markets for funding its business requirements, concentration in certain geographics for better engagement of its resources, creativity in financial structure to limit financial exposure and yet unlock business potential. The Company also values its relationship with all of its stakeholders like JV Partners, Bankers, Investors, Employees, Customers and Suppliers, immensely.

THREATS

Shristi has managed associated risk and difficult market conditions through well-defined business processes, risk management tools and techniques geared to protect interest of stakeholders at all levels.

Though there are many players in the field of construction and infrastructure development, your company has carved a niche for itself by providing infrastructure facilities at reasonable cost without comprising on the quality. In addition to

the above, there is enough space for each company to grow given the size of the infrastructure requirement in our developing economy. Hence, your company does not envisage any adverse impact on its growth due to competitive pressure. PPP model is one of the solutions where one can create a win-win situation. Realisation of full potential of public sector assets, providing value for the tax-payer’s money and inclusive economic growth is the vision of the company.

OUTLOOK

Poor infrastructure shaves an estimated 1 or 2 percentage points off India’s annual economic growth, which slowed to 6.7 percent last year after three years of 9 percent or more. In its annual budget early this month, the government unveiled spending increases and other measures to bolster infrastructure. In his budget speech, Hon’ble Finance Minister Pranab Mukherjee promised greater flexibility to government-run Indian Infrastructure Finance Co. to fund projects and asked state governments for speedy implementation of projects. The budget allocated 128.87 billion rupees for urban infrastructure, 87 percent higher than a year-ago, and provided 39.73 billion rupees for housing and basic amenities to the urban poor. It also raised spending for national highway development programme by 23 percent over 2008-09, set aside 10 billion rupees for irrigation projects and aimed to increase investment in infrastructure to more than 9 percent of the GDP by 2014. Even if slippages

“SIDCL, a major player in infrastructure development, plans to consolidate its construction operation in the segment of Power & Urban Infrastructure, which opens up a huge potential not only in terms of construction but also in comprehensive development & management of utilities particularly in water supply & sanitation.”

are assumed, the infrastructure sector is set to grow in excess of 20 percent which is phenomenal. As an established player, with more than a decade of experience in the field, your Company stands to gain immensely in this growth scenario. The Company is hiring experts from the industry to aggressively bid for construction contracts and is also structuring its business operations to proactively deal with the challenges of the future and adequately leverage its experience across its existing business domains to secure its share of the phenomenally growing market.

RISK MANAGEMENT

In a highly competitive market, a Company's ability to manage diverse risks determines its success. Your Company recognizes Risk Management as an integrated, forward looking and process oriented approach for managing all key business risks and opportunities. We focus our energies in de-risking our business to each of the projects by way of taking various steps e.g. limiting our financial exposure in geographies well known to us, limiting overheads budget, building up strategic alliances etc. Your Company's business exposure to the normal financial and market risks continue to be monitored, managed and strengthened from time to time by systems and processes commensurate with the volume of business activities and the perceived risk mitigation requirements. Internal control systems and process level checks and balances are reviewed and updated on a continuous basis. The Internal Audit

Department of your Company reviews the processes that are in place for identification, measurement, monitoring and management of risks and that these processes are effective within the organization. Your Company has got a Standard Operating Procedure Manual prepared by PriceWaterhouse Coopers to minimize risk and meet the challenges of the dynamic business goals of the Company.

HUMAN RESOURCES

Shristi firmly believes that its employees are one of the most valuable resources. Employees are encouraged to develop their respective individual development plans and continuous learning processes help them do better. Your Company has a good blend of experienced and young talent in Engineering, Project Management and Financial Management teams, which teams are in turn, headed by professionals with excellent academic background and reasonably good experience at senior management level with domestic and international Companies.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

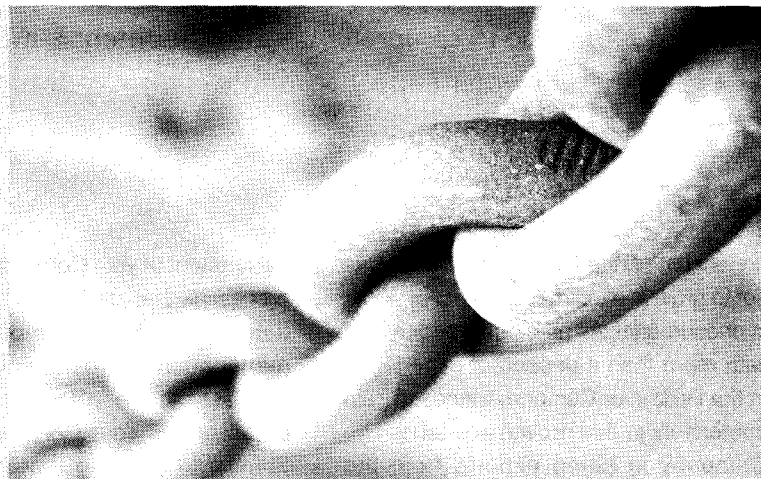
The Company has proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and these transactions are authorized, recorded and reported correctly. The organization is well structured and the policy guidelines are defined to ensure safeguard for assets and adherence to provisions of applicable

laws. The internal control is supplemented by an extensive program of internal audit, reviewed by the Management, documented policies, guidelines and procedures. The company has put in place extensive checks and measures to deliver quality products to its customers. The top management and Audit Committee of the Board review the findings evolved during checking of system and operation. To make the control mechanism more robust and to bring uniformity in procedures, your Company has got Systematic Operation Procedures (SOPs) formulated for all the functions of the Company and the same is being implemented in the current fiscal year 2010.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis and current year outlook are management perception, hence, the actual results could differ materially from those expressed or implied. The factors that could influence the Company's operations include economic development within the country, demand and supply conditions in the industry, availability of input and their prices, changes in government regulations, tax laws and other factors such as litigation and industrial regulations.

Report on Corporate Governance



The SHRISTI Group is committed to adhering to the best governance practices at all times in the true spirit. Corporate Governance practices in our organization springs from the pristine desire to innovate and cultivate the culture of trusteeship, which is deeply rooted in our value system. Such philosophy forms the base of our strategic thought process. The Corporate Governance philosophy in our organization is built on five important principles –

- 1) The Boards Accountability to the Company and its shareholders
- 2) Strategic guidance and perfect monitoring by the Board
- 3) Protecting the interest of minority shareholders
- 4) Equal treatment of all shareholders based on transparency, and
- 5) Quick and effective disclosures.

The Shristi Group is tirelessly striving to achieve heights of excellence by adhering to best governance and exquisite disclosure policy. In accordance with Clause 49 of the Listing Agreement entered into with the Stock Exchanges in India, the details of compliance by the Company with the norms on Corporate Governance are as under :

BOARD OF DIRECTORS

The Board of Directors (“Board”), an apex body formed by the shareholders, serve and protect the overall interests of shareholders; provides and evaluates the strategic directions of the Company; formulates and reviews management policies and ensures their effectiveness.

Composition of the Board as on 31st March, 2009

The Board has an optimum combination of executive, non-executive and independent directors, who are the eminent professionals with experience in business, finance, law and public enterprises. The Board has a total strength of 5 Directors as on 31st March, 2009 of whom, one is the promoter director who is designated as Managing Director of the Company and the remaining four (including the Chairman) are independent non-executive directors. The non-executive directors bring an external and wider perspective in Board deliberation and decisions. The size and composition of the Board is in conformity with the provisions of Clause 49 of the Listing Agreement.

None of the Directors on the Board is a member of more than 15 committees and Chairman of more than 5 committees across all companies in which he is a Director. All the Directors have made necessary disclosures regarding committee positions occupied by them in other Companies.

The details of the Board of Directors as on 31st March 2009 are as under :

Sl. No.	Directors	Designation	Category
1)	Mr. Dipak Kumar Banerjee	Chairman	Non – Executive & Independent
2)	Mr. Sujit Kanoria	Managing Director	Executive Director
3)	Mr. K. N. Bhandari	Director	Non – Executive & Independent
4)	Mr. Vinod Juneja	Director	Non – Executive & Independent
5)	Mr. Sakti Prasad Ghosh*	Director	Non – Executive & Independent

* Mr. Sakti Prasad Ghosh joined the Board on 31st March, 2009.

Mr. Sujit Kanoria holds 1,00,600 equity shares in the Company. None of the other existing directors hold any equity shares in the Company.

Board Meetings

During the year 2008-09, seven board meetings were held on 16th April 2008, 30th June 2008, 26th July 2008, 22nd September 2008, 26th October 2008, 24th January 2009 and 31st March 2009. The gap between any two consecutive meetings did not exceed four months.

Board Agenda

The meetings of the Board are governed by a structured agenda. The Board members in consultation with the Chairman may bring up matters for consideration at the Board meetings.

Information placed before the Board

Necessary information as required under the statute and as per the guidelines on Corporate Governance are placed before and reviewed by the Board from time to time.

Attendance of each Director at Board Meetings and at the last AGM are as under :

Sl. No.	Directors	No. of Board Meetings attended	Attendance last AGM
1)	Mr. Dipak Kumar Banerjee	7	Yes
2)	Mr. Sujit Kanoria	6	Yes
3)	Mr. K.N.Bhandari	5	No
4)	Mr. Vinod Juneja	Nil	No
5)	Mr. Sakti Prasad Ghosh*	1	N.A.

* Mr. Sakti Prasad Ghosh joined the Board on 31st March, 2009.

Number of other companies or committees in which the director is a Director/Chairman

Sl. No.	Name of the Directors	No. of other Directorship *(1)	No. of other Board Committee membership(s)/ Chairmanship(s) **(2)
1)	Mr. Dipak Kr. Banerjee	9	10 (Chairman – 3)
2)	Mr. Sujit Kanoria	5	NIL
3)	Mr. K.N.Bhandari	9	2 (Chairman – 1)
4)	Mr. Vinod Juneja	3	NIL
5)	Mr. Sakti Prasad Ghosh***	2	2

* Excludes Directorships in Indian private limited companies, foreign companies, companies under Section 25 of the Companies Act, 1956 and Alternate Directorships.

** Represents membership of Audit Committee and Shareholders'/Investors' Grievance Committee.

*** Appointed w.e.f. 31st March, 2009.

AUDIT COMMITTEE

Terms of Reference, Composition, Name of which held

The Terms of Reference of this Audit Committee includes overview of the Company's financial reporting process and ensuring proper disclosures in the financial statements, recommending re-appointment of External Auditors and fixation of their remuneration, reviewing Annual Financial Statements before submission to the Board, reviewing adequacy of Internal Control Systems and other matters specified for Audit Committees in Section 292A of the Companies Act, 1956 and under the Listing Agreements.

The Audit Committee presently comprises of Mr. Dipak Kumar Banerjee, Mr. Sujit Kanoria and Mr. Kailash Nath Bhandari out of which Mr. Dipak Kumar Banerjee & Mr. Kailash Nath Bhandari are Non-Executive & Independent Directors. All the members of the Audit Committee are financially literate. The Audit Committee is Chaired by a Non-Executive and Independent Director. The Chief Financial Officer and Head - Internal Audit of the Company attend the meeting of the Audit Committee and the Company Secretary acts as the Secretary to the Audit Committee. A representative of the Statutory Auditors, is invited to the Audit Committee Meeting. The Committee also invites Senior Executives, as it considers appropriate to be present at the meetings of the Committee.

Meetings and attendance during the year

Four meetings of the Audit Committee were held during the year 2008-2009 on 30th June, 2008, 26th July, 2008, 26th October, 2008 and 24th January, 2009. The attendance of each member of the committee is given below :

Sl. No.	Directors	No. of meetings attended
1)	Mr. Dipak Kumar Banerjee	4
2)	Mr. K. N. Bhandari	3
3)	Mr. Sujit Kanoria	3

REMUNERATION COMMITTEE

Composition

The Remuneration Committee of the Board of Directors of the Company presently comprises of Mr. Dipak Kumar Banerjee, Mr. K. N. Bhandari and Mr. Vinod Juneja all being non-executive and independent directors. During the year one Remuneration Committee Meeting was held on 31st March, 2009 which was attended by all the directors.

The Committee determines the remuneration of the Managing Director including the annual increments based on the performance. Since all the Directors on the Board are non-executive, only sitting fee for attending each meeting is paid to them.

Details of remuneration paid/payable to Directors for the year ended 31st March, 2009 are as follows :

Sl. No.	Directors	Sitting Fees*	Salary and perquisites
1)	Mr. Dipak Kumar Banerjee	57,000/-	-
2)	Mr. K. N. Bhandari	42,000/-	-
3)	Mr. Vinod Juneja	-	-
4)	Mr. Sakti Prasad Ghosh**	5000/-	-
5)	Mr. Sujit Kanoria	-	5,89,992/-

* includes sitting fees paid for various Board Committee meetings.

** appointed w.e.f. 31st March 2009.

The appointment of Managing Director is governed by resolution passed by the Remuneration Committee of the Board of Directors of the Company, resolution passed by the Board of Directors and the Shareholders of the Company, which covers the terms and conditions of such appointment.

The Non-Executive Directors are paid remuneration by way of sitting fees for each meeting of the Board or any Committee thereof attended by them. No pecuniary transactions have been entered into by the Company with any of the Non-Executive Directors of the Company, save and except the payment of sitting fees to them.

REPORT ON CORPORATE GOVERNANCE

SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

Details of the Members, Compliance Officer and no. of complaints received

The Committee oversees redressal of complaints and grievances of the shareholders/ investors and quarterly Secretarial Audit Reports as well as compliance with other related guidelines of Securities and Exchange Board of India. As on 31st March 2009, the Shareholders'/ Investors' Grievance Committee comprised of three Directors – two Non-Executive Independent Directors, viz. Mr. Dipak Kr. Banerjee and Mr. K. N. Bhandari and Mr. Sujit Kanoria, Managing Director of the Company. The members present at each meeting elect one of the Non-Executive Independent Directors to act as the Chairman. The Company Secretary acts as the Secretary of the Committee. During the year the Committee met five times.

The Board of Directors has delegated the power of approving the share transfers, transmission etc. to the Share Transfer Committee comprising of the Managing Director, Chief Financial Officer and the Company Secretary of the Company for expediting these processes. The Share Transfer Committee meets once in a fortnight to dispose of all matters relating to share transfers, transmission, etc.

The Board of Directors has designated Mr. Manoj Agarwal, Company Secretary of the Company as the Compliance Officer.

During the financial year ended 31st March 2009, the Company received 21 complaints from the shareholders and none of the complaints received were pending as on that date.

Code of Conduct for Directors and Senior Management

A code of conduct as applicable to the Directors and Members of the Senior Management has been approved by the Board. The said code has also been displayed on the Company's website www.shristicorp.com. The Board members and Senior Management have affirmed their compliance with the Code and a declaration signed by the Managing Director (CEO in terms of Clause 49) is given below :

It is hereby declared that the Company has obtained from all members of the Board and Senior Management affirmation that they have complied with the Code of Conduct for the year 2008-2009.

Sd/-
Sujit Kanoria
Managing Director

GENERAL BODY MEETING

The last three Annual General Meetings were held as under

Financial Year	Date of AGM	Time	Location
2007-08	22.09.2008	10.30 A.M.	'Purbashree Auditorium' Eastern Zonal Cultural Centre at Bharatiyam Cultural Multiplex, IB-201, Sector - III, Salt Lake, Kolkata - 700 106
2006-07	29.09.2007	10.30 A.M.	'Purbashree Auditorium' Eastern Zonal Cultural Centre at Bharatiyam Cultural Multiplex, IB-201, Sector - III, Salt Lake, Kolkata - 700 106
2005-06	29.08.2006	12.00 noon	Kala Kunj, (Basement of Kalamandir, 48, Shakespeare Sarani, Kolkata - 700 017

The details of the Special Resolution passed by the Company at its last three Annual General Meetings are as under.

Financial Year	Particulars of Special Resolution Passed
2007 – 2008	Approval of Inter - Corporate Loans & Investments u/s 372A of the Companies Act, 1956.
2006 – 2007	No Special Resolution Passed
2005 – 2006	No Special Resolution Passed

Postal Ballot

During the year, the following Special Resolutions contained in the Postal Ballot Notice dated 14th August, 2008 and 31st March, 2009 were passed by the shareholders through Postal Ballot. The Postal ballot process was undertaken as per the provisions of Section 192A of the Companies Act, 1956 read with companies (Passing of the Resolution by Postal Ballot) Rules 2001.

The Postal Ballot Notice and accompanying documents were dispatched to shareholders under certificate of posting. A calendar of events along with the Board Resolution was submitted to the Registrar of Companies, West Bengal.

The Board Appointed Mr. Manoj Prasad Shaw, Company Secretary in practice, as scrutinizers to conduct the Postal Ballot process in a transparent manner. Details of Voting Pattern were as under :

Particulars	Resolution u/s 372A of the Companies Act, 1956 as per Postal Ballot Notice dated 14th August, 2008			Resolution u/s 372A of the Companies Act, 1956 as per Postal Ballot Notice dated 31st March, 2009		
	No. of Postal Ballot Forms	No. of Shares	% of total paid up equity capital	No. of Postal Ballot Forms	No. of Shares	% of total paid up equity capital
Total Postal Ballot forms received	211	20828005	93.8198	180	21025602	94.7099
Less : Invalid Postal Ballot Forms (as per register)	68	2239	0.0100	16	440	0.00198
Net Valid Postal Ballot Forms (as per register)	143	20825766	93.8098	164	21025162	94.7079
Postal Ballot Forms with assent for the Resolution	133	20825406	93.8081	154	21024836	94.7064
Postal Ballot Forms with dissent for the Resolution	10	340	0.0015	10	326	0.0014

Accordingly, the said Resolutions were approved by the Shareholders, with requisite and over whelming majority.

DISCLOSURES

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.

None of the transactions with any of the related parties were in conflict with the interests of the Company.

However, the related party relationship and transactions given under Notes on Account (point no. 5) of Schedule 21 of the audited accounts for the year ended 31st March 2009 may be referred.

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

During the last three years, there were no strictures or penalties imposed by either Stock Exchanges or SEBI or any statutory authority for non-compliance of any matter related to capital markets.

MEANS OF COMMUNICATION

Quarterly Results

The Quarterly results of the Company are published in leading Newspapers having wide circulation and regularly put on Company's website.

Newspapers in which results are normally published

Financial Express and Aajkaal.

Any website, where displayed

Yes, at the Company's own website www.shristicorp.com

Whether it also displays official news releases

Yes

The presentations made to institutional investors or to the analysts

Yes

Whether Management Discussion and Analysis is a part of Annual Report or not

Yes

Shareholders Information



1. Annual General Meeting

- a) Date & Time : Saturday, 19th September 2009 at 10.30 a.m.
- b) Venue : 'Purbashree Auditorium' of Eastern Zonal Cultural Centre at Bharatiyam Cultural Multiplex, IB-201, Sector-III, Salt Lake, Kolkata - 700 106

2. Financial Calendar

- a) Financial reporting for 2009 - 10
 - Quarter ending 30th June, 2009 : July, 2009
 - Quarter/Half-year ended 30th September, 2009 : October, 2009
 - Quarter ending 31st December, 2009 : January, 2010
 - Year ending 31st March, 2010 : May/June, 2010
- b) Annual General Meeting for the year
 - Ending on 31st March, 2010 : August/September, 2010

3. Book Closure Date

Friday, 11th September, 2009 to Saturday, 19th September, 2009 (both days inclusive)

4. Date of Payment of Dividend

On or after 21st September, 2009

5. Listing on Stock Exchanges

The equity shares of the Company are presently listed on the following Stock Exchanges

- a) The Calcutta Stock Exchange Association Limited
7, Lyons Range, Kolkata - 700 001
- b) The Stock Exchange, Mumbai
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

6. Listing Fees

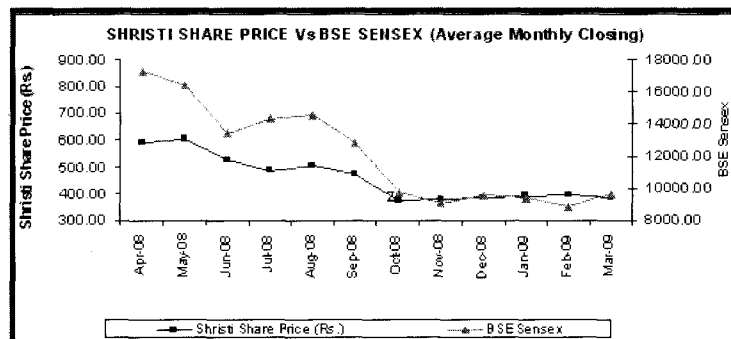
Listing fees for 2009-10 have been paid to all the abovementioned Stock Exchanges as per the Listing Agreement.

7. ISIN Number	INE472C01027
8. Stock Codes	
The Calcutta Stock Exchange Association Limited	10026027
The Stock Exchange, Mumbai	511411

9. Stock Market Data :

Month	Calcutta		Mumbai		BSE SENSEX	
	High	Low	High	Low	High	Low
April, 2008	—	—	627.90	566.95	17480.74	15297.96
May, 2008	—	—	642.00	550.00	17735.70	16196.02
June, 2008	—	—	624.00	515.00	16632.72	13405.54
July, 2008	—	—	574.00	465.00	15130.09	12514.02
August, 2008	—	—	525.95	474.00	15579.78	14002.43
September, 2008	—	—	534.90	460.00	15107.01	12153.55
October, 2008	—	—	490.00	300.00	13203.86	7697.39
November, 2008	—	—	408.65	340.05	10945.41	8316.39
December, 2008	—	—	455.00	350.00	10188.54	8467.43
January, 2009	—	—	423.00	380.00	10469.72	8631.60
February, 2009	—	—	410.00	380.00	9724.87	8619.22
March, 2009	—	—	407.95	351.50	10127.09	8047.17

Performance in comparison to BSE indices



10. Registered Office

- a. Address : "Ganga Jamuna Building", 28/1, Shakespeare Sarani, Kolkata - 700 017
- b. Telephone Number : 91-33-4020 2020
- c. Fascimile No. : 91-33-2287 8379
- d. Website : www.shristicorp.com
- e. E-mail : kolkata@shristicorp.com

11. Registrar & Share Transfer Agent's Detail

- a. Name & Address : MCS Limited
77/2A, Hazra Road, Kolkata - 700 029
- b. Telephone Nos. : 91-33-2454 1892 / 93
- c. Fascimile Nos. : 91-33-2454 1961, 91-33-2474 7674
- d. E-mail. : mscscal@cal2.vsnl.net.in; mcskol@rediffmail.com

12. Financial Year : 1st April to 31st March

13. Distribution of Shareholding as on 31st March, 2009 :

No. of Shares	No. of Shareholders		No. of Shares	
	Total	%	Total	%
Upto 500	13473	99.1537	440842	1.9858
501 to 1000	44	0.3238	36313	0.1636
1001 to 2000	30	0.2208	46242	0.2083
2001 to 3000	7	0.0515	19298	0.0869
3001 to 4000	4	0.0294	13051	0.0588
4001 to 5000	2	0.0147	9076	0.0409
5001 to 10000	8	0.0589	56549	0.2547
10001 to 50000	15	0.1104	373687	1.6833
50001 to 100000	1	0.0074	100600	0.4532
100001 & above	4	0.0294	21104342	95.0646
Total	13588	100.00	22200000	100.00

14 Dividend History

The Company has declared 10% dividend for the year 2007-08

15. Categories of Shareholders as on 31st March, 2009

Category	No. of shares held		% of shareholding
	Total no. of shares	No. of shares in demat form	
Promoters (including promoter group)	10939295	10939295	49.2761
Foreign Institutional Investor	—	—	—
Mutual Funds/UTI and Financial Institutions/Banks	20700	20	0.0933
Public Bodies Corporate	488570	483130	2.2008
Individual Shareholders	668456	415438	3.011
Trust	10079400	10079400	45.4027
Educational Institution	3579	3579	0.0161
Grand Total	22200000	21920862	100.00

11. Registrar & Share Transfer Agent's Detail

- a. Name & Address : MCS Limited
77/2A, Hazra Road, Kolkata - 700 029
- b. Telephone Nos. : 91-33-2454 1892 / 93
- c. Fascimile Nos. : 91-33-2454 1961, 91-33-2474 7674
- d. E-mail. : mscscal@cal2.vsnl.net.in; mcskol@rediffmail.com

12. Financial Year : 1st April to 31st March

13. Distribution of Shareholding as on 31st March, 2009 :

No. of Shares	No. of Shareholders		No. of Shares	
	Total	%	Total	%
Upto 500	13473	99.1537	440842	1.9858
501 to 1000	44	0.3238	36313	0.1636
1001 to 2000	30	0.2208	46242	0.2083
2001 to 3000	7	0.0515	19298	0.0869
3001 to 4000	4	0.0294	13051	0.0588
4001 to 5000	2	0.0147	9076	0.0409
5001 to 10000	8	0.0589	56549	0.2547
10001 to 50000	15	0.1104	373687	1.6833
50001 to 100000	1	0.0074	100600	0.4532
100001 & above	4	0.0294	21104342	95.0646
Total	13588	100.00	22200000	100.00

14 Dividend History

The Company has declared 10% dividend for the year 2007-08

15. Categories of Shareholders as on 31st March, 2009

Category	No. of shares held		% of shareholding
	Total no. of shares	No. of shares in demat form	
Promoters (including promoter group)	10939295	10939295	49.2761
Foreign Institutional Investor	-	-	-
Mutual Funds/UTI and Financial Institutions/Banks	20700	20	0.0933
Public Bodies Corporate	488570	483130	2.2008
Individual Shareholders	668456	415438	3.011
Trust	10079400	10079400	45.4027
Educational Institution	3579	3579	0.0161
Grand Total	22200000	21920862	100.00

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER (CFO)

The Board of Directors
Shristi Infrastructure Development Corporation Limited
'Ganga Jamuna Building'
28/1, Shakespeare Sarani
Kolkata - 700 017

We, **Sujit Kanoria, Managing Director** and **Sanjay Kumar Garodia, Chief Financial Officer (CFO)** of Shristi Infrastructure Development Corporation Limited both certify to the Board that we have reviewed the Financial Statements and Cash Flow Statement of the Company for the twelve months ended 31st March, 2009 and to the best of our knowledge and belief, we certify that -

1. The Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; that the Statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations;
2. There are no fraudulent or illegal transactions;
3. For the purposes of financial reporting, we accept the responsibility for establishing and maintaining the internal controls which are monitored by the Company's Internal Audit Team and have evaluated based on feedbacks received from the Company's Internal Audit Team, the effectiveness of the Internal Control Systems of the Company and have reported to the Auditors and the Audit Committee, the deficiencies, if any, in the internal controls;
4. We have indicated to the Auditors and the Audit Committee significant changes, if any in the Internal Controls, Accounting Policies and the same have also been disclosed in the notes to the Financial Statements; and
5. There have been no instances of frauds, of which we are aware during the year.

Place : Kolkata
Date : 30th June, 2009

Sujit Kanoria
Managing Director

Sanjay Kumar Garodia
Chief Financial Officer

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

Shristi Infrastructure Development Corporation Limited

We have examined the compliance of conditions of Corporate Governance of **SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED** for the year ended on 31st March, 2009 as stipulated in Clause 49 of the Listing Agreement of the said 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 implementations thereof, adopted by the Company for ensuring the compliance of the Conditions of Corporate Governance. It is neither an audited 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 the Corporate Governance as stipulated in the abovementioned Listing Agreement.

We 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 and on behalf of
S. S. KOTHARI & CO.
Chartered Accountant

Place : Kolkata
Date : 30th June, 2009

A.Datta
Partner
Membership No.5634

AUDITORS' REPORT

To The Members

Shristi Infrastructure Development Corporation Limited

1. We have audited the attached Balance Sheet of **SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED** as at March 31st, 2009 and also the Profit & Loss Account for the year ended on that date annexed thereto and the Cash Flow Statement for the period ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes, examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. 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.
3. As required by the Companies (Auditors Reports) Order, 2003, as amended by the Companies (Auditors Reports) Amended Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in Paragraphs 4 & 5 of the said order.
4. Further to our comments in the annexure referred to above, we report that :
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - (c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, Profit and Loss account and Cash Flow Statement dealt with by this report, have complied with accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
 - (e) On the basis of written representations received from the Directors and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2009, from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with notes thereto and statement on Significant Accounting Policies appearing in the Schedule 21 give in the prescribed manner the information required by the Companies Act, 1956, and also give a true and fair view in conformity with the accounting principles generally accepted in India :-
 - (i) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009;
 - (ii) In the case of Profit & Loss Account, of the profit for the year ended on that date; and
 - (iii) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Indian Steamship House
21, Old Court House Street
Kolkata - 700 001
Date : 30.06.2009

For **S. S. KOTHARI & CO.**
Chartered Accountants
A. Datta
Partner
Membership No.05634

ANNEXURE TO THE AUDITORS' REPORT

Referred to in Paragraph 3 of our report of even date

1. In respect of its fixed assets :
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situations of its fixed assets.
 - (b) As explained to us, the fixed assets have been physically verified by the management during the year, which in our opinion appear reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - (c) The fixed assets disposed of during the financial year were not substantial compared to total value of assets.
2. (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) The procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) On the basis of our examination of the records of inventory, we are of opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between physical stocks and the books records were not material. The same have properly been dealt with in the books of accounts.
3. The Company has not granted any loan, secured or unsecured during the year to companies, firm or other parties covered in register maintained under Section 301 of the Companies Act, 1956.

The Company has not taken any loans secured or unsecured from companies, firms or other parties covering register maintained under Section 301 of the Act, 1956.

Accordingly, clause 4(iii) (f) and (g) of the Order are not applicable. We have relied in this regard upon the entries recorded in the register maintained under Section 301 of the Companies Act, 1956 and the Management's representation in this regard.
4. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with size of the company and the nature of its business for the purchase of fixed assets and inventory items and for the contract work done. During the course of our audit, no major weakness has been noticed in the internal controls, nor has there been any continuing failure on the part of the company to rectify major weakness, if any.
5. According to the information and explanations given to us, there are no transactions made in pursuance of contract or arrangements, that needed to be entered into the register maintained under Section 301 of the Companies Act, 1956. Accordingly, clause 4(v)(b) of the Order is not applicable.
6. The Company has not accepted any public deposit during the year.
7. In our opinion, the internal audit system of the Company is commensurate with its size and nature of its business.
8. The maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956, is not applicable to the Company.
9. In respect of statutory dues :
 - (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Wealth Tax, Customs Duty, Cess and other Statutory Dues have been regularly deposited with the appropriate authorities in general. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2009, for period of more than six months from the date of becoming payable.
 - (b) According to the information and explanation given to us, and the records of the Company examined by us, there are no dispute in respect of any statutory dues.

ANNEXURE TO THE AUDITORS' REPORT (CONTD.)

10. As per records, the Company has no accumulated losses at the end of financial year and has not incurred cash losses during the current financial year or in the immediately preceding financial year.
11. The Company has not defaulted in repayment of dues to the financial institution, bank or debenture holders.
12. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore the provisions of clause 4(xiii) of the Companies (Auditors Report) order, 2003, are not applicable to the company.
13. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditors Report) Order, 2003, are not applicable to the company.
14. The Company has given guarantee for loans taken by other Companies from Banks & Financial Institutions and as per the Management representation we are of the opinion that the related terms & conditions are not prima-facie prejudicial to the interest of the Company.
15. As per records, the Company has not raised any term loan during the financial year covered under audit and therefore the provisions of clause 4(xvi) of the Companies (Auditors Report) order, 2003, are not applicable to the Company.
16. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, in our opinion the funds raised on a short-term basis have not been used for long-term investment.
17. During the year under audit, the Company has not made a preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
18. The Company has not issued any debentures. Accordingly, the provisions of clause 4(xix) of the Companies (Auditors Report) Order, 2003, are not applicable to the company.
19. The Company has not raised any money by way of public issue during the financial year covered under audit.
20. During the course of our examination of books of account carried out in accordance with generally accepted practices in India, we have neither come across any incidence of fraud on or by the Company nor have we been informed of any such case by the management.

Indian Steamship House
21, Old Court House Street
Kolkata - 700 001
Date : 30.06.2009

For **S. S. KOTHARI & CO.**
Chartered Accountants
A. Datta
Partner
Membership No.05634

BALANCE SHEET AS AT 31.03.2009

(Amount in Rs.)

	Schedule	As at 31st March, 2009		As at 31st March, 2008	
SOURCES OF FUNDS					
Shareholders' Funds					
Share Capital	1		222,000,000		222,000,000
Reserves and Surplus	2		57,633,820		64,348,777
Loan Funds	3		1,101,673,264		508,155,262
Deferred Tax Liability			41,210		23,940
			1,381,348,294		794,527,979
APPLICATION OF FUNDS					
Goodwill	4		60,000,000		80,000,000
Fixed Assets	5				
Gross Block			30,873,962		30,205,500
Less : Depreciation			20,853,630		19,234,617
Net Block			10,020,332		10,970,883
Investments	6		320,499,330		224,481,100
Current Assets, Loans and Advances					
Inventories	7		80,493,547		136,828,091
Sundry Debtors	8		485,158,048		202,247,858
Cash and Bank Balances	9		19,288,159		24,242,116
Other Current Assets	10		1,345,222		1,513,625
Loans and Advances	11		949,780,965		488,079,353
			1,536,065,941		852,911,043
Less : Current Liabilities and Provisions	12		545,237,309		373,993,238
Net Current Assets			990,828,632		478,917,806
Miscellaneous Expenditure	13		-		158,190
(To the extent not written off or adjusted)					
			1,381,348,294		794,527,979

Significant Accounting Policies and Notes on Accounts 21

As per our report of even date

This is the Balance Sheet referred to in our report of even date.

On behalf of the Board

For **S. S. KOTHARI & CO.**

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Indian Steamship House

21, Old Court House Street

Kolkata - 700 001

Date : 30.06.2009

Dipak Banerjee
Chairman

Sujit Kanoria
Managing Director

Sanjay Garodia
Chief Financial Officer

Manoj Agarwal
Company Secretary

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31.03.2009

(Amount in Rs.)

	Schedules	For the year ended 31.03.2009	For the year ended 31.03.2008
Income			
Operating Income	14	876,875,279	856,271,071
Other Income	15	5,074,756	10,371,818
		881,950,036	866,642,889
Expenditure			
(Increase)/Decrease in Work-in-Progress	16	56,440,458	(84,693,901)
Construction Expenses	17	558,642,354	691,661,122
Personnel Expenses	18	27,306,178	29,110,788
Administrative, Selling and Other Expenses	19	73,156,579	60,059,377
Finance Cost	20	123,747,005	72,682,914
Depreciation		2,198,385	2,631,927
		841,490,959	771,452,227
Profit/(Loss) before Tax		40,459,077	95,190,662
Less : Goodwill written off		20,000,000	20,000,000
Provision for Tax			
- Income Tax		13,234,319	10,785,102
- Fringe Benefit Tax		936,000	835,177
- Deferred Tax		17,270	(29,588)
Profit/(Loss) after Tax		6,271,488	63,599,971
Appropriation of Profit			
- Transfer to General Reserve		-	3,800,000
- Proposed Dividend		11,100,000	22,200,000
- Provision for Dividend Tax		1,886,445	3,772,890
Profit for the Period transferred to Schedule - 2		(6,714,957)	33,827,081
Basic and Diluted Earnings Per Share of face value of Rs. 10/- each		0.28	2.86

Significant Accounting Policies and Notes on Accounts

21

As per our report of even date

On behalf of the Board

For **S. S. KOTHARI & CO.**

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Indian Steamship House

21, Old Court House Street

Kolkata - 700 001

Date : 30.06.2009

Dipak Banerjee

Chairman

Sujit Kanoria

Managing Director

Sanjay Garodia

Chief Financial Officer

Manoj Agarwal

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

(Amount in Rs.)

	2008-09	2007-08
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Extraordinary Items	40,459,077	95,190,662
Adjusted for :		
Depreciation and Amortisation	2,198,385	2,631,927
Miscellaneous Expenditure written off	158,190	158,187
Profit on Sale of Fixed Assets	(223,754)	(10,013)
Interest Expense	116,333,800	70,740,206
Dividend Received	(1,484,700)	(2,969,400)
Interest Income	(1,986,363)	(2,260,680)
	114,995,558	68,290,227
Operating Profit before Working Capital Changes	155,454,635	163,480,889
Adjusted for :		
Sundry Debtors	(282,910,191)	153,591,737
Inventories	56,334,544	(93,139,632)
Loans, Advances & Other Current Assets	(457,557,582)	25,459,182
Other Current Assets	168,403	1,261,307
Provision for Contingencies	264,167	(1,694,677)
Current Liabilities and Provisions	172,175,545	89,356,839
	(511,525,113)	174,834,756
Cash generated from Operations	(356,070,478)	338,315,644
Income Tax	(5,794,030)	-
Fringe Benefit Tax	(1,724,280)	(43,484)
Net Cash from Operating Activities	(363,588,788)	338,272,160
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1,477,427)	(3,482,228)
Proceeds from Sale of Fixed Assets	450,000	162,461
Purchase of Investments	(94,368,230)	(154,819,500)
Dividend Received	1,484,700	2,969,400
Interest Received	2,154,765	999,374
Net Cash flow from Investing Activities	(91,756,192)	(154,170,493)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

(Amount in Rs.)

	2008-09		2007-08	
C. CASH FLOW FROM FINANCING ACTIVITIES				
Receipt of Borrowings	1,037,839,945		443,873,880	
Repayment of Borrowings	(463,138,193)		(791,200,015)	
Increase in Cash Credit Facilities	18,816,251		212,002,203	
Interest Paid	(117,154,091)		(68,454,607)	
Dividend Paid	(22,200,000)		-	
Dividend Tax Paid	(3,772,890)		-	
Net Cash Flow from Financing Activities		450,391,022		(203,778,539)
Net Increase/(Decrease) in Cash and Cash Equivalents		(4,953,957)		(19,676,872)
Opening Balance of Cash and Cash Equivalents		24,242,117		43,918,989
Closing Balance of Cash and Cash Equivalents		19,288,159		24,242,117

As per our report of even date

On behalf of the Board

For **S. S. KOTHARI & CO.**

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Indian Steamship House

21, Old Court House Street

Kolkata - 700 001

Date : 30.06.2009

Dipak Banerjee
Chairman

Sujit Kanoria
Managing Director

Sanjay Garodia
Chief Financial Officer

Manoj Agarwal
Company Secretary

SCHEDULES FORMING PART OF THE BALANCE SHEET

(Amount in Rs.)

	As at 31st March, 2009		As at 31st, March, 2008	
1 SHARE CAPITAL				
Authorised				
30,500,000 Equity Shares of Rs. 10/- each				
(Previous year - 30,500,000 Equity Shares of Rs. 10/- each)		305,000,000		305,000,000
Issued, Subscribed and Paid-up				
22,200,000 Equity Shares of Rs. 10/- each fully paid-up		222,000,000		222,000,000
(Previous year - 22,200,000 Equity Shares of Rs. 10/- each)				
		222,000,000		222,000,000
2 RESERVES AND SURPLUS				
Special Reserve				
[In terms of Section 36(1)(viii) of the Income Tax Act, 1961]				
As per last Balance Sheet		26,108,244		26,108,244
General Reserve				
As per Last Account		3,800,000		3,800,000
Profit & Loss Account				
- As per Last Account	34,440,533		613,452	
- Transfer from Profit & Loss Account	(6,714,957)	27,725,576	33,827,081	34,440,533
		57,633,820		64,348,777
3 LOAN FUNDS				
Secured Loan				
Working Capital Loan from Banks	281,396,347		262,403,709	
Term Loan from Bank	128,708	281,525,055	305,095	262,708,804
Unsecured Loan				
Public Deposits				
- Unclaimed	535,572		943,413	
- Unclaimed Interest Accrued and Due	772,693	1,308,265	1,137,451	2,080,864
Other Loans				
- Bank	349,833,945		-	-
- Bodies Corporate	469,006,000	818,839,945	243,365,594	243,365,594
		1,101,673,264		508,155,262

Note : (i) Working Capital Loan from Banks are secured by first Charge on the Company's Current Assets & Fixed Assets.
(ii) Term Loan is secured against the asset purchased from the loan.

SCHEDULES FORMING PART OF THE BALANCE SHEET

(Amount in Rs.)

4 GOODWILL	As at 31st March, 2009		As at 31st March, 2008	
	As per Last Balance Sheet	80,000,000		100,000,000
Less : Written off During the Year	20,000,000	60,000,000	20,000,000	80,000,000
		60,000,000		80,000,000

(Amount in Rs.)

5 FIXED ASSETS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As at 01.04.2008 (1)	Additions during the year (2)	Sales/ Adjust- ments (3)	As at 31.03.2009 (4) (1+2-3)	As at 01.04.2008 (5)	For the Year (6)	On Sales/ Adjustments (7)	As at 31.03.2009 (8) (5+6-7)	As at 31.03.2009 (9) (4-8)	As at 01.04.2008 (10) (1-5)
Building -Temporary Sheds	8,830,550	-	-	8,830,550	8,830,550	-	-	8,830,550	-	-
Plant & Machineries	10,646,629	73,950	802,765	9,917,814	3,890,664	918,291	576,519	4,232,436	5,685,378	6,755,965
Office Equipment	1,633,817	284,203	6,200	1,911,820	1,013,607	97,430	2,855	1,108,182	803,638	620,210
Computers	3,733,975	303,960	-	4,037,935	2,427,931	603,796	-	3,031,727	1,006,208	1,306,044
Vehicles	2,179,999	517,199	-	2,697,198	1,658,372	225,312	-	1,883,684	813,514	521,627
Furniture & Fixture	3,180,530	298,115	-	3,478,645	1,413,495	353,556	-	1,767,051	1,711,594	1,767,035
TOTAL	30,205,500	1,477,427	808,965	30,873,962	19,234,619	2,198,385	579,374	20,853,630	10,020,332	10,970,881
Previous Year Figure	30,470,305	3,482,228	3,747,033	30,205,500	20,197,276	2,631,926	3,594,585	19,234,617	10,970,881	-

SCHEDULES FORMING PART OF THE BALANCE SHEET

(Amount in Rs.)

	As at 31st March, 2009	As at 31st March, 2008
6 INVESTMENT		
Other Than Trade (at cost fully paid up unless otherwise specified)		
QUOTED		
Equity Shares		
Sterling Guarantee & Finance Limited #	226,500	226,500
15,100 (Previous year - 15,100) Equity Shares of Rs. 10/- each fully paid-up	226,500	226,500
UNQUOTED		
Equity Shares		
Telerama (India) Limited (in liquidation) #		
9,500 (Previous year - 9,500) Equity Shares of Rs. 10/- each fully paid-up	109,022	109,022
Continental Commercial Company Limited #		
14,200 (Previous year - 14,200) Equity Shares of Rs. 100/- each fully paid-up	1,420,000	1,420,000
	1,529,022	1,529,022
In Subsidiary		
Shristi Urban Infrastructure Development Limited		
29,99,960 (Previous year - 29,99,960) Equity Shares of Rs. 10/- each fully paid-up	29,999,600	29,999,600
Shristi Hotelciti Private Limited		
20,000 (Previous year - 9,800) Equity Shares of Rs. 10/- each fully paid-up	200,000	98,000
Border Transport Infrastructure Development Ltd		
73,500 (Previous year - Nil) Equity Shares of Rs. 10/- each fully paid-up	735,000	-
Shristi Udaipur Hotels and Resorts Private Limited		
19,50,000 (Previous year - Nil) Equity Shares of Rs. 10/- each fully paid-up	19,500,000	-
Vivekananda Skyroad Limited		
49,400 (Previous year - 49,400) Equity Shares of Rs. 10/- each fully paid-up	494,000	494,000
	50,928,600	30,591,600
In Associates		
Domina Hotels Private Limited		
2,48,000 (Previous year - 5,000) Equity Shares of Rs. 10/- each fully paid-up	2,480,000	50,000
	2,480,000	50,000
In Others		
Bengal Shristi Infrastructure Development Limited		
9,89,800 (Previous year - 9,89,800) Equity Shares of Rs. 10/- each fully paid-up	9,898,000	9,898,000
Asian Health Care Services Limited		
21,00,000 (Previous year - 21,00,000) Equity Shares of Rs. 10/- each fully paid-up	21,000,000	21,000,000
TSCCF Shristi Infrastructure Development Limited		
2,47,500 (Previous year - 2,47,500) Equity Shares of Rs. 10/- each fully paid-up	2,475,000	2,475,000
2,47,500 (Previous year - Nil) Redeemable Preference Shares of Rs. 10/- each fully paid-up	2,475,000	-
Shristi Hotel Private Limited		
2,30,76,923 (Previous year - 1,59,99,300) Equity Shares of Rs. 10/- each fully paid-up	230,769,230	159,993,000
National Savings Certificate	473,500	473,500
	267,090,730	193,839,500
Total Investment	322,254,852	226,236,622
Less : Provision for diminution in value #	1,755,522	1,755,522
Net Investment	320,499,330	224,481,100

SCHEDULES FORMING PART OF THE BALANCE SHEET

(Amount in Rs.)

	As at 31st March, 2009	As at 31st March, 2008
7 INVENTORIES (As taken, valued and certified by the management)		
Raw Materials	37,455,224	37,349,310
Work-in-Progress	43,038,323	99,478,781
	80,493,547	136,828,091
8 SUNDRY DEBTORS (Unsecured, Considered good)		
Due for a period exceeding six months	61,926,599	67,525,916
Other Debts	423,231,449	134,721,942
	485,158,048	202,247,858
9 CASH AND BANK BALANCES		
Cash-in-Hand	3,374,944	2,720,380
Balance with Scheduled Banks :		
- In Current Accounts	5,086,636	10,399,502
- In Special Account (Relating to Public Deposit)	1,327,631	2,029,109
- In Fixed Deposit Accounts	9,498,947	9,093,125
	19,288,159	24,242,116
10 OTHER CURRENT ASSETS		
Interest Accrued on Others	1,345,222	1,513,625
	1,345,222	1,513,625
11 LOANS AND ADVANCES		
Unsecured - (considered good unless otherwise stated)		
Loans		
Bodies Corporate	27,210,789	18,000,000
Housing Loan	5,984,379	6,412,905
Advances recoverable in cash or in kind or for value to be received	584,891,214	399,712,593
Share Application Money	253,037,230	18,838,000
Advance Fringe Benefit Tax	71,036	71,036
Advance Income Tax including Tax Deducted at Source	57,851,479	31,156,986
Prepaid Expenses	510,587	609,853
Security and Other Deposits :		
- Government Authorities	219,000	112,150
- Others	20,005,251	13,165,830
	949,780,965	488,079,353

SCHEDULES FORMING PART OF THE BALANCE SHEET

(Amount in Rs.)

	As at 31st March, 2009	As at 31st March, 2008
12 CURRENT LIABILITIES AND PROVISIONS		
Current Liabilities		
Sundry Creditors	98,299,177	170,831,099
Interest Accrued but not due for payment	1,478,625	2,298,916
Liabilities for Expenses	1,229,016	2,629,180
Advance from Customer	25,290,070	5,105,925
Security Deposit	321,900,863	120,000,000
Other Liabilities	57,019,123	32,390,796
	505,216,874	333,255,917
Provisions		
Provision for Gratuity	750,500	643,000
Provision for Bonus	9,879	-
Provision for Leave Encashment	570,000	556,000
Provision for Dividend	11,100,000	22,200,000
Provision for Dividend Tax	1,886,445	3,772,890
Provision for Fringe Benefit Tax	82,127	870,407
Provision for Taxation	25,621,484	12,695,024
	40,020,435	40,737,321
	545,237,309	373,993,238
13 MISCELLANEOUS EXPENDITURE (To the extent not written off or adjusted)		
Preliminary Expenses	-	17,783
Deferred Revenue - Pre Operative Expenses	-	140,407
	-	158,190

SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

(Amount in Rs.)

	Year ended 31.03.2009	Year ended 31.03.2008
14 OPERATING INCOME		
Income from Contracts	876,875,279	856,271,071
	876,875,279	856,271,071
15 OTHER INCOME		
Interest		
- Fixed Deposits/NSC (Includes - TDS Rs. 115,625/-; Previous year - Rs. 422,121/-)	550,967	2,055,598
- Others (Includes TDS - Rs. 2,707,281/-; Previous year - Nil)	1,435,396	205,082
Profit on Sale of Fixed Assets	223,754	10,013
Dividend received on Long Term Investments	1,484,700	2,969,400
Provision for contingencies written back	605,704	1,797,426
Miscellaneous Receipts	774,236	3,334,299
	5,074,756	10,371,818
16 (INCREASE)/DECREASE IN WORK-IN-PROGRESS		
Closing Stock		
Work-in-Progress	43,038,323	99,478,781
Less : Opening Stock		
Work-in-Progress	99,478,781	14,784,880
	56,440,458	(84,693,901)
17 CONSTRUCTION EXPENSES		
Opening Stock	37,349,310	28,903,579
Add : Purchases	120,081,187	103,998,290
Less : Closing Stock	37,455,224	37,349,310
	119,975,273	95,552,559
Sub Contractors' Expenses	-	2,629,376
Construction Expenses	412,583,634	578,841,546
Consumable and Fuel Expenses	4,737,627	2,899,410
Insurance Cost	1,943,574	1,460,154
Miscellaneous Site Expenses	19,402,246	10,278,077
	558,642,354	691,661,122

SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

(Amount in Rs.)

	Year ended 31.03.2009	Year ended 31.03.2008
18 PERSONNEL EXPENSES		
Salaries, Wages and Allowances	24,172,497	25,532,112
Contribution to Provident Fund	1,456,972	1,988,640
Staff Welfare Expenses	1,676,709	1,590,036
	27,306,178	29,110,788
19 ADMINISTRATIVE, SELLING AND OTHER EXPENSES		
Business Development Expenses	3,439,179	2,840,859
Consultancy, Professional Fees and Other Service Charges	30,156,428	16,215,570
Directors' Sitting Fees	104,000	84,500
Rent	2,881,542	1,628,104
Rates and Taxes	845,711	1,068,523
Electricity Charges	728,189	346,033
Insurance Cost	185,600	174,962
Printing and Stationary	2,935,553	911,136
Postage, Telephone and Telegram Expenses	2,136,214	2,248,178
Travelling and Conveyance Expenses	16,358,649	14,234,794
Irrecoverable Debts/Loans and Advances written off	7,601,298	5,415,747
Repairs and Maintenance	1,426,457	3,465,986
Remuneration to Auditor :		
- Audit Fee (Including Tax Audit)	100,000	84,270
- In Other Capacity	25,430	-
Advertisement	1,289,399	2,107,060
Deferred & Preliminary Expenses written off	158,189	158,187
Miscellaneous Expenses	2,784,741	9,075,468
	73,156,579	60,059,377
20 FINANCE EXPENSES		
Interest	116,333,800	70,740,206
Bank Charges	1,496,349	672,757
Bank Fees & Commission	5,916,856	1,269,951
	123,747,005	72,682,914

SCHEDULES FORMING PART OF THE ACCOUNTS

21 SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

(A) Significant Accounting Policies

1. Basis of Accounting

The financial statements have been prepared in accordance with the Mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956, in all material respects. The financial statements have been prepared under the historical cost convention on an accrual basis, except in the case of interest on National Savings Certificate, which has been accounted for on cash basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2. Fixed Assets

Fixed Assets are stated at cost of acquisition, other attributable expenditure less accumulated depreciation.

3. Investments

Investments are stated at cost inclusive of brokerage and stamp charges. Unquoted investments are valued at cost. Investments held/intended to be held for a period exceeding one year are classified as long-term investments. Provision for diminution in the value of Long Term Investments is made only if such a decline is other than temporary in the opinion of the Management.

4. Depreciation

Depreciation on fixed assets is provided under Written Down Value method at rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.

5. Impairment of Assets

At each Balance Sheet date, the Company assesses whether there is any indication that assets may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the assets exceeds its recoverable amount, an impairment loss is recognized in the accounts to the extent the carrying amount exceeds the recoverable amount. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

6. Revenue Recognition

Contract receipts are recognized under percentage completion method in respect of work contract business. Interest revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Claims are accounted for on acceptance by client or evidence of such acceptance.

7. Retirement Benefits

- a) Gratuity Liability and Compensated leave encashment to employees is accounted for on the basis of actuarial valuation using Projected Unit Credit Method.
- b) Company's Contributions to Provident are charged to Profit & Loss account in the year when the contributions to the respective funds are due.

8. Inventories

Raw Materials are valued at weighted average cost and Work-in-Progress is valued at lower of cost and estimated net realizable value.

9. Miscellaneous Expenditure

- (a) Preliminary Expenses are amortized over a period of ten years from the year in which the company commenced its business activity.
- (b) Preoperative Expenses incurred up to the date of commencement of business is treated as Deferred Revenue Expenditure being written off over the period of ten years.

10. Borrowing Cost

Borrowing Costs that are attributable to the acquisition and construction of qualifying asset are capitalised as part of the cost of the asset. Other borrowing costs are recognized as expense in the year of the expense.

11. Taxation

Current Tax is provided on assessable income as per Income Tax Act, 1961. Deferred Tax is recognized subject to consideration of prudence in respect of timing difference, which are capable of being reversed in future.

(B) Notes on Account

1. Contingent Liabilities

- (a) *Bank Guarantee* : Guarantees given by bank on behalf of the company amounting to Rs. 472.08 Lacs (Previous year - Rs. 394.58 Lacs)

SCHEDULES FORMING PART OF THE ACCOUNTS

Inland letter of credits given by bank on behalf of the company to Rs. 142.07 Lacs (Previous year - NIL)

The Company has given guarantee for loans taken by Other Companies from Banks or financial institutions - Rs. 10970 Lacs.

2. Fixed Deposits with Bank are lodged as security with Government Departments/Bank.
3. Managerial Remuneration

(Amount in Rs.)

Particulars	Year ended March 31, 2009	Year ended March 31, 2008
Salary and House Rent Allowance	4,80,000/-	1,75,000/-
Contribution to Provident and Pension Funds	36,000/-	21,000/-
Other Benefits	73,992/-	1,33,581/-

4. As per available information, there are no amounts outstanding to SSI undertakings as on 31st March 2009.
There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2009. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

5. Related Party Transactions

The Company has transactions with the following related parties :

- A. **Key Management Person**
- | | | |
|---------------------|---|-------------------|
| Sujit Kanoria | : | Managing Director |
| Hari Prasad Kanoria | : | Mentor |

Summary of transactions with the above-related parties is as follows :

(Amount in Rs.)

Nature of Transactions	Transactions for the year ended on 31.03.2009	Balance as at 31.03.2009	Transactions for the year 31.03.2008	Balance as at 31.03.2008
Remuneration to Managing Director	5,16,000	-	1,96,000	-
Reimbursement of Expenses to Managing Director	73,992	-	1,33,581	-
Reimbursement of Expenses to Chief Mentor	21,71,492	-	5,51,888	-

- B. **Subsidiary Companies**

1. Shristi Urban Infrastructure Development Limited (SUIDL)
2. Vivekanand Skyroad Limited
3. Shristi Hotelciti Private Limited
4. Shristi Udaipur Hotel & Resorts Private Limited
5. Border Transport Infrastructure Development Limited

Transactions with above companies is as below :

(Amount in Rs.)

Nature of Transactions	Balance as on 01.04.2008	Paid during the year	Received during the year	Balance as on 31.03.2009
Shristi Urban Infrastructure Devp. Ltd.				
Short Term Advance	-	84,60,560	83,60,000	1,00,560
Interest Receivable	-	3,73,184	-	3,73,184
Border Transport Infrastructure Devp. Ltd.				
Short Term Advance	1,60,000	13,15,855	14,75,855	-
Share Application		27,00,000		27,00,000
Security Deposit			20,00,00,000	20,00,00,000
Shristi Hotelciti Pvt. Ltd.				
Short Term Advance	42,217	505	42,722	-

SCHEDULES FORMING PART OF THE ACCOUNTS

(Amount in Rs.)

Nature of Transactions	Balance as on 01.04.2008	Paid during the year	Received during the year	Balance as on 31.03.2009
Shristi Udaipur Hotels & Resort Pvt. Ltd.				
Share Application Money	82,78,000	2,18,80,000		1,06,58,000
Converted into Share Capital		1,95,00,000		
Reimbursement of Expenses		27,542	7,679	
B. Joint Venture Companies				
Shristi Hotel Pvt. Ltd.				
Short Term Advance	1,90,560	18,39,64,269	20,06,20,523	1,64,65,694
Share Application Money		23,07,69,230		23,07,69,230
Mobilisation Advance			3,75,00,000	3,75,00,000
Security Deposit	12,00,00,000			12,00,00,000
Corporate Guarantee (given)		1,00,00,00,000		1,00,00,00,000
Bengal Shristi Infrastructure Development Ltd.				
Loan Paid	1,50,00,000	5,16,49,759	3,94,38,970	2,72,10,819
Reimbursement of Expenses		8,14,293		
Material (Sold worth Rs. 2,08,38,331/-)			1,92,26,610	16,11,721
Corporate Guarantee (given)		9,70,00,000		9,70,00,000
TSCCF Shristi Infrastructure Development Limited				
Short Term Advance		4,25,000		4,25,000

5. The contract income & other income have been accounted inclusive of TDS of Rs. 3,26,30,998 /- (Previous year TDS - Rs. 1,06,99,775/-).

6. Expenditure in Foreign Currency : (Amount in Rs.)

	During 2008-09	During 2007-08
Travelling	10,34,486/-	7,37,934/-
Professional Fees	1,07,30,000/-	-

7. Deferred Tax has been recognized as per AS - 22 in respect of timing difference relating to accumulated depreciation, which is capable of being reversed in future.

8. Keeping in view the nature of operations of the Company, the requirements for quantitative details are not applicable to construction business and accordingly not furnished.

9. Cash Credit Accounts with UCO Bank, Indian Bank, Oriental Bank of Commerce and Yes Bank are collaterally secured by mortgage of land belonging to a third party.

10. Earnings Per Share (EPS) :

	2008-2009	2007-2008
Net Profit after Tax as per Profit & Loss Account (Rs.)	62,71,488	6,35,99,971
Number of Shares	2,22,00,000	2,22,00,000
Basic and Diluted Earnings Per Share (Rs.)	0.28	2.86
Face Value per Equity Share (Rs.)	10.00	10.00

11. (a) The disclosures required under Accounting Standard 15 "Employee Benefits" notified in the Companies (Accounting Standard) Rules, 2006, are given below :

Contribution to Defined Contribution Plan, recognized are charged off for the year are as under :

(b) Employer's Contribution to Provident Fund Rs. 14,56,972/- (Previous year - Rs.19,88,640/-)

The company makes contribution to Government Statutory Fund.

SCHEDULES FORMING PART OF THE ACCOUNTS

(c) Defined Benefit Plan

The employer's gratuity fund scheme is a defined benefit plan. The present value of obligation is determined on the basis of actuarial valuation using Projected Unit credit actuarial Method. The obligations for leave encashment is recognized in the same manner as gratuity.

Particulars	Gratuity		Leave Encashment	
	2008-09	2007-08	2008-09	2007-08
(d) Defined obligation at the beginning of the year	6.43	2.79	5.56	3.14
Current Service Cost	2.97	2.94	1.09	1.29
Interest Cost	0.56	0.37	0.45	0.35
Actuarial (Gain)/Loss	(2.45)	0.33	0.26	0.78
Benefits Paid	0.00	0.00	(1.66)	0.00
Present Value of obligation at the end of period	7.51	6.43	5.70	5.56
(e) Reconciliation of fair opening and closing				
Balances of Fair Value of Plan Assets				
Fair value of plan assets at the beginning of the year	0.00	0.00	0.00	0.00
Actual Return on Plan Assets	0.00	0.00	0.00	0.00
Employees Contribution	0.00	0.00	1.66	0.00
Benefits Paid	0.00	0.00	(1.66)	0.00
Plan Assets at the end of the period	0.00	0.00	0.00	0.00
(f) Reconciliation of fair value of plan assets and obligations				
Fair Value of Plan Assets as at 31.3.2009	0.00	0.00	0.00	0.00
Present value of Obligation as at 31.3.2009	7.51	6.43	5.70	5.56
Recognized in Accounts	7.51	6.43	5.70	5.56

(g) Consequent on the valuation of Gratuity and Leave Encashment, the amount charged to Profit & Loss Account are as follows :

(Amount in Rs.)

	2008-09	2007-08
Gratuity for the year	1,07,500	3,64,000
Leave Encashment for the year (Included in Salaries, Wages & Allowances)	67,000	2,42,000

12. The Company's Board of Directors at its meeting held on 10.5.2009 has decided upon a Scheme of Arrangement effective 31.03.2009 by virtue of which the undertaking of its Infrastructure Development Division will be demerged to Shristi Hotelciti Private Limited, a wholly owned subsidiary for a consideration of Rs. 3.39 crores. Such Scheme of Arrangement is pending the approval of High Court of Kolkata, the sanction of shareholders and such other approvals as may be required.

13. Previous year's figures have been re-grouped/rearranged wherever necessary.

On behalf of the Board

For **S. S. KOTHARI & CO.**

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Indian Steamship House

21, Old Court House Street

Kolkata - 700 001

Date : 30.06.2009

Dipak Banerjee
Chairman

Sujit Kanoria
Managing Director

Sanjay Garodia
Chief Financial Officer

Manoj Agarwal
Company Secretary

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

Registration No. **L 6 5 9 2 2 W B 1 9 9 0 P L C 0 4 9 5 4 1**

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

II. Capital raised during the year (Amount in Rs. Thousand)

Public Issue **N I L** Rights Issue **N I L**

Bonus Issue **N I L** Private Placement **N I L**

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

Total Liabilities **1 3 8 1 3 4 8** Total Assets **1 3 8 1 3 4 8**

Sources of Funds

Paid-up Capital **2 2 2 0 0 0** Reserves & Surplus **5 7 6 3 4**

Secured Loans **2 8 1 5 2 5** Unsecured Loans **8 2 0 1 4 8**

Deferred Tax Liability **4 1**

Application of Funds

Goodwill **6 0 0 0 0** Investments **3 2 0 4 9 9**

Net Fixed Assets **1 0 0 2 0** Miscellaneous Expenditure **N I L**

Net Current Assets **9 9 0 8 2 9**

IV. Performance of the Company (Amount in Rs. Thousand)

Turnover **8 8 1 9 5 0** Total Expenditure **8 4 1 4 9 1**

Profit before Tax **4 0 4 5 9** Profit after Tax **6 2 7 1**

Earning Per Share (Rs.) **0 . 2 8** Dividend **1 1 1 0 0**

Dividend Tax **1 8 8 6**

V. Generic names of the three principal products of the Company

ITC Code **Not Applicable**

Product Description **Construction & Infrastructure Contracts**

On behalf of the Board

For **S. S. KOTHARI & CO.**

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Indian Steamship House

21, Old Court House Street

Kolkata - 700 001

Date : 30.06.2009

Dipak Banerjee
Chairman

Sujit Kanoria
Managing Director

Sanjay Garodia
Chief Financial Officer

Manoj Agarwal
Company Secretary

STATEMENT PURSUANT TO SECTION 212(8) OF THE COMPANIES ACT, 1956, RELATING TO SUBSIDIARY COMPANIES

Name of the Subsidiary Companies	Shristi Urban Infrastructure Development Limited	Vivekananda Skyroad Limited	Border Transport Infrastructure Development Limited	Shristi Hotelciti Private Limited	Shristi Udaipur Hotels & Resorts Private Limited
Accounting Year of the Subsidiary Company	1st April, 2008 to 31st March, 2009	1st April, 2008 to 31st March, 2009	9th February, 2008 to 31st March, 2009	1st April, 2008 to 31st March, 2009	1st April, 2008 to 31st March, 2009
Number and Face Value	50,00,000 equity shares of Rs.10/- each fully paid up	50,000 equity shares of Rs.10/- each fully paid up	74,000 equity shares of Rs.10/- each fully paid up	20,000 equity share of Rs.10/- each fully paid up	49,50,000 equity shares of Rs.10/- each fully paid up
Extent of holding	60%	99%	74%	100%	60% held by Shristi Urban Infra. Dev. Ltd and 40% by Shristi Infra. Dev. Corp. Ltd.
Net Aggregate amount of Profit/(Loss) of the subsidiary Company so far as it concerns the members of Shristi Infrastructure Development Corporation Limited					
a Not dealt with in the Account of Shristi Infrastructure Development Corporation Limited for the year ended 31st March, 2009					
i for the Subsidiary's financial year ended 31st March, 2009	Rs.7,67,863	NIL	NIL	NIL	NIL
ii for the previous financial years of the Subsidiary since it became the Holding Company's subsidiary	Rs.8,91,424	NIL	N.A.	NIL	NIL
b Dealt with in the Account of Shristi Infrastructure Development Corporation Limited for the year ended 31st March, 2009					
i for the Subsidiary's financial year ended 31st March, 2009	NIL	NIL	NIL	NIL	NIL
ii for the previous financial years of the Subsidiary since it became the Holding Company's subsidiary	NIL	NIL	N.A.	NIL	NIL

DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the Fourth Annual Report and Audited Accounts for the financial year ended March 31, 2009.

Financial Results

The financial highlights of the Company for the year ending March 31, 2009 are given herein below :

(Amount in Rs.)

Particulars	2008-09	2007-08
Operating Income	16,326,568	17,459,402
Other Income	50,000	1,206,518
Gross Income	16,376,568	18,665,920
Operational Expenses	14,836,623	16,810,315
Profit before Depreciation	1,539,945	1,855,605
Less : Depreciation	188,352	306,623
Profit before Tax	1,351,593	1,548,982
Less : Provision for Tax	583,730	657,558
Profit after Tax	767,863	891,424
Balance brought forward	1,793,640	912,394
Employee Benefit Adjustment	-	(10,178)
Profit carried to Balance Sheet	2,561,503	1,793,640

Business

The Company's business in urban infrastructure and consultancy has been doing well. Some of the projects completed/in hand in the year 2008-09 are DPRs for State Urban Development Agency, Lucknow, DPR for Municipal Corporation, Jalandhar, Concept Plan for District Centre Complex at Jaipur, Master Plan of Deoghar and Bokaro, etc.

The Business Plan for the year 2009-10 aims at enhancing the range and spread of consultancy services in the field of urban development viz. preparation of master plans, city development plans, city level infrastructure, transportation and housing and rehabilitation projects, etc.

The management of your Company is optimistic about the future performance of your Company.

Dividend

The Company being in the initial years of its existence, no Dividend is recommended by the management of your Company.

Transfer to Reserves

The Company has transferred Rs. 7,67,863 to Reserve and Surplus during the financial year 2008-09.

Material changes since the conclusion of the Financial Year

There has been no material change since the conclusion of the Financial Year.

Fixed Deposits

The Company has not accepted any fixed deposits from the public under Section 58A of the Companies Act, 1956.

Directors

During the year under review, Mr. Ravinder Lal Batta, nominee of HUDCO vacated the office of Director as Mr. Rajinder Paul was appointed as Nominee Director of Hudco on the Board of the Company.

During the year under review, Mr. Rajinder Paul who was acting as Additional Director, ceased to be Director of the Company on the Third Annual General Meeting, i.e. 25/09/2008 but was re-appointed as Director of the Company in the same meeting.

During the year under review, Mr. Sujit Kanoria whose period of Managing Directorship expired on 31st July, 2008, was re-appointed as Managing Director of the Company for a period of 3 (Three) years w.e.f. 1st August, 2008. However, Mr. Sujit Kanoria submitted before the Board his resignation from the Managing Directorship due to his pre-engagements and other commitments but agreed to provide his services in the capacity of a Director of the Company. The Board accepted his resignation from the post of Managing Director, to be made effective from 31st March, 2009.

Auditors

The Statutory Auditors of the Company, M/s S. S. Kothari Mehta & Co., Chartered Accountants retire at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment. A certificate has been received from them confirming therein that their appointment, if made, will be within the limits prescribed under 224(1B) of the Companies Act, 1956.

Yours directors recommend their re-appointment as Statutory Auditors.

Auditors' Report

The Auditors' observation being self-explanatory have been duly explained in the notes to accounts.

Directors' Responsibility Statement

The Directors of your Company, to the best of their knowledge and belief, confirm the following :

- i) That, the applicable Accounting Standards, as issued by the Institute of Chartered Accountants of India, have been followed in the preparation of the Annual Accounts for the year ended on 31st March, 2009.
- ii) That the accounting policies have been selected and applied consistently and judgements and estimates have been made 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 on 31st March, 2009 and of the Profit & Loss Account of the Company for the year ended on that date.
- iii) That proper and sufficient care has been taken 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.
- iv) That the Annual Accounts of the Company for the year ended 31st March, 2009, have been prepared on a going concern basis.

Human Resource

Your Company places great importance on development of its human resources for their evolution. Special developmental efforts have been initiated to sharpen the knowledge/skills and customer focus of its committed team of employees at all levels.

Besides, your Company is committed to facilitate the development of a vibrant and proactive work environment where individual needs and aspirations are not only met but exceed beyond that. Your Company's core strength as emerged, is innovation by human resource in the competitive market.

Particulars of Employees

There was no employee in the Company, in receipt of remuneration in excess of the amount prescribed under Section 217 (2A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1988 as amended.

Particulars of Conservation of Energy, Absorption of Technology and Foreign Exchange Earning and Outgo

The Company has no activity relating to conservation of energy and technology absorption during the year under review.

Acknowledgement

Your Directors wish to place on record their appreciation to the Bankers, various Agencies/Departments of Government and the employees for their continued co-operation and support.

On behalf of the Board

Place : New Delhi
Date : 24.06.2009

Sujit Kanoria
Director

Rajinder Paul
Director

AUDITORS' REPORT

To the Members

Shristi Urban Infrastructure Development Limited

1. We have audited the attached Balance Sheet of **SHRISTI URBAN INFRASTRUCTURE DEVELOPMENT LIMITED** as at March 31st, 2009, the Profit & Loss Account and also 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 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.
3. As required by the Companies (Auditors Reports) Order, 2003, {as amended by the Companies (Auditors Reports) (Amendment) Order, 2004} {hereinafter referred to as '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 & 5 of the said order.
4. 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 purpose 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.
 - (iii) The Balance Sheet and Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (iv) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 to the extent applicable.
 - (v) On the basis of written representations received from the Directors as on March 31, 2009 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2009 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - (vi) 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 true and fair view in conformity with the accounting principles generally accepted in India :
 - (i) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009;
 - (ii) In the case of the Profit & Loss Account, of the profit for the year ended on that date; and
 - (iii) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **S. S. KOTHARI MEHTA & CO.**

Chartered Accountants

Yogesh K. Gupta

Partner

Membership No.93214

Place : New Delhi

Date : 24.06.2009

ANNEXURE TO THE AUDITORS' REPORT

(As referred in paragraph 3 of our report to the Members of **Shristi Urban Infrastructure Development Limited** on the accounts for the year ended 31st March, 2009)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As explained to us, the management has carried out a physical verification of its fixed assets during the year. In our opinion, the frequency of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets. No discrepancies were noticed on such verification as compared to book records.
 - (c) There was no substantial disposal of fixed assets during the year.
- (ii) The Company does not hold any inventory of finished goods, stores, spares parts and raw material. Hence, the provisions of Clause 4 (ii) [(a), (b) & (c)] of the Order are not applicable to the Company.
- (iii) (a) The Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act 1956. According, clauses 4(iii) (b) to (d) of the Order are not applicable.
 - (b) The Company had taken unsecured loan from one company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 84,10,560 & the year-end balance from such party was Rs. 1,00,560.
 - (c) In our opinion and according the information and explanation provided to us, the rate of interest and other terms and conditions for such loan have been taken from company listed in the register maintained under Section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the Company.
 - (d) The receipts of principal amount are regular as stipulated. The parties are regular in payment of interest, as stipulated;
 - (e) There is no overdue amount in respect of loan granted to such party.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of fixed assets and with regard to rendering of services. During the course of our audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system of the Company.
- (v) (a) According to the information and explanations given to us, we are of the opinion that all the particulars of contracts or arrangements that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been entered.
 - (b) According to the information and explanations given to us, in respect of transactions made in pursuance of contracts or arrangements entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956 and exceeding the value of five lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposit from the public, and consequently, the directives issued by the Reserve Bank of India, the provisions of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under are not applicable to the Company.
- (vii) In our opinion, the Company has an in house internal audit system commensurate with the size and nature of its business and activities.
- (viii) According to the information and explanations given to us, the Central government has not prescribed the maintenance of cost records under clause (d) of sub section (1) of section 209 of the Companies Act, 1956 in respect of business carried out by the Company. Therefore, provisions of Clause 4(viii) of the Order are not applicable to the Company.

- (ix) (a) The Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanation given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and cess were in arrears as at 31st March, 2009 for a period of more than six months from the date they become payable.
- (c) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, custom duty, excise duty and cess which have not been deposited on account of any dispute.
- (x) The Company has not completed 5 years from its incorporation as it was incorporated on 20th June, 2005. Therefore, the provisions of clause 4(xi) of the Order is not applicable to the Company.
- (xi) The Company has not taken any loans from any banks or financial institutions and has not issued debentures. Accordingly the clause 4(xi) of the Order is not applicable to the Company.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit fund or a nidhi/mutual benefit fund/society. Hence, the provisions of Clause 4(xiii) of the Order are not applicable to the Company.
- (xiv) According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly the clause 4(xiv) of the Order is not applicable to the Company.
- (xv) As informed to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) The Company has not taken any term loans from any banks or financial institutions. Accordingly the clause 4(xvi) of the order is not applicable to the Company.
- (xvii) The Company has taken short term loans. Accordingly the clause 4(xvii) of the Order is applicable to the Company.
- (xviii) The Company has not issued any further equity shares during the year. Hence, the clause 4(xviii) of the Order is not applicable to the Company.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money by public issues during the year. Accordingly, the provisions of clause 4(xx) of the Order are not applicable to the Company.
- (xxi) According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year.

For **S. S. KOTHARI MEHTA & CO.**

Chartered Accountants

Yogesh K. Gupta

Partner

Membership No.93214

Place : New Delhi

Date : 24.06.2009

BALANCE SHEET AS AT 31.03.2009

(Amount in Rs.)

	Schedule	As at 31st March, 2009	As at 31st March, 2008
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	1	50,000,000	50,000,000
Reserve & Surplus	2	2,561,503	1,793,640
Unsecured Loan	3	100,560	-
		52,662,063	51,793,640
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	4	998,696	998,696
Less : Depreciation		651,030	462,678
Net Block		347,666	536,018
Investments	5	30,000,000	30,000,000
Deferred Tax Assets		38,986	101,550
Current Assets, Loans & Advances			
Sundry Debtors		31,866,446	25,766,452
Cash & Bank Balances		34,902	254,108
Loans and Advances		1,107,169	1,869,692
(A)		33,008,517	27,890,252
Less : Current Liabilities and Provisions			
Liabilities	7	10,343,394	6,327,269
Provisions		389,712	406,911
(B)		10,733,106	6,734,180
Net Current Assets	(A)-(B)	22,275,411	21,156,072
Miscellaneous Expenditure	8	-	-
(To the extent not written off or adjusted)			
		52,662,063	51,793,640

Significant Accounting Policies & Notes to the Accounts

12

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

As per our report of even date attached

On behalf of the Board

For **S. S. KOTHARI MEHTA & CO.**

Chartered Accountants

Yogesh K. Gupta

Partner

Membership No. 93214

Place : New Delhi

Date : 24.06.2009

Sujit Kanoria
Director

K. N. Pandey
Director

Rajinder Paul
Director

Yogesh Kr. Upadhyay
Company Secretary

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2009

(Amount in Rs.)

	Schedule	For the year ended 31st March, 2009	For the year ended 31st March, 2008
INCOME			
Operating Income	9	16,326,568	17,459,402
Other Income	10	50,000	1,206,518
		16,376,568	18,665,920
EXPENDITURE			
Operational and other Expenses	11	14,836,623	16,810,315
		14,836,623	16,810,315
Profit before Amortisation, Depreciation and Taxation		1,539,945	1,855,605
Depreciation	4	188,352	306,623
Profit before Tax		1,351,593	1,548,982
Provision for Taxation :			
- Current		425,797	422,801
- Deferred		62,564	62,848
- Fringe Benefit		95,369	175,903
- Earlier		-	(3,994)
Profit after Tax		767,863	891,424
Balance brought forward		1,793,640	912,394
Employee Benefits Adjustments (Net of Tax)		-	(10,178)
Balance carried to Balance Sheet		2,561,503	1,793,640
Earning Per Share (Face value of Rs. 10/- each)			
Basic and Diluted		0.15	0.18

Significant Accounting Policies & Notes to the Accounts 12

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

As per our report of even date attached

For **S. S. KOTHARI MEHTA & CO.**

Chartered Accountants

Yogesh K. Gupta

Partner

Membership No. 93214

Place : New Delhi

Date : 24.06.2009

On behalf of the Board

Sujit Kanoria

Director

K. N. Pandey

Director

Rajinder Paul

Director

Yogesh Kr. Upadhyay

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

(Amount in Rs.)

	2008-09	2007-08
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Extraordinary Items	1,351,593	1,548,982
Adjusted for :		
Depreciation	188,352	306,623
Interest Received	-	(1,206,518)
Interest Paid - Other	478,830	16,946
Adjustment for Employee Benefit (Gross) - Transitional Period	-	(14,730)
Operating Profit before Working Capital Changes	2,018,775	651,303
Adjusted for :		
Trade and Other Receivables	(5,337,471)	6,611,059
Trade Payables & Other Liabilities	3,486,993	(2,307,223)
Cash generated from Operations	168,297	4,955,139
Income Taxes Paid (including FBT) (net of refund, if any)	(382,417)	(863,710)
Net Cash from Operating Activities	214,120	4,091,429
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	(75,575)
Purchases of Investments	-	(30,000,000)
Sales of Investments	-	22,600,000
Interest Received	-	1,206,518
Net Cash used in Investing Activities	-	(6,269,057)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Unsecured Loan (net)	100,560	-
Interest Paid	(105,646)	(16,946)
Net Cash used in Financing Activities	(5,086)	(16,946)
	(219,206)	(2,194,574)
Opening Balance of Cash and Cash Equivalents	254,108	2,448,682
Closing Balance of Cash and Cash Equivalents	34,902	254,108
Change in Cash and Cash Equivalents	(219,206)	(2,194,574)

As per our report of even date attached

For **S. S. KOTHARI MEHTA & CO.**

Chartered Accountants

Yogesh K. Gupta

Partner

Membership No. 93214

Place : New Delhi

Date : 24.06.2009

On behalf of the Board

Sujit Kanoria
Director

K. N. Pandey
Director

Rajinder Paul
Director

Yogesh Kr. Upadhyay
Company Secretary

SCHEDULES FORMING PART OF THE BALANCE SHEET

(Amount in Rs.)

	As at 31st March, 2009	As at 31st March, 2008
1 SHARE CAPITAL		
Authorised		
5,000,000 (Previous year - 5,000,000) Equity Shares of Rs. 10/- each	50,000,000	50,000,000
Issued, Subscribed & Paid-up		
5,000,000 (Previous year - 5,000,000) Equity Shares of Rs. 10/- each fully paid-up	50,000,000	50,000,000
Out of the above 2,999,960 (Previous year - 2,999,960) Shares are held by Shristi Infrastructure Development Corporation Limited, the holding company		
	50,000,000	50,000,000

2 RESERVE & SURPLUS		
Surplus, being balance transferred from Profit & Loss Account	2,561,503	1,793,640
	2,561,503	1,793,640

3 UNSECURED LOAN		
From Holding Company	100,560	-
	100,560	-

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at April 1, 2008	Additions during the Period	Deductions during the Period	As at March 31, 2009	Up to March 31, 2008	For the Period	As at March 31, 2009	As at March 31, 2009	As at March 31, 2008
Computers	868,989	-	-	868,989	432,844	174,456	607,300	261,689	436,145
Office Equipments	129,707	-	-	129,707	29,834	13,896	43,730	85,977	99,873
Total	998,696	-	-	998,696	462,678	188,352	651,030	347,666	536,018
As on 31.03.08	923,121	75,575	-	998,696	156,055	306,623	462,678	536,018	-

	As at 31st March, 2009		As at 31st March, 2008	
	Nos.		Nos.	
5 INVESTMENTS				
(Fully paid unless otherwise specified)				
In Subsidiary Company				
Unquoted				
- In Equity Share :				
Shristi Udaipur Hotels & Resorts (P) Ltd. of Rs. 10/- each	30,00,000	30,000,000	2,010,000	20,100,000
- In Share Application Money				
Shristi Udaipur Hotels & Resorts (P) Ltd.		-		9,900,000
		30,000,000		30,000,000

SCHEDULES FORMING PART OF THE BALANCE SHEET

(Amount in Rs.)

	As at 31st March, 2009		As at 31st March, 2008	
6 CURRENT ASSETS, LOANS & ADVANCES				
Sundry Debtors				
(Unsecured, Considered good)				
- Debts outstanding over a period of six months	16,565,390		11,226,281	
- Other Debts	15,301,056	31,866,446	14,540,171	25,766,452
Cash & Bank Balances				
Cash-in-Hand	21,785		1,822	
Balances with scheduled banks				
- In Current Accounts	13,117	34,902	252,286	254,108
		31,901,348		26,020,560
Loans & Advances				
(Unsecured, Considered good)				
Recoverable from Subsidiary		-		469,032
Advance recoverable in cash or in kind or for value to be received		390,728		273,641
Advances to Staff and Other		33,441		147,019
Earnest Money Deposit		683,000		980,000
		1,107,169		1,869,692

	As at 31st March, 2009	As at 31st March, 2008
7 CURRENT LIABILITIES AND PROVISIONS		
Current Liabilities		
Sundry Creditors :		
- Micro, Small and Medium Enterprises	-	-
- Others	5,564,365	3,399,840
Other Liabilities	4,779,029	2,927,429
	10,343,394	6,327,269
Provisions		
- Provision for Income Tax (Net of Advance Tax/TDS of Rs. 9,11,277, Previous year - Rs. 6,23,506)	283,934	145,908
- Provision for FBT (Net of Advance Tax of Rs. 3,66,546, Previous year - Rs. 2,71,900)	42,726	42,003
- Provision for Gratuity	37,527	101,000
- Provision for Leave Encashment	25,525	118,000
	389,712	406,911
	10,733,106	6,734,180

8 MISCELLANEOUS EXPENDITURE (To the extent not written off or adjusted)		
Preliminary Expenses	-	-
Less : Written off during the year	-	-
	-	-

SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

(Amount in Rs.)

	Year ended March 31, 2009	Year ended March 31, 2008
9 OPERATING INCOME		
Consultancy Income	16,326,568	17,459,402
	16,326,568	17,459,402
10 OTHER INCOME		
Other Income	50,000	-
Interest Income on Current Investment (Non-Trade) (Gross)	-	1,206,518
	50,000	1,206,518
10 OPERATIONAL EXPENSES		
Payment to and Provsions for Employees		
- Salaries, Wages & Gratuity etc.	2,288,529	5,228,221
- Staff Welfare	78,089	121,165
Professional Consultancy Fees	9,435,746	4,424,256
Tender Expenses	39,650	136,217
Books & Periodicals	28,517	12,759
Festival Expenses	-	9,500
Repair & Maintenance	150,530	489,643
Postage, Telephone & Internet Charges	232,702	524,245
Travelling, Boarding & Conveyance Expenses	1,184,268	2,882,533
Advertisement & Business Promotion	89,810	623,803
Meeting & Conference Expenses	-	4,899
Membership & Subscription	193,810	145,064
Printing & Stationery Expenses	91,392	174,831
Bank Charges	16,201	29,990
Interest - To Holding Company	470,005	16,946
Interest - Other	8,825	-
Miscellaneous Expenses	3,232	504,778
Recruitment Expenses	37,000	-
Electricity Charges	110,070	241,273
Office Rent	240,000	240,000
Legal & Professional Charges	33,043	917,352
Payment to Auditors :		
- Statutory Audit Fee	90,000	75,000
- Filing Fees	15,204	7,840
	14,836,623	16,810,315

SCHEDULES FORMING PART OF THE ACCOUNTS

12 SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

A. BACKGROUND AND NATURE OF OPERATIONS

The Company was incorporated on 20th June, 2005 as a Joint Venture (JV) in the ratio of 60:40 between Shristi Infrastructure Development Corporation Limited ("SIDCL") and Housing And Urban Development Corporation Limited (HUDCO") respectively, in order to promote, establish, monitor, collaborate, construct, either through public and/or private participation, and to act as Special Purpose Vehicle (SPV) for entering into understanding and joint ventures with various Central and State Governments, their corporations, technology and domain experts, in and outside India, for development, creation, expansion and modernization of housing, commercial, social and Urban Development facilities.

B. SIGNIFICANT ACCOUNTING POLICIES

1. Accounting Conventions

The financial statements are prepared under the historical cost convention on accrual basis and in accordance with the requirements of the Companies Act, 1956 and in compliance with the applicable accounting standards referred to in sub-section (3C) of the Section 211 of the said Act. The accounting policies, except otherwise stated, have been consistently applied by the Company.

2. Use of Estimates

The presentations of financial statements is in conformity with the generally accepted accounting principles which requires estimates and assumptions to be made that affect the reportable amount of assets and liabilities on the date of financial statements and the reportable amount of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognized in the year in which the results are known/materialized.

3. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

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

Dividend is recognized when shareholders' right to receive payment is established by the balance sheet date.

4. Fixed Assets

Fixed Assets are stated at cost of acquisition/purchase price inclusive of duties, taxes, incidental expenses, erection/commissioning expenses, etc. up to the date the asset is ready for its intended use. Credit of Duty, if availed is adjusted in the acquisition cost of the respective fixed assets.

5. Depreciation

(a) Depreciation on fixed assets is provided on Written Down Value Method as per the rates specified in Schedule XIV to the Companies Act, 1956.

(b) Depreciation on additions/deductions is provided from the date of their acquisition/up to the date of their disposal.

(c) Assets individually costing below Rs. 5,000/- are fully depreciated during the year they are put to use.

6. Foreign Exchange Transactions

(a) Foreign Currency Transactions are recorded at exchange rates prevailing on the date of such transactions.

(b) Foreign Currency Monetary Assets and Liabilities remaining unsettled at the year end are translated at the closing exchange rate. Gain and Losses on account of exchange difference either on settlement or on translation is recognized in the relevant head of Profit & Loss Account.

(c) Non-monetary items denominated in foreign currency are reported using exchange rate prevailing on the date of transactions.

7. Employee Benefits

Gratuity and Leave Encashment Liabilities are accounted for on accrual basis computed as per actuarial valuation made at the end of each financial year in accordance with AS-15 (Revised).

SCHEDULES FORMING PART OF THE ACCOUNTS

8. Investments

Investments are classified into long term or current. Long-term Investments are stated at acquisition cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary. Current Investments are valued at lower of cost and market rate on individual investment basis.

9. Taxation

Income Tax expense is accounted for in accordance with AS - 22 "Accounting for Taxes on Income" for both Current Tax and Deferred Tax as stated below

(a) Current Tax

Provision for Taxation is ascertained on the basis of assessable profits computed in accordance with the provision of Income Tax Act, 1961.

(b) Deferred Tax

- i) Deferred Tax is recognized, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income and accounting income computed for the current accounting year and reversal of earlier years' timing differences. Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.
- ii) Deferred Tax Assets are recognized and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carry forward losses which are recognized to the extent that there is virtual certainty, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

(c) Fringe Benefit Tax

Fringe Benefit Tax is provided on the aggregate amount of fringe benefits determined in accordance with the provisions of Income Tax Act, 1961.

10. Leases

Assets taken on lease under which, all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating lease are recognized as expense on accrual basis in accordance with the respective lease agreements.

11. Earnings Per Share

Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

12. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Liabilities which are material, and whose future outcome cannot be ascertained with reasonable certainty, are treated as contingent, and disclosed by way of notes to the accounts. Contingent Assets are neither recognized nor disclosed in the financial statement.

C. NOTES TO ACCOUNTS

1. Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. NIL (Previous year - Rs. NIL).
2. **Contingent Liabilities**
Claims against the Company not acknowledged as Debt - Rs. NIL.
3. In the opinion of the management, the value on realization of current assets, loans & advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and provisions for all known liabilities has been made.

SCHEDULES FORMING PART OF THE ACCOUNTS

4. Information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

5. Employee Benefits

Consequent upon adoption of Accounting standard on "Employee Benefits" (AS-15) (Revised 2005) issued by Institute of Chartered Accountants of India, as required by the standard, the following disclosures are made :

Gratuity

a) Expenses recognized for the year ended 31.03.2009

(Rs. in Lacs)

Particulars	31.03.2009	31.03.2008
- Current Service cost	0.20	0.47
- Interest Cost	0.06	0.08
- Expected return on Plan Assets	-	-
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Past Service Cost	-	-
- Actuarial (Gain)/Loss on Obligation	(0.89)	(0.49)
Total	0.63	0.06

Principal Actuarial Assumption

Particulars	31.03.2009	31.03.2008
- Discount rate (based on the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities)	8.00%	7.50%
- Salary increase (taking into account inflation, seniority, promotion and other relevant factors)	5.00%	5.00%
- Expected rate of return on assets	N.A	N.A
- Expected average remaining working lives of employees (years)	23.50 yrs	22.29 yrs

b) Net Asset/(Liability) recognized in the Balance Sheet as at 31.03.2009

(Rs. in Lacs)

Particulars	31.03.2009	31.03.2008
- Present value of Defined Benefit Obligation	0.38	1.01
- Fair value of Plan Assets	-	-
- Funded Status [Surplus/(Deficit)]	(0.38)	(1.01)
- Unrecognized Past Service Costs	-	-
- Estimated Net Asset/(Liability) recognized in Balance Sheet	(0.38)	(1.01)

SCHEDULES FORMING PART OF THE ACCOUNTS

c) **Change in the obligation for the year ended 31.03.2009** (Rs. in Lacs)

Particulars	31.03.2009	31.03.2008
- Present value of Defined Benefit Obligation as at the beginning of the year (01.04.2008)	1.01	0.95
- Interest Cost	0.06	0.08
- Past Service Cost	-	-
- Current Service Cost	0.20	0.47
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Benefits Paid	-	-
- Actuarial (Gain)/Loss on Obligation	(0.89)	(0.49)
- Present value of Defined Benefit Obligation as at the end of the year (31.03.2008)	0.38	1.01

Leave Encashment :

a) **Expenses recognized for the year ended 31.03.2009** (Rs. in Lacs)

Particulars	31.03.2009	31.03.2008
- Current Service Cost	0.01	0.44
- Interest Cost	0.06	0.10
- Expected return on Plan Assets	-	-
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Past Service Cost	-	-
- Actuarial (Gain)/Loss on Obligation	0.38	(0.71)
	0.45	(0.17)

Principal Actuarial Assumption

(Rs. in Lacs)

Particulars	31.03.2009	31.03.2008
- Discount rate (based on the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities)	8.00%	7.50%
- Salary increase (taking into account inflation, seniority, promotion and other relevant factors)	5.00%	5.00%
- Expected rate of return on assets	N.A	N.A
- Expected average remaining working lives of employees (years)	23.50 yrs	22.29 yrs

b) **Net Asset/ (Liability) recognized in the Balance Sheet as at 31.03.2009** (Rs. in Lacs)

Particulars	31.03.2009	31.03.2008
- Present value of Defined Benefit Obligation	0.25	1.18
- Fair value of Plan Assets	-	-
- Funded Status [Surplus/(Deficit)]	(0.25)	(1.18)
- Unrecognized Past Service Costs	-	-
- Estimated Net Asset/(Liability) recognized in Balance Sheet	(0.25)	(1.18)

SCHEDULES FORMING PART OF THE ACCOUNTS

c) Change in the Obligation for the year ended 31.03.2009 (Rs. in Lacs)

Particulars	31.03.2009	31.03.2008
- Present value of Defined Benefit Obligation as at the beginning of the year (01.04.2008)	1.18	1.35
- Interest Cost	0.06	0.10
- Past Service Cost	--	--
- Current Service Cost	0.01	0.44
- Curtailment Cost/(Credit)	--	--
- Settlement Cost/(Credit)	--	--
- Benefits Ppaid	(1.38)	--
- Actuarial (Gain)/Loss on Obligation	0.38	(0.71)
- Present value of Defined Benefit Obligation as at the end of the year (31.03.2008)	0.25	1.18

6. The Company dealt in rendering "Consultancy Services" in India. The company has considered "Consultancy Services" as only business segment for disclosure in the context of Accounting Standard (AS-17) issued by The Institute of Chartered Accountants of India and the conditions prevailing in India being uniform, no separate geographical disclosure considered necessary.

7. Related Party Transactions

As per Accounting Standard - 18 issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions are disclosed below:

a) List of related parties & relationships, where control exists

(i) Holding company of Reporting Enterprise

Shristi Infrastructure Development Corporation Limited (SIDCL)

(ii) Subsidiary company of Reporting Enterprise

Shristi Udaipur Hotels & Resorts Private Limited (SUHRPL)

b) Related parties & relationships with whom transactions have taken place during the year

(i) Key Management Personnel

Mr. Sujit Kanoria (Managing Director)

c) Transactions with Related Parties

(Rs. in Lacs)

Sl. No.	Relationship	Nature of Expenses Amount	Current Year	Previous Year
1.	Holding Company	Unsecured Loan taken and refunded back	83,10,000/-	57,59,734/-
		Interest on Loan	4,70,004/-	NIL
		Closing Balance		
		Interest Payable	3,73,184/-	NIL
		Unsecured Loan	1,00,560/-	NIL
2.	Subsidiary Company	Transfer of :		
		Expenditure incurred	3,284/-	21,28,531/-
		Security Deposits	(5,00,000/-)	(15,56,200/-)
		Investment in Equity	99,00,000/-	2,00,00,000/-
		Share Application Money	NIL	99,00,000/-
	Temporary Advance Given and Refund back (Intt free)	NIL	1,42,21,297/-	

SCHEDULES FORMING PART OF THE ACCOUNTS

(Rs. in Lacs)

Sl. No.	Relationship	Nature of Expenses Amount	Current Year	Previous Year
	Closing Balance			
		Amount Payable	NIL	4,69,032/-
		Investment in Equity	3,00,00,000/-	2,01,00,000/-
		Share Application Money	NIL	99,00,000/-
3.	Key Management Personnel	Managerial Remuneration	6,12,000/-	6,12,000/-
		Closing Balance		
		Amount Payable	NIL	42,122/-

8. Operating Lease

The company has taken building on cancelable operating lease. Minimum Lease Payments of Rs. 2,40,000/- are charged to Profit & Loss Account during the year.

9. Earning Per Share

Particulars	Current Year	Previous Year
Profit after Tax as per Profit & Loss Account (Rs.)	7,67,863	8,91,424
Weighted average number of Equity Shares outstanding	50,00,000	50,00,000
Basic & Diluted Earning Per Share (Rs.)	0.15	0.18

10. The company has recognized following Deferred Tax Assets and Liabilities determined on account of timing differences in accordance with Accounting Standard – 22 “Accounting of taxes on Income” issued by Institute of Chartered Accountants of India :

Particulars	As at 31st March, 2009	As at 31st March, 2008
Fixed Assets	54,227	68,046
Deferred Tax Liability (A)	54,227	68,046
Preliminary Expenses under Section 35D	56,389	84,584
Difference due to Section 43B	19,483	67,671
Disallowance of Expenses under Section 40 (a) (ia)	17,341	17,341
Deferred Tax Asset (B)	93,213	1,69,596
Net Deferred Tax Assets/(Liability) (B-A)	38,986	1,01,550

11. Managerial Remuneration (\$)

Particulars	Current Year	Previous Year
Salaries and Allowances	6,12,000	6,12,000
Provision for Retirement Benefits	Nil *	Nil *
Perquisites	Nil	Nil

\$ The remuneration has been paid in accordance with Schedule XIII of the Companies Act, 1956.

* Does not include the value of Gratuity and Leave Encashment since it is determined on the basis of actuarial valuation for all employees, including Managing Director.

SCHEDULES FORMING PART OF THE ACCOUNTS

12. **Auditor's Remuneration (Excluding Service Tax)** (Amount in in Rs.)

Particulars	Current Year	Previous Year
Audit Fee	90,000	75,000
Out of Pocket Expenses	–	6,734

13. Additional information pursuant to the provisions of Part II of Schedule VI to the Companies Act, 1956 (to the extent applicable) - NIL
14. Previous year figures have been re-grouped/ re-arranged wherever necessary to conform to this year's classification.
15. Schedule 1 to 12 are annexed to and form an integral part of the Balance Sheet as at 31st March, 2009 and Profit & Loss Accounts for the year ended on that date.

As per our report of even date attached

For **S. S. KOTHARI MEHTA & CO.**

Chartered Accountants

Yogesh K. Gupta

Partner

Membership No. 93214

Place : New Delhi

Date : 24.06.2009

On behalf of the Board

Sujit Kanoria

Director

K. N. Pandey

Director

Rajinder Paul

Director

Yogesh Kr. Upadhyay

Company Secretary

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Part IV of Schedule VI of the Companies Act, 1956 (As Amended)

I. Registration Details

Registration No. U 4 5 2 0 3 D L 2 0 0 5 P L C 1 3 7 7 7 7

Balance Sheet Date 3 1 0 3 2 0 0 9 State Code 5 5

II. Capital raised during the year (Amount in Rs. Thousand)

Public Issue NIL Right Issue NIL

Bonus Issue NIL Private Issue NIL

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

Total Liabilities 5 2 6 6 2 Total Assets 5 2 6 6 2

Sources of Funds

Paid-up Capital 5 0 0 0 0 Reserves & Surplus 2 5 6 1

Secured Loans NIL Unsecured Loans 1 0 1

Deferred Tax Liability NIL

Application of Funds

Net Fixed Assets 3 4 8 Investments 3 0 0 0 0

Net Current Assets 2 2 2 7 5 Miscellaneous Expenditure NIL

Deferred Tax Assets 3 9

IV. Performance of the Company (Amount in Rs. Thousand)

Turn Over 1 6 3 7 7 Total Expenditure 1 5 0 2 5

Profit before Tax 1 3 5 2 Profit after Tax 7 6 8

Earning Per Share (Rs.) 0 . 1 5 Dividend (%) NIL

V. Generic names of the three principal products of the Company

ITC Code N A

Product Description Consultancy in Infrastructure Development

As per our report of even date attached

For S. S. KOTHARI MEHTA & CO.

Chartered Accountants

Yogesh K. Gupta

Partner

Membership No. 93214

Place : New Delhi

Date : 24.06.2009

On behalf of the Board

Sujit Kanoria
Director

K. N. Pandey
Director

Rajinder Paul
Director

Yogesh Kr. Upadhyay
Company Secretary

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the Seventh Annual Report together with the Audited Accounts of your Company for the Financial Year ended 31st March, 2009.

Financials

The Company is yet to commence its commercial operations. Hence no Profit & Loss Account has been prepared. The Company has incurred Rs. 41, 881/- as Capital Work-in-Progress during the year and the total amount of Capital Work-in-Progress incurred on cumulative basis stood at Rs. 85,46,297/- as on 31.03.2009.

Performance

The Company has been continuously negotiating with the Government Authorities for obtaining clearances for Flyover project at Vivekanada Road, Kolkata, but nothing could be crystallized. Since the Concession Agreement entered between your Company and West Bengal Transport Infrastructure Development Corporation Limited was not executed, the matter was referred to the High Court at Calcutta. Accordingly, the High Court vide its order dtd. 2.03.2009 directed both the parties to settle the dispute by way of arbitration. The necessary steps are being taken to resolve the dispute.

However, your Company is trying to get hold of other projects by way of submitting bids to various Construction tenders requisitioned by Government Agencies.

Fixed Deposit

The Company has not accepted any fixed deposits under Section 58A of the Companies Act, 1956, during the year under review.

Particulars of Employees

There was no employee in the company, in receipt of remuneration in excess of the amount prescribed under Section 217 (2A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1988, as amended.

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchanges Earnings and Outgo

Particulars of statement under Section 217 (1)(e) for Conservation of Energy, Technology Absorption are not given as the Company has not undertaken any manufacturing activity.

During the year under review, the Company has neither earned nor utilised foreign exchanges.

Directors

Mr. Amitava Chatterjee resigned from the Board with effect from 29th September, 2008. The Board place on record the valuable services rendered by him during the tenure of his service.

During the year under review the Board appointed Mr. Surendra Kumar Khaitan as Additional Director with effect from 29th September, 2008.

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Shankar Mukherjee, Director of the Company, retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer himself for reappointment.

None of the Directors of the Company is disqualified from being appointed as Directors pursuant to Section 274(1)(g) of the Companies Act, 1956.

Directors Responsibility Statement

As required under Section 217(2AA) of the Companies (Amendment) Act, 2000, the Board of Directors of the Company confirms that :

- a) In the Preparation of the Annual Accounts, the applicable Accounting Standards have been followed and there has been no material departures;

DIRECTORS' REPORT

- b) The selected Accounting Policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2009.
- c) Proper and sufficient care has been taken 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 frauds and other irregularities.
- d) The Annual Accounts have been prepared on a going concern basis.

Auditors

M/s. R. Kothari & Co., Chartered Accountants, retire as Auditors of your Company at the conclusion of the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept the office of the Auditors, if reappointed on a remuneration to be fixed by the Board with the approval of the Shareholders at the ensuing Annual General Meeting.

Acknowledgement

Your Directors wish to place on record their appreciation to the Bankers, State Government, various other Agencies and the Employees for their continued co-operation and support.

On behalf of the Board

Place : Kolkata
Date : 24.06.2009

Shankar Mukherjee
Director

Rahul Varma
Director

AUDITORS' REPORT

To the Members
Vivekananda Skyroad Limited

We have audited the attached Balance Sheet of **M/s. VIVEKANANDA SKYROAD LIMITED** as at 31st March 2009, the Cash Flow Statement on that date and state that no **Profit & Loss Account of the Company for the period ended on that date has been prepared refer Note : 2.1 – of Schedule - 8**. These financial statements are the responsibilities 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 mis-statement. An audit includes examining on test basis, evidence supporting the amounts and disclosure 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.

We report as follows :

1. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, and on the basis of such checks as we considered appropriate, and according to the information and explanations given to us, we enclose in the Annexure a Statement on the matters specified in paragraphs 4 and 5 of the Order.
2. Further to our comments in the Annexure referred to in paragraph (1) above :
 - (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 accounts as required by the law have been kept by the Company so far as it appears from our examination of the books;
 - (c) the Balance Sheet and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - (d) in our opinion, the Balance Sheet and the Cash Flow Statement dealt with by this report complies with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable;
 - (e) on the basis of written representations received from the directors and taken on record by the Board of Directors, 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 read with the notes as per Schedule '8' annexed 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 :
 - (i) in the case of Balance Sheet, of the state of the affairs of the Company as at 31st March, 2009;
 - (ii) in the case of Cash Flow Statement, of the Cash Flows of the Company as at 31st March, 2009.

For **R. KOTHARI & COMPANY**
Chartered Accountants

C.A. K. C. Soni
Partner

Membership No. 57620

Place : Kolkata
Date : 24.06.2009

ANNEXURE TO THE AUDITORS' REPORT

Referred to in Paragraph 1 of our Report of even date

With reference to the annexure referred to in paragraph (1) of the Auditors' Report to the Members of **M/s. VIVEKANANDA SKYROAD LIMITED** on the financial statements for the year ended 31st March, 2009, we report the following :

- (i) According to the information and explanations given to us, the company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (ii) The Fixed Assets have been physically verified by the management during the year, and in our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (iii) During the year the company has not disposed off any substantial part of the fixed assets, which would effect the going concern of the Company.
- (iv) According to the information and explanation given to us, there are no companies, firms or other parties of the nature required to be covered in the register maintained under Section 301 of the Companies Act, 1956.
- (v) The Company has neither taken nor given any secured or unsecured Loan from/to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- (vi) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. In our opinion and according to information and explanations given to us, there is no continuing failure to correct major weaknesses in internal control.
- (vii) The Company has not accepted any deposits from the public and consequently, the directives issued by Reserve Bank of India and provisions of Section 58A, 58AA of the Companies Act, 1956, or any other relevant provisions of the Act and the rules framed there under are not applicable.
- (viii) According to the information and explanations given to us and on the basis of our examination of the books of account, there are no dues of Income Tax, Wealth Tax and any other statutory dues.
- (ix) The Company has not accumulated losses at the end of the year.
- (x) According to the records examined by us, and according to the information and explanations given to us on an overall basis funds raised on short term basis, have, prima-facie, not been used during the year for long term investments.
- (xi) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xii) The Company has maintained proper records of its dealing in shares and securities and the investments are held in the name of the Company except to the extent of exemption granted under Section 49 of the Companies Act, 1956.
- (xiii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xiv) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the period.
- (xv) Our comments on matters are given herein above to the extent applicable to the Company for the period under review.

For **R. KOTHARI & COMPANY**
Chartered Accountants

C.A. K. C Soni
Partner

Membership No. 57620

Place : Kolkata
Date : 24.06.2009

BALANCE SHEET AS AT 31.03.2009

(Amount in Rs.)

	Schedule	As at 31st March, 2009	As at 31st March, 2008
SOURCES OF FUNDS			
Shareholder's Funds			
Share Capital	1	500,000	500,000
Shares Application Money Pending Allocation		8,310,000	8,310,000
		8,810,000	8,810,000
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	2	432,134	432,134
Less : Depreciation		188,631	161,277
Net Block		243,503	270,857
Capital Work-in-Progress	3	8,546,297	8,504,416
Current Assets, Loans & Advances			
Cash & Bank Balances	4	32,351	33,851
Loans & Advances	5	250,000	250,000
		282,351	283,851
Less : Current Liabilities & Provisions	6	287,251	274,224
Net Current Assets		(4,901)	9,627
Miscellaneous Expenditure	7	25,100	25,100
(To the extent not written off or adjusted)		8,810,000	8,810,000

Accounting policies and Notes on Accounts

8

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

As per our report of even date

On behalf of the Board

For **R. KOTHARI & CO.**

Chartered Accountants

K. C. Soni

Partner

Membership No. 57620

Place : Kolkata

Dated : 24.06.2009

Shankar Mukherjee
Director

Rahul Verma
Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2009

(Amount in Rs.)

	Year Ended 31.03.2009	Year Ended 31.03.2008
A. CASH FLOW OPERATING ACTIVITIES		
Net Profit/(Loss) before Taxation and Extraordinary activities	-	-
Adjustments for Profit & Loss Account	-	-
Increase/(Decrease) in Depreciation	27,354	27,354
Operating Profit before Working Capital Changes	27,354	27,354
Adjustments for :		
(Increase)/Decrease in Trade Receivable	-	-
Increase/(Decrease) in Trade Payable	13,027	259,612
Net Cash from Operating Activities	40,381	286,966
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Increase)/Decrease in Pre Operative Activities	(41,881)	(294,499)
	(41,881)	(294,499)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceed from Issue of Shares	-	-
	-	-
D. Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(1,500)	(7,533)
Opening Cash and Cash Equivalents	33,851	41,384
Closing Cash and Cash Equivalents	32,351	33,851
Closing Cash and Cash Equivalents as per Balance Sheet	32,351	33,851

Note : Figures in brackets denote cash outflow.

As per our report of even date

For **R. KOTHARI & CO.**
Chartered Accountants

K. C. Soni
Partner

Membership No. 57620

Place : Kolkata

Dated : 24.06.2009

On behalf of the Board

Shankar Mukherjee
Director

Rahul Verma
Director

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31.03.2009

(Amount in Rs.)

	As at 31st March, 2009	As at 31st March, 2008
1 SHARE CAPITAL		
Authorised		
10,000,000 Equity Shares of Rs. 10/- each	10,000,000	10,000,000
	10,000,000	10,000,000
Issued, Subscribed		
8,81,000 Equity Shares of Rs. 10/- each	8,810,000	8,810,000
	8,810,000	8,810,000
Paid-up		
50,000 Equity Shares of Rs. 10/- each fully paid-up in Cash (Out of the above 49,400 Equity Shares are held by its holding Company namely M/s. Shristi Infrastructure Development Corporation Ltd.)	5,000,000	5,000,000
	5,000,000	5,000,000

2 FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION		NET BLOCK		
	As at 01.04.2008	Additions	As at 31.03.2009	As at 31.03.2008	Depreciation for the year	As at 31.03.2009	As at 31.03.2009	As at 31.03.2008
Furniture & Fixtures	432,134	–	432,134	161,277	27,354	188,631	243,503	270,857
Total	432,134	–	432,134	161,277	27,354	188,631	243,503	270,857
Pervious Year	432,134	–	432,134	133,923	27,354	161,277	270,857	–

	As at 31st, March, 2009	As at 31st, March, 2008
3 CAPITAL WORK-IN-PROGRESS		
a) Balance Brought Forward	8,504,416	8,209,917
b) Administrative Expenses		
- Audit Fees	9,000	9,000
- Depreciation	27,354	27,354
- Filing Fees	1,500	4,000
- Professional Fees	3,100	1,000
- Rates & Taxes	927	3,112
- Doubtful Debts	–	250,000
Sub-total (b)	41,881	294,466
c) Finance Cost		
- Bank Charges	–	33
Sub-total (c)	–	33
Total of Pre Operative Expenses	8,546,297	8,504,416

SCHEDULES FORMING PART OF THE BALANCE SHEET

(Amount in Rs.)

	As at 31st March, 2009	As at 31st March, 2008
4 CASH & BANK BALANCES		
Cash-in-Hand (As Certified by Management)	50	1,550
Balance with Schedules Banks		
In Current Accounts	32,301	32,302
	32,351	33,851
5 LOANS & ADVANCES		
Unsecured Advances, recoverable in cash or in - kind or for value to be received	250,000	250,000
	250,000	250,000
6 CURRENT LIABILITIES & PROVISION		
Current Liabilities		
Sundry Creditors :		
Dues to Micro & Small Enterprise	-	-
Other Than Micro & Small Enterprise	-	-
- For Goods	-	-
- For Expenses	7,100	4,000
Liability for Expenses	30,151	20,224
Provision :		
- For Doubtful Debts	250,000	250,000
	287,251	274,224
7 MISCELLANEOUS EXPENDITURE (To the extent not written off or adjusted)		
Preliminary Expenses	25,100	25,100
	25,100	25,100

SCHEDULES FORMING PART OF ACCOUNTS

8 SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Accounting

The Company prepares its financial statements in accordance with generally accepted accounting practices and also in accordance with requirements of Companies Act, 1956.

1.2 Revenue Recognition

- 1) Expenses and Income recognized on accrual basis except rates & taxes.
- 2) All expenses incurred up to the date of commercial operation are recognized as Capital Work-in-Progress.

1.3 Fixed Assets

Fixed Assets are stated at cost inclusive of taxes and other attributable costs up to the date the asset is ready for intended use.

Depreciation on Fixed Assets is provided on Straight Line Method at the rates and manner specified in Schedule XIV to the Companies Act, 1956.

1.4 Miscellaneous Expenditure

Miscellaneous Expenditure (to the extent not written off) is carried forward to be charged to revenue over ten years starting from the year of commencement of commercial production.

1.5 Contingent Liability

No provision is made for liabilities which are contingent in nature, unless it is probable that future events will confirm that an asset has been impaired or a liability incurred as at the balance sheet date and a reasonable estimate of the revenue loss can be made. However, all known material contingent liabilities are disclosed by way of separate note.

2. NOTES TO THE ACCOUNTS

2.1 Since the Company is yet to start its commercial activity hence all expenses has been treated as Capital Work-in-Progress shown under Schedule 3. No Profit & Loss Account have been prepared during the year under report.

2.2 Contingent Liabilities not provided for – NIL.

2.3 The Company has not paid any Managerial remuneration of any kind to the Directors for the period.

2.4 Since the company has not yet started any commercial activities and no Profit & Loss Account has been prepared, hence Earning Per Share as per AS – 20, issued by the Institute of Chartered Accountants of India is not considered.

2.5 Since the company has not having any timing difference and permanent difference as prescribed in AS – 22 issued by the Institute of Chartered Accountants of India, hence provision of deferred tax is not required.

2.6 Related Party Transactions

a) List of related parties & relationships, where control exists :

(i) Holding company of Reporting Enterprise

Shristi Infrastructure Development Corporation Limited (SIDCL)

b) Related parties & relationships with whom transactions have taken place during the year :

(i) Key Management Personnel

Shankar Mukherjee - Director

c) Transactions with related parties :

The Company has not entered any transaction with the related parties during the year.

SCHEDULES FORMING PART OF ACCOUNTS

- 2.7 The Company has identified real estate construction as its sole operating segment and the same has been treated as the primary segment. As such no separate segment has been provided.
- 2.8 Previous year's figures have been re-grouped and/or re-arranged wherever necessary.
- 2.9 Construction of Fly Over could not start till date, awaiting permission from the concerned government authorities including allotment of land; the Management has followed up from time-to-time with M/s. Kolkata Municipal Corporation and other concerned authorities in this matter.
- 2.10 Parties balance with respect to Sundry Creditors, Advances subject to confirmation.

Signatories to Schedule 1 to 8

As per our report of even date

For **R. KOTHARI & CO.**

Chartered Accountants

K. C. Soni

Partner

Membership No. 57620

Place : Kolkata

Dated : 24.06.2009

On behalf of the Board

Shankar Mukherjee

Director

Rahul Verma

Director

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Part IV of Schedule VI of the Companies Act, 1956 (As Amended)

I. Registration Details

Registration No.	<input type="text" value="9"/> <input type="text" value="4"/> <input type="text" value="3"/> <input type="text" value="2"/> <input type="text" value="1"/>	State Code	<input type="text" value="2"/> <input type="text" value="1"/>
Balance Sheet Date	<input type="text" value="3"/> <input type="text" value="1"/> <input type="text" value="0"/> <input type="text" value="3"/> <input type="text" value="2"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="9"/>		

II. Capital raised during the year (Amount in Rs. Thousand)

Public Issue	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	Rights Issue	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>
Bonus Issue	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	Private Placement	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>

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

Total Liabilities	<input type="text" value="8"/> <input type="text" value="8"/> <input type="text" value="1"/> <input type="text" value="0"/>	Total Assets	<input type="text" value="8"/> <input type="text" value="8"/> <input type="text" value="1"/> <input type="text" value="0"/>
<i>Sources of Funds</i>			
Paid-up Capital	<input type="text" value="5"/> <input type="text" value="0"/> <input type="text" value="0"/>	Reserves & Surplus	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>
Share Application	<input type="text" value="8"/> <input type="text" value="3"/> <input type="text" value="1"/> <input type="text" value="0"/>	Secured Loans	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>

Application of Funds

Net Fixed Assets	<input type="text" value="2"/> <input type="text" value="4"/> <input type="text" value="3"/>	Investments (Capital Work-in-Progress)	<input type="text" value="8"/> <input type="text" value="5"/> <input type="text" value="4"/> <input type="text" value="7"/>
Net Current Assets	<input "="" type="text" value="("/> <input type="text" value="5"/> <input type="text" value=")"/>	Miscellaneous Expenditure	<input type="text" value="2"/> <input type="text" value="5"/>

IV. Performance of the Company (Amount in Rs. Thousand)

Turnover	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	Total Expenditure	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>
Profit before Tax	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	Profit after Tax	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>
Earning Per Share (Rs.)	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	Dividend (%)	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>

V. Generic names of the three principal products of the Company

ITC Code	<input type="text" value="N"/> <input type="text" value="A"/>
Product Description	<input type="text" value="Infrastructure Development & Construction Work"/>

On behalf of the Board

For **R. KOTHARI & CO.**
Chartered Accountants
K. C. Soni
Partner
Membership No. 57620
Place : Kolkata
Dated : 24.06.2009

Shankar Mukherjee
Director

Rahul Verma
Director

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the First Annual Report together with the Audited Accounts of your Company for the year ended 31st March, 2009.

Change of name of the Company

It was observed that at the time of Incorporation of the Company the word 'Infrastructure' (forming part of the name of the Company) was wrongly typed as 'Infrastruture'. Therefore, the name was rectified by substituting the word 'INFRASTRUTURE' with INFRASTRUCTURE. Hence the name of your Company stands corrected to Border Transport Infrastructure Development Limited and to this effect Fresh Certificate of Incorporation, dated 3rd April, 2008, has been obtained from the Registrar of Companies, West Bengal.

Financial Results

The Company was incorporated on 9th February, 2008 and accordingly, financial accounts are drawn for the duration starting from 9th February, 2008. The company has not yet started its operation; as such no Profit & Loss Account has been prepared during the year under review.

Performance

WEBCON was engaged to prepare the detailed project report for the development of the Multi Facility Truck Terminal/Dry Port at Bongaon. They have since completed and submitted the report .

On the architectural front, the initial conceptual Master Plan has been prepared by renowned architect Dr. Gopal Mitra. The Master Plan would soon be finalized and other aspects such as infrastructure and engineering planning would be taken up.

Simultaneously, the identification of suitable land was taken up. 66.70 acres of contiguous land has been identified on which the project could be developed. This is situated on NH 35 and is about 1.50 Km from the Indian - Bangladesh International Border. The location is appropriate for the purpose of a Truck Terminal which would inter-alia handle cross border cargo movement. Consent letters from the vendors have been obtained. Legal search and due diligence for about 15 acres has been completed.

Proposals for financial assistance have been submitted to various banks and institutions. Some of these have shown a keen interest to part finance the project.

Proposals were invited from various contractors for the construction work. The proposal submitted by SIDCL was found to be most technically sound and commercially competitive.

Presentations have been made to various stakeholders such as Warehouse Operators, Transport Agencies, Exporters These entities which would use the facility have been very receptive. Advanced level discussions would commence soon.

Central Government departments including the Department of Border Management, Ministry of Home Affairs, have also been sensitized since they would also be the stakeholders because of statutory activities involved in cross border trade.

Dividend

The Company being in the initial years of its existence, no dividend is recommended by the management of your Company.

Fixed Deposit

The Company has not accepted any fixed deposits under Section 58A of the Companies Act, 1956, during the year under review.

Particulars of Employees

There was no employee in the company, in receipt of remuneration in excess of the amount prescribed under Section 217 (2A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1988, as amended.

DIRECTORS' REPORT

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchanges Earnings and Outgo

Particulars of statement under Section 217 (1)(e) for Conservation of Energy, Technology Absorption are not given as the Company has not undertaken any manufacturing activity.

During the year under review, the Company has neither earned nor utilized foreign exchanges.

Directors

Mr. Amitava Chatterjee resigned from the Board with effect from 30th September, 2008. The Board place on record the valuable services rendered by him during the tenure of his service.

During the period under review the Board appointed Mr. Sunil Jha as Additional Director with effect from 18th March, 2009.

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Shankar Mukherjee, Director of the Company, retire by rotation at the ensuing Annual General Meeting of the Company and, being eligible, offer himself for reappointment.

None of the Directors of the Company is disqualified from being appointed as Directors pursuant to Section 274(1)(g) of the Companies Act, 1956.

Compliance Certificate under Section 383A of The Companies Act, 1956

Compliance Certificate as required in case of your company under Section 383A of the Companies Act, 1956, is being attached to this Report.

Directors Responsibility Statement

As required under Section 217(2AA) of the Companies (Amendment) Act, 2000, the Board of Directors of the Company confirms that :

- a) In the Preparation of the Annual Accounts, the applicable Accounting Standards have been followed and there has been no material departures;
- b) The selected Accounting Policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2009.
- c) Proper and sufficient care has been taken 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 frauds and other irregularities.
- d) The Annual Accounts have been prepared on a going concern basis.

Auditors

M/s. S. S. Kothari, Chartered Accountants, retire as Auditors of your Company at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Acknowledgement

Your Directors wish to place on record their appreciation to the Bankers, State Government, various other Agencies and the Employees for their continued co-operation and support.

On behalf of the Board

Place : Kolkata
Date : 26.06.2009

Rahul Varma
Director

Shankar Mukherjee
Director

AUDITORS' REPORT

To the Members

Border Transport Infrastructure Development Limited

We have audited the attached Balance Sheet of **M/s. BORDER TRANSPORT INFRASTRUCTURE DEVELOPMENT LTD.** as at 31st March, 2009 and Cash Flow Statement for the year ended on that date. No Profit & Loss Account of the Company for the year ended on that date having been prepared (Refer Note 2.1 of Schedule 8). These financial statements are the responsibilities 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 test basis, evidence supporting the amounts and disclosures in 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.

We report as follows :

1. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, and on the basis of such checks as we considered appropriate, and according to the information and explanations given to us. We enclose in the Annexure a Statement on the matters specified in paragraphs 4 and 5 of the Order.
2. Further to our comments in the Annexure referred to in paragraph (1) above :
 - (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 accounts as required by law have been kept by the Company so far as it appears from our examination of the books;
 - (c) The Balance Sheet and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
 - (d) In our opinion, the Balance Sheet and the Cash Flow Statement dealt with by this report complies with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable.
 - (e) On the basis of written representations received from the Directors and taken on record by the Board of Directors, we report that no Director is disqualified from being appointed as Director of the Company under Clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the notes as per Schedule '8' annexed 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 :
 - (i) in the case of Balance Sheet, of the state of the affairs of the Company as at 31st March 2009;
 - (ii) in the case of Cash Flow Statement, of the Cash Flows of the Company as at 31st March, 2009.

For S. S. KOTHARI & CO.

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Place : Kolkata

Date : 26.06.2009

ANNEXURE TO THE AUDITORS' REPORT

Referred to in Paragraph 1 of our Report of even date

With reference to the annexure referred to in paragraph (1) of the Auditors' Report to the Members of **M/s. BORDER TRANSPORT INFRASTRUCTURE DEVELOPMENT LTD.** on the financial statements for the year ended 31st March, 2009, we report the following :

- (i) The company has maintained proper records showing full particulars including quantitative details of its fixed Assets.
- (ii) The physical verification of Fixed Assets, as stated by Management has been conducted and there are no discrepancies.
- (iii) None of the Fixed Assets has been disposed of during the year.
- (iv) As there are no Inventories during the year/year end, accordingly are not requires to comment on the physical verification and maintenance of records relating to Inventory.
- (v) The Company has neither taken nor given Secured or Unsecured Loan from/to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- (vi) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business.
- (vii) According to the information and explanations given to the transactions made in pursuance of contracts or arrangement entered in the maintained under Section 301 of the Companies Act, 1956 and aggregating during the year to Rs. 5,00,000/- or more in respect of each party have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (viii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
- (ix) Our comments, on matters given herein above are to the extent applicable to the Company for the year under review.

For **S. S. KOTHARI & CO.**

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Place : Kolkata

Date : 26.06.2009

BALANCE SHEET AS AT 31.03.2009

(Amount in Rs.)

	Schedules	As at 31st March, 2009
SOURCES OF FUNDS		
Shareholder's Funds	1	3,440,000
Secured Loan	2	200,000,000
		203,440,000
APPLICATION OF FUNDS		
Fixed Assets		
Gross Block	3	59,820
Depreciation		19,722
Net Block		40,098
Capital Work-in-Progress	4	3,323,472
Current Assets, Loans & Advances		
Cash & Bank Balances	5	45,907
Loans & Advances, Deposits	6	200,000,000
		200,045,907
Less : Current Liabilities & Provision	7	137,098
Net Current Assets		199,908,809
Miscellaneous Expenditure	8	167,621
(To the extent not written off or adjusted)		
		203,440,000
Accounting Policies and Notes to Accounts	9	

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

For **S. S. KOTHARI & CO.**

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Place : Kolkata

Dated : 26.06.2009

On behalf of the Board

Rahul Varma

Director

Shankar Mukherjee

Director

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31.03.2009

(Amount in Rs.)

	Year Ended 31.03.2009
A. CASH FLOW OPERATING ACTIVITIES	Nil
Adjustments for :	
Increase/(Decrease) in Trade Receivable	3,440,000
(Increase)/Decrease in Loan & Advances, Deposits	(200,000,000)
Increase/(Decrease) in Trade Payable	137,098
Net Cash from Operating Activities	(196,422,902)
B. CASH FLOW FROM INVESTING ACTIVITIES	
(Increase)/Decrease in Capital Work-in-Progress	(3,303,750)
(Increase)/Decrease in Miscellaneous Expenditure - Preliminary Expenses	(167,621)
Purchase of Fixed Assets	(59,820)
	(3,531,191)
C. CASH FLOWS FROM FINANCING ACTIVITIES	
Receipt of Borrowings	200,000,000
	200,000,000
D. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	45,907
Opening Cash and Cash Equivalents	-
Closing Cash and Cash Equivalents	45,907
Closing Cash and Cash Equivalents as per Balance Sheet	45,907

Note : Figures in brackets denote cash outflow.

For **S. S. KOTHARI & CO.**

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Place : Kolkata

Dated : 26.06.2009

On behalf of the Board

Rahul Varma

Director

Shankar Mukherjee

Director

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31.03.2009

(Amount in Rs.)

		As at 31st March, 2009
1 SHARE CAPITAL		
Authorised and Issued Share Capital		
10,00,000 Equity Shares of Rs. 10/- each		10,000,000
		10,000,000
Paid-up Share Capital		
74,000 Equity Shares of Rs. 10/- each fully paid-up (Held by Shristi Infrastructure Development Corporation Limited - Holding Company)		740,000
		740,000
Share Application Money (Pending for allotment)		
2,70,000 Equity Shares of Rs. 10/- each fully paid-up in Cash		2,700,000
		2,700,000
2 SECURED LOANS		
Loan - From Body Corporate		200,000,000
		200,000,000

3 FIXED ASSETS								
Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at 01.04.2008	Additions	Deduction	As at 31.03.2009	As at 01.04.2008	For the year	As at 31.03.09	As at 31.03.2009
Office Equipment	-	59,820	-	59,820	-	19,722	19,722	40,098
Total	-	59,820	-	59,820	-	19,722	19,722	40,098

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31.03.2009

(Amount in Rs.)

	As at 31st March, 2009
4 CAPITAL WORK-IN-PROGRESS	
Expenses during Construction - Pending for allocation in Fixed Asset	
a) Direct Expenses	
Professional Fees - Direct	725,000
Service Tax	58,322
	783,322
b) Administrative Expenses	
Audit Fees	9,000
Rent	16,000
Business Promotion	11,620
Car Hire & Running Expenses	4,065
Filing Fees	4,341
General Expenses	30,900
Printing & Stationary	6,904
Professional Fees	607,108
Depreciation	19,722
Rates & Taxes	10,327
Service Charges	32,945
Telephone Expenses	21,149
Travelling & Coveyance Expenses	495,369
	1,269,450
c) Employees Cost	
Salary	771,292
House Rent Allowance	195,967
Exgratia	21,260
Medical Expenses	57,820
Other Allowance	208,870
	1,255,209
d) Finance Cost	
Bank Charges	2,916
	2,916
e) Fringe Benefit Tax	12,575
Total of Capial Work-in-Progress including b/f (a+b+c+d+e)	3,323,472

5 CASH & BANK BALANCES	
Cash-in-Hand	37,443
Balance with Scheduled Banks in Current Accounts	8,464
	45,907

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31.03.2009

(Amount in Rs.)

		As at 31st March, 2009
6	SECURITY DEPOSIT	
	Security Deposit for Project	200,000,000
		200,000,000
7	CURRENT LIABILITIES & PROVISION	
	Current Liabilities	
	Sundry Creditors	42,356
	Statutory Liabilities	84,815
	Liability For Expenses	9,927
		137,098
8	MISCELLANEOUS EXPENDITURE (To the extent not written off or adjusted)	
	Preliminary Expenses	167,621
		167,621

SCHEDULES FORMING PART OF ACCOUNTS

9 SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Accounting

The Company prepares its financial statements in accordance with generally accepted accounting practices and also in accordance with requirements of Companies Act, 1956.

1.2 Fixed Assets

These are stated at Cost. Attributable expenditure added with Capital Work-in-Progress.

1.3 Depreciation

Depreciation are capitalized on completion of Capital project. Depreciation has been provided under Straight Line a prorate basis of the rates at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

1.4 Revenue Recognition

All Expenses incurred up to date of commercial operation are recognized as Capital Work-in-Progress.

1.5 Miscellaneous Expenditure

Miscellaneous Expenditure to the extent not written off, is carried forward to be charged to revenue over five years starting from the year of commencement of commercial activity.

1.6 Borrowing Cost

Borrowing Costs that are attributable to the acquisition and construction of qualifying asset are capitalised as part of cost of asset. Other borrowing costs are recognized as expense in which these are incurred.

1.7 Contingent Liability

No provision is made for liabilities which are contingent in nature, unless it is probable that future events will confirm that an asset has been impaired or a liability incurred as at the balance sheet date and a reasonable estimate of the revenue loss can be made. However, all known material contingent liabilities are disclosed by way of separate note.

2. NOTES TO THE ACCOUNTS

2.1 No Profit & Loss Account have been prepared as the company is yet to commence the commercial operations.

2.2 The Company has not paid any Managerial remuneration of any kind to the Directors for the period.

2.3 Contingent liabilities not provided for – NIL.

2.4 Since the company is not having any timing difference and permanent difference as prescribed under Accounting Standard – 22 issued by ICAI hence, provision of Deferred Tax is not required.

2.5 The Company has not started any commercial activities and not Profit & Loss Account has been prepared, hence Earning Per Share as per AS - 20 issued by the Institute of Chartered Accountants of India is not considered.

2.6 Related Party Transactions

As per Accounting Standard – 18 issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions are discussed below :

a) List of related parties & relationships, where control exists

(i) Joint Venture company of Reporting Enterprise

Shristi Infrastructure Development Corporation Limited (SIDCL)

b) Related parties & relationships with whom transactions have taken place during the year

(i) Key Management Personnel

Shankar Mukherjee - Director

SCHEDULES FORMING PART OF THE BALANCE SHEET

c) **Transactions with related parties**

(Amount in Rs.)

Sl. No.	Relationship	Nature of Expenses Amount	Current Year	Balance as on 31.03.09
1.	Holding Company	Received towards Share Application	27,00,000/-	27,00,000 Payable
		Short Term Advance Taken	13,15,855/-	
		Short Paid	14,75,855/-	NIL
2.		Security Deposit Paid	20,00,00,000/-	20,00,00,000/- Receivable

- 2.7 The Company has identified real estate construction as its sole operating segment and the same has been treated as the primary segment. As such no separate segment information has been provided.
- 2.8 Additional information pursuant to Part IV of the Schedule VI to the Companies Act, 1956, is as Annexure – A.
- 2.9 This is the first year of operation of the Company since the date of incorporation, i.e. hence figure for previous year are not given.

As per our attached Report of even date

For **S. S. KOTHARI & CO.**

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Place : Kolkata

Dated : 26.06.2009

On behalf of the Board

Rahul Varma

Director

Shankar Mukherjee

Director

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Part IV of Schedule VI of the Companies Act, 1956 (As Amended)

Annexure - "A"

I. Registration Details

Registration No.	1 2 2 4 9 7	State Code	2 1
Balance Sheet Date	3 1 0 3 2 0 0 9		

II. Capital raised during the year (Amount in Rs. Thousand)

Public Issue	N I L	Rights Issue	N I L
Bonus Issue	N I L	Private Placement	N I L

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

Total Liabilities	2 0 3 4 4 0	Total Assets	2 0 3 4 4 0
<i>Sources of Funds</i>			
Paid-up Capital	7 4 0	Reserves & Surplus	N I L
Share Application	2 7 0 0	Secured Loans	2 0 0 0 0 0
<i>Application of Funds</i>			
Net Fixed Assets	4 0	Investments (CWIP)	3 3 2 3
Net Current Assets	2 0 0 0 4 6	Miscellaneous Expenditure	1 6 8
		Development Rights	N I L
		Current Liabilities	1 3 7

IV. Performance of the Company (Amount in Rs. Thousand)

Turnover	N I L	Total Expenditure	N I L
Profit before Tax	N I L	Profit after Tax	N I L
Earning Per Share (Rs.)	N I L	Dividend (%)	N I L

V. Generic names of the three principal products of the Company

ITC Code	Not Applicable
Product Description	Infrastructure Development & Construction Work

For **S. S. KOTHARI & CO.**

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Place : Kolkata

Dated : 26.06.2009

On behalf of the Board

Rahul Varma
Director

Shankar Mukherjee
Director

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the Second Annual Report together with the Audited Accounts of your Company for the year ended 31st March, 2009.

Financial Results & Performance

The company is yet to commence its commercial operation; therefore, no Profit & Loss Account has been prepared during the year under review. The Pre-operative Expenses incurred by the Company during the year under review amounted to Rs. 13,576/- (Previous year - Rs. 1,500/-)

Corporate Restructuring

The management has approached you to seek your approval for acquiring the Infrastructure Development business vertical of its parent company, SIDCL, through a scheme of arrangement. The said division has tremendous growth and profitability potential and is at a stage where it requires focused leadership and management attention. Considering the growth potential in this vertical the Board of Directors considered desirable and expedient to reorganise and reconstruct SHCPL by acquiring the Infrastructure Development Division of SIDCL, its parent company under a scheme of arrangement. The Scheme will have beneficial results for the said Companies, their shareholders and all concerned and is proposed to their advantage. The Company has already initialized its restructuring process and post completion of the further steps involved in the process like approval from the Regulatory Authorities like Registrar of Companies, High Court etc., your company can unlock real value for its shareowners and all concerned stakeholders by taking advantage of the huge growth opportunities in the respective infrastructure business. To reflect upon the nature of the business, necessary steps are being taken to change the name of the Company to Shrivasa Infra Private Limited and also to change the objects of the Company to align it with the Infrastructure Development business.

Fixed Deposit

The Company has not accepted any fixed deposits under Section 58A of the Companies Act, 1956, during the year under review.

Particulars of Employees

There was no employee in the company, in receipt of remuneration in excess of the amount prescribed under Section 217 (2A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1988, as amended.

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchanges Earnings and Outgo

Particulars of statement under Section 217 (1)(e) for Conservation of Energy, Technology Absorption are not given as the Company has not undertaken any manufacturing activity.

During the year under review, the Company has neither earned nor utilized foreign exchanges.

Directors

In accordance with the provisions of the Companies Act, 1956, Mr. Rahul Varma, Director of the Company, retire by rotation at the ensuing Annual General Meeting of the Company and, being eligible, offer himself for re-appointment.

None of the Directors of the Company is disqualified from being appointed as Directors pursuant to Section 274(1)(g) of the Companies Act, 1956.

Directors Responsibility Statement

As required under Section 217(2AA) of the Companies (Amendment) Act, 2000, the Board of Directors of the Company confirms that :

- a) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and there has been no material departures;
- b) The selected Accounting Policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2009.
- c) Proper and sufficient care has been taken 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 frauds and other irregularities.

d) The Annual Accounts have been prepared on a going concern basis.

Auditors

M/s H. R. Agarwal & Associates, Chartered Accountants, retire as Auditors of your Company at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Acknowledgement

Your Directors wish to place on record their appreciation to the Bankers, State Government, various other Agencies and the Employees for their continued co-operation and support.

On behalf of the Board

Place : Kolkata
Date : 30.06.2009

Sunil Jha
Director

Rahul Varma
Director

AUDITORS' REPORT

To the Members

Shristi Hotelciti Private Limited

We have audited the attached Balance Sheet of **M/s. SHRISTI HOTELCITI PRIVATE LIMITED** as at 31st March, 2009 and the Cash Flow Statement for the year ended on that date annexed hereto which we have signed under reference to this report. No Profit & Loss Account of the Company for the year ended on that date refer Note 2.1 - of Schedule 7. These financial statements is the responsibility of the management of the Company. Our responsibility is to express an opinion on the financial statements based on our audit.

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 mis-statement. 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.

As per sub clause (iv) of clause 2 of paragraph 1 of the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, the order is not applicable to the company because it is a private limited company with a paid-up capital and reserves not more than Rupees Fifty Lakhs and does not have loan outstanding exceeding Rupees Twenty Five Lakhs from any bank or financial institution and does not have a turnover exceeding rupees five crores at any point of time during the financial year. Therefore, this report does not include a statement on the matters specified in paragraph 4 of the Companies (Auditor's Report) Order, 2003, as amended subsequently.

2. Further to our comments in the Annexure referred to in paragraph (1) above :

- (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, propoer books of accounts as required by law have been kept by the Company so far as appears from our examination of these books;
- (c) The Balance Sheet and Cash Flow Statement referred to in this report are in agreement with the books of accounts;
- (d) In our opinion, the Balance Sheet and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
- (e) On the basis of written representations received from the Directors as on 31st March, 2009 and taken on record by the Board of Directors, we report that none of the Director is disqualified as on 31st March, 2009, from being appointed as Director in terms of Clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts annexed 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 :
 - i) in the case of Balance Sheet, of the state of the affairs of the Company as at 31st March, 2009; and
 - ii) in the case of Cash Flow Statement of the Cash Flows for the year ended on that date.

For **H. R. Agarwal & Associates**
Chartered Accountants
CA. Hariram Agarwal
Partner
Membership No. 57625

Place : Kolkata
Date : 30.06.2009

ANNEXURE TO THE AUDITORS' REPORT

Referred to in Paragraph 1 of our Report of even date

With reference to the annexure referred to in paragraph (1) of the Auditors' Report to the Members of **M/s. SHRISTI HOTELCITI PRIVATE LIMITED** on the financial statements for the year ended 31st March, 2009, we report the following :

We report as follows :

- (i) The Company has neither taken nor given secured or unsecured Loan from/to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- (ii) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. In our opinion and according to information and explanations given to us, there is no continuing failure to correct major weaknesses in internal control.
- (iii) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to the Section 301, of the Companies Act, 1956 have been entered into a register that required to be maintained under that Section.
- (iv) According to the information and explanations given to the transactions made in pursuance of contracts or arrangement entered in the maintained under Section 301 of the Companies Act, 1956 and aggregating during the year to Rs. 5,00,000/- or more in respect of cash party have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (v) The Company has not accepted any deposits from the public and consequently, the directives issued by Reserve Bank of India and provisions of Section 58A and Section 58AA of the Companies Act, 1956 for the product of the Company.
- (vi) To the best of our knowledge and according to the information given to us the central government has not prescribed maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956, for the product of the Company.
- (vii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has generally been regular in depositing undisputed statutory dues.
- (viii) According to the information and explanations given to us and on the basis of examination of the books of accounts, there are no dues of Income Tax, Sales Tax, Wealth Tax, Excise Duty, Service Tax and other Statutory Dues, which have not been deposited on account of any dispute.
- (ix) The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (x) The Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) According to the information and explanations given to us, funds raised by the Company on short-term basis have not been used for long-term investment.
- (xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
- (xiii) Our comments, on matters given herein above are to the extent applicable to the Company for the year under review.

For **H. R. Agarwal & Associates**

Chartered Accountants

CA. Hariram Agarwal

Partner

Membership No. 57625

Place : Kolkata

Date : 30.06.2009

BALANCE SHEET AS AT 31.03.2009

(Amount in Rs.)

	Schedule	As at 31st March, 2009	As at 31st March, 2008
SOURCES OF FUNDS			
Shareholder's Fund			
Share Capital	1	200,000	100,000
Loan Funds			
Unsecured Loan	2	-	42,216
Total		200,000	142,216
APPLICATION OF FUNDS			
Current Assets, Loan & Advances			
Cash & Bank Balances	3	148,514	100,000
Less : Current Liabilities & Provisions			
Current Liabilities	4	4,306	1,500
Net Current Assets		144,208	98,500
Miscellaneous Expenditure			
(To the extent not written off or adjusted)			
Preliminary Expenses	5	42,216	42,216
Pre Operative Expenses	6	13,576	1,500
Total		200,000	142,216

Accounting Policies and Notes on Accounts

7

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

As per our report of even date

On behalf of the board

For **H. R. AGARWAL & ASSOCIATES**

Chartered Accountants

CA. Hariram Agarwal

Partner

Membership No. 57625

Place : Kolkata

Dated : 30.06.2009

Sunil Jha

Director

Rahul Verma

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

(Amount in Rs.)

	2008-09	2007-08
A. CASH FLOW FROM OPERATING ACTIVITIES		
Operating Profit before Working Capital Changes	–	–
Adjustments for :		
Increase/(Decrease) in Trade Payable	2,806	1,500
Net Cash from Operating Activities	2,806	1,500
B. CASH FLOW FROM INVESTING ACTIVITIES		
Preliminary Expenses	–	(42,216)
Pre Operative Activities	(12,076)	(1,500)
	(12,076)	(43,716)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceed from Issue of Shares	100,000	100,000
Increase/(Decrease) in Loans & Advances	(42,216)	42,216
	57,784	142,216
D. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	48,514	100,000
Opening Cash and Cash Equivalents	100,000	–
Closing Cash and Cash Equivalents	148,514	100,000
Closing Cash and Cash Equivalents as per Balance Sheet	148,514	100,000

Note : Figures in brackets denote cash outflow.

As per our report of even date

On behalf of the board

For **H. R. AGARWAL & ASSOCIATES**

Chartered Accountants

CA. Hariram Agarwal

Partner

Membership No. 57625

Place : Kolkata

Dated : 30.06.2009

Sunil Jha
Director

Rahul Verma
Director

SCHEDULES FORMING PART OF THE BALANCE SHEET

(Amount in in Rs.)

	As at March 31, 2009	As at March 31, 2008
1 SHARE CAPITAL		
Authorised		
1,00,000 Equity Shares of Rs. 10/- each	1,00,000	1,00,000
Issued, Subscribed & Paid up		
20,000 Equity Shares of Rs. 10/- each fully paid-up in cash (Previous year - 10,000 Equity Shares)	200,000	200,000
	200,000	200,000
2 LOAN		
Unsecured Short Term Loan (From a body corporate free of interest)	-	42,216
	-	42,216
3 CASH & BANK BALANCES		
Cash-in-Hand	8,324	2,000
Cheque-in-Hand	-	98,000
Cash-at-Bank	140,190	-
	148,514	100,000
4 CURRENT LIABILITIES		
Sundry Creditors for Expenses	4,006	1,500
Liabilities for Expenses	300	-
	4,306	1,500
5 PRELIMINARY EXPENSES		
Preliminary Expenses	42,216	42,216
6 Pre Operative Expenses		
Brought Forward from previous year	1,500	-
Audit Fees	2,500	1,500
Filling Fees	2,091	-
Printing & Stationery	2,578	-
Professional Fees	2,506	-
Travelling Expenses	2,008	-
Bank Charges	393	-
	13,576	1,500

SCHEDULES FORMING PART OF THE ACCOUNTS

7 ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Accounting

The Company prepares its financial statements in accordance with generally accepted accounting practices and also in accordance with requirements of Companies Act, 1956.

1.2 Revenue Recognition

All expenses incurred up to the date of commercial operation are recognized as pre-operative expenses.

1.3 Miscellaneous Expenditure

Miscellaneous Expenditure to the extent not written off is carried forward to be charged to revenue over five years starting from the year of commencement of commercial activity.

1.4 Contingent Liability

No provision is made for liabilities which are contingent in nature, unless it is probable that future events will confirm that an asset has been impaired or a liability incurred as at the balance sheet date and a reasonable estimate of the revenue loss can be made. However, all known material contingent liabilities are disclosed by way of separate note.

2. NOTES TO THE ACCOUNTS

2.1 No Profit & Loss Account have been prepared, as the company is yet to commence the commercial operations.

2.2 The Company has not paid any Managerial remuneration of any kind to the Directors for the year.

2.3 Contingent Liabilities not provided for – NIL.

2.4 Related Party Transactions

As per the Accounting Standard – 18, issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions are discussed below :

a) List of related parties & relationships, where control exists :

Holding company of Reporting Enterprise - Shristi Infrastructure Development Corporation Limited (SIDCL)

b) Related parties & relationships with whom transactions have taken place during the year :

(i) Key Management Personnel

Mr. Sunil Jha - Director

Mr. Rahul Verma - Director

c) Transactions with Related Parties

(Amount in Rs.)

Sl. No.	Relationship	Nature of Expense Amount	Current Year
1.	Holding Company	Temporary Advance taken (interest free)	505/-
		Share Capital (subscriber to Memorandum)	1,00,000/-
	TOTAL		1,00,505/-

2.5 The Company has identified real estate construction as its sole operating segment and the same has been treated as the primary segment. As such no separate segment information has been provided.

SCHEDULES FORMING PART OF THE ACCOUNTS

- 2.6 Since the company is not having any timing difference and permanent difference as prescribed under Accounting Standard - 22 issued by ICAI hence, provision of Deferred Tax is not required.
- 2.7 The Company's Board of Directors at its meeting held on 11th May, 2009, has decided upon a Scheme of Arrangement effective 31.03.2009 by virtue of which the Infrastructure Development Division of the holding company, i.e., Shristi Infrastructure Development Corporation Limited will be demerged to Shristi Hotelciti Pvt. Ltd. for a consideration of Rs. 3.39 Crores. Such Scheme of Arrangement is pending the approval of High Court at Calcutta, the sanction of shareholders and such other approvals as may be required.
- 2.8 Previous year figures have been re-grouped/re-arrange wherever necessary.
- 2.9 Additional information pursuant to Part IV of the Schedule VI to the Companies Act, 1956 is as Annexure - A.

On behalf of the board

For **H. R. AGARWAL & ASSOCIATES**

Chartered Accountants

CA. Hariram Agarwal

Partner

Membership No. 57625

Place : Kolkata

Dated : 30.06.2009

Sunil Jha
Director

Rahul Verma
Director

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Part IV of Schedule VI of the Companies Act, 1956 (As Amended)

Annexure - "A"

I. Registration Details

Registration No.	113303	State Code	21
Balance Sheet Date	31032009		

II. Capital raised during the year (Amount in Rs. Thousand)

Public Issue	N I L	Rights Issue	N I L
Bonus Issue	N I L	Private Placement	100

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

Total Liabilities	200	Total Assets	200
<i>Sources of Funds</i>			
Paid-up Capital	200	Reserves & Surplus	N I L
Share Application	N I L	Unsecured Loans	N I L
<i>Application of Funds</i>			
Net Fixed Assets	N I L	Investments (Pre Operative Expenditure)	N I L
Net Current Assets	144	Miscellaneous Expenditure	56

IV. Performance of the Company (Amount in Rs. Thousand)

Turnover	N I L	Total Expenditure	N I L
Profit before Tax	N I L	Profit after Tax	N I L
Earning Per Share (Rs.)	N I L	Dividend (%)	N I L

V. Generic names of the three principal products of the Company

ITC Code	Not Applicable
Product Description	Development of Hotels

On behalf of the board

For H. R. AGARWAL & ASSOCIATES

Chartered Accountants

CA. Hariram Agarwal

Partner

Membership No. 57625

Place : Kolkata

Dated : 30.06.2009

Sunil Jha
Director

Rahul Verma
Director

DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the Second Annual Report and Audited Accounts for the financial year ended March 31, 2009.

Performance & Operations

The Company was incorporated on 2nd February, 2007. The financial accounts are drawn for the duration starting from 01.04.2008 till 31st March, 2009. No Profit & Loss Account has been prepared since the Company has not commenced commercial operations. However, the Company has incurred a sum of Rs. 2,28,92,598/- as Capital Work-in-Progress during the Financial Year 2008-09, while Cumulative Capital Work-in-Progress as on 31st March, 2009 is Rs. 5,85,03,229/-.

The Company has been working on a Hotel-Mall-Multiplex project at Udaipur, Rajasthan which is progressing satisfactorily.

Year in Retrospect

As the Company has not commenced any commercial operation till 31st March, 2009, it has not been able to earn any profits. However, your Directors are hopeful that after successful completion of its projects in the coming years, the prospect of Company's earning and profitability is going to be one of the best in the industry.

Dividend

The Company being in the initial years of its existence, no dividend is recommended by the management of your Company.

Fixed Deposits

The Company has not accepted any fixed deposits from the public under Section 58A of the Companies Act, 1956.

Material changes since the conclusion of the Financial Year

There has been no material change since the conclusion of the Financial Year.

Directors

During the year under review, Mr. Sujit Kanoria who was acting as Additional Director, ceased to be Director of the Company on the First Annual General Meeting, i.e. 16/07/2008 but was re-appointed as Director of the Company in the same meeting.

During the year under review, Mr. Ravinder Lal Batta, nominee of HUDCO vacated the office of Director as Mr. Rajinder Paul was appointed as Nominee Director of HUDCO on the Board of the Company.

Auditors

The Statutory Auditors of the Company, M/s S. S. Kothari Mehta & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment. A certificate has been received from them confirming therein that their appointment, if made, will be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

Your Directors recommend their re-appointment as Statutory Auditors.

Auditors' Report

The Auditors' observation being self-explanatory have been duly explained in the notes to accounts.

Directors' Responsibility Statement

The Directors of your Company, to the best of their knowledge and belief, confirm the following :

- i) That, the applicable Accounting Standards, as issued by the Institute of Chartered Accountants of India, have been followed in the preparation of the Annual Accounts for the year ended on 31st March, 2009
- ii) That the accounting policies have been selected and applied consistently and judgements and estimates have been made 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 on 31st March, 2009.
- iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the

DIRECTORS' REPORT

provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv) That the Annual Accounts of the Company for the year ended 31st March, 2009, have been prepared on a going concern basis.

Human Resource

Your Company places great importance on development of its human resources for their evolution. Special developmental efforts have been initiated to sharpen the knowledge/skills and customer focus of its committed team of employees at all levels.

Besides, your Company is committed to facilitate the development of a vibrant and proactive work environment where individual needs and aspirations are not only met but exceed beyond that. Your Company's core strength as emerged, is innovation by human resource in the competitive market.

Particulars of Employees

There was no employee in the Company, in receipt of remuneration in excess of the amount prescribed under Section 217 (2A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1988 as amended.

Particulars of Conservation of Energy, Absorption of Technology and Foreign Exchange Earning and Outgo

The Company has no activity relating to conservation of energy and technology absorption during the year under review.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation to the Bankers, various Agencies/Departments of Government and the Employees for their continued co-operation and support.

On behalf of the Board

Place : New Delhi
Date : 24.06.2009

Sujit Kanoria
Director

Rajinder Paul
Director

COMPLIANCE CERTIFICATE

FORM

The Companies (Compliance Certificate) Rules, 2001
[Pursuant To Sub Rule 2 of Rule 3]

CIN : U55101WB2007PTC112974

Nominal Capital : Rs. 500 Lacs.

To,
The Members
Shristi Udaipur Hotels & Resorts Private Limited

We have examined the registers, records, books and papers of **SHRISTI UDAIPUR HOTELS & RESORTS PRIVATE LIMITED** as required to be maintained under the Companies Act, 1956 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 the rules made there under.
2. The Company has filed the forms and returns as stated in **Annexure – 'B'** to this certificate, with the Registrar of Companies as prescribed under the Act and the rules made there under.
3. The Company being private limited company has the minimum prescribed paid-up capital and its maximum number of members during the financial year, excluding present and past employees did not exceed the prescribed limit and it :
 - i. has not invited public to subscribe for its Shares or Debentures ; and
 - ii. has not invited or accepted any deposits.

It may be noted that the Company is a subsidiary of a public company because of which it becomes a public company as per the provision of section 3(1)(iv) though the company contains the words 'private limited'. According the company has minimum prescribed paid-up capital of Rs. 5 lacs.

4. The Board of Directors duly met Six times on 24th June 2008, 26th June 2008, 21st July 2008, 19th September 2008, 18th November 2008 and 23rd March 2009 in respect of which proper notices were given and the proceedings

were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.

5. The Company has not required to closed its Register of Members.
6. The Annual General Meeting for the financial year ended on 31st March 2008 was held on 26th July 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. No Extra-Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has duly complied with provisions of section 297 of the Act in respect of contracts specified in that section.
10. The Company was made necessary entries in the register maintained under section 301 of the Act.
11. As per the information and explanation given and records shown to us as there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members and the Central Government as the case may be.
12. The Board of Directors of the Company has not issued any duplicate share certificate during the year.
13. The Company
 - (i) has delivered all the certificates on allotment of securities in accordance with the provision of the Act. However, the Company had not made any transfer/ transmission of securities during the financial year.

COMPLIANCE CERTIFICATE

- (ii) was not required to deposit any amount in a separate Bank account as no dividend was declared during the financial year.
 - (iii) was not required to post warrant to any members of the Company as no dividend was declared during the financial year.
 - (iv) was not required to transfer any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed for a period of seven years to Investor Education and Protection Fund.
 - (v) has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of directors, additional directors, alternate directors and directors to fill casual vacancies have been duly made.
 15. The Company has not appointed any Managing Director/Whole Time Director/Manager during the financial year.
 16. The Company has not appointed sole-selling agent during the financial year.
 17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar, or such other authorities as may be prescribed under the various provisions of the Act.
 18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
 19. The Company has issued 2940000 Equity Shares during the financial year. There was no issue of any debentures / other securities during the financial year.
 20. As per the information and explanation given and records shown to us the Company has not bought back any shares during the financial year.
 21. There was no redemption of preference shares/ debentures during the financial year.
 22. There were no transactions necessitating the company to keep in abeyance rights to dividend, rights shares, and bonus shares pending registration of transfer of shares.
 23. As per the information and explanation given and records shown to us the Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A of the Companies Act during the financial year.
 24. The amount borrowed by the company from directors/ members/public/financial institutions/banks and others during the financial year under review are within the borrowing limits of the company and that necessary resolution under section 293(1)(d) of the Act have been passed duly convened Annual General Meeting.
 25. The Company has made loans and investments or given guarantees or provide securities to other bodies corporate in accordance with the provisions of the Act.
 26. The Company has not altered the provisions of the Memorandum of Association 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 of Association with respect to the objects of the company during the year under scrutiny.
 28. The Company has not altered the provisions of the Memorandum of Association with respect to name of the Company during the year under scrutiny.
 29. The Company has not altered the provisions of the Memorandum of Association with respect to share capital of the Company during the year under scrutiny.
 30. The Company has not altered its Articles of Association during the financial year.
 31. As per the information and explanation given and records shown to us there was no prosecution initiated against or show cause notice received by the company, during the financial year, for offences under the Act.
 32. As per the information and explanation given and records shown to us the Company has not received security from its employees during the financial year.
 33. As per the information and explanation given and records shown to us the Company had not constituted a separate Provident Fund trust for its employees as contemplated under section 418 of the Act.

Place : New Delhi
Date : 24.06.2009

For **SKP & Co.**
Company Secretaries
CS Sundeep K. Parashar
CP No. 6575

COMPLIANCE CERTIFICATE

ANNEXURE – ‘A’

Registers as maintained by Shristi Udaipur Hotels & Resorts Private Limited :

Statutory Registers :

S. No.	Name of Register(s)	Under Section
1.	Register of Members	150
2.	Register and Returns	163
3.	Minutes Book of Board Meetings and General Meeting.	193
4.	Register of Directors, Managing Director, Manager & Secretary.	303
5.	Register of particulars of contracts in which Directors are interested.	301
6.	Register of Directors' Shareholding.	307

Other Registers :

1.	Share Transfer Register	108
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ANNEXURE - ‘B’

Forms and Returns as filed by **Shristi Udaipur Hotels & Resorts Private Limited** with the Registrar of Companies, during the financial year ending on 31st March, 2009

S. No.	Form No./Return	Filed under section	For	Date of filing
1.	Annual Accounts(Form 23AC & 23ACA)	220 (1)	F. Y. 2007-08	07.01.2009
2.	Annual Return (Form 20B)	159	F. Y. 2007-08	13.02.2009
3.	Form 2	75(1)	24.06.2008	20.08.2008
4.	Form 2	75(1)	18.11.2008	21.02.2009
5.	Form 8	125	02.12.2008	03.12.2008
6.	Din-3	Rule 6 of DIN Rules, 2006	N.A	30.01.2009
7.	Form 23	192	26.07.2008	10.02.2009
8.	Form 32	303(2)	26.07.2008	21.02.2009
9.	Form 32	303(2)	23.02.2008	03.02.2009
10.	Form 32	303(2)	01.08.2008	21.02.2009

Place : New Delhi
Date : 24.06.2009

For **SKP & Co.**
Company Secretaries
CS Sundeep K. Parashar
CP No. 6575

AUDITORS' REPORT

To the Members

Shristi Udaipur Hotels & Resorts Pvt. Ltd.

1. We have audited the attached Balance Sheet of **SHRISTI UDAIPUR HOTELS & RESORTS PVT. LTD.** ('the Company') as at March 31st, 2009 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. No Profit and Loss Account has been prepared since the Company is yet to commence its commercial operations and necessary details as per part II of Schedule VI of Companies Act, 1956 have been disclosed in Note Number 6 of Schedule - 7C of the Balance Sheet.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes, examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. 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.
3. As required by the Companies (Auditors Reports) Order, 2003, as amended by the Companies (Auditors Reports) Amended Order, 2004 (hereinafter referred to as '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 & 5 of the said order.
4. 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 purpose 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.
 - (iii) The Balance Sheet and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (iv) In our opinion, the Balance Sheet and Cash Flow Statement dealt with by this report comply with accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 to the extent applicable;
 - (v) On the basis of written representations received from the Directors as on March 31, 2009 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2009 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - (vi) 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 true and fair view in conformity with the accounting principles generally accepted in India :
 - (i) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009;
 - (ii) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **S. S. KOTHARI MEHTA & CO.**
Chartered Accountants
Yogesh K. Gupta
Partner
Membership No.93214

Place : New Delhi
Date : 24.06.2009

ANNEXURE TO THE AUDITORS' REPORT

(As referred in paragraph 3 of our report to the Members of **Udaipur Hotels & Resorts Pvt. Ltd.** on the accounts for the year ended 31st March, 2009)

- (i) The Company is not carrying any fixed assets as on the date of balance Sheet. Consequently, the provision of clause 4 (i) (a), (b), (c) of the order are not applicable to the company.
- (ii) The Company does not hold any inventory of finished goods, stores, spares parts and raw material. Hence, the provisions of Clause 4 (ii) [(a), (b) & (c)] of the Order are not applicable to the Company.
- (iii) (a) As per the information and explanations provided to us, the Company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act, 1956, therefore provisions of Clause 4(iii) (a), (b), (c) & (d) of Order are not applicable to the Company.
(b) The Company has not taken an unsecured loan from any of the companies covered in the register maintained under Section 301 of the Companies Act, 1956. therefore provisions of Clause 4(iii) (e), (f), (g) & (h) of Order are not applicable to the Company.
- (iv) The Company has neither purchased any inventory nor fixed asset during the year under report. Consequently, clause 4(iv) of the Order is not applicable to the Company.
- (v) (a) As per information and explanations given to us by the management, we are of the opinion that all the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 and need to be entered in to the register maintained under that Section have been so entered.
(b) According to the information and explanations given to us, no transactions have been made in pursuance of aforesaid contracts or arrangements and exceeding the value of Rs. five lakhs.
- (vi) The Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India, the provisions of Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under are not applicable.
- (vii) In our opinion, the Company has an in house departmental internal audit system commensurate with the size and nature of its business and activities.
- (viii) As the Company is not engaged in manufacturing activities, the question of the Central Government prescribing maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 does not arise, and accordingly, Clause 4(viii) of the Order requiring to comment thereon is not applicable.
- (ix) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
(b) According to the information and explanation given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and cess were in arrears as at 31st March, 2009 for a period of more than six months from the date they become payable.
(c) According to the information and explanation given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute.
- (x) The Company has not completed 5 years from its incorporation as it was incorporated on 2nd February 2007, therefore, the provisions of clause 4(x) of the order are not applicable to the Company.
- (xi) The Company has not availed any loan from any financial institution or bank. Further, the Company has not issued any debentures during the year under report.

ANNEXURE TO THE AUDITORS' REPORT (CONTD.)

- (xii) In our opinion and according to the information & explanation given 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) 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) The Company has not dealt or traded in shares, securities and other investments, therefore provisions of Clause 4(xiv) of the Order are not applicable to the Company.
- (xv) As per the information and explanations given to us, during the year the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) The Company has not taken any term loan, therefore provisions of Clause 4 (xvi) of the Order are not applicable to the Company.
- (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) According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- (xix) As per the information and explanations given to us the Company has not issued any debentures. Therefore, the provisions of Clause 4(xix) of the Order are not applicable to the Company.
- (xx) The Company has not raised any money by means of public issue.
- (xxi) According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year.

For **S. S. KOTHARI MEHTA & CO.**

Chartered Accountants

Yogesh K. Gupta

Partner

Membership No.93214

Place : New Delhi

Date : 24.06.2009

Shristi Udaipur Hotels & Resorts Private Limited

BALANCE SHEET AS AT 31.03.2009

(Amount in Rs.)

	Schedule	As at 31st March, 2009	As at 31st March, 2008
SOURCES OF FUNDS			
Shareholders' Fund			
Share Capital	1	49,500,000	20,100,000
Share Application Money		10,658,000	18,178,000
		60,158,000	38,278,000
APPLICATION OF FUNDS			
Fixed Assets			
Capital Work-in-Progress including Capital Advances	2	58,503,229	35,610,631
Current Assets, Loan & Advances			
Cash & Bank Balances	3	913,053	768,244
Loan & Advances	4	7,548,111	6,634,771
Other Current Assets	5	29,698	4,968
	(A)	8,490,862	7,407,983
Less : Current Liabilities & Provisions	6		
- Current Liabilities		6,358,541	4,677,952
- Provisions		518,510	103,622
	(B)	6,877,051	4,781,574
Net Current Assets	(A-B)	1,613,811	2,626,409
Miscellaneous Expenditure			
(To the extent not written off or adjusted)			
Preliminary Expenses		40,960	40,960
		60,158,000	38,278,000

Significant Accounting Policies and Practices & Notes to Accounts 7

The schedules referred to above and notes to accounts form an integral part of the Accounts

As per our report of even date attached

On behalf of the Board

For **S. S. KOTHARI MEHTA & CO.**

Chartered Accountants

Yogesh K. Gupta

Partner

Membership No. 93214

Place : New Delhi

Date : 24.06.2009

Sujit Kanoria
Director

Rajinder Paul
Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

(Amount in Rs.)

	2008-09	2007-08
A. CASH FLOW OPERATING ACTIVITIES		
Net Profit/(Loss) before Taxation and Extraordinary activities	–	–
Adjustments for :		
Interest Income	–	–
Operating Profit Before Working Capital Changes	–	–
Adjustments for :		
(Increase)/Decrease in Trade Receivable	(938,070)	(6,634,771)
Increase/(Decrease) in Trade Payable	2,054,339	4,741,952
Preliminary Expenses	–	(40,960)
	1,116,269	(1,933,779)
Fringe Benefit Tax Paid	(168,617)	(126,297)
Net Cash From Operating Activities	947,652	(2,060,076)
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Capital Work-in-Progress	(22,682,843)	(35,449,680)
	(22,682,843)	(35,449,680)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceed from issue of Shares	29,400,000	20,100,000
Tempory Advance Received	–	14,221,297
Tempory Advance Refunded Back	–	(4,321,297)
Share Application Money	(7,520,000)	8,278,000
	21,880,000	38,278,000
D. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	144,809	768,244
Opening Cash and Cash Equivalents	768244	N.A.
Closing Cash and Cash Equivalents	913,053	768,244

Note :

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statement issued by ICAI.
- Figures in brackets denote cash outflow.

As per our report of even date attached

On behalf of the Board

For **S. S. KOTHARI MEHTA & CO.**

Chartered Accountants

Yogesh K. Gupta

Partner

Membership No. 93214

Place : New Delhi

Date : 24.06.2009

Sujit Kanoria
Director

Rajinder Paul
Director

SCHEDULES FORMING PART OF THE BALANCE SHEET

(Amount in Rs.)

	As at 31st March, 2009	As at 31st March, 2008
1 SHARE CAPITAL		
Authorised		
5,000,000 Equity Shares of Rs. 10/- each	50,000,000	50,000,000
Issued, Subscribed and Paid-up		
4,950,000 equity shares of Rs. 10/- each fully paid-up	49,500,000	20,100,000
(Out of above 30,00,000 shares are held by the holding Company Shristi Urban Infrastructure Development Ltd.)		
(Out of above 19,50,000 shares are held by the ultimate holding Company Shristi Infrastructure Development Corporation Limited		
	49,500,000	20,100,000
2 CAPITAL WORK-IN-PROGRESS		
Sub-Lease Hold Land		
- Land Conversion/Regularisation Charges	7,419,015	7,419,015
- Sub Lease Deed Registration Fee	25,360	25,360
- Stamp Duty	7,524,900	6,812,900
Building		
- Architecture Fee & Project Consultancy	4,353,228	2,846,903
- Plan Approval Charges	5,851,909	5,851,909
- Site Office	100,810	-
Payment to and Provisions for Employees		
- Salary & Allowances	9,606,425	3,781,141
- Leave Encashment	165,146	27,000
- Gratuity	280,822	37,000
- Staff Welfare	437,858	378,729
Travelling & Conveyance Expenses	4,944,541	2,785,178
Sub-Lease Rental	4,381,906	776,452
Consultancy & Professional Charges	5,100,472	2,673,009
Payment to Auditors :		
- Statutory Audit Fee	55,665	28,090
- Certification Fee	2,809	2,809
Security Charges	359,683	231,922
Loan Processing Fee	4,551,025	561,200
Entertainment Expenses	255,810	-
Fees & Subscription	552,080	339,887
Diwali Expenses	125,655	-
Printing & Stationery	131,365	89,392
Office Rent	480,000	240,000
Books & Periodicals	107,193	51,080
Advertisement Expenses	208,000	-

SCHEDULES FORMING PART OF THE BALANCE SHEET

(Amount in Rs.)

	As at 31st March, 2009	As at 31st March, 2008
2 CAPITAL WORK IN PROGRESS (Contd.)		
Repair & Maintenance Expenses - Others	197,363	27,459
Business Promotion	60,000	-
Electricity Expenses	75,563	-
Telephone Expenses, Postage & Courier Charges	356,790	89,100
Bank Charges	41,624	22,976
Miscellaneous Expenses	373,948	346,201
Transportation Charges	590	-
Fringe Benefit Tax	375,674	165,919
	58,503,229	35,610,631
3 CASH & BANK BALANCES		
Cash-in-Hand	137,892	5,689
Balance in Scheduled Bank in Current Account	475,161	462,555
Fixed Deposit*	300,000	300,000
*Deposited as security with Urban Improvement Trust, Udaipur		
	913,053	768,244
4 LOAN & ADVANCES (Unsecured, Considered Good)		
Advance recoverable in cash or in kind or for value to be received	2,504,181	1,634,771
Security Deposits	5,043,930	5,000,000
	7,548,111	6,634,771
5 OTHER CURRENT ASSETS		
Interest accrued but not due	29,698	4,968
	29,698	4,968
6 CURRENT LIABILITIES & PROVISIONS		
Current Liabilities		
Sundry Creditors :		
- Micro, Small and Medium Enterprises suppliers	-	-
- Others	3,210,250	1,640,383
Payable to Holding Company	-	469,032
Deposits - Others	2,996,850	2,496,850
Other Liabilities	151,441	71,687
	6,358,541	4,677,952
Provisions		
Provision for Fringe Benefit Tax (Net of Advance Tax of FBT - Rs. 168,617/-)	80,760	39,622
Provision for Leave Encashment	156,928	27,000
Provision for Gratuity	280,822	37,000
	518,510	103,622

SCHEDULES FORMING PART OF THE ACCOUNTS

7 SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

A. BACKGROUND AND NATURE OF OPERATION

The company was incorporated on 2nd February, 2007 as promoted by Shristi Urban Infrastructure Development Ltd. to carry on the business of hotels, motels, resorts, restaurants, shopping complex, commercial complex, multiplex, etc. and related activities.

B. SIGNIFICANT ACCOUNTING POLICIES & PRACTICES

1. Accounting Conventions

The financial statements are prepared under the historical cost convention on accrual basis and in accordance with the requirements of the Companies Act, 1956 and in compliance with the applicable accounting standards referred to in sub-section (3C) of the Section 211 of the said Act.

2. Use of Estimates

The presentations of financial statements in conformity with the Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reportable amount of assets and liabilities on the date of financial statements and the reportable amount of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognized in the year in which the results are known/materialized.

3. Fixed Assets

- (a) Fixed Assets are stated at cost of acquisition/purchase price inclusive of duties, taxes, incidental expenses, erection/commissioning expenses, interest etc. up to the date the asset is ready for its intended use.
- (b) Capital Work-in-Progress (CWIP) is carried at cost, comprising direct cost and related incidental expenses and interest on borrowings to the extent attributed to them including capital advances.

4. Miscellaneous Expenditure

Preliminary Expenses shall be written off in the year, the company commences the Commercial Operations.

5. Employee Benefits

Gratuity and Leave Encashment are provided for on accrual basis computed as per Actuarial Valuation made at the end of each financial year in accordance with AS-15 (Revised).

6. Leases

Assets taken on lease under which, all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating lease are recognized as expense on accrual basis in accordance with the respective lease agreements.

7. Taxation

(a) Current Tax :

Provision for taxation is ascertained on the basis of assessable profits computed in accordance with the Provision of Income Tax Act, 1961.

(b) Deferred Tax :

- i) Deferred Tax is recognized, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income and accounting income computed for the current accounting year and reversal of earlier years' timing differences.
- ii) Deferred Tax Assets are recognized and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carry forward losses which are recognized to the extent that there is virtual certainty, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

SCHEDULES FORMING PART OF THE ACCOUNTS

(c) Fringe Benefit Tax :

Fringe Benefit Tax is provided on the aggregate amount of fringe benefits determined in accordance with the provisions of Income Tax Act, 1961.

8. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Liabilities which are material, and whose future outcome cannot be ascertained with reasonable certainty, are treated as contingent, and disclosed by way of notes to the accounts. Contingent Assets are neither recognized nor disclosed in the financial statement.

C. NOTES TO THE ACCOUNTS

1. No Profit & Loss Account has been prepared since the company has not commenced commercial operations.

2. Capital Commitment

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance, if any) - Rs. NIL

3. Contingent liabilities

Claims against the Company not acknowledged as debt - Rs. NIL.

4. Information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

5. In the opinion of the management, the value on realization of current assets, loans & advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and provisions for all known liabilities has been made.

6. Capital Work-in-Progress - Details of current year expenses (Amount in Rs.)

Pre Operative Expenses opening balance as on 01.04.2008 (pending capitalization/allocation)	3,56,10,631
Stamp Duty	7,12,000
Architecture Fee & Project Consultancy	15,06,325
Site Office	1,00,810
Payment to and provisions for Employees	
- Salary & Allowances	5,825,284
- Leave encashment	138,146
- Gratuity	243,822
- Staff Welfare	59,129
Travelling & Conveyance Expenses	2,159,363
Sub-Lease Rental	3,605,454
Consultancy & Professional Charges	2,427,463
Statutory Audit Fee	27,575
Security Charges	127,761
Entertainment Expenses	255,810
Fees & Subscription	212,193
Diwali Expenses	125,655
Printing & Stationery	41,973
Office Rent	240,000

SCHEDULES FORMING PART OF THE ACCOUNTS

(Amount in Rs.)

Books & Periodicals	56,113
Advertisement Expenses	208,000
Repair & Maintenance Expenses - Others	169,904
Business Promotion	60,000
Electricity Expenses	75,563
Telephone Expenses, Postage & Courier Charges	267,690
Front End Fees	3,989,825
Bank Charges	18,648
Miscellaneous Expenses	27,747
Transportation Charges	590
Fringe Benefit Tax	209,755
Closing balance as on 31.03.2009	228,92,598

7. Director' Remuneration

(Amount in Rs.)

Particulars	Current Year	Previous Period
Salary (Including allowances and perquisites)#	NIL	2,15,948
	NIL	2,15,948

Excluding contribution towards retirement benefits.

8. Operating Lease

The company has taken office space on cancelable operating lease. Lease Payments of Rs. 2,40,000/- are being included in CWIP.

9. Employee Benefits

As required by the Accounting standard on "Employee Benefits" (AS-15) (Revised 2005), the following disclosures are made :

Gratuity

a) Expenses recognized for the year ended 31.03.2009

(Amount in Rs.)

Particulars	31.03.2009	31.03.2008
- Current Service Cost	90,285	37,000
- Interest Cost	12,694	1,000
- Expected return on Plan Assets	-	-
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Past Service Cost	-	-
- Actuarial (Gain)/Loss on obligation	141320	(1,000)
	2,44,299	37,000

Principal Actuarial Assumption

- Discount rate (based on the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities)	8.00%	7.5%
- Salary increase (Taking into account inflation, seniority, promotion and other relevant factors)	5%	5%
- Expected rate of return on assets	0%	0%
- Expected Average remaining working lives of employees (years)	19.64	19.88

SCHEDULES FORMING PART OF THE ACCOUNTS

b) Net Asset/(Liability) recognized in the Balance Sheet as at 31.03.2009 (Amount in Rs.)		
Particulars	31.03.2009	31.03.2008
- Present value of Defined Benefit Obligation	2,80,822	37,000
- Fair value of Plan Assets	-	-
- Funded status [Surplus/(Deficit)]	(2,80,822)	(37,000)
- Unrecognized Past Service Costs	-	-
- Estimated Net Asset/(Liability) recognized in Balance Sheet	(2,80,822)	(37,000)
c) Change in the obligation for the year ended 31.03.2009 (Amount in Rs.)		
Particulars	31.03.2009	31.03.2008
- Present value of Defined Benefit Obligation as at the beginning of the year (01.04..2008)	36,523	N.A.
- Interest Cost	12,694	1,000
- Past Service Cost	-	-
- Current Service Cost	90,285	37,000
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Benefits Paid	-	-
- Actuarial (Ggain)/Loss on obligation	1,41,320	(1,000)
- Present value of Defined Benefit Obligation as at the end of the year (31.03.2009)	2,80,822	37,000
Leave Encashment		
a) Expenses recognized for the year ended 31.03.2009 (Amount in Rs.)		
Particulars	31.03.2009	31.03.2008
- Current Service Cost	1,04,507	3,000
- Interest Cost	7,341	1,000
- Expected return on Plan Assets	-	-
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Past Service Cost	-	-
- Actuarial (Gain)/Loss	18,492	23,000
	1,30,340	27,000

SCHEDULES FORMING PART OF THE ACCOUNTS

(Amount in Rs.)

Books & Periodicals	56,113
Advertisement Expenses	208,000
Repair & Maintenance Expenses - Others	169,904
Business Promotion	60,000
Electricity Expenses	75,563
Telephone Expenses, Postage & Courier Charges	267,690
Front End Fees	3,989,825
Bank Charges	18,648
Miscellaneous Expenses	27,747
Transportation Charges	590
Fringe Benefit Tax	209,755
Closing balance as on 31.03.2009	228,92,598

7. Director' Remuneration

(Amount in Rs.)

Particulars	Current Year	Previous Period
Salary (Including allowances and perquisites)#	NIL	2,15,948
	NIL	2,15,948

Excluding contribution towards retirement benefits.

8. Operating Lease

The company has taken office space on cancelable operating lease. Lease Payments of Rs. 2,40,000/- are being included in CWIP.

9. Employee Benefits

As required by the Accounting standard on "Employee Benefits" (AS-15) (Revised 2005), the following disclosures are made :

Gratuity

a) Expenses recognized for the year ended 31.03.2009

(Amount in Rs.)

Particulars	31.03.2009	31.03.2008
- Current Service Cost	90,285	37,000
- Interest Cost	12,694	1,000
- Expected return on Plan Assets	-	-
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Past Service Cost	-	-
- Actuarial (Gain)/Loss on obligation	141320	(1,000)
	2,44,299	37,000

Principal Actuarial Assumption

- Discount rate (based on the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities)	8.00%	7.5%
- Salary increase (Taking into account inflation, seniority, promotion and other relevant factors)	5%	5%
- Expected rate of return on assets	0%	0%
- Expected Average remaining working lives of employees (years)	19.64	19.88

SCHEDULES FORMING PART OF THE ACCOUNTS

b) Net Asset/(Liability) recognized in the Balance Sheet as at 31.03.2009 (Amount in Rs.)		
Particulars	31.03.2009	31.03.2008
- Present value of Defined Benefit Obligation	2,80,822	37,000
- Fair value of Plan Assets	-	-
- Funded status [Surplus/(Deficit)]	(2,80,822)	(37,000)
- Unrecognized Past Service Costs	-	-
- Estimated Net Asset/(Liability) recognized in Balance Sheet	(2,80,822)	(37,000)
c) Change in the obligation for the year ended 31.03.2009 (Amount in Rs.)		
Particulars	31.03.2009	31.03.2008
- Present value of Defined Benefit Obligation as at the beginning of the year (01.04..2008)	36,523	N.A.
- Interest Cost	12,694	1,000
- Past Service Cost	-	-
- Current Service Cost	90,285	37,000
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Benefits Paid	-	-
- Actuarial (Ggain)/Loss on obligation	1,41,320	(1,000)
- Present value of Defined Benefit Obligation as at the end of the year (31.03.2009)	2,80,822	37,000
Leave Encashment		
a) Expenses recognized for the year ended 31.03.2009 (Amount in Rs.)		
Particulars	31.03.2009	31.03.2008
- Current Service Cost	1,04,507	3,000
- Interest Cost	7,341	1,000
- Expected return on Plan Assets	-	-
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Past Service Cost	-	-
- Actuarial (Gain)/Loss	18,492	23,000
	1,30,340	27,000

SCHEDULES FORMING PART OF THE ACCOUNTS

(Amount in Rs.)

Principal Actuarial Assumption	31.03.2009	31.03.2008
- Discount rate (based on the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities)	8.00%	7.5%
- Salary increase (Taking into account inflation, seniority, promotion and other relevant factors)	5.0%	5.0%
- Expected rate of return on assets	0%	0%
- Expected Average remaining working lives of employees (years)	19.64	19.88
b) Net Asset/(Liability) recognized in the Balance Sheet as at 31.03.2009 (Amount in Rs.)		
Particulars	31.03.2009	31.03.2008
- Present value of Defined Benefit Obligation	1,56,928	27,000
- Fair value of Plan Assets	-	-
- Funded Status [Surplus/(Deficit)]	(1,56,928)	(27,000)
- Unrecognized Past Service Costs	-	-
- Estimated Net asset/(liability) recognized in Balance Sheet	(1,56,928)	(27,000)
c) Change in the obligation for the year ended 31.03.2009 (Amount in Rs.)		
Particulars	31.03.2009	31.03.2008
- Present value of Defined Benefit Obligation as at the beginning of the year (01.04..2008)	26,588	N.A.
- Interest Cost	7,341	1,000
- Past Service Cost	-	-
- Current Service Cost	1,04,507	3,000
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Benefits Paid	-	-
- Actuarial (Gain)/Loss	18,492	23,000
- Present value of Defined Benefit Obligation as at the end of the year (31.03.2008)	1,56,928	27,000

10. Related Party Transaction

As per Accounting Standard - 18, the Company's related parties transactions are disclose below :

a) List of Related parties & relationships where control exists

(1) Holding Company

Shristi Urban Infrastructure Development Limited (since incorporation)

(2) Ultimate Holding Company

Shristi Infrastructure Development Corporation Limited (SIDCL) (since incorporation)

b) Related party & relationship with whom transactions have taken place during the year

(1) Investing party of the Holding Company of the reporting enterprise

Housing & Urban Development Corporation Limited (since incorporation)

SCHEDULES FORMING PART OF THE ACCOUNTS

c) Transaction with Related Parties					(Amount in Rs.)	
Sl. No.	Name of the Party	Relationship	Nature of Expenses Amount	Current year	Previous Year	
1.	Shristi Urban Infrastructure Development Ltd.	Holding Company	(a) Transfer of : Amount incurred Security Deposits (b) Subscription in Equity (c) Temporary advance taken (Interest Free) and : - Refunded back - Share Application Money Closing Balance : Investment in Equity Share Application Money Amount Payable	3,284/- 5,00,000/- 99,00,000/- NIL NIL 3,00,00,000/- NIL NIL	(2,28,91,935) 20,44,200 2,01,00,000 43,21,297 99,00,000 2,01,00,000/- 99,00,000/- 4,69,032/-	
2.	Shristi Infrastructure Development Corporation Ltd.	Ultimate Holding Company	Share Application Money Equity Share Capital Reimbursement of Expenses Closing Balance : Share Application Money Investment in Equity	3,01,58,000/- 1,95,00,000/- 7,679/- 1,06,58,000/- 1,95,00,000/-	82,78,000/- NIL 27,542/- 82,78,000/-	
3.	Housing & Urban Development Corporation Limited	Investing Party	Project Application Fee Legal & Professional Expenses Front – End Fees	NIL 15,000/- 39,89,825/-	5,61,200	
4.	Mr. Aneet Mehrotra	Director	Director Remuneration	NIL	2,15,948/-	

11. Earning Per Share

In view of no profit & loss statement for the period the calculation of EPS is not applicable.

12. In Accordance with Accounting Standard 22 "Accounting for Taxes on Income", issued by the Institute of Chartered Accountants of India, the company has not recognized the deferred tax assets in its books in the absence of reasonable certainty.
13. Previous year figures have been re-grouped/re-arranged wherever necessary to conform to this year's classification.
14. Additional information pursuant to the provisions of paras 3, 4 C and 4 D of Part II of Schedule VI to the companies Act, 1956 (to the extent applicable) :

Particulars	Current Year	Previous Year
Expenditure in Foreign currency (on Accrual Basis)		
i) Travelling Expenses	NIL	56,100/-
ii) Consultancy	6,56,933/-	13,09,403/-

Signatories to Schedules "1 to 7"
As per our report of even date attached
For **S. S. KOTHARI MEHTA & CO.**
Chartered Accountants
Yogesh K. Gupta
Partner
Membership No. 93214
Place : New Delhi
Date : 24.06.2009

On behalf of the Board

Sujit Kanoria
Director

Rajinder Paul
Director

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Part IV of Schedule VI of the Companies Act, 1956 (As Amended)

I. Registration Details

Registration No. U 5 5 1 0 1 W B 2 0 0 7 P T C 1 1 2 9 7 4

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

II. Capital raised during the year (Amount in Rs. Thousand)

Public Issue NIL Rights Issue NIL

Bonus Issue NIL Private Issue 4 9 5 0 0

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

Total Liabilities 6 0 1 5 8 Total Assets 6 0 1 5 8

Sources of Funds

Paid-up Capital 4 9 5 0 0 Reserve and Surplus NIL

Share Application Money 1 0 6 5 8 Unsecured Loans NIL

Deferred Tax Liability NIL

Application of Funds

CWIP 5 8 5 0 3 Investments NIL

Net Current Assets 1 6 1 4 Miscellaneous Expenditure 4 1

Deferred Tax Assets NIL

IV. Performance of the Company (Amount in Rs. Thousand)

Turnover NIL Total Expenditure NIL

Profit before Tax NIL Profit after Tax NIL

Earning Per Share NIL Dividend NIL

V. Generic names of the three principal products of the Company

ITC Code N A

Product Description Hospitality Activities

On behalf of the Board

For **S. S. KOTHARI MEHTA & CO.**

Chartered Accountants

Yogesh K. Gupta

Partner

Membership No. 93214

Place : New Delhi

Date : 24.06.2009

Sujit Kanoria
Director

Rajinder Paul
Director

CONSOLIDATED AUDITORS' REPORT

To
The Board of Directors
Shristi Infrastructure Development Corporation Limited

We have audited the attached Consolidated Balance Sheet of **SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED**, its subsidiaries and its interests in joint ventures and associate company as at 31st March, 2009, and also the Consolidated Profit & Loss Account and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These consolidated financial statements are the responsibility of the Company's Management 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.

We conducted our audit in accordance with generally accepted auditing standards 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 mis-statement. 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.

Subsidiary Companies

We did not audit the financial statements of subsidiary companies whose financial statements reflect total Net Assets of Rs. 1054.73 Lacs as at 31st March, 2009, and total revenues of Rs. 163.27 Lacs for the year ended and cash Inflows amounting to (Rs. 48.88) Lacs. These financial statements 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, is based solely on the report of the other auditors.

Joint Ventures

We did not audit the financial statements of a joint venture Bengal Shristi Infrastructure Development Ltd., based on which the Company's share of Net Assets as on 31st March, 2009 works out Rs. 2739.07 Lacs and share of Revenue Rs. 372.52 Lacs for the year ended 31st March, 2009. These financial statements have been audited by other auditors, whose reports have been furnished to us, and in our opinion, insofar as it relates to the amounts included in respect of the joint venture, based solely on the report of the other auditors.

We did not audit the financial statements of some other joint ventures, based on which the Company's share of Net Assets as on 31st March, 2009, works out Rs. 7734 Lacs and share of revenue Rs. 182.85 Lacs for the year ended. These audited financial statements have been audited by other auditor whose reports have been furnish to us, and our opinion, insofar as it relates to the amounts included in respect of these joint ventures is based solely on the report of the other auditors. In respect of remaining Joint Ventures based on which the Company's share of Net Assets as on 31.03.2009 worked of Rs. 4760 Lacs and share of Revenue (Rs. 0.84 Lacs), the unaudited financial statements as reviewed by the management, has been furnished to us and our opinion so far as it relates to the amount included in respect of the joint venture is based on management's report.

Associate Company

We did not audit the financials statements of Domina Hotels Pvt. Ltd. as at 31st March, 2009, in which no profit and loss has been prepared as the company is yet to commence the commercial operations. The financial statements have been audited by the other auditors, whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of the associate company, is based solely on the report of the other auditors. The financial statements of such associate reflect a total Net Asset of Rs. 13.99 Lacs as on 31st March, 2009 and Cash Inflows amount to Rs. 27.01 Lacs, further year ended on that date.

We report that the Consolidated Financial Statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard - 21, Consolidated Financial Statements, Accounting Standard - 23, Accounting for Investments

CONSOLIDATED AUDITORS' REPORT

in Associates in Consolidated Financial Statements and Accounting Standard - 27, Financial Reporting of Interests in Joint Ventures, issued by the Institute of Chartered Accountants of India.

Based on our audit and on consideration of 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 consolidated state of affairs of the Company, its subsidiaries and its interests in joint ventures and associate company as at 31st March, 2009.
- b) in the case of the Consolidated Profit and Loss Account, of the consolidated profits of the Company, its subsidiaries and its interests in joint ventures and associate company for the year ended on that date, and
- c) in the case of the Consolidated Cash Flow Statement, of the consolidated cash flows of the Company and its subsidiaries, its interests in joint ventures and associate company for the year ended on that date.

Place : Kolkata
Date : 30.06.09

For **S. S. KOTHARI & Co.**
Chartered Accountants
A. Datta
Partner
Membership No. 5634

CONSOLIDATED BALANCE SHEET AS AT 31.03.2009

(Amount in Rs.)

	Schedule	As at 31st March, 2009	As at 31st March, 2008
I. SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	1	222,000,000	222,000,000
Reserves and Surplus	2	182,138,934	70,543,694
Minority Interest		21,035,822	20,732,871
Loan Funds	3	1,543,701,474	676,667,693
		1,968,876,230	989,944,258
II. APPLICATION OF FUNDS			
Goodwill	4	60,000,000	80,000,000
Fixed Assets	5		
Gross Block		163,042,103	46,043,892
Less : Depreciation		27,470,418	20,807,226
Net Block		135,571,685	25,236,666
Capital Work-in-Progress		135,759,536	135,515,888
Development Rights	6	33,178,198	19,992,242
Deferred Tax Assets		579,349	199,009
Investments	7	126,742,771	21,615,287
Current Assets, Loans and Advances			
Inventories	8	237,867,766	193,912,876
Sundry Debtors	9	570,612,876	284,629,379
Cash and Bank Balances	10	251,887,684	38,983,758
Other Current Assets	11	1,975,674	1,571,862
Loans and Advances	12	882,556,506	624,622,871
		1,944,900,506	1,143,720,745
Less : Current Liabilities and Provisions	13	468,651,986	437,141,228
Net Current Assets		1,476,248,520	706,579,518
Miscellaneous Expenditure	14	796,171	805,649
(To the extent not written off or adjusted)			
		1,968,876,230	989,944,258

Significant Accounting Policies and Notes on Accounts

23

As per our report of even date

On behalf of the Board

For **S. S. KOTHARI & CO.**

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Place : Kolkata

Date : 30.06.2009

Dipak Banerjee
Chairman

Sujit Kanoria
Managing Director

Sanjay Garodia
Chief Financial Officer

Manoj Agarwal
Company Secretary

CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

(Amount in Rs.)

	Schedule	For the year ended 31st March, 2009	For the year ended 31st March, 2008
Income			
Operating Income	15	948,654,489	951,507,182
Other Income	16	23,529,613	17,779,560
Increase/(Decrease) in Work-in-Progress	17	43,861,701	78,304,583
		1,016,045,803	1,047,591,324
Expenditure			
Operating Expenses	18	669,730,747	737,212,037
Personnel Expenses	19	42,739,628	41,498,104
Administrative, Selling and Other Expenses	20	107,048,049	80,809,177
Finance Cost	21	144,260,959	83,134,248
Depreciation/Amortisation	22	6,168,737	5,609,958
		969,948,120	948,263,524
Profit/(Loss) before Tax		46,097,683	99,327,801
Less : Goodwill written off		20,000,000	20,000,000
- Provision for Taxation		15,097,438	11,536,647
- Fringe Benefit Tax		1,321,954	1,258,507
- Deferred Tax		137,609	(18,560)
- Earlier Year		(395,481)	94,610
Profit/(Loss) after Tax		9,936,163	66,456,597
Transfer to General Reserve		-	(3,800,000)
Proposed Dividend		(11,100,000)	(22,200,000)
Provision for Dividend Tax		(1,886,445)	(3,772,890)
Profit for the Period transferred to Schedule - 2		(3,050,282)	36,683,707
Earning Per Share (Face Value Rs. 10/- each)		0.45	2.99

Notes to Consolidated Financial Statements

23

Significant Accounting Policies and Notes on Accounts

As per our report of even date

For **S. S. KOTHARI & CO.**

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Place : Kolkata

Date : 30.06.2009

On behalf of the Board

Dipak Banerjee
Chairman

Sujit Kanoria
Managing Director

Sanjay Garodia
Chief Financial Officer

Manoj Agarwal
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

(Amount in Rs.)

	2008-2009	2007-2008
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before Tax and Extraordinary Items	44,988,827	99,327,833
Adjustments to reconcile Profit before Tax and extraordinary items to Cash provided by Operations		
Depreciation and Amortisation	6,168,846	5,637,312
Miscellaneous Expenditure written off	192,469	165,712
Profit on Sale of Investment	(1,099,935)	-
Profit on Sale of Fixed Asset	(2,267,821)	(10,013)
Liabilities no longer required written back	-	(1,797,426)
Dividend Received	(2,060,592)	-
Interest Expenses	136,591,525	81,159,065
Interest Income	(12,785,292)	(8,862,852)
Operating Profit before Working Capital Changes	169,728,027	175,619,631
Adjustments for (Increase)/Decrease in Working Capital		
Sundry Debtors	(280,990,662)	169,556,659
Inventories	(39,457,768)	(87,886,372)
Loans, Advances & Other Current Assets	(665,332,999)	(49,952,070)
Other Current Assets	168,403	1,261,307
Provision for Contingencies	264,167	(1,694,677)
Current Liabilities and Provisions	185,725,492	27,573,876
Cash generated from Operations	(629,895,341)	234,478,354
Income Tax Paid	(6,775,809)	(4,611,436)
Fringe Benefit Tax Paid	(2,191,529)	(409,101)
Net Cash Flow from Operating Activities	(638,862,678)	229,457,817
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(72,253,094)	(4,841,642)
Proceeds from Sale of Fixed Assets	3,115,842	162,461
Purchase of Investments	(1,358,651,182)	(190,650,098)
Proceeds from Sale of Investments	1,159,859,642	22,600,000
Capital Work-in-Progress	(47,803,328)	(70,970,646)
Pre Operative Expenses	(2,607,989)	(28,837,300)
Dividend Received	2,060,592	2,969,400
Interest Received	12,946,881	4,704,792
Net Cash Flow from Investing Activities	(303,332,636)	(264,863,033)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

(Amount in Rs.)

	2008-2009	2007-2008
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds on Receipt of Share Application Money	143,536,895	-
Proceeds on Issue of Shares	182,331,000	-
Proceeds on Share Premium	120,400,800	178,077,490
Receipt of Borrowings	1,339,529,113	531,845,030
Repayment of Borrowings	(493,622,119)	(817,559,692)
Long Term Borrowing - Public Borrowings	4,323,062	-
Increase in Cash Credit Facilities	18,816,251	212,002,204
Interest Paid	(132,505,849)	(78,823,167)
Dividend Paid	(23,937,024)	(2,969,399)
Dividend Tax Paid	(3,772,890)	(504,649)
Net Cash Flow from Financing Activities	1,155,099,240	22,067,817
Increase/(Decrease) in Cash and Cash Equivalents	212,903,926	(13,337,399)
Cash and Cash Equivalents at the beginning of the year	38,983,758	52,321,158
Cash and Cash Equivalents at the end of the year	251,887,684	38,983,759

In terms of our attached report of even date

As per our report of even date

For **S. S. KOTHARI & CO.**

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Place : Kolkata

Date : 30.06.2009

On behalf of the Board

Dipak Banerjee

Chairman

Sujit Kanoria

Managing Director

Sanjay Garodia

Chief Financial Officer

Manoj Agarwal

Company Secretary

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

(Amount in Rs.)

	As at 31st March, 2009		As at 31st March, 2008	
1 SHARE CAPITAL				
Authorised				
30,500,000 Equity Shares of Rs. 10/- each		305,000,000		305,000,000
Issued, Subscribed & Paid-up				
22,200,000 (Previous year - 22,200,000)				
Equity Shares of Rs.10/- each fully paid-up		222,000,000		222,000,000
		222,000,000		222,000,000
2 Reserves And Surplus				
Special Reserve				
[In terms of Section 36 (1)(viii) of the Income Tax Act, 1961]				
As per last Balance Sheet		26,108,244		26,108,244
General Reserve		4,795,674		4,795,674
Share Premium		120,400,800		-
Profit & Loss Account				
- Opening Balance	39,639,776		3,308,574	
- Transfer from Profit & Loss Account	(3,050,282)		36,683,707	
	36,589,494		39,992,281	
Less : Adjustment for earlier year	6,062,429		-	
Minority Interest	(307,151)	30,834,216	352,505	39,639,776
		182,138,934		70,543,694
3 LOAN FUNDS				
Secured Loan				
Working Capital Loan from Banks	281,396,347		262,403,709	
Term Loan				
- Car Loan	128,708		305,095	
- Financial Institution	198,425,720	479,950,775	146,691,969	409,400,773
		479,950,775		409,400,773
Public Deposits				
Public				
- Unclaimed	535,572		943,413	
- Unclaimed Interest Accrued and Due	772,693	1,308,265	1,137,451	2,080,864
Short Term Loans				
- Bank	349,833,945		-	
- Bodies Corporate	712,608,489	1,062,442,434	265,186,056	265,186,056
		1,543,701,474		676,667,693

Note :

- (i) Working Capital Loan from Banks are secured by first charge on Fixed Assets Hypothecation.
- (ii) Loan from Financial Institution is secured by charge of Land & the Structure standing there upon.

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

(Amount in Rs.)

	As at 31st March, 2009	As at 31st March, 2008
4 GOODWILL		
As per last Balance Sheet	60,000,000	80,000,000
	60,000,000	80,000,000

(Amount in in Rs.)

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 1.4.2008 (1)	Additions (2)	Deductions/ Adjustments (3)	As at 31.03.2009 (4) (1+2-3)	As at 1.4.2008 (5)	For the year (6)	Adjustment during the year (7)	As at 31.03.2009 (8) (5+6-7)	As at 31.03.2009 (9) (4-8)	As at 31.3.2008 (10) (1-5)
Land	10,475,063	68,979,625	-	79,454,688	-	-	-	-	79,454,688	10,475,063
Building	33,899,889	451,441	648,525	33,702,805	9,252,497	500,987	34,383	9,719,101	23,983,704	24,647,393
Plant & Machineries	18,526,788	138,529	802,765	17,862,552	4,565,869	1,432,633	527,880	5,470,622	12,391,930	13,960,919
Office Equipment	2,923,738	399,860	19,283	3,304,315	1,249,252	211,479	2,855	1,457,877	1,846,439	1,674,486
Computers	6,753,183	400,819	1,294	7,152,707	3,420,744	1,149,437	-	4,570,180	2,582,527	3,332,439
Vehicles	2,179,999	517,199	-	2,697,198	1,658,372	225,312	-	1,883,684	813,514	521,627
Furniture & Fixture	17,487,433	1,366,027	(14,377)	18,867,838	3,073,848	1,295,105	-	4,368,954	14,498,884	14,413,585
TOTAL	92,246,093	72,253,500	1,457,490	163,042,103	23,220,582	4,814,953	565,118	27,470,418	135,571,685	69,025,512
Previous Year Figure	44,152,372	5,641,017	3,749,497	46,043,892	21,134,891	3,269,384	3,597,049	20,807,226	25,236,666	-

Note : Depreciation of Rs. 55,489/- during the year (Previous year - Rs. 76,224/-) on account of Subsidiaries & Joint Ventures transferred to Capital Work-in-Progress

	As at 31st March, 2009	As at 31st March, 2008
6 DEVELOPMENT RIGHTS		
Opening Balance	27,461,139	27,254,026
Add/(Less) : During the period	14,249,468	207,113
Closing Balance	41,710,608	27,461,139
Amortisation		
Opening Balance	7,468,898	5,054,033
Add : For the year	1,063,512	2,414,865
Closing Balance	8,532,410	7,468,898
Net Block	33,178,198	19,992,242

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

(Amount in Rs.)

	As at 31st March, 2009	As at 31st March, 2008
7 INVESTMENT		
Other Than Trade - (at cost fully paid up unless otherwise specified)		
QUOTED		
Equity Shares		
Sterling Guarantee & Finance Limited @ #	226,500	226,500
15,100 (Previous year - 15,100) Equity Shares of Rs. 10/- each fully paid-up		
	226,500	226,500
UNQUOTED		
Equity Shares		
Telerama (India) Limited (in liquidation) #	109,022	109,022
9,500 (Previous year - 9,500) Equity Shares of Rs. 10/- each fully paid-up		
Continental Commercial Company Limited #	1,420,000	1,420,000
14,200 (Previous year - 14,200) Equity Shares of Rs. 100/- each fully paid-up		
	1,529,022	1,529,022
In Associates		
Domina Hotels Private Limited		
NIL (Previous year - 5,000) Equity Shares of Rs.10/- each fully paid-up	-	50,000
	-	50,000
Other Investments		
Mutual Fund - Unquoted	105,523,244	-
National Savings Certificates (Lodged as Security)	473,500	473,500
	105,996,744	473,500
At Cost	21,093,720	21,093,720
Less : Depreciation	347,693	1,933
	20,746,027	21,091,787
Less : Provision for diminution in value	1,755,522	1,755,522
Net Investment	126,742,771	21,615,287

@ Market Value Not Available

Provision made for diminution in value

Market Value of Quoted Investments

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

(Amount in Rs.)

	As at 31st, March, 2009	As at 31st March, 2008
8 INVENTORIES (As taken, valued and certified by the management)		
Finished Goods	9,21,608	12,241,927
Raw Materials	40,173,680	40,080,492
Work-in-Progress	187,772,477	141,590,457
	237,867,766	193,912,876
9 SUNDRY DEBTORS (Unsecured, Considered good)		
Due for a period exceeding six months	116,494,968	114,877,206
Other Debts	454,117,908	169,752,173
	570,612,876	284,629,379
10 CASH AND BANK BALANCES		
Cash in Hand	4,297,100	3,504,076
Cheques in hand	—	98,000
Balance with Scheduled Banks :		
- In Current Accounts	15,952,857	23,476,546
- In Special Account (Relating to Public Deposit)	1,327,631	2,029,109
- In Fixed Deposit Accounts	230,310,095	9,876,027
	251,887,684	38,983,758
11 OTHER CURRENT ASSETS		
Interest Accrued on Others	1,975,674	1,571,862
	1,975,674	1,571,862
12 LOANS AND ADVANCES		
Unsecured - (Considered good unless otherwise stated)		
Loans		
Bodies Corporate	27,210,789	—
Housing Loan	5,984,379	6,412,905
Advances recoverable in cash or in kind or for value to be received	701,358,494	443,134,031
Share Application Money	600,000	600,000
Advance Fringe Benefit Tax	128,294	71,036
Advance Income Tax including Tax Deducted at Source	60,795,310	35,103,162
Prepaid Expenses	666,130	609,853
Security Deposits and Other Deposits :		
- Government Authorities	219,000	142,150
- Others	85,594,110	138,549,734
	882,556,506	624,622,871

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

(Amount in Rs.)

	As at 31st March, 2009	As at 31st March, 2008
13 CURRENT LIABILITIES AND PROVISIONS		
Current Liabilities		
Sundry Creditors	166,250,541	195,271,842
Interest Accrued but not due on Inter - Corporate Deposits	3,000,280	3,220,723
Liabilities for Expenses	3,812,297	5,364,187
Advance received from clients	47,515,933	25,172,870
Security Deposit	121,900,863	120,000,000
Other Liabilities	83,371,459	42,435,389
	425,851,373	391,465,011
Provisions		
Provision for Contingencies and Doubtful Advances	250,000	930,138
Provision for Fringe Benefit Tax	279,119	1,043,875
Provision for Taxation	26,230,284	15,632,485
Provision for Gratuity	1,717,019	1,076,308
Provision for Proposed Dividend	11,100,000	22,200,000
Provision for Dividend Tax	1,886,445	3,772,890
Provision for Leave Encashment	1,337,746	1,020,520
	468,651,986	437,141,228
14 MISCELLANEOUS EXPENSES (To the extent not written off or adjusted)		
Preliminary Expenses	782,595	665,242
Deferred Revenue - Pre Operative Expenditure	13,576	140,407
	796,171	805,649

SCHEDULES FORMING PART OF THE CONSOLIDATED PROFIT & LOSS ACCOUNT

(Amount in Rs.)

	Year ended 31.03.2009	Year ended 31.03.2008
15 OPERATING INCOME		
Income from Contracts	914,127,416	856,271,071
Income from Development	18,200,505	77,776,709
Consultancy Income	16,326,568	17,459,402
	948,654,489	951,507,182
16 OTHER INCOME		
Interest		
- Fixed Deposits/National Savings Certificates	9,358,213	7,218,125
- Others	2,506,526	1,644,728
Profit on Sale of Fixed Assets	2,267,821	10,013
Dividend received on Long Term Investments	2,060,592	2,969,400
Provision for contingencies written back	1,608,628	1,797,426
Profit on Sale of Investment	1,099,935	-
Miscellaneous Receipt	4,627,898	4,139,868
	23,529,613	17,779,560
17 INCREASE/(DECREASE) IN WORK-IN-PROGRESS		
Closing Stock :		
Work-in-Progress	197,694,085	153,832,384
	197,694,085	153,832,384
Less : Opening Stock		
Work-in-Progress	153,832,384	89,939,629
Less : Amount Transferred to Fixed Assets	-	14,411,828
	43,861,701	78,304,583
18 OPERATING EXPENSES		
Opening Stock	39,041,693	30,498,735
Add : Purchases	142,127,488	105,847,471
Less : Closing Stock	39,954,675	39,041,693
	141,214,506	97,304,513
Sub Contractor's Expenses	-	2,629,376
Other Development Expenses	85,885,537	43,798,960
Repairs and Maintenance - Plant & Machineries	-	86,640
Construction Expenses	416,547,257	580,215,060
Consumable and Fuel Expenses	4,737,627	2,899,410
Insurance Cost	1,943,574	-
Miscellaneous Site Expenses	19,402,246	10,278,078
	669,730,747	737,212,037

SCHEDULES FORMING PART OF THE CONSOLIDATED PROFIT & LOSS ACCOUNT

(Amount in Rs.)

	Year ended 31.03.2009	Year ended 31.03.2008
19 PERSONNEL EXPENSES		
Salaries, Wages and Allowances	38,195,694	37,043,030
Contribution to Provident Fund	2,163,261	2,357,697
Staff Welfare Expenses	2,380,673	2,097,377
	42,739,628	41,498,104
20 ADMINISTRATIVE, SELLING AND OTHER EXPENSES		
Business Developmental Expenses	5,057,487	3,389,162
Consultancy, Professional Fees and Other Service Charges	46,271,039	22,048,203
Director's Sitting Fees	104,000	84,999
Rent	3,635,861	2,616,975
Rates and Taxes	3,081,376	1,202,579
Electricity Charges	1,831,086	945,801
Insurance Cost	228,150	338,310
Printing and Stationery	3,695,967	1,291,498
Postage, Telephone and Telegram Expenses	3,240,996	3,236,766
Travelling and Conveyance Expenses	22,463,620	20,291,737
Repairs and Maintenance	2,517,614	4,165,063
Remuneration to Auditor	582,779	373,844
Advertisement	2,144,197	3,243,222
Irrecoverable Debts & Advances written off	7,833,332	6,338,247
Deferred and Preliminary Expenses written off	192,469	165,712
Miscellaneous Expenses	4,168,076	11,077,058
	107,048,049	80,809,177
21 FINANCE EXPENSES		
Interest - Others	136,059,345	81,113,662
Bank Charges	2,284,757	750,635
Bank Fees & Commission	5,916,856	1,269,951
	144,260,958	83,134,248
22 DEPRECIATION / AMORTISATION		
On Fixed Assets (Refer Schedule 5)	4,814,953	3,193,160
On Amortisation of Development Rights (Refer Schedule 6)	1,063,512	2,414,865
On Investment Properties (Refer Schedule 7)	345,760	1,933
	6,224,226	5,609,958

SCHEDULE FORMING PART OF THE ACCOUNTS

23 SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON CONSOLIDATED ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES

(i) **Basis of Accounting**

The financial statements are prepared and presented in accordance with Generally Accepted Accounting Principles in India and the provisions of the Companies Act, 1956, in all material respects. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company.

(ii) **Principles of Consolidation**

For preparation of these Consolidated Financial Statements (CFS), in keeping with the AS - 21 on Consolidated Financial Statements and AS - 23 on accounting for Investments in Consolidated Financial Statements issued by the Institute of Chartered Accountants of India :

- (a) The financial statements of the Holding Company, its subsidiaries and joint ventures have been combined on line by line basis by adding together like items of Assets, Liabilities, Income and Expenses excluding intra-group balances and transactions resulting in to unrealized profits or losses.
- (b) The effect of intra group transactions between SIDCL and its subsidiaries is eliminated in consolidation.
- (c) Regarding Investments in subsidiaries, minority interest in the net assets of consolidated subsidiary consist of :
 - I) The amount of equity attributable to minorities at the date of which Investment in the subsidiary is made.
 - II) The minority's share of movements in equity since the date of the parent subsidiary relationship came into existence
 - III) Minority interest's share of net profit for the year of consolidated subsidiary is identified and adjusted against profit after tax of the group.
- (d) Uniform accounting policies for like transactions and other events in similar circumstances have been adopted and presented to the extent possible, in the same manner as the parent Company's separate financial statements.
- (e) Investments, i.e., long-term investments, in subsidiaries, joint ventures and associate companies are valued at cost. Provision for diminution in value, other than temporary, is considered wherever necessary on an individual basis.

2. NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

- a) In accordance with Accounting Standard - 21 "Consolidated Financial Statements" issued by The Institute of Chartered Accountants of India, the Consolidated Financial Statements of Shristi Infrastructure Development Corporation Limited include the financial statements of all its subsidiaries which are more than 50% owned and controlled. Subsidiaries that have subsidiaries have been considered for preparation of the Consolidated Financial Statements of Shristi Infrastructure Development Corporation Limited. Investment in Associate Company has been considered in accordance with the requirements of Accounting Standard - 23 "Accounting for Investments in Associates" issued by The Institute of Chartered Accountants of India.
- b) The Consolidated Financial Statement (CFS) comprise the financial statements of Shristi Infrastructure Development Corporation Limited, its Subsidiaries and its interest in Joint Ventures and Associate Company as on 31.03.2009, which are as under :

Name of the Company	% Shareholding
(i) Subsidiaries :	
Shristi Urban Infrastructure Development Limited	60.00
Vivekananda Skyroad Limited	98.80
Border Transport Infrastructure Development Limited	99.32
Shristi Hotelciti Private Limited	100.00

SCHEDULE FORMING PART OF THE ACCOUNTS

Name of the Company	% Shareholding
(ii) Sub-subsidiary :	
Shristi Udaipur Hotels & Resorts Private Limited	60.00
(iii) Joint Ventures :	
Bengal Shristi Infrastructure Development Limited	49.78
Asian Healthcare Services Limited	9.98
TSCCF Shristi Infrastructure Development Limited	49.00
Shristi Hotel Private Limited	50.167
(iv) Associate :	
Domina Hotels Private Limited	50.00

c) Contingent Liabilities : (Amount in Rs.)

Particulars	Shristi & Subsidiaries	Joint Ventures	2008-09	2007-08
ESI claim not acknowledged	44,078/-	-	44,078/-	44,078/-
Income Tax demand not acknowledged	-	-	-	2,70,133/-
Outstanding Bank Guarantee	4,78,08,000/-	4,82,902/-		3,99,40,902/-

d) Basic and Diluted Earning Per Share :

Earning Per Share has been considered as per the guidance of AS - 20 issued by The Institute of Chartered Accountants of India.

	2008-09	2007 - 08
Number of Shares	2,22,00,000	2,22,00,000
Profit after Tax (Rs.)	99,36,163	6,64,56,598
Basic & Diluted Earning Per Share (Rs.)	0.45	2.99
Face Value per Equity Share (Rs.)	10/-	10/-

e) Accounting Policies and Notes on Accounts for the financial statement of the Company, Subsidiaries and Joint Ventures are stated in their respective financial statement.

f) Previous year's figures has been re-grouped and/or re-arranged wherever considered necessary.

On behalf of the Board

For **S. S. KOTHARI & CO.**

Chartered Accountants

A. Datta

Partner

Membership No. 05634

Place : Kolkata

Date : 30.06.2009

Dipak Banerjee
Chairman

Sujit Kanoria
Managing Director

Sanjay Garodia
Chief Financial Officer

Manoj Agarwal
Company Secretary

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Shristi Infrastructure Development Corporation Ltd.

Registered Office:

Ganga Jamuna Building, 28/1 Shakespeare Sarani, Kolkata - 700017

Tel: +91 33 4020 2020, Fax: +91 33 2287 8379

E-mail: kolkata@shristicorp.com

Corporate Office:

D 2, Southern Park, Saket Place, Saket, New Delhi - 110017

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E-mail: corporate@shristicorp.com

Website: www.shristicorp.com

