



TARAPUR  
TRANSFORMERS LTD.

**Annual Report 2010 - II**

**Board of Directors**

Mr. Naresh Kumar Choudhary  
 Mr. Rajendra Kumar Choudhary  
 Mr. Mohan Ranadive  
 Mr. R.G. Subramanian  
 Mr. Anil Kumar Nevatia

**Company Secretary & Compliance Officer**

Ms. Ekta Kumari

**Registered Office**

J-20, MIDC, Tarapur Industrial Area,  
 Boisar, Thane - 401 506  
 Tel - (91 2525) 605120  
 Fax - (91 2525) 645555  
 Email - complianceofficer@tarapurtransformers.com

**Corporate Office**

836/837, 8<sup>th</sup> Floor, IJMIMA Complex  
 Raheja Metroplex, Link Road  
 Malad (West), Mumbai - 400064  
 Tel - (91 22) 42728080  
 Fax - (91 22) 42728090

**Units****Boisar Unit**

J-20, MIDC, Tarapur Industrial Area,  
 Boisar, Thane - 401506  
 Tel – (91 2525) 605120  
 Fax – (91 2525) 645555

**Pali Unit**

141, Manor Road, Village Pali,  
 Post - Poshari, Taluka - Wada, Dist.- Thane  
 Tel - (91 2526) 645977  
 Fax - (91 2526) 271154

**Vadodara Unit**

L/25/5, GIDC Industrial Estate,  
 Por- Ramnagamdi, Vadodara  
 Tel - (91 265) 2830290  
 Fax - (91 265) 2339629

**Statutory Auditors**

M/s Raman S Shah & Associates  
 Chartered Accountants  
 Indra Darshan, 'A' Wing, 102, 1<sup>st</sup> Floor,  
 Next to Jain Temple,  
 Borivali (W), Mumbai - 400 092.

**Registrars & Share Transfer Agents for Physical & Electronic Shares**

Bigshare Services Private Limited  
 E-2/3, Ansa Industrial Estate, Sakivihar Road,  
 Saki Naka, Andheri (E), Mumbai - 400072  
 Tel – (91 22) 28470652

**Bankers**

Canara Bank  
 Overseas Main Branch,  
 211, Dalamal Tower, Nariman Point,  
 Mumbai - 400 021.

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**Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their email address with the Company or Registrars (Big Share Services Pvt. Ltd.), to enable us to send all the documents through electronic mode in future.

**NOTICE**

**NOTICE** is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of **Tarapur Transformers Limited** will be held at J-20, MIDC, Tarapur Industrial Area, Boisar, Thane 401506 on Tuesday, 30<sup>th</sup> August, 2011 at 11.30 a.m to transact with or without modification(s), as may be permissible, the following business:

**ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2011, Profit & Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Naresh Kumar Choudhary, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajendra Kumar Choudhary, who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass, 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. Raman S. Shah & Associates, Chartered Accountants, be and are hereby 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, on such remuneration as may be fixed by the Board of Directors of the Company".  
**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to implement this resolution".

**SPECIAL BUSINESS:-**

5. To consider and if thought fit, to pass the following resolution as an special resolution:-  
**"RESOLVED THAT** the permission is granted to the Board of Directors to utilize the proceeds from the IPO to serve the working capital requirements of the Company and for general corporate purposes, notwithstanding anything contrary mentioned in the draft red herring prospectus, red herring prospectus or prospectus."  
**"RESOLVED FURTHER THAT** the repayment of outstanding term loan due to Standard Chartered Bank amounting to ₹ 12.52 crores (inclusive of interest and charges) be and is hereby approved as utilisation of IPO proceeds."  
**"RESOLVED FURTHER THAT** the utilization of funds as mentioned in the draft red herring prospectus, red herring prospectus stands amended to the extent of reduced term loan from banks".

By Order of the Board of Directors,  
**For Tarapur Transformers Limited**

Mumbai, 16<sup>th</sup> July, 2011

**Registered Office:-**

J-20, MIDC, Tarapur Industrial Area  
 Boisar, Thane 401506

**Ekta Kumari**  
 Company Secretary

**NOTES:-**

- a. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under items no. 5 is annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY/PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- c. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- d. The Company has notified closure of register of members and transfer books from 25<sup>th</sup> August, 2011 to 30<sup>th</sup> August, 2011, both days inclusive.
- e. Members holding shares in Physical form are requested to notify change of address, if any, to Registrar and Share Transfer Agents and those who hold shares in dematerialized form are requested to notify to their Depository participants, their change in address.
- f. As per the provisions of the Companies Act, 1956, facility for making nomination is available to the shareholders in respect of the Shares held by them. Nomination Forms can be obtained from the registrar and Share Transfer Agents of the Company.
- g. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their respective copy of the Annual Report to the Meeting and affix their signature at the place provided on the attendance slip annexed to the Proxy form and hand over the slip at the entrance to the place of the Meeting.
- h. Non - Resident Indian Members are requested to inform the Company's Registrar and Share Transfer Agents M/s. Bigshare Services Private Limited immediately of –
  - a. The change in the residential status on return to India for permanent settlement.
  - b. The particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.



- i. Your Company is concerned about the environment and utilizes natural resources in a sustainable way. Recently, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated 21<sup>st</sup> April, 2011 and 29<sup>th</sup> April, 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance. Recognizing the spirit of the circular issued by the MCA, we have already sent emails to those shareholders who have registered their email addresses with their depositories and in turn have sent this Annual report to all the shareholders who have given their consent for receiving documents through email mode. We now request all the shareholders who have not given their consent to please support this Green Initiative and update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email.
- j. Relevant documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the 23<sup>rd</sup> Annual General Meeting.

### Explanatory Statement

As required under Section 173(2) of the Companies Act, 1956, in respect of the item of Special Business mentioned in the Notice:-

#### Item No.5 :-

At the time of Initial Public Offer (IPO), the Company had estimated the end uses of funds as under:

Total amount received from IPO ₹ 6375 Lacs

Particulars	Objects as per Prospectus (₹ in Lacs)
Expansion & Modernisation of Pali Unit	3414.46
Financing Working Capital Requirement	800.00
Marketing & Brand Development Expenses	200.00
Acquisition of Business	2500.00
General Corporate Purposes	1351.91
Issue Expenses	299.53
<b>TOTAL</b>	<b>8565.9</b>

Against the same, upto 31<sup>st</sup> March, 2011, the Company has utilized the IPO proceeds as under:

Particulars	Actual utilisation Upto 31.03.2011 (₹ in Lacs)
Expansion & Modernisation of Pali Unit	2414.93
Financing Working Capital Requirement	937.27
Marketing & Brand Development Expenses	0.00
Acquisition of Business	638.67
General Corporate Purposes	157.77
Issue Expenses	308.79
<b>TOTAL</b>	<b>4457.43</b>

Balance money as on 31<sup>st</sup> March, 2011 was temporarily invested in mutual funds and Bank Fixed Deposits. The Company had an outstanding term loan from Standard Chartered Bank (SCB) and the rate of interest on this loan was substantially more than the rate of interest / dividend which the Company was earning from the investments in mutual funds and fixed deposits. This being the case, as a matter of prudence, the term loan was repaid to Standard Chartered Bank. The Company has been able to make some savings in the capital expenditure to be made and some part of the capital expenditure is now no longer required in the present circumstances.

The Company has planned to invest ₹ 25.00 crores for acquisition of business. In this direction, the Company had invested ₹ 6.39 crores in purchase of shares in HMTD Engineering Co. Private Limited. However, there have been some issues in the due diligence process and controlling interest in acquisition, which have forced the Company, to drop the plans for the said acquisition.

In the meantime, the Company's Order Book suggests that there will be sizeable requirement of working capital.

With the above background, the management proposes to utilize the balance unutilized IPO proceeds in the best interest of the Company.

Your Directors recommend the resolution to regularize the amount already invested in the repayment of term loan and to give the required flexibility for future utilization of funds.

Your Directors recommend resolution at Item No – 5 for your approval as a Special Resolution.

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

By Order of the Board of Directors  
For Tarapur Transformers Limited

Mumbai, 16<sup>th</sup> July, 2011

#### Registered Office:-

J-20, MIDC, Tarapur Industrial Area  
Boisar, Thane 401506

**Ekta Kumari**  
Company Secretary



## DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting Twenty Third Annual Report together with the Audited Accounts and Auditors' Report for the year ended 31<sup>st</sup> March, 2011.

### 1. Financial Performance:-

The financial performance of the Company for the Year ended 31<sup>st</sup> March, 2011 is as summarized below:-

(₹ in Lacs)

Particulars	2010-2011	2009-2010
<b>Gross Turnover &amp; Other Income</b>	<b>910.06</b>	3298.63
<b>Profit / (Loss) before Interest, Depreciation &amp; Taxation</b>	<b>(531.90)</b>	343.94
Less – Interest	-	(28.41)
Profit / (Loss) before Depreciation & Taxation	<b>(531.90)</b>	315.53
Less – Depreciation	<b>66.58</b>	(50.97)
Profit / (Loss) before tax	<b>(598.48)</b>	264.56
Less– Provision for Taxation (Including Deferred Tax)	<b>117.02</b>	(110.13)
<b>Net Profit / (Loss) for the year</b>	<b>(481.46)</b>	154.43
Add – Surplus brought forward from previous Year	<b>107.22</b>	66.86
Profit / (Loss) available for Appropriations	<b>(374.24)</b>	221.29
<b>Appropriations:-</b>		
Proposed Dividend	-	97.50
Dividend Distribution Tax	-	16.57
Balance Carried to Balance Sheet	<b>(374.24)</b>	107.22

### 2. Performance Review:-

The Turnover of the Company decreased and stood at ₹ 910.06 Lacs and has incurred net loss of ₹ 481.46 Lacs for the year 2010-11. The same is mainly due to the fact that the Company was in the midst of putting up the Wada plant as per the latest standard and equipped with the best machines and testing equipments.

### 3. Directors:-

Mr. Naresh Kumar Choudhary, Director of the Company retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting. The Notice convening the Annual General Meeting includes the proposals for re-appointment of Director.

Mr. Rajendra Kumar Choudhary, Director of the Company retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting. The Notice convening the Annual General Meeting includes the proposals for re-appointment of Director.

The Company has received notices in writing from members proposing the candidature of above director.

Brief resumes of the above Directors, nature of their expertise in specific functional areas and names of the Public Limited companies in which they hold directorships and memberships / chairmanships of Committees of the Board and their shareholding in the Company, as stipulated under Clause 49 of the Listing Agreement are given in the Report on Corporate Governance forming part of the Annual Report.

Mr. Vinod Kumar Agarwal has tendered his resignation w.e.f 30<sup>th</sup> March, 2011. Your Directors wish to place on records their sincere appreciation for the invaluable services rendered by him.

### 4. Company Secretary :-

Ms. Astha Rathi, has resigned w.e.f. 1<sup>st</sup> June, 2011 from being the Whole Time Company Secretary and in her place Ms. Ekta Kumari has been appointed as the Whole Time Company Secretary w.e.f 16<sup>th</sup> July, 2011. Your Directors wish to place on records their sincere appreciation for the invaluable services rendered by Ms. Astha Rathi.

### 5. Directors' Responsibility Statement:-

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, the Directors, to the best of their knowledge and belief, confirm that:-

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed and that there are no material departures from the same.
- Appropriate accounting policies have been selected and applied consistently and such judgments & estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2011 and of the loss of the Company for the accounting year ended on that date.



- c. Proper & 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 & detecting fraud and other irregularities; and,
- d. The annual accounts of the Company have been prepared on a going concern basis.

**6. Auditors:-**

The present Statutory Auditors of the Company, M/s. Raman S. Shah & Associates, Chartered Accountants, Mumbai, retire as Statutory Auditors at the conclusion of this Annual General Meeting. They are eligible for re-appointment and the Company has received a Certificate from them that their re-appointment, if made, would be within the limits under Section 224 (1B) of the Companies Act, 1956 and that they are not disqualified for such an appointment within the meaning of sub-sections (3) and (4) of Section 226 of the Companies Act, 1956. Their re-appointment is recommended by the board.

**7. Auditors' Report:-**

The notes on accounts referred to in the Auditors' Report are self explanatory and therefore do not call for any further comments under section 217(3) of the Companies Act, 1956.

**8. Tax Provisions:-**

The Company has made adequate provisions as required under the provisions of relevant laws governing taxation on the company.

**9. Fixed Deposits:-**

During the year ended on 31<sup>st</sup> March 2011, the Company has not accepted any Fixed Deposits from public under Section 58A & 58AA of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975.

**10. Corporate Governance:-**

We adhere to the principal of Corporate Governance mandated by the Securities and Exchange Board of India (SEBI) and have implemented all the prescribed stipulations. As required by Clause 49 of the Listing Agreement, a detailed report on Corporate Governance forms part of this Report as **Annexure II**. The Auditors' Certificate on compliance with Corporate Governance requirements by the Company is attached.

**11. Management's Discussion and Analysis Report:-**

A detailed review of the operations, performance and future outlook of the Company and its businesses is given in the Management's Discussion and Analysis Report, which forms part of this Report as **Annexure- I**.

**12. Energy Conservation and Technology Absorption:-**

In view of the nature of business of the Company which is labour intensive, the information required under Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in Report of the Board of Directors) Rules, 1988 with respect to conservation of Energy, Technology absorption is not given as electricity purchased and consumption per unit of production is not amenable to logical presentation.

**13. Foreign Exchange earnings and outgo:-**

Your Company earned/spent foreign exchange as under during the year.

Earnings	:	₹ Nil
Outgo	:	₹ 288.73 lakhs

**14. Particulars of Employees:-**

Information in accordance with Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is not applicable for the year under review as none of the employees is drawing a salary of ₹ 5.00 Lac per month and / or ₹ 60.00 Lac per annum.

**15. Acknowledgement:-**

The Board wishes to place on record its sincere appreciation for the assistance and co-operation received from Bankers, Government Departments and other Business Associates for their continued support towards the conduct of operations of the Company efficiently.

The directors express their gratitude to the shareholders for their continuing confidence in the Company. The directors also acknowledge the hard work and persuasive efforts put in by the employees of the Company in carrying forward Company's vision and mission.

On behalf of the Board of Directors,  
**For Tarapur Transformers Limited**

**Naresh Kumar Choudhary**  
Director

**Rajendra Kumar Choudhary**  
Director



## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### Industry Overview

Power is a critical component of any economy's infrastructure without which its development and growth is a big hindrance. An economy's growth, development and ability to handle global competition, all depends on the availability, reliability and quality of the power sector.

### Indian Transformer Industry

A Transformer is a voltage changer, used to either step down or step up power depending on its installation base. There are largely two categories of transformers based on function, viz., power and distribution transformers. Other special transformers that are differentiated on usage include welding, traction, furnace etc. Many players have the capacity to manufacture up to 400kv, however with ultra mega power plants coming up, need for high rating transformers is felt, which has opened doors for 765kv and higher ratings transformers.

In India many players belong to the unorganized segment of the Industry and cater to small ratings distribution transformer demand. This is due to lack of infrastructure testing facilities, and technical skill sets available with them. However, over a period of time many of these small players moved up the value chain and graduated to the higher rating transformers. Despite this the number of players qualified for the larger variants of transformers is still small to serve upcoming demand expected over the forthcoming years.

### Business Overview

Your Company is currently engaged in the areas of manufacturing, rehabilitation, up-gradation, and refurbishment of transformers ranging from power & distribution transformer; Industrial Transformer; Furnace Duty Transformer; Electric Locomotive Transformer; Electric Traction substation Transformer; Dry type transformer; Potential Transformer; Special purpose transformers. We are one of the few players in Indian markets manufacturing & repairing of power & distribution transformers, focusing on quality, timely delivery and customization based on our engineering capabilities without any third party collaboration or technical assistance.

### Discussions on Results of Operations

During the current fiscal our Company has achieved

Total income from operations of ₹ 910.06 Lacs and has incurred Net Loss of ₹ 481.46 Lacs

Earnings per share (EPS) for the year is ₹ (2.47)

The Company has incurred losses during the year, mainly due to the following reasons:

- (a) Due to the ongoing capital expansion at Wada unit of the Company, production facilities were seriously hampered.
- (b) One particular order for repair of a 50 MVA transformer was executed during the year for which order was received about 10 years back. The costs have risen astronomically during the period. The order was pending when the management of the Company had changed during November 2006. The earlier management could not execute the order due to labour and financial problems.
- (c) Due to the qualification criteria laid down by the utilities, who happen to be main customers of the Company, the Company has to go for orders at cost or lower to enable the Company to participate in the future tenders of utilities.

To reduce the burden of expenditure and to improve profitability of the Company, the management has suspended operations of the Boisar plant. These operations can be carried out at the Pali plant with reduced expenditure and equally effectively.

### Future Outlook

As the number of competitors in the higher range of power transformers manufacturing is very small, the board foresees a bright future for the Company once the project is fully on stream. However, the targeted profitability will be achieved only after the Company meets the minimum qualifying criteria set up by the various utilities who happen to be our main customers.

### Risk & Concerns

Our future results of operations could potentially be affected by the following factors:

- Our ability to successfully commission the Expansion Project at the scheduled time;
- Our ability to manufacture the transformers as per the requirement of our clients;
- Our ability to continuously operate and maintain our manufacturing facilities optimally;
- Our ability to continue to source raw material at competitive rates;
- Our ability to manufacture transformers using the latest technologies in terms of modern materials, components and processes;

### Human Resources

During the year under review, HR continued with its initiatives towards development, enhancement and retention of workforce.



Your Company strongly believes that employees are central to the Company's transformation agenda and that is important to build capabilities of employees to handle both current and future needs. During the year, the Company worked extensively on identifying the needs of employees across all categories and level. The Company has built a strong team of highly qualified and competent professionals to meet the emerging business challenges and market competition.

**Internal Control And Their Adequacy**

The Internal audit was carried out by an independent firm of Chartered Accountants who conduct the audit on the basis of Annual Audit Plan. The process includes review and evaluation of effectiveness of the existing process, controls and compliance. It also ensures adherence to policies and systems, and mitigation of the operational risk perceived for each area under audit. Significant observations including recommendations for improvement of the business process were reviewed by the Management before reporting to the Audit Committee which reviewed the Internal Audit procedures, findings and status of implementation of the agreed action plan.

**Cautionary Statement**

Statement in the Management Discussion and Analysis, describing the Company's objectives, projections and estimates, are forward-looking statements and progressive within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

On behalf of the Board of Directors,  
For **Tarapur Transformers Limited**

**Naresh Kumar Choudhary**  
Director

**Rajendra Kumar Choudhary**  
Director

Mumbai, 16<sup>th</sup> July, 2011

**Annexure II to the Directors' Report**

**REPORT ON CORPORATE GOVERNANCE**

(As required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

Corporate Governance is the application of best management practices, compliance of law and adherence to ethical standards to achieve the Company's objective of maximizing stakeholders' value and discharge of social responsibility. The Corporate Governance structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees etc. The Company had adopted Corporate Governance and disclosure practices even before these were mandated legislations.

In addition to these, the Company has also adopted the requirements of Corporate Governance under Clause 49 of the Listing Agreements, the disclosure requirements of which are given below:

**Mandatory Requirements:-****1. Company's Philosophy on Corporate Governance:-**

The Company's philosophy on Corporate Governance is to observe the highest level of ethics in all its dealings, to ensure the efficient conduct of the affairs of the Company to achieve its goal of maximizing value for all its stakeholders.

**2. Board of Directors (Board):-****a) Board Composition:-**

The Board of the Company should consist of optimum combination of Executive, Non Executive – Independent Directors, which should be in conformity with the requirement of Clause 49 of the Listing Agreement with Stock Exchanges. However, due to resignation of an independent non-executive Director in the month of March, 2011, the Company, in accordance with the provisions of Clause 49(l) (C) (iv) of the Listing agreement, is in process of conforming to the said clauses within the stipulated period mentioned therein.

The present strength of the Board is Five (5) Directors, comprising of Chairman – Non Executive / Promoter Director, one Whole Time Director, one Non Executive / Promoter Director and Two Independent & Non Executive Directors. The Board Members possess the skills, expertise & experience necessary to guide the Company.





Name of Director	Category of Directorship	Designation
Mr. Naresh Kumar Choudhary	Promoter – Non Executive	Director
Mr. Rajendra Kumar Choudhary	Promoter – Non Executive	Director
Mr. Mohan Ranadive	Executive	Whole Time Director
Mr. R.G. Subramanian	Independent – Non Executive	Director
Mr. Anil Kumar Nevatia	Independent – Non Executive	Director

**b) Board Meetings and attendance of Directors:-**

During the financial year ended on 31<sup>st</sup> March 2011, Eight (8) Board Meetings were held on the following dates:-

15<sup>th</sup> April 2010, 03<sup>rd</sup> May 2010, 11<sup>th</sup> May, 2010, 18<sup>th</sup> May, 2010, 14<sup>th</sup> August, 2010, 11<sup>th</sup> November 2010, 12<sup>th</sup> February, 2011 and 14<sup>th</sup> February 2011,

Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board to discharge its responsibilities effectively and take informed decisions. Where it is not practicable to attach or send the relevant information as part of Agenda Papers, the same are tabled at the meeting or / and the presentations are made by the concerned managers to the Board. Considerable time is spent by the Directors on discussions and deliberations at the Board Meetings.

The information as specified in Annexure IA to Clause 49 of the Listing Agreement is regularly made available to the Board, whenever applicable, for discussion and consideration.

The attendance at the Board Meetings held during the year and attendance at the last Annual General Meeting, number of directorships in other Public Limited companies and membership in committees across various companies of which the Director is a Member / Chairman are given below: -

Name of Directors	No. of Board Meetings Attended	Attendance at last AGM held on 30th Sept, 2010	# No. of Directorship held in other Companies	Committee Memberships / Chairmanships	
				Membership	Chairmanship
Mr. Naresh Kumar Choudhary	08	-	05	-	-
Mr. Rajendra Kumar Choudhary	08	Present	04	03	02
Mr. Mohan Ranadive	07	Present	-	-	-
Mr. R.G. Subramanian	08	Present	01	01	-
Mr. Anil Kumar Nevatia	05	Present	01	04	01
*Mr. Vinod Kumar Agarwal	04	-	-	04	01

\*Resigned as being director of the Company w.e.f. 30.03.2011

# Excluding Private Companies and Companies under Section 25 of the Companies Act, 1956.

The necessary disclosure regarding Committee positions have been made by all the Directors. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all companies in which they are Directors.

However, due to resignation of Mr. Vinod Kumar Agarwal, independent non-executive Director w.e.f. 30.03.2011, the Company, in accordance with the provisions of Clause 49(l) (C) (iv) of the Listing agreement, is in process of appointing new independent Director within 180 days from the day of such resignation.

**c) Information of Directors' appointment / Re-appointment:-**

The profiles of Directors who are seeking re-appointment / appointment at the Annual General Meeting are furnished below:-

**Mr. Naresh Kumar Choudhary** aged - 51 years, designated as "Director" is one of the founder promoters of M/s Bilpower Limited. He has more than 25 years of experience in the field of manufacturing of electrical lamination, distribution and power transformers. As a director of the Company he is actively involved in the entire technical operations of the Company and also reviews the order positions and status of transformers. He is holding 10 (Ten) equity shares of the Company.

**Mr. Rajendra Kumar Choudhary** aged 50 years, designated as "Director" has over 24 years of experience in the field of manufacturing of electrical lamination, distribution and power transformers, Motor Stamping and Banking & Finance. As a director of the Company he is actively involved in day to day operations of the Company, and heads the marketing and finance operations of the Company. He is holding 914355 equity shares of the Company.