ANNUAL REPORT 2009-2010

ADVANCE POWERINFRA TECH LIMITED

(FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LIMITED)

BOARD OF DIRECTORS:

- MR. AKHILESH KOTIA
- 2. MRS. CHARU KOTIA
- 3. MR. GAURAV JAIN
- 4. MR. MANOJ KUMAR BANKA

AUDITORS:

BHALOTIA & CO.
CHARTERED ACCOUNTANT

COMPANY LAW CONULTANT:

A.K. LABH & CO.
COMPANY SECRETARIES

REGISTRAR & SHARE TRANSFER AGENT:

MAHESHWARI DATAMATICS PVT. LTD. 6 MANGOE LANE, 2ND FLOOR KOLKATA -700001

BANKERS:

CITI BANK KOLKATA

REGISTERED OFFICE:

4 CHANDNI CHOWK STREET KOLKATA-700072

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the members of the company will be held at MARSONS HOUSE, Budge Budge Trunk Road, Chakmir, Maheshtala, Kolkata-700142 on Thursday, the 30th day of September, 2010 at 12.30 P.M. to transact the following business:

As ordinary business:

- To consider and adopt the Balance Sheet as at 31st March, 2010, the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon.
- To appoint a Director in place of Mr. Manoj Kumar Banka, who retires by rotation and being eligible offers himself for reappointment.
- To re-appoint retiring Auditors of the Company, M/s. Bhalotia & Co., Chartered Accountants to hold office from the
 conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their
 remuneration.

By Order of the Board For Advance Powerinfra Tech Limited

Place: Kolkata Date: 27.08.2010 Akhilesh Kotia Director

NOTES

- The register of members and the share transfer books of the Company shall remain closed from 23rd September, 2010 to 30th September, 2010. (both days inclusive.)
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself/herself
 and the proxy need not be a member of the Company. However, the proxy forms duly filled up must be lodged with the
 company before 48 hours of the meeting.
- Please note that as per the notifications of SEBI, the company's equity shares have been under compulsory demat trading mode for all the investors. You are therefore, requested to demat your shareholding to avoid inconvenience in future.
- Members are requested to:
 - a) Notify change of address, if any.
 - b) Send Query (ies), if any, regarding audited accounts atleast 10 days before meeting.
 - c) Bring with them their copy of the Annual Report in the meeting
 - d) Carry their identity proof to produce at the venue for security reasons.
- Information pursuant to Clause 49 of the Listing Agreement in connection with the Directors seeking appointment/reappointment:

Name of Director	Mr. Manoj Kumar Banka	
Date of Birth	12.09.1965	
Date of Appointment	15.03.2004	
Qualification	M. Com	
Experience	Young dynamic possess vast business experience	
Directorship in other Public Limited Companies	Marsons Limited	
Chairman/ Membership of the Committee of other Public Limited Company	Chairman of Audit Committee of Marsons Limited Chairman of Shareholders'/Investors Grievance Committee of Marsons Ltd. Chairman of Remuneration Committee of Marsons Limited	

By Order of the Board For Advance Powerinfra Tech Limited

Place: Kolkata Date: 27.08.2010

Akhilesh Kotia Director

DIRECTORS' REPORT

Your Directors present the 16^h Annual Report and Audited Accounts of Company for the year ended 31st March, 2010.

FINANCIAL HIGHLIGHT:

NANCIAL HIGHLIGHT.	For the Year Ended 31.03.2010 Rs. (In Lacs)	For the Year Ended 31.03.2009 Rs.(In Lacs)
Turnover	13.21	29.88
Profit/(Loss) before Taxation	(2.06)	0.71
Provision for Taxation	0.00	0.30
Deferred Tax	(0.39)	0.32
Profit/(Loss) after Taxation	(1.10)	1.89

DIVIDEND:

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

CURRENT YEAR AND FUTURE PROSPECTS:

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

FIXED DEPOSIT:

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

PARTICULARS OF EMPLOYEES:

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

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

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

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

DIRECTORS:

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

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors confirm:

- i) that in the preparation of the Annual Accounts, the applicable accounting standards has been followed except AS 15 as t company follow the policy of pay as you go in respect of gratuity and leave encashment.
- that the Directors have selected such accounting policies and applied them consistently and made judgments a estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at t end of the financial year ended 31" March, 2010 and of the profit of the company for the year.
- that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordar with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing a detecting fraud and other irregularities.
- iv) that the Directors has prepared the annual accounts on a going concern basis.

AUDITORS' REPORT:

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

AUDITORS:

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

COMPLIANCE CERTIFICATE

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

LISTING:

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

CORPORATE GOVERNANCE:

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

ACKNOWLEDGEMENT:

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

Registered Office:

4, Chandni Chowk Street Kolkata-700072

Date: 27.08.2010

By Order of the Bi For Advance Powerinfra Tech Lim

Charu Kotia Director Akhilesh H

CORPORATE GOVERNANCE:

1. Company's philosophy on code of Governance:

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

2. Board of Directors:

a) Composition and category of Directors

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

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

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

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

			1.12
Name of Director	No. of Board	No. of Board	Attendance at the
	Meetings held	Mettings attended	last A. G. M.
 Mr. A.Kotia 	5	5	Yes
Mrs. Charu Kotia	5	5	Yes
3. Mr. Gaurav Jain*	5	and the state of the state of	No
4. Mr. Manoj Kumar Banka	5	5	Yes
* Leave of absence was arouted			163

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

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

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

d) Details of Board Meetings held during the year:

	The state of the s	
Date	Board Strength	No. of Directors present
29.06.2009	4	3
31.07.2009	4	3
31,10.2009	4	3
30.01.2010	4	3
31.03.2010	4	3

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

Mr. Manoj Kumar Banka

Date of Birth	12.09.1965
Date of Appointment	15.03.2004
Qualification	M. Com
Experience	Young dynamic possess vast business experience
Directorship in other Public Limited Companies apart from this Company	Marsons Limited
Chairman/ Membership of the Committee in which he is a Director apart from this Company	Chairman of Audit Committee of Marsons Limited Chairman of Shareholders'/Investors Grievance Committee of Marsons Limited Chairman of Remuneration Committee of Marsons Limited

Shares of the company held by Mr. Manoj Kumar Banka or for other persons on beneficial basis, as on 31st March, 2010:

i) Own - nil

ii) On beneficial Basis - nil

Code of Conduct:

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

3. Committee of the Board:

(a) Audit Committee:

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

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

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

	30.04.09	29.06.09	31.07.09	31.10.09	30.01.10
Mr. Manoj Kumar Banka	Yes	Yes	Yes	Yes	Yes
Mr. Gaurav Jain	Yes	No	No	No.	No
Mrs Cahru Kotia	Yes	Yes	Yes	Yes	Yes

* Functions of the Committee

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

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

2. Hold discussions with:

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

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

(b) Remuneration Committee:

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

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

No Committee meeting was held during the year.

* Functions of the Committee:

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

Remuneration Policy:

The remuneration policy is directed towards rewarding performance based on review of achievements periodical basis. The remuneration policy is in consonance with the existing industry practice. No sitting fee was to any director for attending any meeting of the Board of Directors of the company and committee thereof Director of the Company draw any remuneration from the company.

Shares/Convertible Insturments held by Non-Executive Directors as on 31.03.2010:

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

(c) Shareholders'/Investors' Grievance Committee:

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

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

The committee met on 15.02.2010, during the year and was attended by all the members

Compliance Officer

: Mr. Akhilesh Kotia, Director

Phone No.

: (033)22127189

Fax No.

: (033)22126484

email

: marsonspower@vsnl.net

website

: marsonsonline.com

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

Functions and activities:

The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the securities transfer. The Committee also looks into redressal of Shareholders'/Investors' complaints like transfer of shares, non-receipt of Balance Sheet etc. during the year under review the Company has generally processed all the applications within time except for certain cases due to unavoidable reasons. There was no unresolved matter as on 31.03.2010

* Share Transfer System:

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

During the year 2 Share transfer deeds comprising of 200 shares were received for Physical Transfer. Requests received for dematerialization of shares were generally processed promptly. During the year total number of shares dematerialization were as follows:

NSDL

13300

CDSL

1600

No Complaint have been received during the year and the number of complaints lying pending as on 31st March, 2010 was NIL.

General Body Meetings:

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

Year	Location	Date	Time
2006-2007	4, Chandni Chowk Street Kolkata – 700072	28.09.2007	11.30 A.M.
2007-2008	- do -	30.09.2008	11.30 A.M.
2008-2009	- do -	08.08.2009	11.00 A.M.

Note: There were no special resolutions required to be passed through Postal Ballot at any of the above general meetings.

None of the resolutions proposed for the ensuing Annual General Meeting need to be passed by Postal Ballot.

Extra Ordinary General Meeting held in last three financial year:

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

Disclosures:

(i) The financial statements are prepared following the Accounting Standards and there are no deviations from it.

(ii) Disclosures on materially significant related party transactions, i.e. transactions of the Company of material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the company at large:

There are no significant transactions with related parties which may have a potential conflict with the interests of the Company. The Register of Contracts containing transactions in which directors are interested is placed before the Board regularly.

(iii) Details of non-compliance by the company, penalties, structures imposed on the Company by the Stock Exchange or SEBI or any statutory authority or any matter related to Capital Markets, during the last three years:

There were no such significant instances of non-compliances of any matter related to the capital markets during the last year.

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

6. Subsidiary Company:

The company does not have any subsidiary company.

7. Means of Communication:

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

8. Management Discussion & Analysis Report:

Already dealt in the Director's Report itself.

9. CEO/CFO Certificate

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

10. General Shareholder Information:

(a) Annual General Meeting:

Date & Time : Thursday 30th day of September, 2010 at 12.30 P.M.

Venue : MARSONS HOUSE, Budge Budge Trunk Road, Chakmir, Maheshtala Kolkata – 700142

(b) Financial Calendar 2010-11(tentative)

Annual General Meeting (next year)

Results for the quarter ending June 30, 2010

Results for the quarter ending Sept. 30, 2010

Results for the quarter ending Dec. 31, 2009

Results for the quarter ending Mar, 31, 2011

- September, 2011

- 2nd week of Aug, 2010

- 2nd week of Feb, 2011

- 2nd week of Feb, 2011

(c) Book Closure date:

23.09.2010 to 30.09.2010 (both days inclusive)

(d) Listing:

Shares are listed at :

i) The Calcutta Stock Exchange Association Ltd.

7, Lyons Range, Calcutta – 700001.

ii) Bombay Stock Exchange Ltd.

Phiroze Jeejeebhoy Towers, Dalal Street

Mumbai - 400001.

The Listing Fee has been paid upto March, 2011 with the Bombay Stock Exchange.

(e) Demat

ISIN No. INE 009D01017

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

(g) Registrar & Share Transfer Agent:

Maheshwari Datamatics Private Limited

6, Mangoe Lane, 2nd Floor

Kolkata - 700001

Phone: 2243-5029/5809, 2248-2248

Fax: (033) 2248-4787 Email:mdpl@cal.vsnl.net.in

(h) (i) Distribution of Shareholding (as on 31.03.2010)

(i) Distribution of Shareholding (a		
Category	No. of Shares Held % o	of Share Holding
A. Promoter (s) Holding		
1. Promoters		
a. Indian Promoters	1448600	38.6293
b. Foreign Promoters		
2. Persons Acting in Conce	ert	
Sub-Total	1448600	38.6293
B. Non-Promoters Holding		
3. Institutional Investors		
a. Mutual Funds and UT	-	-
b. Banks, Financial Instit	utions,	-
Insurance Companies	(Central/	
State Govt. Institution	s/Non-	
Government Institution	ons)	
c. FIIS	-	-
Sub-Total	-	**
4. Others		
a. Private Corporate Bo	dies 673500	17.9413
b. Indian Public	1627900	43.4107
c. NRIs/OCBs		**
d. Any Other	-	
Sub-Total	2301400	61.3707
CD 1110 TOT		

GRAND TOTAL 3750000

100.0000

(ii) Distribution Schedule (as on 31.03.2010)

Share Holding	Share Holder Number	%	No. of Shares	%
1 to 500	2873	82.5812	496190	13.2317
501 to 1000	289	8.3070	245510	6.5469
1001 to 2000	164	4.7140	246000	6.5600
2001 to 3000	45	1.2935	113100	3.0160
3001 to 4000	18	.5174	64600	1.7227
4001 to 5000	19	.5461	89900	2.3973
5001 to 10000	35	1.0060	274000	7.3067
10001 and above	36	1.0348	2220700	59.2187
	3479	100.0000	3750000	100.0000

(iii) Share Holding Pattern as on 31.03.2010

	Sharehol	ders	Share	
	No.	%	No.	%
Physical	2847	81.83	2831711	75.51
NSDL	490	14.09	803993	21.44
CDSL	142	4.08	114296	3.05
TOTAL	3479	100.00	3750000	100.00

Address for correspondence : 4, Chandni Chowk Street, Kolkata – 700072

ii) Any query on Annual Report : 4, Chandni Chowk Street, Kolkata – 700072

iii) Investor's Correspondence:

Maheshwari Datamatics Private Limited 6, Mangoe Lane, 2nd floor, Kolkata – 700001 Phone No.: (033)2243-5029/5809, 2248-2248

Fax No. : (033)2248-4787 email : mdpl@cal.vsnl.net.in

12. Cautionary Statement:

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

13. Certificate:

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

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

Registered Office: 4, Chandni Chowk Street Kolkata-700072

Date: 27.08.2010

By Order of the Board For Advance Powerinfra Tech Limited

Charu Kotia Director Akhilesh Kotia Director A. K. LABH & CO.

Company Secretaries

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

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

To the Members of Advance Powerinfra Tech Limited

We have examined the compliance of Conditions of Corporate Governance by Marson's Power & Infrastructure Develops Limited, for the period ended on 31st March, 2010, as stipulated in clause 49 of the Listing Agreement of the Company with Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Companicomplied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

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

For A. K. LABH & Company Secret

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

CS A. K. Prop

C.P.

Dated the 27th of August, 2010

CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY

This is to confirm that a code of conduct for the Board Members and Senior Management Personnel of the Company has been

adopted by the Board and the same was also circulated and posted on the website of the Company. The Company received

declarations affirming Compliance of the Code from the persons concerned for the Financial Year Ended 31st March, 2010 and the

same has also been noted by the Board.

By Order of the Board For Advance Powerinfra Tech Limited

Place: Kolkata Date: 27.08.2010 Akhilesh Kotia Director

BHALOTIA & CO. Chartered Accountants

AUDITORS' REPORT

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

We have audited the attached Balance Sheet of Advance Powerinfra Tech Limited as 31st March, 2010 and the related Profit & Loss Account and the Cash Flow Statement of the company for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

- As required by the Companies (Auditor's Report) Order, 2003 as amended by the companies (Auditors
 Report) (Amendment) Order 2004 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of
 the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said
 order to the extent applicable.
- 2. Further to our comments in the annexure referred to in Paragraph 1 above, we state that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books.
 - c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of account.
 - d) In our opinion, the Profit & Loss Account, Balance Sheet and Cash Flow Statement of the company comply with the Accounting Standards referred to in Sub-Section 3(c) Section 211 of the Companies Act, 1956.
 - e) On the basis of representations received from the directors of the company, we report that no director is disqualified from being appointed as a director of the company under clause (g) of sub-section (1) of section 274 of the Companies Act, 1956 and
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair week.
 - i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010.
 - In the case of the Profit & Loss Account, of the profit of the Company for the year ended on that date.
 - iii. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Bhaliotia & Co. Chartered Accountants

P-48, C.I.T. ROAD, SCHEME -VIM, Kolkata – 700054 Dated the 27th day of August, 2010 PROPRIETOR M.No. 13681

BHALOTIA & CO. Chartered Accountants

ANNEXURE

- a) The Company has maintained proper records showing full particulars including quantitative details and location of the Fixed Assets.
 - b) There is a regular program to be taken of physical verification, which in our opinion is reasonable, having regard to the size of the company and the nature of fixed assets. No material discrepancies have been noticed in respect of the assets physically verified during the year.
 - c) The Company has not disposed off substantial part of fixed assets during the year.
- a) Inventories have been physically verified during the year by the management, though there is no
 inventory in respect of traded items at close. In our opinion, the frequency of verification is reasonable.
 - b) The procedures of physical verification of stocks followed by the management are adequate in relation to the size of the Company and the nature of its business.
 - c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt with in the books of account.
- The Company has taken interest free unsecured loan of Rs. 50000/- from one party last the year in the register mentioned under section 301 of Companies Act, 1956. The maximum amount involved was Rs. 50000/- and the year ended balance of loan taken from such parties were Rs. 50000/-.
 - b) The rate of interest and other terms and conditions of such loan are, in our opinion not prejudicial to the interest of the company.
 - c) The Company has not granted any loan secured or unsecured, to Company's firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- 4. In our opinion, and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business. During the course of our audit no major weakness was noticed in the internal control system.
- The Company has not made any transactions which are required to be entered in the register maintained under section 301 of the Act. Accordingly, clause 4(v) of the Order of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- 6. The Company has not accepted any deposits from the public during the year.
- In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- Based on information and explanations received the company is not required to have cost audit done and
 accordingly clause 4(viii) of the Order of the Companies (Auditor's Report) Order, 2003 are not
 applicable to the Company.
- 9. a) Accordingly to the information and explanations given to us and the records examined by us, the Company is regular in depositing undisputed statutory dues including Income Tax and other statutory dues with the appropriate authorities and there are no undisputed statutory dues outstanding as at 31st March, 2010, for a period of more than six months from the date they became payable.
 - According to the records of the Company, there are no disputed demands on account of statutory dues in relation to clause 4(ix)(b) the Order of the Companies (Auditor's Report) Order, 2003.
- The Company has not incurred cash losses during the current year and in the immediately preceding financial year and there
 are no accumulated losses at the end of the year
- According to the information and explanations given to us by the management, we are of the opinion that the company has not defaulted in repayment of dues to banks.

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

For Bhalotia & Co. Chartered Accountants

P-48, C.I.T. ROAD, SCHEME -VIM, Kolkata – 700054 Dated the 27th day of August, 2010 (R. P. BHALOTIA) PROPRIETOR M.No. 13681

ADVANCE POWERINFRA TECH LIMITED (FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LIMITED) BALANCE SHEET AS AT 31ST MARCH, 2010

		SCHEDULE	AS AT 31ST MARCH, 2010	AS AT 31ST MARCH, 2009
SOURCES OF FUND			RS	RS
SHARE HOLDER'S FUND				
SHARE CAPITAL		^	27 500 000	27 500 000
RESERVE & SURPLUS		A	37,500,000	37,500,000
RESERVE & SORPEOS		В	9,360,434	9,470,507
LOAN FUNDS			40,000,434	40,570,507
SECURED LOAN		С	74,266	284,468
UNSECURED LOAN		D	50,000	50,000
DEFERRED TAX LIABILITIES		E	35,387	74,179
			47,020,086	47,379,154
APPLICATION OF FUNDS			500000000000000000000000000000000000000	
A) FIXED ASSETS		F	4,540,093	4,652,077
GROSS BLOCK	5456195			
LESS : DEPRICIATION	916102			
NET BLOCK	4540093			
Add:- Capital Adv.	0			
B) INVESTMENTS		G	7,847,457	7,847,457
			12,387,550	12,499,534
CURRENT ASSETS, LOANS & ADVANCES				
INVENTORIES			891,531	893,641
SUNDRY DEBTORS			3,017,809	3,767,809
CASH & BANK BALANCES			286,886	7,189,600
LOAN & ADVANCES		H	32,504,087	33,285,721
DEFFERED TAX ASSETS			237684	180189
			36,937,997	45,316,960
CURRENT LIABILITIES & PROVISIONS		1		
CURRENT LIABILITIES			1,565,707	9,697,585
PROVISIONS			739,754	739,755
			2,305,461	10,437,340
NET CURRENT ASSETS			34,632,536	34,879,620
			47,020,086	47,379,154
NOTES ON ACCOUNTS		M	47,020,000	47,373,234
THE SCHEDULES REFERRED TO ABOVE FO	RM			
AN INTEGRAL PART OF THE ACCOUNTS				
	PER OUR REPORT ATTA			
	FOR BHALOTIA & C	0.		
	CHARTERED ACCOUNT	ANTS		AKHILESH KOTIA
P-48, C.I.T. ROAD, SCHEME -VIM, KOLKATA-700054				DIRECTOR
	(R. P. BHALOTIA)			
Dated the 27th Day of August 2010	PROPRIETOR			CHARU KOTIA
	M.No. 13681			DIRECTOR

ADVANCE POWERINFRA TECH LIMITED (FORMERLY MARSON'S POWER & INFRASTRUCTURE DEVELOPMENT LIMITED) PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

	SCHEDULE	CURRENT	PREVIOUS
		YEAR	YEAR
		RS	RS
INCOME			
SALE/ERRECTION/COMMISISON			1,379,860
CLOSING STOCK		891,531	891,531
OTHER INCOME	J	429,000	717,187
		1,320,531	2,988,578
EXPENDITURE			ELEMENT OF THE
STOCK AT COMMENCEMENT		891,531	891,531
PAYMENT TO AND PROVISION	К	153,161	121,531
FOR EMPLOYEES			
OTHER EXPENSES	L	352,262	1,749,135
INTEREST		17,954	34,367
DEPRECIATION		111,984	121,106
		1,526,892	2,917,670
PROFIT BEFORE TAXATION		(206,361)	70,908
LESS:			
1) PROVISION FOR INCOME TAX			7,304
2) PROVISION FOR FBT		-	22,500
3) DEFERRED TAX LIABLITY		(38,792)	31,794
4) DEFERRED TAX ASSET		(57,495)	(180,189)
		(110,074)	189,499
BALANCE BROUGHT FORWARD FROM			
PREVIOUS YEAR			97,463
BALANCE CARRIED TO BALANCE SHEET		(110,074)	286,962
NOTES ON ACCOUNTS	М		
THE SCHEDULES REFERRED TO ABOVE FORM			
AN INTEGRAL PART OF THE ACCOUNTS			
Basic and diluted Earning Per Share		(0.03)	0.08
	The second secon	ORT ATTACHED	
		LOTIA & CO.	
P-48, C.I.T. ROAD, SCHEME -VIM,	CHARTERED	ACCOUNTANTS	DIRECTOR
KOLKATA-700054			
	(R. P. B	HALOTIA)	
	PROP	RIETOR	CHARU KOTIA
Dated the 27th Day of August, 2010	M.No	. 13681	DIRECTOR

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

SCHEDULE 'A' SHARE CAPITAL	AS AT 31ST MARCH, 2010 RS.	AS AT 31ST MARCH, 2009
Authorised	1505	RS.
60,00,000 Equity Shares of Rs. 10 each	60,000,000	60,000,000
Issued, Subscribed and Paid up		100000000000000000000000000000000000000
37,50,000 Equity Shares of Rs. 10 each fully paid up	37,500,000	37,500,000
SCHEDULE 'B'		
RESERVE & SURPLUS		
General Reserve		
Per last Balance Sheet	9,470,507	9,183,545
Surelue	9,470,507	9,183,545
Surplus Profit & Loss Account		
Balance Per Annexed Account	24772355773	
Tarrenda Nocodin	9,360,434	286,962 9,470,507
SCHEDULE 'C'		
SECURED LOANS		
From ICICI Bank against hypothecation of Motor Car	74,266	284,468
	74,266	284,468
SCHEDULE 'D'		
UNSECURED LOANS		
Short Term Loans & Advances		
From Joint Stock Companies		
From Others	50,000	50,000
	Marie Land Control of the	
	50,000	50,000
SCHEDULE 'E'		
DEFERRED TAX LIABILITY (NET)		
Deferred Tax Liability	74,179	42.205
(refer note no.8 on Schedule 'N')	17,112	42,385
ADD : Deferred Tax Liabilities/Asset for the year	(38,792)	31,794
	35,387	74,179
	33,307	74,175

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

	SCHEDULE 'F' FIXED ASSETS		GROSS BLOCK	0 C K	DEPRECIATION	NOI		NET BLO	вгоск
	PARTICULARS	COST AS	ADDITION	COST AS AT 31ST	UPTO 31ST MARCH, 2009	FOR THE	UPTO 31ST MARCH, 2010	AS AT 31ST MARCH, 2010	AS AT 31ST MARCH, 2009
		APRIL, 2009 RS		MARCH,2010 RS	RS	RS	RS	RS	RS
-	FREEHOLD LAND	3,405,401		3,405,401				3,405,401	3,405,401
		378,805		378,805	376,948	1,857	378,805		1,857
		15,253	200,000	515,253	12,759	996	13,725	501,528	2,494
, 4		23,000	÷	23,000	6,853	1,456	11,309	11,691	13,147
		1 133 736		1,133,736	404,558	107,705	512,263	621,473	729,178
	5 MOTOR VEHICLE	4,956,195	200,000	5,456,195	804,118	111,984	916,102	4,540,093	4,152,077
									200,000
	CAPITAL ADVANCES	200,000	(200,000)	4		444 004		4 540 093	4,652,077
	COAND TOTAL	5,456,195		5,456,195	804,118	111,984			
	PREVIOUS YEAR	4,956,195		4,956,195	683,012	121,106	804,118	4,052,077	

729,178

1,857

2,494

13,147

200,000

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

SCHEDULE 'G'	AS AT 31ST MARCH, 2010		AS AT 31ST MARCH, 2009
	RS		RS
NVESTMENT ong Term			
Quoted n fully paid up Equity Shares of Joint Stock Companies of Rs 10 each			
903530 Equity Shares of Marson's Limited	142,257		142,257
503350 Equity Shares of Marson's Entitled	142,257		142,257
Unquoted			
n fully paid up Equity Share of Joint Stock Companies of Rs 10/- each			
50000 Equity Shares of Swarnarekha Properties & Finance Ltd.	500,000		500,000
5000 Equity Shares of Marson's Instruments Pvt. Ltd.	50,000		50,000
168000 Equity Shares of Marson's World Com Pvt. Ltd.	1,680,000		1,680,000
15000 Equity Shares of Saltlake Merchants (P) Ltd.	570,000		570,000
5000 Equity Shares of Sargam Tradelink (P) Ltd.	200,000		200,000
42950 Equity Shares of Whiteline Barter Linc (P) Ltd	687,200		687,200
66000 Equity Shares of Dhansafe Vyapaar (P) Ltd.	2,013,000		2,013,000
200000 Equity Shres of Venus Constructions Pvt. Ltd.	2,000,000		5,000
500 In Mutual Fund (Reliance Equity opportunities fund growth plan)	5,000		3,000
(nemine equity opportunities taking province)	7,705,200		7,705,200
	7,847,457		7,847,457
Notes: (Market value of Quoted Securities is Rs.15811775.& In mutual Fund M			the Plant
(Previous Year : Market value not available)	is net value of 13.10330)		
SCHEDULE 'H' CURRENT ASSETS, LOANS & ADVANCES			
INVENTORIES			
Share at Cost	891,531		891,531
Raw Material			2,110
	891,531	_	893,641
SUNDRY DEBTORS	Control of the Contro		
(Unsecured, Considered Good)			
Over Six Months		227,799	
Others 3,01	17,809 3,017,809	3,540,010	3,767,809
CASH & BANK BALANCES			
Cash in hand			
(Certified by the Management)	100,293		310,810
With Scheduled Banks			
In Current Account	186,593	_	6,878,790
	286,886	_	7,189,600
LOANS & ADVANCES	HORNEY H		
(Unsecured Considered Goods)			
Loans	4,641,949		4,641,949
Advance Recoverable in Cash or in Kind or value to be received	22,274,093		23,062,567
Advance Income Tax and Tax deducted at Source	632,234		632,234
TDS Receivable	8,000		43,500
Security Deposit	43,500		4,893,000
Share Application Money	4,893,000 11,311		11,311
Self asst. FBT (Asst. Year 06-07) Advance to TDS Contractor	11,511		1,160
Advance to 103 Contractor	32,504,087		33,285,721
	36,700,313		45,134,661
SCHEDULE 'I'		115	
CURRENT LIABILITIES & PROVISIONS			
CURRENT LIABILITIES			
Sundry Creditors			
	47,137 1,547,137	9,478,064	9,478,064
Trade Advance & Deposits			200,000
Other Liabilities	18,570		19,521
	1,565,707		9,697,585
PROVISION			The second
For Taxation	651,757		658,792
For FBT	87,997		80,963
	739,754		739,755
	2,305,461		10,437,340

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

SCHEDULE 'J'		AS AT 31ST MARCH, 2010 RS		AS AT 31ST MARCH, 2009 RS
OTHER INCOME Interest Income		4-12-15		50,001
Profit on Sale of Investment		2		667,186
Maintenance Charges Received		400,000		
Sundry Balance Written Off		29,000		
		429,000		717,187
SCHEDULE 'K'				
PAYMENT TO AND PROVISIONS FOR EMPLOYEES				
Salaries, Bonus, Earned Leave & Exgratia		146,099		119,004
Tea, Tiffin Expenses		7,062		2,527
CALLES .		153,161	A STATE OF THE PARTY OF THE PAR	121,531
SCHEDULE 'L' OTHER EXPENSES				
Consumption				
Opening Stock of Raw Material	2,110		2,110	
Add: Purchase			1,324,300	
	2,110		1,326,410	
Less: Closing Stock		2,110	2,110	1,324,300
Advertisement Expenses		17,249	222750	13,959
Rates & Taxes of Registration		3,189		3,300
Travelling & Conveyance Exp.		12,206		3,659
Telephone Expenses		25,010		123,012
Repairs to Others				8,414
Misc. Exp.		254,817		198,943
Payment to Auditors				
Audit Fees	12,130		12,130	
Other Capacity		12,130	2,134	14,264
Insurance Expenses		25,551		17,079
Misc. Balance Written Off				42,205
		352,262	-	1,749,135
	PER OUR REPORT ATTACHE	D		
	FOR BHALOTIA & CO.			AKHILESH KOTIA
	CHARTERED ACCOUNTANT	S		DIRECTOR
P-48, C.I.T. ROAD, SCHEME -VIM, KOLKATA-700054				
	(R. P. BHALOTIA)			CHARU KOTIA
	PROPRIETOR			DIRECTOR
Dated the 27th Day of August 2010	M.No. 13681			

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

SCHEDULE "M"

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

 Contribution to Employee State Insurance and provision for Gratuity is not made as the relevant laws, are not applicable. Provision for leave encashment as per Accounting Standard 15, is being made, as and when the liability for the same arises.
- 2. Loans and Advances due from company under the same management
 - i) M/s. Marson's Textiles Limited Rs.16562713.55 (Previous Year Rs. 17767217.55)
 - ii) M/s. Marson's Copper & Strips Pvt. Ltd. Rs. 6,00,000 (Previous Year Rs. 6,00,000)
- Income Tax Department has on 22nd September, 1998 seized 100000 Equity Shares of Marson's Textiles
 Limited and held under Stock in Trade.
- There were no amount overdue and remaining outstanding to small scale and / or ancillary industrial suppliers as per information available.
- Previous year figures have been re-grouped wherever necessary.
- In view of the Company primarily engaged in Financial/Investing activities, and their being no separate reportable 'Segments' AS-17 is not applicable.
- Related Party Disclosures

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

- Relationships
 - a) Key Management Personnel and their relatives

Mr. Akhilesh Kotia

Mrs. Charu Kotia

Mr. Gaurav Jain

Mrs. Pushpa Kotia

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

SCHEDULE "M" contd.

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

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

	Particulars	In Relation to Item 1(a) Rs.	In Relation to Item 1(b) Rs.

1.	Finance Received (Net)	NIL	6222157
	Outstanding Receivable	NIL	17162714
	Outstanding Payable	50000	8022368
			0022300

In accordance with AS 22 on accounting for deferred tax, deferred tax liablity for the year of Rs.31794/- has b
provided. Deferred tax assets on current year losses has been considered on account of prudence for Rs. 18018
. Deferred Tax Liability at the year end is Rs.74179/- is an account of timing difference of depreciable assets.

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

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

10. Quantitative particulars of stock, purchase and sales

P	articulars	Unit	Opening	Purchase	Generation	Closing	Sa	les
			Stock			Stock	Qty.	Value
a)	Shares &	No.	383300	-	-	383300		-
	Securities		(383300)	(-)	(-)	(383300)	-	

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

Balance Sheet abstract and company's general business Profile as per part IV of the Companies Act, 1956

1)	Registration	details
- 11	DEELSTI GUUTI	uecans

Registration No. State Code

21-65726

Balance Sheet Date

31.03.2009

21

Capital raised during the year (Account in Rs'000)

Public Issue

NIL

Bonus Issue

NIL

Right Issue

NIL

Private Placement

NIL

3) Position of Mobilisation and Deployment of Fund (Account in Rs'000)

Total Liabilities

47379

Total Assets

47379

Source of Funds

Paid up Capital
Reserve & Surplus
Secured Loans
Unsecured Loans

37500 9471

284 50

Deferred Tax Liability

74

Application of Fund

Net Fixed Assets
Investment
Net Current Assets
Misc. Expenditure

4652 7847

34880 NIL

Accumulated Profit / Losses

NIL

2097

2026

71 189

0.08 NIL

4) Performance of company (Amount in Rs'000)

Turnover
Total Expenditure
Profit/Loss before Tax
Profit/Loss after Tax
Earning Per Share
Dividend Tax

5) Generic name of three Principal Products/Services of Company

(As per Monetary Terms)

Item Code No.

NIL

Product Description

NΛ

PER OUR REPORT ATTACHED FOR BHALOTIA & CO.

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

CHARTERED ACCOUNTANTS

KOLKATA-700054

(R. P. BHALOTIA)

Dated the 29th Day of June 2009

PROPRIETOR

M.No. 13681

Akhilesh Kotia

DIRECTOR

Charu Kotia DIRECTOR