

True copy  
For Birla Power Solutions Ltd.  
H. Nagesh  
Company Secretary



THE YASH BIRLA GROUP

22<sup>nd</sup>  
**Annual Report**  
**2007-08**

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**BIRLA POWER**

S O L U T I O N S L T D.

The Yash Birla Group Company

**BIRLA POWER SOLUTIONS LTD.****BOARD OF DIRECTORS**

Mr. Yashovardhan Birla	Chairman
Mr. Y. P. Trivedi	
Mr. P. V. R. Murthy	
Mr. Rajesh V. Shah	
Mr. Manish Malani	
Mr. Kalyan Bhattacharya	Whole Time Director & President

**COMPANY SECRETARY & COMPLIANCE OFFICER** Mr. N. Nagesh

**BANKERS** State Bank of India

**AUDITORS** DALAL & SHAH  
Chartered Accountants  
'The Regency' Office No. 11, 1<sup>st</sup> Floor,  
National Library Road, Bandra ( West),  
Mumbai – 400 050.

**REGISTRARS** Alankit Assignments Limited  
205-208, Anarkali Complex,  
Jhandewalan Extension,  
New Delhi – 110 055.

**REGISTERED OFFICE** Industry House,  
159, Church Gate reclamation,  
Mumbai – 400 020.

**HEAD OFFICE** 901, Bhikaji Cama Bhawan,  
11, Bhikaji Cama Place,  
New Delhi – 110 066.

**FACTORY** Lal Tappar  
P.O. Resham Mazri – 248140  
Dehradun,  
Uttarakhand

**WINDMILL** Varekwadi, Tal Patan  
Distt. Satara  
Maharashtra

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## BIRLA POWER SOLUTIONS LTD.

### NOTICE FOR TWENTY SECOND ANNUAL GENERAL MEETING

#### NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the members of BIRLA POWER SOLUTIONS LIMITED will be held on Friday, 28<sup>th</sup> November, 2008 at 12.00 Noon at Patkar Hall of S.N.D.T. Women's University, Nathibai Thakersey Road, New Marine Lines, 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, 2008 and Profit & Loss Account of the Company for the period ended on that date and the report of directors and the auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Mr. P. V. R. Murthy, who retires by rotation and being eligible offers himself for re - appointment.
4. To appoint a director in place of Mr. Rajesh V. Shah, who retires by rotation and being eligible offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  
 "RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s Dalal & Shah, Chartered Accountants, the retiring auditors be and are hereby re-appointed as auditors of the Company, to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit."

#### SPECIAL BUSINESS

6. To consider and if thought fit to pass, with or without modification(s) the following resolution as an Ordinary Resolution.  
 "RESOLVED THAT Mr. Kalyan Bhattacharya, who was appointed by the Board as Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 with effect from 31st October, 2007 and who holds office upto the date of ensuing Annual General Meeting and in respect of whom, the company has received a notice in writing under Section 257 of the

Companies Act, 1957 from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company."

#### 7. Appointment of Mr. Kalyan Bhattacharya as Whole time Director

To consider and if through fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"Resolved that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions of the Companies Act, 1956 (the Act), as amended from time to time, read with Schedule XIII to the Act, the company hereby approves of the appointment and terms of remuneration of Mr. Kalyan Bhattacharya as Whole time Director of the Company for the period 1st November, 2007 to 31st October, 2010, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Mr. Kalyan Bhattacharya."

#### 8. Increase in Authorized Capital

To consider and if through fit, to pass with or without modification(s) the following resolution as a special resolution:-

"Resolved that pursuant to the provisions of Sections 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the Authorized capital of the company of Rs. 55,00,00,000 (Rupees Fifty Five crores) divided into 5,50,00,000 equity shares of Rs. 10/- each be and is hereby increased to Rs. 65,00,00,000 (Rupees Sixty five crores only) divided into 6,50,00,000 (Six crores and fifty lakhs) equity shares of Rs. 10/ each."

#### 9. Alteration of the Memorandum of Association of the Company

To consider and if through fit, to pass with or without modification(s) the following resolution as a special resolution:-

"Resolved that pursuant to Section 16 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory

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modification or re-enactment thereof for the time being in force), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following Clause V:

V. The Authorized Share Capital of the Company is Rs 65,00,00,000 (Rupees Sixty five crores) divided into 6,50,00,000 (Six crore fifty lakhs only) equity shares of Rs.10/- (Rupees ten) each"

### 10. Alteration of the Articles of Association of the Company

To consider and if through fit, to pass with or without modification(s) the following resolution as a special resolution:-

"Resolved that pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby altered by substituting the existing Article 5 thereof by the following Article 5:

5. The Authorized Share Capital of the Company is Rs 65,00,00,000 (Rupees Sixty five Crores only) divided into 6,50,00,000 (Six crores fifty lakhs only) equity shares of Rs 10/- each with power to increase or reduce the capital subject to any preferential, qualified or special rights, privileges or conditions as may be thought fit and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act."

### Further Issuance of Securities

### 11. To consider and if thought fit, to pass with or without modifications the following resolutions as a special resolution:

"RESOLVED that pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the company are listed, Foreign Exchange Management Act, 2000 (FEMA), and Issue of Foreign Currency Convertible Bonds and Equity Shares (through

Depository Receipt Mechanism) Scheme 1993 and the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, or any other relevant authority from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as might be required and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorized to accept, the Board be and is hereby authorized on behalf of the Company to create, issue, offer and allot, (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in the course of one or more public or private offerings in domestic and/or one or more international market(s), with or without a green shoe option, any securities including Global Depository Receipts and/or American Depository Receipts convertible into Equity shares and/or convertible bonds and/or other securities convertible in to Equity shares at the option of the Company and/ or the holder(s) of such securities, and/or securities linked to equity shares and/or securities with or without detachable/non-detachable warrants with a right exercisable by the warrant holder to subscribe for the equity shares and/or warrants with and option exercisable by the warrant-holder to subscribe for equity shares and/or any instruments or securities representing either equity shares and/ or convertible securities linked to equity shares (including the issue and allotment of equity shares pursuant to a Green Shoe Option, if any), (all of which are hereinafter collectively referred to as 'Securities') to eligible investors (whether residents and/or non-residents and/or institutions (including Qualified Institutional Buyers (QIBs) pursuant to Chapter XIII A of SEBI (Disclosure & Investor Protection) Guidelines, 2000 and/or banks and/or incorporated bodies, and/or individuals and/or trustees and/or stabilizing agents or otherwise, and whether or not such investors are members of the

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Company), through prospectus and/or placement document in terms of Clause 13A.7 of Chapter XIII A of SEBI (Disclosure & Investor Protection) Guidelines, 2000 and/or letter of offer or circular and/or on public and/or private/preferential placement basis, such issue and allotment to be made at such time/times, in one or more tranches, for cash, at such price or prices, in such manner and where necessary, in consultation with the Book Running Lead Managers and/or other Advisors or otherwise, on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of Securities; provided that the total amount raised through the issuance of such Securities does not exceed Rs. 60.00 Crores (Rupees Sixty Crores only) or its equivalent in one or more currencies, including premium if any.

"Resolved further that in case of allotment of securities to Qualified Institutional Buyers the same shall be made pursuant to Chapter XIII A of SEBI (Disclosure & Investor Protection) Guidelines, 2000 and amendments made there to from time to time and that the relevant date for the purpose of Clause 13A.3.1. of the above Chapter shall be date of meeting in which the Board or any Committee of Directors duly authorised by the Board of Directors decides to open the issue.

"RESOLVED FURTHER that without prejudice to the generality of the above, the aforesaid issue of the Securities may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market practices, including but not limited to terms and condition relating to payment of interest, dividend, premium on redemption at the option of the Company and/or holder of any securities, or for variation of the price or period of conversion of securities in to equity shares or issue of equity shares during the period of the securities or terms pertaining to voting rights or option(s) for early redemption of securities.

"RESOLVED FURTHER that the Company and/or any agency or body or person authorized by the Board, may issue depository receipts representing the underlying equity shares in the capital of the company or such other securities in negotiable, registered or bearer form with

such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations (including listing on one or more stock exchange(s) in or outside India).

"RESOLVED FURTHER that the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted, including issue and allotment of equity shares upon conversion of any securities referred to above or as may be necessary in accordance with the terms of the offer, all such shares ranking pari passu inter se and with the then existing equity shares of the company in all respects.

"RESOLVED FURTHER that for the purpose of giving effect to any offer, issue or allotment of equity shares or securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things at it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the entering into arrangements for appointment of agencies for managing, underwriting, marketing, listing, trading of securities issued, such as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee and to issue any offer document(s), including but not limited to prospectus, and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

"RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any officers of the company."

**BY ORDER OF THE BOARD**

**PLACE : MUMBAI  
DATED : 23-10-08**

**N. NAGESH  
COMPANY SECRETARY**

**BIRLA POWER SOLUTIONS LTD.****NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST REACH REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
2. The Register of Members and the Share Transfer books of the Company will remain closed from 26/11/2008 to 28/11/2008 (both days inclusive).
3. Members / Proxies are requested to bring their copies of Annual Report to the Meeting and attendance slip duly filled in for attending the meeting.
4. Members desiring any information as regards the accounts are requested to write the Company at least 7 days before the date of the Meeting, so as to enable the Company to keep the information ready.
5. All documents referred in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days during normal working business hours up to the date of Annual General Meeting except on Saturdays, Sundays and other holidays.
6. Members are requested to intimate their Bank Account details, so that the same can be printed on the dividend warrant, to avoid the incidence of fraudulent encashment of the dividend warrant.
7. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
8. Consequent upon amendment in Section 205A of the Companies Act, 1956 and introduction of Section 205C, by the Companies (Amendment) Act, 1999, now the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund (IEP Fund). Members who have not encashed their dividend warrants, for the financial year ended 31<sup>st</sup> March, 2002 and onwards may approach the Company for revalidating the warrants or for obtaining duplicate warrants. It may also be noted that

once the unclaimed dividend is transferred to the Investor Education and Protection Fund as above, no claim can be made by the respective shareholders for the same.

9. Members are requested to send all communications relating to shares to the Company's Share Transfer Agents (Physical & Electronic) at the following address:

Alankit Assignments Ltd.  
205-208, Anarkali Complex  
Jhandewalan Extension  
New Delhi 110055

**ANNEXURE TO THE NOTICE**

(Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956)

**Item No. 6 & 7****Appointment of Mr. Kalyan Bhattacharya as Director and Whole Time Director:-**

The Board has appointed Mr. Kalyan Bhattacharya as Additional Director effective 31<sup>st</sup> October, 2007 in terms of Article 136 and Section 260 of the Companies Act, 1956. Mr. Bhattacharya holds office upto the ensuing Annual General Meeting. The company has received from a member a notice in writing pursuant to Section 257 of the Companies Act, 1957 proposing the candidature of Mr. Bhattacharya as Director. Your directors feel that the services of Mr. Bhattacharya are highly beneficial to the Company and therefore commend his appointment for your approval.

Mr. Bhattacharya has done B.E. (Mechanical Engineering) and M. Tech (Industrial Engineering & Operations Research from the Indian Institute of Technology). He has experience of 28 years, including 15 years abroad, where he has played leading roles in establishing institutional and retail business in engineering products, consumer durables, fashion fabrics and apparels across Asia, Europe and America. In India, he worked at multinationals such as Metal Box, Berger Paints and Shalimar Paints and had launched a number of innovative products and successful consumer brands. In Indonesia he served as the Global Business Head at one of the leading Southeast Asian conglomerates – P T Texmaco Jaya. Prior to joining Yash Birla Group, he was the Executive Director at a start – up in Jakarta, Indonesia. The material terms of the



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appointment are as follows:-

1. Period: From 1<sup>st</sup> November, 2007 to 31<sup>st</sup> October, 2010.
2. Nature of Duties: Mr. Kalyan Bhattacharya shall devote his whole time and attention to the business of the company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the company.
3. Remuneration:
  - (a) Basic salary Rs 1,15,000/- per month.
  - (b) Perquisites:

He shall be entitled to furnished / non-furnished accommodation or house rent allowance in lieu thereof, house maintenance, medical reimbursement, medical insurance, leave travel concession for self and family as per company rules, company maintained car, telephone, and such other perquisites, to be determined in accordance with Income-tax Rules, 1962, within a overall limit of Rs. 14.00 lakhs per annum.

The company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites.

Mr Bhattacharya will not be entitled to any sitting fees for attending any meeting of the Board or any other Committee of Directors.

The Board will have the discretion and authority to modify the above terms of remuneration within, however, the maximum limits prescribed under Schedule XIII of the Companies Act, 1956.

In the event of loss or inadequacy of profits in any year, the remuneration and perquisites will be paid in accordance with Schedule XIII to the Companies Act, 1956.

Except Mr. Kalyan Bhattacharya none of the Directors is concerned or interested in the Resolution.

**Item No. 8 , 9 & 10**

The Company proposes to strengthen its financial position by generating long term resources by issuing securities including Global Depository Receipts and / or American

Depository Receipts and / or Foreign Currency Convertible Bonds in international market/s or public rights / QIP issue in domestic market/s, as contemplated in item No.11 of the Notice. It is therefore deemed appropriate to increase the Authorised Share Capital from Rs.55.00 crores to Rs.65.00 crores and consequently to alter the Memorandum and Articles of Association of the Company as set out at item Nos 8, 9 & 10 of the accompanying notice.

In accordance with the provisions of the Companies Act, 1956, the Company is seeking the approval of the shareholders for increase in authorised share capital and for alteration of capital clause V and Article 5 of the Articles of Association of the Company. Your Board of Directors accordingly recommends the resolutions at item no. 8, 9 & 10 as special resolutions for your approval.

None of the Directors is, in any way, concerned or interested in the said resolutions.

**Item No. 11**

The Company needs to augment long term resources to strengthen its financial position and to meet its growth objectives, towards becoming the country's leading integrated player in power solutions segment, besides diversifying into manufacture of other products To fund the growth plans of the company, it is accordingly proposed to issue securities in the international/ domestic market (s) as contemplated in the resolution set out at item No 11 of the accompanying Notice, as may be decided by the Board and found to be expedient and in the interest of the Company.

The detailed terms and conditions of the Issue as and when made will be determined by the Board of Directors in consultation with the Merchant Bankers, Lead Managers, Advisors, Underwriters and other experts in accordance with the applicable provisions of law.

The proposed issue of securities as above may be made in one or more tranches, in the international or market by way of public issue or rights issue or QIP issue as per SEBI guidelines in domestic market/s in one or more currency, upto an aggregate amount of Rs.60.00 crores (Rupees Sixty Crores Only) or equivalent thereof. The issue price of the security to be issued in the proposed offerings will be determined by the Board of Directors at the time of the offer depending on the then prevailing

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market conditions. The securities will be listed on such international/Indian Stock Exchanges as the Board may be advised.

Section 81(1A) of the Companies Act, 1956, provides, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion to the capital paid up on those shares as of that date unless the shareholders decide otherwise. The Listing Agreements executed by the Company with the various Stock Exchanges also provide that the Company shall issue or offer in the first instance all securities to the

existing equity shareholders, unless the shareholders decide otherwise. The Special Resolution seeks the consent of the Shareholders authorizing the Board of Directors to make the proposed issue of Securities and in the event it is decided to issue Securities convertible into Equity Shares, to issue to the holders of such convertible Securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the issue.

The Board of Directors recommends the resolution set out at item No.11 of the accompanying Notice for your approval.

None of the Directors is, in any way, concerned or interested in the resolution.

### Details of Directors seeking appointment/re-appointment in ensuing Annual General Meeting

Name of Director	Shri P.V.R.Murthy
Date of Birth	21.04.1952
Date of Appointment	26.11.2004
Expertise in specific functional areas	F.C.A.,M.B.A. Finance, Accounts and General Management,
List of outside directorships in Public Limited Companies.	Birla Cotsyn (I) Ltd. Khamgaon Syntex Ltd. Sanguine Media Ltd. Birla Wellness & Healthcare Ltd. Birla Cement & Industries Ltd. Birla Precision Technologies Ltd.
Chairman / Member of the Committees of other Companies.	Birla Cotsyn (I) Ltd. and Birla Precision Technologies Ltd Member of: 1. Audit Committee 2. Remuneration Committee 3. Investors Grievance Committee
No. of shares held in The company	NIL

Name of Director	Mr Kalyan Bhattacharya
Date of Birth	20 <sup>th</sup> April, 1954
Date of Appointment	31 <sup>st</sup> October, 2007
Expertise in specific functional areas	B.E. (mechanical Engineering), M. Tech (Industrial Engineering & Operations Research from the Indian Institute of Technology) General Management Marketing and Engineering
List of outside directorships in Public Limited Companies.	NIL
Chairman / Member of the Committee.	NIL
No. of shares held in	
The company	NIL



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Name of Director	Mr Rajesh V. Shah
Date of Birth	10 <sup>th</sup> January, 1953
Date of Appointment	16 <sup>th</sup> December, 2005
Expertise in specific functional areas	Chartered Accountants and is having expertise in handling Audit & Tax matters and is member of ICAI & various other eminent committees.
List of outside directorships in Public Limited Companies.	Dagger Forst Tools Ltd.
Chairman / Member of the Committee.	Dagger Forst Tools Ltd. Member of: 1. Audit Committee 2. Remuneration Committee 3. Shareholders / Investors Grievance Committee
No. of shares held in The company	NIL


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## BIRLA POWER SOLUTIONS LTD.

### DIRECTORS' REPORT

**Dear Members,**

Your Directors have pleasure in presenting their Twenty Second Annual Report together with the audited statement of accounts of the Company for the financial year ended on 31<sup>st</sup> March, 2008.

### FINANCIAL RESULTS

(Rs. in lacs)

	For the 12 Months period ended 31.03.2008	For the 18 Months period ended 31.03.2007
Sales & Other Income	22199.79	23043.94
Profit before interest and depreciation	2070.51	2422.49
Interest (Net)	960.56	1234.87
Profit before depreciation	1109.95	1187.62
Depreciation	251.15	327.10
Profit after depreciation		
but before Tax	858.80	860.52
Provision for taxation	165.40	(2.78)
Adjustment of provision for earlier years	62.40	108.42
Tax adjustment for the earlier years	78.27	181.28
Profit after tax	552.73	573.60

### OPERATIONS

During the year under report the total revenues for the financial year (12 months period) ended on 31<sup>st</sup> March, 2008 were Rs 22199.79 Lacs as against Rs. 23043.94 lacs during the last financial year of 18 months period ended on 31<sup>st</sup> March, 2007 showing an increase of 44.50% on annualized basis. Similarly the profit after tax during the same periods were Rs 552.73 Lacs and Rs 573.60 Lacs, showing an increase of 44.50% on annualized basis.

### FUTURE OUTLOOK

**Portable Generators & Inverters**

- The Company has bagged major orders from Institutional Buyers catering to the Rural E - Governance Projects, Rural Health Centers, and School Computerization Projects under the schemes launched by the Government of India.
- The Company will be a part of the consortium

managing the Rural Information Centers and will have the benefit of a 60,000 strong Rural Centres to promote its entire range of products.

- The Company has successfully launched its Franchisee based Retail Outlets, Birla Power Shoppe, in the major cities. By 2009-10, the Power Shoppe Network will cover 100 towns with 300 dedicated Retail Stores catering to domestic/home-use segment.

**Farm Equipments & Agricultural Pumps**

- The Company has successfully launched a range of Power Tillers, BIRLA HARIT, to address the needs of the marginal farmers across the country. The Government of India has listed BIRLA HARIT as eligible for the grant of subsidy under the Government assisted programs and schemes. The response to BIRLA HARIT has been very encouraging and the Company plans to garner 10% market share, in the organized sector, by the year 2009 - 10.
- The Company will continue to be a major player in the Agricultural Pumps segment. A range of diesel operated new pumps will be launched during second quarter of 2009-10.

**Higher KVA Diesel Generators**

- The Company has made major in-roads in the Telecom Segment. It has gained sizable market share from all the major Telecom Companies like Bharti Airtel, Vodafone, Idea, Indus, Ericsson and BSNL.
- The Company has entered into Strategic Partnership with Eicher Engines (part of the TAFE Group) and is addressing the growing needs of power solutions in the Real Estate and Retail sectors.

### DIVIDEND

Your Directors are pleased to recommend payment of a dividend @ 3 % (Rs 0.30 Paise per share) on the expanded capital for the financial year ended 31<sup>st</sup> March, 2008. The Dividend will absorb a sum of Rs.127.39 Lacs (excluding dividend tax of Rs.21.64 Lacs)

### INCREASE IN AUTHORISED CAPITAL

During the year under review, the authorized share capital of the company was increased from Rs. 30.00 Crores (dividend into 3,00,00,000 equity shares of Rs. 10/- each) to Rs 55.00 crores (divided into 5,50,00,000 equity shares of Rs. 10/- each) by