

TRANSPARES LIMITED
SEVENTEENTH ANNUAL REPORT 2011-2012

Board of Directors

Mr. Hitendra Doshi
Mr. Michael Homawalla
Mrs. Karuna Mamtora
Mrs. Akanksha Mamtora

Chairman & Managing Director
Director
Director
Director

Bankers

State Bank of India
Odhav Branch,
Ahmedabad

Auditors

Deloitte Haskins & Sells
Chartered Accountant,
Ahmedabad

Registered office/ Plant

14/15, Ashwamegh Industrial Estate,
Sarkhej Bavla Highway,
Changodar, Taluka- Sanand,
Dist. Ahmedabad
Gujarat.

NOTICE

NOTICE is hereby given that 17th Annual General Meeting of the Members of Transpares Limited, will be held on 27th day, April, 2012, at 11.00 a.m. at the Registered office of the Company to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and Profit & Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon.
2. To declare dividend if any.
3. To appoint a director in place of Mrs. Karuna Mamtara, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass without modification(s), the following resolution as an Ordinary resolution as required under Section 224 of the Companies Act, 1956, for appointment of Auditors :

“RESOLVED THAT M/s. Deloitte Haskins & Sells, Ahmedabad, (Firm Registration No. 117365W) be and are hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors of the Company”

SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT in accordance with provisions of Sections 198,269,309,310 and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), read with schedule XIII approval of the Company be and is hereby granted for reappointment of Mr. Hitendra Doshi as a Chairman & Managing Director of the Company w. e. f. 1st April, 2012 for the period of 5 years or till board resolves otherwise or the Managing Director resign from the office of directorship, on the terms and conditions as set out in the Explanatory Statement annexed hereto.

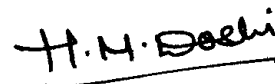
RESOLVED FURTHER THAT, in the event of absence or inadequacy of net profits for the financial year, the salary and perquisites as set out in the Explanatory Statement annexed hereto, shall be treated as the minimum remuneration payable to Mr. Hitendra M. Doshi, Chairman and Managing Director of the Company.

FURTHER RESOLVED THAT Board of Directors be and are hereby authorised to take such steps as may be necessary to give effect to this Resolution.”

Date: 20th April, 2012

Regd. Office
14/15, Ashwamegh Industrial Estate,
Sarkhej Bavla Highway,
Changodar, Tal. Sanand,
Ahmedabad.

By order of the Board



Hitendra Doshi
Chairman & Managing Director

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must reach the registered office of the Company not less than 48 hours before the time fixed for the meeting.
2. Explanatory Statement under section 173(2) of the Companies Act, 1956 is enclosed.

Explanatory Statement
[Pursuant to Section 173(2) of the Companies Act, 1956]

ITEM NO. 5

Mr. Hitendra Doshi, Chairman & Managing Director of the Company. His terms as a Managing Director have been expired dated 31/03/2012. Currently he is managing the day to day operations of the Company. After looking their great contribution in growth & development of the Company the Board at its meeting held on 20st April, 2012 decided to reappoint him as a Managing Director of the Company & same is required to be approved by the members at 17th Annual General Meeting of the Company for a period of 5 years w.e.f. 01/04/2012, on the terms and conditions, as mentioned in the draft agreement.

He will be entitled to the following remuneration:

(a) Salary :

	(Per Month)
BASIC	75000
MEDICAL ALLOWANCE	1250
HRA	15000
CHILDREN EDUCATION ALLOWANCE	200
TRAVELLING ALLOWANCE	800
PF (EMPLOYEE PORTION)	9000
CONVEYANCE	7500
SPL ALLOWANCE	41250
Total Salary Per Month	150,000

(b) Perquisites : In addition to the salary, the following perquisites shall be allowed to the Chairman and Managing Director and the total value of perquisites shall be restricted to an amount of Rs.5.00 Lacs p.a.

(c) Commission – Apart from Salary and Perquisites he is also entitled to 1% Commission of the Company's Net Profit for each financial year subject to the over all ceiling laid down in Section 198 and 309 of the Companies Act, 1956

CATEGORY - "A"**i) Housing :**

The Company shall provide equipments and appliances, furniture, fixtures and furnishing, including maintenance of all, at the residence of the Chairman and Managing Director at the entire cost of the Company. The Company shall reimburse the expenses of gas, electricity, water etc. The expenditure on these, valued in accordance with the Income-tax Rules, shall not exceed 10% of the salary.

ii) Medical Reimbursement :

Medical Expenses actually incurred for self and family shall be reimbursed by the Company.

iii) Leave Travel Concession :

The Company shall provide leave travel fare for the Chairman and Managing Director and his family once in a year.

iv) Personal Accident Insurance :

The Company shall pay Personal Accident Insurance Premium upto Rs.10000/- per annum.

v) Club Fee :

The Company shall pay and / or Reimburse Fees and Expenses (excluding admission and Life membership fees) of clubs, subject to a maximum of two clubs.

CATEGORY - "B"

- 1) The Company shall provide a Car with Driver at the entire cost of the Company for use for the business of the Company. The Company shall provide telephone including mobile phone at the residence of the Chairman & Managing Director at the entire cost of the Company.
- 2) The Chairman & Managing Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall, however, be reimbursed the actual travelling, lodging and boarding expenses incurred by him for attending meetings of the Board of Directors and/or committees thereof.
- 3) The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and subject further to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Chairman & Managing Director and other Executive Directors of the Company taken together. Provided, however, that in the event of absence or inadequacy of profit, the Chairman & Managing Director shall be entitled to remuneration mentioned under (a) above and perquisites as above within the minimum remuneration specified in Schedule XIII to the Companies Act, 1956.
- 4) In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company.
- 5) The Chairman & Managing Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.

- 6) "Family" means the spouse, dependent children and dependent parents of Managing Director.
- 7) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

CATEGORY - "C"

- i) The Company shall contribute towards Provident Fund/Superannuation Fund/Annuity Fund provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income-tax Act.
- ii) The Company shall pay Gratuity at the rate not exceeding half month's salary for each completed year of service.
- iii) Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed will be allowed to be encashed at the end of the term as per rules of the Company.

The perquisite under this Category shall not be included in the computation of ceiling on remuneration.

All expenditure actually and properly incurred on Company's business shall be reimbursed to the Chairman and Managing Director.

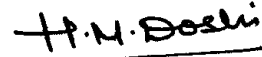
This may also be treated as an abstract pursuant to Section 302 of the Companies Act, 1956.

Date: 20th April, 2012

Regd. Office

**14/15, Ashwamegh Industrial Estate,
Sarkhej Bavla Highway,
Changodar, Ta. Sanand,
Ahmedabad**

By order of the Board



Hitendra Doshi

Chairman & Managing Director

DIRECTORS' REPORT

To,
The Members
Transpares Limited
Ahmedabad

Your Directors have pleasure in presenting the 17th Annual Report along with the Audited Accounts of the Company for the year ended on 31st March, 2012.

Financial Results		(Rs in Lacs)	
	2011-2012	2010-2011	
Net Revenue form Operation	1760.11	1732.10	
Other Income	6.90	6.07	
Total Revenue	1767.01	1738.17	
Cost of Raw Material Consumed	1072.45	1074.12	
(Increase)/Decrease in Inventories of Finished Goods and Process Stock	37.35	(48.30)	
Manufacturing Expenses	258.92	250.60	
Employee Benefit Expense	61.72	59.21	
Finance Cost	79.96	58.92	
Depreciation & Amortization	34.09	30.47	
Other Expenses	90.65	83.14	
Total Expenses	1635.15	1508.14	
Profit/(Loss) before tax	131.86	230.03	
Tax Expenses	37.45	83.22	
Profit/(Loss) after tax	94.41	146.81	

Results of Operation

During the Financial year 2011-12 Company has performed well & achieved Revenue form operation of Rs.1767.01 lacs as against Rs.1738.17 lacs last year. However Profit Before Tax & Profit After Tax of the Company for the Financial Year 2011-12 remains at of Rs.131.86 & Rs.94.40.

Dividend

The Board of Directors is pleased to recommend for the approval of shareholders, a dividend @ 20% , Rs.2/- per equity share of face value of Rs.10/- each for the year 2011-2012, subject to approval of the Shareholder at Annual General Meeting.

Finance

During the year under review, your Company arranged for additional credit facilities from their Bankers, State Bank of India in order to meet the working capital requirements. This will help the Company to implement its project very fast and effective.

Directors

Mrs. Karuna Mamtara, Director of the Company who retires by rotation at the ensuing Annual General meeting and being eligible, offers herself for re-appointment, in accordance with the provisions of the Articles of Association of the company.

The Board at its meeting held on 20th April, 2012 has reappointed Mr.Hitendra Doshi as Managing Director of the Company w.e.f. 01st April, 2012 for a period of 5 Years, subject to the approval of the Members at General Meeting.

Fixed Deposits

The Company has not accepted any Fixed Deposits, from the public, during the year under review, as per the Section 58A of the Companies Act, 1956.

Directors' Responsibility Statement

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

- In the preparation of the annual accounts, the applicable accounting standards have been followed.
- Your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on 31st March, 2012.
- Your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- Your Directors have prepared the attached statements of accounts for the year ended 31st March, 2012 on a going concern basis.

The Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

Information under Section 217(1)(e) of the Companies Act, 1956, read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are forming part of the Director's Report.

Particulars regarding Employees

Particulars of employees under section 217 (2A) of the Companies Act 1956 and the rules framed there under is not applicable this year, as there were no employees drawing the remuneration of Rs. 60 Lacs or more, paid in respect of persons employed through out the financial year or to whom remuneration of Rs.5 Lacs or more per month, paid in respect of persons employed for part of the financial year.

Secretarial Compliance Certificate

In accordance with Section 383A of the Companies Act, 1956, and Companies (Compliance Certificate) Rule, 2001, the Company has obtained a certificate from a Secretary in whole time practice confirming that the Company has complied with various provisions of the Companies Act, 1956 and copy of such certificate is annexed to this Report.

Auditors & Auditors' Report

M/s. Deloitte Haskins & Sells., Chartered Accountants, Ahmedabad, the auditors of the Company, hold their office until the conclusion of the ensuing Annual General Meeting, and are recommended for reappointment. The Company has received a letter from them to the effect that their reappointment, if made, would be within the prescribed limits under section 224(1-B) of the Companies Act, 1956. You are requested to reappoint auditors to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.

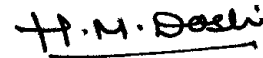
Notes forming part of the accounts are self explanatory as far as Auditor's Report is concerned and therefore, it does not require any further comments.

Acknowledgement

The Directors extend their sincere thanks to the Bankers, Central Government and State Government Authorities, Customers, Valued Shareholders, Staff members and all other associated with the Company, for their co-operation, continued support and confidence reposed by them in the Company.

Date: 20th April, 2012
Place : Ahmedabad

For and on behalf of the Board of Directors



Hitendra Doshi
Chairman & Managing Director

Information under Section 217(1)(e) of the Companies Act, 1956, read with Rule 2 of the Companies(Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

(1) Conservation of Energy:-

(a) Energy conservation measures taken:

The Company has an ongoing study to identify and implement energy saving system to reduce energy consumption and cost of production. All new Equipment & Machinery is installed based upon optimum utilization of energy.

- b) Additional investment and proposals, if any being implemented for reduction of energy consumption of energy: Nil.
- c) Impact of measure at (a) & (b) above for reduction of energy consumption and consequent impact on the production of goods: Nil.
- d) Total energy consumption and energy consumption per unit are as follows:

Particulars	2011-2012	2010-2011
Total Consumptions in Units	778481 Units	881595Units
Total Cost	Rs. 4,892,583/-	Rs.5,284,982/-
Cost per Unit	Rs. 6.28/ Units	Rs.5.99/Units

(2) Research & Development and Technology absorption :-

During the year, no further development is done for research. The company has not taken any technology in particular or entered into any technology agreement during the period hence the information required under this is not applicable to the company.

(3) Foreign Exchange Earnings & Outgo :-

The Company has neither earned nor spends any foreign currency, during the year as well as in last year.

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of our report of even date)

- (i) Having regard to the nature of the Company's business/activities/result, clauses (xiii) and (xiv) of CARO are not applicable.
- (ii) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
- (iii) In respect of its inventory:
 - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iv) The Company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties listed in the Register maintained under Section 301 of the Companies Act, 1956.
- (v) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.



Deloitte Haskins & Sells


- (vi) In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:
 - (a) The particulars of contracts or arrangements referred to Section 301 that needed to be entered in the Register maintained under the said Section have been so entered.
 - (b) Having regard to the fact that the goods sold by the Company pursuant to the contracts or arrangements, where each of such transaction is in excess of Rs.5 lakhs in respect of any party, are of a specialized nature for which suitable alternative sources do not exist for obtaining comparative market prices prevailing at the relevant time, we are unable to comment as to whether these transactions were made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vii) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year.
- (viii) In our opinion, the internal audit functions carried out during the year by firm of Chartered Accountants appointed by the Management have been commensurate with the size of the Company and the nature of its business.
- (ix) 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.
- (x) According to the information and explanations given to us in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues in arrears as at 31st March, 2012 for a period of more than six months from the date they became payable.
 - (c) There were no dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited as on 31st March, 2012 on account of disputes.



Deloitte Haskins & Sells

- (xi) The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
- (xii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.
- (xiii) According to the information and explanations given to us, the Company has not given any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiv) In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks and financial institutions.
- (xv) In our opinion and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- (xvi) In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet, we report that funds raised on short-term basis have not been used during the year for long- term investment.
- (xvii) The Company has not made preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (xviii) No debentures have been issued by the Company and hence the question of creating the securities or charges in respect thereof does not arise.
- (xix) During the year the Company has not raised money by public issue.
- (xx) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

For Deloitte Haskins & Sells
Chartered Accountants
(Registration No. 117365W)



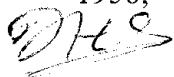
Ahmedabad
Date : 20th April, 2012

H. P. Shah
Partner
(Membership No. 33331)

Deloitte Haskins & Sells

AUDITORS' REPORT TO THE MEMBERS OF TRANSPARES LIMITED

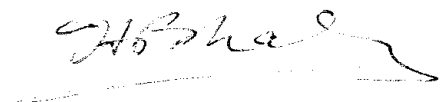
1. We have audited the attached Balance Sheet of **TRANSPARES LIMITED** ("the Company") as at 31st March, 2012, the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's 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 misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by the 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 (CARO) 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 as follows:
 - (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) in our opinion, the Balance Sheet, the Statement of Profit and Loss and the 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;



Deloitte Haskins & Sells

- (e) in our opinion and to the best of our information and according to the explanations given to us, the said accounts 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:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - (ii) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date and
 - (iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.
- 5. On the basis of the written representations received from the Directors as on 31st March, 2012 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of Section 274(1)(g) of the Companies Act, 1956.

For Deloitte Haskins & Sells
Chartered Accountants
(Registration No. 117365W)



Ahmedabad
Date: 20th April, 2012

H. P. Shah
Partner
(Membership No. 33331)

Particulars	Note	As at 31st Mar 2012	As at 31st Mar 2011
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	1,93,68,000	1,93,68,000
(b) Reserves & Surplus	3	6,22,11,583	5,72,72,763
		8,15,79,583	7,66,40,763
(2) Non-current liabilities			
(a) Long-term Borrowings	4	16,04,248	60,78,663
(b) Deferred tax liabilities	5	36,30,957	35,07,029
(c) Long-term provisions	6	4,40,579	3,51,000
		56,75,784	99,36,692
(3) Current liabilities			
(a) Short-term borrowings	7	3,38,93,614	3,34,13,064
(b) Trade payables	8	3,46,67,320	5,00,46,154
(c) Other current liabilities	9	72,78,552	1,09,25,790
(d) Short-term provisions	10	45,40,854	51,58,425
		8,03,80,341	9,95,43,433
TOTAL		16,76,35,708	18,61,20,888
II. ASSETS			
(1) Non-current assets			
(a) Fixed Assets	11		
(i) Tangible assets		4,85,91,188	4,97,57,156
(ii) Intangible assets		4,504	7,704
(iii) Capital work in-progress		2,02,00,094	2,00,73,825
		6,87,95,786	6,98,38,685
(b) Non-current investments	12	11,25,000	11,25,000
(c) Long-term loans and advances	13	90,00,339	80,92,372
		7,89,21,125	7,90,56,057
(2) Current assets			
(a) Inventories	14	1,16,90,382	2,84,22,958
(b) Trade receivables	15	7,64,90,006	7,08,02,990
(c) Cash and Bank Balances	16	98,703	50,83,260
(d) Short-term loans and advances	17	4,35,492	27,25,051
(e) Other current assets	18	-	30,572
		8,87,14,583	10,70,64,831
TOTAL		16,76,35,708	18,61,20,888

Summary of significant accounting policies

1

The accompanying notes are an integral part of the Financial Statement.

As per our attached report of even date.

For Deloitte Haskins & Sells

Chartered Accountants

H.P. Shah

H.P. Shah

Partner

For and on behalf of the Board

H.M. Doshi

Hitendra M. Doshi

Chairman & M.D.

K. J. Mamtara

Karuna J. Mamtara

Director

Place : Ahmedabad

Date : 20th April, 2012

Place : Ahmedabad

Date : 20th April, 2012

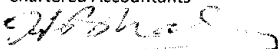
Transpares Limited
Statement of Profit and loss for the year ended 31st March, 2012

Particulars	Note	For the Year Ended on 31st Mar 2012	For the Year Ended on 31st Mar 2011
Income			
Sale of Goods (Gross)		19,35,55,731	18,90,20,254
Service Income (Gross)		1,01,300	13,30,637
Other Operating Income		3,97,134	2,85,440
		19,40,54,165	19,06,36,331
Less : Cenvat Duty recovered on Sales & Service income		1,80,43,361	1,74,26,235
Revenue from operations (Net)		17,60,10,804	17,32,10,096
Other income	19	6,89,832	6,07,122
Total Revenue (I)		17,67,00,636	17,38,17,218
Expenses:			
Cost of Raw Materials Consumed	20	10,72,45,166	10,74,10,765
(Increase)/Decrease in Stock of Finished Goods and Process Stock	21	37,35,064	(48,30,290)
Manufacturing Expenses	22	2,58,92,423	2,50,59,916
Employee benefits expense	23	61,72,076	59,21,147
Depreciation and amortization		34,08,902	30,46,549
Finance costs	24	79,95,840	58,91,511
Other expenses	25	90,65,143	83,14,125
Total expenses (II)		16,35,14,614	15,08,13,724
Profit before exceptional and extraordinary items and tax (I-II)		1,31,86,022	2,30,03,494
Exceptional items		-	-
Profit before extraordinary items and tax		1,31,86,022	2,30,03,494
Extraordinary Items		-	-
Profit before tax		1,31,86,022	2,30,03,494
Tax expenses:			
(1) Current tax		37,75,000	72,00,000
(2) Deferred tax		123928	5,98,618
(3) Short/(Excess) Prov of Eariler tax		(1,53,724)	5,22,947
Profit/(Loss) for the year		94,40,818	1,46,81,929
Earning per equity share:			
(1) Basic		4.87	7.58
(2) Diluted		4.87	7.58
Summary of significant accounting policies	1		
The accompanying notes are an integral part of the Financial Statement.			

As per our attached report of even date.

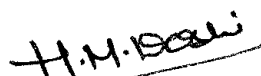
For Deloitte Haskins & Sells

Chartered Accountants




H.P.Shah
Partner

For and on behalf of the Board



Hitendra M. Doshi
Chairman & M.D.



Karuna J. Mamtara
Director

Place : Ahmedabad

Date : 20th April, 2012

Place : Ahmedabad

Date : 20th April, 2012

Transpares Limited
Cash Flow Statement for the year ended 31st March, 2012

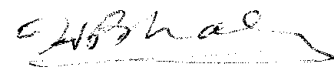
		Year ended 31st March, 2012	Year ended 31st March, 2011
[A] Cashflow From Operating Activities			
1.	Net Profit before Tax	1,31,86,022	2,30,03,494
2.	Adjustments for:		
	[i] Depreciation and Amortisation	34,08,902	30,46,549
	[ii] Interest Expenses	79,95,840	58,91,511
	[iii] Interest Income	(5,91,170)	(2,08,121)
	[iv] Dividend Income	(16,250)	(1,66,250)
	[v] Profit/Loss on Sales of Assets	3,085	2,29,139
	Operating Profit Before Working Capital Changes (1 + 2)	1,08,00,407 2,39,86,429	87,92,828 3,17,96,322
3.	Adjustments for Working Capital changes:		
	<u>[i] Trade & Other Receivables</u>		
	* (Increase) / decrease in Trade receivables	(56,87,016)	(2,13,19,336)
	* (Increase) / decrease in Long term Loans and Advances	(17,300)	-
	* (Increase) / decrease in Short term Loans and Advances	22,89,559	-
	(Increase) / decrease in other Current Assets	30,572	(8,63,397)
	<u>[ii] Trade & Other payables</u>		
	* Increase / (decrease) in Trade payables	(1,53,78,834)	1,88,99,962
	* Increase / (decrease) in Long term provisions	89,579	-
	* Increase / (decrease) in Short term provisions	(6,17,571)	-
	* Increase / (decrease) in other current liabilities	(36,47,238)	12,68,104
	<u>[iii] (Increase) / decrease in Inventories</u>	1,67,32,576	(64,73,302)
	Cash Generated From Operations	(62,05,673) 1,77,80,756	(84,87,968) 2,33,08,353
	Less: Direct Taxes Paid	45,11,943	81,28,949
Net Cash From Operating Activities [A]		1,32,68,813	1,51,79,404
[B] Cashflow From Investing Activities			
	Purchase of Fixed Assets	(23,71,262)	(96,52,056)
	Sale of Fixed Assets	2,174	1,73,913
	Interest Received	5,91,170	2,08,121
	Dividend Received	16,250	1,66,250
Net Cash From Investing Activities [B]		(17,61,668)	(91,03,772)
[C] Cashflow From Financing Activities			
	Proceeds from Borrowings (Net)	(39,93,864)	30,63,726
	Interest Paid	(79,95,840)	(58,91,511)
	Government Grant Received (TUF Scheme)	-	15,00,000
	Dividends Paid (incl. tax thereon)	(45,01,998)	(45,31,918)
Net Cash From Financing Activities [C]		(1,64,91,702)	(58,59,703)
[D] Net Incr./ (Decr.) In Cash & Cash Equivalents [A+B+C]		(49,84,557)	2,15,930
[E] Cash & Cash Equivalents at the beginning of the year		50,83,260	48,67,330
[F] Cash & Cash Equivalents at the end of the year		98,703	50,83,260



Note :

		Year ended 31st March, 2012	Year ended 31st March, 2011
1	Components of Cash & Cash Equivalents		
	Cash on hand	9,649	27,534
	Balances with banks		
	In Current Accounts	89,054	53,231
	In Margin Money	-	50,02,495
		98,703	50,83,260
2. The above cashflow statement has been prepared under the "Indirect Method" as set out in the Accounting Statndard-3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.			

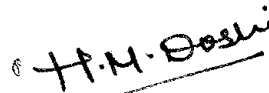
As per our report of even date attached
For Deloitte Haskins & Sells
Chartered Accountants



H.P.Shah
Partner

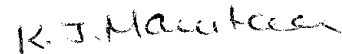
Place : Ahmedabad
Date : 20.04.2012

For and on behalf of the Board of Directors



Hitendra M. Doshi

Place : Ahmedabad
Date : 20.04.2012



Karuna J. Mamtara

SIGNIFICANT ACCOUNTING POLICIES

Note 1

1) **Accounting Convention :**

The accounts are prepared on historical cost basis and based on accrual method of accounting and applicable Accounting Standards.

2) **Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognised in the period in which the results are known/ materialized.

3) **Fixed Assets:**

a) Tangible Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes and levies, freight and other incidental expenses related to acquisition and installation of the respective assets.

b) Certain computer software costs are capitalised and recognised as intangible assets in terms of Accounting Standard 26 on intangible assets based on materiality, accounting prudence and significant economic benefits expected to flow therefrom for a period longer than 1 year. Capitalised cost include direct cost of implementation and expenses directly attributable to the implementation.

c) The Company evaluates the impairment losses on the fixed assets whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. If such assets are considered to be impaired the impairment loss is then recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the higher of an asset's net selling price and value in use. For the purpose of assessing impairment, assets are grouped at the

4) **Depreciation :**

a) Depreciation on fixed assets is provided on Straight Line Method in accordance with Section 205 (2) (b) of the Companies Act, 1956 at the rate and in the manner prescribed in schedule XIV of the said Act.

b) Computer software costs capitalised are amortised using the Straight Line Method over estimated useful life of 3 to 5 years, as estimated at the time of capitalisation.

5) **Investments :**

a) Long Term investments are stated at cost and provision is made to recognise any diminution in value, other than that of temporary nature.

b) Current investments are carried at lower of cost and market value. Diminution in value is charged to the profit and loss account.

6) **Inventories:**

a) Raw materials, Process stock and Finished Goods are valued at lower of cost or net realisable value.

b) Cost for Raw materials is determined on Weighted Average/FIFO basis, net of cenvat credit availed.

c) Cost for Finished Goods and Process Stock is determined taking material cost [Net of cenvat credit availed] labour and relevant appropriate overheads and cenvat duty.

7) **Revenue Recognition**

In appropriate circumstances, Revenue (income) is recognised when no significant uncertainty as to determination or realisation exists.

8) **Sales/Service Income:**

Sales of products are recognised when risk and rewards of ownership of the products are passed on to the customers, which is generally on despatch of goods.

9) **Cenvat credit:**

Cenvat credit is accounted for on accrual basis on purchase of eligible inputs, capital goods and services.



- 10) **Prior Period Expenses/Income:**
Material items of prior period expenses/income are disclosed separately.
- 11) **Employees Benefits:**
a) Defined Contribution Plan
The Company's contributions paid / payable for the year to Provident Fund are recognised in the profit and loss accounts.
- b) Defined Benefit Plan
The Company's liabilities towards gratuity, and leave encashment are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognised on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognised immediately in the profit and loss account as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the balance sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.
- 12) **Borrowing Cost**
Interest and other costs in connection with the borrowings of the funds to the extents related/attribution to the acquisition /construction of qualifying fixed assets are capitalised upto the date when such assets are ready for their intended use and other borrowing costs are charged to Profit And Loss Account.
- 13) **Miscellaneous Expenditure:**
a) Shares issue expenses incurred are amortised over a period of five years.
- 14) **Taxes on Income :**
Current Tax is the amount of tax payable on the taxable income for the year as determined in accordance with provision of Income Tax Act, 1961. Deferred tax resulting from "timing difference "between book and taxable profit is accounted for using the tax rates and laws that have been enacted or subsequently enacted as on the balance sheet date. The Deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.
- 15) **Leases**
Lease transaction entered into on or after April 1, 2001:
a) Assets acquired under lease where the company has substantially all risk and rewards incidental to ownership are classified as finance leases. Such assets are capitalised at the inception of lease at the lower of fair value or the present value of minimum lease payment and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability of each period.
b) Assets acquired on lease where a significant portion of risk and rewards incidental to ownership is retained by the lessor are classified as operating lease. Lease rental are charged to the profit and loss account on accrual basis..
- 16) **Earnings Per Share:**
The Company reports basic and diluted Earnings Per Share (EPS) in accordance with Accounting Standard 20 on Earnings Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year.
- 17) **Provisions, Contingent Liabilities and Contingent Assets:**
Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.



2 SHARE CAPITAL

	As at 31st Mar 2012	As at 31st Mar 2011
Authorised Shares		
2,000,000 Equity Shares of Rs. 10/- each	2,00,00,000	2,00,00,000
	<u>2,00,00,000</u>	<u>2,00,00,000</u>
Issued, Subscribed and Fully Paid Up		
1,936,800 (Previous Year 1,936,800) Equity Shares of Rs. 10/- each fully paid up	1,93,68,000	1,93,68,000
Total	<u>1,93,68,000</u>	<u>1,93,68,000</u>

Notes

Of the above shares :

(i) 987,768 (Previous Year 987,768) equity shares are held by holding company M/s Transformers & Rectifiers (India) Limited.

(ii) Reconciliation of the number of Shares Outstanding at the beginning and at the end of the reporting period

Particulars	As at 31st Mar 2012	As at 31st Mar 2011
At the Beginning of the Period	19,36,800	19,36,800
Issued during the period	-	-
Outstanding at the end of Period	19,36,800	19,36,800

(iii) Details of shareholders holding more than 5 percent of Equity Shares

Particulars		As at 31st Mar 2012	As at 31st Mar 2011
Hitendra M. Doshi	Nos.	9,48,132	9,48,132
	% Holding	48.95%	48.95%
Transformers & Rectifiers (I) Ltd.	Nos.	9,87,768	9,87,768
	% Holding	51%	51%

(iv) Details of Shares allotted as fully paid up by way of Bonus Shares, shares issued for consideration other than Cash (During Last 5 Years immediately Preceding Reporting date)

Particulars	As at 31st Mar 2012	As at 31st Mar 2011
Equity shares allotted as fully paid bonus shares by Capitalisation of Surplus in Profit & Loss Account and General Reserves on 05 Dec., 2009	8,60,800	8,60,800

(v) Rights of Equity Shares

The company has one class of equity shares having a par value of Rs. 10 per share. Each shareholders is eligible for one vote per shares held. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation, the equity shareholder are eligible to receive the remaining asset of the Company after distribution of all preferential amount, in proportion to their shareholding.

3. RESERVES AND SURPLUS

	As at 31st Mar 2012	As at 31st Mar 2011
Securities Premium Reserve	-	-
General Reserve		
As per last balance sheet	50,23,275	25,23,275
Add : Amount transferred from Profit and Loss Account	25,00,000	25,00,000
	<u>75,23,275</u>	<u>50,23,275</u>
Surplus/(Deficit) in Statement of Profit and Loss		
As per last balance sheet	5,22,49,488	4,45,69,554
Profit for the year	94,40,818	1,46,81,929
Less: Appropriations		
Proposed Final Equity Dividend (Rs. 2/- Per Share)	38,73,600	38,73,600
Tax on Proposed Equity Dividend	6,28,398	6,28,395
Transfer to General Reserve	25,00,000	25,00,000
Net surplus in Statement of Profit and Loss	<u>5,46,88,308</u>	<u>5,22,49,488</u>
Total	<u>6,22,11,583</u>	<u>5,72,72,763</u>



4. LONG TERM BORROWINGS

	As at 31st Mar 2012	As at 31st Mar 2011
Secured		
Term Loans From Bank	16,04,248	60,78,663
Total	16,04,248	60,78,663

Secured by the Hypothecation of Fixed Assets acquired out of the Term Loan. Collaterally Secured by equitable mortgage over factory land and building of the Company and hypothecation of all plant & machinery (other than those acquired out of the term loan). Further secured by personal guarantee of some Directors and corporate guarantee given by the Holding Company.

5. DEFERRED TAX LIABILITIES (NET)

	As at 31st Mar 2012	As at 31st Mar 2011
Deferred Taxes Liability		
In respect of difference between book & tax WDV	54,82,448	49,16,722
Deferred Taxes Asset		
In respect of disallowance under the Income Tax Act.	(18,51,491)	(14,09,693)
Total	36,30,957	35,07,029

6. LONG TERM PROVISIONS

	As at 31st Mar 2012	As at 31st Mar 2011
Provision for employee benefits		
Gratuity	2,14,998	-
Leave Encashment	2,25,581	3,51,000
Total	4,40,579	3,51,000

7. SHORT TERM BORROWINGS

	As at 31st Mar 2012	As at 31st Mar 2011
Secured		
Cash Credit From Bank	3,38,93,614	3,34,13,064
Total	3,38,93,614	3,34,13,064

Secured by the hypothecation of entire Current Assets of the Company. Collaterally Secured by equitable mortgage over factory land and building of the Company and hypothecation of all plant & machinery (other than those acquired out of the term loan). Further secured by personal guarantee of some Directors and corporate guarantee given by the Holding Company.

8. TRADE PAYABLES

	As at 31st Mar 2012	As at 31st Mar 2011
Sundry Creditors :		
a) Micro & Small Enterprises	-	-
b) Others	3,46,67,320	5,00,46,154
Total	3,46,67,320	5,00,46,154

9. OTHER CURRENT LIABILITIES

	As at 31st Mar 2012	As at 31st Mar 2011
Current maturities of long term debts	52,40,000	78,05,460
Interest accrued and due on borrowings	-	1,56,226
Other Liabilities	20,38,552	29,64,104
Total	72,78,552	1,09,25,790



10. SHORT TERM PROVISIONS

	As at 31st Mar 2012	As at 31st Mar 2011
(a) Provision for Employee Benefits :		
Leave Encashment	12,624	15,922
Gratuity	26,232	1,537
(b) Provision others :		
Provision for Taxation (Net of Advance Tax)	-	6,38,971
Proposed Equity Dividend	38,73,600	38,73,600
Tax On Proposed Equity Dividend	6,28,398	6,28,395
Total	45,40,854	51,58,425

12. NON CURRENT INVESTMENTS

	As at 31st Mar 2012	As at 31st Mar 2011
Non Trade Investments		
Investment in Equity Instruments (At Cost) (Unquoted)		
1,250 shares of The Bhagyodaya Co-operative Bank Ltd. (Face Value Face value Rs 100 each, Fully Paid up)	1,25,000	1,25,000
Investment in Mutual Funds (At Cost)		
100,000 SBI Blue Chip Fund of Rs.10/- each	10,00,000	10,00,000
Total	11,25,000	11,25,000
Unquoted investments Cost price	1,25,000	1,25,000
Mutual Funds Cost price	10,00,000	10,00,000
Repurchase Price	11,10,000	11,37,000

13. LONG TERM LOANS & ADVANCES

	As at 31st Mar 2012	As at 31st Mar 2011
Unsecured , Considered Good		
Capital Advance	80,85,000	74,67,511
Advance Income Tax (Net of Taxation Provision)	2,41,420	-
Electricity & Other Deposits	6,73,919	6,24,861
Total	90,00,339	80,92,372

14. INVENTORIES

	As at 31st Mar 2012	As at 31st Mar 2011
Raw Materials	63,12,700	1,86,01,142
Raw Materials In Transit	-	7,09,070
Finished Goods	21,58,650	62,43,385
Process Stock	32,19,032	28,69,361
Total	1,16,90,382	2,84,22,958

15. TRADE RECEIVABLES

	As at 31st Mar 2012	As at 31st Mar 2011
(a) Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
(i) Unsecured, considered good	10,13,113	28,53,751
(ii) Unsecured, considered doubtful	52,27,116	39,76,410
	62,40,229	68,30,161
Less: Provision for doubtful debts	52,27,116	39,76,410
	10,13,113	28,53,751
(b) Others		
Unsecured, considered good	7,54,76,893	6,79,49,239
Total	7,64,90,006	7,08,02,990



ASSETS	GROSS BLOCK (At Cost)				DEPRECIATION				NET BLOCK	
	Balance as on 01.04.2011	Addition /Adjustment during the year	Deduction/Adjust ment during the year	Closing Balance as at 31.03.2012	Balance as on 01.04.2011	Addition /Adjustment during the year	Deduction/Adjust ment during the year	Closing Balance as at 31.03.2012	As at 31.02.2012	As at 31.03.2011
TANGIBLE ASSETS										
Freehold Land	790,084	-	-	790,084	-	-	-	-	790,084	790,084
Factory Building	27,437,241	-	-	27,437,241	2,137,319	916,404	-	3,053,723	24,383,518	25,299,922
Office Building	2,173,341	-	-	2,173,341	176,744	35,425	-	212,169	1,961,172	1,996,597
Plant & Machinery	21,149,561	1,425,438	-	22,574,999	6,473,400	1,619,856	-	8,093,256	14,481,743	14,676,161
Electrifications	4,063,362	-	-	4,063,362	1,090,105	299,932	-	1,390,037	2,673,325	2,973,257
Furnitures & Fixtures	1,719,017	-	-	1,719,017	475,853	107,924	-	583,777	1,135,240	1,243,164
Other Equipments	284,824	-	-	284,824	74,602	12,266	-	86,868	197,956	210,222
Computer & Accessories	601,176	-	-	601,176	406,481	75,982	-	482,463	118,713	194,695
VEHICLES	3,030,371	819,555	41,595	3,808,331	657,315	337,913	36,334	958,894	2,849,437	2,373,056
	61,248,977	2,244,993	41,595	63,452,375	11,491,819	3,405,702	36,334	14,861,187	48,591,188	49,757,157
INTANGIBLE ASSETS										
Computer Software	38,597	-	-	38,597	30,893	3,200	-	34,093	4,504	7,704
	38,597	-	-	38,597	30,893	3,200	-	34,093	4,504	7,704.00
SUB TOTAL	61,287,574	2,244,993	41,595	63,490,972	11,522,712	3,408,902	36,334	14,895,280	48,595,692	49,764,861
Capital Work In Process										
PLANT & M/C A/C									19,801,527	19,801,527
BUILDING CONSTRUCTION A/C									398,567	272,298
SUB TOTAL									20,200,094	20,073,825
GRAND TOTAL	61,287,574	2,244,993	41,595	63,490,972	11,522,712	3,408,902	36,334	14,895,280	68,795,786	69,838,686



16. CASH AND CASH EQUIVALENT

	As at 31st Mar 2012	As at 31st Mar 2011
Balances with Bank		
On Current Accounts	89,054	53,231
Deposits with Maturity less than three Months	-	50,02,495
Cash On Hand	9,649	27,534
Total	98,703	50,83,260

17. SHORT-TERM LOANS AND ADVANCES

	As at 31st Mar 2012	As at 31st Mar 2011
Loans and advances to Others		
Unsecured, considered good		
Advances to Suppliers	11,704	-
Prepaid Expenses	1,31,831	1,63,107
Employee Advances	1,52,513	1,81,883
Balances with government and other Authorities	1,39,444	23,80,061
Total	4,35,492	27,25,051

18. OTHER CURRENT ASSETS

	As at 31st Mar 2012	As at 31st Mar 2011
Interest receivable	-	30,572
Total	-	30,572

19. OTHER INCOME

	For the Year Ended on 31st Mar 2012	For the Year Ended on 31st Mar 2011
Interest Received From Bank	1,24,695	2,05,528
Interest Received From Others	4,66,475	2,593
Dividend Income		
On Non trade investments - Investment in Mutual Funds & Others	16,250	1,66,250
Rent Income	36,000	36,000
Other Income	46,412	1,96,751
Total	6,89,832	6,07,122

20. COST OF MATERIALS CONSUMED

	For the Year Ended on 31st Mar 2012	For the Year Ended on 31st Mar 2011
Opening Stock	1,93,10,212	1,76,67,200
Add : Purchases (Net of Cenvat Credit)	9,42,47,654	10,90,53,777
	11,35,57,866	12,67,20,977
Less : Closing Stock	63,12,700	1,93,10,212
Total	10,72,45,166	10,74,10,765
a. Raw Materials consumed in broad heads:		
CRCA	7,99,19,125	7,84,61,634
PAINTS	1,76,90,933	2,12,20,681
Others	96,35,108	77,28,450
Total Cost of Materials Consumed	10,72,45,166	10,74,10,765

b. Value of Indigenous and Imported Raw Materials consumed during the year:

Imported	Value	17,05,820	46,93,686
	Percentage	2%	4%
Indigenous	Value	10,55,39,346	10,27,17,079
	Percentage	98%	96%



21. (INCREASE)/DECREASE IN STOCK OF FINISHED GOODS AND PROCESS STOCK

	For the Year Ended on 31st Mar 2012	For the Year Ended on 31st Mar 2011
(a) Closing Stocks		
Finished Goods	21,58,650	62,43,385
Process Stock	32,19,032	28,69,361
	53,77,682	91,12,746
(b) Less : Opening Stocks		
Finished Goods	62,43,385	38,86,721
Process Stock	28,69,361	3,95,735
	91,12,746	42,82,456
Total	37,35,064	(48,30,290)

22. MANUFACTURING EXPENSES

	For the Year Ended on 31st Mar 2012	For the Year Ended on 31st Mar 2011
Power & Fuel	50,12,433	52,87,837
Repairs		
Plant and Machinery	11,59,259	13,77,154
Factory Building	29,461	2,300
Wages & Labour Charges	20,98,121	23,80,534
Testing & Other Manufacturing Cost	1,79,38,708	1,57,92,023
Cenvat Duty provided on stock	(3,45,559)	2,20,069
Total	2,58,92,423	2,50,59,916

23. EMPLOYEE BENEFITS EXPENSES

	For the Year Ended on 31st Mar 2012	For the Year Ended on 31st Mar 2011
Salaries, Bonus, Gratuity, etc.	57,04,572	55,07,269
Contribution to Provident and other funds	4,52,796	3,71,570
Employee welfare expenses	14,708	42,308
Total	61,72,076	59,21,147

24. FINANCE COST

	For the Year Ended on 31st Mar 2012	For the Year Ended on 31st Mar 2011
Interest Expenses	56,29,404	33,97,792
Other Finance Cost	23,66,436	24,93,719
Total	79,95,840	58,91,511

25. OTHER EXPENSES

	For the Year Ended on 31st Mar 2012	For the Year Ended on 31st Mar 2011
Selling Expenses	36,550	24,228
Freight & Forwarding Charges	17,48,080	36,50,918
Advertisement Expenses	20,000	5,500
Stationary, Printing, Postage and Telephone Expenses	1,71,107	1,98,156
Repairs Office & Other	1,08,440	39,175
Insurance	3,01,923	3,04,382
Rates and taxes	11,446	2,400
Bank charges	7,10,790	94,672
Travelling Expenses & Conveyance	3,37,848	6,07,757
Legal & Professional Charges	8,22,447	7,69,658
Audit Fees (Refer Note 1 below)	1,25,000	1,25,000
Late delivery charges	1,30,344	45,248
Sales Commission	5,30,715	10,14,311
Membership & Subscription Fees	44,500	17,800
Security service charges	4,25,616	3,79,538
Sales Tax Expenses	7,38,380	2,138
General charges	10,36,898	6,15,154
Provision for Doubtful Debts	16,93,217	-
Cenvat Duty Expense	(47,759)	1,04,346
Loss on Sale of Fixed Assets	3,085	2,29,139
After Sales/Replacement Exp	43,321	84,605
Foreign Exchange Gain/(Loss) (Net)	73,195	-
Total	90,65,143	83,14,125

Note:1

Payments to the auditors comprises (net of service tax input credit, where applicable):

As auditors - statutory audit	1,00,000	1,00,000
For tax audit	25,000	25,000
	1,25,000	1,25,000



NOTES FORMING PART OF ACCOUNTS

26. Contingent liabilities in respect of:

Particulars	As at 31st Mar 2012	As at 31st Mar 2011
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a) Bills Discounted with Banks	28,30,311	NIL
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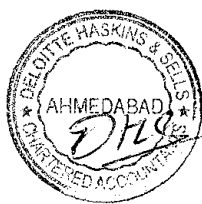
27. Estimated amount of contracts remaining to be executed on capital account (net of capital advances) and not provided for Rs. 43.69 Lacs [Previous year Rs. 40.32 Lacs].

28. Tax assessment of the company under Income Tax Act 1961, has been completed up to Financial Year 2008-09 and the sales tax assessment up to Financial Year 2006-07.

29. Employee Benefits

Defined Benefit Plans :

Particulars	Gratuity		Leave Encashment	
	2011-12	2010-11	2011-12	2010-11
i. Expenses recognized in Profit & Loss Account for the year				
Current service cost	102548	94508	42773	54605
Interest Cost	35987	27271	31188	23750
Expected return on plan assets	(40128)	(34696)	-	-
Adjustment	-	-	-	-
Net actuarial losses (gains)	11891	64,056	(186966)	1,26,047
Past service cost	227415	-	-	-
Total Expenses	337712	1,51,140	(113004)	2,04,402
ii Reconciliation of Opening and Closing balances of changes in present value of the Defined Benefit Obligation				
Opening defined benefit obligation	423371	330,563	366922	2,79,415
Service cost	102548	94,508	42773	54,605
Interest cost	35987	27,271	31188	23,750
Actuarial losses (gains)	11891	60,084	(186966)	1,26,047
Past service cost	227415	-	-	-
Losses (gains) on curtailments	-	-	-	-
Liabilities extinguished on settlements	-	-	-	-
Benefits paid	(49,950)	(89,055)	(15712)	(116,895)
Closing defined benefit obligation	751262	423,371	238205	366,922



iii Reconciliation of Opening and Closing balances of changes in fair Value of plan assets

Opening fair value of plan assets	421835	431,011	-	-
Adjustment	-	-	-	-
Expected return on plan assets	40128	34,696	-	-
Actuarial gains and (losses)	-	(3,972)	-	-
Assets distributed on settlements	-	-	-	-
Contributions by employer	98018	-	-	-
Benefits paid	(49,950)	(39,900)	-	-
Closing balance of fair value of plan assets	510031	4,21,835	-	-

iv Net Liability recognized in the Balance Sheet

Defined Benefit Obligation	751,262	423,371	238205	366,922
Fair Value of plan assets	510031	421,835	-	-
Present Value of unfunded obligation recognized as liability	241230	1536	238205	366,922

v. Past year data for define benefit obligation and fair value of plan assets are as under:

	2010-2011	2009-2010	2008-2009
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Gratuity

Defined Benefit Obligation	423371	330563	356810
Fair value of plan assets	421835	431011	196144
Present Value of unfunded obligation recognized as liability	1536	(100448)	160666

Leave Encashment

Defined Benefit Obligation	366922	279415	337843
Fair value of plan assets	-	-	-
Present Value of unfunded obligation recognized as liability	366922	279415	337843

Vi Actual Return On Plan Assets

- - - -

vii Major categories of Plan Assets as a Percentage of total plan assets are as follows:

Policy of Insurance	100%	100%	100%
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vii Actuarial Assumptions

As at 31st Mar 2012

Discount Rate	8.50 %
Expected rate of return on plan assets	9% Based on LIC Structure of interest rates on gratuity funds
Expected rate of salary increase	6 %
Mortality	LIC (1994-96) published table of mortality rates
Withdrawal Rates	5% at younger ages reducing to 1% at older age
Retirement Age	58 Years
Actuarial Valuation Method	Projected Unit Credit Method



B) Defined Contribution Plans :

Rs. 393,009 (Previous Year Rs. 367,610) recognised as an expense and included in the Note 23 of Profit and Loss Account under the head "Contribution to Provident and other funds".

30. Earning Per Share:

Particulars		For the year ended on 31 st March 2012	For the year ended on 31 st March 2011
Net Profit for the period (Rs.)	(a)	9,440,818	14,681,929
Weighted Average number of equity shares	(b)	1,936,800	1,936,800
EPS (Basic & Diluted)	(a) / (b)	4.87	7.58
Nominal value of Equity Shares		10	10

31. Components of Deferred Tax Liability are as under:

Particulars	As at 31st Mar 12	As at 31st Mar 11
(A) Deferred Tax Liability:		
Difference between book and tax depreciation	5,482,448	4,916,722
(B) Deferred Tax Assets		
Disallowance under Income Tax, 1961	1,851,491	1,409,692
Net Deferred Tax Liability (A)-(B)	3,630,957	3,507,029

32. Segment Reporting

The company is in the business of Pressed Steel Radiators. In the context of Accounting Standard 17, on Segment Reporting issued by Institute of Chartered Accountant of India, is considered to constitute one single primary segment.

33. Related party transactions:

(a) Names of related parties and description of relationship:

1. Related party transactions :

(a) Names of related parties and description of relationship :

Sr. No.	Nature of Relationship	Name of Related Parties
1	Holding Company	Transformer & Rectifiers (India) Limited
2	Fellow Subsidiary Company	Transweld Mechanical Engineering Works Ltd.
3	Key Management Personnel	Mr. Hitendra M. Doshi



(b) Details of transactions with related parties:

(Amount in Rs.)

Particulars	2011-2012	2010-2011
(A) Volume of Transactions		
1) Service Rendered		
Holding Company		
Transformers & Rectifiers (India) Limited	1,37,300	13,17,168
1) Service Aailed		
Holding Company		
Transformers & Rectifiers (India) Limited	2,47,500	2,56,500
2) Purchase of Goods		
Holding Company		
Transformers & Rectifiers (India) Limited	7358	2,12,209
Fellow Subsidiary Company		
Transweld Mechanical Engineering Works Limited	3197	34,590
3) Purchase of Capital Goods		
Fellow Subsidiary Company		
Transweld Mechanical Engineering Works Limited	4,00,257	2,30,733
4) Sale of Goods		
Holding Company		
Transformers & Rectifiers (India) Limited	159,152,882	136,187,502
Fellow Subsidiary Company		
Transweld Mechanical Engineering Works Limited	17,940	9,663
5) Managerial Remuneration		
Key Management Personnel		
Mr. Hitendra M. Doshi	2,298,117	2,299,981
6) Dividend Paid		
Holding Company		
Transformers & Rectifiers (India) Limited	1,975,536	1,975,536
Key Management Personnel		
Mr. Hitendra M. Doshi	1,896,264	1,896,264



(B) Balance at the end of the period

1) Due from

Holding Company

Transformers & Rectifiers (India) Limited

57,423,087

46,914,281

34. C.I.F. Value of Imports:

Particulars	(Amount in Rs.)	
	For the year ended on 31 st March 2012	For the year ended on 31 st March 2011
I] Raw Materials	1705820	4693686

35. The Company has not received relevant information from its suppliers about their coverage under the "Micro, Small and Medium Enterprises Development Act, 2006". Since the relevant information from vendors is still not available, no disclosure have been made in the accounts.

36. The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our attached report of even date.
For Deloitte Haskins & Sells
Chartered Accountants



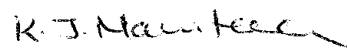
H.P.Shah
Partner

Place: Ahmedabad
Date: 20th April, 2012

For and on behalf of the Board



Hitendra M. Doshi
Chairman & M.D.



Karuna J. Mamtara
Director

Place: Ahmedabad
Date: 20th April, 2012