

<b>BOARD OF DIRECTORS</b>	:	S. K. Nevatia, Chairman & Managing Director Uma S. Nevatia, Executive Vice Chairperson Jayant H. Shah D. R. Mehta Niraj Ramkrishna Bajaj Bharat Swaroop Pawan Kumar Golyan V. K. Bhartia Binod Patodia Pradeep V. Goyal
<b>MANAGEMENT TEAM</b>	:	S. K. Nevatia - Chairman & Managing Director Uma S. Nevatia - Executive Vice Chairperson Vinod Maria - President Saurabh Nevatia - Chief Executive (Nashik) S. M. Kothari - Vice President (New Projects & Technical) A. K. Nemani - Vice President (Finance)
<b>BANKERS</b>	:	The Bank of Rajasthan Ltd. Union Bank of India
<b>AUDITORS</b>	:	M/s Khandwala & Shah Chartered Accountants
<b>LEGAL ADVISORS</b>	:	M/s Kanga & Co.
<b>REGISTRAR AND TRANSFER AGENT</b>	:	M/s ADROIT CORPORATE SERVICES PRIVATE LIMITED 19, Jafarbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai - 400 059.

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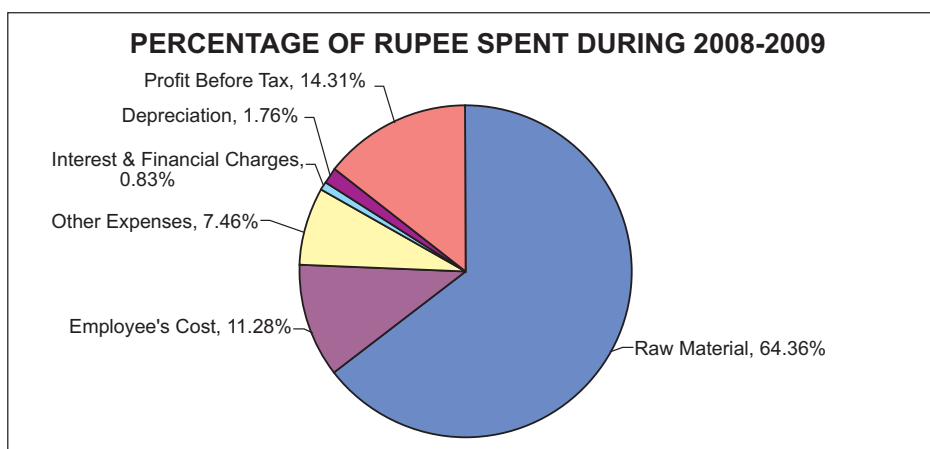
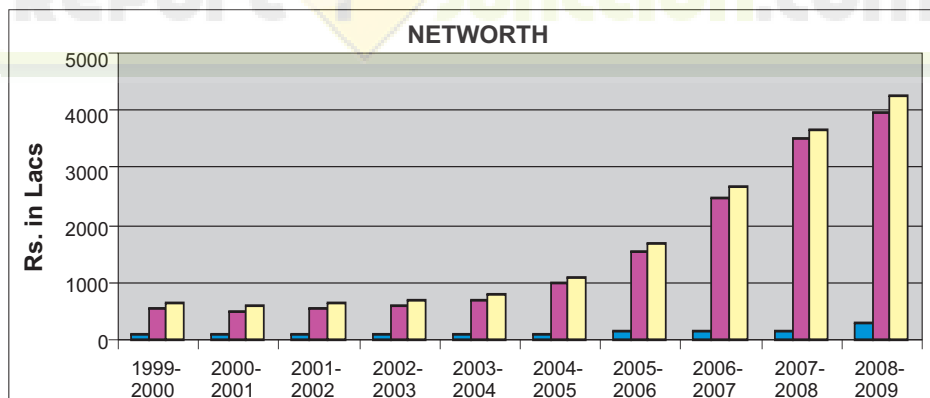
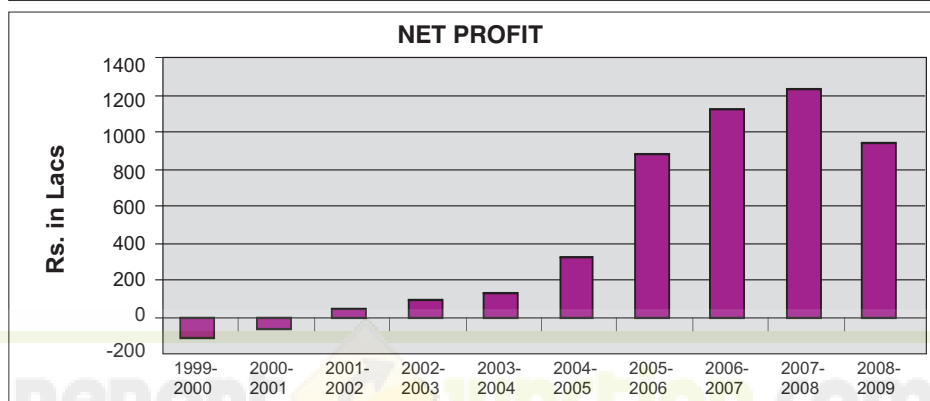
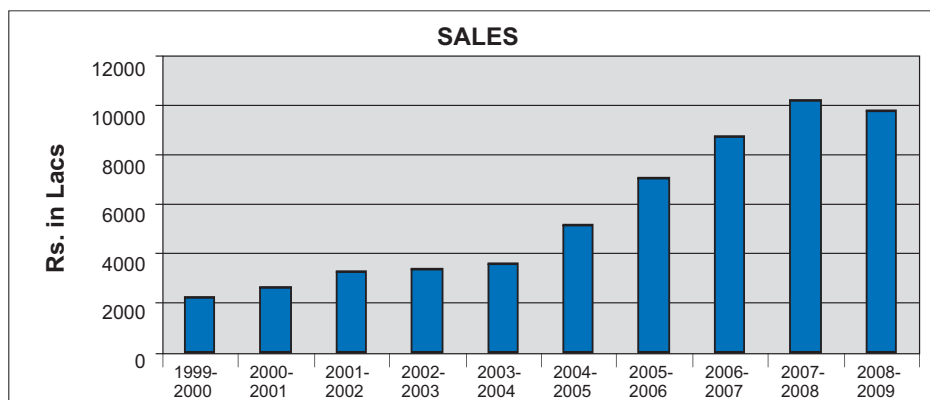
## 51ST ANNUAL GENERAL MEETING

<b>Date</b>	:	Thursday, September 10, 2009
<b>Time</b>	:	3.30 p.m.
<b>Venue</b>	:	Kamalnayan Bajaj Hall & Art Gallery Ground Floor, Bajaj Bhavan, Nariman Point, Mumbai - 400 021.

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Cover page: 1550 KVA EMU Transformer developed In-house for Railways.

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## HIGHLIGHTS

			2008-09	2007-08	2006-07	2005-06	2004-05
<b>INCOME:</b>							
1	Gross Operational Income	Rs.	1,08,69,04,831	1,17,58,66,815	1,00,89,21,622	81,68,86,225	59,82,32,289
2	Net Operational Income	Rs.	98,14,85,589	1,02,01,06,313	87,31,74,468	70,79,79,299	52,02,53,756
3	Profit before Interest, Depreciation & Tax	Rs.	16,60,20,526	21,14,45,187	19,36,20,090	14,23,71,062	6,23,89,249
4	Interest	Rs.	81,95,458	83,86,625	83,52,854	84,27,301	78,06,532
5	Depreciation	Rs.	1,72,35,086	1,40,40,950	1,40,05,451	62,09,519	40,29,262
6	Gross Profit after Interest & Depreciation but before Tax	Rs.	14,05,89,982	18,90,17,612	17,12,61,785	12,77,34,242	5,05,53,455
7	Profit after Tax	Rs.	9,44,76,407	12,29,07,387	11,23,09,785	8,80,10,242	3,16,43,455
8	Dividends	Rs.	3,01,15,860	1,50,57,930	1,50,57,930	1,05,40,551	40,15,448

## EQUITY SHARE DATA:

9	Sales & other Income per equity share	Rs.	65	136	117	94	104
10	Earnings per equity share	Rs.	6.27	16.32	14.92	11.69	6.30
11	Book value of equity share	Rs.	28.25	48.57	35.18	22.22	21.55
12	Networth	Rs.	42,53,50,024	36,56,57,370	26,48,96,907	16,72,60,008	10,81,57,097
13	Market Price:						
	a) High	Rs.	188.00	298.25	226.00	225.40	51.20
	b) Low	Rs.	25.60	110.25	109.80	41.20	12.30
14	Dividend	(%)	100	100	100	70	40
15	Allotment of Bonus Shares	(Ratio)	1:1	—	—	1:2	—

## RATIO:

16	PBT/Net Operational Income	(%)	14.32	18.53	19.61	18.04	9.72
17	Profit after Tax/Networth	(%)	22.21	33.61	42.40	52.62	29.26
18	Total Liabilities/Total Assets	Times	0.35	0.45	0.49	0.55	0.59
19	Total Debt/Equity	Times	0.18	0.33	0.35	0.49	0.68
20	Total Outside Liability/Total Networkth	Times	0.54	0.80	0.96	1.20	1.42
21	Current Ratio	Times	2.58	1.99	1.72	1.63	1.80
22	PBDIT/Finance Costs	Times	20.26	25.21	23.18	16.90	7.99

## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the 51<sup>st</sup> Annual General Meeting of the members of **HIND RECTIFIERS LIMITED** will be held on Thursday the 10<sup>th</sup> September, 2009 at 3.30 p.m. at Kamalnayan Bajaj Hall & Art Gallery, Bajaj Bhavan, Ground Floor, Nariman Point, Mumbai - 400 021 to transact, with or without modification(s) the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended March 31, 2009 and the Balance Sheet as on that date together with the Reports of the Directors and Auditors thereon.
2. To sanction the declaration and payment of Dividend on Equity Shares for the year ended March 31, 2009.
3. To appoint a Director in place of Mr. D. R. Mehta, who retires from office by rotation, and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Bharat Swaroop, who retires from office by rotation, and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. V. K. Bhartia, who retires from office by rotation, and being eligible offers himself for re-appointment.
6. To appoint Statutory Auditor to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
7. To appoint Branch Auditors for Nashik and Dehradun Plants to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### 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 INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from 02/09/2009 to 10/09/2009 (both days inclusive).
3. The dividend on Equity Shares as recommended by the Board of Directors of the Company, when approved at the Annual General Meeting of the Company will be paid on or after 10th September, 2009.
4. Members are hereby informed that dividends which remain unclaimed/unencashed over a period of 7 years have to be transferred by the Company to The Investors Education & Protection Fund, constituted by the Central Government under Section 205(A) & 205(C) of the Companies Act, 1956.

Members should note that no claim can be made by the shareholders for the unclaimed dividends which have been transferred to the credit of the Investors Education & Protection Fund of the Central Government under the amended provisions of section 205(B) of the Companies Act, 1956.

The details of dividend paid by the Company and the corresponding due dates for transfer of unencashed dividend to the aforementioned fund constituted by the Central Government are furnished hereunder:

Dividend for the year	Date of Declaration of Dividend	Due Date of transfer to The Investors Protection and Education Fund
2001 - 2002	31.07.2002	30.07.2009
2002 – 2003	30.08.2003	29.08.2010
2003 – 2004	17.08.2004	16.08.2011
2004 – 2005	29.07.2005	28.07.2012
2005 – 2006	30.08.2006	29.08.2013
2006 – 2007	28.07.2007	27.07.2014
2007 - 2008	25.08.2008	24.08.2015

Members who have not encashed the dividend warrant(s) so far in respect of the above financial years, are therefore, requested to make their claims to the Registrar of the Company or the Company at the registered office with full details.

5. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
6. Members/Proxies are requested to please bring their copies of the Annual Report to the meeting.
7. The Company has listed its shares on The Bombay Stock Exchange Limited & National Stock Exchange of India Limited.
8. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

**M/s. ADROIT CORPORATE SERVICES PRIVATE LIMITED**

[ Unit: Hind Rectifiers Limited ]

19, Jafarbhoy Industrial Estate, 1st Floor,  
Makwana Road, Marol Naka,  
Andheri [ East ], Mumbai - 400 059.

Tel No.: 2859 4060/2859 6060 Fax: 2850 3748 • E-mail: adroits@vsnl.net

9. (a) Members are informed that in order to avoid fraudulent encashment of dividend warrants they should send to the Registrar and Transfer Agent of the Company at the address given above under the signature of the Sole/First Joint holder the information relating to Name and Address of the Banker along with the Pin Code and Bank Account Number to print on the Dividend Warrants.
- (b) Members desirous of availing the facility of Electronic Credit of Dividend are requested to send ECS Form to the Registrar and Transfer Agent of the Company at the address given above.
- (c) Members holding shares in dematerialised form and desirous to change or correct the bank account details should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR Code to the Depository Participant.

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10. All documents referred to in the notice are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
11. Members/Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
12. Members who are holding shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
13. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and client ID Number.



**Registered Office:**  
Lake Road, Bhandup (W)  
Mumbai – 400 078

For and on behalf of the Board of Directors  
For **Hind Rectifiers Limited**

Place: Mumbai  
Date : 29<sup>th</sup> June, 2009

**S. K. Nevatia**  
Chairman & Managing Director

## INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

As required under the Listing Agreement, the particulars of Directors who are proposed to be appointed / reappointed are as given below:

1.      Name : Mr. D. R. Mehta  
Age : 74 years  
No. of shares held in the Company : 300  
Brief Resume & Functional expertise : Mr. D. R. Mehta working as a Director with M/s. Vivan Investments Pvt. Ltd., and having total experience of more than 52 years.  
Outside Directorships : Vivan Investments Pvt. Ltd.  
Chairmanship/Membership of Board Committees : Nil  
Date of Appointment : 29/05/1992
2.      Name : Mr. Bharat Swaroop  
Age : 56 years  
No. of shares held in the Company : 17,500  
Brief Resume & Functional expertise : Mr. Bharat Swaroop a Commerce graduate from Mumbai University and working with M/s. L. H. Sugar Factories Ltd., as a Promoter Executive Director and having total experience of more than 32 years.  
Outside Directorships : L. H. Sugar Factories Ltd.  
Sushev Agriculture Pvt. Ltd.  
Chairmanship/Membership of Board Committees : Nil  
Date of Appointment : 04/12/1990

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3. Name : Mr. V. K. Bhartia
- Age : 68 Years
- No. of shares held in the Company : Nil
- Brief Resume & Functional expertise : Mr. V. K. Bhartia a Graduate from Mumbai University and was formerly holding a senior position with Raymond Ltd., and presently associated with the same company as an Advisor and he has got total experience of 42 years.
- Outside Directorships : Color Plus Fashions Ltd.  
J. K. Ansell Ltd.  
Celebrations Apparel Ltd.  
Everblue Apparel Ltd.  
Vijesh Marketing Pvt. Ltd.  
Rainbow Weavers & Processors Pvt. Ltd.
- Chairmanship/Membership of Board Committees : 1
- Date of Appointment : 18/04/2007





**DIRECTORS' REPORT TO THE MEMBERS**

Your Directors have great pleasure in presenting 51<sup>st</sup> Annual Report together with the Audited Accounts for the year ended March 31, 2009.

(Rs. In Lacs)

<b>FINANCIAL RESULTS:</b>	<b>Year ended 31.03.2009</b>	<b>Year ended 31.03.2008</b>
<b>Gross Operational Income</b>	<b>10,869.05</b>	11,758.67
<b>Less: Excise Duty</b>	<b>1,054.19</b>	1,557.61
<b>Net Operational Income</b>	<b>9,814.86</b>	10,201.06
<b>Gross Profit</b>	<b>1,578.25</b>	2,030.59
<b>Less: Depreciation</b>	<b>172.35</b>	140.41
<b>Profit before Tax</b>	<b>1,405.90</b>	1,890.18
<b>Less: Provision for Taxation</b>		
- Current	442.00	667.50
- Deferred	5.89	(18.25)
- Fringe benefit	13.25	11.85
	<b>461.14</b>	
<b>Profit after Taxes</b>	<b>944.76</b>	1,229.08
<b>Excess/(Short) Provision for taxation of earlier years</b>	<b>0.62</b>	(1.38)
<b>Adjustment in respect of earlier years</b>	<b>3.88</b>	(2.01)
<b>Surplus of previous year</b>	<b>42.85</b>	38.33
<b>Profit available for appropriation</b>	<b>992.11</b>	1,264.02
<b>Appropriations:</b>		
<b>Transferred to General Reserve</b>	<b>590.00</b>	1,045.00
<b>Proposed Dividend</b>	<b>301.16</b>	150.58
<b>Tax on Dividend</b>	<b>51.18</b>	25.59
<b>Surplus Carried to Balance Sheet</b>	<b>49.77</b>	42.85

**OPERATIONS:**

The Company's working is affected due to the slow-down in the economy. There were no enquiries at all for certain applications and for the remaining business there was keen competition resulting in lowering of the selling prices. With decrease in turnover combined with the fall in the value of the rupee which led to increase in costs of imported items, coupled with rising prices of copper and steel etc. had its impact on the profit margins.

The company expects the working in the current year also to be adversely affected. There are signs of improvement in the economy but this would be reflected in better orders and despatches in the next financial year.

The Company is making all out efforts to increase the turnover from the Dehradun Plant to improve its bottom line.

**DIVIDEND:**

After careful thinking and taking in view the liquidity position, Directors are pleased to recommend for consideration of the Shareholders at the Annual General Meeting payment of dividend @ 100% (Rs. 2/- per Share) amounting to Rs. 3,01,15,860/- for the year ended 31<sup>st</sup> March, 2009 (Previous year Rs. 1,50,57,930/-).

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## **DEPOSITS:**

Deposits amounting to Rs. 50,000/- due for payment on or before 31<sup>st</sup> March, 2009 remained unclaimed by the depositor on that date. Letter has been sent reminding him to claim the deposits.

## **BOARD OF DIRECTORS:**

As per the Provisions of the Companies Act, 1956 and in terms of the Articles of Association of the Company, Mr. D. R. Mehta, Mr. Bharat Swaroop and Mr. V. K. Bhartia, Directors of the Company retire by rotation and being eligible, offer themselves for re-appointment.

## **DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 217(2AA) of the Companies Act, 1956 the Directors confirm that:

1. In preparation of the annual accounts, the applicable Accounting Standards have been followed.
2. Appropriate policies have been selected and applied consistently and judgments and estimates wherever made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2009.
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 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.

## **AUDITORS:**

M/s. Khandwala & Shah, Chartered Accountants, Auditors of the Company are retiring at the ensuing Annual General Meeting. They are eligible for re-appointment and have expressed their willingness to act as Auditors, if re-appointed. The Company has received a certificate from them that they are qualified under section 224 (1B) of the Companies Act, 1956, for appointment as Auditors of the Company. Members are requested to consider their appointment and fix their remuneration.

M/s. Daga & Chaturmutha, Chartered Accountants, Branch Auditors of the Company for Nashik Plant are retiring and eligible for re-appointment and have expressed their willingness to act as Branch Auditors of the Company.

M/s. Mullick & Co., Chartered Accountants, Branch Auditors of the Company for Dehradun Plant are retiring and eligible for re-appointment and have expressed their willingness to act as Branch Auditors of the Company.

## **AUDITORS' OBSERVATIONS:**

The observations of the auditors contained in their Report have been adequately dealt with in the Notes to the Accounts given in Schedule "R" which are self explanatory and therefore, do not call for any further comments.