

**THE AMALGAMATED
ELECTRICITY COMPANY
LIMITED**

2010-2011

76th Annual Report

2010-2011
THE AMALGAMATED ELECTRICITY COMPANY LIMITED

DIRECTORS

MR. MILAN B. DALAL

MR. SATYEN B. DALAL

MR. DEEPAK SHETH

MR. NITIN E. VELHAL

CANARA BANK

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-SIXTH ANNUAL GENERAL MEETING** of the Members of **THE AMALGAMATED ELECTRICITY COMPANY LIMITED** will be held on Monday, 8th August, 2011 at 10.00 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 31st March, 2011 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.Deepak Sheth who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors and to fix their remuneration.

Mumbai
Dated : 14th July, 2011

BY ORDER OF THE BOARD
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. The Register of Members and Share Transfer Books of the Company will remain closed on Monday, 8th August, 2011.
3. 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

REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

Your Directors present the **SEVENTY-SIXTH ANNUAL REPORT** of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2011.

FINANCIAL RESULTS

	Amount (Rs.)	
	Year ended 31 st March, 2011	Year ended 31 st March, 2010
Profit/(Loss) for the year	(49,657)	94,635
Less: Provision for Taxation	—	—
	(49,657)	94,635
Prior year expenses	38,750	—
Provision for deferred tax	472	536
	(88,879)	94,099
Add: Deficit brought forward from last year	52,06,097	53,00,196
Deficit carried to Balance Sheet	52,94,976	52,06,097

DIVIDEND

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

FIXED DEPOSITS

As on 31st March, 2011, there were no fixed deposits remaining overdue.

DIRECTORS

Mr. Deepak Sheth 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.

Mumbai
Dated: 14th July, 2011

FOR AND ON BEHALF OF THE BOARD

MILAN B.DALAL
DIRECTOR

SATYEN B.DALAL
DIRECTOR

THE AMALGAMATED ELECTRICITY COMPANY LIMITED

COMPLIANCE CERTIFICATE

THE MEMBERS OF

The Amalgamated Electricity Company Limited

We have examined the registers, records, books and papers of The 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 31st March, 2011. 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 U31100MH1936PLC002497 with the Registrar of Companies, Maharashtra having its Registered Office at Dena Bank Building, 1st Floor, 17-B, Homiman Circle, Fort, Mumbai 400 023. It 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 5 (five) times on the under mentioned dates:
7th May, 2010
12th August, 2010
4th November, 2010
14th February, 2011
28th February, 2011
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 19th June, 2010 and necessary compliance of Section 154 of the Act has been made.
6. The 75th Annual General Meeting for the Financial Year ended on 31st March, 2010 was held on 19th June, 2010 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 31st March, 2010
 - (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.

SEVENTY-SIXTH ANNUAL REPORT 2010-2011

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 of the 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 31st March, 2011.
25. The Company has not made any loans and investments, or given guarantees or provided securities to other bodies corporate during the year under scrutiny.
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 altered the provisions of the Memorandum of Association with respect to the objects of the Company during the year under scrutiny and approvals have been sought to the Special Resolution through the process of Postal Ballot pursuant to the provisions of Section 192A of the Act read together with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.
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. There was no prosecution initiated against the Company nor were any show cause notices received by the Company and no fines or penalties or any other punishment has been imposed on the Company during the Financial Year for offences, if any, under the Act.
32. The Company has not received any money as security from its employees during the Financial Year. - N. A.
33. The Company has deposited both employees and employers contribution of Provident Fund with the prescribed authorities. - N. A.

For Sanjay Soman & Associates

Place: Mumbai
Date: 14th July, 2011

Sanjay Soman (CP 817)

Annexure- A

Registers as maintained by the Company

1. Register of Members and Index of Members under Section 150 and 151.
2. Register of Transfers
3. Register of Directors, Managing Directors etc. under Section 303
4. Register of Directors' Shareholdings under Section 307
5. Attendance Register
6. Register of Contracts under Section 301
7. Register of Contracts, Companies and Firms in which Directors are interested under Section 301(3)
8. Board Minutes Book and General Body Minutes Book under Section 193
9. Books of Accounts under Section 209

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2011.

THE AMALGAMATED ELECTRICITY COMPANY LIMITED

Sl. No.	Nature of document	Challan No.	Date	Filing Fees (Rs.)		
				Normal	Additional	Total
1	Form 66 for 2001-2002	P49146046	July 31, 2010	500	1,125	1,625
2	Form 66 for 2002-2003	P49146111	July 31, 2010	500	1,125	1,625
3	Form 66 for 2003-2004	P49146178	July 31, 2010	500	1,125	1,625
4	Form 66 for 2004-2005	P49146228	July 31, 2010	500	1,125	1,625
5	Form 66 for 2005-2006	P49146376	July 31, 2010	500	1,125	1,625
6	Form 66 for 2006-2007	P49147903	July 31, 2010	500	1,125	1,625
7	Form 66 for 2007-2008	P49148182	July 31, 2010	500	1,000	1,500
8	Form 66 for 2008-2009	P49215098	August 03, 2010	500	750	1,250
9	Form 66 for 2009-2010	P49215502	August 03, 2010	500	125	625
10	Form 23AC/ACA for 2001-2002	P49406135	August 10, 2010	500	1,125	1,625
11	Form 23AC/ACA for 2002-2003	P49448095	August 11, 2010	500	1,125	1,625
12	Form 23AC/ACA for 2003-2004	P49448129	August 11, 2010	500	1,125	1,625
13	Form 23AC/ACA for 2005-2006	P49447931	August 11, 2010	500	1,125	1,625
14	Form 23AC/ACA for 2006-2007	P49493000	August 12, 2010	500	1,125	1,625
15	Form 23AC/ACA for 2008-2009	P49493018	August 12, 2010	500	750	1,250
16	Form 23AC/ACA for 2009-2010	P49493026	August 12, 2010	500	125	625
17	Form 20B for 2001-2002	P49590797	August 14, 2010	500	1,125	1,625
18	Form 20B for 2002-2003	P49591019	August 14, 2010	500	1,125	1,625
19	Form 20B for 2003-2004	P49591332	August 14, 2010	500	1,125	1,625
20	Form 20B for 2004-2005	P49591506	August 14, 2010	500	1,125	1,625
21	Form 20B for 2005-2006	P49591829	August 14, 2010	500	1,125	1,625
22	Form 20B for 2006-2007	P49592025	August 14, 2010	500	1,125	1,625
23	Form 20B for 2007-2008	P49593858	August 14, 2010	500	1,000	1,500
24	Form 20B for 2008-2009	P49594096	August 14, 2010	500	750	1,250
25	Form 20B for 2009-2010	P49595390	August 14, 2010	500	-	500
26	Form 23AC/ACA for 2004-2005	P49625171	August 15, 2010	500	1,125	1,625
27	Form 23AC/ACA for 2007-2008	P49681398	August 17, 2010	500	1,000	1,500
28	Form 32 for re-appointment of Directors at the 74th AGM held on 30th September, 2009	A91470617	August 15, 2010	500	750	1,250
29	Form 23 for Special Resolutions passed at the 75th AGM held on 19th June, 2010	B07186968	March 14, 2011	500	4,500	5,000

AUDITORS' REPORT

To The Members of

THE AMALGAMATED ELECTRICITY COMPANY LIMITED

1. We have audited the attached Balance Sheet of THE AMALGAMATED ELECTRICITY COMPANY LIMITED as at 31st March 2011, Profit and Loss Account and Cash Flow Statement for the year 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 the Auditing Standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a Statement on the matters specified in the paragraph 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to in Paragraph (3) 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 the books;
 - c) the Balance Sheet, Profit and Loss Account and the 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 the Cash Flow Statement dealt with by this report are in compliance with the Accounting Standards referred to in Section 211(3C) of the Company, 1956 in so far as they apply to Company ;
 - e) in our opinion and based on information and explanations given to us, none of the directors are disqualified as on 31st March, 2011 from being appointed as directors in terms of clause (g) of subsection (1) of section 274 of 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 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 the Balance Sheet, of the state of affairs of the Company as at 31st March 2011;
 - ii) in the case of the Profit and Loss Account, of the loss for year ended on that date; and
 - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Ganesh Mehta

Partner

Membership No. 32939

For and on behalf of

Ganesh & Rajendra Associates

Chartered Accountants

ICAI Firm Registration No. 103055W

Place : Mumbai

Dated : 14th July, 2011

THE AMALGAMATED ELECTRICITY COMPANY LIMITED

ANNEXURE TO AUDITORS' REPORT

Referred to in Paragraph 3 of our Report of even date.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) All the assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
- (c) The Company has not disposed off substantial part of the fixed assets during the year.
- (ii) Considering the activity carried out during the year, in our opinion the provision of clause 4(ii) of the Companies (Auditors' Report) Order, 2003 are not applicable.
- (iii) The Company has not granted or taken any loans, secured or unsecured to/from companies, firms or other parties covered in the registered maintained U/s. 301 of the Act. Hence the provision of clause 4 (iii) (a), (b), (c), (d), (e) & (f) of the Companies (Auditors Report) Order 2003 are not applicable.
- (iv) In our opinion and according to the information and explanations given to us and in view of the activities carried on by the Company, the provision of clause 4(iv) of the Companies (Auditors Report) Order , 2003 are not applicable to the Company.
- (v) According to the information and explanations given to us, we are of the opinion that there were no contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956. Hence the provision of clause 4(v) (a) & (b) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
- (vi) The Company has not accepted any deposits from the public during the year, therefore, in our opinion the question of applicability of directives issued by the Reserve Bank of India and the provisions of sections 58A and 58AA of the Act and the rules framed there under does not arise.
- (vii) Considering the size of business and number of transactions as carried out, the management is of the opinion that the company did not require internal audit system.
- (viii) As informed to us, the maintenance of cost records has not been prescribed by the Central Government U/s. 209(1)(d) of the Companies Act, 1956, in respect of the activities carried on by the company.
- (ix) (a) The Company did not have any undisputed statutory dues except Income Tax and Tax Deducted at source under Income Tax Act, 1961 as under :

Nature of Dues	Assessment Year	Amount	Due Date
Income Tax	2001 – 02	3,80,360/-	27/10/2009
	2002 – 03	4,12,659/-	27/10/2009
		7,93,019/-	

However, the company has made a claim for interest on delayed income tax refund to the extent of Rs. 3,32,000/- and has already paid Rs. 4,50,000/- during the year 2009-10 against those tax liabilities.

- (b) According to the information and explanation given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty and cess, which have not been deposited on account of any dispute.
- (x) In our opinion, the accumulated losses of the Company are not more than fifty percent of its net worth. The company has incurred cash loss during the current financial year but not in the immediate preceeding year.
- (xi) The Company has no dues payable to financial institutions, banks or debenture holders during the year.
- (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) 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 (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xiv) The Company has maintained proper records of the transactions and contracts in respect of shares and debentures and other securities and timely entries have been made therein.
- (xv) As per the information and explanations given 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 term loans during the year.
- (xvii) The Company has not raised any fund either short term or long term during the year. Accordingly the clause 4(xvii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.