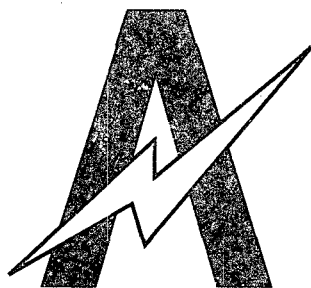


21st
ANNUAL REPORT
2008 - 2009



ACCURATE TRANSFORMERS LTD.

AN ISO 9001 COMPANY



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**ACCURATE TRANSFORMERS LTD.**

Board of Directors	: Sh. C. L. Sharma, Chairman & Managing Director Sh. M. K. Basak, Whole Time Director Sh. Deepak Sharma, Managing Director Sh. K. L. Chauhan, Director Sh. Bhupal Singh, Director Dr. Om Prakash Sharma, Director
Company Secretary	: Sh. V. K. Chhabra
Registered Office	: 8, L. S. C., Vardhman Sidhant Plaza, Savita Vihar, Delhi - 110 092
Works	: 1. Meerut Road, Opp. Raj Nagar Chowki, Ghaziabad, U. P. 2. D-16-17, UPSIDC Industrial Area, Greater Noida, U. P. 3. A-97, UPSIDC Industrial Area, Sikandrabad, U. P. 4. 1394/2, M. Langha Road, Dehradun, Uttranchal 5. Plot No. 2, Sector 8A, Integrated Industrial Area, Ranipur, Haridwar, Uttranchal 6. F-88, Industrial Area, Jamalpur Khurd, Bahadrabad, Haridwar, Uttranchal
Auditors	: S. Lal & Company 87-88, Navyug Market, Ghaziabad (U. P.)
Bankers	: Bank of Maharashtra Preet Vihar, Delhi - 110 092 Indusind Bank Dr. Gopal Das Bhawan, 28, Barakhamba Road, New Delhi - 110 001
Registrar & Transfer Agent (RTA)	: MAS Services Ltd. T-34, IIInd Floor, Okhla Industrial Area Phase-II New Delhi - 110 020 Tel : 011-26387281/82/83

**ACCURATE TRANSFORMERS LTD.****NOTICE**

Notice is hereby given that the 21st Annual General Meeting of the members of Accurate Transformers Limited will be held on Wednesday, 30th September 2009 at 09.00A.M. at Surya Garden Farm House, Palla Bakhtawerpur Road, G.T. Karnal Road, Alipur, Delhi - 110036 to transact the following business :-

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2009, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Bhupal Singh who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.
3. To consider and, if thought fit to pass with or without modification (s), the following as an Ordinary Resolution :-

"RESOLVED that pursuant to Section 224 of the Companies Act, 1956 M/s S.Lal and Company, Chartered Accountants, the retiring Auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Chairman/Managing Director of the Company in consultation with the Statutory Auditors."

Special Business

1. To consider and, if thought fit, to pass with or without modification (s), the following as an ORDINARY RESOLUTION :-

"RESOLVED that in partial modification of the Resolution passed at the 20th Annual General Meeting of the Company held on September 30, 2008 for the appointment and remuneration payable to Mr. Deepak Sharma, Managing Director of the Company and in accordance with the provisions of Section 198,269,309,310 read with Schedule XIII and other applicable provision, if any, of the Companies Act, 1956 or any statutory amendment or re-enactment thereof and subject to such other approvals as may be necessary approval be and is hereby accorded to the modification in the terms of remuneration payable to Sh. Deepak Sharma, Managing Director of the Company with effect from February 01,2009 for the remaining period of his appointment i.e. up to 02-09-2013 as set out in the Explanatory Statement".

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to alter or vary the terms of appointment of the appointee



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including relating to remuneration as it may, at its discretion, deem fit from time to time so as not to exceed the limits specified in Schedule XIII to the Companies Act 1956 or any statutory amendment or re-enactment thereof".

"RESOLVED FURTHER that pursuant to all applicable provisions of the Companies Act 1956, the revised remuneration, as set out in Explanatory Statement be paid as the minimum remuneration, in case of inadequacy of profits, during the residual tenure of appointment of the Managing Director."

2. To consider and, if thought fit, to pass with or without modification (s), the following as a SPECIAL RESOLUTION :-

"RESOLVED THAT pursuant to the provisions of section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchanges where the company's shares are listed, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) as applicable for preferential issue of securities and other applicable regulations/guidelines of SEBI, if any, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), SEBI and any other competent or concerned authority and subject to such approvals, permissions, consents and sanctions, if any, as may be required to be obtained from Securities and Exchange Board of India, Stock Exchange(s) and such other concerned authorities as may be required by law or as may be necessary and further subject to such conditions and modifications as may be imposed/prescribed by them while granting such approvals/permissions/consents and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board") which expressions shall be deemed to include any Committee of Directors which the Board may have constituted or hereafter constitute, duly authorized to exercise the powers conferred on the Board by this resolution, the Board be and is hereby authorized to offer, issue and allot for cash consideration on preferential basis up to 2,70,000 (Two Lacs Seventy Thousand only) warrants convertible into Equity Shares of the company within 18 months from the date of allotment at a price of Rs 75.00 (Rs. Seventy Five only) determined as per the SEBI ICDR Regulations for preferential issues aggregating to Rs. 2,02,50,000/- (Rupees Two Crores Two Lacs Fifty Thousand only) to promoters of the company, as per details given hereunder, each warrant convertible into 1 (one) Equity share of Rs. 10/- (Rupees ten only) each fully paid up at a premium of Rs. 65/- (Rs. Sixty Five Only) per share.

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S.No.	Name of Proposed Allottee	No. of Warrants To Be Allotted
1.	Mr. C.L.Sharma	1,50,000
2.	Mr. Deepak Sharma	1,20,000
Total		2,70,000

"RESOLVED FURTHER THAT the warrant holders shall have the option of subscribing for one equity share per warrant of Rs 10/- (Rupees Ten Only) being the price determined in accordance with the SEBI ICDR Regulations on preferential issue as in force on the date of this notice any time within 18 months from the date of allotment of the warrants."

"RESOLVED FURTHER THAT the Board is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of warrants as may be necessary in accordance with the terms of the offer and subject to the provisions of the company's Articles of Association."

"RESOLVED FURTHER THAT the equity shares allotted on conversion of warrants shall rank paripassu in all respects with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters, things, accept modifications as may be required by any Regulatory Authority and execute all such deeds, documents, instruments and writing as it may in its absolute discretion deem necessary or desirable and pay fees and other expenses in relation thereto."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers or authorities herein conferred to any Committee of Directors as may be formed by them for the said allotment".

3. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchanges where the company's shares are listed, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) as applicable for preferential issue of securities and other applicable regulations/ guidelines of SEBI, if any, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), SEBI and any other competent or concerned authority



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and subject to such approvals, permissions, consents and sanctions, if any, as may be required to be obtained from Securities and Exchange Board of India, Stock Exchange(s) and such other concerned authorities as may be required by law or as may be necessary and further subject to such conditions and modifications as may be imposed/prescribed by them while granting such approvals/permissions/consents/approvals and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which expressions shall be deemed to include any Committee of Directors which the Board may have constituted or hereafter constitute, duly authorized to exercise the powers conferred on the Board by this resolution), the Board be and is hereby authorized to offer, issue and allot for cash consideration on preferential basis up to 5,00,000 (Five Lacs Only) warrants convertible into Equity Shares of the company within 18 months from the date of allotment at a price of Rs 75/- (Rs. Seventy Five Only) aggregating to Rs.3,75,00,000 (Rupees Three Crores Seventy Five Lacs only) to the identified investors each warrant convertible into 1 (one) Equity share of Rs. 10/- (Rupees ten only) each fully paid up at the price of Rs 10/- (Rs. Ten Only), including premium of Rs. 65/- (Rs. Sixty Five Only) determined as per the SEBI ICDR Regulations on preferential issue.

S. No.	Name of Proposed Allottee	No. of warrants to be allotted
1.	Apex Seeds Pvt. Ltd.	2,00,000
2.	Czar Event Organizers Pvt. Ltd.	1,75,000
3.	Life Tree Exim Pvt. Ltd.	1,25,000
Total		5,00,000

"RESOLVED FURTHER THAT the warrant holders shall have the option of subscribing for one equity share per warrant at a price of Rs 10/- (Rupees Ten Only) per share at a premium of Rs. 65/- per share being the price determined in accordance with the SEBI Guidelines on preferential issue as in force on the date of this notice any time within 18 months from the date of allotment of the warrants.

"RESOLVED FURTHER THAT the Board is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of warrants as may be necessary in accordance with the terms of the offer and subject to the provisions of the company's Articles of Association.

"RESOLVED FURTHER THAT the equity shares allotted on conversion of warrants shall rank pari passu in all respects with the existing Equity Shares of the Company.



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"RESOLVED FURTHER THAT the equity shares allotted on conversion of warrants shall rank pari passu in all respects with the existing Equity Shares of the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments and writing as it may in its absolute discretion deem necessary or desirable and pay fees and other expenses in relation thereto.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers or authorities herein conferred to any Committee of Directors as may be formed by them for the said allotment".

4. To consider and, if thought fit, to pass with or without modification (s), the following as an ORDINARY RESOLUTION :-

RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 to mortgage and/or, by way of first charge of movable assets of the Company in respect of the Company's immovable properties situated at Plot No. 2, Sector-8A, Integrated Industrial Estate, Ranipur, Haridwar, admeasuring 10400 Sq. meter in favour of the Small Industries Development Bank of India (SIDBI), to secure the Term Loan under Priviledged Customer Scheme not exceeding Rs.50 lakh (Rupees Fifty Lakh only) sanctioned by SIDBI together with interest, further interest, liquidated damages, costs, charges, expenses and all other monies payable by the Company to SIDBI on the terms and conditions contained in the Letter of Intent no. SIDBI/NDBO/1270/DCS-2 dated April 23,2009 issued by SIDBI to the Company in respect of the said loan.

RESOLVED FURTHER THAT THE Board of Directors of the Company be and is hereby authorised to finalise with SIDBI the documents for creating aforesaid charge and to do all such acts and things as may be necessary for giving effect to the above resolution.

5. To consider and, if thought fit, to pass with or without modification (s), the following as an ORDINARY RESOLUTION:-

RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 to mortgage and/or, by way of first charge of movable assets of the Company in respect of the Company's immovable properties situated at Plot No. 2, Sector-8A, Integrated Industrial Estate, Ranipur, Haridwar, admeasuring 10400 Sq. meter in favour of the Small Industries Development Bank of India (SIDBI), to secure the Term Loan under Direct Credit Scheme not exceeding Rs.20 lakh (Rupees Twenty Lakh only) sanctioned by SIDBI together with interest, further interest, liquidated



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damages, costs, charges, expenses and all other monies payable by the Company to SIDBI on the terms and conditions contained in the Letter of Intent no. SIDBI/NDBO/892/DCS-3 dated March 12, 2009 issued by SIDBI to the Company in respect of the said loan.

RESOLVED FURTHER THAT THE Board of Directors of the Company be and is hereby authorised to finalise with SIDBI the documents for creating aforesaid charge and to do all such acts and things as may be necessary for giving effect to the above resolution.

Registered Office
8, L.S.C, Vardhman Sidhant Plaza
Savita Vihar
Delhi – 110 092

By order of the Board
For **Accurate Transformers Ltd.**

Dated: 03-09-2009

V.K.Chhabra
Company Secretary

Notes :

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. The blank proxy form is enclosed.**
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 forms part of this Notice.
3. Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September to Wednesday, 30th September 2009 (both days inclusive).
4. Members seeking any information on the accounts and operations of the Company are requested to write to the Company at least 10 days in advance from the date of the meeting so that required information may be made available to them at the meeting.
5. Members are requested to correspond directly with our Registrar and Transfer Agent for transfer of shares and dematerialisation and any other matter concerned or related to shares. It would save time and help us in expediting the services to shareholders.
6. Members are requested to intimate change in their address, if any, to the Company quoting their Folio Number and Postal Pin Code No.



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7. Members are requested to bring their copies of Annual Report at the meeting as additional copies are not to be circulated in the meeting.
8. Members attending the meeting are requested to bring their Attendance Slips duly filled in and deliver the same at the entrance of the meeting hall.

Explanatory Statement As Required Under Section 173 (2) Of The Companies Act, 1956

Item No. 1

Brief Profile of Mr. Deepak Sharma (Item No. 1 of Special Business)

Name	: Mr Deepak Sharma
Father's Name	: Sh C. L. Sharma
Designation	: Managing Director
Date of Appointment as Director of the Company	: 03-09-2008
Date of Appointment as Managing Director	: 03-09-2008
Date of Birth	: 12-12-1980
Address	: C-187, Surya Nagar, Ghaziabad
Qualification	: M. Com., MBA.
No. of Board Meetings held during his tenure	: Six
No. of Board Meetings attended	: Six
Member of Board or Committees of Board of other Companies	: Two

Mr. Deepak Sharma is M. Com., MBA. He is Managing Director of Modern Instruments Pvt. Ltd. (MIPL) since 13-11-2000 . MIPL is into business of manufacture of ACSR, AAC, Aluminium Conductors which is used for transmission and distribution of electricity. MIPL has made rapid progress in sales and profitability under the overall superintendence and control of Mr. Deepak Sharma. Your Company will certainly be benefitted from the energetic stage of life and rich experience of Mr. Deepak Sharma as Managing Director of the Company.

During the last few years the Company has witnessed impressive growth in turnover and profitability. Accordingly as part of employees' care initiative the remuneration at all levels except for the Managing Director was increased.