

**THE AMALGAMATED  
ELECTRICITY COMPANY  
LIMITED**

**2009-2010**

**75<sup>th</sup> Annual Report**

**2009-2010**  
**THE AMALGAMATED ELECTRICITY COMPANY LIMITED**

**DIRECTORS**

**MR. MILAN B. DALAL**

**MR. SATYEN B. DALAL**

**MR. DEEPAK SHETH**

**MR. NITIN E. VELHAL**

**THE SOUTH INDIAN BANK LTD.**  
MUMBAI

**AUDITORS**

Messrs. GANESH & RAJENDRA ASSOCIATES

**REGISTERED OFFICE**

17-B, HORNIMAN CIRCLE, FORT  
MUMBAI 400 023

**A REQUEST**

The practice of distributing copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing. You are, therefore, requested to bring your copy of the Annual Report at the Meeting. Please bring with you the Entrance Pass duly completed.

**NOTICE**

**NOTICE** is hereby given that the **SEVENTY-FIFTH ANNUAL GENERAL MEETING** of the Members of **THE AMALGAMATED ELECTRICITY COMPANY LIMITED** will be held on Saturday, 19<sup>th</sup> June, 2010 at 11.00 a.m. at Tea Centre, 78, Resham Bhavan, V.N.Road, Churchgate, Mumbai 400 020, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2010 and the Profit & Loss Account of the Company for the year ended on that date alongwith the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr.Satyen B.Dalal who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors and to fix their remuneration.

**SPECIAL BUSINESS:**

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

**"RESOLVED THAT** pursuant to Section 17 and other applicable provisions, if any, of the Companies Act, 1956 and subject to confirmation by the Company Law Board, Clause III of the Memorandum of Association of the Company be and is hereby altered and amended in the following manner :

- i. Renumbering the existing Clauses 1 to 6 as Clauses I to VI.
- ii. Bifurcating the renumbered Clause III into Clause III(A) and Clause III(B) under the heads "MAIN OBJECTS" and "OBJECTS INCIDENTAL OR ANCILLIARY TO THE ATTAINMENT OF THE MAIN OBJECTS".
- iii. Renumbering the existing sub-clauses (a) and (b) as sub-clauses (1) and (2) and inserting them under the bifurcated Clause III (A).
- iv. Inserting the following sub-clause as sub-clause (3) as part of Clause III (A) under the heading "MAIN OBJECTS".
  - (3) To carry on, in India or overseas, the business of manufacturers, importers, exporters, contractors, suppliers, engineers, hirers, dealers and distributors for industrial, commercial or domestic purposes, equipments, apparatus, accessories and spare parts of all kinds of electrical, electronic and wireless equipments for generation, distribution, transmission, control and utilization of electrical, atomic or any other energy, hydraulic, mechanical, pneumatic, aviation, refrigeration, air-conditioning equipments, apparatus, accessories and spare parts thereof, office equipments, wire and cables in all their branches
- v. Renumbering the existing sub-clauses (c) to (uu) as sub-clauses (4) to (48) and inserting them under the bifurcated Clause III (B).
- vi. Inserting the following sub-clauses as part of a new Clause III (C) under the heading "OTHER OBJECTS": and numbering them as sub-clauses (49), (50), (51), (52), (53), (54), (55), (56) and (57)

(49) To carry on, in India or overseas, the business of manufacturers, importers, exporters, contractors, suppliers, engineers, hirers, dealers and distributors for industrial, commercial or domestic purposes, equipments, apparatus, accessories and spare parts of all kinds of electrical, electronic and wireless equipments for generation, distribution, transmission, control and utilization of electrical, atomic or any other energy, hydraulic, mechanical, pneumatic, aviation, refrigeration, air-conditioning equipments, apparatus, accessories and spare parts thereof, office equipments, wire and cables in all their branches.

(50) To establish, maintain and work, within India or overseas, broadcasting stations for broadcasting to the public by means of wireless, telephone, telegraph and television, concerts, lectures, educational subjects, weather reports, theatrical, entertainment and other matter (commonly known as broadcast electronics and television matters) and to obtain and hold necessary licence(s) therefor.

(51) To manufacture, purchase, import, export, lease or otherwise acquire and to install, sell, hire, distribute, use, deal in and otherwise dispose off plant, machinery, equipment and apparatus of every description for industrial, commercial and domestic use pertaining to electrical, wireless, telegraphy, telephony, radio and television, broadcasting and reception, mechanical, electrical and electronic reproduction of sound and images and for all materials, articles, accessories, spare parts and things as may be deemed necessary in relation thereto and in connection therewith.

(52) To carry on, establish, organize and conduct the business of electrical, civil, mechanical, structural and general engineers and wiring contractors and manufacturers of electrical apparatus of all kinds.

(53) To carry on the business of mechanical, electrical and chemical engineers for commercial, industrial and domestic purposes.

(54) To carry on in India or overseas all or any business of theatre, cinema, multiplexes, music halls, concert halls, ball room and restaurant proprietors, caterers, manufacturers of audio and video programmes, producers of plays, cinemas and all forms of entertainments, to produce, represent and perform concerts, lectures and public meetings.

(55) To apply for, purchase or otherwise acquire and obtain any patents, permissions, trademarks, concessions, processes and the like conferring any exclusive or limited right (either in point of time or otherwise), and to use the same or any secret or other information as to any invention which may seem capable of being used for any purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account any such patents, inventions, licences, permissions, trademarks, concessions, processes and the like and the information as required.

## THE AMALGAMATED ELECTRICITY COMPANY LIMITED

- (56) To carry on the business of trading and retailing, and for the purpose, acquiring all kinds of goods, articles and merchandise from the manufacturers, traders, agents, distributors, franchise holders, importers, exporters in India and abroad, including fashion wares, toiletries, fashion accessories, handicrafts, lifestyle products, men's, women's and children's clothing, leather garments, durables etc, furniture store, florists, sporting goods stores and book stores, food products, footwear, health and beauty products, jewellery, home products, white goods, consumer electronics and all such personal and home consumption items in general by way of commercial arrangements with all or each of such supplier of goods to be made available at the locations wherever, at the Company's warehousing facilities and to sell, distribute, exhibit, launch fares for the retailing of all such items through the shops established by the Company or under the selling arrangements with shoppers in India and abroad, retailing and trading through departmental or concessionaire stores operated by itself or by franchisees by entering into necessary franchise agreements.
- (57) To manage, render advice and franchise in the business of retail including departmental store, direct to home, mail orders and catalogue orders for all kinds of products and services in India and abroad.
- (58) To own, construct, take on lease or in any other manner or to run, render technical advice in constructing, furnishing, running and management of retail business, including departmental stores, direct to home and mail order catalogue of products and services and dealing in all kinds of goods, materials and items in India or in any other part of the world.
- (59) To engage in the business of providing services, rendering advice, undertaking consultancy in the areas of accounting operations and other fields as well as in the areas of project implementation, project financing, fund structuring, working capital management for corporate(s), firm(s) or any person(s) whether in India or abroad.
- (60) To purchase or otherwise acquire, buy, lease, hold, sell, exchange, grant, dispose of, erect, maintain, reconstruct lands, and take over any business or undertaking which the Company may desire to acquire or become interested in and in the process therefor acquire all or any of the assets and liabilities of such business or undertaking and to carry on the same, to dispose of, remove, put an end to or otherwise deal with such business or undertaking as may seem expedient.
- (61) To collaborate with foreign firms for acquiring or offering technology know how, or to employ foreign technology.
- (62) To provide technical know-how and management service to parties
- (63) To enter into any partnership or into any arrangement for sharing profits, union of interest, cooperation, joint ventures, etc.
- (64) To enter into contract(s), agreement(s) with any government authority, municipal or local or otherwise that may be deemed conducive to the interests of the Company.
- (65) To acquire, buy, purchase, lease or otherwise acquire, hold, sell, exchange, grant, dispose of, erect, maintain or reconstruct lands, buildings, offices etc., found necessary or convenient for the purpose of the Company or otherwise.
- (66) To invest and deal with the money of the Company and to draw, make, accept, issue, endorse, negotiate, execute or discount bills of exchange, cheques, promissory notes, etc.
- (67) To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concern or undertaking having similar objects and generally of any assets, property or rights.
- (68) To borrow or raise money and secure and discharge any debt or obligation or binding on the Company in such manner as may be thought fit, and in particular by mortgages of the undertaking and all or any of the immovable and movable property (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient, of debentures or debenture stock, perpetual or otherwise, or other securities of any description subject to provisions of Section 58A and Reserve Bank of India directives.
- (69) To purchase, take on lease, or exchange, hire or otherwise acquire any immovable or movable property, patents, licences, rights and privileges which the Company may think necessary or convenient for the purpose of its business and to pay for the same either in cash or in shares or securities and to sell, lease or underlease or otherwise dispose off or grant rights over any property, movable or immovable, belonging to the Company.
- (70) To give any guarantee in relation to the payment of any debentures, debenture-stock, bonds, obligations or securities and to guarantee the payment of interest thereon or of dividends on any stock or shares of the Company.
- (71) To manage land, buildings and other property both movable and immovable whether belonging to the Company and to collect rents and income and to supply to tenants and occupiers, attendants, servants, waiting rooms, reading rooms and other conveniences.
- (72) To develop and turn to account any land acquired by the Company or in which it is interested and in particular, by laying on and preparing the same for building purpose, constructing, altering, pulling down decoration, maintaining, fitting up, and improving building, and by planting, paving, draining, cultivating and letting on building lease or building agreement and by advancing money to and entering into contracts and agreements of all kinds with buildings and others.
- (73) To obtain any provisional order or Act of the Government for enabling the Company to carry its objects, into effect or for effecting any modification of the Company's constitution.

- (74) To open current or other accounts with any banks, to pay money into and draw money from such accounts.
- (75) To distribute amongst the members of the Company in specie or kind, any property of the Company in the event of winding up of the Company subject to the provisions of the Companies Act.
- (76) To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company or which the Company shall consider preliminary out of the funds of the Company.
- (77) To cause the Company to be registered in any foreign country or place.
- (78) To open branches in any place within the country or in any foreign country.
- (79) To enter into foreign collaborations, partnerships or any arrangements for sharing of or pooling profits, amalgamations, unions of interest, co-operation, joint ventures, reciprocal concessions or otherwise or amalgamate or join hands with any person, firm, business, organisation, company, trust, co-operative society, association of persons or other business enterprise.
- (80) To enter into the arrangement or process of demerger of this Company by transferring the assets, properties or liabilities pertaining to that division or undertaking of the Company which is required to be demerged in to a separate incorporated company which is engaged in or authorised or about to carry any business or transaction which this Company is authorised to carry on.
- (81) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid or in any other manner.
- (82) To acquire or undertake the whole or part of the business or property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of this Company
- (83) To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements of reference to arbitration and to enforce and, where need be, to contest any awards and for all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.
- (84) To carry on business of finance, to lend, or advance money to builders and other persons or securities of all descriptions whether real or personal and to grant loans upon mortgage of any lands, buildings and hereditaments, of whatever tenure, for the improvements thereof or otherwise.
- (85) To carry on the business of an investment company and to invest in stock, or to acquire, or hold or sell, or buy or otherwise deal in shares, units, obligations and other securities of any company or other securities issued by any government or lawful authority.
- (86) To undertake, carry out, promote and sponsor rural development, including any programme or promoting the social and economic welfare for the uplift of the people in any rural area and incur any expenditure on any programme of rural development and to assist education and promotion thereof, either directly or through any agency or in any other manner; without prejudice to the generality of the foregoing programme promoting the social and economic welfare for the rural development, and that the word "rural area" shall include such areas as may be regarded as "rural areas" under the Income-tax Act or any other law which may be in force from time to time, relating to the rural development and in order to implement any of the above mentioned objects or purpose, transfer without consideration or at a fair or concessional value and subject to the provisions of the Companies Act, divest the ownership of the property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institution or trust or any other agency engaged in any programme of rural development.
- (87) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company, to the public, to promote national welfare or social, economic or moral uplift of the public and in such manner and by such means and in order to complement any of the above mentioned objects or purpose, transfer without consideration or at a fair or concessional value and from time to time to undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers etc. or for organising lectures or seminars, likely to advance these objects or for giving merit awards, scholarships, loans or any other assistances to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches or to take up establishment of any Medical Research Centre, to collect information and advices on modern techniques for treatment of diseases for the benefit of the rural areas either by itself or through any of the agencies and for establishing, conducting or assisting any institution, fund, trust, etc. having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner, in order to implement any of the abovementioned objects or purposes, transfer without consideration or at fair or concessional value and subject to the provisions of the Companies Act, divest the ownership of any property of the Company to or in favour of, any public or local body or authority or Central and/or State Government(s) or any public institutions.
- (88) To act as managers for public issue of other companies, to act as investment advisers, financial advisers to individuals or companies or advise on portfolio management to corporations, companies or individuals.

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- (89) To carry on the business of storing and preserving all types of articles, commodities, goods by constructing, erecting, purchasing or otherwise acquiring and maintaining godowns, storehouses, warehouses, galas, depots, storage tanks, cold storage and other places.
- (90) To carry on business as stationers, printers, lithographers, stenotypers, electrotypers, photographic printers, engravers, designers, envelop manufacturers, binders, cardboard manufacturers, type foundries.
- (91) To carry on the business of producing and distributing energy from solar, geothermal, biomass or any other sources.
- (92) To carry on the business of advisers and consultants on all matters and problems relating to engineering, administration, finance, organisation, management, personnel, commencement and expansion of industries, purchasing techniques, production, storage, purchase, sales, marketing, distribution, advertising, publicity, materials, cost and quality control, export, import and the rendering of engineering services to individuals, firms, bodies corporate, institutions, associations and departments of the Central and State Governments.
- (93) To cultivate, grow, produce or deal in any dairy products, and to carry on the business of farmers, dairymen, contractors, dairy farmers, millers, purveyors and vendors of milk, cream, cheese, butter and other milk products, poultry, provisions of all kinds, growing of and dealers in corn, hay and straw, seedsmen and nurserymen and to buy, sell and trade in any of the above business or any other business associated with the farming industry which may be advantageously carried on by the Company.
- (94) To purchase, sell, import, export, produce or otherwise deal in preserved, vegetables, tinned fruits and all types of food products and foodgrains, develop and exploit farms, horticulture, agriculture, animal husbandry, dairy, poultry and allied farming lines which can be conveniently carried on in farming business and to carry on the business of farming and aerial spraying.
- (95) To treat, cure, submit to any process of manufacture and prepare for the market (whether on account of the Company or others) agricultural products of all kinds or things whatsoever and to deal in dairy, piggery, farm and garden produce of all kinds.
- (96) To carry on the business of manufacturers and dealers in pulp and paper of all kinds and articles made from paper or pulp, and materials used in the manufacture or treatment of paper, including cardboard, mill boards, and oil papers and packing cartons and newspapers and photographic raw films.
- (97) To carry on all or any of the businesses of manufacturers, importers, exporters, buyers, sellers and distributing agents of and dealers in all kinds of patent, pharmaceutical, medicinal and medicated preparations, patent medicines, drugs, herbs, and in pharmaceutical, medicinal, proprietary and industrial preparations, compounds and articles of all kinds, chemists, druggists, and chemical manufactures and to manufacture, make up, prepare, buy, sell and deal in all articles, substances and things commonly or conveniently used in or for making up, preparing or packing any of the products in which the Company is authorised to deal or which may be required by customers or persons having dealings with the Company.
- (98) To manufacture, purchase, sell, import or otherwise deal in paper, newsprint, paperboard, strawboard, hardboard, fibreboard, chipboard, corrugated paper, transparent craftpaper, carbons, inks, parchment and corks.
- (99) To carry on the business of interior and exterior decorators, construction contractors, furnishers, designers, consultants, and planners of buildings, landscapes.
- (100) To carry on the business of film manufacturers, video magazines, television serials, radio programmes film apparatus manufacturers, film producers, both sound and silent, hippodrome and circus proprietors, managers of cinema houses, theatres, concert halls, picture places and studios, to carry on the business of letting or sub-letting the use of cinema halls, theatres, picture places, studios, video theatres or other machinery, apparatus, building or structure of the Company for purposes of use, exhibitions, displays of films, dramatic or theatrical performances, concerts or other entertainments or amusements or objects allied to or of similar kind as of the Company and to provide for the production, direction, exhibition, representation, display, whether by mechanical means or otherwise, of plays, open-air or other theatrical performances, operas, vaudevilles, ballets, pantomimes, juggling, mesmeric, yogic, hypnotic, spectacular.
- (101) To carry on the business of production, distribution of films and motion pictures, including that of running theatres, cinemas, studios and cinematographic shows, exhibitions and other cultural and entertainment programmes.
- (102) To carry on the business of warehousemen, stores, custodians, surveyors, assessors, provision of safe deposit vaults and auctioneers of goods and articles of every description and to issue receipts, certificates and warrants to persons warehousing goods and articles with the Company.
- (103) To carry on the business of manufacturers of and/or dealers in radios, transistors, television sets, wireless instruments and devices, tape recorders, record-players, loudspeakers, amplifiers, gramophones and recorders.
- (104) To carry on the business of travelling agents, forwarding and clearing agents, lightermen, wharfingers and to lease, charter or hire for any period or number of journeys, cars, lorries, buses, trucks, tractors, boats, ships, aircrafts, carriages, vehicles and conveyances of all descriptions and kinds whatsoever, and any other business which can be carried on in connection with the same.

(105) To construct, build, equip and maintain cold storage, storage chambers, refrigerators, room coolers and freezing houses for storage and preserving all types of all fruits and vegetables, dehydrated food, provisions, medicines, commodities, articles, things and preparation of all kinds and descriptions whatsoever.

(106) To carry on the business of Stock and Share Brokers, Underwriters, Sub-Underwriters, Issue House, Managers, Advisors, Agents, as Members of the Stock Exchange.

(107) To carry on business as insurance brokers, re-insurance brokers and agents in respect of all classes of insurance, including marine, fire, life, accident, burglary, workmen's compensation, indemnity and motor.

(108) To establish and run diagnostic centres, research centres, nature cure clinics, polyclinics, health centres, hospitals, nursing homes, oxygen service centres, blood banks, eye banks, immunization centres, laboratories and to acquire whether by purchase, lease or hire, medical and medicinal equipments such as Body Scanners, CAT Scanners, MRI, surgical equipments, X-ray units, radiological instruments, medical glasses, dentures and other dental goods, optical goods, artificial limbs, anaesthetical materials, drugs, pharmaceuticals, medicines, vaccines, contraceptives, biologicals, insecticides, antibiotics and to make the above articles available for own use or to sell, lease or hire them to any other individual, body corporate, institute, centre etc. carrying on any of the above mentioned activities and generally to provide medical aid and relief and also to enter into franchise agreements.

(109) To run business centres on hourly, daily, monthly or annual basis and for the purpose make available ready-to-use offices and to provide complete turnkey officing solutions catering to specific needs of clients, cost effective access to essential business services of all types including state-of-the-art communication facilities, sophisticated presentation systems, video conferencing, workspaces, workstations, meeting rooms, conference rooms, call centre facilities, secretarial services, multilingual trained staff, pantry and all allied logistics.

vii. Renumbering the existing sub-clause (vv) as sub-clause (110) and inserting the same under the bifurcated Clause III (C).

**FURTHER RESOLVED THAT** an application be made to the Company Law Board under Section 17 of the Companies Act, 1956 for confirmation to the said alterations.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to agree to such verification or modification in the proposed alteration as the Company Law Board or other authority may require, direct, suggest or make while granting such confirmation and which the Directors may think fit to accept in the best interest of the Company.

**AND FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorised to do such acts, things and deeds as are necessary or desired to give effect to these resolutions.

**AND RESOLVED FURTHER THAT** authority pursuant to Section 149(2A) of the Companies Act, 1956 be and is hereby given to the Board of Directors of the Company to undertake and commence all or any of the aforesaid activities."

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the regulations contained in the draft Articles of Association, placed at this Meeting and initialled by the Chairman for purposes of identification, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof."

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

**"RESOLVED THAT** pursuant to Section 100 of the Companies Act, 1956, and subject to the confirmation by the Hon'ble High Court of Judicature at Mumbai, the equity share capital of the Company be and is hereby authorised to be reduced from Rs.1,38,82,560/- (Rupees One Crore Thirty Eight Lacs Eighty Two Thousand Five Hundred Sixty only) divided into 13,88,256 (Thirteen Lacs Eighty Eight Thousand Two Hundred Fifty Six) equity shares of Rs.10/- (Rupees Ten only) each to Rs.83,29,536/- (Rupees Eighty Three Lacs Twenty Nine Thousand Five Hundred Thirty Six only) divided into 13,88,256 (Thirteen Lacs Eighty Eight Thousand Two Hundred Fifty Six) equity shares of Rs.6/- (Rupees Six only) each and that such reduction be and is hereby authorised to be effected by canceling the equity capital which has been lost or is unrepresented by available assets to the extent of Rs.6/- (Rupees Six only) per equity share upon each of the 13,88,256 (Thirteen Lacs Eighty Eight Thousand Two Hundred Fifty Six) equity shares which have been issued and by reducing the nominal amount of all the equity shares in the Company's equity capital from Rs.10/- (Rupees Ten only) to Rs.6/- (Rupees Six only) per equity share.

**FURTHER RESOLVED THAT** consequential amendments be and are hereby authorised to be made in the Capital Clause of the Memorandum of Association of the Company upon such reduction becoming operative and effective."

**BY ORDER OF THE BOARD**

MUMBAI  
DATED : 7<sup>th</sup> May, 2010

**MILAN B. DALAL**  
**DIRECTOR**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business is annexed.
3. The Register of Members and Share Transfer Books of the Company will remain closed on Saturday, 19<sup>th</sup> June, 2010.
4. The instrument appointing the proxy should be deposited with the Company at least 48 hours before the commencement of the Meeting.

# THE AMALGAMATED ELECTRICITY COMPANY LIMITED

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The following Explanatory Statement sets out material facts relating to items of Special Business mentioned in the accompanying Notice convening the Seventy-Fifth Annual General Meeting of the Company.

#### Item No.4

The Company's activities as permitted by its Memorandum of Association, relates to generation, development and accumulation of electrical power. With the said activity having come to a standstill, the growth of the Company was stunted. As part of the growth plans, it is contemplating to venture into new territories and engage in various kinds of business, including those that are allied to the activities for which the Company was incorporated.

Accordingly, the Objects Clause of the Memorandum of Association of the Company is proposed to be altered by making suitable amendments as stated in the foregoing resolution.

The proposed alteration requires the approval of the shareholders by passing a special resolution to that effect. Further, Section 149(2A) of the Companies Act, 1956 requires prior approval of the shareholders giving authority to the Board of Directors to commence any new activity under the objects specified in the "Other Objects" category.

Hence the Special Resolution.

None of the Directors are interested or concerned in the above resolution except to the extent of their shareholding, if any.

#### Item No.5

In line with the enactment of the Companies (Amendment) Act, 2000, it is essential for the Company to effect appropriate alterations in its Articles of Association of the Company to give effect to various provisions of the said Act. Many of the provisions contained in the Articles are not in conformity with the provisions of the Companies Act, 1956. The Board considers it desirable to take this opportunity

of adopting new Articles of Association which will not only be in conformity with the provisions of the Act and the various rules made thereunder but also with the requirements of Bombay Stock Exchange Limited, Mumbai where the equity shares of the Company are listed.

A copy of the Memorandum and Articles of Association of the Company with the proposed alterations incorporated therein will be available for inspection by the shareholders at the Registered Office of the Company between 11.00 a.m. and 2.00 p.m. on any day from Monday to Friday, except on public holidays upto the date of the ensuing Annual General Meeting.

The Directors are deemed to be interested or concerned in the above resolution to the extent of their shareholding(s), if any.

#### Item No.6

The Company's accumulated as at 31<sup>st</sup> March, 2010 is Rs.52,06,097/- (Rupees Fifty Two Lacs Six Thousand and Ninety-Seven only). Since there are no reserves, the paid-up capital is unrepresented by available assets to the extent of accumulated losses. Given the magnitude of the accumulated losses, the Company's efforts to wipe of the same have not been successful and hence it is proposed to reduce the paid-up capital thereby wiping off the accumulated losses totally and leaving a surplus of Rs.3,46,927/- (Rupees Three Lacs Forty Six Thousand Nine Hundred Twenty Seven only) which will help the Company start afresh.

The Company will make necessary application to the Hon'ble High Court of Judicature at Mumbai after the shareholders pass the relevant resolution in the accompanying Notice. Pursuant to Section 100 of the Companies ct, 1956, the resolution will become effective on confirmation by the said Hon'ble High Court.

The Directors are deemed to be interested or concerned in the above resolution to the extent of their shareholding (s), if any.

**BY ORDER OF THE BOARD**

MUMBAI  
DATED: 7<sup>th</sup> May, 2010

**MILAN B.DALAL**  
**DIRECTOR**



**REPORT OF THE DIRECTORS TO THE SHAREHOLDERS**

Your Directors present the SEVENTY-FIFTH ANNUAL REPORT of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2010.

**FINANCIAL RESULTS**

	Amount (Rs.)	
	Year ended 31 <sup>st</sup> March, 2010	Year ended 31 <sup>st</sup> March, 2009
Profit/(Loss) for the year	94,635	47,722
Less: Provision for Taxation	—	—
	94,635	47,722
Add/Less: Deferred Tax Provision	536	2,999
Prior year taxes	—	—
Add: Deficit brought forward from last year	94,099	44,723
Deficit carried to Balance Sheet	53,00,196	53,44,919
	52,06,097	53,00,196

**DIVIDEND**

In view of the accumulated losses, your Directors do not recommend any dividend for the year under report.

**RESTORATION OF LISTING STATUS**

Subsequent to the year under report, Bombay Stock Exchange Limited (BSE), where the Company's securities are listed, have restored the listing status, earlier suspended due to operational inadequacies, and permitted trading in physical form.

The Company is initiating steps for dematerialisation of the securities and as and when the same is achieved, approval of BSE will be sought for trading in demat form also.

**CAPITAL REDUCTION**

As part of the efforts to wipe off the accumulated losses and starting operations afresh, the Company intends to reduce the equity capital.

A Special Resolution for the purpose is placed before the Members for approval and forms part of the accompanying Notice.

Your Directors recommend the Special Resolution.

The process of obtaining necessary approvals from the High Court will be initiated on obtaining the approval of the shareholders.

**FIXED DEPOSITS**

As on 31<sup>st</sup> March, 2010, there were no fixed deposits remaining overdue.

**DIRECTORS**

Mr. Satyen B. Dalal retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment.

**PARTICULARS OF EMPLOYEES**

During the year under report, there was no employee of the category mentioned in Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and hence information in this regard is not required to be furnished.

**DIRECTORS' RESPONSIBILITY STATEMENT**

As required under Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm that:

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed.
2. They 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 covered under this Report and of the profit of the Company for the year.
3. They 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.
4. The Annual Accounts have been prepared on a going concern basis.

**COMPLIANCE CERTIFICATE**

A compliance certificate received from M/s Sanjay Soman & Associates, Practising Company Secretaries, pursuant to Section 383A(1) of the Companies Act, 1956, read together with the Companies (Compliance Certificate) Rules, 2001, is attached hereto and forms part of this Report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

As the Company is not engaged in any manufacturing activity, furnishing of information in respect of conservation of energy and technology absorption as required under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 does not arise for your Company.

Further, the Company neither used nor earned any foreign exchange during the year under report.

**SUBSIDIARY COMPANY**

Statement pursuant to Section 212 of the Companies Act, 1956 in respect of the Company's Subsidiary is annexed and forms part of this Report.

**AUDITORS**

M/s Ganesh Rajendra & Associates, Chartered Accountants, Mumbai, hold office as Auditors of the Company upto the conclusion of the forthcoming Annual General Meeting. A certificate has been obtained from them pursuant to Section 224(1-B) of the Companies Act, 1956 to the effect that their appointment, if made, would be within the limits prescribed thereunder.

**ACKNOWLEDGEMENTS**

Your Directors wish to place on record their appreciation of the co-operation and diligent efforts of the employees of the Associate Companies.

**FOR AND ON BEHALF OF THE BOARD**

MUMBAI  
DATED: 7<sup>th</sup> May, 2010

MILAN B. DALAL  
DIRECTOR

SATYEN B. DALAL  
DIRECTOR

# THE AMALGAMATED ELECTRICITY COMPANY LIMITED

## COMPLIANCE CERTIFICATE

### THE MEMBERS OF

#### Amalgamated Electricity Company Limited

We have examined the registers, records, books and papers of **Amalgamated Electricity Company Limited** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the Rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended on 31<sup>st</sup> March, 2010. 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 is registered under CIN U31100MH1936-PLC002497 with the Registrar of Companies, Maharashtra and having its Registered Office at Dena Bank Building, 1<sup>st</sup> Floor, 17-B, Horniman Circle, Fort, Mumbai 400023 has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns prescribed under the Act and the rules made thereunder as stated in Annexure 'B' to this certificate with the Registrar of Companies, Maharashtra or other authorities within the time prescribed under the Act.
3. The Company is a Public Limited Company, comments are not required.
4. The Board of Directors duly met 7 (seven) times on the under mentioned dates:  
29<sup>th</sup> April, 2009  
31<sup>st</sup> July, 2009  
4<sup>th</sup> September, 2009  
30<sup>th</sup> September, 2009  
30<sup>th</sup> December, 2009  
28<sup>th</sup> January, 2010  
5<sup>th</sup> March, 2010  
in respect of which Meetings, proper Notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members on September 30, 2009 and necessary compliance of Section 154 of the Act has been made.
6. The 74<sup>th</sup> Annual General Meeting for the Financial Year ended on 31<sup>st</sup> March, 2009 was held on 30<sup>th</sup> September, 2009 after giving due Notice to the Members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book of the Company.
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 entered into certain contracts/arrangements for services sold which were of special nature, which are outside the purview of Section 297 of the Act.
10. The Company has made necessary entries in the Register maintained under Section 301 of the Act.
11. The Company has obtained necessary approvals from the Board of Directors and Members pursuant to Section 314 of the Act wherever applicable.
12. The Share Transfer Committee, constituted by the Board of Directors, has approved the issue of duplicate share certificates and the Directors have ratified the same at the next Board Meeting.
13. The Company has:
  - (i) delivered all the certificates on lodgement thereof for transfer/ transmission or any other purpose in accordance with the provisions of the Act.
  - (ii) not declared dividend during the Financial Year ended 31<sup>st</sup> March, 2009.
  - (iii) duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointments of Directors and Additional Directors 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 any sole-selling agents during the year.
17. During the year the Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies, Maharashtra or such other authorities as are prescribed under the various provisions of the Act.
18. All the Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the section 299 Act and the rules made thereunder.
19. The Company has not issued any shares/debentures/other securities during the Financial Year.
20. The Company has not bought back any shares during the Financial Year.
21. The Company has no Preference Share Capital nor has it issued any debentures, hence there had been no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.
23. The Company has neither invited nor accepted any deposits during the period under scrutiny.
24. The Company has not borrowed any amount from Directors, Members, public, financial institutions, banks and others during the financial year ended 31<sup>st</sup> March, 2010.