



**TARAPUR**  
TRANSFORMERS LTD.

**Annual Report 2011 - 2012**

**Board of Directors**

Mr. Rajendra Kumar Choudhary  
 Mr. Naresh Kumar Choudhary  
 Mr. Mohan W Ranadive  
 Mr. R.G. Subramanian Iyer  
 Mr. Mrugen Shah

**Company Secretary & Compliance Officer**

Ms. Ekta Kumari

**Registered Office**

J-20, MIDC, Tarapur Industrial Area  
 Boisar, Distt. Thane - 401506, Maharashtra.  
 Tel – (91 2525) 605120  
 Fax - (91 2525) 645555  
 Email – complianceofficer@tarapurtransformers.com

**Corporate Office**

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

**Units :**

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

**Vadodara Unit** - L/25/5, GIDC Industrial Estate

Por - Ramnagamdi, Vadodara, Gujarat.  
 Tel- (91 265) 2830290 Fax – (91 265) 2339629

**Statutory Auditors**

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

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

Bigshare Services Private Limited  
 E-2/3, Ansa Industrial Estate, Sakivihar Road,  
 Saki Naka, Andheri (E), Mumbai – 400 072.  
 Tel – (91 22) 28470652  
 Email: investor@bigshareonline.com

**Main Bankers**

Canara Bank  
 Overseas Main Branch,  
 211, Dalamal Tower, Nariman Point,  
 Mumbai -4000021

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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 addresses with the Company or Registrar and Share Transfer Agents (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 24th Annual General Meeting of the Members of **Tarapur Transformers Limited** will be held at J-20, MIDC, Tarapur Industrial Area, Boisar, Thane- 401506, Maharashtra on Friday, 28th September, 2012 at 11.30 a.m. to transact with or without modification(s), as may be permissible, the following business:

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**ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012, 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. R. G. Subramanian Iyer, who retires by rotation and being eligible offers himself for re-appointment.
3. 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, having Firm registration number 119891W issued by ‘The Institute of Chartered Accountants of India’, 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:-**

4. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION :

**“RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Mrugen Harishchandra Shah, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company liable to retirement by rotation as per the provisions of the Articles of Association of the Company.”

By Order of the Board of Directors,  
**For Tarapur Transformers Limited**  
**Ekta Kumari**  
Company Secretary

Mumbai 14th August, 2012

**Registered Office:-**  
J-20, MIDC, Tarapur Industrial Area,  
Boisar, Thane – 401506.

**NOTES:-**

- a. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under item no. 4 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 24th September, 2012 to 28th September, 2012 (both days inclusive) for determining the name of members for the ensuing Annual General Meeting.
- 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. Relevant documents referred to in the accompanying Notice and Explanatory Statement 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 24th Annual General Meeting.

#### **Explanatory Statement**

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

#### **Item No. 4**

The Board of Directors of the Company has appointed, pursuant to the provisions of Section 260 of The Companies Act, 1956, Mr. Mrugen Harishchandra Shah as an Additional Director of the Company vide circular resolution dated 23rd September, 2011 and he holds office upto the date of this Annual General Meeting.

Mr. Mrugen Shah, aged 33 years is a Fellow member of The Institute of Chartered Accountants of India and holds a Bachelors degree of Commerce, and Diploma in Information Systems Audit DISA (ICAI). He is a partner in M/s Agarwal, Desai & Shah, Chartered Accountants, and has a vast experience in the field of accounts, taxation and especially in bank audits.

He is also the member of Audit Committee, Remuneration Committee and Shareholders' Grievance Committee of the Company. He does not hold any equity shares of the Company. Mr. Mrugen Shah is a Director on the Board of following Companies: Bilpower Limited, Bil Energy Systems Limited and Unibios Laboratories Limited.

The Board of Directors is confident that his vast knowledge and experience will be of great value to the Company and hence commends the resolution set out at item no. 4 of the notice as an ordinary resolution for your approval. Save and except Mr. Mrugen Harishchandra Shah, none of the Directors of the Company are in any way, concerned or interested in the resolution.

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

Mumbai 14th August, 2012

#### **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 Fourth Annual Report together with the Audited Accounts and Auditors' Report for the year ended 31st March, 2012.

#### 1. Financial Performance:-

The financial performance of the Company for the Year ended 31st March, 2012 is as summarized below:-

(₹. In Lacs)

Particulars	2011-2012	2010-2011
<b>Gross Turnover &amp; Other Income</b>	<b>3328.65</b>	<b>919.24</b>
<b>Profit /(Loss) before Exceptional Item, Interest, Depreciation &amp; Taxation</b>	<b>(39.45)</b>	<b>(482.89)</b>
Less – Exceptional Items (Loss on Sale of Investments/Fixed Assets)	<b>540.71</b>	<b>1.01</b>
<b>Profit /(Loss) before Interest, Depreciation &amp; Taxation</b>	<b>(580.16)</b>	<b>(483.90)</b>
Less – Interest	<b>135.28</b>	<b>48.00</b>
<b>Profit /(Loss) before Depreciation &amp; Taxation</b>	<b>(715.44)</b>	<b>(531.90)</b>
Less – Depreciation	<b>62.50</b>	<b>66.58</b>
<b>Profit / (Loss) before tax</b>	<b>(777.94)</b>	<b>(598.48)</b>
Less– Provision for Taxation (Including Deferred Tax)	<b>-</b>	<b>(117.02)</b>
<b>Net Profit / (Loss) for the year</b>	<b>(777.94)</b>	<b>(481.46)</b>
Add/( less) Surplus/ (deficit) brought forward from previous Year	<b>(374.24)</b>	<b>107.22</b>
<b>Profit available for Appropriations/( Loss)</b>	<b>(1152.18)</b>	<b>(374.24)</b>
<b>Appropriations:-</b>		
Proposed Dividend	<b>-</b>	<b>-</b>
<b>Balance Carried to Balance Sheet</b>	<b>(1152.18)</b>	<b>(374.24)</b>

#### 2. Performance Review:-

The Turnover of the Company has increased and stood at ₹. 3154.33 Lacs, but the Company has incurred net loss of ₹. 777.94 Lacs for F.Y. 2011-12. The same is mainly due to loss on sale of investments and due to the fact that the Company was in the midst of putting up the Wada plant and due to increase in the cost of major raw materials and high interest rates. However, in the last quarter of the F.Y. 2011-12, there has been improvement in the financials and sales order and the Company earned a net profit of ₹. 144.83 Lacs.

#### 3. Directors:-

Mr. R.G. Subramanian Iyer, 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 proposal for his re-appointment.

During the year, Mr. Mrugen H. Shah was appointed as an Additional Director vide circular resolution passed by the Board members dated 23rd September, 2011. He seeks appointment as a Director of the Company at the ensuing Annual General Meeting. The Company has received notices in writing from members proposing the candidature of above Directors.

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 is given in the Report on Corporate Governance forming part of the Annual Report.

Mr. Anil Kumar Nevatia has tendered his resignation w.e.f 07th May, 2012. Your Directors wish to place on record their sincere appreciation for the invaluable services rendered by him during his tenure as a Director.

#### 4. 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 31st March, 2012 and of the loss of the Company for the accounting year ended on that date.
- 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,
- The annual accounts of the Company have been prepared on a going concern basis.

#### 5. 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.

**6. Cost Auditors:-**

The Ministry of Corporate Affairs (MCA) has introduced The Companies (Cost Accounting Records) Rules, 2011 published vide GSR 430(E) dated 03rd June, 2011 which has become applicable to the Company with effect from the financial year 2011-12. Henceforth, the Company is required to maintain and keep cost records of all its units and branches. Further the Company to which these rules apply is required to submit a Compliance Report duly certified by a Cost Accountant, along with the Annexure, to the Central Government in prescribed Form. In view of the above, based on the recommendations of Audit Committee, the Board of Directors at its meeting held on 13th February, 2012, has appointed Mr. Jayant J. Paleja, a Practicing Cost Accountant, as the Cost Auditor to issue Compliance Certificate for the financial year 2011-2012.

Further in compliance with the Industry wise specific Cost Audit order no. 52/26/CAB-2010 dated 24th January, 2012, which became applicable to the products manufactured by the Company, Mr. Jayant J. Paleja has been appointed as the Cost Auditor to conduct cost audit for the financial year 2012-13 at Board Meeting of the Company held on 14th May, 2012.

**7. Auditors' Report:-**

As regard Auditors' remarks in the Annexure to their report under Item No. (ix), with respect to non-payment of Maharashtra VAT, the same is self explanatory.

**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 31st March, 2012, 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 and which consists of repair, refurbishment as well as manufacturing of transformers, 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	:	₹. 1077.01 Lacs

**14. Particulars of Employees:-**

There are no employees covered under Section 217(2A) of the Companies Act, 1956.

**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**

**Rajendra Kumar Choudhary**  
Director

**Naresh Kumar Choudhary**  
Director

Mumbai, 14th August, 2012



## MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

### Industry Overview

The Indian economy has undergone a tough phase in the year 2011-12. After a rebound in growth in 2010-11, the Indian economy has slowed down to 6.5% in the fiscal year 2011-12. With increasing global integration, the Indian economy was impacted by global uncertainties, while at the same time it faced significant domestic challenges of persistent and high inflation, tight monetary conditions, low investment and delays in policy making. The industrial growth remained subdued at 3.4% as compared to 7.2% in the year 2010-11.

### Indian Transformer Industry

The Indian Transformer industry today faces tough competition from Chinese manufacturers. Apart from this, there are huge liquidity problems faced by the local utilities, comprising of State Electricity Boards. While the margins are becoming more and more compressed, the warranty periods insisted upon by the buyers are increasing day by day. The industry is now looking up to the Government to extricate it from the problems.

### 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, power & distribution transformers, focusing on quality, timely delivery and customization based on our engineering capabilities without any third party collaboration or technical assistance.

In India many players belong to the unorganized segment of the Industry and cater to small ratings distribution transformer's demand. 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 forthcoming years.

### Discussion on Results of Operations

During the current fiscal year, your Company has achieved Total Turnover of ₹. 3154.33 Lacs and has incurred Net Loss of ₹. 777.94 Lacs.

The Company has net worth of about ₹. 7142.67 Lacs as on March 31, 2012.

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 not undertaken to the extent of available capacity.
- (b) Some serious issues, including controlling interest, forced the Company to sell its investment in HMTD Engineering P. Ltd. at a substantial loss.
- (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 future tenders of utilities.
- (d) The nature of business is working capital intensive and we mainly deal with State Electricity Boards which are known for delayed payments. As payments are blocked with SEB's, there is need to borrow for short term to carry on operations, which impacts our profitability as high interest payments are to be made.

### Future Outlook

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

### Risks & Concerns

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

- Our ability to manufacture transformers as per the requirements 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

Your Company strongly believes that employees are central to the Company's transformation agenda and that it is important to build capabilities of employees to handle both current and future needs. During the year, the Company continued to work 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 its adequacy

The Internal audit was carried out by a 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 processes 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

Statements in the Management's Discussion and Analysis Report, 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, 14th August, 2012

## 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 laws 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.

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 May, 2012, the Company, in accordance with the provisions of Clause 49(I) (C) (iv) of the Listing agreement, is in process of conforming to the said clause within the stipulated period mentioned therein.

The present strength of the Board is Five (5) Directors, comprising of one Whole Time Director, two Non Executive Promoter Directors 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
Mr. Mrugen Shah	Independent – Non Executive	Additional Director

\*Resigned w.e.f. 07th May, 2012.

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

During the financial year ended on 31st March 2012, Four (4) Board Meetings were held on the following dates:- 14th May, 2011, 16th July, 2011, 14th November, 2011 and 13th February, 2012.

Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board members to discharge their 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 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 August, 2011	# Directorship held in other Companies	Committee Memberships / Chairmanships	
				Membership	Chairmanship
Mr. Naresh Kumar Choudhary	02	Absent	Bilpower Limited Bil Energy Systems Limited Nik-San Engineering Company Limited	--	--
Mr. Rajendra Kumar Choudhary	04	Present	Bilpower Limited Bil Energy Systems Limited Choudhary Global Limited	06	01
Mr. Mohan Ranadive	04	Present	--	--	--
Mr. R.G. Subramanian Iyer	03	Absent	Ramkrishna Electricals Ltd.	--	--
*Mr. Anil Kumar Nevatia	04	Present	Comfort Fincap Limited	02	01
Mr. Mrugen Shah	02	--	Bilpower Limited Bil Energy Systems Limited Unibios Laboratories Ltd.	07	05

\* Resigned w.e.f. 07th May, 2012

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

The necessary disclosures 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. As per Clause 49 of the Listing Agreement, for the purpose of reckoning the said limit, Chairmanship/ membership of the Audit Committee and the Shareholders' Grievance Committee alone shall be considered.

### 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:-

#### Appointment:

**Mr. Mrugen H Shah**, aged 33 years is a Fellow member of The Institute of Chartered Accountants of India and holds a Bachelors degree of Commerce and Diploma in Information Systems Audit DISA (ICAI). He is a partner in M/s Agarwal, Desai & Shah, Chartered Accountants, and has a vast experience in the field of accounts taxation and specially bank audits.

He is also the member of Audit Committee, Remuneration Committee and Shareholders' Grievance Committee of the Company. He does not hold any equity shares of the Company.

#### Re-appointment:

**Mr. R.G. Subramanian Iyer**, aged 43 years, designated as "Non Executive & Independent Director" is a graduate in Engineering (B.E) and also holds Masters Degree in Business Administration with specialization in Finance and Production.

He is the Chairman of the Remuneration Committee. He does not hold any equity shares of the Company.

### Committees of the Board of Directors of the Company:-

#### 3. Audit Committee:-

##### a) Composition and attendance:-

The Audit Committee comprises of experts specializing in accounting / financial management. The Chairman of the Audit Committee is a Non-executive and Independent Director. The composition and attendance of Audit Committee as on 31st March, 2012 is as follows:-

Name of the Members	Position	Category	Attendance
*Mr. Anil Kumar Nevatia	Chairman	Independent & Non Executive Director	4
Mr. Rajendra Kumar Choudhary	Member	Non Executive Director	4
Mr. Mrugen Shah	Member	Independent & Non Executive Director	2

\*Resigned w.e.f. 07th May, 2012. Mr. Mrugen Shah has been appointed as the Chairman of Audit Committee vide Board resolution dated 14th August, 2012.

The Audit Committee is constituted in accordance with the provisions of Clause 49 of the Listing Agreement and the Companies Act, 1956. All the members of Audit Committee possess knowledge of corporate finance, accounts and Company Law.

During the financial year 2011-12, Four (4) Audit Committee meetings were held on 13th May, 2011, 15th July 2011, 14th November 2011, and 13th February 2012.