

RTS POWER CORPORATION LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sri Sardul Singh Jain	<i>Chairman</i>
Sri Rajendra Bhutoria	<i>Vice Chairman & Wholetime Director</i>
Sri Abhay Bhutoria	<i>Managing Director</i>
Sri Loon Karan Patawari	<i>Director</i>
Sri Bachhraj Begwani	<i>Director</i>
Sri Ram Lal Saini	<i>Director</i>

COMPANY SECRETARY

Sri J. Biswas

AUDITORS

A. C. Bhuteria & Co.
Chartered Accountants
2, India Exchange Place (2nd Floor)
Kolkata - 700 001

BANKERS

State Bank of Bikaner & Jaipur
ICICI Bank Limited
Bank of Baroda
Canara Bank
Oriental Bank of Commerce

REGISTERED OFFICE

56, Netaji Subhas Road (2nd Floor)
Kolkata - 700 001
Phone : (033) 2242-6025, 2242-6054
Fax : (033) 2242-6732
E-mail : rtspower@vsnl.net
Website : www.rtspower.com

PLANTS

1. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & Distribution Transformers Unit
C-174, Road No 9J Vishwakarma Industrial Area
Chomu Road, Jaipur - 302013 (Rajasthan)
2. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & EHV Division Unit - 132 KV Class Transformers
E-346, Road No. 16, Vishwakarma Industrial Area
Jaipur - 302013 (Rajasthan)
3. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Distribution Transformers Division
F 139 to 142, Udyog Vihar, Jetpura, Jaipur (Rajasthan)
4. RTS Power Corporation Limited
Transformer & Speciality Oil Unit - Kaladera
A-25, 26 Riico Industrial Area, Kaladera
Chomu, Jaipur, (Rajasthan)
5. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & Distribution Transformers Unit - Agra
Near 14 KM Mile Stone, Mathura Road
P.O. Artoni, Agra - 282007 (U.P.)
6. RTS Power Corporation Limited
Power & Distribution Transformers Unit - Salkia
130, Dharmatolla Road, Salkia
Howrah - 711106 (West Bengal)
7. RTS Power Corporation Limited
Power & Distribution Transformers Unit - Dhulagori
Jala Dhulagori, Sankrail, Dhulagori
Howrah - 711302 (West Bengal)
8. RTS Power Corporation Limited
Wind Energy Division
Dhule (Maharashtra)
9. RTS Power Corporation Limited
Wind Energy Division
Barmer (Rajasthan)

REGISTRAR & SHARE TRANSFER AGENT

Niche Technologies Private Limited

D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata - 700 001

Phone : (033) 2234-3576, 2235-7270/7271/3070, Fax : (033) 2215-6823

E-mail : nichetechpl@nichetechpl.com

NOTICE

NOTICE is hereby given that Sixty Fourth Annual General Meeting of Shareholders of the Company will be held at Hotel Lindsay, 8B Lindsay Street, Kolkata - 700087 on Friday, 28th day of September, 2012 at 10.00 A.M to transact the following business :

1. To receive, consider and adopt the Profit & Loss Statement of the Company for the year ended 31st March, 2012 and the Balance Sheet of the Company as at that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri Loon Karan Patawari, who retires by rotation, and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sri Bachhraj Begwani, who retires by rotation, and, being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and for this purpose to consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution with or without modification(s) :

“**RESOLVED** that pursuant to the provisions of Section 224 of the Companies Act, 1956, M/s. A. C. Bhuteria & Co., Chartered Accountants (Registration No with ICAI being 303105E) be and is hereby re-appointed as 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 at a remuneration to be fixed by the Audit Committee of the Board of Directors of the Company in consultation with them.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED** that in accordance with the provisions of Sections 198, 269, 309, 311 and other applicable provisions, if any of the Companies Act, 1956 (‘the Act’), read with Schedule XIII of the Act, or any amendment or re-enactment thereof, the Company hereby approves the re-appointment of Sri Rajendra Bhutoria as Whole-time Director of the Company, for a further period of 5 (five) years with effect from 1st April, 2012, on such remuneration and upon such terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Meeting, including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any Financial Year, with liberty to the Board of Directors of the Company (the Board) to alter and vary the terms and conditions, including remuneration of the said appointment, if necessary, in such manner as may be agreed to by and between the Board and Sri Rajendra Bhutoria, within the limits specified in the Act read with Schedule XIII thereto.”

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution :

“**RESOLVED** that in accordance with the provisions of the Sections 309 and 314 and other applicable provisions, if any of the Companies Act, 1956 and subject to such approvals, if any, as may be necessary the Company hereby approves continuing payment of existing remuneration by way of Fees of Rs. 6 Lacs (Rupees Six Lacs only) per annum to Sri Ram Lal Saini, a Director of the Company for rendering consultancy services to the Company on Accounting and Auditing matters in his professional capacity from 1st April, 2012 till he continues to be a Director of the Company and till he renders such consultancy services to the Company in his professional capacity, with liberty to the Board of Directors

of the Company ('the Board') to increase his Fees for the same Consultancy services from time to time in future as they deem fit upto an amount not exceeding Rs. 9 Lacs (Rupees Nine Lacs only) per annum as may be agreed upon by and between the Board and Sri Saini."

7. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :

"RESOLVED that the Board of Directors of the Company be and is hereby authorized to appoint any person qualified for appointment as Auditors of the Company under Section 228 of the Companies Act, 1956, for auditing the Accounts of the Branch Offices /Units of the Company, situated at Jaipur - Rajasthan, Barmer - Rajasthan, Agra - U.P and Dhule - Maharashtra for the Financial Year 2012-2013, in consultation with the statutory Auditors of the Company, at a remuneration to be fixed by the Audit Committee of the Board of Directors of the Company in consultation with such person."

Registered Office :
56, Netaji Subhas Road
Kolkata - 700 001
Dated : 29th August, 2012

By Order of the Board

J. Biswas
Company Secretary

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 /herself and a Proxy need not be a Member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not less than **48 hours before the Meeting.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 24th day of September, 2012 to Friday, 28th day of September, 2012, both days inclusive.
3. Members who hold Shares in physical form are requested to notify immediately any change of their addresses to the Company's Registrar & Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata - 700001 so that future communications can be correctly despatched.

Mr. J. Biswas, Company Secretary is the Compliance Officer in terms of Clause 12B of the Listing Agreements with the Stock Exchanges. Members may communicate with the Compliance Officer in relation to any query pertaining to their shareholdings.
4. As per the provisions of the Companies Act, 1956 the facility for making nominations is available to the Members in respect of their Shares in the Company. Nomination Forms can be obtained from the Company's aforesaid Registrar & Share Transfer Agent in case they hold their Shares in physical form. If they are holding the Shares in dematerialized form, they may contact their respective Depositories for such nomination.
5. Members holding more than one Share Certificate in the same name and in the same order of names, but under different Ledger Folios, are requested to apply for consolidation of such Folios and send their all relevant Share Certificates to the Company's aforesaid Registrar and Share Transfer Agent by Registered Post at the earliest to facilitate better service in case they desire to continue to hold Shares in physical form in the Company. The Registrar and Share Transfer Agent will return the Share Certificates after due consolidation similarly by Registered Post.

6. The Company has signed Agreements with National Securities Depository Limited and Central Depository Services (India) Limited for Dematerialization of the Company's Shares. These facilities are now operational since 13th February 2001 and members are requested to avail of the same. Demat ISIN No allotted by NSDL and CDSL is INE005C01017.
7. Members who hold Shares in physical form are requested to inform the Company's aforesaid Registrar and Share Transfer Agent their Income Tax Permanent Account Number (PAN)/General Index Register Number (GIR), if any, allotted to them by the Income Tax Authorities.
8. **Members are requested to produce the accompanying Attendance Slip at the entrance of the Meeting Hall and bring their copies of the Annual Report to the Meeting as extra copies will not be possible to be supplied. Members who hold shares in Dematerialized form are requested to indicate without fail their DPID and Client ID Numbers on the Attendance Slip.**
9. **Members intending to require information or clarifications/explanations on any matter regarding Accounts at the Meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.**
10. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item Nos. 5 to 7 under Special Business is annexed hereto.

BRIEF PROFILE OF DIRECTOR FOR RE-APPOINTMENT AS WHOLE-TIME DIRECTOR AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE :

Name of the Director	Sri Rajendra Bhutoria
Age	55 years
Qualifications	B. Com (Hons.)
Nature of expertise	An Alumuni of St Xaviers College, Kolkata. He has joined the family business at the age of 18 years and has been looking after the affairs of the Company since then. He has ample experience in general administration, production, marketing and finance .During this period, apart from looking after the Company's Power and Distribution Transformers business, he has been looking after the business of Cold Storage, Properties, Warehousing, etc of the Group Companies.
Date of First Appointment	23.12.1975
Name of the Companies in which he holds Directorship of Boards	BHUTORIA BROTHERS LIMITED ABHAY TRANSFORMERS PRIVATE LIMITED BHUTORIA INVESTMENTS PRIVATE LIMITED NISHARAJ DEALERS PRIVATE LIMITED KAMALRAJ DEALERS PRIVATE LIMITED RAJANJALI CONSULTANCY PRIVATE LIMITED NISHARAJ CONSULTANCY PRIVATE LIMITED DHUVSARA DEALERS PRIVATE LIMITED RAVISHILPA CONSULTANCY PRIVATE LIMITED SHILPANJALI CONSULTANCY PRIVATE LIMITED
Name of the Companies in which he holds Membership of Committees of Board	NIL
Professional Membership	NIL
No. of Shares held in the Company	77,900

Note : Disclosure of relationship between Directors inter-se as required under Sub-Clause (ia) of Clause (G) of Part IV of the Corporate Governance Code – Sri Rajendra Bhutoria, Vice Chairman and Whole-time Director and Sri Abhay Bhutoria, Managing Director of the Company are cousin brothers.

BRIEF PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE :

Name of the Director	Sri Loon Karan Patawari
Age	77 years
Qualifications	Self Educated
Nature of expertise	He has been attached with the Company for last 61 years. He has vast experience in Finance & Accounts.
Date of First Appointment	20.02.1985
Name of the Companies in which he holds Directorship of Boards	Sara Securities Private Limited
Name of the Companies in which he holds Membership of Committees of Board	NIL
Professional Membership	NIL
No. of Shares held in the Company	NIL

BRIEF PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE :

Name of the Director	Sri Bachhraj Begwani
Age	71 years
Qualifications	B.Com, L.L.B
Nature of expertise	About 16 years' experience in corporate Management and 40 years' experience in practice on Taxation matters.
Date of First Appointment	30.04.2010
Name of the Companies in which he holds Directorship of Boards	NIL
Name of the Companies in which he holds Membership of Committees of Board	NIL
Professional Membership	Member of Bar Council of West Bengal
No. of Shares held in the Company	NIL

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No 5

Sri Rajendra Bhutoria was appointed as the Whole-time Director of the Company for a period of 5 (five) years with effect from 1st April, 2007 mainly to manage and control function of Head Office and Eastern India operations of the Company under the superintendence control and direction of the Board of Directors ('the Board') of the Company. His appointment and remuneration as Whole-time Director were approved at the Annual General Meeting of the Company held on 28th September, 2007. His present term as the Whole-time Director of the Company expired on 31st March, 2012.

In view of Sri Rajendra Bhutoria's performance and capabilities the Remuneration Committee of the Board of Directors of the Company at its Meeting held on 23rd August, 2012 and the Board at its Meetings held on 14th August, 2012 and 25th August, 2012 have re-appointed, subject to the approval of the Members of the Company in its ensuing Annual General Meeting, Sri Rajendra Bhutoria as the Whole-time Director of the Company for a further period of 5(five) years with effect from 1st April, 2012 mainly to manage and control functions of Head Office and Eastern India operations of the Company under the superintendence, control and direction of the Board.

The terms and conditions of the re-appointment of Sri Rajendra Bhutoria as the Company's Whole-time Director are embodied in the draft Agreement ('the Agreement') entered into between the Company and Sri Bhutoria, the material terms of which may be summarized as follows :

1. Sri Rajendra Bhutoria shall be Whole-time Director of the Company for a period of 5(five) years with effect from 1st April, 2012 to 31st March, 2017, as decided by the Board.
2. Sri Bhutoria shall subject to the superintendence , control and direction of the Board of Directors of the Company have substantial powers of management and shall perform the duties and exercise the powers referable or in relation thereto and shall also perform such other duties and exercise such further powers as may from time to time be entrusted to or conferred upon him by the Board either alone or jointly with any other person or persons as the Board shall determine and shall devote the whole of his time and attention to the business and affairs of the Company and shall at all times obey and comply with the lawful orders from time to time of the Board and in all regards conform to and comply with the directions and regulations given and made by the Board in relation to the business or trade of the Company and to the best of his skill and ability serve and promote the interests of the Company and shall not at any time unless prevented by ill health, accident or by reason of being on leave as per Rules of the Company, absent himself from the services of the Company without the consent of the Board.
3. In consideration of his services as the Company's Whole-time Director, Sri Bhutoria shall be entitled to receive the following remuneration from the Company:

(I) Basic Salary	:	Presently at the rate of Rs.60,000/- (Rupees Sixty thousand only) per month with such revision as the Remuneration Committee and the Board may approve from time to time in future in the Salary Grade of Rs. 60,000/- to Rs. 1,00,000/- per month during the tenure of the Agreement
(II) Provident Fund	:	The Company's contribution towards Provident Fund at the rate applicable for statutory Provident Fund

(III) **Gratuity** : He will be entitled to Gratuity as per Payment of Gratuity Act, 1972.

(IV) **Perquisites –**

(a) **Electricity and Water** : Reimbursement of actual expenses incurred by Sri Bhutoria on Electricity and Water at his residence

(b) **Car** : The Company will provide car with driver for his official and limited private use , perquisite value of which will be made as per Income Tax Rules

(c) **Telephone** : Reimbursement of bills of one telephone at his residence

(d) **Medical Expenses** : Reimbursement of Medical Expenses upto Rs 25,000/- per year for self and his family.

4. In the event of absence or inadequacy of profits of the Company in any Financial Year during the term of Sri Bhutoria's re-appointment hereunder, he shall for that year receive the same remuneration as in Clause 3 hereinabove within the ceiling limits laid down in Section II of Part II of Schedule XIII to the Companies Act ,1956.
5. Sri Bhutoria shall not so long as he functions as the Whole-time Director of the Company, be entitled to receive any fee(s) for attending Meetings of the Board or a Committee thereof.
6. Sri Bhutoria shall be entitled to reimbursement of other expenses actually and properly incurred by him in connection with the Company's business.

The Agreement, which provides for earlier termination inter alia by either party by giving or paying to the other three months' notice in writing or three months' salary in lieu of such notice, as the case may be, also sets out the mutual rights and obligations of the parties and other administrative details.

The terms and conditions of his service, including remuneration, may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its sole discretion deem fit without seeking further approval of the Shareholders of the Company within the maximum amount payable to the Whole-time Director in accordance with the Act and Schedule XIII thereto and accepted by Sri Bhutoria.

The re-appointment and remuneration of Sri Bhutoria as the Company's Whole-time Director require the approval of the Members of the Company in General Meeting by passing a Resolution in terms of Section II of Part II and Paragraph 1 of Part III of Schedule XIII to the Act read with Section 311 of the Act and the remuneration payable to him also requires the approval of the Members of the Company in General Meeting under Section 309 of the Act, which will be sought for in this Annual General Meeting of the Company.

The re-appointment of Sri Bhutoria on the terms proposed satisfies the conditions laid down in Parts I and II of Schedule XIII to the Act and the requisite Return in the prescribed Form (along with a Certificate under Paragraph (2) of Part III of the said Schedule) under Section 269 (2) of the Act has been filed with the Registrar of Companies, West Bengal.

As required under Sub Paragraph (A) of Paragraph 1 of Section II of Part II of Schedule XIII of the Act , it is confirmed that :

- (i) The Remuneration payable to Sri Bhutoria has been approved by a Resolution passed at a Meeting held on 23rd August,2012 by the Remuneration Committee of the Board of Directors of the Company.

- (ii) The Company has not defaulted in repayment of any of its debts (including Public Deposits) or Debentures or interest payable thereon for a continuous period of 30 days in the preceeding Financial Year before the date of re-appointment of Sri Bhutoria.

The Board considers that having regard to his background ,past performance and long experience, the re-appointment and remuneration of Sri Bhutoria as Whole-time Director of the Company are justified. The Resolution set out in Item 5 of the convening Notice has to be considered accordingly and the Board recommends the same.

A copy of the Agreement referred to hereinabove will be available for inspection by the Members of the Company at its Registered Office on any working day during usual business hours prior to the date of the Meeting and will also be available at the Meeting.

No Director of the Company except Sri Rajendra Bhutoria is concerned or interested in the Resolution. There is no inter-se relationship between Directors except Sri Abhay Bhutoria, Managing Director and Sri Rajendra Bhutoria, Whole-time Director who are cousin brothers.

This may also be regarded as an abstract of terms of re-appointment of Sri Bhutoria as Whole-time Director of the Company and Memorandum of Interest under Section 302 of the Act.

Item No. 6

Members are aware through last year's Annual Report that Sri Ram Lal Saini, a Director of the Company and a Chartered Accountant by profession has been associated with the Company and rendering Consultancy Services to the Company on Accounting and Auditing matters for last 25 years at a Fee which is currently Rs 6 Lacs per annum .

Members also approved in the last Annual General Meeting of the Company payment of his abovesaid remuneration by way of fees and also authorized the Board for increasing his Fees for the same consultancy services from time to time in future as they deem fit in view of rising price index conditions, upto an amount not exceeding Rs 9 Lacs (Rupees Nine Lacs only) per annum as may be agreed upon by and between the Board and Sri Saini without seeking any further approval of the Members of the Company under Clause (a) of Sub Section (1) of Section 314 of the Companies Act,1956 (the Act).

The Payment of the abovesaid remuneration shall not be treated as his remuneration as a Director of the Company because the services rendered by him to the Company are of a professional nature and the Central Government has given its opinion under provisio (b) to Sub-Section (I) of Section 309 of the Act vide its letter SRNo. B12879367/1/2011-CL. VII dated 3rd February, 2012 that Sri Saini has the requisite qualifications for rendering professional services to the Company as mentioned above but for a period from 14th May, 2011 to 31st March, 2012 only.

Though it was intended that such remuneration by way of fees which is currently Rs 6 Lacs per annum and which may be increased upto Rs 9 Lacs per annum in future, as and when the Board deems fit, to Sri Saini be continued to be paid till he is a Director of the Company and till he renders his services in his professional capacity as mentioned above.

With this intention, the Resolution set out in Item 6 of the convening Notice has been proposed and approval of the same by the Members is being sought for and the Board recommends for passing of the same by the Members in this Annual General Meeting so that Central Government may kindly reconsider to give its opinion which would remain valid from 1st April, 2012 upto the period Sri Saini continues to be a Non Executive Director of the Company at a remuneration not exceeding Rs. 9 Lacs per annum so long he renders the said professional services to the Company.

A copy of the Letter SRNo.B12879367/1/2011-CL.VII dated 3rd February, 2012 issued by Sri K. K. Nath, Deputy Secretary to the Government of India, Ministry of Corporate Affairs, New Delhi addressed to the Company in this matter as referred to hereinabove will be available for inspection by the Members of the Company at its Registered Office on any working day during usual business hours prior to the date of the Meeting and will also be available at the Meeting.

No Director of the Company except Sri Saini is concerned or interested in the Resolution. Sri Saini has no inter-se relationship with any other Director of the Company.

Item No .7

The Company has Branch Offices and Units at Jaipur-Rajasthan, Barmer - Rajasthan, Agra-U.P and Dhule-Maharashtra. M/s. N.C.Dhadda & Co, Chartered Accountants, Jaipur, Rajasthan were appointed the Branch Auditors of the Company for the Financial Year 2011-2012. They have informed the Company that their Firm has been dissolved effective from 14th July, 2012.

Following this, the Board of Directors has appointed in its Meeting held on 25th July, 2012 M/s Jain Shrimal & Co., Chartered Accountants, Jaipur, Rajasthan (Registration No with ICAI being 001704C) as Branch Auditors of the Company to fill the casual vacancy caused due to dissolution of M/s. N.C. Dhadda & Co, the existing Branch Auditors of the Company. The Company has obtained a consent-cum-eligibility letter dated 20th July,2012 from M/s. Jain Shrimal & Co., in terms of Section 224(1B) and 226(1) of the Companies Act,1956 (the Act). Pursuant to Section 224(6)(a) & (b) of the Act, M/s. Jain Shrimal & Co. will hold office until the conclusion of the forthcoming Annual General Meeting of the Company.

The Shareholders' approval is, therefore, sought for the appointment of M/s. Jain Shrimal & Co., Chartered Accountants as Branch Auditors of the Company's Branch Offices and Units at Jaipur-Rajasthan, Barmer-Rajasthan, Agra-U.P and Dhule-Maharashtra for the Financial Year 2012-2013 and to authorize the Audit Committee of the Board of Directors to determine the remuneration payable in consultation with them.

The Board of Directors recommends the Resolution for acceptance by the Members.

A copy of the consent-cum-eligibility letter dated 20th July, 2012 received from M/s. Jain Shrimal & Co referred to hereinabove will be available for inspection by the Members of the Company at its Registered Office on any working day during usual business hours prior to the date of the Meeting and will also be available at the Meeting.

None of the Directors of the Company is concerned or interested in this Resolution.

Registered Office :

56, Netaji Subhas Road

Kolkata - 700 001

Dated : 29th August, 2012

By Order of the Board

J. BISWAS

Company Secretary

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have the pleasure in presenting their 64th Annual Report on the business and operations of your Company and the audited Financial Statements of your Company for the year ended 31st March, 2012 :

Financial Results

(Rs. in Lacs)

	2011-2012	2010-2011
Total Income	13731.54	14354.69
Total Expenditure	13580.35	14037.99
Profit Before Tax	151.19	316.70
Less :		
Provision for Current Tax	65.40	80.00
Deferred Tax Charged/(Credit)	(15.48)	22.10
Income Tax for Earlier Years	0.99	13.78
	50.91	115.88
Profit After Tax	100.28	200.82
Add : Profit Brought Forward	1034.10	878.55
	1134.38	1079.37
Less :		
Proposed Dividend	-	38.95
Corporate Dividend Tax	-	6.32
	-	45.27
Balance Carried to Reserves & Surplus	1134.38	1034.10

DIVIDEND

The Board of Directors of your Company has not recommended payment of any Dividend for the Financial Year 2011-2012 keeping in view of downfall in Profit by almost 50% in the year and its continuing trend also in the current Financial Year 2012-2013 and considering overall future business prospect of the Company.

OPERATIONAL REVIEW

The Total Revenue during the year was Rs.137.32 Crores as against Rs.143.55 Crores during the previous year, representing a downfall during the year by 4.34%, mainly due to Transformer Sales decreased from Rs.101 Crores approximately in last year to Rs.73 Crores approximately this year. Mushroom growth and unhealthy competition from various Transformer Manufacturing Units in unorganized sector is posing problems to organized sector, like your Company, resulting in very low selling prices and your Company is not in a position to sell Transformers at such lower prices.

The Profit Before Tax (PBT) for this year is Rs 1.51 Crores, whereas it was Rs.3.17 Crores in the last year, representing a downfall of Profit by almost 52% compared to the last year. Many factors have contributed towards such disproportionate fall in PBT compared to fall in Revenue, namely, lower selling prices, so also the margins, continuous abnormal price hike of major raw materials both in India and abroad, unexpected delay in payments by Electricity Boards, etc. As a result of abnormal delay in payments by the Company's Customers Trade Receivables have increased to Rs.87 Crores approximately this year from Rs.69 Crores approximately last year. To meet the additional Working Capital requirements and maintain cash flow position of your Company arising out of delay in payments by Customers, the Company's borrowings have substantially increased. Increase in Finance Costs comprising of Interest Expenses and other borrowing costs by about Rs.1.60 Crores this year compared to last year has also largely contributed towards such fall in PBT this year.

FUTURE OUTLOOK

The Total Revenue of your Company which has been badly hit by shortfall in Transformer Sales due to lower selling prices have almost been compensated by increase in Cable and Conductor Sales by about 100% this year (Rs.57 Crores approximately) compared to last year (Rs.29 Crores approximately). But here also because of lower selling prices, so also the margins, shortfall in PBT this year compared to last year could not be compensated. Yet, to maintain your Company's Revenue and Profitability position, effort is being made to achieve higher sales in this segment by penetrating into new customer base. Your Company's effort in this regard has been successful in having Railways as a new customer and your Company has started supplying Power and Signaling Cables to them. This may help your Company to achieve further increase in Cable and Conductor Sales in future.

Increased number of Dry Type Transformers are being manufactured in your Company's Dhulagori Factory in expectation of increase in sales of such Transformers this year. Further expansion of your Company's Dhulagori Factory is going on a continuous basis.

Due to continuous failure in repayment of principal amount of loans and interest thereon by various State Electricity Boards (SEBs) Banks have stopped giving further loans to them and as a result, these SEBs could neither pay their outstanding dues to your Company in time nor purchase your Company's products fully according to their requirements. On intervention by the Central Government, the Banks have restructured the loans of these SEBs with the condition that they should increase their tariff for supply of Electricity and take necessary steps to stop theft/pilferage of electricity and have started giving further loan installments to SEBs and also allowed the SEBs to issue Bonds for raising funds if they consider necessary. This may improve the position of your Company in the sense that SEBs will liquidate their dues to the Company and will start again to place Orders for purchase of your Company's products which may help your Company in reducing its Trade Receivables, which is as high as Rs.87 Crores at the end of the year compared to Rs 69 Crores of the last year and increase its Turnover.

CORPORATE GOVERNANCE

A separate Report on Corporate Governance in format as prescribed in the revised Listing Agreements with the Stock Exchanges forms a part of the Annual Report of your Company and is being attached hereto, along with the Auditors' Certificate on its compliance. A Report on Management Discussion and Analysis is also attached herewith.

PUBLIC DEPOSITS

Your Company has not accepted any Deposit within the meaning of Section 58A of the Companies Act, 1956 and the Rules made thereunder.

PARTICULARS OF EMPLOYEES

There is no employee whose particulars are to be given pursuant to Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The monitoring and control of consumption of sources of energy like power, oil etc. continued to be a priority area of your Company. Energy conservation procedures also form an important part of your Company's operational practices.

Your Directors have nothing to report in the matter of Technology absorption.

Your Company has no export business and Foreign Exchange earnings during this year. The Foreign Exchange outgo during this year was as follows :

1. Value of Imports calculated on CIF basis -	
Raw Materials	Rs. 233.96 lacs
2. Expenditure in Foreign Currency –	
(Paid or Payable)	
Foreign Travelling	Rs. 3.61 lacs
Foreign Exchange Fluctuation	Rs. 3.67 lacs
Bank Charges	Rs. 0.39 lacs
Interest Expense	Rs. 0.25 lacs

LISTING

Your Company's Shares continue to be listed on Calcutta and Bombay Stock Exchanges. Annual Listing Fees of both Bombay Stock Exchange and Calcutta Stock Exchange have been paid upto the year 2012-2013.

DIRECTORS

Sri Loon Karan Patawari , Director of the Company will retire by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment.

Sri Bachhraj Begwani, Director of the Company will retire by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment.

Sri Rajendra Bhutoria was appointed as the Whole-time Director of the Company for a period of 5 (five) years with effect from 1st April, 2007 mainly to manage and control function of Head Office and Eastern India operations of the Company under the superintendence control and direction of the Board of Directors ('the Board') of the Company. His appointment and remuneration as Whole-time Director were approved at the Annual General Meeting of the Company held on 28th September, 2007. His present term as the Whole-time Director of the Company expired on 31st March, 2012.

In view of Sri Rajendra Bhutoria's performance and capabilities the Remuneration Committee of the Board of Directors of the Company at its Meeting held on 23rd August, 2012 and the Board at its Meetings held on 14th August, 2012 and 25th August, 2012 have re-appointed, subject to the approval of the Members of the Company in its ensuing Annual General Meeting. Sri Rajendra Bhutoria as the Whole-time Director of the Company for a further period of 5(five) years with effect from 1st April, 2012 mainly to manage and control functions of Head office and Eastern India operations of the Company under the superintendence, control and direction of the Board.

His principal terms of service and remuneration on such re-appointment with effect from 1st April, 2012 has been given in detail in the Explanatory Statement attached to the Notice convening the ensuing Annual General Meeting.

The re-appointment and remuneration of Sri Bhutoria as the Company's Whole-time Director require the approval of the Members of the Company in General Meeting by passing a Resolution in terms of Section II of Part II and Paragraph 1 of Part III of Schedule XIII to the Act read with Section 311 of the Act and the remuneration payable to him also requires the approval of the Members of the Company in General Meeting under Section 309 of the Act, which will be sought for in the forthcoming Annual General Meeting of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956 (the Act) and based upon representation from the Management the Board states that :

1. in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

2. the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit of the Company for that period;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the Directors have prepared the Annual Accounts on a going concern basis; and
5. the Managing Director and the Chief Financial Officer of the Company have furnished the necessary certification to the Board on these Financial Statements as required under the revised Clause 49 of the Listing Agreements with the Stock Exchanges where the Equity Shares of the Company are Listed.

AUDITORS

M/s. A. C. Bhuteria & Co., Chartered Accountants, Auditors of the Company retire at the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment. Your Company has received a letter from them to the effect that their re-appointment, if made at the forthcoming Annual General Meeting, would be within the limits prescribed under Section 224 (1B) of the Companies Act, 1956. Accordingly, the Audit Committee of the Board of Directors of your Company has recommended for their re-appointment for holding office till the conclusion of the next Annual General Meeting with a remuneration to be fixed by the Committee in consultation with them .

BRANCH AUDITORS

Your Company has Branch Offices and Units at Jaipur-Rajasthan, Barmer-Rajasthan, Agra-U.P and Dhule-Maharashtra. M/s. N. C. Dhadha & Co., Chartered Accountants, Jaipur, Rajasthan were appointed the Branch Auditors of the Company for the Financial Year 2011-2012. They have informed the Company that their Firm has been dissolved effective from 14th July, 2012 .

Following this, the Board of Directors has appointed in its Meeting held on 25th July, 2012 M/s Jain Shrimal & Co., Chartered Accountants, Jaipur, Rajasthan (Registration No with ICAI being 001704C) as Branch Auditors of the Company to fill the casual vacancy caused due to dissolution of M/s. N.C.Dhadha & Co, the existing Branch Auditors of the Company. The Company has obtained a consent-cum-eligibility letter dated 20th July, 2012 from M/s. Jain Shrimal & Co., in terms of Section 224(1B) and 226(1) of the Companies Act, 1956 (the Act). Pursuant to Section 224(6)(a) & (b) of the Act, M/s. Jain Shrimal & Co. will hold office until the conclusion of the forthcoming Annual General Meeting of the Company.

It is proposed to appoint M/s. Jain Shrimal & Co., Chartered Accountants, as Branch Auditors for the Jaipur, Barmer, Agra and Dhule Branch Offices and Units for the Financial Year 2012-2013 at a remuneration to be fixed by the Audit Committee of the Board of Directors in consultation with them.

APPRECIATION

The Board wishes to place on record its sincere appreciation for the continued assistance and support extended to your Company by its Banks, State Electricity Boards, Government and Semi Government Authorities, Power Utilities and other customers during the year under review.

The Board takes this opportunity to thank all employees for their dedicated services and cooperation.

Your Directors are also grateful for your continued support and encouragement.

Registered office :

56, Netaji Subhas Road

Kolkata - 700 001

Dated : 29th August, 2012

For and on behalf of the Board of Directors

S. S. Jain

Chairman

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Code of Governance

Your Company's philosophy on Corporate Governance is targeted at efficient conduct of its operations and in meeting its obligations towards various stakeholders such as Customers, Vendors, Employees, Shareholders, Financiers and the Society at a large. Your Company has infused the philosophy of Corporate Governance into all its activities. Your Company's core values of quality consciousness, consumer satisfaction, fairness in dealings, adopting transparent accounting policies, following superior Board practices, consistent consideration for all its stakeholders serve as the means for implementing its philosophy of Corporate Governance in letter and spirit. Your Company complies with Corporate Governance Systems not as a mere structure or statutory guidelines, but as a way of corporate life.

Board of Directors

- (a) As on 31st March, 2012, the Board is headed by Non-Executive Chairman, Sri S. S. Jain and comprises of five other Directors (one Vice Chairman & Whole Time Director, one Managing Director and three Non Executive Directors) all of whom have considerable experiences in their own fields.

The day-to-day management of your Company is conducted by the Managing Director and Vice Chairman & Whole Time Director subject to the superintendence, control and directions of the Board of Directors. About sixty seven percent of the Board consists of Non-Executive Directors and fifty percent of the Board are Independent Directors. As on 31st March, 2012 the composition of the Board satisfies the conditions that the Listing Agreement of the Stock Exchanges have laid down in this regard. The details of the Directors as on 31st March, 2012 and attendance of each Director at the Board Meetings and at the last Annual General Meeting (AGM) held during the Financial Year ended on 31st March, 2012 are given below :

Name of the Directors	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM
Sri S. S. Jain	Non-Executive/Independent/Chairman	13	Yes
Sri Rajendra Bhutoria	Executive/Promoter/Vice Chairman & Whole Time Director	13	Yes
Sri Abhay Bhutoria	Executive/Promoter/Managing Director	5	Yes
Sri L. K. Patawari	Non-Executive /Independent	12	No
Sri Bachhraj Begwani	Non-Executive/Independent	11	Yes
Sri Ram Lal Saini	Non-Executive/Non-Independent	1	Yes

- (b) Number of other Board of Directors or Board Committee where Directors of your Company are Directors/Members/Chairman as on 31st March, 2012.

Name of the Directors	No. of Directorship in other Boards	No. of Members in other Board Committees	No. of Chairmanship in other Board Committees
Sri S. S. Jain	19	1	1
Sri Rajendra Bhutoria	3	Nil	Nil
Sri Abhay Bhutoria	3	Nil	Nil
Sri L. K. Patawari	1	Nil	Nil
Sri Bachhraj Begwani	Nil	Nil	Nil
Sri Ram Lal Saini	Nil	Nil	Nil

(c) Details of Board Meetings held during the period from 1st April, 2011 to 31st March, 2012 :

Serial No.	Date
1	08.04.2011
2	14.05.2011
3	20.07.2011
4	13.08.2011
5	30.08.2011
6	30.08.2011
7	15.10.2011
8	01.11.2011
9	10.11.2011
10	09.01.2012
11	14.02.2012
12	26.03.2012
13	31.03.2012

The gap between two Meetings did not exceed four months.

(d) Necessary information where applicable as mentioned in Annexure 1A to Clause 49 of the Listing Agreement has been placed before the Board in each Board Meeting .

(e) Independent Directors :

As mandated by Clause 49, the Independent Directors on the Company's Board, apart from being No-Executive Directors :

- Do not have any material pecuniary relationships or transactions with the Company, its promoters, its Directors ,its senior management and its associates which may affect the independence of the Directors
- Are not related to promoters or persons occupying management positions at the Board level or at one level below the Board
- Have not been an Executive of the Company in the immediately preceding three Financial Years
- Are not partners or executives or were not partners or executives during the preceding three years of the :
 - Statutory Audit Firm or the Internal Audit Firm that is associated with the Company
 - Legal Firm (s) and Consulting Firm(s) that have a material association with the Company
- Are not material suppliers ,service providers or customers or lessors or lessees of the Company, which may affect independence of the Directors
- Are not substantial Shareholders of the Company i.e.do not own two percent or more of the block of voting shares in the Company
- Are not less than 21 years of age

Audit Committee

The terms of reference of the Audit Committee are in line with Clause 49 II (C) and (D) of Listing Agreements with the Stock Exchanges and Section 292A of the Companies Act, 1956 besides other terms as may be referred to it by the Board of Directors.

The Audit Committee of the Board exercises the powers and play the role as per the abovesaid Clauses of the Listing Agreement and Section of the Companies Act.

As on 31st March, 2012 the Audit Committee comprises of three Non-Executive Independent Directors, Sri S. S. Jain ,Chairman, Sri L.K. Patwari and Sri Bachhraj Begwani and one Executive Non-Independent Director, Sri R. Bhutoria, Vice Chairman & Whole-time Director of the Company. Sri S. S. Jain is the

Chairman of the Committee, who also chaired the Annual General Meeting of the Company held on 30th September, 2011. All the Members of the Committee are financially literate and have accounting and related financial management expertise.

The Company's Accounts personnel and representatives of the Statutory Auditors as well as Internal Auditors are permanent invitees to the Audit Committee. Mr. J. Biswas, Company Secretary acts as the Secretary of the Committee.

During the Financial Year ended on 31st March, 2012, 5(five) Meetings were held on 14/05/2011, 13/08/2011, 30/08/2011, 10/11/2011, and 14/02/2012.

The gap between two Meetings did not exceed four months.

Composition of the Audit Committee and the attendance of the Members during the Financial Year ended on 31st March, 2012 are furnished below :

Sl. No.	Name of Directors who are Members of the Audit Committee	No. of Meetings held	No. of Meetings Attended
1.	Sri S. S. Jain, <i>Chairman</i>	5	5
2.	Sri Rajendra Bhutoria, <i>Member</i>	5	5
3.	Sri Loon Karan Patawari, <i>Member</i>	5	5
4.	Sri Bacchraj Begwani, <i>Member</i>	5	4

Remuneration Committee

1. Remuneration Committee of the Board of Directors comprises of three Non-Executive Directors, all of them being Independent Directors. The Members of the Committee are Sri S.S.Jain (Chairman), Sri L.K.Patwari and Sri B.Begwani. Sri J. Biswas, Company Secretary acts as the Secretary of the Committee.

The Committee discharges the role as specified under Part II, Section II of Schedule XIII of the Companies Act, 1956 and in compliance with Clause 49 of the Listing Agreements with Stock Exchanges.

Brief description of terms of reference of the Remuneration Committee :

To determine on behalf of the Board of Directors as well as on behalf of the Shareholders, the Company's Policy on specific Remuneration Packages for Executive Directors.

The Committee approves :

- All elements of remuneration package of all the Executive Directors i.e. salary, benefits, bonuses, stock options, pensions, etc.
- Details of fixed component and performance linked incentives, alongwith the performance criteria.
- Service contracts, notice period, severance fees, etc.

There was no requirement for a Meeting during the Financial Year 2011-2012.

2. (a) Payment of Remuneration to Sri Rajendra Bhutoria, the Whole-time Director of the Company is governed by statutory guidelines and the Company's Service Agreement with him, the terms and conditions of which were approved by the Board and Shareholders. His remuneration structure mainly comprises of –
 - (i) **Salary** : Rs. 6,00,000/- per annum.
 - (ii) **Contribution to Provident Fund** : Rs. 72,000/- per annum.
 - (iii) **Perquisites** : Rs.39,600/- during the Financial Year 2011-2012.

Service Contract – 5 (five) years from 1st April, 2007 and proposed to be renewed for a period of further 5 (five) years from 1st April, 2012 in the ensuing Annual General Meeting

Notice Period	- 3 (Three) months.
Stock Option	- Nil
Severance Fee	- Nil

2. (b) Payment of Remuneration to Sri Abhay Bhutoria, the Managing Director of the Company is governed by statutory guidelines and the Company's Service Agreement with him, the terms and conditions of which were approved by the Board and Shareholders. His remuneration structure mainly comprises of –

(i) Salary	: Rs. 9,00,000/- per annum.
(ii) Contribution to Provident Fund	: Rs .1,08,000/- per annum.
(iii) Perquisites	: Rs. 2,34,600/- during the Financial Year 2011-2012.
Service Contract	- 5 (five) years from 1st December, 2010.
Notice Period	- 3 (Three) months.
Stock Option	- Nil
Severance Fee	- Nil

Note : Provisions for incremental gratuity for the current year has not been considered, since the provision is based on actuarial basis for the Company as a whole.

3. The Non-Executive Directors are paid neither any remuneration nor any Fees for attending Meetings of the Board and its Committee. No Stock Option has been granted to any of the Directors.
4. No Equity Share and convertible instrument was held by Non-Executive Directors as on 31.03.2012 except by Sri R.L.Saini who held 160 Equity Shares of Rs 10/- each fully paid up in the Company as on that date .
5. There has been no pecuniary relationship or transaction of the Non-Executive Directors vis-à-vis the Company during the year.

Shareholders'/Investors' Grievance Committee

The Shareholders'/Investors' Grievance Committee is headed by Sri L. K. Patawari, an Independent Non-Executive Director. Other Members of the Committee comprises of Sri S. S. Jain, an Independent Non-Executive Director and Sri R. Bhutoria, a Non Independent Whole-time Director of the Company.

Mr J.Biswas, Company Secretary acts as Secretary to the Committee.

In accordance with the provisions of Clause 49 IV(G)(iv) of the Listing Agreement with Stock Exchanges brief description of terms of reference of the Shareholders' / Investors' Grievance Committee is :

- The Committee approves and monitors transfer, transmission, dematerialisation, rematerialisation, sub-division and consolidation of securities in physical form and issue of new and duplicate Share Certificates by your Company.
- The Committee looks into various issues relating to Shareholders / Investors, including redressal of their complaints regarding transfer of Shares in physical form, non-receipt of Annual Reports, Dividend, etc.

During the Financial Year 2011-2012 two Meetings of the Shareholders'/Investors' Grievance Committee were held on 29th July, 2011 and 16th September, 2011 and the attendance of the Members were as follows :

Sl. No.	Name of Directors who are Members of the Shareholders'/Investors' Grievance Committee	No. of Meetings held	No. of Meetings Attended
1.	Sri Loon Karan Patawari, <i>Chairman</i>	2	2
2.	Sri S. S. Jain, <i>Member</i>	2	2
3.	Sri Rajendra Bhutoria, <i>Member</i>	2	2

Name of Compliance Officer

Sri. J. Biswas, Company Secretary is the Compliance Officer of the Company.

No. of Shareholders complaints received during the year 2011-2012	NIL
No. of Complaints not resolved to the satisfaction of Shareholders as on 31st March, 2012	NIL
No. of pending Complaints as on 31st March, 2012	NIL

Subsidiary Company

The Company does not have any Subsidiary.

General Body Meetings

The last three Annual General Meetings of the Company were held as under :-

AGM	Year	Location	Date	Time	No. of Special Resolutions approved
61st	2009	Hotel Lindsay 8B Lindsay Street Kolkata - 700 087	16.09.2009	10.00 A.M.	None
62nd	2010	Hotel Lindsay 8B Lindsay Street Kolkata - 700 087	30.09.2010	10.00 A.M.	Two
63rd	2011	Hotel Lindsay 8B Lindsay Street Kolkata - 700 087	30.09.2011	10.00 A.M.	Two

The Special Resolutions passed at the 63rd Annual General Meeting were not required to be put through Postal Ballot .

All Resolutions moved at the last Annual General Meeting were passed unanimously by show of hands by the Members attending the Meeting.

No Resolution is proposed to be passed at the forthcoming Annual General Meeting through Postal Ballot.

Resume and other information regarding the Directors being appointed and reappointed as required under Clause 49 IV (G) (i) of the Listing Agreement have been given in the Notice of the ensuing Annual General Meeting annexed to this Annual Report.

Disclosures

- Details of transactions of a material nature with any of the related parties as specified in Accounting Standard (AS)18 notified under the Companies (Accounting Standards) Rules, 2006 have been reported in the Schedule attached to the Accounts 2011-2012. There is no transaction of a material nature with any of the related parties which was in conflict with the interests of the Company or which are not in the normal course of business.
- There has neither been instance of non-compliance of any legal requirement nor has there been any instance of Stock Exchanges / SEBI / any statutory authority imposing penalties or strictures on the Company for non-compliance of any requirement related to capital Markets in the last three years.
- A Statement in summary form of transactions with related parties in the ordinary course of business has been periodically placed before the Audit Committee.
- The Company follows Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and in the preparation of financial statements the Company has not adopted a treatment

different from that prescribed in any Accounting Standard.

- (e) The Company has laid down a process of assessing risk management. The scope of Audit Committee includes review of the Company's financial and risk management policies.
- (f) CEO / CFO Certificate as required in terms of the Listing Agreements has duly been submitted to the Board.
- (g) The non-mandatory requirements, to the extent followed / pursued by the Company, have been stated in this Report.
- (h) There is no inter-se relationship between Directors except Sri Abhay Bhutoria, Managing Director and Sri Rajendra Bhutoria, Vice –Chairman and Whole-time Director who are cousin brothers .

Means of Communication

The main channel of communication of the Company with the shareholders is through the Annual Report which contains all relevant information about the Company. Shareholders communicate with the Company by letters/emails also.

The General Meetings are the principal forum for interaction with the shareholders where their queries are clarified, future plans of the Company are announced and the shareholders offer their suggestions for improving performance of the Company.

Quarterly Results and Annual audited Results are sent to the Stock Exchanges where the Company's Shares are listed. The Company has a Website www.rtspower.com which is updated from time to time. During the Financial Year the Company has neither displayed official news releases nor made any presentation to the Institutional Investors or Analysts. The Quarterly Results and Annual audited Results were mainly published in the Business Standard in its all-India editions and Economic Times, Mumbai (in English) and Dainik Lipi, Kolkata (in Bengali) and also displayed in the Company's aforesaid Website along with all other vital information about the Company relevant from the point of view of Shareholders and Investors.

The Management Discussion and Analysis forms a part of this Report.

General Shareholders Information

ANNUAL GENERAL MEETING

Day, Date and Time : Friday, the 28th day of September, 2012 at 10.00 A.M.

Venue : HOTEL LINDSAY, 8B Lindsay Street, Kolkata - 700087

Financial Year : 1st April to 31st March.

Financial Calendar

Board/Audit Committee Meetings for approval of :	Expected Date
April 2012 – June 2012 Quarterly Results	Within 14th August, 2012 (Held)
July 2012 – September 2012 Quarterly Results	Within 14th November, 2012
October 2012 – December 2012 Quarterly Results	Within 14th February, 2013
January 2013 – March 2013 Quarterly Results	Within 15th May, 2013

Date of Book Closure

The dates of Book Closure are from Monday, 24th day of September, 2012 to Friday, 28th day of September, 2012, both days inclusive, for the Annual General Meeting.

ISIN number for NSDL and CDSL

ISIN No. – INE005C01017

Stock Code and Existing Listing on Stock Exchanges :

Sl. No.	Stock Exchange	Stock Code
01.	The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata - 700 001.	028042 10028042
02.	Bombay Stock Exchange Limited P. J. Towers, Dalal Street, Mumbai - 400 001.	531215

Note

Your Company's Shares continue to be listed on Calcutta and Bombay Stock Exchanges.

All Listing and Custodial Fees to the Stock Exchanges and Depositories have been paid up-to-date to the respective Institutions.

Market Price Data

Market Price Data (High/Low) during each month in the year 2011-2012.

Month	B S E			C S E		
	High (Rs.)	Low (Rs.)	Volume (Nos.)	High (Rs.)	Low (Rs.)	Volume (Nos.)
April'11	41.55	34.00	18,143	N.T	N.T	N.T
May'11	40.20	27.40	9,201	N.T	N.T	N.T
June'11	38.25	29.00	9,822	N.T	N.T	N.T
July'11	38.85	33.50	11,836	N.T	N.T	N.T
August'11	39.30	30.70	21,182	N.T	N.T	N.T
September'11	42.50	30.20	14,391	N.T	N.T	N.T
October'11	37.75	28.05	47,990	N.T	N.T	N.T
November'11	33.35	16.10	1,16,864	N.T	N.T	N.T
December'11	18.80	15.40	84,077	N.T	N.T	N.T
January'12	28.30	16.10	40,712	N.T	N.T	N.T
February'12	34.65	21.60	79,067	N.T	N.T	N.T
March'12	27.40	21.80	23,179	N.T	N.T	N.T

N.T. – No Transaction.

Share price performance compared with broad based indices :

Company's Share Price as on	BSE	CSE
1st April, 2011	34.60	34.55
31st March, 2012	22.90	22.90
Change	– 33.82%	– 33.72%
Indices		
1st April, 2011	19463.11	7452.89
31st March, 2012	17404.20	6042.36
Change	– 10.58%	– 18.93%

N.T. – No Transaction.

Registrar & Share Transfer Agent**M/s. Niche Technologies Pvt. Ltd.**

D-511, Bagree Market

71, B. R. B. Basu Road, Kolkata - 700 001

Phone : (033) 2234-3576, 2235-7270/7271/5236

Fax : (033) 2215-6823

E-mail : nichetechpl@nichetechpl.com

Share Transfer System

The Share transfers in physical form are at present processed and the Share Certificates are returned, duly transferred in favour of transferees, subject to all the documents being in order. Share transfers under objection are returned immediately. The Shareholders'/Investors' Grievance Committee of the Board of Directors meets time to time to consider the transfer proposals in physical form.

Shareholding Pattern as on 31st day of March, 2012

Category	No. of Shares	% of Total
A. PROMOTERS' HOLDING		
1. PROMOTERS		
INDIAN PROMOTERS	36,02,856	44.107
FOREIGN PROMOTERS	NIL	NIL
2. PERSON ACTING IN CONCERT	NIL	NIL
SUB - TOTAL	36,02,856	44.107
B. NON-PROMOTERS' HOLDINGS		
3. INSTITUTIONAL INVESTORS		
a) MUTUAL FUNDS & UTI	NIL	NIL
b) BANKS, FIs, INSURANCE COS. (CENTRAL/STATE GOVT. INSTITUTIONS/ NON-GOVT. INSTITUTIONS)	NIL	NIL
c) FIIs	NIL	NIL
SUB - TOTAL	NIL	NIL
4. OTHERS		
a) PRIVATE CORPORATE BODIES	35,14,473	43.025
b) INDIAN PUBLIC	8,94,928	10.955
c) NRIs/OCBs	12,253	0.150
d) ANY OTHER - CLEARING MEMBERS	1,43,990	1,.763
SUB - TOTAL	45,65,644	55.893
GRAND - TOTAL	81,68,500	100.000

Note : Total Foreign Shareholding

NIL

NIL

Distribution of Share Holding by number of shares held as on 31st day of March, 2012

No. of Equity Shares held	Total No. of Shares	% of Holding	No. of Shareholders	% of Shareholders
Upto - 500	2,85,389	3.4938	2351	87.6912
501 - 1,000	1,14,617	1.4032	147	5.4830
1,001 - 5,000	2,61,267	3.1985	125	4.6624
5,001 - 10,000	1,09,862	1.3449	15	0.5595
10,001 - 50,000	7,35,473	9.0038	28	1.0444
50,001 - 1,00,000	4,57,073	5.5956	6	0.2238
1,00,001 - And Above	62,04,819	75.9603	9	0.3357
TOTAL	81,68,500	100.0000	2681	100.0000

Dematerialization of Shares & Liquidity

The Company's Shares are compulsorily traded in dematerialized form. The Shares are available for trading with either of the two Depositories in India – National Securities Depositories Limited and Central Depository Services (India) Limited, under ISIN: INE005C01017. As on 31st day of March 2012 about 99.90% of the total number of Equity Shares of the Company were in dematerialized form.

Risk Management

Keeping in view of the nature of industry in which your Company is engaged, your Company had all along been conscious of the risk associated with the nature of its business. Senior Management personnel carried out risk identification, risk assessment, risk treatment and minimization procedures for all functions of the Company, which are periodically reviewed on an ongoing basis and Board Members are informed about all these from time to time to ensure that executive management controls risk through means of a properly defined framework.

Code of Conduct

The Company has framed and adopted a Code of Business Conduct and Ethics for Members of the Board and Senior Management Officers relating to their duties and responsibilities, conflict of interest, corporate opportunities, statutory compliance, financial reporting and records, integrity of data furnished, confidentiality and behaviors. All Directors and Senior Management Officers have affirmed compliance during the year 2011-2012 of the provisions of the Code and a declaration from the Managing Director to that effect is attached to this Report. The Company has also adopted Code for Prohibition of Insider Trading.

Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion date and likely impact on Equity - NIL**Plant Locations**

- a. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & Distribution Transformers Unit
C-174, Road No 9J Vishwakarma Industrial Area,
Chomu Road, Jaipur - 302013 (Rajasthan)
- b. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & EHV Division Unit - 132 KV Class Transformers
E-346, Road No. 16, Vishwakarma Industrial Area,
Jaipur - 302013 (Rajasthan)

- c. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Distribution Transformers Division
F 139 to 142 Udyog Vihar, Jetpura, Jaipur
- d. RTS Power Corporation Limited
Transformer & Speciality Oil Unit - Kaladera
A-25, 26 Riico Industrial Area,
Kaladera, Chomu, Jaipur, (Rajasthan)
- e. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & Distribution Transformers Unit - Agra
Near 14 KM Mile Stone, Mathura Road,
P.O. Artoni, Agra - 282007 (U.P)
- f. RTS Power Corporation Limited
Power & Distribution Transformers Unit - Salkia
130, Dharmatolla Road, Salkia,
Howrah - 711106 (West Bengal)
- g. RTS Power Corporation Limited
Power & Distribution Transformers Unit-Dhulagori
Jala Dhulagori, Sankrail, Dhulagori,
Howrah - 711302 (West Bengal)
- h. RTS Power Corporation Limited
Wind Energy Division
Dhule - Maharashtra
- i. RTS Power Corporation Limited
Wind Energy Division
Barmer - Rajasthan

Address for Correspondence

For Query on Share Holding

All the correspondences may please be addressed to the Registrar and Share Transfer Agent :

M/s. Niche Technologies Pvt. Ltd.

D-511 Bagree Market,
71 B. R. B. Basu Road
Kolkata - 700001
Phone : (033) 2234-3576; 2235-7270/7271/3070
Fax : (033) 22156823
E mail : nichetechpl@nichetechpl.com

In case any Shareholder is not satisfied with the response or do not get any response within a reasonable period from the Registrar and Share Transfer Agent, they shall approach to Company Secretary and Compliance Officer at the Registered Office of the Company :

56, N.S. Road, 2nd Floor, Kolkata - 700001
Phone : (033) 2242-6025 / 2242-6054
Fax : (033) 2242-6732
E-mail : rtspower@vsnl.net
headoffice@rtspower.com

Auditors' Certificate on Corporate Governance

As required under Clause 49 of the Listing Agreement, the Auditors' Certificate on the Company's compliance of the Corporate Governance norms is attached.

Registered Office :

56, Netaji Subhas Road

Kolkata - 700 001

Dated : 29th day of August, 2012

For and on behalf of the Board of Directors**SARDUL SINGH JAIN***Chairman***Certificate of Compliance with the Code of Conduct Policy**

As required under the relevant provisions of the Listing Agreements with the Stock Exchanges, it is confirmed that all the Directors and Senior Management Officers have affirmed compliance of the Code of Business Conduct and Ethics during the year 2011-2012.

Registered Office :

56, Netaji Subhas Road

Kolkata - 700 001

Dated : 29th day of August, 2012

For RTS POWER CORPORATION LIMITED**ABHAY BHUTORIA***Managing Director***Auditors' Certificate on Corporate Governance****To the Members of RTS Power Corporation Limited**

We have examined the compliance of conditions of Corporate Governance by RTS Power Corporation Limited, for the year ended 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company, with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance stipulated in Clause 49 of the above mentioned Listing Agreement except otherwise stated therein.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we state that as per the records maintained by the Shareholders'/Investors' Grievance Committee, as on 31st March 2012 there were no investors grievances against the Company remaining unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A. C. BHUTORIA & CO.*Chartered Accountants*

Place : 2, India Exchange Place

Kolkata - 700 001

Dated : 29th August, 2012

Mohit Bhuteria*Partner*

Membership No. 56832

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Developments

India has a huge population and one of the world's highest GDP growth rates. Because of this, demand for power is growing quickly, which is translating to a wide area of growth opportunities in all segments of the Power Sector. India is in the process of building several ultra mega Power Projects of 4,000 MW installed capacity, augmenting its transmission and distribution network.

Your Company is manufacturing Power & Distribution Transformers of various capacities which are major and indispensable machinery/ equipment for generation, transmission and distribution of power in the country.

Besides the Power and Distribution Transformers manufacturing line, your Company has embarked upon the manufacture and sale of various types and sizes of Cable and Conductor for transmission of electricity since the year 2006-2007.

Transformers play an important role in the power industry. The worldwide power savings potential of switching to high efficiency Transformers is estimated to be 300 TWH. This savings potential is not only technically advantageous, but also brings economic and environmental benefits. Taking the full life cycle cost into account, selecting high efficiency Transformers is often an economically sound investment decision despite their higher purchase price. Increasing efficiency of rural Transformers can produce significant environmental benefits. A 25% loaded 100KVA high efficiency Transformer saves almost 37 tons of greenhouse gas emissions over its 30 year lifetime. Around the world, over 260 million Distribution Transformers are in use, many of which are in rural areas.

The health of the Transformer Industry is closely related to the Power Generation/Distribution Sector. The major customers in India for Transformers are the SEBs, utilities, Substation Contractors and industries. The Transformer Industry in India has evolved and now has a well-matured technology base upon 800 KV class. India has a field-proven technology & capacity to manufacture a wide range of Power Transformers, Distribution Transformers and other types of Special Transformers for welding, traction, furnace, etc. Today, about 95% of the Transformers installed in the Indian Power Network are of indigenous origin. Energy efficient Transformers with low losses and low noise levels can be available to meet international requirements. The Industry over the period has matured into reliable suppliers of all types of Transformers.

Your Company too, being in the Transformer, Cable & Conductor Industry plays an important role in the growth of Power Sector of the country .

Opportunities and threats

The Ministry of Power has set a goal of providing power to the entire country. It aims to provide reliable and quality power for India's entire population at an optimum cost. To achieve this, the Ministry has formulated numerous strategies, such as the power generation strategy, the transmission and distribution strategy and the regulation strategy. The 11th Five Year Plan has set a goal to electrify 115000 villages and 23.4 million households. In order to meet its aim of providing electricity to everyone by 2012, an estimated investment of \$150 billion will be required to meet the electricity installed capacity expansion plans as well as to build a robust transmission and distribution network.

Your Company with technical expertise and various manufacturing set-ups will be in a position to play a vital role in Power Sector in our country.

There is a strong base of about 150 Transformer Companies in India, with an overall production over 90,000 MVA per annum. Besides meeting the domestic requirement, India is exporting Transformers to over 50 countries covering USA, Europe, South Africa, Cyprus, Syria, Iraq and other Middle East and Far East countries all over the world. Therefore, the selling prices are under pressure, so as the margins. The increase in cost of inputs like CRGO, steel, copper, bushings, etc and payment problem from SEBs are causes for concern.

Segment-wise or Product-wise Performance :

PARTICULARS	SALE	
	Year ended 31.3.2012	Year ended 31.3.2011
Transformers	72,55,32,399	1,00,78,96,058
Cables & Conductors	57,31,58,824	29,40,77,198
Wind Energy	1,11,63,542	1,18,85,527
Others	6,86,32,001	13,44,95,886

Outlook

According to ITMA (Indian Transformer Manufacturers Association), the Ministry of Power has revised generation capacity addition from 78,000 MW to 90,000 MW in the 11th Plan period entailing 1,50,000 MVA transformation capacity per year requiring supply of Transformers & its Accessories, Laminations & Stampings, Switchgear & Control Gears, Insulating materials, Insulators, Winding Wires, Conductors & Accessories, Instruments, measuring, Indicating & Testing Equipments, Cables & Accessories, Capacitors, Transmission Line Towers, Switch-Yard & Substation Equipments and Software Services to the Power Sector.

IEEMA (Indian Electrical and Electronics Manufacturers Association) says the Transformer Industry in India has been in the forefront for over 50 years and has a well matured technology base upto 800KV class. Keeping pace with the developments the world over, it has attained the status of 'world class' over the period.

In the global market, performance of the Indian product is acknowledged as technically at par with the leading international companies. Looking at the present state of Transformer Industry in India, it can be seen that implementation of Accelerated Power Development Reform Programme (APDRP) and introduction of Accelerated Rural Electrification Programme (AREP) are contributory to the increased business potential for the Industry .

All these should translate a growing demand for Power and Distribution Transformers, Cables and Conductors in the market which your Company has been serving.

Your Company's Cable and Conductor Unit is now fully operational. It contributes to the Turnover of your Company. But due to lower selling prices, margin has become low and profitability in this segment has also reduced. The Production of Wound Core Type Transformers /Dry Type Transformers has stabilized and your Company is receiving regular Orders. Your Company's Dhulagori Factory is now fully operational and is under the process of further expansion.

Your Company is also exploring the possibility to develop export market, various options for which are being weighed. In addition to its existing Wind Mill at Dhule, Maharashtra, your Company has also set up another Wind Mill at Barmer, Rajasthan.

Risks and threats are there and the Management is fully aware and cautious of the same.

Risks and Concerns

Your Company is exposed to external business risks, internal and financial risks. External business risks arise out of cyclical nature of demand in Transformer Industry, entry of new players, unhealthy competition from various Transformer Manufacturing Units in unorganised sector and a spate of expansions by various companies in the Transformer Industry for manufacturing different types of Transformers. Internal risks basically cover operational efficiency and ability to withstand competition. Inordinate delay in payment by various State Electricity Boards and fluctuation in Raw Material prices, being financial risks, have major impact on the working of your Company.

Internal Control Systems and their Adequacy

Your Company has in place adequate systems of internal control commensurate with its size and nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of corporate policies.

A firm of Chartered Accountants conducts Internal Audit of your Company. The Audit Committee reviews Audit Reports submitted by the Internal Auditors. Suggestions for improvement are considered and Audit Committee follows up the implementation of corrective actions. The Committee also meets the Company's statutory Auditors to ascertain, inter alia, their views on the adequacy of internal control systems in your Company and keeps the Board of Directors informed of its major observations from time to time.

Financial Performance

(Rs in Lacs)

PARTICULARS	Year Ended 31. 03. 2012	Year Ended 31. 03. 2011
Total Income	13731.54	14354.69
Total Expenditure	13580.35	14037.99
Profit Before Tax (PBT)	151.19	316.70
Profit After Tax (PAT)	100.28	200.82

Operational Performance

The Total Revenue during the year was Rs. 137.32 Crores as against Rs. 143.55 Crores during the previous year, representing a downfall during the year by 4.34%, mainly due to Transformer Sales decreased from Rs. 101 Crores approximately in last year to Rs. 73 Crores approximately this year. Mushroom growth and unhealthy competition from various Transformer Manufacturing Units in unorganized sector is posing problems to organized sector, like your Company, resulting in very low selling prices and your Company is not in a position to sell Transformers at such lower prices.

The Profit Before Tax (PBT) for this year is Rs. 1.51 Crores, whereas it was Rs. 3.17 Crores in the last year, representing a downfall of Profit by almost 52% compared to the last year. Many factors have contributed towards such disproportionate fall in PBT compared to fall in Revenue, namely, lower selling prices, so also the margins, continuous abnormal price hike of major raw materials both in India and abroad, unexpected delay in payments by Electricity Boards, etc. As a result of abnormal delay in payments by the Company's Customers Trade Receivables have increased to Rs 87 Crores approximately this year from Rs 69 Crores approximately last year. To meet the additional Working Capital requirements and maintain cash flow position of your Company arising out of delay in payments by Customers, the Company's borrowings have substantially increased. Increase in Finance Costs comprising of Interest Expenses and other borrowing costs by about Rs. 1.60 Crores this year compared to last year has also largely contributed towards such fall in PBT this year.

Human Resources Development/Industrial Relations

Employee Relations scenario of your Company continues to be excellent.

Your Company would like to record its appreciation of the wholehearted support and dedication from employees at all levels numbering 124 as on 31st March, 2012 in maintaining its operation and functioning during the period under review.

Registered Office :
56, Netaji Subhas Road
Kolkata - 700 001
Dated : 29th August, 2012

For and on behalf of the Board of Directors

S. S. JAIN
Chairman

AUDITORS REPORT

TO THE MEMBERS OF RTS POWER CORPORATION LIMITED

- 1) We have audited the attached Balance Sheet of **RTS POWER CORPORATION LIMITED** ("the Company") as at 31st March, 2012 and also the annexed Profit & Loss Statement and Cash Flow Statement for the year ended on that date annexed hereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2) We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examination, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3) As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of Sub Section (4A) of Section 227 of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order as far as applicable:
- 4) Further to above -
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - ii) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of the books.
 - iii) The Branch Auditor's Report of branches not visited by us, have been properly dealt with in preparing our report.
 - iv) The Balance Sheet, the Profit & Loss Statement and Cash Flow Statement dealt with by the report are in agreement with the books of accounts of the Company.
 - v) In our opinion, the Profit and Loss Statement, Balance Sheet and Cash Flow Statement comply with the mandatory Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 to the extent applicable.
 - vi) On the basis of written representations received from the Directors as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2012 from being appointed as a Director in terms of Section 274(1)(g) of the Companies Act, 1956.
 - vii) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with significant accounting policies & notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012
 - b) In the case of the Profit & Loss Statement, of the Profit for the year ended on that date

AND

 - c) In the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date

For **A. C. Bhuteria & Co.**
Chartered Accountants
 Firm Registration No. 303105E
Mohit Bhuteria
Partner
 Membership No. 56832

2, India Exchange Place
 Kolkata - 700 001
 Dated : 29th August, 2012

ANNEXURE TO THE AUDITORS' REPORT REFERRED TO IN OUR REPORT OF EVEN DATE

- i) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets. The management has physically verified fixed assets during the year-end and no discrepancy was noticed on such verification. In our opinion, the frequency of verification is reasonable. There was no substantial disposal of fixed assets during the year.
- ii) Physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business. The Company is maintaining proper records of inventory. Discrepancies noticed on physical verification as compared to books records, which were not material, have been properly dealt with in the books of accounts.
- iii)
 - a) As informed, the Company has not granted any loan, secured or unsecured, to companies, firms or parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the requirements of Clauses (iii) (b), (iii) (c) and (iii) (d) of paragraph 4 of the Order are not applicable
 - b) The Company has taken unsecured loan from a party and fifteen companies covered in the register maintained under Section 301 of the Companies Act 1956. The maximum amount involved during the year was Rs. 1748.93 lacs & the year-end balance of such loan taken was Rs. 1277.49 lacs.
 - c) In our opinion and according to information and explanation given to us, the rate of interest and other terms and conditions on which loan has been taken from companies and a party listed in register maintained under Section 301 of the Companies Act 1956 are not prima facie prejudicial to the interest of the Company.
 - d) The Company is regular in repayment of principal as per stipulations, wherever made and is regular in payment of Interest.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control procedure commensurate with the size of the company and nature of its business for purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control.
- v)
 - a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been duly entered in the register required to be maintained under the Section.
 - b) In our opinion and according to information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rs. 5,00,000/- in respect of each party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time except in cases where comparison could not be made in absence of similar transactions with other parties.
- vi) In our opinion & according to the information and explanations given to us, the Company has not accepted any deposit from public during the year and therefore, the provisions contained in Section 58A, 58AA or any other relevant provisions of the Act and Rules framed thereunder are not applicable to the Company.
- vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- viii) According to the information given to us, the Central Government has prescribed maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 for products of the Company. We have broadly reviewed the accounts and records of the Company in this connection and are of the

opinion, that prima-facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out a detailed examination of the same to determine whether they are accurate and complete.

- ix) a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, customs duty, service tax, cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty, service tax or cess were in arrears, as at the close of the year for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty, service tax and cess, which have not been deposited on account of any dispute except the following :

Name of Statute	Nature of Dues	Amount (Rs.)	Period	From where dispute is pending
Rajasthan Tax on Entry of Goods in Local Area Act, 1999	Entry Tax	11,34,451/-	For Previous Years	Hon'ble Rajasthan High Court Stayed 50% hence 50% deposited during the year.
Rajasthan Tax on Entry of Goods in Local Area Act, 1999	Entry Tax	22,38,619/-	For Previous Years	H'ble Rajasthan High Court Judgement for 50% deposit
Income Tax Act, 1961	Income Tax	20,57,170/-	A.Y. 2009-2010	Before Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	22,104/-	A.Y. 2008-2009	Before Commissioner of Income Tax (Appeals)

- x) The Company does not have any accumulated losses. The Company has not incurred any cash losses in the current financial year and in the immediately preceding financial year.
- xi) *As per the information and explanations furnished to us and our verification of records of the Company, the Company has made delays in repayment of dues to banks. The period and amount of delay are as follows :*

Nature of dues	Period of Delay	Amount (Rs.)
Interest	30 to 90 Days	510,797
Interest	90 to 180 Days	149,512

The Company has no dues to financial institutions. The Company has no debenture holders.

- xii) As informed and explained to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

- xiii) In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund/nidhi/mutual benefit fund/society.
- xiv) The Company does not have any dealing or trading in shares, securities, debentures or other investments, and accordingly Clause (xiv) of Para 4 of the Order is not applicable.
- xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- xvi) Term loans obtained by the Company were applied for the purpose for which the loans were obtained.
- xvii) According to the information and explanation given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investments.
- xviii) The Company has made preferential allotment of 3,80,000 Equity Shares of Rs 10/- each at a premium of Rs. 26 per share to a company covered in the Register maintained under Section 301 of the Companies Act, 1956. The Equity Shares have been issued based on the price determined as per SEBI Guidelines and are therefore not prejudicial to the interest of the Company..
- xix) The Company has not issued any debenture during the year.
- xx) The Company has disclosed the end use of money raised by issue of Equity Shares on Preferential basis and the same has been verified by us. (*Refer Note No. 33*)
- xxi) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor we have been informed of any such case by the management.

2, India Exchange Place
Kolkata - 700 001
Dated : 29th August, 2012

For **A. C. Bhuteria & Co.**
Chartered Accountants
Firm Registration No. 303105E
Mohit Bhuteria
Partner
Membership No. 56832

BALANCE SHEET as at 31st March, 2012

	Note No.	As at 31.03.2012 (Rs.)	As at 31.03.2011 (Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	81,685,000	77,885,000
(b) Reserves & Surplus	3	377,910,905	358,002,949
		459,595,905	435,887,949
(2) Non-Current Liabilities			
(a) Long Term Borrowings	4	22,128,084	37,328,870
(b) Deferred Tax Liabilities (Net)	5	16,701,000	18,249,000
(c) Long Term Provisions	6	6,505,611	5,975,426
(3) Current Liabilities			
(a) Short Term Borrowings	7	351,627,969	290,101,288
(b) Trade Payables	8	638,035,383	464,698,176
(c) Other Current Liabilities	9	44,249,404	34,306,262
(d) Short Term Provisions	10	1,757,652	6,898,793
TOTAL (1 TO 3)		1,540,601,008	1,293,445,764
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	11	155,429,828	171,662,583
(ii) Capital Work in Progress		3,472,053	2,783,234
		158,901,881	174,445,817
(b) Non Current Investments - Long Term	12	371,500	371,500
(c) Long Term Loans and Advances	13	13,354,149	10,695,182
(d) Other Non Current Assets	14	1,002,161	13,546,381
(2) Current Assets			
(a) Inventories	15	366,836,429	308,228,439
(b) Trade Receivables	16	866,985,225	694,000,300
(c) Cash and Bank Balances	17		
(i) Cash & Cash Equivalents		7,854,160	3,187,076
(ii) Other Bank Balances		56,776,690	45,315,435
(d) Short Term Loans and Advances	18	68,518,813	43,655,634
TOTAL (1 TO 2)		1,540,601,008	1,293,445,764
Significant Accounting Policies	1		
Notes to Financial Statements	2-39		

Statement on Significant Accounting Policies and Notes to the Financial Statements are an integral part of this Balance Sheet.

As per our Report of even date
For **A. C. BHUTERIA & CO.**
Chartered Accountants
Mohit Bhuteria
Partner
Place : Kolkata
Dated : 29th August, 2012

S. S. Jain
Chairman

R. Bhutoria
Vice Chairman & Wholetime Director

Abhay Bhutoria
Managing Director

L. K. Patawari
Director

J. Biswas
Company Secretary

STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2012

	Schedule No.	For the year ended 31.03.2012 (Rs.)	For the year ended 31.03.2011 (Rs.)
I) REVENUE FROM OPERATIONS	19		
(a) Sale of Products		1,378,486,766	1,448,354,669
(b) Revenue from Works Contract		79,808,231	94,321,049
(c) Other Operating Revenues		40,968,410	27,657,412
		1,499,263,407	1,570,333,130
(d) Less : Excise Duty		133,972,647	142,475,773
		1,365,290,760	1,427,857,357
II) OTHER INCOME	20	7,863,877	7,611,592
III) TOTAL REVENUE (I + II)		1,373,154,637	1,435,468,949
IV) EXPENSES			
(a) Cost of Materials Consumed	29(b)	1,052,205,141	1,144,618,640
(b) Changes in Inventories of Finished Goods, Work in Progress and Scrap Materials	21	8,129,149	(43,443,925)
(c) Employee Benefits Expenses	22	21,072,571	22,272,100
(d) Finance Costs	23	76,085,068	60,114,208
(e) Depreciation	11	17,999,608	19,304,235
(f) Other Expenses	24	182,543,863	200,934,043
TOTAL EXPENSES		1,358,035,400	1,403,799,301
V) Profit Before Tax (III-IV)		15,119,237	31,669,648
VI) Tax Expenses			
Current Tax		6,540,000	8,000,000
Deferred Tax	5	(1,548,000)	2,210,000
Income Tax for earlier years		99,281	1,377,889
VII) Profit/ (Loss) for the Year (V-VI)		10,027,956	20,081,759
VIII) Earnings Per Equity Share	25		
a) Basic		1.26	2.69
b) Diluted		1.26	2.69
c) Face Value per Equity Share		10.00	10.00
Significant Accounting Policies	1		
Notes to Financial Statements	2-39		

Statement on Significant Accounting Policies and Notes to the Financial Statements are an integral part of this Profit & Loss Statement.

As per our Report of even date
For **A. C. BHUTERIA & CO.**
Chartered Accountants
Mohit Bhuteria
Partner
Place : Kolkata
Dated : 29th August, 2012

S. S. Jain
Chairman
R. Bhutoria
Vice Chairman & Wholetime Director
Abhay Bhutoria
Managing Director
L. K. Patawari
Director
J. Biswas
Company Secretary

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

(Annexed to and forming part of Balance Sheet as at 31st March 2012 and Profit & Loss Statement for the year ended on that date)

1 SIGNIFICANT ACCOUNTING POLICIES

a. BASIS OF PREPARATION

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the Accounting Standards prescribed by Companies (Accounting Standards) Rules, 2006, as amended and other pronouncements of the Institute of Chartered Accountants of India ('ICAI').

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule VI to the Companies Act, 1956. Based on the nature of operations of the Company, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of all assets and liabilities.

b. USE OF ESTIMATES

The preparation of the financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) and requires management to make estimates and assumptions that affect the reported amounts of income and expenditure for the period ended, assets and liabilities and disclosures of contingent liabilities on the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of financial statement. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.

c. FIXED ASSETS AND DEPRECIATION

Tangible Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes and levies, freight and other incidental expenses related to acquisition and installation, financing costs during the period of construction for qualifying assets .

Depreciation on fixed assets is provided on Written Down Value Method at the rate and in the manner prescribed in Schedule XIV to the Companies Act, 1956. Depreciation on assets purchased/acquired during the year is charged from the date of purchase of the assets. Similarly depreciation on assets sold/discarded during the year is charged upto the date of sale of assets.

d. INVENTORIES

- a) Raw Materials, Stores & Spares, Work in Process and Finished Goods are valued at lower of cost or net realisable value.
- b) Cost for Raw materials is determined on FIFO basis, net of cenvat credit availed.
- c) Cost for Finished Goods and Work in Process Stock is determined taking material cost [net of cenvat credit availed] labour and relevant appropriate overheads and cenvat duty.
- d) Scrap, empty drums and replaced materials are valued at net realisable value.

e. INVESTMENTS

Long-term (Non Current) investments are stated at cost. Provision is made for diminution in the value of the investments, if the same is considered to be other than temporary in nature.

f. REVENUE FROM OPERATION

Revenue from operations includes sale of goods and works contract includes excise duty, adjusted for discounts (net), Value Added Tax (VAT).

Sales of product are recognised when risk and rewards of ownership of the products are passed on to the customers, which is generally on despatch of goods. Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Export sales are accounted on the basis of date of Bill of lading.

g. RECOGNITION OF OTHER ITEMS OF INCOME & EXPENDITURES

Income and Expenditure are accounted for on accrual basis.

h. EMPLOYEE BENEFITS**(i) Short term employee benefits**

All employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits, which includes benefits like salary, wages, short term compensated absences and bonus, are recognized as expenses in the period in which the employee renders the related service.

(ii) Post-employment Benefits**(a) Defined Contribution Plans**

The Company has Defined Contribution Plans for Post employment benefits in the form of Provident/Family Pension Fund for all employees which are administered by Regional Provident Fund Commissioner. Provident Fund and Family Pension Fund are classified as defined contribution plans as the Company has no further obligation beyond making the contributions. The Company's contributions to Defined Contribution plans are charged to the Profit and Loss Statement as and when incurred.

(b) Defined Benefit Plans

Non-Funded Plan : The Company has a defined benefit plan for Post-employment benefit in the form of Gratuity. Liability for the above defined benefit plan is provided on the basis of valuation, as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit Method.

(iii) Termination benefits are recognised as an expense as and when incurred.

(iv) The Actuarial gains and losses arising during the year, are recognised in the Profit and Loss Statement.

(v) Provision is made for value of un-availed leaves due to employees at the end of accounting year on actual calculations.

i. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are accounted for at exchange rates prevailing on the date of the transaction. Foreign currency assets and liabilities (monetary items-trade receivables / trade payables) at the year-end are accounted for at year-end exchange rates and differences, if any, are adjusted in the Profit & Loss Statement. Exchange differences arising on settlement of monetary items (trade receivables / trade payables) are recognised as income or expense in the period in which the settlements are made.

j. IMPAIRMENT OF ASSETS

The Company evaluates the impairment losses on the fixed assets whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable at the year-end in

term of clause 5 to 13 of AS –28. If such assets are considered to be impaired the impairment loss is then recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount.

Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on the appropriate discount factor.

An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

k. BORROWING COST

Interest and other costs in connection with the borrowings of the funds to the extents related/ attributed to the acquisition /construction of qualifying fixed assets are capitalised upto the date when such assets are ready for their intended use and other borrowing costs are charged to Profit and Loss Statement.

l. TAXATION

Tax expenses for the year comprising, current tax and deferred tax, are included in determining the net profit for the year. A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws. A provision is made for deferred tax for all timing differences arising between taxable income and accounting income at currently enacted or substantively enacted tax rates. Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

m. LEASES

Where the Company is a Lessee

Leases where the Lessor effectively retains substantially all the risks and benefits of ownership of the Leased Asset, are classified as 'Operating Leases'. Lease rentals with respect to assets taken on 'Operating Lease' are charged to Profit and Loss Statement on a straight line basis over the lease term.

Leases which effectively transfer to the Company substantially all the risks and benefits incidental to the ownership of the leased item are classified as 'Finance Lease'. Assets acquired on Finance Lease which substantially transfer all the risks and rewards of ownership to the Company are capitalized as assets by the Company at the lower of the fair value and the present value of the minimum lease payment and a liability is created for an equivalent amount. Amortization of capitalized Leased asset is computed on Straight Line Method over the useful life of the asset . Lease rentals payable is apportioned between the liability and finance charge so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

n. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurements are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are disclosed in respect of possible obligations that arises from past events but their existence is confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent Assets are neither recognized nor disclosed in the financial statements.

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	AS AT 31.03.2012		AS AT 31.03.2011	
	QUANTITY (Nos.)	AMOUNT (Rs.)	QUANTITY (Nos.)	AMOUNT (Rs.)
2 SHARE CAPITAL				
(a) Authorized Share Capital				
Equity Shares of Rs. 10/- each	12,000,000	120,000,000	12,000,000	120,000,000
	12,000,000	120,000,000	12,000,000	120,000,000
(b) Issued, Subscribed & Fully Paid-up Capital				
Equity Shares of Rs. 10/- each	8,168,500	81,685,000	7,788,500	77,885,000
	8,168,500	81,685,000	7,788,500	77,885,000
(c) Reconciliation of Equity Shares of Rs. 10/- each outstanding at the beginning and at the end of the financial year				
Shares outstanding at the beginning of the financial year.	7,788,500	77,885,000	7,188,500	71,885,000
Add : Preferential Allotment during the financial year	380,000	3,800,000	600,000	6,000,000
Shares outstanding at the end of the financial year	8,168,500	81,685,000	7,788,500	77,885,000
(d) Shareholders holding more than 5% of Equity Share Capital				
	AS AT 31.03.2012		AS AT 31.03.2011	
	NO. OF SHARES HELD	% OF HOLDING	NO. OF SHARES HELD	% OF HOLDING
Bhutoria Investments Private Limited	1,643,888	20.12	1,643,888	21.11
BLB Cables & Conductors Private Limited	1,185,914	14.52	1,185,914	15.23
DNH Electricals Private Limited	654,760	8.02	654,760	8.41
Sharp Investments Limited	1,140,000	13.96	1,140,000	14.64
Bhutoria Brothers Limited	495,157	6.06	87,559	1.12
(e) The Company has only one class of shares referred to as Equity Shares having a par value of Rs. 10/-. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of Equity Shares held by the shareholders.				

PARTICULARS	FIGURES AS AT 31.03.2012 (Rs)	FIGURES AS AT 31.03.2011 (Rs)
3 RESERVES AND SURPLUS		
(a) Securities Premium Account		
Balance as per last Account	244,405,500	215,605,500
Add : On Preferential Allotment of Shares	9,880,000	28,800,000
(a)	<u>254,285,500</u>	<u>244,405,500</u>
(b) General Reserve		
Balance as per last Account	9,589,264	9,589,264
(b)	<u>9,589,264</u>	<u>9,589,264</u>
(c) Share Forfeited Reserve		
Balance as per last Account	15,500	15,500
(c)	<u>15,500</u>	<u>15,500</u>
(d) Rajasthan State Investment Subsidy Reserve		
Balance as per last Account	521,505	521,505
(d)	<u>521,505</u>	<u>521,505</u>
(e) Generator Subsidy Reserve		
Balance as per last Account	61,000	61,000
(e)	<u>61,000</u>	<u>61,000</u>
(f) Surplus in Profit & Loss Statement		
Balance as per last Account	103,410,180	87,854,416
Add : Transfer from Profit & Loss Statement	10,027,956	20,081,759
Less : Proposed Dividend (Final)	-	(3,894,250)
Less : Corporate Dividend Tax	-	(631,745)
(f)	<u>113,438,136</u>	<u>103,410,180</u>
Total (a to f)	<u>377,910,905</u>	<u>358,002,949</u>
4 LONG TERM BORROWINGS		
Secured		
(a) Term Loan		
From Banks		
State Bank of Bikaner & Jaipur, Kolkata	879,467	1,558,521
(Secured against existing & future Fixed Assets and Equitable Mortgage of Factory Land of Dhulagori.)		
Bank of Baroda, Johari Bazar Jaipur (Wind Energy Division)	17,856,000	21,428,000
(Secured against equitable mortgage of Wind Mill Project site & Hypothecation of Plant and Machinery situated at Rawat ka Gown, District - Barmer.)		
Bank of Baroda, Johari Bazar Jaipur (Power & EHV Division)	-	1,000,000
(Secured against hypothecation of all present and future movable Plant and Machinery of Cable and Conductor Plant.)		

PARTICULARS	FIGURES AS AT 31.03.2012 (Rs)	FIGURES AS AT 31.03.2011 (Rs)
ICICI Bank V.K.I.A Jaipur (Secured against Equitable Mortgage of Land & Building and hypothecation of Plant & Machinery at Dhule Maharastra.)	3,154,000	9,438,000
From Others		
L&T Finance Limited (Secured against existing & future Fixed Assets and Equitable Mortgage of Factory Land of Dhulagori.)	-	2,813,195
(b) Long Term Maturities of Finance Lease Obligations		
Vehicle Loan		
HDFC Bank Ltd., Jaipur (The Loan is secured against hypothecation of vehicle acquired under hire purchase agreement.)	-	594,986
Bank of Baroda Johari Bazar, Jaipur (The Loan is secured against hypothecation of vehicle acquired under hire purchase agreement.)	61,390	208,732
Reliance Consumers Finance Pvt. Ltd. (The Loan is secured against hypothecation of vehicle acquired under hire purchase agreement.)	177,227	287,436
	<u>22,128,084</u>	<u>37,328,870</u>

Additional Notes on Long Term Borrowings including amount shown under Other Current Liabilities as “Current Maturities of Long Term Debt” & “Current Maturities of Finance Lease Obligation”

A Terms of Repayment	Period of Maturity (Months)	Number of Instalments Due (Quarterly/Monthly)	Amount of Instalments Due (Rs.)
(a) Term Loan			
From Bank			
ICICI Bank Ltd. V.K.I.Area Jaipur	24 (36)	6 Quarterly (10 Quarterly)	8,852,268 (14,246,335)
Bank of Baroda, Johari Bazar, Agra Rate of Interest : Base Rate + 5.50% i.e. 15% as at 31.03.2012	72 (84)	24 Quarterly (28 Quarterly)	21,428,000 (24,254,502)
Bank of Baroda, Johari Bazar Jaipur (Power & EHV Division) Rate of Interest : Base rate + 5.50% i.e. 15.50% p.a., as on 31.03.2012	3 (15)	1 Quarterly (5 Quarterly)	1,000,000 (4,000,000)
State Bank of Bikaner & Jaipur, Kolkata Rate of Interest - Base Rate plus 4% i.e. 13% p.a as on 31.03.2012	9 (21)	3 Quarterly 7 Quarterly	1,537,594 (3,558,521)
From Others			
L&T Finance Limited Rate of Interest - 12.50% p.a	17 (29)	17 Monthly (29 Monthly)	2,813,195 (4,520,735)

A Terms of Repayment	Period of Maturity (Months)	Number of Instalments Due (Quarterly/Monthly)	Amount of Instalments Due (Rs.)
(b) Long Term Maturities of Finance Lease Obligations			
HDFC Bank Ltd.	11	11 Monthly	594,986
Rate of Interest : 8.5%	(23)	(23 Monthly)	(1,193,558)
Reliance Consumers Finance Pvt. Ltd.	29	(29 Monthly)	287,435
Rate of Interest - 10.30%	(41)	(41 Monthly)	(386,707)
Bank of Baroda, Johari Bazar Jaipur	17	18 Monthly	221,000
Rate of Interest : Base Rate plus 1.75% i.e.15% as at 31.03.2012	(29)	(29 Monthly)	(356,056)
B Aggregate amount of loans guranteed by Directors		As at 31.03.2012 (Rs)	As at 31.03.2011 (Rs)
(i) Term Loan			
From Banks		32,817,862	46,059,358
From Others		2,813,195	4,520,735
(ii) Long Term Maturities of Finance Lease Obligations			
		1,103,421	1,936,321
C Detail regarding Continuing default as on Balance Sheet date in repayment of Interest		Interest	
		Amount (Rs.)	Period (Days)
(i) Term Loan			
Bank of Baroda Johari Bazar, Jaipur		510,797	30 to 90
		(-)	(-)
Bank of Baroda Johari Bazar, Jaipur		149,512	90 to 180
		(-)	(-)
5 DEFERRED TAX LIABILITIES (NET)			
(i) In accordance with Accounting Standard 22 on Accounting for Taxes on Income the Company has accounted for Deferred Tax Asset/Liability. The break up of the deferred tax asset/ liability as on 31st March, 2012 is as under :			
Particulars	Opening Balance	(Credited) / Charged to Profit & Loss Statement	Closing Balance
a) DEFERRED TAX LIABILITY			
In respect of Depreciation charged in books as per Companies Act, 1956 and tax depreciation allowable as per Income Tax Act, 1961.	21,022,000	(1,641,000)	19,381,000
	(18,454,000)	(2,568,000)	(21,022,000)
Total (A)	21,022,000	(1,641,000)	19,381,000
	(18,454,000)	(2,568,000)	(21,022,000)

Particulars	Opening Balance	(Credited) / Charged to Profit & Loss Statement	Closing Balance
b) DEFERRED TAX ASSET			
Disallowance of Leave Pay Provision under section 43B of Income Tax Act, 1961	215,000 (221,000)	19,000 (6,000)	196,000 (215,000)
Provision for Gratuity	2,558,000 (2,194,000)	74,000 (-364,000)	2,484,000 (2,558,000)
Total (B)	2,773,000 (2,415,000)	93,000 (-358,000)	2,680,000 (2,773,000)
Total (A-B)	18,249,000 (16,039,000)	(1,548,000) (2,210,000)	16,701,000 (18,249,000)

(ii) Deferred Tax Assets and Liabilities are being off set as they relate to taxes on income levied by the same governing taxation laws.

PARTICULARS	FIGURES AS AT 31.03.2012 (Rs.)	FIGURES AS AT 31.03.2011 (Rs.)
6 LONG TERM PROVISIONS		
(a) Provision for Employee Benefits - Gratuity	6,505,611	5,975,426
	<u>6,505,611</u>	<u>5,975,426</u>
7 SHORT TERM BORROWINGS		
Secured		
(a) Loans Repayable on Demand		
From Banks		
- Cash Credit with State Bank of Bikaner & Jaipur, Kolkata	12,517,772	24,439,097
(The above loan is secured against hypothecation of Raw Material, Finished Goods, Stores & Spares, Book Debts, Other Current Assets.)		
- Bill Discounting A/c from State Bank of Bikaner & Jaipur, Kolkata	-	18,502,966
(The above loan is secured against hypothecation of Raw Material, Finished Goods, Stores & Spares, Book Debts, Other Current Assets.)		
- Buyer Credit A/c - HSBC Bank Limited, Mauritius	2,174,301	-
(The above loan is secured against guarantee issued by State Bank of Bikaner and Jaipur)		
- Cash Credit with Canara Bank, Agra	12,832,031	-
(The above loan is secured against hypothecation of Raw Material, Stock in Process & Finished goods and further secured by equitable mortgage/ hypothecation of all present and future fixed Assets.)		

PARTICULARS	FIGURES AS AT 31.03.2012 (Rs.)	FIGURES AS AT 31.03.2011 (Rs.)
- Cash Credit with State Bank of Bikaner & Jaipur, Agra (The above loan is secured against hypothecation of Raw Material, Stock in Process & Finished goods and further secured by equitable mortgage/ hypothecation of all present and future fixed Assets.)	35,443	-
- Cash Credit with ICICI Bank Ltd. Jaipur (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stock-in-process, Stores & Spares, Book Debts and is further Secured by Equitable mortgage / hypothecation of all Fixed Assets.)	17,837,591	14,139,846
- Cash Credit with Bank Of Baroda , Jaipur (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stock-in-process, Stores & Spares, Book Debts.The above Loan is further Secured by Equitable mortgage / hypothecation of all Fixed Assets.)	61,106,455	29,548,620
- Cash Credit with Oriental Bank of Commerce, Jaipur (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stock-in-process, Stores & Spares, Book Debts.The above Loan is further Secured by Equitable mortgage / hypothecation of all Fixed Assets.)	28,345,896	17,253,320
- Bill Discounting Facility from ICICI Bank, Jaipur (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stock-in-process, Stores & Spares, Book Debts.This is further Secured by Equitable mortgage / hypothecation of all Fixed Assets.)	-	8,718,303
- Cash Credit with Bank of Baroda Johari Bazar, Jaipur (Power & EHV Division) (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stock -in- process, Stores, Spares, Packing Material, and Book debt.)	70,641,327	49,898,988
- Bill Discounting A/c from Bank of Baroda Johari Bazar, Jaipur (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stores & Spares, Book Debts, Other Current Assets)	14,236,071	-
Unsecured		
From Others	14,579,811	43,600,814
(b) Loans and Advances from Related Parties	117,321,271	83,999,334
	351,627,969	290,101,288
Note		
Aggregate amount of loans guaranteed by Directors		
Loan Repayable on Demand	219,726,887	162,501,140
	219,726,887	162,501,140

PARTICULARS	FIGURES AS AT 31.03.2012 (Rs.)	FIGURES AS AT 31.03.2011 (Rs.)
8 TRADE PAYABLES		
For Goods and Services	638,035,383	464,698,176
	638,035,383	464,698,176
9 OTHER CURRENT LIABILITIES		
(a) Current Maturities of Long Term Debt	13,741,590	14,342,377
(b) Current Maturities of Finance Lease Obligations	864,804	845,167
(c) Interest accrued but not due on borrowings	941,732	-
(d) Interest Accrued and due on Borrowings	19,858	31,405
(e) Unclaimed Dividend	178,739	178,739
(f) Other Payables		
- Statutory Dues	16,111,233	14,275,442
- Due to Employees	1,766,155	2,442,392
- Trade Deposits & Advances from Customers	10,625,293	2,190,740
	44,249,404	34,306,262
10 SHORT TERM PROVISIONS		
(a) Provision for Employee Benefits		
- Gratuity	1,150,797	1,725,847
- Leave Encashment	606,855	646,951
(b) Proposed Dividend - Final	-	3,894,250
(c) Corporate Dividend Tax on Final Dividend	-	631,745
	1,757,652	6,898,793

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on 01.04.2011 Rs.	Addition During the Year	Sold During the Year	Total	Up to 31.03.2011	For the year	Adjustment/ Sale During the year	Total
(A) TANGIBLE ASSETS								
Land	23,575,613	138,728	-	23,714,341	-	-	-	23,714,341
Freehold Land	4,881,177	-	-	4,881,177	-	-	-	4,881,177
Leasehold Land	-	-	-	-	-	-	-	-
Building	42,850,958	-	-	42,850,958	12,021,562	2,957,732	-	27,871,664
Factory Building	22,338,601	-	-	22,338,601	9,520,399	640,606	-	12,177,596
Office Building	48,400	-	-	48,400	-	-	-	48,400
Time Share Building	-	-	-	-	-	-	-	-
Plant & Equipment	78,374,862	730,521	-	79,105,383	46,479,273	4,466,236	-	28,159,874
Main Plant & Machinery*	2,688,061	-	-	2,688,061	2,351,970	46,750	-	2,398,720
Oil Storing Tank	90,058,340	-	-	90,058,340	33,972,115	7,801,594	-	41,773,709
Wind Turbine Generator	7,282,594	-	-	7,282,594	4,558,034	379,780	-	4,937,814
Handling Equipments	994,621	-	-	994,621	776,243	27,675	-	803,918
Research & Development Equipments	494,778	-	-	494,778	322,100	24,773	-	346,873
Auxiliary Machinery	1,129,853	-	-	1,129,853	646,894	67,338	-	714,232
Generator	2,357,247	152,312	-	2,509,559	1,737,736	184,321	-	1,922,057
Furniture & Fixture	4,065,553	508,623	200,039	4,374,137	3,768,639	227,247	182,420	3,813,466
Vehicles	3,387,901	-	-	3,387,901	790,683	551,599	-	1,342,282
Motor Car	-	-	-	-	-	-	-	-
Assets under Finance Lease	3,058,474	26,700	-	3,085,174	2,683,316	156,446	-	2,839,762
Motor Car	1,036,029	12,850	-	1,048,879	667,541	65,035	-	732,576
Office Equipment	108,507	-	-	108,507	80,016	870	-	80,886
Computer	14,290	-	-	14,290	14,089	28	-	14,117
General Office Equipment	608,896	-	-	608,896	313,460	29,954	-	343,414
Fax Machine	18,790	-	-	18,790	12,505	903	-	13,408
Type Writer	1,204,613	166,501	-	1,371,114	706,114	90,173	-	796,287
Others	120,081	-	-	120,081	100,102	2,778	-	102,880
Tube Well	4,366,293	-	-	4,366,293	2,630,336	241,915	-	2,872,251
Television	50,880	7,800	-	58,680	27,414	4,217	-	31,631
Air Conditioner	771,011	-	-	771,011	172,287	6,387	-	178,674
Fire Extinguisher	98,865	40,437	-	139,302	226	10,680	-	10,906
Electric Installation	70,150	-	-	70,150	39,801	14,571	-	54,372
Water Cooler	-	-	-	-	-	-	-	-
Refrigerator	-	-	-	-	-	-	-	-
Close Circuit Television	-	-	-	-	-	-	-	-
EPBX System	-	-	-	-	-	-	-	-
TOTAL	296,055,438	1,784,472	200,039	297,639,871	124,392,855	17,999,608	182,420	142,210,043
Figure as at 31.03.2011 (Rs.)	271,437,253	26,188,770	1,570,584	296,055,439	106,074,201	19,304,235	985,580	124,392,856

* Plant & Machinery includes cost of Erection Foundation and Installation of Machinery Rs. 97,06,055 (Previous Year Rs. Nil)

PARTICULARS	FACE VALUE (Rs.)	AS AT 31.03.2012		AS AT 31.03.2011	
		QUANTITY (Nos.)	AMOUNT (Rs.)	QUANTITY (Nos.)	AMOUNT (Rs.)
12 NON-CURRENT INVESTMENTS - LONG TERM NON-TRADE - UN QUOTED - AT COST					
(a) Investment in Equity Instruments					
Fully Paid up Equity Shares					
Bhutoria Agrotech Limited	10	35,000	350,000	35,000	350,000
(a)		35,000	350,000	35,000	350,000
(b) Investment in Government Securities					
National Savings Certificate (Lodged with Sales Tax Department)		-	21,500	-	21,500
(b)			21,500		21,500
Total (a + b)			371,500		371,500

PARTICULARS	FIGURES AS AT 31.03.2012 (Rs.)	FIGURES AS AT 31.03.2011 (Rs.)
13 LONG TERM LOANS AND ADVANCES (Unsecured Considered Good)		
(a) Security Deposits	13,023,076	8,759,960
(b) Advance Income Tax (Net of Provision)	331,073	1,935,222
	13,354,149	10,695,182
14 OTHER NON - CURRENT ASSETS		
Other Bank Balance		
(a) Fixed Deposit with bank (Receipt lodged with Bank as security against Bank Guarantee & Letter of Credit facilities availed)	869,464	13,136,718
(b) Interest Accrued on Fixed Deposit	132,697	409,663
	1,002,161	13,546,381
15 INVENTORIES (As taken valued and certified by the Management)		
(a) Raw Material (Valued at lower of Cost and Net Realizable Value)		
In Stock	124,619,547	61,432,324
Goods in Transit	4,311,520	2,038,405
At Floor (Works)	2,604,315	773,809
(b) Work in Progress (Valued at lower of Cost and Net Realizable Value)	126,475,179	140,589,155
(c) Finished Goods (Valued at lower of Cost and Net Realizable Value)	93,187,322	86,163,924
(d) Stores and Spares (Valued at lower of Cost and Net Realizable Value)	13,164,918	15,863,238
(e) Scrap (Valued at Net Realizable Value)	2,473,628	1,367,584
	366,836,429	308,228,439

PARTICULARS	FIGURES AS AT 31.03.2012 (Rs.)	FIGURES AS AT 31.03.2011 (Rs.)
16 TRADE RECEIVABLES		
(Unsecured Considered Good)		
(a) Receivables outstanding for a period exceeding six months from the due date of payment	484,234,881	197,886,118
(b) Other Trade Receivables	382,750,344	496,114,182
	866,985,225	694,000,300
Note :		
Due from a Private Limited Company in which Directors are interested as a director		
- Abhay Transformers Private Limited	-	4,303,700
17 CASH AND BANK BALANCES		
(i) Cash and Cash Equivalents :		
(a) Balances with Banks in Current Account	7,223,190	2,510,157
(b) Cash on Hand (As certified by the Management)	630,970	676,919
(A)	7,854,160	3,187,076
(ii) Other Bank Balances		
(a) Earmarked Balance in Dividend Account	178,739	178,739
(b) Fixed Deposit (Receipts lodged with Bank as security against Bank Gurantees & Letter of Credit facilities availed)	55,747,112	45,104,861
(c) Interest Accrued on Fixed Deposit	850,839	31,835
(B)	56,776,690	45,315,435
(A+B)	64,630,850	48,502,511
Note		
Fixed Deposits having original maturity of more than 12 months	2,547,313	9,242,040
18 SHORT TERM LOANS AND ADVANCES		
(Unsecured Considered Good)		
(a) Advances recoverable in cash or in kind or for value to be received	10,127,935	4,845,512
(b) Earnest Money Deposits	10,928,899	10,346,878
(c) Advance Income Tax (Net of Provision)	5,194,848	3,238,907
(d) Advance Fringe Benefit Tax (Net of Provision)	16,005	16,005
(e) Balance with Tax Authorities (Excise, Sales Tax, etc)	42,251,126	25,208,332
	68,518,813	43,655,634

PARTICULARS	YEAR ENDED 31.03.2012 (Rs)	YEAR ENDED 31.03.2011 (Rs)
19 REVENUE FROM OPERATIONS		
(a) Sale of Products		
- Transformers	725,532,399	1,007,896,058
- Cable & Conductor Sales	573,158,824	294,077,198
- Wind Energy	11,163,542	11,885,527
- Others	68,632,001	134,495,886
	1,378,486,766	1,448,354,669
(b) Revenue from Works Contract	79,808,231	94,321,049
	79,808,231	94,321,049
(c) Other Operating Revenues		
- Labour Charges	5,711,259	7,212,918
- Freight and Insurance Received	34,753,787	19,627,139
- Scrap Sales	503,364	817,355
	40,968,410	27,657,412
(d) Less : Excise Duty		
- On Sale of Products	127,956,169	133,980,712
- On Revenue from Works Contract	5,969,473	8,418,733
- On Other Operating Revenues	47,005	76,328
	133,972,647	142,475,773
20 OTHER INCOME		
Interest Income	5,206,790	5,815,185
Net Gain in Foreign Exchange Fluctuation	-	379,187
Miscellaneous Income	2,657,087	1,417,220
	7,863,877	7,611,592
21 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & SCRAP MATERIALS		
Finished Goods		
Opening Stock	86,163,924	38,600,893
Less : Closing Stock	93,187,322	86,163,924
	(7,023,398)	(47,563,031)
Less : Excise Duty on Stock of Finished Goods (Net)	2,144,615	4,587,373
	(A) (4,878,783)	(42,975,658)
Work In Progress		
Opening Stock	140,589,155	140,471,492
Less : Closing Stock	126,475,179	140,589,155
	(B) 14,113,976	(117,663)
Scrap & Replaced materials		
Opening Stock	1,367,584	1,016,980
Less : Closing Stock	2,473,628	1,367,584
	(C) (1,106,044)	(350,604)
NET (INCREASE)/ DECREASE [A+B+C]	8,129,149	(43,443,925)

PARTICULARS	YEAR ENDED 31.03.2012 (Rs)	YEAR ENDED 31.03.2011 (Rs)
22 EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages & Bonus	19,408,826	19,373,217
Contribution to Provident and Other Funds	1,412,064	1,482,922
Staff Welfare expenses	251,681	1,415,961
	21,072,571	22,272,100
23 FINANCE COSTS		
(a) Interest Expense	67,752,858	53,363,235
(b) Other Borrowing Costs	8,332,210	6,750,973
	76,085,068	60,114,208
24 OTHER EXPENSES		
Consumption of stores and spare parts.	70,356,130	86,569,409
Packing Material Consumed	11,958,423	6,134,405
Fabrication & Job Charges	27,095,869	25,806,862
Power & Fuel	8,824,580	8,647,881
Carriage Inward	6,139,777	6,124,757
Net Loss in Foreign Exchange Fluctuation	1,370,329	-
Insurance	1,388,878	1,361,731
Repairs to Plant & Machinery	2,078,094	3,271,059
Repairs to Buildings	1,276,008	2,628,463
Repairs to Others	1,415,411	1,145,081
Rent	601,752	577,751
Rates and Taxes (excluding Taxes on Income.)	217,851	1,849,329
Consultancy & Testing Fees	5,325,922	5,249,429
Commission	4,986,871	11,082,582
Carriage Outward	20,160,156	19,401,853
Miscellaneous Expenses	18,603,514	20,150,489
Auditors Remuneration (Including Branch Auditors)		
- As Auditors	130,000	126,000
- For Tax Audit	20,000	20,000
- For Certification Fees/ Limited Review	136,355	103,829
- For Company Law Matters	9,100	43,570
- For Reimbursement of Expenses (including Service Tax)	-	22,763
Branch Auditors		
- As Auditors	70,000	55,000
- For Taxation Matters	30,000	20,000
- For Service Tax	-	-
Donation	-	500,000
Prior Period Adjustments	348,843	41,800
	182,543,863	200,934,043
25 EARNING PER SHARE		
Net Profit/(Loss) attributable to Equity Shareholders (Rs.)	10,027,956	20,081,759
Weighted average number of Equity Share in issue	7,963,964	7,469,596
Basic Earning per Equity Share of Rs.10/-each (in Rs)	1.26	2.69
The company does not have any outstanding dilutive potential equity shares. Consequently the basic and dilutive earning per share of the Company remain the same.		

PARTICULARS	AMOUNT (Rs.)
26 VALUE OF IMPORTS CALCULATED ON CIF BASIS	
a) Raw Materials	23,395,844
	(33,156,090)

27 DETAILS OF CONSUMPTION OF INDIGENOUS & IMPORTED RAW MATERIALS, STORES AND SPARES		
(a) Raw Materials	AMOUNT (Rs.)	% OF TOTAL COSUMPTION
Imported	23,259,344	2.21
	(34,042,290)	(3.13)
	1,028,945,797	97.79
Indigenous	(1,110,576,350)	(96.87)
	1,052,205,141	100.00
	(1,144,618,640)	(100.00)

(b) Stores & Spare Parts consumed during the financial year is 100% (P.Y. 100%) indigenous.

28 EXPENDITURE IN FOREIGN CURRENCY	AMOUNT (Rs.)
- Foreign Travelling	360,930
	(171,625)
- Bank Charges	39,465
	(-)
- Interest Expense	25,144
	(-)
- Foreign Exchange Fluctuation (On settlement of dues)	366,613
	(126,084)

Particulars	Sales Rs.	Closing Inventory Rs.	Opening Inventory Rs.
29 (a) DETAILS OF SALE, CLOSING STOCK & OPENING STOCK OF FINISHED GOODS			
Manufactured Goods			
Transformers	725,532,399	71,071,178	75,061,385
	(1,007,896,057)	(75,061,385)	(28,688,112)
Wind Energy	11,163,542	-	-
	(11,885,528)	-	-
Cable Conductor	573,158,824	22,116,144	11,102,539
	(294,077,198)	(11,102,539)	(9,912,780)
Others	68,632,001	-	-
	(134,495,886)	-	-
Total	1,378,486,766	93,187,322	86,163,924
	(1,448,354,669)	(86,163,924)	(38,600,892)

PARTICULARS	AMOUNT (Rs.)
(b) DETAILS OF RAW MATERIALS CONSUMED	
Aluminium Conductor	493,550,049 (257,690,956)
Copper Conductor	165,597,132 (321,474,869)
Lamination	112,732,197 (179,339,727)
Transformer Oil	107,399,962 (126,038,602)
Tank Materials	77,624,569 (92,347,670)
Semi Finished - Aluminium, Copper, Lamination And Tank Material	95,301,232 (167,726,816)
	<u>1,052,205,141</u> <u>(1,144,618,640)</u>
(c) DETAILS OF CLOSING STOCK OF WORK-IN-PROGRESS	
Core Coil Assembly (05 KVA TO 750 KVA)	7,879,333 (7,001,531)
Core Coil Assembly (3150 KVA TO 12500 KVA)	12,787,399 (10,457,348)
Core Assembly (10KVA TO 750 KVA)	7,626,523 (5,661,513)
Coil Assembly (3150 KVA TO 12500 KVA)	7,374,083 (5,356,669)
H.T.Coil (10 KVA TO 500 KVA)	3,128,048 (5,886,042)
H.T.Coil (3150 KVA TO 12500 KVA)	3,884,190 (2,832,274)
L.T.Coil (10 KVA TO 500 KVA)	2,062,532 (3,223,276)
M.S.Tank (3150 KVA TO 12500 KVA)	1,705,380 (1,716,703)
M.S.Tank (10 KVA TO 500 KVA)	10,053,470 (5,637,504)
Transformer Under Process (10 KVA TO 500 KVA)	35,275,708 (34,885,000)
Transformer Under Process (3150 KVA TO 12500 KVA)	4,744,620 (-)
L.T.Coil (3150 KVA TO 12500 KVA)	2,832,100 (3,009,256)
Repair Transformer Under Process (10 KVA TO 500 KVA)	4,653,613 (734,469)
Repair Transformer Under Process (3150 KVA TO 12500 KVA)	4,005,808 (-)
Replaced Material	18,462,372 (54,187,570)
	<u>126,475,179</u> <u>(140,589,155)</u>

30 PROPOSED DIVIDEND TO EQUITY SHAREHOLDERS

PARTICULARS	YEAR ENDED 31.03.2012 (Rs)	YEAR ENDED 31.03.2011 (Rs)
Amount of Proposed Dividend for the period	-	3,894,250
Proposed Dividend per share	-	-
		Rs. 0.50

31 Disclosure of Loans/Advances and investments in its own shares by listed companies, their subsidiaries, associates, etc. (as certified by the management)

PARTICULARS	Outstanding Balance as on 31.03.2012	Maximum Balance Outstanding during the year
i. Loans and Advances in the nature of loans to subsidiaries	NIL	NIL
ii. Loans and Advances in the nature of loans to associates	NIL	NIL
iii. Loans and advances in the nature of loans where there is :		
a. No repayment schedule or repayment beyond seven years	NIL	NIL
b. No interest or interest below Section 372A of the Companies Act, 1956.	NIL	NIL
iv. Loans and Advances in the nature of loans to firms/companies in which directors are interested.	NIL	NIL
	<u>No. of Shares</u>	<u>Amount (Rs.)</u>
v. Investments by loanee in the shares of parent company and subsidiary company when the company has made a loan or advance in the nature of loan	NIL	NIL

32 Disclosure of the amounts due to the The Micro and Small Enterprises (On the basis of the information & records available with the Management).

Particulars	As at 31.03.2012 (Rs.)	As at 31.03.2011 (Rs.)
(i) The principal amount and the interest due thereon remaining unpaid to any Micro/Small supplier		
*Principal amount	651,312	1,525,622
*Interest thereon	-	-
(ii) The interest paid by the buyer as above, along with the amount of payments made beyond the appointed date during each accounting year.	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(iv) The amount of interest accrued and remaining unpaid at the end each accounting year.	-	-
(v) The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the small/micro enterprise.	-	-

33 3,80,000 Equity Shares of Rs 10/- each fully paid were allotted on 15/10/2011 to a Company of the Promoter's Group at a price of Rs 36/- per Equity Share. The proceeds of the issue amounting to Rs 1,36,80,000/- has been utilised for repayment of outstanding loan and other working capital requirements.

34 Detail of unhedged exposure in foreign currency as at 31st March, 2012 :

Particulars	Foreign Currency Amount (In \$)	Reporting Currency Amount (In INR)
Buyer's Credit - HDFC Bank	42,624	2,174,301
	(-)	(-)

35 The financial statements have been prepared as per the format prescribed by Revised Schedule VI to the Companies Act, 1956 ('the schedule') issued by Ministry of Corporate Affairs vide Notification No. S.O. 447(E), dated 28-2-2011 [As Amended by Notification No.F.No. 2/6/2008-CL-V, dated 30-3-2011]. Previous period figures have been recasted/restated to conform to the classification required by the Revised Schedule VI.

36 Remittance in foreign currencies for dividends

The Company has not remitted any amount in foreign currencies on account of dividends during the year and does not have information as to which remittances, if any, in foreign currencies on account of dividends have been made by / on behalf of Non Resident Shareholders. The particulars of dividends payable to Non Residents Shareholders which were declared during the year, are as under :

Particulars	Current Year	Previous Year
(I) Number of Shareholders	23	23
(II) Number of Ordinary Shares Held by them	78,647	85,547
(III) Gross Amount of Dividends (Rs)	39,324	42,774

37 RELATED PARTY DISCLOSURES

Related party relationship in terms of AS-18 - Related Party Disclosures have been certified by the management and relied upon by the Auditors. There are no related parties where control exists in terms of AS-18 .

i) Key Management Personnel

Mr. Rajendra Bhutoria
Mr. Abhay Bhutoria

ii) Relatives of Key Management Personnel

Mr. Sharad Bhutoria

iii) Enterprises where Key Management Personnel have significant influence.

Abhay Transformers Pvt Ltd
Bhutoria Brothers Limited
Bhutoria Investments (P) Limited
Bhutoria Properties
Bhutoria Agrotech Limited
Rajasthan Transformers & Switchgears (P) Ltd.
BLB Cables & Conductors (P) Ltd.
Howrah Warehouse (P) Ltd
Kalinga Petrochemicals (P) Ltd.
Ladnun Agricultural Farms (P) Ltd.
Bhutoria Transformers & Rectifiers (P) Ltd.

(iv) The following related party transactions were carried out during the year.

(Figures in Rs.)

NATURE OF TRANSACTION	KEY MANAGEMENT PERSONNEL	RELATIVES OF KEY MANAGEMENT PERSONNEL	ENTERPRISES WHERE KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE
A. INTEREST EXPENSE			
Bhutoria Brothers Ltd.			2,829,448 (2,713,158)
BLB Cables & Conductors (P) Ltd.			286,301 (607,045)
Abhay Transformers Pvt Ltd			163,908 (303,053)
Rajasthan Transformers & Switchgears Pvt. Ltd.			2,974,416 (3,974,967)
Bhutoria Agrotech Ltd.			202,200 (75,377)
Bhutoria Transformers & Rectifiers Pvt. Ltd.			227,794 (54,066)
Bhutoria Investments Pvt. Ltd.			215,070 (125,943)
Kalinga Petrochemicals (P) Ltd.			535,609 (471,586)
TOTAL (A)			7,434,746 (8,325,195)
B. RENT			
Bhutoria Properties			2,255 (2,160)
Bhutoria Transformers & Rectifiers Pvt. Ltd.			300,000 (300,000)
Bhutoria Brothers Ltd.			228,000 (168,000)
TOTAL (B)			530,255 (470,160)
C. POWER CONSUMPTION			
Bhutoria Brothers Ltd.			224,906 (312,945)
TOTAL (C)			(245,254) (312,945)

NATURE OF TRANSACTION	KEY MANAGEMENT PERSONNEL	RELATIVES OF KEY MANAGEMENT PERSONNEL	ENTERPRISES WHERE KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE
D. SALARY & PERKS			
Sharad Bhutoria		552,600 (552,600)	
Rajendra Bhutoria	711,600 (711,600)		
Abhay Bhutoria	1,242,600 (714,600)		
TOTAL (D)	1,954,200 (1,426,200)	552,600 (552,600)	– –
E. PURCHASES			
Abhay Transformers Pvt Ltd			7,193,507 (14,328,848)
TOTAL (E)			7,193,507 (14,328,848)
F. SALE OF TRANSFORMERS			
Abhay Transformers Pvt Ltd			3,938,010 (14,797,714)
TOTAL (F)			3,938,010 (14,797,714)
G. SHORT TERM BORROWINGS			
(i) TAKEN DURING THE YEAR			
Bhutoria Brothers Ltd.			11,208,158 (7,914,652)
BLB Cables & Conductors (P) Ltd.			1,500,000 (1,090,000)
Abhay Transformers Pvt. Ltd.			10,503,700 (15,902,750)
Rajasthan Transformers & Switchgears Pvt. Ltd.			37,700,000 (14,745,000)
Ladnun Agricultural Farms (P) Ltd			– (2,200,000)
Bhutoria Agrotech Ltd.			50,000 (1,900,000)
Kalinga Petrochemicals (P) Ltd.			625,573 (550,000)
Howrah Warehouse Pvt. Ltd.			500,000 (500,000)
Bhutoria Investments Pvt. Ltd.			1,035,070 (845,000)
Bhutoria Transformers & Rectifiers Pvt.Ltd.			1,101,341 (6,868,000)

NATURE OF TRANSACTION	KEY MANAGEMENT PERSONNEL	RELATIVES OF KEY MANAGEMENT PERSONNEL	ENTERPRISES WHERE KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE
(ii) REPAID DURING THE YEAR			
Bhutoria Brothers Ltd.			22,950,000 (2,784,344)
BLB Cables & Conductors (P) Ltd.			– (8,438,519)
Abhay Transformers Pvt. Ltd.			7,076,448 (1,790,978)
Rajasthan Transformers & Switchgears Pvt. Ltd.			6,767,470 (45,189,981)
Kalinga Petrochemicals (P) Ltd.			50,000 (344,479)
Howrah Warehouse Pvt. Ltd.			400,000 (200,000)
Bhutoria Agrotech Ltd.			387,839 (17,341)
Bhutoria Investments Pvt. Ltd.			111,507 (3,934)
Bhutoria Transformers & Rectifiers Pvt. Ltd.			2,318,000 (4,000,000)
Ladnun Agricultural Farms (P) Ltd.			– (800,000)
(iii) BALANCE AS AT YEAR END (Cr.) (Including Interest Accrued on Borrowings)			
Bhutoria Brothers Ltd.			37,746,503 (46,941,842)
BLB Cables & Conductors (P) Ltd.			15,257,671 (–)
Kalinga Petrochemicals (P) Ltd.			9,682,048 (8,624,427)
Abhay Transformers Pvt. Ltd.			3,847,517 (272,748)
Rajasthan Transformers & Switchgears Pvt. Ltd.			40,376,974 (17,517,470)
Bhutoria Agrotech Ltd.			2,081,980 (2,287,839)
Bhutoria Investments Pvt. Ltd.			2,723,563 (1,838,349)
Ladnun Agricultural Farms (P) Ltd.			2,050,000 (2,050,000)
Bhutoria Transformers & Rectifiers Pvt. Ltd.			1,905,015 (2,916,659)
Howrah Warehouse Pvt. Ltd.			1,650,000 (1,550,000)
TOTAL (G)			117,321,271 (83,999,334)

NATURE OF TRANSACTION	KEY MANAGEMENT PERSONNEL	RELATIVES OF KEY MANAGEMENT PERSONNEL	ENTERPRISES WHERE KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE
(H) TRADE RECEIVABLES			
- BALANCE AS AT YEAR END (Dr.)			
Abhay Transformers Pvt. Ltd.			- (4,303,700)
TOTAL (H)			- (4,303,700)
(I) TRADE PAYABLES			
- BALANCE AS AT YEAR END (Cr.)			
Abhay Transformers Pvt. Ltd.			528,574 (-)
TOTAL (I)			528,574 (-)

38 EMPLOYEE BENEFITS :**a) Post Retirement Benefits :****Defined Contribution Plans**

The Company has recognised the following amounts in the Statement of Profit and Loss for the year : (Rs)

Particulars	2011-12	2010-11
Contribution to Employees' Provident & Family Pension Funds	1,412,064	1,482,922

b) Defined Benefit Plans - Gratuity

Particulars	2011-12	2010-11
(i) Changes in the Present Value of Obligation		
(a) Present Value of Obligation as at April 1, 2011	7,701,000	6,605,000
(b) Interest Cost	654,585	1,003,000
(c) Employer Service Cost	-	-
(d) Current Service Cost	560,079	501,000
(e) Curtailment Cost/(Credit)	-	-
(f) Settlement Cost/(Credit)	-	-
(g) Benefits Paid	(1,725,847)	(621,000)
(h) Actuarial (Gain)/Loss	466,591	213,000
(i) Present Value of Obligation as at Mar 31, 2012	7,656,408	7,701,000
(ii) Changes in the Fair value of Plan Assets		
(a) Present Value of Plan Assets as at April 1, 2011		
(b) Expected Return on Plan Assets		
(c) Actuarial Gain/(Loss)		
(d) Employers' Contributions	N.A., as Gratuity	N.A., as Gratuity
(e) Employees' Contributions	benefit is not	benefit is not
(f) Benefits Paid	funded.	funded.
(g) Fair Value of Plan Assets as at Mar 31, 2012		

(Rs)		
Particulars	2011-12	2010-11
(iii) Amount recognised in the Balance Sheet including a reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets		
(a) Present Value of Funded Obligation as at Mar 31, 2012	-	-
(b) Fair Value of Plan Assets as at Mar 31, 2012	-	-
(c) Funded (Asset)/Liability recognised in the Balance Sheet	-	-
(d) Present Value of Unfunded Obligation as at March 31, 2012	7,656,408	7,701,000
(e) Unrecognised Past Service Cost	-	-
(f) Unrecognised Actuarial (Gains)/Losses	-	-
(g) Unfunded Net Liability recognised in the Balance Sheet	7,656,408	7,701,000
(iv) Expenses recognised in the Statement of Profit and Loss		
(a) Current Service Cost	560,079	501,000
(b) Past Service Cost	-	-
(c) Interest Cost	654,585	1,004,000
(d) Expected Return on Plan Assets	-	-
(e) Curtailment Cost/(Credit)	-	-
(f) Settlement Cost/(Credit)	-	-
(g) Net actuarial (Gain)/Loss	466,591	213,000
(h) Employees' Contribution	-	-
(i) Total Expenses recognised in the Statement of Profit and Loss	1,681,255	1,718,000
(v) Percentage of each Category of Plan Assets to total Fair Value of Plan Assets as at Mar 31, 2012	N.A.	N.A.
(a) Government of India Securities		
(b) Corporate Bonds		
(c) Special Deposit Scheme		
(d) Equity Shares of Listed Companies		
(e) Property		
(f) Insurer Managed Funds		
(g) Others		

c) The Actual Return on Plan Assets is as follows (Rs.)

Actual return on plan assets	N.A.	N.A.
------------------------------	-------------	-------------

d) Following are the Principal Actuarial Assumptions used as at the balance sheet date :

Particulars	2011-12	2010-11
(a) Interest Rate	-	-
(b) Discount Rate	8.50%	7.50%
(c) Expected Rate of Return on Plan Assets	NA	NA
(d) Salary Escalation Rate	5.00%	5.00%

- e) The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.
- f) Retirement age 58 years

39 Segment Reporting

The Company has only one reportable segment i.e Manufacturing of goods / equipment for transmission & distribution within the power sector.

As per our Report of even date
For **A. C. BHUTERIA & CO.**
Chartered Accountants
Mohit Bhuteria
Partner
Place : Kolkata
Dated : 29th August, 2012

S. S. Jain
Chairman

R. Bhutoria
Vice Chairman & Wholetime Director

Abhay Bhutoria
Managing Director

L. K. Patawari
Director

J. Biswas
Company Secretary

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET AS AT 31ST MARCH 2012 AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE

	2011-12	2010-11
	Rs.	Rs.
(A) Cash Flow from Operating Activities :		
Net Profit before tax and extra Ordinary Items	15,119,237	31,669,648
Adjustment for :		
Depreciation	17,999,608	19,304,235
Finance Costs	76,085,068	60,114,208
Interest Income	(5,206,790)	(5,815,185)
Loss on Sale of Fixed Assets	-	64,004
Profit on Sale of Fixed Assets	(27,381)	-
Operating Profit before Working Capital Change	103,969,742	105,336,910
Changes in Working Capital :		
Adjustment for (Increase)/ Decrease in Operating Assets		
Long Term Loans and Advances	(4,263,116)	(1,326,784)
Inventories	(58,607,990)	(51,017,862)
Trade Receivables	(172,984,925)	(86,577,212)
Short Term Loans and Advances	(22,907,238)	(14,887,608)
Adjustment for Increase/ (Decrease) in Operating Liabilities		
Long Term Provisions	530,185	1,096,273
Trade Payables	173,337,207	153,727,597
Other Current Liabilities	9,594,107	(35,097,492)
Short Term Provisions	(615,146)	(34,577)
Cash generated from operations	28,052,826	71,219,245
Direct Tax paid/refund (including interest)	(6,991,073)	(9,938,248)
Net Cash from / (used in) Operating activities	(A) 21,061,753	61,280,997
(B) Cash Flow From Investing Activities :		
Addition to Fixed Assets/Capital WIP	(2,473,291)	(19,225,739)
Sale of Fixed Assets	45,000	521,000
Interest received	4,664,752	5,475,465
Net Cash Flow from/ (used in) Investing activities	(B) 2,236,461	(13,229,274)
(C) Cash Flow from Financing Activities :		
Proceeds from Issue of Equity Shares	13,680,000	34,800,000
Proceeds / (Repayment) of Long Term Borrowing (Net)	(14,851,751)	(12,291,861)
Proceeds / (Repayment) of Short Term Borrowing (Net)	61,526,681	(2,980,489)
Finance Cost	(76,085,068)	(60,114,208)
Dividend Paid	(3,894,250)	(3,574,528)
Corporate Dividend Tax Paid	(631,745)	(596,960)
Net Cash used in Finance Activity	(C) (20,256,133)	(44,758,046)
Net Increase in Cash & Cash Equivalents	(A + B + C) 3,042,081	3,293,677
Cash & Cash Equivalents (Opening)	61,607,394	58,313,717
Cash & Cash equivalents (Closing)	64,649,475	61,607,394
Notes :		
1 A) Components of Cash and Cash Equivalents		
Cash on Hand	630,970	676,919
Balances with Bank In Current Accounts	7,223,190	2,510,157
B) Cash and Cash Equivalents not available for immediate use		
Earmarked Balance in Dividend Account	178,739	178,739
Fixed Deposits pledged with Bank	56,616,576	58,241,579
	64,649,475	61,607,394
2 Cash Flow Statement has been prepared under "Indirect Method" as per Accounting Standard AS - 3 "Cash Flow Statements" notified under the Companies (Accounting Standards) Rules, 2006.		

As per our Report of even date

For **A. C. BHUTERIA & CO.**

Chartered Accountants

Mohit Bhuteria

Partner

Place : Kolkata

Dated : 29th August, 2012

S. S. Jain

Chairman

R. Bhutoria

Vice Chairman & Wholetime Director

L. K. Patawari

Director

Abhay Bhutoria

Managing Director

J. Biswas

Company Secretary

**STATEMENT SHOWING SOURCES/APPLICATION OF SHORT/LONG TERM FUNDS IN TERMS OF PARA
4(XVII) OF THE COMPANIES(AUDITORS REPORT) ORDER, 2003 FOR THE YEAR ENDED 31/03/2012**

PARTICULARS	Rs.
LONG TERM FUNDS :	
Share Capital	81,685,000
Reserves & Surplus	377,910,905
Long Term Borrowings	22,128,084
Deferred Tax Liabilities (Net)	16,701,000
Long Term Provisions	6,505,611
	504,930,600
LONG TERM APPLICATIONS :	
Tangible Assets	155,429,828
Capital Work in Progress	3,472,053
Non Current Investments - Long Term	371,500
Long Term Loans and Advances	13,354,149
Other Non Current Assets	1,002,161
Excess of Long Term Sources over Long Term Application, Used for short term application (working capital)	331,300,909
	504,930,600
SHORT TERM FUNDS :	
Short Term Borrowings	351,627,969
Trade Payables	638,035,383
Other Current Liabilities	44,249,404
Short Term Provisions	1,757,652
Excess of Long Term Sources over Long Term Application, Used for short term application (working capital)	331,300,909
	1,366,971,317
SHORT TERM APPILCATIONS :	
Inventories	366,836,429
Trade Receivables	866,985,225
Cash & Cash Equivalents	7,854,160
Other Bank Balances	56,776,690
Short Term Loans and Advances	68,518,813
	1,366,971,317

Certified that the above Statement is based on figures from the financial statements for the year ended 31st March, 2012 & Short term/Long term sources/application stated above is true & Correct.

As per our Report of even date
For **A. C. BHUTERIA & CO.**
Chartered Accountants
Mohit Bhuteria
Partner
Place : Kolkata
Dated : 29th August, 2012

S. S. Jain
Chairman

R. Bhutoria
Vice Chairman & Wholetime Director

Abhay Bhutoria
Managing Director

L. K. Patawari
Director

J. Biswas
Company Secretary

RTS POWER CORPORATION LIMITED

Registered Office : 56, Netaji Subhas Road, Kolkata - 700 001

ATTENDANCE SLIP

(to be completed, signed and handed over at the entrance of the Meeting Hall)

DP ID Client ID :

Registered Folio No. No of Shares held

I/We hereby record my/our presence at the 64th Annual General Meeting of the above named Company at Hotel Lindsay, 8B Lindsay Street, Kolkata 700 087, on Friday, the 28th day of September, 2012 at 10.00 A.M.

Name of Member/Proxy (in Block Letters) :

.....
Signature of Member / Proxy

Notes :

1. Members attending the Meeting in person or by proxy are requested to complete the Attendance Slip and handover the same at the entrance of the Meeting Hall.
2. Members are also requested to bring their copies of Annual Report to the Meeting as no extra copies will be available for distribution in the Meeting.

RTS POWER CORPORATION LIMITED

Registered Office : 56, Netaji Subhas Road, Kolkata - 700 001

PROXY FORM

DP ID Client ID :

Registered Folio No. No of Shares held

I/We S/o, D/o, W/o

residing at being a

Member/Members of the abovenamed Company hereby appoint Mr./Ms.

residing at or failing him/her Mr./Ms.

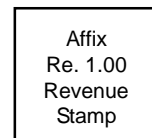
residing at as my/our Proxy to attend and vote for me/us and on

my/our behalf at the 64th Annual General Meeting of the Company to be held on Friday, the 28th September,

2012 at 10.00 A.M. at Hotel Lindsay, 8B, Lindsay Street, Kolkata - 700 087 and at any adjournment thereof.

Signed this day of 2012

NOTE : This Proxy Form in order to be effective should be duly stamped, completed and signed and must reach the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.



Signature
(Please sign across the Stamp)

