



Annual Report & Accounts **2010-2011**



VISION

A leading & reliable end-to-end energy solutions provider to the country.

MISSION

To light up and empower industries and millions of homes by being the lowest cost, most reliable and environmentally sound conventional & non-conventional energy provider.

To provide employees a strong sense of ownership, professional respect and pride, resulting in high moral and performance.

To enhance shareholders' value by growth and profitability.

VALUES

- Performance/Result Oriented
- Imagination and Initiative
- Employee Empowerment
- Fair business practices with all stakeholders
- Organizational Pride
- Customer Delight

FOCUS AREAS

Together, we will achieve our vision by consistently growing through

- Competitiveness & cost efficiency
- Constant search for opportunities
- Complementary strategic alliances
- Competency enhancement
- Customer orientation



DPSC Limited

BOARD OF DIRECTORS

Hemant Kanoria - Chairman

Sunil Kanoria

Amit Kiran Deb

Debi Prasad Patra

Jyoti Kumar Poddar

Nand Gopal Khaitan

CHIEF OPERATING OFFICER

Jyotirmay Bhaumik

COMPANY SECRETARY

Saikat Bardhan

AUDITORS

Lodha & Co.

Chartered Accountants

14, Government Place East

Kolkata- 700 069

REGISTERED OFFICE

Plot No.-X 1, 2&3, Block EP,

Sector -V, Salt Lake City,

Kolkata- 700 091.

Tel : +91 33 2357 4308-10

Fax : +91 33 2357 2452

E-mail : info@dpscl.com

Website : www.dpscl.com

DIRECTORS' PROFILE

Hemant Kanoria - Chairman

Sri Hemant Kanoria has over thirty one years of experience in Industry, trade and financial services. He is the Chairman of FICCI National Committee on Infrastructure. He is the former President of the Calcutta Chamber of Commerce and former member of Board of Governors of Indian Institute of Management, Calcutta.

Sunil Kanoria

Sri Sunil Kanoria is a Chartered Accountant having over twenty three years of experience in the financial services industry. He is the Chairman of Eastern Region Council, ASSOCHAM and a governing body member of the Construction Industry Development Council (CIDC), in addition to holding other responsibilities. He has served as President of Merchants' Chamber of Commerce, Federation of Indian Hire Purchase Association (FIHPA) and Hire Purchase & Lease Association (HPLA).

Amit Kiran Deb

Sri Amit Kiran Deb is an Masters Degree holder in Political Science from Allahabad University and had joined the Indian Administrative Service (IAS) in year 1971 assigned then to the West Bengal Cadre. Thereafter, he had served the Government in various critical departments and portfolios, including being the District Magistrate in Darjeeling and Midnapore, Commissioner-cum-Secretary, Education and Social Welfare Dept., Govt. of Tripura, Joint Secretary, Cabinet Secretariat and Joint Secretary, Department of Electronics and had also represented Government of India in GATT negotiations in services in Geneva. Thereafter, he had held several key positions in Government of West Bengal like Special Secretary, Power Department, Principal Secretary, Information and Cultural Affairs Department, Principal Secretary to Chief Minister, West Bengal, Home Secretary, Government of West Bengal before retiring as Chief Secretary, Government of West Bengal.

Debi Prasad Patra

Shri Debi Prasad Patra IAS (Retd.) holds a Master Degree in Political Science from Delhi University. Sri Patra joined the Indian Administrative Service in 1979 and was assigned to the West Bengal Cadre and thereafter had a distinguished period spanning 24 years in Government wherein he had held several key portfolios including the post of Under Secretary, Home Department, District Magistrate of Darjeeling and South 24 Parganas, Director of Industries, Managing Director, West Bengal Industrial Development Corporation and Secretary, Information Technology. Sri Patra took voluntary retirement from Government services in year 2003 and from then has continued to enrich the Board of various reputed companies. Sri Patra currently is the Executive Chairman of MCC PTA India Corp. Pvt. Ltd. (MCPI), the leading Japanese FDI in India and Member of the Board of various other power companies like India Power Corporation Limited and India Power Corporation (Haldia) Limited.

Jyoti Kumar Poddar

Sri Jyoti Poddar is a commerce graduate having rich experience of 25 years as an industrialist with interests in multifarious sectors like tea gardens, real estate and power. Sri Poddar has handled the entire Indian & Sri Lankan operations in solar business for Shell Solar Ltd., Netherland and is actively involved towards contributing to the green energy mission of the country by way of setting up solar photovoltaic cell manufacturing unit and other power projects in India.

Nand Gopal Khaitan

Shri Nand Gopal Khaitan is an Attorney-At-Law, Advocate and Notary Public, practicing in the Hon'ble High Courts and the Hon'ble Supreme Court of India and is a Senior Partner of Khaitan & Co., a leading law firm in India. Mr. Khaitan passed his Attorneyship Examination from the Calcutta High Court in the year 1974 and stood first in the Preliminary, Intermediate and Final Examinations and was awarded Bell Chamber's Gold Medal by the Incorporated Law Society, High Court, Calcutta. He is a Notary Public appointed by the Govt. of India and is a Committee Member of FICCI, New Delhi, President of Indian Council of Arbitration, New Delhi, Executive Committee Member of Bharat Chamber of Commerce, Executive Committee Member of Mahadevi Birla Girls' Higher Secondary School and Executive Committee Member of The Agri-Horticultural Society of India, among holding honorary and executive membership in other esteemed Chambers and corporate bodies.

AUDIT COMMITTEE

Shri Amit Kiran Deb - Chairman
 Shri Sunil Kanoria
 Shri Jyoti Kumar Poddar
 Shri N G Khaitan

ANNUAL GENERAL MEETING

Friday, 29th July, 2011 at 11.00 a.m.
 at Registered Office, Plot X1, 2 & 3,
 Block-EP, Sector -V, Salt Lake City,
 Kolkata - 700 091.

SHAREHOLDERS' INVESTORS' GRIEVANCE COMMITTEE

Shri Hemant Kanoria - Chairman
 Shri Jyoti Kumar Poddar
 Shri D P Patra

REGISTRAR & SHARE TRANSFER AGENT

CB Management Services (P) Ltd.
 P-22, Bondel Road,
 Kolkata- 700 019.

Telephone : (033) 40116700/6711/6718
 Facsimile : (033) 2287 0263
 Email : rta@cbmsl.com

REMUNERATION COMMITTEE

Shri N G Khaitan - Chairman
 Shri Hemant Kanoria
 Shri Jyoti Kumar Poddar

COMMITTEE OF DIRECTORS

Shri Hemant Kanoria - Chairman
 Shri Sunil Kanoria
 Shri Jyoti Kumar Poddar
 Shri D P Patra

BANKERS

AXIS Bank Ltd
 IDBI Bank
 State Bank of India
 HSBC Bank

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Notice to Members

NOTICE is hereby given that the Ninety First Annual General Meeting of the Members of DPSC Limited will be held at its Registered Office, Plot X 1, 2 & 3 Block EP, Sector – V, Salt Lake City, Kolkata – 700 091 on Friday, 29th July, 2011 at 11.00 a.m. to transact the following business: –

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2011, the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on the Equity shares for the year ended 31st March, 2011.
3. To appoint a Director in place of Shri Jyoti Kumar Poddar who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri N G Khaitan who retires by rotation and being eligible offers himself for re-appointment.
5. To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED that Messrs Lodha & Co., Chartered Accountants, having registration no. 301051E allotted by the Institute of Chartered Accountants of India, the retiring Auditors, being eligible and not being disqualified under Section 224 of the Companies Act, 1956, be re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the year ending 31st March, 2012”.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modifications, the following Resolution:

As Ordinary Resolution:

6. **“RESOLVED THAT** pursuant to the provisions of sections 198, 269, 387 and all other applicable provisions, if any of the Companies Act, 1956 including Schedule XIII to the Companies Act 1956 as amended upto the date, the consent of the Company be and is hereby accorded to the appointment of Shri Jyotirmay Bhaumik as the Manager of the Company for a period of 5 (five) years with effect from 1st August, 2010 on the and other terms and conditions mentioned below and as set out in the Agreement entered between the Company and Shri Bhaumik, which Agreement is hereby specifically approved with liberty to the Board of Directors to alter and vary the remuneration & conditions of the said appointment and/or Agreement, so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 or any amendments thereto:-



REMUNERATION

a) Consolidated Salary of Rs. 1,39,000 per month

b) **PROVIDENT FUND**

As per Rules of the Company.

c) **PERQUISITES**

The perquisites and benefits will be as under:-

(i)	Gratuity	As per the Provision of Payment of Gratuity Act 1972.
(ii)	Electricity for Office at Residence	Full reimbursement of electricity bill subject to maximum of Rs.5000/- p.m.
(iii)	Medical Allowance (Domiciliary)	Rs. 11583/- per month
(iv)	House Rent Allowance	Rs. 26,000/- per month as HRA1 in accordance with the rules of the Company.
(v)	Sweeper	Rs. 1500/- per month
(vi)	Entertainment	Rs. 8,000/- per month
(vii)	Security/Attendant for Office at Residence	Rs. 8000/- per month
(viii)	Reimbursement towards running and maintenance of car with Company's driver	Rs. 23000/- per month
(ix)	Maintenance of Office at residence	Rs. 5000/- per month
(x)	Club subscription/fees	As per rules of the Company
(xi)	Leave	As per rules of the Company

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of Shri Bhaumik as Manager the remuneration and perquisites set out as aforesaid be paid or granted to him as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the applicable ceiling limit in terms of Schedule XIII to the said Act as may be amended from time to time or any equivalent statutory re-enactment thereof for the time being in force."

Registered Office:
Plot X1, 2&3, Block -EP, Sector -V,
Salt Lake City, Kolkata -700 091.
Dated: 23rd May, 2011

By Order of the Board
DPSC Ltd
Sankar Bardhan,
Company Secretary

NOTES:

1. A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend the Meeting and vote on a poll on his behalf. A proxy need not to be a member of the Company. Proxies, in order to be effective, must be deposited at the Company's Registered Office not less than forty-eight hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 25th July, 2011 to 29th July, 2011. (both days inclusive).
3. If the dividend on the equity shares as recommended by the Board of Directors be approved at the meeting, payment of such dividend will be made on and after 22nd August, 2011 to those members whose names will appear on the Company's Register of Members as on 25th July, 2011 and/or the Register of beneficial owners maintained by the Depositories as on the close of the aforesaid date.
4. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends through Electronic Clearing Service (ECS) to the Investors wherever ECS and Bank details are available. In the absence of ECS facility, the Company is required to print the Bank account details if available on payment instruments for distribution of dividend and /or cash benefits etc. to the shareholders. The Company is complying with SEBI's directive in this regard.
5. Members are requested to notify change of address, if any, to the Company on or before 25th July, 2011 and Members holding shares in Demat mode are also requested to notify change of address, bank details, etc., to their respective Depository Participants (DP). Any intimation made to the Company without effecting necessary correction with the DP cannot be updated.
6. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.
7. Members who have not yet encashed their dividend warrants so far for the financial year ended 31st March, 2006 or any subsequent financial years are requested to make their claim to the Registrar and Share Transfer Agents of the Company.
8. Members are informed that pursuant to the Circular issued by Depositories & Custodian Division, of Securities & Exchange Board of India (SEBI) for appointment of common agency for share registry work, the Company has appointed M/s. C B Management Services (P) Ltd., as Registrar & Share Transfer Agents for both Physical and Demat modes of securities of the Company.
9. Members desiring any information as regards the Accounts are requested to write to the Company at least seven days prior to the date of the Meeting so as to enable the Management to keep the information ready at the Meeting.
10. All the documents referred to in the accompanying notice, explanatory statement and the Register of Directors' shareholding and the Register of Contracts maintained under Sections 307 and 301 of the Companies Act, 1956 respectively are open for inspection at the registered office of the Company upto the date of Annual General Meeting. Register of Directors' shareholding shall be open for inspection upto 3 days after the Annual General Meeting.
11. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the special business proposed to be transacted at the meeting, as item no. 6 is annexed hereto.
12. Members are informed that pursuant to the Circular issued by the Ministry of Corporate Affairs on "Green Initiatives in Corporate Governance" i.e. service of documents by e-mode instead of Under Posting Certificate (UPC), kindly register your e-mail address with the URL www.cbmsl.com/green.php for sending notice/documents through e-mail, otherwise the same will be served by other modes of service as provided under Section 53 of the Companies Act, 1956.
13. Kindly bring your copy of the Annual Report at the Meeting.

Registered Office:
Plot X1, 2&3, Block -EP, Sector -V,
Salt Lake City, Kolkata -700 091.
Dated: 23rd May, 2011

By Order of the Board
DPSC Ltd
Sankar Bardhan,
Company Secretary



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

Item No. 6

The Board of Directors of the Company at their meeting held on 6th August, 2010, have, subject to the approval of the Members in a General Meeting and all other statutory approval, if any required, approved the appointment of Shri Jyotirmay Bhaumik as Manager of the Company for a period of five years with effect from 1st August, 2010 or till his superannuation whichever is earlier on the terms and conditions and remuneration as per the Agreement executed between Shri Bhaumik and Company. The remuneration payable to and the terms of appointment of Shri Bhaumik as Manager of the Company during the tenure of his appointment will comprise salary, allowances and other perquisites as set out in Item no. 6 of the notice convening this meeting.

Shri Jyotirmay Bhaumik is a BE (Mechanical) from Jadavpur University, M. Tech (Thermal) from IIT - Delhi, MBA (Finance) and MBA (HR). Shri Bhaumik has 26 years of rich experience in the power sector. Prior to this assignment, Shri Bhaumik was CEO - Power in NSL Power Pvt. Ltd, a private power generating Company. He was also associated with Hindalco Industries Limited as President (Power) during the period 2005-2009 and during 1978-2005 he was associated with NTPC Limited at various senior levels before resigning as General Manager.

The Board is of the opinion that the Company would be benefited immensely from the knowledge and experience of Shri Bhaumik and in the best interest of the Company recommends that the resolution as set out in item no. 6 be approved and adopted.

The copy of Agreement executed between Company and Shri Bhaumik for his appointment dated 6th August, 2010 and abstract of the remuneration of Shri Bhaumik is available for inspection by the Members of the Company during the office hours on any working day except Saturday and will also be available at the Meeting.

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

Registered Office:

Plot X1, 2&3, Block -EP, Sector -V,
Salt Lake City, Kolkata -700 091.

Dated: 23rd May, 2011

By Order of the Board
DPSC Ltd
Sankar Barman,
Company Secretary

A BRIEF RESUME' OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING.

[In pursuance to Clause 49 of the Listing Agreement]

Shri Jyoti Kumar Poddar, B.Com (Hons) was inducted on the Board of Company as Non Executive Independent Director on 29-01-2010. He is an Industrialist having over 25 years of experience in power sector and financial service industry. He is a non-executive director of India Power Corporation (Haldia) Ltd, Environ Energy Tech Services Ltd, Sitaram Properties (P) Ltd, Croza Consultants (P) Ltd, Bhaskar Silicon (P) Ltd and Environ Energy Corp. India (P) Ltd.

He is also member of Audit Committee, Remuneration Committee, Shareholders'/ Investors' Grievance Committee and Committee of Directors of the Board of the Company.

He does not hold any share in the Company.

Shri Nand Gopal Khaitan, Attorney at Law, Advocate and Notary Public, was inducted on the Board of Company as Non Executive Independent Director on 29-01-2010. He is having over 35 years of experience in legal field. Currently, he is Senior Partner of Khaitan & Company, Solicitors Firm, and Committee Member of Bharat Chamber of Commerce and Federation of Indian Chambers of Commerce & Industry and President of Indian Council of Arbitration, New Delhi. He is also a Non Executive Director of Chase Bright Steel Ltd, Govind Sugar Mills Ltd, HSIL Ltd, J K Lakshmi Cement Ltd, Mangalam Timber Products Ltd, Mangalam Cement Ltd, Naga Dhunseri Group Ltd, Reliance Chemotex Industries Ltd, Rasol Ltd, Rowdon Business Pvt. Ltd, Xenix Servis Pvt. Ltd, CD Equipfinance Pvt. Ltd, Ushodaya Marketing Pvt. Ltd and Srijan Overseas Pvt. Ltd.

He is Chairman of Remuneration Committee and member of the Audit Committee of the Board of the Company.

He does not hold any share in the Company.

REPORT OF THE DIRECTORS

Your directors are pleased to present the 91st Annual Report and Audited Statement of Accounts of the Company for the year ended 31st March 2011.

FINANCIAL RESULTS: [2010-2011]

		₹ in Lakh
	Year ended March 31, 2011	Year ended March 31, 2010
Total Income	41675.32	41393.21
Total Expenditure	40931.08	40380.41
Profit before Exceptional Items and Taxation	744.24	1012.80
Exceptional Items	-	544.04
		1556.84
Less: Provision for Taxation:		
Current Tax	-	291.05
Deferred Tax & Fringe Benefit Tax	176.75	(156.95)
Profit after Tax but before Statutory Provisions and Transfers	567.49	1422.74
Statutory Provisions and Transfers		
Unforeseen Exigencies	39.54	35.65
Unforeseen Exigencies - Interest	10.00	8.99
Net Profit for the year	517.95	1378.10
Add: Balance brought forward from last Accounts	4002.82	2674.09
Profit Available for Appropriations:	4528.77	4052.19
Appropriations		
Dividend	42.34	42.34
Income Tax on Dividend	6.87	7.03
Debenture Redemption Reserve	300.00	-
General Reserve	1242.10	-
Balance carried to Balance Sheet	2929.46	4002.82

DIVIDEND:

The Board of Directors are pleased to recommend a dividend of ₹ 1.00 per share on the 42,33,866 Equity Shares of ₹ 10/- each for the year ended 31st March 2011, subject to the approval of the shareholders in the Annual General Meeting. The dividend, if approved, will result in a payout of ₹ 42.34 lakhs and shall be subject to Corporate Dividend Tax to be paid by your Company but will be tax free in the hands of the Shareholders.

REVIEW OF OPERATIONS:

Your Company has maintained its consistent operating performance during the year recording a benchmark Transmission & Distribution Loss figures of 3.32 % for the year ended on 31st March 2011, which is one of the lowest among power distribution utilities across India.

The Net Income from Operations was recorded at ₹ 405.63 Crore for the financial year ended 31st March 2011, in comparison to the previous year ended figures of ₹ 410.46 Crore, showing a marginal reduction owing to reduced actual consumption in the supply area. The Company supplied 971 Million Units of power during the year ended 31st March 2011 recording thereby