



POWER BEHIND POWER

BILPOWER LIMITED

Annual Report 2011 - 2012

Board of Directors

Mr. Suresh Kumar Choudhary
Mr. Naresh Kumar Choudhary
Mr. Rajendra Kumar Choudhary
Mr. Mrugen Shah

Company Secretary & Compliance Officer

Ms. Priyanka Jain

Registered Office

201, Vikas Chambers,
Junction of Link & Marve Road,
Malad (West), Mumbai - 400 064
Tel – (91 22) 40897777
Fax - (91 22) 2881 1225
Email – investors@bilpower.com

Baroda Office

19, R.C. Patel Industrial Estate,
Akota, Baroda – 390 020
Phone - (0265) 2344 773 / 2310 437
Fax - (0265) 2339 629

Baroda Unit

440- 441- 447, G.I.D.C. Industrial Estate,
POR, Ramangamdi, Baroda - 391 243
Phone - (0265) 2830 824
Telefax - (0265) 2830 929

Statutory Auditors

M/s Bansal, Bansal & Co.,
Chartered Accountants
6 / 120, Sanjay Building, Mittal Estate,
Andheri-Kurla Road, Andheri (East),
Mumbai - 400 059.

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

M/s. System Support Services
209, Shivai Industrial Estate,
Near Logitech Park,
89 Andheri Kurla Road,
Andheri (East),
Mumbai - 400 072.
Phone - (91 22) 2850 0835 (5 Lines)
Email : [sysss72@yahoo.com](mailto:syss72@yahoo.com)

Main Bankers

State Bank of India
Industrial Finance Branch
Natraj Building, 201, 1st Floor, 194,
Sir M.V. Road, W.Exp. Highway,
Andheri (East), Mumbai - 400 069.

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Important Communication to Members

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

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of **BILPOWER LIMITED** will be held on Monday, 24th September, 2012 at 1st Floor, Landmark Building, Mith Chowky, Link Road, Malad (West), Mumbai – 400 064 at 04.30 p.m. to transact, with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Naresh Kumar Choudhary, who retires by rotation and being eligible offers himself for re-appointment;
3. To appoint a Director in place of Mr. Mrugen Shah, who retires by rotation and being eligible offers himself for re-appointment;
4. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956 M/s. Bansal, Bansal & Co., Chartered Accountants, having firm registration number 100986W issued by the Institute of Chartered Accountants of India (ICAI), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary to implement this resolution.”

SPECIAL BUSINESS:-

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

“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 and 311, read with Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as ‘the said Act’ including any modification(s) or re-enactment(s) thereof for the time being in force), approval of members be and is hereby accorded for re-appointment of Mr. Rajendra Kumar Choudhary as Whole-time Director of the Company for a period of three (3) years from 01st October, 2012 to 30th September, 2015, as approved by the Remuneration Committee & Board of Directors at meetings held on 14th August, 2012 on the terms and conditions set out in the Explanatory Statement hereto, with liberty to the Board of Directors, including any committee thereof, to vary or increase the remuneration and perks payable to Mr. Rajendra Kumar Choudhary, including the monetary value thereof from time to time and to the extent the Board of Directors may consider appropriate and also to alter and vary the terms and conditions of the said appointment, as may be agreed to between the Board of Directors and Mr. Rajendra Kumar Choudhary.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company, the remuneration and perquisites as agreed, be paid to Mr. Rajendra Kumar Choudhary, Whole-time Director as minimum remuneration provided that the total remuneration by way of salary, perquisites and any other allowances shall not exceed the ceiling provided in Section II of part II of Schedule XIII or such other amount and perquisites as may be provided from time to time or any equivalent statutory re-enactment thereof.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT Ms. Priyanka Jain, Company Secretary of the Company, be and is hereby authorised to file the necessary e-form 25C and e-form 23 / or any other documents with the Office of the Registrar of Companies, Maharashtra, Mumbai, and to take such other steps, as may be necessary to give full effect to this Resolution.”

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

“RESOLVED:

- a. **THAT** pursuant to the provisions of the Articles of Association of the Company, a sum of ₹. 10,50,08,000/-, out of which ₹. 3,50,08,000/- represents a part of the Securities Premium Account and ₹. 7,00,00,000/- from Capital Reserve Account, not arising out of revaluation of assets, comprising of the Free Reserves of the Company as per the Audited Accounts for the financial year ended on 31st March, 2012, be capitalized and transferred to share capital account, and accordingly, the Board of Directors of the Company be and are hereby authorized and directed to appropriate the said sum of ₹. 10,50,08,000/- to and amongst the Members of the Company whose names shall appear on the Record Date, in proportion to the equity shares held by them, respectively, in the Company as on the record date and to apply the said sum of ₹. 10,50,08,000/- in paying up in full of the unissued equity shares of the Company of ₹. 10/- each (face value) at par, such shares (hereinafter referred to as the “Bonus Shares”) be allotted, distributed and credited as fully paid-up to and amongst such members in the proportion of (one) such bonus share for every existing (one) equity share held by them (1:1), respectively, as on the record date AND THAT the Bonus Shares so distributed shall, for all purposes be treated as an increase in the nominal amount in the Share capital of the Company held by each such member and not as income;
- b. **THAT** the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum of Association and the Articles of Association of the Company and guidelines for Bonus shares issued by the Securities and Exchange Board of India (SEBI);
- c. **THAT** the Bonus Shares so allotted pursuant to this resolution shall rank in all respects pari passu with the existing fully paid equity shares of the Company;
- d. **THAT** no Letter of Allotment shall be issued but the certificate(s) / intimation advice in respect of the Bonus Shares shall be issued and delivered within the statutory time-limit;



- e. **THAT** for the purposes of giving effect to this resolution, the Directors of the Company and / or Ms. Priyanka Jain, Company Secretary, be and are hereby authorized to take such steps and actions and give such directions as they may, in their absolute discretion, deem necessary to settle any question that may arise in regard to the issue, allotment and distribution of the Bonus Shares as they may think fit.”

By Order of the Board of Directors,
For Bilpower Limited
Priyanka Jain
Company Secretary

Mumbai, 14th August, 2012

Registered Office:-

201, Vikas Chambers, Junction of Link & Marve Road,
Malad (West), Mumbai - 400 064

NOTES:-

- a. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under item no. 5 & 6 is annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY/PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- c. In terms of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. Naresh Kumar Choudhary and Mr. Mrugen Shah, Directors, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Board of Directors of the Company commends their re-appointments.
- d. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- e. The Company has notified closure of register of members and transfer books on *21st September, 2012 to 24th September, 2012 (both days inclusive) for determining the names of members for issue of bonus shares.
- f. Members holding shares in Physical form are requested to notify change of address, if any, to Registrar and Share Transfer Agents before *21st September, 2012 for ensuing Annual General Meeting and those who hold shares in dematerialized form are requested to notify to their Depository participants their change in address.
- g. As per the provisions of the Companies Act, 1956, facility for making nomination is available to the shareholders in respect of the Shares held by them. Nomination Forms can be obtained from the registrar and share transfer agents of the Company.
- h. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their respective copy of the Annual Report to the Meeting and affix their signature at the place provided on the attendance slip annexed to the Proxy form and hand over the slip at the entrance to the place of the Meeting.
- i. Non – Resident Indian Members are requested to inform the Company’s registrar and share transfer agents M/s. System Support Services immediately of –
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- j. Relevant documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the 23rd Annual General Meeting.
- k. As per the provisions of the Section 205C of the Companies Act, 1956, unclaimed dividend for the year 2004-2005 will be transferred to Investors Education and Protection Fund on or before 04th October, 2012. Shareholders who have not claimed Dividend for the year 2004-2005 are requested to claim the dividend on or before 04th October, 2012. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Ms. Priyanka Jain, Company Secretary, at the Company’s registered office.

Explanatory Statement

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

Item No.5:

The Board of Directors of the Company at its meeting held on 26th July, 2007 had appointed Mr. Rajendra Kumar Choudhary as the Whole-time Director of the Company for a period of 5 years with effect from 01st October, 2007 in terms of Sections 198, 269, 309, 310 and 311 of the Companies Act, 1956 (the Act) read with Schedule XIII to the Act and his appointment was approved by the Shareholders at the 18th Annual General Meeting of the Company held on 22nd September, 2007.

* Note: Book closure date from 21st September, 2012 to 24th September, 2012 shall stand cancelled and Book closure date for bonus issue of shares will be on 06th October, 2012, vide circular resolution passed by the Board of Directors on 17th August, 2012.

BILPOWER LIMITED



The Board is of the view that Mr. Rajendra Kumar Choudhary has vast experience and knowledge and his re-appointment as the Whole-time Director on fresh terms & conditions as mentioned below including remuneration, will be in the interest of the Company.

The proposed remuneration payable to Mr. Rajendra Kumar Choudhary is as follows:

SALARY - ₹. 1,00,000/- per month

PERQUISITES AND ALLOWANCES:

CATEGORY A

Housing: Director shall be entitled to house rent allowance of ₹. 5000 per month, which will be suitably increased by the Board of Directors, if required.
Medical Reimbursement / Medical Insurance: Reimbursement of all medical expenses for self and family subject to the maximum of one month's salary per annum. Medical insurance premium shall be paid by the Company.
Personal Accident Insurance: Personal accident insurance as per the policy of the Company.
Entertainment Expenses: Reimbursement of entertainment expenses on actual basis incurred during the course of the business.
Club Fees: Fees of clubs exclusive of admission and life membership fee subject to a maximum of two clubs.

CATEGORY B

The contribution to Provident fund, superannuation fund, gratuity or annuity fund, if any, and if introduced by the Company will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

CATEGORY C

Car with chauffeur for official use, telephones, Internet and fax facility at residence. These will not be considered as perquisites.
The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors as it may in its discretion deem fit, within the maximum amounts payable to Director in accordance with Schedule XIII to the Act, or any amendments made hereafter in this regard.
Brief resume with the nature of expertise in specific functional areas and name of the other Companies in which Mr. Rajendra Kumar Choudhary is holding directorships and the Chairmanships/ Memberships of Committee of the Board are given in the Corporate Governance section of the Annual Report.
The extracts of remuneration given above shall be deemed to be the extract of remuneration required to be furnished under Section 302 of The Companies Act, 1956. Save and except Mr. Rajendra Kumar Choudhary, being the recipient of remuneration, Mr. Suresh Kumar Choudhary and Mr. Naresh Kumar Choudhary, being the brothers of Mr. Rajendra Kumar Choudhary, none of the other Directors of the Company is in any way, concerned or interested in the resolution.
The Board of Directors recommends resolution at Item No. 5 for your approval as a Special Resolution.

Item No.6:

With the intention that members of the Company should be given the benefit of the reserve built up over the years, your Directors have pleasure in proposing issue of shares by way of Bonus by (doubling) the subscribed and paid-up capital of the Company from its present level after capitalizing a sum equal to the existing subscribed and paid-up capital taking such portions of Free Reserves as per the Audited accounts of the Company for the financial year ended on 31st March, 2012 and the same are proposed to be applied in paying up in full at par 1,05,00,800 Equity shares of ₹ 10/- each (face value). Such shares shall be distributed as fully paid Bonus Shares to and amongst the members of your Company whose names shall appear on its Register of Members on the Record Date in the proportion of (one) Bonus Share for every (one) existing equity share held by them. The proposed issue of bonus shares will be in compliance with the applicable guidelines issued by the Securities and Exchange Board of India in this respect. Allotment of Bonus Shares to the non-resident members of the Company, however, will be subject to the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof for the time being in force).
Requisite applications are also to be made to the various Stock Exchanges where the existing shares of the Company are already listed, for permission to deal in such Bonus Shares.
The Board of Directors recommends resolution at Item No. 6 for your approval as an Ordinary Resolution.
All Directors are deemed to be interested in or concerned with this resolution to the extent of their shareholdings, if any.

By Order of the Board of Directors,
For Bilpower Limited
Priyanka Jain
Company Secretary

Mumbai, 14th August, 2012
Registered Office:-
201, Vikas Chambers,
Junction of Link & Marve Road,
Malad (West),
Mumbai - 400 064.



DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting Twenty Third Annual Report together with the Audited Accounts and Auditors' Report for the year ended 31st March, 2012.

1. Financial Performance:

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

(₹. in Lacs)

Particulars	2011-2012	2010-2011
Gross Turnover & Other Income	36079.27	40892.45
Profit before Exceptional Item, Interest, Depreciation & Taxation	831.60	2373.20
Less - Exceptional Item (Provision for Doubtful Debts)	580.12	-
Profit before Interest, Depreciation & Taxation	251.48	2373.20
Less – Interest	2065.49	1691.44
Profit / Loss before Depreciation & Taxation	(1814.01)	681.76
Less – Depreciation	46.07	48.35
Profit / Loss before tax	(1860.08)	633.41
Less– Provision for Taxation (Incl. Deferred Tax)	(1.58)	203.39
Net Profit / Loss for the year	(1858.50)	430.02
Add – Surplus brought forward from previous Year	1686.59	6810.30
Profit available for Appropriations	(171.91)	7240.32
Appropriations:-		
Transfer to Bil Energy Systems Ltd. (Pursuant to scheme of Arrangement)	-	5415.69
Transfer to General Reserve	-	16.00
Proposed Dividend	-	105.01
Dividend Distribution Tax	-	17.03
Balance Carried to Balance Sheet	(171.91)	1686.59

2. Performance Review:

For the year 2011-12, the Turnover of the Company has decreased and stood at ₹. 35612.10 Lakhs and Loss incurred is ₹. 1858.50 Lakhs. The substantial loss has resulted due ultimately to the fact that the payment position of the SEBs, being the govt. utilities constituting the biggest chunk of transformer buyers went from bad to worse. The Electrical Lamination manufactured by the company is supplied to transformer manufacturers. As the entire power sector is grappling with crisis, your company also had to bear the brunt.

The misery was compounded by weakening of Rupee and the interest rates becoming stronger and stronger.

3. Dividend:

Your Directors do not recommend any dividend for the year under review in view of losses incurred.

4. Directors:

Mr. Naresh Kumar Choudhary and Mr. Mrugen Shah, Directors, retire from the Board by rotation and being eligible have offered themselves for re-appointment at the ensuing Annual General Meeting. The Notice convening the Annual General Meeting includes the proposals for re-appointment of Directors.

Brief resumes of the above Directors, nature of their expertise in specific functional areas and their shareholding in the Company, as stipulated under Clause 49 of the Listing Agreement are given in the Report on Corporate Governance forming part of the Annual Report. During the year, Mr. Alexander Koshy Prince Vaidyan was appointed as Additional Director (Independent Non Executive) w.e.f. 23rd September, 2011 and had resigned from the Board of Directors w.e.f. 23rd May, 2012. Further, Mr. Gouri Sankar Sarkar, Independent Non-Executive Director, had also resigned w.e.f. 23rd May, 2012. Your Directors wish to place on records their sincere appreciation for the invaluable services rendered by them during their tenure as Directors.

The Board of Directors of the Company at its meeting held on 26th July, 2007 had appointed Mr. Rajendra Kumar Choudhary as the Whole-time Director of the Company for a period of Five (5) years with effect from 01st October, 2007 in terms of Sections 198, 269, 309, 310 and 311 of the Companies Act, 1956 (the Act) read with Schedule XIII to the Act and his appointment was approved by the Shareholders at the 18th Annual General Meeting of the Company held on 22nd September, 2007.

The Board is of the view that Mr. Rajendra Kumar Choudhary has vast experience and knowledge and his re-appointment as the Whole-time Director on fresh terms & conditions as mentioned below including remuneration, will be in the interest of the Company. So the



Remuneration Committee & Board of Director at meetings held on 14th August, 2012 have approved the re-appointment of Mr. Rajendra Kumar Choudhary subject to approval of shareholders at ensuing Annual General Meeting for a tenure of three (3) years with effect from 01st October, 2012 on revised terms and conditions as stated in the explanatory statement annexed to Notice of Annual General Meeting. The information on the particulars of Directors seeking reappointment as required under Clause 49 of the Listing Agreement with the Stock exchange has been given under the Report on Corporate Governance.

5. Directors' Responsibility Statement:

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

- a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed and that there are no material departures from the same;
- b) Appropriate accounting policies have been selected and applied consistently and such judgments & estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2012 and of the Profit / loss of the Company for the accounting year ended on that date;
- c) Proper & sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing & detecting fraud and other irregularities and;
- d) The annual accounts of the Company have been prepared on a going concern basis.

6. Auditors:

The present Statutory Auditors of the Company, M/s. Bansal, Bansal & Co, Chartered Accountants, Mumbai, having firm registration number 100986W issued by the Institute of Chartered Accountants of India (ICAI), retire as Statutory Auditors at the conclusion of this Annual General Meeting. They are eligible for re-appointment and the Company has received a Certificate from them that their re-appointment, if made, would be within the limits under Section 224 (1B) of the Companies Act, 1956 and that they are not disqualified for such an appointment within the meaning of sub-sections (3) and (4) of Section 226 of the Companies Act, 1956. Their reappointment is recommended by the Board.

7. Auditors' Report:

As regards Auditors' remarks in the Audit report, comments of the Board of Directors are as under:

- a. As regards Auditors' remarks in Annexure to their report under Item No. 1 (b) & 2 (a), with regard to physical verification report of fixed assets and inventories, the same are self explanatory;
- b. As regards Auditors' remarks in Annexure to their report under Item No. 7, with regard to report of internal audit, Internal Audit is sort of concurrent Internal Audit wherein Internal Auditor does not submit formal report.

8. Cost Auditors:

The Ministry of Corporate Affairs (MCA) has introduced The Companies (Cost Accounting Records) Rules, 2011 published vide GSR 430(E) dated 03rd June, 2011 and Cost Audit order no. 52/26/CAB-2010 dated 24th January, 2012 which has become applicable to the Company with effect from the financial year 2011-12. Henceforth, the Company is required to maintain and keep cost records of all its units and branches. Further, the Company to which these rules apply would be required to submit a Compliance Report duly certified by a Cost Accountant, along with the Annexure to the Central Government in prescribed Form. In view of the above, based on the recommendations of Audit Committee, the Board of Directors at its meeting held on 13th February, 2012, had appointed Mr. Jayant J. Paleja, a Practising Cost Accountant, as Cost Accountant to issue the Compliance Certificate for the financial year 2011-2012 and at the Board meeting held on 04th June, 2012, has approved his appointment for conducting cost audit of the Company for the financial year 2012-13.

Necessary certificate and consent letter from the said Auditor has been obtained to the effect that their appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

9. Tax Provisions:

The Company has made adequate provisions as required under the provisions of Income Tax Act, 1961 as well as other relevant laws governing taxation on the Company.

10. Fixed Deposits:

During the year ended on 31st March, 2012, the Company has not accepted any Fixed Deposit from public under Section 58A & 58AA of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975.

11. Management's Discussion and Analysis Report:

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

12. Corporate Governance:

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



13. Energy Conservation and Technology Absorption:

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

14. Foreign Exchange earnings and outgo:

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

Earnings	:	₹. Nil.
Outgo	:	₹. 781.26 Lakhs

15. Particulars of Employees:

There is no employee drawing remuneration which is in excess of the limits laid down in Section 217(2A) of the Companies Act, 1956.

16. Acknowledgement:

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

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

On behalf of the Board of Directors,

For Bilpower Limited
Suresh Kumar Choudhary
Chairman

Mumbai, 14th August, 2012

Annexure I to the Directors' Report

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Background:

Bilpower is a "Power Engineering Solutions Company" primarily into the manufacturing of Transformers Cores & Lamination using Cold Rolled Grain Oriented (CRGO) steel. Our strength is sourcing CRGO in all grades. We guarantee the quality and losses for the transformers as required by our customers. We can process laminations utilizing the complete width of CRGO i.e. upto 1000 mm.

Indian Scenario:

In the year 2011-12, the Indian economy witnessed slowdown to 6.5%, which was lowest among the last 9 years figures. This was mainly due to global uncertainties, domestic challenges, low investment, delay in policy making, etc. This slowdown was seen in all major sectors of the economy which also includes power sector.

Indian Power Scenario:

As electricity is one of the most important input in the Industrial Sector, the development of the nation is generally compared by the per capita consumption of electricity. In the developing countries, the indicator cannot be related directly with the average development of the nation. The use of Electricity is basically in Industrial sector, Commercial & Residential lighting and Agriculture and Irrigation.

The infrastructure would need the availability of assured and quality power at affordable price through reliable and adequate generation, transmission and distribution facilities.

Your Company endeavors to utilize its full capacity so as to fulfill the increasing demands in the domestic market and earn profits in near future.

Operating Results of the Company:

The Financial Statements have been prepared in compliance with the requirements of the Companies Act 1956 and Accounting Standards (AS) notified by the Companies (Accounting Standard) Rules, 2006.

The salient features of the Company's performance are:-

- Total Sales of ₹. 35612.10 Lakhs.
- Net loss of ₹. 1858.50 Lakhs.

With a net worth of about ₹. 6971.87 Lakhs as on 31st March, 2012, Bilpower Limited considers itself poised to cater to increased demand in the power sector with a growth in the bottom line also. Concerned about the losses, the directors have waived their remuneration for part of the year and presently, no director is drawing any remuneration from the company.

With a view to minimize the losses, the company has downsized the manufacturing operations and is presently carrying on the manufacturing activities from Baroda only. Further, the company has also increased the trading operations.

Outlook for the Company:

The management is hopeful that the company's business plan for the coming year would yield good results which will be better than the industry averages.

Internal Control and its adequacy:

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

Human Resources:

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

Risk and Concerns:

The Company has to mainly depend on the foreign suppliers for import of Electrical Steel. Any delay in procurement of the same would impact the financials of the Company. Further, fluctuations in the prices of Electrical Steel would also have an impact on the bottom line of the Company.

Cautionary Statement:

Statements in the Management's Discussion and Analysis, describing the Company's objectives, projections and estimates, are forward-looking statements and progressive within the meaning of applicable security laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government policies and other incidental/related factors.

On behalf of the Board of Directors,
For Bilpower Limited
Suresh Kumar Choudhary
 Chairman

Mumbai, 14th August, 2012

Annexure II to the Directors' Report**REPORT ON CORPORATE GOVERNANCE**

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

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

The Company has adopted the requirements of Corporate Governance under Clause 49 of the Listing Agreement, the disclosure requirements of which are given below:

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

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

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

The Board of the Company should consist of optimum combination of Executive, Non Executive – Independent Directors, which should be in conformity with the requirement of Clause 49 of the Listing Agreement with Stock Exchanges. However, after the resignation of two Independent Non-executive Directors in the month of May, 2012, the Company, in accordance with the provisions of Clause 49(I) (C) (iv) of the Listing agreement, is in process of conforming to the said clauses within the stipulated period mentioned therein.

The present strength of the Board is Four (4) Directors, comprising of Chairman – Executive Director; one Promoter Non – Executive Director, one Whole Time Director and one Independent & Non Executive Director. The Board Members possess the skills, expertise & experience necessary to guide the Company.

Name of Director	Category of Directorship	Designation
Mr. Suresh Kumar Choudhary	Promoter – Executive	Chairman
Mr. Naresh Kumar Choudhary	Promoter – Non - Executive	Director
Mr. Rajendra Kumar Choudhary	Promoter – Executive	Whole Time Director
Mr. Mrugen Shah	Independent – Non Executive	Director



b) Board Meetings and attendance of Directors:-

During the financial year ended on 31st March 2012, Five (5) Board Meetings were held on the following dates:- 14th May, 2011, 13th August, 2011, 14th November, 2011, 13th February, 2012 and 28th March, 2012.

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

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

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

Name of Directors	No. of Board Meetings Attended	Attendance at last AGM held on 30th September, 2011	# Directorship held in other Companies	Committee Memberships / Chairmanships	
				Membership	Chairmanship
Mr. Suresh Kumar Choudhary	01	Absent	- Bil Energy Systems Ltd. - Nik-san Engineering Company Ltd. - Choudhary Global Ltd.	-	-
Mr. Naresh Kumar Choudhary	05	Absent	- Bil Energy Systems Ltd. - Nik-san Engineering Company Ltd. - Tarapur Transformers Ltd.	-	-
Mr. Rajendra Kumar Choudhary	05	Present	- Bil Energy Systems Ltd. - Tarapur Transformers Ltd. - Choudhary Global Ltd.	06	01
*Mr. Gouri Sankar Sarkar	--	Present	--	-	-
Mr. Mrugen Shah	05	Present	- Bil Energy Systems Ltd. - Tarapur Transformers Ltd. - Unibios Laboratories Ltd.	07	05
*Mr. Alexander Koshy Prince Vaidyan	--	Absent	--	-	-

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

* Resigned as Director during the year.

The necessary disclosures regarding Committee positions have been made by all the Directors. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all companies in which they are Directors. As per Clause 49 of the Listing agreement, for the purpose of reckoning the said limit, Chairmanship/ membership of the Audit Committee and the Shareholders' Grievance Committee alone shall be considered.

c) Information of Directors' Re-appointment:-

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

Mr. Naresh Kumar Choudhary aged 53 years, designated as "Promoter Director" is having to his credit, an experience of more than 28 years in the field of manufacturing of electrical lamination, distribution and power transformers, CT/PT Metering Sets. He is holding 1,25,000 equity shares of Bilpower Limited as on 31st March, 2012.

Mr. Mrugen Shah, aged 33 years, designated as "Non Executive Independent Director" is a Chartered Accountant, DISA (ICAI) by qualification having an experience of over 9 years in the field of accounts, taxation & audit. He is not holding any equity shares of the Company.

Mr. Rajendra Kumar Choudhary aged 52 years, designated as "Promoter Whole-time Director", has started his initial stint in trading and marketing of steel and allied products. He then along with his brothers, promoted Bilpower Limited. He has over 25 years of experience in the field of manufacturing of electrical lamination, distribution and power transformers, Motor Stamping and Banking & Finance. He is holding 3,82,652 equity shares of Bilpower Limited as on 31st March, 2012.

Committees of the Board of Directors of the Company:-

3. Audit Committee:-

a) Composition and attendance:

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

Name of the Members	Position	Category	Attendance
Mr. Mrugen Shah	Chairman	Independent & Non Executive Director	4
Mr. Rajendra Kumar Choudhary	Member	Promoter & Whole Time Director	4
* Mr. Alexander Koshy Prince Vaidyan	Member	Independent & Non Executive Director	-

*Note: Resigned as Director and member of Audit Committee during the year.

The Audit Committee is constituted in accordance with the provisions of Clause 49 of the Listing Agreement and the Companies Act, 1956. All the members of Audit Committee possess knowledge of corporate finance, accounts and Company law. However, after the resignation of two independent non-executive Directors in the month of May, 2012 (one of whom was a member of Audit Committee), the Company, in accordance with the provisions of Clause 49(I) (C) (iv) of the Listing agreement, is in process of conforming to the said clauses within the stipulated period mentioned therein.

During the financial year 2011-12, Four (4) Audit Committee meetings were held as under:
13th May, 2011, 13th August, 2011, 14th November, 2011 and 13th February, 2012.

b) Power & Terms of Reference:

The power and terms of reference of the Audit Committee are as mentioned in Clause 49 II (C), (D) & (E) of the Listing Agreement entered into with the Stock Exchanges and include overseeing the Company's financial reporting process, reviewing with the management the financial statements and the adequacy of the internal audit function and to discuss significant internal audit findings, statutory compliance issue and issues related to risk management and compliances. The Statutory Auditors are invited to the meeting.

4. Remuneration Committee:

a) Composition and attendance:

The composition of Remuneration Committee is as follows:-

Name of the Members	Position	Category
Mr. Mrugen Shah	Chairman	Independent & Non Executive Director
Mr. Naresh Kumar Choudhary	Member	Promoter & Director
* Mr. Rajendra Kumar Choudhary	Member	Promoter & Whole Time Director
* Mr. Alexander Koshy Prince Vaidyan	Member	Independent & Non Executive Director

*Note: Resigned as Director and/or member of Remuneration Committee during the year.

No meeting of the Remuneration Committee was held during the year 2011-12.

b) Terms of Reference:-

The broad terms of reference of the committee are to appraise the performance of Chairman, Managing Director, Whole Time Directors and Chief Executive Officer, determine and recommend to the Board compensation payable to Chairman, Managing Director, Whole Time Directors and Chief Executive Officer. The Remuneration policy of the Company is based on review of achievements. The remuneration policy is in consonance with the existing industry practice.

c) Remuneration Policy:-

Subject to approval of the Board of Directors and subsequent approval by the members at the Annual General Meeting and such authorities as the case may be, remuneration of Chairman, Managing Director, Whole Time Directors, Chief Executive officer is fixed by the Remuneration Committee. The remuneration is decided by the Remuneration Committee taking into consideration various factors such as qualifications, experience, expertise, prevailing remuneration in the competitive industries and financial position of the Company etc.

The remuneration structure comprises of basic salary, perquisites, allowances (fixed component), and contribution to provident fund, in accordance with the provisions of the Companies Act, 1956.

5. Shareholders' / Investors' Grievance Committee:

a) Composition and attendance:

The Board has delegated the powers to approve transfer of shares etc. to this Committee. The composition and attendance of Shareholders' / Investors' Grievance Committee is as follows:-

Name of the Members	Position	Category	Attendance
Mr. Mrugen Shah	Chairman	Independent & Non Executive Director	3
Mr. Rajendra Kumar Choudhary	Member	Promoter & Whole Time Director	3

During the financial year 2011-12, Three (3) Shareholders' / Investors' Grievance Committee meetings were held as under:
10th May, 2011, 13th February, 2012 and 31st March, 2012.



b) Terms of Reference:

The Company has a Shareholders' / Investors' Grievance Committee, to look into redressal of Investors Complaints and requests such as delay in transfer of shares, non receipt of Dividend, Annual Report, revalidation of Dividend warrants etc.

The committee deals with various matters relating to –

- Transfer / transmission of shares.
- Issue of share certificate in lieu of lost, sub-divided, consolidated, rematerialized or defaced certificates.
- Consolidation / splitting of folios.
- Review of shares dematerialized and all other related matters.
- Investors' grievance and redressal mechanism and recommend measures to improve the level of investors' services.

The secretarial department of the Company and registrar and share transfer agents viz. System Support Services attend expeditiously to all grievances / correspondences of the shareholders / investors, received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies etc. The complaints are generally resolved within 30 days of receipt of letter, except in the cases that are constrained by disputes or legal impediment.

The Securities and Exchange Board of India (SEBI) vide its circular no. CIR/MIRSD/8 /2012 dated 05th July, 2012, had reduced the time-line for registering transfer of Equity shares from 30 days to 15 days and the same shall come into force with effect from 01st October, 2012. The Company and M/s. System Support Services, Registrar and Share Transfer Agents, shall adhere to the said circular.

c) Information on Investor Grievances for the period from 01st April, 2011 to 31st March, 2012:

Brought Forward	Received Afresh	Disposed	Carried Over
Nil	3	3	Nil

d) Compliance Officer:

Ms. Priyanka Jain, Company Secretary, is the compliance officer for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992 and the Listing Agreements with the BSE & NSE.

6. Code of Conduct and Ethics for Directors and Senior Management:

The Company has laid down a code of conduct for all Board members and senior management personnel of the Company. A copy of the Code of conduct is available on the Company's website www.bilpower.com.

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Whole Time Director is given below:-

"I hereby confirm that –

The Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct and Ethics for Directors and Senior Management in respect of the Financial Year 2011-12"

Rajendra Kumar Choudhary
Whole Time Director

7. General Body Meetings:

a) Details of the last three Annual General Meetings of the Company is given below:

Financial Year	AGM	Date	Locations	Time	No. of Special Resolutions Passed
2008-09	20th	31st July, 2009	Goregaon Sports Club, Link Road, Malad (West), Mumbai – 400 064.	05.30 p.m.	Nil
2009-10	21st	30th September, 2010	Goregaon Sports Club, Link Road, Malad (West), Mumbai – 400 064.	05.30 p.m.	Nil
2010-11	22nd	30th September, 2011	1st Floor, Landmark Building, Mith Chowky, Link Road, Malad (West), Mumbai – 400 064	04.30 p.m.	1

b) Resolution regarding approval under Section 372A of the Companies Act, 1956 was put through Postal Ballot during the year under reference. The details of voting pattern thereof are as under:

Total Number of Poll papers Cast	98
Less: Number of Poll papers rejected as invalid	8
Total Number of valid Poll papers	90
Total No. of Members voting in favour of the Resolution	82
Total No. of Members voting against the Resolution	8
Percentage of Members in favour of the Resolution	91.00%
Percentage of Members against the Resolution	9.00%
Total Nominal Value of Shares held by Members voting (Valid Votes)	4,86,22,030
Total Nominal Value of Shares held by Members voting IN FAVOUR of the Resolution	4,86,18,640
Total Nominal Value of Shares held by Members voting AGAINST the Resolution	3,390



- c) **Mr. Bhunesh Bansal, Practicing Company Secretary, was the Scrutinizer for the aforesaid postal ballot process.**
- d) **There was no Extra Ordinary General Meeting held during the year under review.**

8. Subsidiary Company:

The Company does not have any Subsidiary Company in terms of Clause 49 (III) of the Listing Agreement and hence, it is not required to have an independent director of the Company on the Board of such Subsidiary Company.

9. Compliance with other mandatory requirements:

a) Disclosures:

i) Materially significant related party transactions:

There were no materially significant related party transactions i.e. transactions of the Company of material nature with its promoters, directors or the management, their subsidiary or relatives etc. during the year, that may have potential conflict with interest of the Company at large.

ii) Disclosure of accounting treatment:

In the preparation of financial statements, the Company has followed the Accounting Standards (AS) issued by the Institute of Chartered Accountants of India to the extent applicable.

iii) Disclosure of Risk Management:

The Company has laid down procedure to inform Board members about the risk assessment and minimization procedure. These would be periodically reviewed to ensure that executive management controls risks through means of a properly defined framework.

iv) CEO / CFO Certification:

In line with the requirements of Clause 49 (V) of the Listing Agreement, the Whole time Director of the Company has submitted the CEO/CFO Certification, certifying to the Board inter-alia that the Financial Statements and the Cash Flow Statements for the financial year ended on 31st March, 2012 were reviewed to the best of his knowledge and belief, that they do not contain any untrue statement, omit any material facts, are not misleading statements, together present a true and fair view and are in compliance with applicable laws and regulations.

v) Statutory Compliance, Penalties and Strictures:

The Company has complied with all requirements of the Listing Agreements entered into with Stock Exchanges as well as applicable regulation and guidelines of SEBI. Consequently, there were no penalties imposed by either SEBI or the Stock Exchanges or any Statutory Authorities for non compliance of any matter related to the capital markets during last three years.

10. Means of Communication:

Quarterly / Half yearly financial results sent to each shareholder's residence.	No, but published in the newspapers
In which newspapers quarterly, half yearly & Annual results were normally published.	English: The Economic Times / The Free Press Journal Marathi: Maharashtra Times / Navshakti
Any website, where results or official news are displayed.	www.bseindia.com www.nseindia.com www.bilpower.com
Whether Management's Discussion & Analysis Report is a part of the Annual Report or not.	Yes, it is part of Annual Report As Annexure - I

11. General Shareholder Information:

a) 23rd Annual General Meeting:

Date	24th September, 2012
Venue	1st Floor, Landmark Building, Mith Chowky, Link Road, Malad (West), Mumbai – 400 064.
Day and Time	Monday, 04.30 p.m.

b) Financial Calendar:

The Company follows the period of 01st April to 31st March, as the Financial Year.

For the Financial Year 2012-13, Financial Results will be announced as per the following tentative schedule.

1st Quarter ending June 2012	By 14th August, 2012
2nd Quarter & Half Year ending September 2012	By 14th November, 2012



3rd Quarter ending December 2012	By 14th February, 2013
4th Quarter / year ending March 2013	Within 45/60 days from 31st March, 2013
Annual General Meeting for the Year 2012-13	By September, 2013

c) Book Closure date*:

Book Closure date	*21st September, 2012 to 24th September, 2012 (both days inclusive)
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d) Listing:

The Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE).

e) Listing Fees to Stock Exchanges:-

The Company has paid the Listing Fees for the year 2012-13 to both the above exchanges.

f) Custodial Fees to Depositories:-

The Company has paid the custodial fees for the year 2012-13 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

g) Stock Code / Symbol:-

Bombay Stock Exchange Ltd. (BSE)	531590
National Stock Exchange of India Ltd. (NSE)	BILPOWER EQ
International Securities Identification Number (ISIN)	INE952D01018
Corporate Identity Number (CIN) Allotted by the Ministry of Corporate Affairs (MCA)	L51420MH1989PLC053772

h) Stock Market Price Data for the year 2011-12 in comparison to BSE Midcap Sensex:-

Month	BSE Share Price (₹.)				NSE Share Price (₹.)				BSE Midcap Sensex			
	Open	High	Low	Close	Open	High	Low	Close	Open	High	Low	Close
April – 11	97.00	124.00	96.50	106.40	98.90	121.15	97.25	107.05	6873.40	7309.29	6873.40	7094.26
May – 11	106.70	108.00	94.00	104.80	108.00	109.45	92.65	104.05	7094.56	7117.32	6607.78	6910.24
June – 11	104.00	109.95	91.35	92.40	101.15	109.00	91.00	92.05	6911.20	6987.72	6475.70	6854.05
July – 11	93.50	106.70	90.00	92.40	93.00	106.85	90.25	92.35	6854.13	7115.91	6854.13	6915.31
Aug – 11	92.20	97.00	76.05	82.05	94.40	94.50	75.25	82.00	6915.46	6987.82	6014.18	6273.60
Sep – 11	84.95	96.00	77.00	78.95	82.00	96.00	77.00	78.05	6273.56	6534.66	6066.34	6129.59
Oct – 11	80.50	88.80	70.20	80.95	80.85	87.95	74.00	80.55	6128.21	6313.30	5871.68	6297.99
Nov – 11	81.00	107.00	58.30	64.00	80.95	106.00	53.95	64.05	6297.99	6341.71	5459.92	5627.69
Dec – 11	64.00	68.95	55.55	59.05	62.55	69.00	55.35	59.75	5627.75	5804.38	5073.25	5135.05
Jan – 12	56.55	75.00	56.40	69.00	59.00	73.00	56.40	68.75	5135.05	5895.72	5101.95	5871.70
Feb – 12	70.00	97.00	67.40	85.45	68.00	96.70	66.90	86.65	5870.43	6654.98	5870.09	6386.82
Mar – 12	89.95	89.95	67.25	68.55	97.00	97.00	68.00	69.50	6384.39	6534.36	6149.74	6346.38

• Source : www.bseindia.com & www.nseindia.com

i) Registrar and Share Transfer Agent:-

Share transfers, dividend payment and all other investor related matters are attended to and processed by our Registrar and Share Transfer Agent viz. System Support Services.

System Support Services

209, Shivai Industrial Estate, Near Logitech Park,

89 Andheri Kurla Road, Andheri (East),

Mumbai- 400 072.

Tel. No. 91 (22) 2850 0835 Email: sysss72@yahoo.com

* Note: Book closure date from 21st September, 2012 to 24th September, 2012 shall stand cancelled and Book closure date for bonus issue of shares will be on 06th October, 2012, vide circular resolution passed by the Board of Directors on 17th August, 2012.

j) Share Transfer System:-

Presently, the share transfers received by the R&TA of the Company are processed and returned within a period of 30 days from the date of its receipt, subject to documents being valid and complete in all respect. The Board has delegated the authority for approving the transfers to the registrar & transfer agent subject to approval by Grievance Committee. Shareholders' Grievances and other miscellaneous correspondence on change of address, mandates, etc. received from Members are generally processed by R&TA of the Company within 30 days [which has been reduced to 15 days by SEBI, please refer point no. 5(b) of Report on Corporate Governance]. The Company obtains from a Company Secretary in Whole-time Practice half yearly certificate of compliance with the share transfer formalities as required under clause 47 (c) of the Listing Agreement and files a copy of the certificate with BSE and NSE.

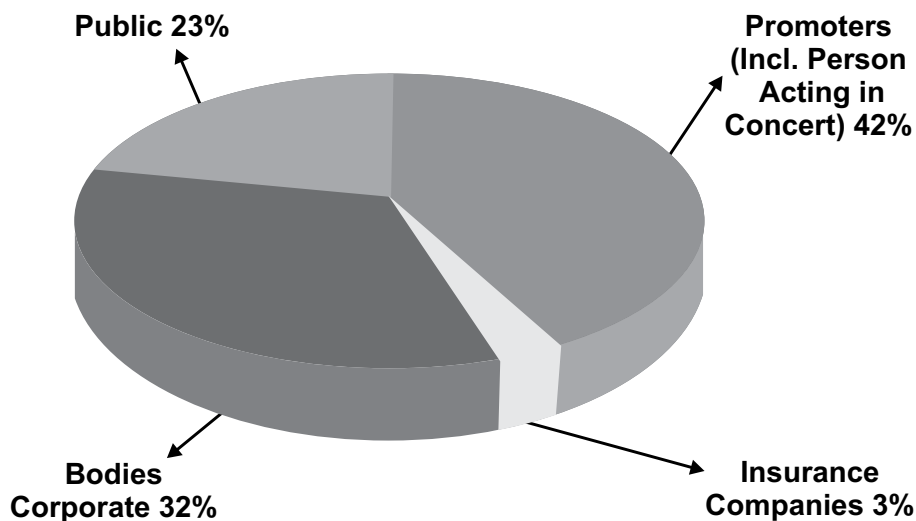
k) Distribution of Shareholding as on 31st March, 2012:-

Range of Shareholding	Number of Shareholders	% of Total	Number of Shares	% of Total
1 - 500	5780	92.36	614114	5.85
501 - 1000	226	3.61	190701	1.82
1001 - 2000	102	1.63	151444	1.44
2001 - 3000	39	0.62	104860	1.00
3001 - 4000	16	0.26	57145	0.54
4001 - 5000	26	0.42	121587	1.16
5001 - 10000	20	0.32	142963	1.36
10001 and above	49	0.78	9117986	86.83
Total	6258	100.00	10500800	100.00

l) Shareholding pattern (category wise) as on 31st March, 2012:-

Category	Number of Shares held	% of Total Shareholding
Promoters (Incl. Person Acting in Concert)	44,59,972	42.47
Financial Institutions / Banks	0	0.00
Insurance Companies	2,93,170	2.79
NRI / Foreign Institutional Investors	13,269	0.13
Bodies Corporate	33,64,162	32.04
Public	23,70,227	22.57
Total	1,05,00,800	100.00

Shareholding Pattern as on 31st March, 2012





m) Dematerialization of shares and liquidity:-

- About 99.55% of the shares have been dematerialized as on 31st March, 2012.
- Trading in the shares of the Company is permitted in dematerialized form only as per notification issued by SEBI.

n) Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and its impact on equity:-
Nil

o) Unclaimed Dividend:

Section 205 of the Companies Act, 1956, mandates that a Company has to transfer dividend, which has been unclaimed for a period of seven years, from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years, will be transferred to IEPF.

Date of declaration of dividend	Dividend for the financial year	Due date of transfer
05.09.2005	2004-2005	04.10.2012
28.09.2006	2005-2006	27.10.2013
15.03.2007	2006-2007-Interim	14.04.2014
22.09.2007	2006-2007	21.10.2014
31.07.2008	2007-2008	30.08.2015
31.07.2009	2008-2009	30.08.2016
30.09.2010	2009-2010	29.10.2017
30.09.2011	2010-2011	29.10.2018

The Ministry of Corporate Affairs has vide notification dated 10th May, 2012 issued Investors Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 and has mandated Companies to furnish information regarding unpaid and unclaimed amounts lying with companies alongwith the particulars of names, address etc. of investors. In line with the same, your Company has furnished the information on MCA website as well as its own website i.e. www.bilpower.com. You are requested to check the particulars and put up your claim for your amount lying unclaimed with the Company, to the Compliance officer of the Company or the Registrar and Share Transfer Agents.

p) Plant / Manufacturing Unit location:-

The Company's manufacturing unit is situated at 440-441 & 447, G. I. D. C. Industrial Estate, POR, Ramangamdi, Dist – Baroda, State - Gujarat.

q) Address for correspondence:-

The Compliance Officer,
Bilpower Limited,
201, Vikas Chambers, Jn. of Link & Marve Road,
Malad (West), Mumbai – 400 064.
Email – investors@bilpower.com

Non Mandatory Requirements:-

a) Remuneration Committee:-

Please refer item number 4 under Mandatory requirements.

b) Shareholder Rights:-

Company's quarterly financials are published in English newspaper having a wide circulation all over India and in a Marathi newspaper widely circulated in Mumbai. The quarterly results and limited review report thereon are also put on the Company's website www.bilpower.com. The same are not sent to the shareholders of the Company, individually.

By Order of the Board of Directors,
For Bilpower Limited
Priyanka Jain
Company Secretary

Mumbai, 14th August, 2012

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE****TO THE MEMBERS OF BILPOWER LIMITED**

We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into, by the Company, with the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) for the year ended on 31st March, 2012.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the condition of Corporate Governance Code. 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For Bansal, Bansal & Co.
Chartered Accountants
Firm Regn. No. 100986W
Anand Drolia
Partner
Membership No. 036718

Mumbai, 14th August, 2012

AUDITORS' REPORT**TO THE MEMBERS OF BILPOWER LIMITED**

1. We have audited the attached Balance Sheet of **BILPOWER LIMITED** as at 31st March 2012, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. 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 the 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 examining, 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 (Auditor's Report) Order, 2003 (as amended), issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a) *Save and except cases mentioned in the Statement of matters as per clause 3 above and Note No. 46,* 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;
 - b) 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 these books;
 - c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - d) In our opinion, the Balance Sheet, the Profit & Loss Account and Cash Flow Statement dealt with by this report are in compliance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956;
 - e) 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 director in terms of clause (g) of sub Section (1) of section 274 of the Companies Act, 1956;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements read with the 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:
 - 1) In the case of Balance Sheet, of the State of Affairs of the Company as at 31st March, 2012;
 - 2) In the case of Profit and Loss Account, of the Loss of the Company for the year ended on that date; and
 - 3) In the case of Cash Flow Statement, of the Cash Flow for the year ended on that date.

For Bansal, Bansal & Co.
Chartered Accountants
Firm Regn. No. 100986W
Anand Drolia
Partner
Membership No. 036718

Mumbai, 4th June, 2012



ANNEXURE TO THE AUDITORS' REPORT

As required by the Companies (Auditor's Report) Order, 2003 (as amended), issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we further report that

- 1) In respect of its fixed assets:
 - (a) The Company is maintaining proper records showing full particulars including quantitative details and situations of fixed assets.
 - (b) Subject to our comments in clause (a) above, these fixed assets have been physically verified by the management at reasonable intervals. *However, such physical verification report has not been made available to us during the course of our audit.* It is explained that no material discrepancy has been reportedly noticed on such verification.
 - (c) In our opinion, the company has not disposed off substantial part of fixed assets during the year and the going concern status of the Company is not affected.
- 2) In respect of its inventories:
 - (a) It is explained to us that the inventory has been physically verified during the year by the management. *However, such physical verification report has not been made available to us during the course of our audit.* Hence we are unable to comment on the reasonableness of frequency and procedure of the verification of inventory. However, inventories have also been audited by independent auditors appointed by lending bank and also by bank officials from time to time and no adverse opinion has been given by said auditors and officials.
 - (b) The Company has maintained proper book records of Inventory. Packing & sample material and stores & spares purchased are written off as expenses in the year of purchase.
- 3)
 - (a) The Company has granted interest free unsecured loans and advances to two parties covered in the register maintained under section 301 of the Act. The maximum amount involved during the year and the year end balance of such loans aggregate to ₹. 134.61 Lacs and ₹. 42.41 Lacs respectively.
 - (b) Except for the fact that these loans and advances are interest free, in our opinion and according to the information and explanations given to us, the other terms and conditions of loans given are not prima facie prejudicial to the interest of the Company.
 - (c) The principle amount is repayable over the period of two to three years.
 - (d) In respect of the aforesaid loans, there is no overdue amount.
 - (e) The company has taken interest free unsecured loans and advances from one party covered in the register maintained under section 301 of the Act. The maximum amount involved during the year and the year end balance of such loans aggregate to ₹. 137 Lacs and ₹. 137 Lacs.
 - (f) The said loans are interest-free loans. Other terms and conditions on which the loans have been taken are prima facie, not prejudicial to the interest of the Company.
 - (g) According to information provided to us, there is no default in repayment of said loans.
- 4) In our opinion, and according to the Information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for sale of goods, keeping in view the close supervision and authorization by the directors. During the course of our audit, we have not observed any major weaknesses in internal control system.
- 5) In respect of the contractor arrangements referred to in section 301 of the Companies Act, 1956.
 - (a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of the contracts or arrangements that need to be entered in the register maintained under section 301 of the Companies Act, 1956 have been so entered.
 - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of the contracts / arrangements entered in the Registered maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rupees Five Lacs in respect of the each party during the year have been made at prices which are reasonable having regards to the prevailing market price at the relevant time.
- 6) As explained to us, during the year under reference the Company has not accepted any Deposits from the Public within the meaning of Provisions of Section 58A and 58AA of the Act and the rules framed there under. Therefore, the provision of clause (vi) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the company.
- 7) As explained to us, the Company has an internal audit system commensurate with the size and nature of its business, however, *report of such internal audit has not been made available to us.*
- 8) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209 (1) (d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- 9)
 - (a) The Company is generally regular in depositing Provident Fund dues with Appropriate Authorities
 - (b) According to the records of the Company, undisputed material statutory dues including, Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities, except some delays in payment of Sales Tax, Service Tax and TDS. No undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2012 for a period of more than six months from the date of becoming payable except ₹. 5372902/ – towards MVAT and ₹. 1300/ – towards Profession Tax liabilities.
 - (c) The disputed statutory dues aggregating to ₹. 4665.79 Lacs that have not been deposited, on account of matters pending before

appropriate authorities are as under :-

(₹. In Lacs)

Sr. No.	Name of the Statute	Nature of the dues	Period for which the amount relates	Forum where dispute is pending	Amount
1.	Income Tax Act, 1961	Income Tax	A.Y 1996-1997	DCIT (effect to rectification application pending)	2.75
2	Central Excise Act	Excise Duty	F.Y..2008-09 & F.Y.2009-10	The Customs, Excise and Service Tax, Appellate Tribunal, Ahmedabad	4171.80
3	Central Excise Act	Excise Duty	F.Y..2008-09 & F.Y.2009-10	Commissioner of Central Excise & Service Tax, Baroda	491.24
Total					4665.79

- 10) The Company does not have accumulated losses at the end of the financial year. The Company has incurred cash losses of ₹. 1233.90 Lacs during the financial year covered by the audit. However the company did not incur any cash loss in the immediately preceding financial year.
- 11) Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that till the balance sheet date the company has not defaulted in the repayment of dues to financial institutions and banks.
- 12) According to the information and explanations given to us, no Loans & Advances have been granted by the company on the basis of the securities by way of pledge of shares, debentures and other securities.
- 13) In our opinion and according to the information and explanations given to us, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provision of clause (xiii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- 14) In respect of the dealings in shares and other securities, proper records have been maintained and timely entries have been made there in. All these securities have been held by the company in its own name.
- 15) According to the information and explanation given to us the Company has given guarantee for loans taken by one Associate companies from the bank. According to the information & explanation given to us, we are of the opinion that the terms & conditions thereof are not prima facie prejudicial to the interest of the company.
- 16) During the year the company has not taken any term loans from Banks & Financial Institutions.
- 17) According to the information and explanation given to us and an overall Examination of the Balance Sheet of the Company, we are of the opinion that the Company has not utilised any amount from short term sources towards long term investments.
- 18) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
- 19) The Company has not raised any money by public issue during the year. Therefore, the provisions of clause 4 (xx) of the Companies (Auditor's Report) Order 2003 (as amended) are not applicable to the Company.
- 20) As per the information and explanations given to us and on the basis of examination of records, no fraud on or by the Company has been noticed or reported during the course of our audit.

Other Clauses of the aforesaid order are not applicable to the Company and hence our remarks on them are not required to be made.

For Bansal, Bansal & Co.
Chartered Accountants
Firm Regn. No. 100986W
Anand Drolia
Partner
Membership No. 036718

Mumbai, 4th June, 2012



BALANCE SHEET AS AT 31ST MARCH, 2012

(₹ in Lacs)

	Note No	as at 31st March 2012	as at 31st March 2011
I EQUITY AND LIABILITIES			
1 Shareholders' Funds			
Share Capital	2	1050.08	1050.08
Reserves & Surplus	3	5921.79	7780.29
		<u>6971.87</u>	<u>8830.37</u>
2 Non-Current Liabilities			
Deferred Tax Liabilities(Net)	4	68.49	70.06
Long Term Provisions	5	3.50	16.37
		<u>71.99</u>	<u>86.43</u>
3 Current Liabilities			
Short-Term Borrowings	6	11455.69	9962.19
Trade Payables	7	9385.71	7838.64
Other Current Liabilities	8	162.68	149.19
Short-Term Provision	9	17.03	122.04
		<u>21021.11</u>	<u>18072.06</u>
		<u>28064.97</u>	<u>26988.86</u>
II ASSETS			
1 Non-Current Assets			
Fixed Assets	10		
Tangible Assets		554.95	602.95
Non-Current Investments	11	2089.79	2061.15
Long Term Loans And Advances	12	261.70	246.88
Other Non Current Assets	13	4.20	6.30
		<u>2910.64</u>	<u>2917.28</u>
2 Current Assets			
Current Investments	14	165.43	85.84
Inventories	15	2531.76	4340.83
Trade Receivable	16	17789.09	14089.47
Cash And Cash Equivalents	17	936.13	1076.55
Short Term Loans And Advances	18	3731.92	4478.89
		<u>25154.33</u>	<u>24071.58</u>
		<u>28064.97</u>	<u>26988.86</u>
Significant Accounting Policies	I		

As per our attached report of even date.

For Bansal,Bansal & Co.
Chartered Accountants
Firm Regn.No. 100986VV
Anand Drolia
Partner
Membership No. 036718
Mumbai, 4th June, 2012

Priyanka Jain
Company Secretary

For and on behalf of the Board
N. K. Choudhary
Director
R. K. Choudhary
Whole-time Director
Mumbai, 4th June, 2012

BILPOWER LIMITED



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

	Note No	as at 31st March 2012	as at 31st March 2011
I INCOME			
Revenue From Operations (Net)	19	35612.10	39870.41
Other Income	20	467.17	1022.04
Total Revenue		<u>36079.27</u>	<u>40892.45</u>
II EXPENSES			
Cost Of Materials Consumed	21	990.42	1040.61
Stock-In-Trade Purchases	22	32075.89	35001.92
Change In Inventories	23	1682.33	1952.03
Employee Benefits Expenses	24	126.85	167.40
Finance Costs	25	2327.41	1903.34
Depreciation And Amortisation Expense	10	46.07	48.35
Other Expenses	26	110.26	145.39
Total Expenditure		<u>37359.23</u>	<u>40259.04</u>
Profit/(Loss) Before Exceptional Items & Tax		(1279.96)	633.41
Exceptional Items	27	(580.12)	-
Profit/(Loss) Before Tax		(1860.08)	633.41
Tax Expenses			
Current Tax		-	155.00
Deferred Tax		(1.58)	(0.60)
Income Tax Earlier Years		-	48.99
		<u>(1.58)</u>	<u>203.39</u>
Profit/(Loss) for the Period		(1858.50)	430.02
Nos of Equity Shares for Computing EPS			
A) Basic		10500800	10500800
B) Diluted		10500800	10500800
Earnings per Equity Share (Face Value ₹.10/- Per Share):			
A) Basic (₹.)		(17.70)	4.10
B) Diluted (₹.)		(17.70)	4.10
Significant Accounting Policies	I		

As per our attached report of even date.

For Bansal, Bansal & Co.
Chartered Accountants
Firm Regn.No. 100986VV
Anand Drolia
Partner
Membership No. 036718
Mumbai, 4th June, 2012

Priyanka Jain
Company Secretary

For and on behalf of the Board
N. K. Choudhary
Director
R. K. Choudhary
Whole-time Director
Mumbai, 4th June, 2012



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

	as at 31st March 2012	as at 31st March 2011
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax & Extra Ordinary Items	(1860.08)	633.41
Adjustment For -		
Deferred Revenue Expenditure	2.10	3.56
Depreciation	46.07	48.35
Loss on Sale of Assets	1.79	-
Dividend on Long Term Investment	(2.20)	(43.63)
Interest Income	(329.71)	(954.28)
Interest Paid	2065.49	1691.44
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(76.54)	1378.85
Adjustment For -		
Trade Receivable	(3699.62)	7516.77
Inventories	1809.07	1836.08
Trade and other Payables	1547.69	(645.86)
Cash Generated From operations	(419.40)	10085.84
Decrease in Provision for Taxation	-	(203.99)
CASH FLOW FROM OPERATING ACTIVITIES	(419.40)	9881.85
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(2.26)	(8.16)
Sale of Fixed Assets	2.42	-
Investment in Shares	(108.23)	(128.05)
Interest Income	329.71	954.28
Movement in Loans and Advances	732.14	(3274.19)
Dividend on Long Term Investment	2.20	43.63
NET CASH USED IN INVESTING ACTIVITIES	955.98	(2412.49)
C CASH FLOW FROM FINANCING ACTIVITIES		
Short Term Borrowing Net	1493.50	(5569.71)
Interest Paid	(2065.49)	(1691.44)
Miscellaneous Expenditure	-	(7.00)
Dividend Paid	(105.01)	(189.01)
Dividend Tax Paid	-	(25.25)
NET CASH FROM FINANCING ACTIVITIES	(677.00)	(7482.41)
Net Increase / (Decrease) in Cash and Cash Equivalents	(140.42)	(13.05)
Cash And Cash Equivalent at Beginning of the year	1076.55	1092.45
Adjustment For -		
CASH AND CASH EQUIVALENT TRANSFER TO BIL ENERGY SYSTEMS LTD. PURSUANT TO SCHEME OF ARRANGEMENT		(2.85)
CASH AND CASH EQUIVALENT AT THE END OF THE YEAR	936.13	1076.55

NOTES:

1. All figures in brackets are outflow.
2. Previous year's figures have been regrouped wherever necessary.
3. Cash and Cash Equivalent is Cash & Bank Balances as per Balance Sheet.

As per our attached report of even date.

For Bansal, Bansal & Co.

Chartered Accountants
Firm Regn.No. 100986VV

Anand Drolia

Partner

Membership No. 036718
Mumbai, 4th June, 2012

Priyanka Jain

Company Secretary

For and on behalf of the Board

N. K. Choudhary

Director

R. K. Choudhary

Whole-time Director
Mumbai, 4th June, 2012

NOTES TO FINANCIAL STATEMENTS**I. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES :-****A Basis of Preparation of Financial Statements**

The financial statements are prepared as per historical cost convention and in accordance with the generally accepted accounting principles in India, the provisions of the Companies Act, 1956 and the applicable accounting standards issued by the ICAI.

B Use of Estimates

The preparation of financial statements requires use of estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liability on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and the estimates are recognised in the period in which the same are identified materialized.

C Fixed Assets

- a) Fixed Assets including Leasehold Land are recorded at cost. The Company capitalises all costs relating to Fixed Assets acquisition, installation and other financing cost till commencement of commercial production. The company has stated its fixed assets net of Cenvat / Value Added Tax.
- b) Capital Work in Progress is stated at the amount expended upto the date of Balance Sheet including pre operative expenditures, which is subsequently allocated to the relevant fixed assets on a pro-rata basis depending on the prime cost of the assets for new units.

D Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of cost of such assets till the asset is ready for its intended use. All other borrowing costs are charged to Revenue.

E Depreciation / Amortisation

- a) Depreciation on additions to Assets is calculated Pro-rata from the date of such additions and similarly on deletion from assets is calculated pro rata up to the date of deletion. Depreciation in the case of uninstalled Fixed Assets is not provided.
- b) Cost of Leasehold Land is amortized over the periods of Lease.
- c) Depreciation on Fixed Assets except to the extent stated in (a) and (b) above, is provided on Straight Line method at the rates and in the manner prescribed in schedule XIV to the Companies Act, 1956.
- d) Depreciation on assets, whose actual cost does not exceed Rupees Five Thousand each, is provided @ 100% p.a.

F Inventories

- a) Inventories are valued at lower of cost or net realizable value.
- b) Excise duty is added in closing inventory of finished goods.
- c) Cost includes the Purchase Cost, Customs Duty, Transportation and Clearing, Forwarding Charges and Exchange Rate Fluctuation arising on account of imports, if any and in case of Work in Progress and Finished Goods, includes labour and other factory overheads absorbed at normal capacity level.
- d) Waste & Scrap is valued at Net Realizable Value.
- e) Packing materials and Stores & Spares purchased are written off as expense in the year of purchase.
- f) NRV is the estimated selling price in the ordinary course of business.

G Foreign Exchange Transactions

- a) Foreign Currency Transactions are expressed in Indian Currency at the rates prevailing on the date of transaction. All the Foreign Currency Liabilities / Assets as at the Balance Sheet date are restated at the applicable exchange rates prevailing at that date. However, in the cases where the Company had used foreign currency forward contract to hedge the risk associated with foreign currency fluctuations, the liabilities / assets as at the Balance Sheet are reinstated at the applicable forward contract rates.
- b) Exchange differences arising on repayment of liabilities incurred for the purpose of acquiring fixed assets are adjusted with the carrying amount of the respective fixed assets.

H Employee Retirement Benefits

- a) Provident Fund is a defined contribution scheme and the Company's contribution is charged to Profit & Loss account for the year to which the same relates.
- b) Retirement benefits in the form of Gratuity and Leave encashment which are defined benefit plans are determined and accrued on the basis of an independent actuarial valuation and are recognized in Profit and Loss account of the year.
- c) Short Term Employee Benefits are recognized as an expense in the Profit and Loss account of the year in which the related service is rendered.

I Taxation

- a) Tax expenses for an year comprise of current tax and deferred tax. Current tax is measured after taking into consideration the deductions and exemptions admissible under the provision of Income Tax Act, 1961 and in accordance with Accounting Standard 22 on "Accounting for Taxes on Income", issued by ICAI.
- b) Deferred Tax assets or liabilities are recognized for further tax consequence attributable to timing difference between



NOTES TO FINANCIAL STATEMENTS

taxable income and accounting income that are measured at relevant enacted tax rates. At each Balance Sheet date the company reassesses unrecognized deferred tax assets, to the extent they become reasonably certain or virtually certain of realization, as the case may be.

J Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. The recoverable amount is greater of the asset's net selling price and value in use, determined by discounting the estimated future cash flows expected from the continuous use of the asset to their present value. An impaired loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired.

K Accounting of Cenvat Transactions

CENVAT benefit is accounted for on accrual basis on purchase of material and assets and incurring of expenses and appropriated against payment of Excise Duty on Clearance of Finished Goods.

L Deferred Revenue Expenses

Deferred Revenue Expenses include expenses for Share Issue and increase in Authorized share capital. These expenses are being written off over a period of 5 Years.

M Earnings Per Share

The earning considered in ascertaining the Company's EPS comprises the net profit after tax and includes the post tax effect of any extra ordinary items. The number of shares used in computing Basic EPS is weighted average number of shares outstanding during the year. The number of shares used in computing diluted EPS comprises of weighted average shares considered for deriving basic EPS and also the weighted average number of Equity shares which could have been issued on the conversion of all dilutive potential equity shares.

N Recognition of Income and Expenditure

- a) Incomes & Expenditures are generally accounted on Accrual as they are earned or incurred except Interest on taxes and duties which are accounted on payment basis or at the time of assessment, whichever is earlier.
- b) Sales are recognized when significant risks and rewards of ownership of the goods have passed to buyer which generally coincides with delivery. Export sales are accounted for on the basis of date of Bill of Lading. Sales are net of sales return, discount, rebates etc.
- c) Export benefits (by way of entitlements for concessional custom duty) are accounted while availing the same.
- d) Imports are recognised on presentation of Bill of Entry at the Customs or on retiring the Import Documents whichever is earlier.
- e) Dividend income is recognized when the right to receive the dividend is unconditional.

O Investments

Investments intended to be held for more than a year from the date of acquisition are classified as long term and are stated at cost of acquisition. No provision is made for diminution in value, if the decline is only temporary. Investments as on 31st March 2012 include Trade Investments, investment in Associates.

P Tax on Dividend

Tax on distributable Profits by way of Interim and Final Dividend is accounted for in the year to which the declared dividends relate.

Q Contingent Liabilities

Contingent Liabilities as defined in AS-29 "Provisions, Contingent Liabilities" are disclosed by way of notes to the accounts. Disclosure is not made if possibility of outflow of resources embodying economic benefit is remote.

(₹ in Lacs)

	as at 31st March 2012	as at 31st March 2011
2 SHARE CAPITAL		
Authorised Share Capital		
30000000 (30000000) Equity Shares of ₹. 10/- Each	<u>3000.00</u>	<u>3000.00</u>
Issued, Subscribed & Paid up		
10500800 (10500800) Equity Shares of ₹. 10/- Each	<u>1050.08</u>	<u>1050.08</u>
	<u>1050.08</u>	<u>1050.08</u>

- 2.1 1500000 (1500000) Share out of the Issued, Subscribed and Paid Up Shares Capital were allotted in the last five years pursuant to the scheme of amalgamation with Sun Transtamp Pvt Ltd without payments being received in cash.
- 2.2 Number of Equity Shares outstanding at the beginning and at the end of the year are same i.e. 10500800 of ₹. 10/- each and hence no reconciliation is required
- 2.3 Terms/Rights attached to equity shares
The company has issued only one class of equity shares having a par value of ₹. 10/- per share. Each holder of equity shares is entitled to one vote per share.

as at 31st March 2012

as at 31st March 2011

The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2012 amount per share of dividend recognised as distributions to equity shareholders was ₹. Nil (P.Y. ₹. 1/-)

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the numbers of equity shares held by shareholders.

2.4 Details of Equity Shares held by each shareholders holding more than 5% Equity shares of ₹. 10/- each fully paid

	as at 31st March 2012		as at 31st March 2011	
	No. of Share	% holding	No. of Share	% holding
Choudhary Global Limited	1105395	10.53	888010	8.46
Nareshkumar Choudhary (HUF)	557812	5.31	557812	5.31
Rajendrakumar Choudhary (HUF)	1362900	12.98	1362900	12.98
Sureshkumar Choudhary	557683	5.31	557683	5.31
Asha Deep Multi Trade Pvt Ltd	531396	5.06	500000	4.76
Radiance Exim Pvt. Ltd.	647975	6.17	645626	6.15
Abhivadan Properties Pvt Ltd	587571	5.60	586568	5.59

3 RESERVES & SURPLUS

I Securities Premium Account		
As Per Last Balance Sheet	3480.00	3480.00
II Capital Reserve		
As Per Last Balance Sheet	700.00	700.00
III General Reserve		
As Per Last Balance Sheet	1557.12	1541.12
Add: Transfer From Profit and Loss Account	-	16.00
	1557.12	1557.12
IV Other Reserve (Arising out of Amalgamation)		
As Per Last Balance Sheet	356.58	356.58
V Surplus In The Profit & Loss Account		
As Per Last Balance Sheet	1686.59	6810.30
Add: Profit/(Loss) for the Year	(1858.50)	430.02
Amount Available for Appropriations		
Appropriations:		
Less: Reserve Transfer to Bil Energy Systems Ltd		(5415.69)
Less: Proposed Dividend		(105.01)
Less: Tax on Dividend		(17.03)
Less: Transfer to General Reserve		(16.00)
	(171.91)	1686.59
Total (I+II+III+IV+V)	5921.79	7780.29

3.1 Previous year Surplus Reserve transfer to Bil Energy Systems Limited as per the pursuant to scheme of arrangement.

4 DEFERRED TAX LIABILITIES(NET)

Deferred Tax Liabilities		
I Depreciation	68.49	70.06
	68.49	70.06
II Deferred Tax Assets	-	-
Deferred Tax Liabilities (Net)	68.49	70.06
Total (I+II)	68.49	70.06

5 LONG TERM PROVISION

Provision for Gratuity	3.50	16.37
	3.50	16.37



NOTES TO FINANCIAL STATEMENTS

(₹ in Lacs)

as at 31st March 2012 as at 31st March 2011

6 SHORT TERM BORROWINGS

I Secured Loans		
Loans Repayable On Demand		
- Working Capital Loan Repayable On Demand From Bank *	11218.69	9962.19
- From Other #	<u>100.00</u>	<u>-</u>
	<u>11318.69</u>	<u>9962.19</u>
II Unsecured Loans		
- From Related Party	<u>137.00</u>	<u>-</u>
	<u>137.00</u>	<u>-</u>
Total (I+II)	<u>11455.69</u>	<u>9962.19</u>

* Working Capital Loan repayable on demand includes foreign currency loan ₹. NIL (P.Y. ₹.2250.13 Lacs)

(Other loan taken from an NBFC and secured by pledge of 1700000 shares of Tarapur Transformers Limited) (Unsecured Loan payable to related party Bil Energy Systems Limited ₹.137.00 Lacs (P.Y. NIL)

6.1 Working Capital facility is secured by Hypothecation of stock, Book Debts and all other Current Assets. The facilities are further Collaterally secured by EMT of 3.00 Acre of Land now owned by Bil Energy Systems Limited situated at Wada. Hypothecation charge on Plant & Machinery and movable Fixed Assets of the Company. These facilities are personally Guaranteed by Mr. Naresh Kumar Choudhary & Mr. Rajendra Kumar Choudhary, the Directors of the Company and Corporate Guarantee of Bil Energy Systems Limited.

7 TRADE PAYABLES

Trade Payable (Including More Than 12 Months)	<u>9385.71</u>	<u>7838.64</u>
	<u>9385.71</u>	<u>7838.64</u>

7.1 Trade Payable Includes ₹.711.98 Lacs (P.Y. ₹. NIL) to Related Party Bil Energy Systems Limited

7.2 The Company has not received any intimation from the suppliers under the Micro, Small & Medium Enterprises Development Act 2006 & therefore disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said act have not been given.

8 OTHER CURRENT LIABILITIES

I Trade Advances	32.68	58.77
II Unclaimed Dividend	5.41	5.74
III Sales Tax Payable	98.72	46.33
IV Other Payables	<u>25.87</u>	<u>38.35</u>
	<u>162.68</u>	<u>149.19</u>

8.1 Trade Advance includes payable to Related Party TRC POWER ₹.0.03 Lacs(P.Y. ₹. NIL)

8.2 Other payables includes provision of leave encashment ₹.1.69 Lacs for the F.Y. 2011-12 (P.Y. ₹.1.99 Lacs for F.Y.2010-11)

9 SHORT TERM PROVISIONS

I Provision for Tax on Dividend	17.03	17.03
II Proposed Dividend	-	105.01
	<u>17.03</u>	<u>122.04</u>

10 FIXED ASSETS

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.2011	Additions During the year	Deductions / Adjustments During the year	As at 31.03.2012	As at 01.04.2011	Deductions / Adjustments During the year	For the year	Up to 31.03.2012	As at 31.03.2011	As at 31.03.2012
A) Tangible Assets										
1. Land	47.96	-	-	47.96	-	-	-	-	47.96	47.96
2. Lease hold land	30.95	-	-	30.95	1.76	-	0.32	2.08	29.19	28.87
3. Building & Premises	290.32	-	-	290.32	62.54	-	8.34	70.88	227.78	219.44
4. Plant & Machinery	199.80	-	-	199.80	61.38	-	9.30	70.68	138.42	129.12
5. Vehicle	196.11	-	9.28	186.83	97.49	5.09	18.04	110.44	98.62	76.39
6. Furniture & Fixture	51.11	0.37	-	51.48	23.72	-	3.21	26.93	27.39	24.55
7. Jewellery & Ornament	11.40	-	-	11.40	-	-	-	-	11.40	11.40
8. Office Equipment	63.05	1.89	0.01	64.93	40.86	0.01	6.86	47.71	22.19	17.22
Sub Total	890.70	2.26	9.29	883.67	287.75	5.10	46.07	328.72	602.95	554.95
B) Intangible Assets	-	-	-	-	-	-	-	-	-	-
Sub Total	-	-	-	-	-	-	-	-	-	-
Grand Total (A)+(B)	890.70	2.26	9.29	883.67	287.75	5.10	46.07	328.72	602.95	554.95
Previous Year	6939.71	8.16	6057.17	890.70	639.41	400.01	48.35	287.75	6300.30	602.95

Note: Capital work in progress excluded advances on capital accounts. Previous year figures have been regrouped wherever necessary.

as at 31st March 2012

as at 31st March 2011

II NON CURRENT INVESTMENTS	Qty			
	31.03.2012	31.03.2011		
Other Investment				
Equity Shares, Quoted, Valued At Cost-Fully Paid Up				
In Associates				
Bil Energy Systems Limited (F.V.₹. 10/-)	70000	70000	7.00	7.00
Tarapur Transformers Limited (F.V.₹. 10/-)	8416460	8264323	1611.79	1583.15
Equity Shares, Unquoted, Valued At Cost-Fully Paid Up				
In Associates				
Choudhary Global Limited (F.V.₹. 10/-)	1750000	1750000	350.00	350.00
Niksan Eng. Co. Ltd. (F.V.₹. 10/-)	400000	400000	120.00	120.00
In Others				
The GBCB Ltd (F.V.₹. 10/-)	4000	4000	1.00	1.00
			<u>2089.79</u>	<u>2061.15</u>
Aggregate Amount of Quoted Investment			1618.79	1590.15
Market Value of Quoted Investments			1469.92	1921.41
Aggregate Amount of Unquoted Investment			471.00	471.00
12 LONG TERM LOANS AND ADVANCES				
I Capital Advances			24.11	24.17
(Unsecured, Considered Good)				
II Security Deposit			8.13	7.11
(Unsecured, Considered Good)				
III Other Loans And Advance				
(Unsecured, Considered Good)				
Balances With Statutory/Revenue Authorities			103.79	95.31
Income Tax (Net Of Provision For Taxation)			125.67	120.29
			<u>229.46</u>	<u>215.60</u>
Total (I+II+III)			<u>261.70</u>	<u>246.88</u>
13 OTHER NON CURRENT ASSETS				
Miscellaneous Expenditure (To The Extent Not Written Off)			4.20	6.30
			<u>4.20</u>	<u>6.30</u>
14 CURRENT INVESTMENTS				
Trade Investment				
Equity Shares, Quoted, Valued At Cost-Fully Paid Up				
In Associates				
Bil Energy Systems Limited (F.V.₹. 10/-)	458677	291041	163.84	72.00
In Others				
Marsons Ltd (F.V.₹. 10/-)	10317	5500	1.59	0.83
Other Investment				
Equity Shares, Unquoted, Valued At Cost-Fully Paid Up				
In Other				
Hmtd Engineering Pvt Ltd. (F.V.₹. 100/-)	-	1000	-	13.01
			<u>165.43</u>	<u>85.84</u>
Aggregate Amount of Quoted Investment			165.43	72.83
Market Value of Quoted Investments			505.50	69.30
Aggregate Amount of Unquoted Investment			-	13.01



NOTES TO FINANCIAL STATEMENTS

(₹ in Lacs)

as at 31st March 2012

as at 31st March 2011

15 INVENTORIES

(As Taken Valued & Certified By The Management)

Raw Material	-	126.74
Stock in Progress	1638.45	1427.14
Finished Goods	9.59	81.96
Stock in Trade	883.72	2704.99
	<u>2531.76</u>	<u>4340.83</u>

16 TRADE RECEIVABLE

I Due For A Period Exceeding Six Months		
- (Unsecured And Considered Good)	3295.93	2216.78
- (Unsecured And Considered Doubtful)	580.12	-
	<u>3876.05</u>	<u>2216.78</u>
Less :Provision For Doubtful Debts	580.12	-
	<u>3295.93</u>	<u>2216.78</u>
II Other		
- (Unsecured And Considered Good)	14493.16	11872.69
	<u>17789.09</u>	<u>14089.47</u>
Total (I+II)		

16.1 Trade Receivable Includes Amt Due From Following Related Parties -

Varsha Engineering (Division Of Tarapur Transformers Limited) ₹.76.38 Lacs (P.Y. ₹. 129.23 Lacs)

Niksan Engg Co. Ltd ₹.36.86 Lacs (P.Y. ₹. Nil)

17 CASH AND CASH EQUIVALENTS

I Balances with Banks		
a) Current Accounts	20.20	47.38
b) Earmarked Balances With Banks-Unpaid Dividend	5.41	5.80
c) Cash In Hand	39.60	22.31
	<u>65.21</u>	<u>75.49</u>
II Other Bank Balances		
a) Amount Held as Margin Money	0.31	3.90
b) Fixed Deposit With Banks*	870.61	997.16
	<u>870.92</u>	<u>1001.06</u>
	<u>936.13</u>	<u>1076.55</u>
Total (I+II)		

*(Held As Margin Money or Security Against Guarantees , Letter of Credits and Other Commitments)

18 SHORT-TERM LOANS AND ADVANCES

(Unsecured And Considered Good)

I Loan And Advance Recoverable in Cash or Kind		
To Related Party	14.50	199.52
To others	3238.88	3965.30
II Balance With Statutory/Revenue Authorities Excise And Service Tax	295.51	259.64
III Prepaid Expenses	105.06	45.43
IV Share Application Money-in other Body Corporates	77.97	9.00
	<u>3731.92</u>	<u>4478.89</u>

18.1 Loans and advances recoverable from following related parties

NikSan Engg Co Ltd ₹.14.50 Lacs (P.Y. ₹.Nil)

Bil Energy Systems Limited ₹. Nil (P.Y.₹.199.52 Lacs)



	as at 31st March 2012	as at 31st March 2011
19 REVENUE FROM OPERATIONS		
I Sales Of Manufactured Goods		
- Electrical Lamination	500.37	2391.40
- Electrical Sheet	<u>345.11</u>	<u>1015.80</u>
	845.48	3407.20
II Sales of Trading Goods		
- Iron & Steel (HR Sheet, CR Sheet/Coil, MS Plate)	34478.74	36024.40
- Others	<u>285.26</u>	<u>632.13</u>
	34764.00	36656.53
III Sales of Services		
- Labour Job	-	0.51
	-	0.51
IV Other Operating Revenues		
- Scrap Sales	<u>93.71</u>	<u>125.13</u>
	93.71	125.13
Total (I+II+III+IV)	<u>35703.19</u>	<u>40189.37</u>
Less Excise Duty	<u>91.09</u>	<u>318.96</u>
Revenue From oprations (Net)	<u>35612.10</u>	<u>39870.41</u>
20 OTHER INCOME		
I Interest Income		
- Interest From Bank on Deposit	65.59	44.61
- Interest on Loans and Advances and Debtors	<u>264.12</u>	<u>909.67</u>
II Dividend Income		
- From others	0.20	0.20
- From Associates	<u>2.00</u>	<u>43.43</u>
III Gain on Sales of Investments	<u>121.12</u>	
IV Other Non-Operating Income		
- Sundry Balance Written Back	1.20	0.76
- Miscellaneous Income	<u>0.05</u>	<u>23.37</u>
- Speculation Profit /Loss on Share Trading	<u>0.02</u>	<u>-</u>
- Excess Provision Credit of Gratuity Written Back	<u>12.87</u>	<u>-</u>
	467.17	1022.04
21 COST OF MATERIALS CONSUMED		
Cost of Material Consumed		
Opening Stock	126.74	10.79
Add Purchase During the Year	<u>863.68</u>	<u>1156.56</u>
Less Closing Stock	-	126.74
	990.42	1040.61
22 STOCK IN TRADE PURCHASE		
Iron & Steel (HR Sheet, CR Sheet/Coil, MS Plate)	31872.33	34616.65
Others	<u>203.56</u>	<u>385.27</u>
	32075.89	35001.92
23 CHANGES IN INVENTORIES		
I At the end of the year		
Finished Goods	9.59	81.96
Work-in-Progress	<u>1638.45</u>	<u>1427.14</u>
Stock-in-Trade	<u>883.72</u>	<u>2704.99</u>
	2531.76	4214.09
II At the Beginning of the year		
Finished Goods	81.96	110.01
Work-in-Progress	<u>1427.14</u>	<u>3040.31</u>
Stock-in-Trade	<u>2704.99</u>	<u>3015.80</u>
	4214.09	6166.12
Total (II-I)	<u>1682.33</u>	<u>1952.03</u>



NOTES TO FINANCIAL STATEMENTS

(₹ in Lacs)

	as at 31st March 2012	as at 31st March 2011
24 EMPLOYEE BENEFITS EXPENSES		
I Salaries, Wages, Bonus & allowances	117.78	155.40
II Contribution to Provident & other Funds	6.80	9.38
III Staff welfare Expenses	2.27	2.62
	<u>126.85</u>	<u>167.40</u>
25 FINANCE COSTS		
Interest Expenses	2065.49	1691.44
Other Borrowing Costs	261.92	211.90
	<u>2327.41</u>	<u>1903.34</u>
26 OTHER EXPENSES		
Manufacturing Expenses		
Store & Spares	0.19	0.83
Power And Fuel	4.61	6.46
Factory Expenses	1.71	1.39
Labour Charges	1.32	0.42
Repair And Maintenance		
- Repair And Maintenance-Plant & Machinery	1.81	2.10
- Repair And Maintenance-Others	0.19	0.36
Excise Duty On Closing Stock Finished Goods	(1.91)	(2.21)
Packing Expenses	2.50	5.53
Selling And Distribution Expenses		
Freight And Transport Charges	3.64	28.38
Commission And Brokerage	4.09	-
Bad Debt Written Off	4.20	-
Advertisement And Publicity Expenses	2.05	3.34
Business Promotion Expenses	6.27	2.14
Administrative & Office Expenses		
Insurance Charges	1.55	0.49
Conveyance And Travelling	17.11	23.98
Postage & Telegram And Telephone	9.71	7.31
Payment To Auditors		
- Audit Fees (Including Tax Audit)	10.00	10.00
- Certification And Consultation Fees	0.68	2.30
Legal & Professional Fees-Other Than Payment to Auditors		
- Consultancy Fees	0.48	0.31
- Legal & Professional Fees	11.82	11.46
- Stamp Duty, Stamp Paper And Franking Charges	0.41	10.55
Donation	0.07	0.03
Rates & Taxes	1.24	1.49
Electricity Exp	2.60	4.85
Listing, Registrar & Share Transfer Expenses	4.36	2.91
Loss on Sales of Fixed Assets	1.79	-
Printing & Stationery	4.16	5.76
Rent	2.40	3.70
Loss on Foreign Currency Fluctuation	-	2.58
Office & General Expenses	9.11	5.37
Miscellaneous Expenditure W/Off	2.10	3.56
	<u>110.26</u>	<u>145.39</u>
27 EXCEPTIONAL ITEMS		
Provision for Doubtful Debts	580.12	-
	<u>580.12</u>	<u>-</u>

NOTES TO FINANCIAL STATEMENTS
28 CONTINGENT LIABILITIES

(₹ in Lacs)

Sr.No	Particulars	as at 31st March 2012	as at 31st March 2011
(a)	Income Tax demands including interest which is under dispute and pending in appeals.	21.17	38.75
(b)	Claims not acknowledged as debts	0.77	0.72
(c)	Guarantee given to custom department (margin of ₹. 3.40 Lacs is available).	2.16	2.16
(d)	Guarantees Outstanding given on behalf of associate company	NIL	6.98
(e)	Guarantees outstanding	NIL	68.00
(f)	Custom duty on pending export obligation against import of machinery	N.A.	795.69
(g)	Sales tax liability against non collection of various sales tax forms under relevant sales tax laws, not provided due to uncertainty in ascertainment of amount of liability, if any.	Not Ascertainable	Not Ascertainable
(h)	Custom Duty (Pending in appeal)	18.38	18.38
(i)	Excise Demand	4171.80	NIL

Apart from the above there exists contingent liability in case of LCs issued and LC discounted

- 29 The Company is under receipt of a show cause notices from the Excise department asking why an aggregate amount of ₹.491.24 Lacs should not be demanded from the company along with appropriate interest and penalty. Since the same does not constitute a demand under the relevant laws and since the company is submitting proper reply to the same, the same is not disclosed under contingent liability above. An amount of ₹. 32.00 Lacs has been paid and ₹. 53.81 Lacs debited in R.G. II against the above and is shown under Loans & advances.

30 C.I.F.VALUE OF IMPORTS, EXPENDITURES AND EARNINGS IN FOREIGN CURRENCY

(₹ in Lacs)

Sr.No	Particulars	as at 31st March 2012	as at 31st March 2011
(a)	C.I.F.Value of Imports / Capital Goods		
	Raw Material	708.45	1427.85
	Capital Goods	Nil	Nil
(b)	Expenditure in Foreign Currency		
	Traveling Expenses	8.22	Nil
	Berlin Fair Expenses	Nil	Nil
	Bank Charges	0.35	16.99
	FCNR Loan Interest	64.24	85.53
(c)	Earnings in Foreign Currency	Nil	Nil

31 SEGMENT REPORTING

The company primarily deals in the business of Electrical Steel Products and other Steel Products related to Transformer Industry and hence there is no Primary reportable segment in the context of Accounting Standard 17 issued by The Institute of Chartered Accountants of India.

32 RELATED PARTY DISCLOSURES

- (a) The Company had transactions with the following related parties

Sr.No	Name of the Related Party	Relationship
1	Tarapur Transformers Limited	Associate
2	Bil Energy Systems Limited.	Associate
3	Niksan Engineering Co. Limited	Associate
4	Choudhary Global Limited	Associate
5	Suresh Kumar Choudhary	Key Management Personnel
6	Rajendra Kumar Choudhary	Key Management Personnel
7	Naresh Kumar Choudhary	Key Management Personnel
8	Ashok Bansal	Key Management Personnel (upto Dec 10)
9	TRC Power	Proprietary concern of Relative of KMP
10	Choudhary Stampings	Proprietary concern of Relative of KMP



NOTES TO FINANCIAL STATEMENTS

(b) Related party transactions

(₹.in Lacs)

Sr.No	Nature of transactions	Nature of Relationship			Total of Transaction
		Associates	Key Management Personnel (KMP)	Relatives of KMP & Their Proprietary Concern	
1	Purchase of Goods	2,909.12	-	-	2,909.12
2	Sale of Goods	585.78 (2,163.37)	-	14.97 (82.41)	600.75 (2,245.78)
3	Sale of Investment (Shares)	2.00	-	-	2.00
4	Interest Income	- (345.45)	-	- (12.18)	- (357.63)
5	Receiving of Services Payment of Remuneration	-	35.00 (71.75)	-	35.00 (71.75)
6	Finance (Including Loans & Equity Contributions on Cash or Kind)				
	A) Loans & Advances Received	137.00 (345.74)	-	-	137.00 (345.74)
	B) Loans & Advances Given	14.50 (5,722.71)	-	120.11 (4.12)	134.61 (5,726.83)
7	Investment (Subscription of Equity Shares)	120.48 (114.20)	-	-	120.48 (114.20)
8	Dividend Received	2.00 (43.43)	-	-	2.00 (43.43)
9	Outstanding as at 31st March 2012				
	A) Trade Payable	711.98	-	-	711.98
	B) Loans & Advance Received	137.00	-	-	137.00
	C) Trade Advance Received	-	-	0.03	0.03
	D) Loans & Advances Given	14.50 (199.52)	-	27.91	42.41 (199.52)
	E) Trade Receivable	113.24 (129.23)	-	-	113.24 (129.23)
	F) Remuneration Receivable	-	(10.25)	-	- (10.25)

Note :- Figures in Brackets Relate to Previous year.

Disclosure in respect of Material Related Party Transactions During the year:

- Purchase of Goods includes :-** Bil Energy Systems Ltd ₹. 2313.17 Lacs (P.Y. ₹. Nil), Tarapur Transformers Ltd ₹. 595.95 Lacs (P.Y. ₹. Nil)
- Sale of Goods includes:-** Niksan Engineering Company Ltd ₹.36.86 Lacs (P.Y. ₹.592.96 Lacs), Bil Energy Systems Ltd ₹.548.92 Lacs (P.Y. ₹.1472.59 Lacs), Tarapur Transformers Ltd.₹.Nil (P.Y. ₹.50.92 Lacs), Varsha Engineers (A division of Tarapur Transformers Ltd.) ₹.Nil (P.Y.₹.46.90), TRC Power ₹.14.97 Lacs (P.Y. ₹.82.41 Lacs)
- Sale of Investment (Shares) includes:-** Tarapur Transformers Ltd.₹.2 Lacs (P.Y. ₹.Nil)
- Interest Income includes:-** Niksan Engineering Company Ltd ₹.Nil (P.Y. ₹.6.51 Lacs), Bil Energy Systems Ltd ₹.Nil (P.Y. ₹.338.94 Lacs), TRC Power ₹.Nil (P.Y. ₹.12.18 Lacs)
- Receiving of Services Payment of Remuneration includes:-** Rajendra Kumar Choudhary ₹.14 Lacs (P.Y. ₹.21 Lacs), Ashok Bansal ₹.Nil (P.Y. ₹. 15.75 Lacs), Naresh Kumar Choudhary ₹.Nil (P.Y. ₹. 14 Lacs) Suresh Kumar Choudhary ₹.21 Lacs (P.Y. ₹. 21 Lacs)
- Finance (Including Loans & Equity Contributions on Cash or Kind)**
 - Loans & Advances Received includes:-** Bil Energy Systems Ltd ₹.137 Lacs (P.Y. ₹.Nil Lacs), Tarapur Transformers Ltd.₹.Nil (P.Y. ₹.330.74 Lacs), Choudhary Global Ltd.₹.Nil (P.Y. ₹.15 Lacs)
 - Loans & Advances Given includes:-** Niksan Engineering Company Ltd ₹.14.50 Lacs (P.Y. ₹.Nil) Bil Energy Systems Ltd ₹.Nil (P.Y. ₹.5652.38 Lacs), Tarapur Transformers Ltd.₹.Nil (P.Y. ₹.70.33 Lacs), Choudhary Stampings ₹.120.11 Lacs (P.Y. ₹.4.12 Lacs)
- Investment (Subscription of Equity Shares) includes:-** Niksan Engineering Company Ltd ₹.Nil (P.Y. ₹.Nil), Bil Energy Systems Ltd ₹.91.84 Lacs (P.Y. ₹.72 Lacs), Tarapur Transformers Ltd.₹.28.64 Lacs (P.Y. ₹.42.20 Lacs), Choudhary Global Ltd.₹.Nil (P.Y. ₹.Nil)
- Dividend Received includes:-** Niksan Engineering Company Ltd ₹.2 Lacs (P.Y. ₹.3 Lacs), Tarapur Transformers Ltd.₹.Nil (P.Y. ₹.40.43 Lacs)

NOTES TO FINANCIAL STATEMENTS

9. Outstanding as at 31st March 2012

- a) Trade Payable - Bil Energy Systems Ltd ₹. 711.98 Lacs (P.Y. ₹. Nil)
- b) Loans & Advances Received - Bil Energy Systems Ltd ₹. 137 Lacs (P.Y. ₹. Nil)
- c) Trade Advance Received - TRC Power ₹. 0.03 (P.Y. ₹. Nil)
- d) Loans & Advances Given - Niksan Engineering Company Ltd ₹. 14.50 Lacs (P.Y. ₹. Nil), Bil Energy Systems Ltd ₹. Nil (P.Y. ₹. 199.52 Lacs), Choudhary Stamping ₹. 27.91 Lacs (P.Y. ₹. Nil Lacs)
- e) Trade Receivable - Niksan Engineering Company Ltd ₹. 36.86 Lacs (P.Y. ₹. Nil), Varsha Engineers (A division of Tarapur Transformers Ltd.) ₹. 76.38 Lacs (P.Y. ₹. 129.23 Lacs)
- f) Remuneration Receivable - Rajendra Kumar Choudhary ₹. Nil (P.Y. ₹. 3 Lacs), Ashok Bansal ₹. Nil (P.Y. ₹. 2.25 Lacs), Naresh Kumar Choudhary ₹. Nil (P.Y. ₹. 2 Lacs) Suresh Kumar Choudhary ₹. Nil (P.Y. ₹. 3 Lacs)

33 DEFERRED TAX LIABILITY STATEMENT

(₹.in Lacs)

Particulars	Deferred tax liability/asset as at 01.04.2011 Amount	Current Year Changes Amount	Deferred tax liability/asset as at 31.03.2012 Amount
Deferred Tax Liabilities			
Difference between book & tax depreciation	70.67	(2.18)	68.49
	(A) 70.67	(2.18)	68.49
Deferred Tax Assets			
Disallowance u/s 43B	0.60	(0.60)	-
	(B) 0.60	(0.60)	-
Deferred Tax Liability (Net)	(A-B) 70.07	(1.58)	68.49

34 DETAILS OF MATERIAL CONSUMED COMPRISES OF IMPORTED & INDIGENOUS ITEMS

(₹.in Lacs)

Particulars	as at 31st March 2012		as at 31st March 2011	
	Amount	%	Amount	%
Imported	775.63	78.31	2457.99	92.62
Indigenous *	214.79	21.69	195.79	7.38
Total	990.42	100	2653.78	100

* Indigenous consumption includes imported material purchased locally.

35 MATERIAL CONSUMED

(₹.in Lacs)

Particulars	as at 31st March 2012	as at 31st March 2011
CRGO/CRNGO/HRGO/HRNGO/Electrical Steel Strips/Coils/Sheets	990.42	2653.78

Note:- Last years consumption of raw material is inclusive of consumption of WIP also

36 PURCHASE OF TRADED GOODS

(₹.in Lacs)

Sr No.	Category	as at 31st March 2012	as at 31st March 2011
1	M.S.Plates / Beam / Channels / Angles	1227.98	288.93
2	Sheets & Coils	30644.35	34327.72
3	Others	203.56	385.27
	Total Purchases of Traded Goods	32075.89	35001.92

37 SALE OF PRODUCTS COMPRISES

(a) Manufactured goods

(₹.in Lacs)

Sr No.	Category	as at 31st March 2012	as at 31st March 2011
1	Electrical / CRGO Lamination	500.37	2391.40
2	Electrical Sheets	345.11	1015.80
3	Waste & Scrap	93.71	125.13
	Total Sales of Manufactured Goods	939.19	3532.33

(b) Traded goods

(₹.in Lacs)

Sr No.	Category	as at 31st March 2012	as at 31st March 2011
1	M.S.Plates / Beam / Channels / Angles	1207.34	378.58
2	Sheets & Coils	33271.40	35645.82
3	Others	285.26	632.13
	Total Sales of Traded Goods	34764.00	36656.53



38 DETAILS OF CLOSING STOCK

(a) Closing Stock of Finished Goods (₹.in Lacs)

Sr No.	Category	as at 31st March 2012	as at 31st March 2011
1	Electrical / CRGO Lamination	6.66	39.85
2	Electrical Sheets	0.28	2.65
3	Waste & Scrap	2.65	39.46
	Total Stock of Manufactured Goods	9.59	81.96

(b) Closing Stock of Traded Goods (₹.in Lacs)

Sr No.	Category	as at 31st March 2012	as at 31st March 2011
1	M.S.Plates / Beam / Channels / Angles	43.71	0.00
2	Sheets & Coils	840.01	2697.51
3	Others	0.00	7.48
	Total Stock of Traded Goods	883.72	2704.99

39 EARNINGS PER SHARE (EPS)

Particulars	as at 31st March 2012	as at 31st March 2011
Profit After Tax (₹ in Lacs)	(1858.50)	430.02
Weighted average number of Equity Shares- Basic & Diluted	10500800	10500800
Earning Per Share (in ₹) - Basic & Diluted	(17.70)	4.10

40. DISCLOSURE PURSUANT TO ADOPTION OF ACCOUNTING STANDARD 15

Gratuity liability for the year is determined on actuarial valuation by The Life Insurance Company of India with whom the company has taken a policy for settlement of future gratuity liability.

41. Term Deposit Receipts, wherever obtained, are endorsed in favour of Banks and Government Departments against Margin for Bank Guarantee, L/C Facilities etc.
42. The Company has not received any intimation from the suppliers under the Micro, Small & Medium Enterprises Development Act 2006 & therefore disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.
43. In terms of the requirements of the Accounting Standards-28 on "Impairment of Assets" issued by the Institute of Chartered Accountants of India, the amount recoverable against Fixed Assets has been estimated for the period by the management based on present value of estimated future cash flows expected to arise from the continuing use of such assets. The recoverable amount so assessed was found to be adequate to cover the carrying amount of the assets, therefore no provision for impairment in value thereof has been considered necessary, by the management.
44. As per the best estimate of the management, no provision is required to be made as per Accounting Standard (AS) 29 "Provision, Contingent Liabilities & Contingent Assets" as notified by the companies (Accounting Standards) Rules 2006, in respect of any present obligation as a result of a past event that could lead to a probable outflow of resources which would be required to settle the obligation.
45. Consumption of consumable stores is wholly indigenous in the current & previous year.
46. Balances of the Creditors / Debtors / Loans / Advances are subject to Confirmations and resultant reconciliation, if any.
47. Bills Payable represents Bills of Exchange drawn by suppliers in favour of Bank.
48. Sundry Debtors as on the date of Balance sheet are Net of amounts received after discounting of Letter of Credits.
49. Previous Year Figures have been regrouped / Re cast / rearranged wherever necessary.

Signature to the Balance Sheet, Statement of Profit and Loss and Notes which form an integral part of accounts.

As per our attached report of even date.

For Bansal, Bansal & Co.

Chartered Accountants
Firm Regn.No. 100986VV

Anand Drolia

Partner
Membership No. 036718
Mumbai, 4th June, 2012

Priyanka Jain
Company Secretary

For and on behalf of the Board

N. K. Choudhary
Director

R. K. Choudhary
Whole-time Director
Mumbai, 4th June, 2012



BILPOWER LIMITED

Regd. Office: 201, Vikas Chamber, Junction of Link & Marve Road, Malad (W), Mumbai - 400 064

PROXY FORM

FOLIO NO. (Shares in physical mode)	
DP ID	
CLIENT ID	
NO. OF SHARES HELD	

I/We resident at being a Member/ Member(s) of Bilpower Limited hereby appoint Mr. / Ms or failing him/her, Mr. / Ms as my/our proxy to vote for me/us on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Monday, 24th September, 2012 at 04.30 p.m. at 1st Floor, Landmark Building, Mith Chowky, Link Road, Malad (West), Mumbai – 400 064 and at any adjournment thereof.

Signed this day of.....2012.

Affix ₹.1.00
Revenue
Stamp

- Notes:**
- The form should be signed across the stamp as per specimen signature registered with the Company.
 - The form should be deposited at the Registered Office of the Company forty-eight hours before the time for holding the Meeting.

Cut from here



BILPOWER LIMITED

Regd. Office: 201, Vikas Chamber, Junction of Link & Marve Road, Malad (W), Mumbai - 400 064

ATTENDANCE SLIP

FOLIO NO. (Shares in physical mode)	
DP ID	
CLIENT ID	
NO. OF SHARES HELD	

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at the 23rd Annual General Meeting of the Company held on Monday, 24th September, 2012 at 04.30 p.m. at 1st Floor, Landmark Building, Mith Chowky, Link Road, Malad (West), Mumbai – 400 064 and at any adjournment thereof.

.....
Signature of Member/Proxy

(THIS ATTENDANCE SLIP DULY FILLED TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

Book Post

To,

BILPOWER LIMITED

Registered Office: 201, Vikas Chambers, Jn of Link & Marve Road, Malad (West), Mumbai – 400 064
Tel.: (91 22) 4089 7777 Fax: (91 22) 2881 1225
Email: investors@bilpower.com