

TRANSPARES LIMITED
SIXTEENTH ANNUAL REPORT 2010-2011

Board of Directors

Mr. Hitendra Doshi	Chairman & Managing Director
Mr. Michael Homawalla	Director
Mrs. Karuna Mamtara	Director
Mrs. Akanksha Mamtara	Director

Bankers

State Bank of India
Odhav Branch,
Ahmedabad

IDBI Bank Ltd.
Lal Bungalow Branch,
Ahmedabad

Auditors

C.C. Chokshi & Co.
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 16th Annual General Meeting of the Members of Transpares Limited, will be held on 20th day, April, 2011, at 11.30 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, 2011 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 Mr. Michael Homawalla, 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 appointed 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

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

"RESOLVED THAT pursuant to provisions of Section 383A(1) of the Companies Act, 1956, Shri Tapan Shah be and is hereby appointed as Company Secretary in whole-time practice for obtaining compliance certificate for the year 2011-12 at a remuneration to be determined by Shri Hitendra Doshi, Director of the Company in consultation with Shri Tapan Shah."

Date: 8th April, 2011

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

- 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.
- Explanatory Statement under section 173(2) of the Companies Act, 1956 is enclosed.

ITEM NO. 5

As per the section 383A(1) of the Companies Act, 1956, every company not required to employ a whole-time secretary and having a paid-up capital of Rs.10 lacs and more shall require to obtain Compliance Certificate from a practicing company secretary, every year. This Certificate shall be attached to the Board's Report.

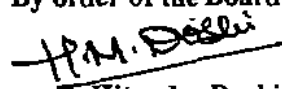
Your company falls under this category, as the paid-up capital of the Company has been more than Rs.10 Lacs and for that the Company has to obtain the Compliance Certificate for the current financial year. Mr. Tapan Shah has carried out the same for the financial year 2011-2012.

Your Directors recommend this resolution for approval of the Members for appointing him for the financial year 2011-2012.

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

Date: 8th April, 2011

By order of the Board



Hitendra Doshi

Chairman & Managing Director

Regd. Office

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

DIRECTORS' REPORT

To,
The Members
Transpares Limited
Ahmedabad

Your Directors have pleasure in presenting the 16th Annual Report along with the Audited Accounts of the Company for the year ended on 31st March, 2011.

		(Rs in Lacs)	
Financial Results		2010-2011	2009-2010
Net Sales		1715.94	1511.26
Service Income		13.31	-
Other Income		8.92	8.25
Total Income		1738.17	1519.51
Raw Material Consumed		1074.10	931.35
Increase in Stock of Finished Goods and Process Stock		(48.30)	48.54
Employee cost		59.21	40.63
Manufacturing Expenses		250.60	193.70
Other Expenditure		83.14	40.86
Depreciation & Amortization		30.47	25.20
Finance Charges		58.92	34.83
Profit before tax		230.03	204.38
Tax Expenses		83.21	68.81
Profit after tax		146.82	135.56
Profit brought forward		445.69	380.45
Total		592.51	516.01
Appropriation :			
Transfer to General Reserve		25.00	25.00
Proposed Dividend		38.73	38.73
Tax on proposed dividend		6.28	6.58
Balance Carried to Balance Sheet		522.49	445.70

Results of Operation

The Company has achieved 13.54 % growth in Net Sales which stood at Rs. 1715.94 Lacs as compared to last year's of Rs. 1511.26 Lacs. The Company has achieved Net Profit after Tax of Rs. 146.82 lacs as compared to last year's profit of Rs. 135.56 Lacs, which shows growth of 8.30% as compared to last year.

H.M. Doshi

Dividend

The Board of Directors is pleased to recommend for the approval of shareholders, a dividend @ 20% , Rs.2/- per equity shares of the face value of Rs.10/- each equity shares for the year 2010-2011.

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

Mr. Michael Homawalla, Director of the Company who retires by rotation at the ensuing Annual General meeting and being eligible, offers himself for re-appointment, in accordance with the provisions of the Articles of Association of the company.

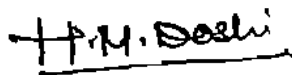
Fixed Deposits

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, 2011.
- 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, 2011 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 appointment. The Company has received a letter from them to the effect that their appointment, if made, would be within the prescribed limits under section 224(1-B) of the Companies Act, 1956. You are requested to appoint 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.

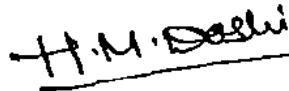
Acknowledgement

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: 8th April, 2011

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	2010-2011	2009-2010
Total Consumptions in Units	881595Units	651549Units
Total Cost	Rs.5,284,982/-	Rs.4129210/-
Cost per Unit	Rs.5.99/Units	Rs. 6.35/Unit

(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.

H.M. Desai



SECRETARIAL COMPLIANCE CERTIFICATE

Registration No. of the Company : 04 – 24841 (CIN- U31102GJ1995PLC024841)

Authorised Capital - 200.00 Lacs

To,

The Members

Transpares Limited

14/15, Ashwarnegh Industrial Estate,

Sarkhej Bavla Highway,

Changodar,

Ahmedabad – 382 210.

I have examined the Registers, records, books and papers of **Transpares Limited** as required to be maintained under the Companies Act, 1956, and rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year :

1. The Company has kept and maintained the registers as stated in **Annexure 'A'** to this certificate, as per the provisions and the rules made there under and all entries therein have been recorded.
2. The Company has filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Gujarat, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company being limited company, has paid-up capital of Rs. 193.68 Lacs as on 31st March, 2011.
4. The Board of Directors duly met 5 times on 21st April, 2010, 12th July, 2010, 15th October, 2010, 3rd November, 2010 and 18th January, 2011 and the proceedings were properly recorded and signed the Minutes book maintained for the purpose. The Company has not passed any Board resolution by circulation.
5. The Company has kept record date as of 26/04/2010 for payment of Dividend and complied with the provisions of the Act.



: 2 :

6. The Annual General Meeting for the financial year ended on 31st March, 2010 was held on 26th April, 2010 and the resolution passed thereat were duly recorded in the minutes book maintained for the purpose.
7. No extra-ordinary general meeting was held during the financial year.
8. The Company has not advanced any loans or given any guarantees or provided any securities to its directors or persons or firms or companies referred to under Section 295 of the Companies Act, 1956.
9. The Company has complied with the provisions of Section 297 of the Companies Act, 1956 in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained under section 301 of the Companies Act, 1956.
11. As there were no instances falling within the purview of Section 314 of the Companies Act, 1956, the Company was not required to obtain any approvals from the Board of Directors, members or Central Government, as the case may be.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company :
 - (i) has not made any allotment/ transfers/ transmission of securities during the financial year.
 - (ii) has declared dividend during the year and paid the same to shareholders directly, without depositing in a separate bank account.
 - (iii) has paid the dividend to all the members within a period of 30 days from the date of declaration and there is no unclaimed dividend.
 - (iv) has no unpaid dividend amount, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid and as are required to be transferred to Investor Education and Protection Fund;
 - (v) duly complied with the requirements of section 217 of the Companies Act, 1956.
14. The Board of Directors of the Company is duly constituted. There was no appointment of directors, additional directors, alternate directors and directors to fill casual vacancy during the financial year.



: 3 :

15. The Company has appointed Mr. Hitendra Doshi as Chairman & Managing Director of the Company, after complying necessary provisions under the Company's Act, 1956.
16. The Company has not appointed sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such other authorities as may be prescribed under the various provisions of the Companies Act, 1956, during the financial year.
18. The Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares/ debentures/ other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There were no redemption of preference shares/ debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits falling within the purview of Section 58A of the Companies Act, 1956, during the financial year.
24. The amount borrowed by the Company from Banks and others during the financial year ending 31st March, 2011, are within the borrowed limits of the Company.
25. The Company has not made Investment or loans or advances or given guarantee to other bodies corporate and consequently no entries have been made in the register kept for that purpose.
26. The Company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the object of the company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to name of the company during the year.

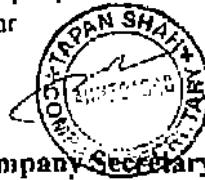


: 4 :

29. The Company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The Company has not carried out any alteration in its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company for alleged offences under the Act and also no fines and penalties or any other punishment imposed on the Company in such cases, during the financial year.
32. The Company has not received any money as security from its employees during the financial year.
33. The provisions of section 418 of the Company's Act. are not applicable to the Company, for the above stated financial year

Place : Ahmedabad

Signature :



Date : 8th April, 2011

Name of Company Secretary : TAPAN SHAH

C.P.No. : 2839

Annexure A

Name of the Company : Transpares Limited

Registration No. of the Company : 04 - 24841 (CIN- U31102GJ1995PLC024841)

Authorised Capital - 200.00 Lacs

Registers as maintained by the Company

1. Register of Members u/s 150 of the Companies Act,1956.
2. Register of Directors' shareholding u/s 307 of the Companies Act,1956.
3. Register of Directors' , Managing Director, Manager and Secretary u/s 303 of the Companies Act,1956.
4. Register of Contracts, Companies and Firms in which Directors of the Company are interested u/s 301(3) of the Companies Act,1956.
5. Register of Charge u/s 143 of the Companies Act,1956.
6. Register of Investment u/s 49 of the Companies Act,1956.
7. Minutes book of Board of Directors u/s 193(1) of the Companies Act,1956.
8. Minutes book of the proceeding of General Meeting u/s 193(1),196(1) of the Companies Act,1956.
9. Register of Attendance for Board/ General Meetings.

Place : Ahmedabad

Signature :



Date : 8th April, 2011

Name of Company Secretary : TAPAN SHAH

C.P.No. : 2839

Annexure B

Name of the Company : Transpares Limited

Registration No. of the Company : 04 - 24841 (CIN-U31102GJ1995PLC024841)

Authorised Capital - 200.00 Laes

Forms and Returns as filed by the Company with the Registrar of Companies, Gujarat, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2011

• With Registrar of Companies

Sl No.	Form No.	Relevant Section	Description	Date of Filing & SRN	Whether filed within prescribed time Yes No	If delay in filing, whether Requisite additional fees paid yes/no
1.	23	192	To Revise the Remuneration of Mr. Harendra Doshi, Chairman & MD of the Co. w.e.f. 01/04/2010, in BSM held on 21/4/2010.	19-05-2010 A85440881	Yes	NA
2.	23	192	To Revise the Remuneration term of Mr. Harendra Doshi, Chairman & MD of the Co. w. e. f. 01/04/2010, in AGM held on 16/04/2010.	19-05/2010 A85445963	Yes	NA
3.	66	383A(1)	Compliance Certificate for the financial year 2009-10.	22-05-2010 P47870753	Yes	NA
4.	23AC & 23ACA	220(1)	Balance sheet made up to 31/03/2010	26-05/2010 P47912851	Yes	NA
5.	23B	224(1A)	Consent to act as an Auditor for the F.Y. 2010-11.	31-05/2010 S02721850	Yes	NA
6.	20B	159(1)	Schedule V made up to 26/04/2010	11-06/2010 P48141733	Yes	NA

• With Regional Director, Central Government or other authorities

Not Applicable.

Place : Ahmedabad

Signature :



Date : 8th April, 2011

Name of Company Secretary : TAPAN SHAH

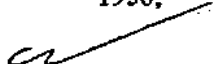
C. P. No. : 2839

C. C. Chokshi & Co.

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Chartered Accountants
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Off Ashram Road,
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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, 2011, the Profit and Loss Account 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 Profit and Loss Account 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 Profit and Loss Account 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;

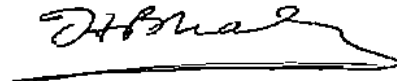


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- (e) in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity 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, 2011;
 - (ii) in the case of the Profit and Loss Account, 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, 2011 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2011 from being appointed as a director in terms of Section 274(1)(g) of the Companies Act, 1956.

For C. C.CHOKSHI & CO.
Chartered Accountants
(Registration No. 101876W)



Ahmedabad
Date : 8th April, 2011

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

C. C. Chokshi & Co.

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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.



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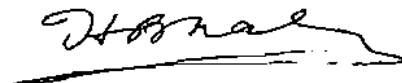
- (vi) In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:
- (a) The particulars of contracts or arrangements referred 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) The Company is not required to maintain Cost records under section 209(1)(d) of the Companies Act, 1956 and therefore clause (viii) relating to its maintenance is not applicable.
- (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, 2011 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, 2011 on account of disputes.
- CC*

C. C. Chokshi & Co.

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- (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, other than temporary deployment pending application.
- (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 C. C. CHOKSHI & CO.
Chartered Accountants
(Registration No. 101876W)



Ahmedabad
Date : 8th April, 2011

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

TRANSPARES LIMITED

Balance Sheet as at 31.03.2011

(Amount in Rs.)

Particulars	Sch.	31.03.2011	31.03.2010
SOURCE OF FUNDS			
Shareholders' funds			
(a) Share capital	1	1,93,68,000	1,93,68,000
(b) Reserves and surplus	2	5,72,72,763	4,70,92,827
		7,66,40,763	6,64,60,827
Loan Funds			
Secured Loans	3	4,74,53,413	4,43,89,687
Deferred tax liabilities (Net) (See note no. 9 of Schedule 20)		35,07,029	29,08,411
TOTAL		12,76,01,205	11,37,58,925
APPLICATION OF FUNDS			
Fixed Assets	4		
Gross Block		6,12,87,571	5,33,09,698
Less : Depreciation		1,15,22,712	90,37,287
		4,97,64,859	4,42,72,411
Capital work In-progress		2,75,41,336	2,83,31,329
		7,73,06,195	7,26,03,740
Investments	5	11,25,000	11,25,000
Current Assets, Loans & Advances			
Inventories	6	2,84,22,958	2,19,49,656
Trade Receivables	7	7,08,02,990	4,94,83,655
Cash and Bank Balances	8	50,83,260	48,67,330
Loans and Advances	9	33,80,485	25,17,088
		10,76,89,693	7,88,17,729
Less : Current Liabilities & Provisions	10	5,85,19,683	3,87,87,544
Net Current Assets		4,91,70,010	4,00,30,185
Miscellaneous Expenditure (To the extent not written off)			
TOTAL		12,76,01,205	11,37,58,925
Significant Accounting Policies	19		
Notes on Accounts	20		

Schedule 1 to 20 form part of this Balance Sheet

As per our attached report of even date:

For C. C. Chokshi & Co.

Chartered Accountants

H. P. Shah

Partner

For and on behalf of the Board

Hitendra M. Doshi

Chairman & M. D.

K. J. Manjekar

Director

Place : Ahmedabad

Date : 08.04.2011

Place : Ahmedabad

Date : 08.04.2011

TRANSPARES LIMITED

Profit and Loss Statement for the year ended 31.03.2011

(Amount in Rs.)

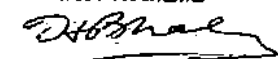
Particulars	Sch.		
Gross Sales		18,90,20,254	16,36,50,738
Less : Convat Duty recovered on sales		1,74,26,235	1,25,24,594
Net Sales		17,15,94,019	15,11,26,144
Service Income		13,30,637	
Other Income	11	8,92,562	8,24,856
Total Revenue (I + II)		17,38,17,218	15,19,51,000
Expenses:			
Raw Materials Consumed	12	10,74,10,765	9,31,35,872
(Increase)/Decrease in stock of Finished Goods, work-in-progress	13	(48,30,290)	48,54,011
Manufacturing Expenses	14	2,50,59,916	1,93,69,555
Payments to and Provision for Employees	15	59,21,147	40,63,050
Selling, Distribution, Administration & Other Exps.	16	83,14,125	40,86,410
Finance Charges	17	58,91,511	34,83,836
Depreciation		30,46,549	25,20,418
Total expenses		15,08,13,723	13,15,13,152
Profit Before Tax		2,30,03,495	2,04,37,848
Provision for Taxation	18	77,98,618	66,91,087
Short Provision of Taxation of Earlier Years		5,22,947	1,90,319
		83,21,565	68,81,406
Profit After Tax		1,46,81,930	1,35,56,442
Balance brought forward from Previous Years		4,45,69,552	3,91,95,028
Less: Capitalised by Issue of Bonus Shares			11,50,000
Profit (Loss) for the period (XI + XIV)		5,92,51,482	5,16,01,470
Appropriations			
Transferred to General Reserve		25,00,000	25,00,000
Proposed Dividend		38,73,600	38,73,600
Tax on Proposed Dividend		6,28,395	6,58,318
Balance Carried to Balance Sheet		5,22,49,487	4,45,69,552
		5,92,51,482	5,16,01,470
Basic & Diluted Earning Per Share (Rs.) (See note no. 8 of Schedule 21)		7.58	7.00
Significant Accounting Policies	19		
Notes on Accounts	20		

Schedule 1 to 20 form part of this Balance Sheet

As per our attached report of even date.

For C. C. Chokshi & Co.

Chartered Accountants



H.P. Shah
Partner

Place : Ahmedabad

Date : 08.04.2011

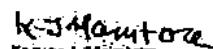
For and on behalf of the Board



H.M. Doshi
Chairman & M. D.

Place : Ahmedabad

Date : 08.04.2011


K.J. Mambora
Director

TRANSPARES LIMITED

Cash Flow Statement for the year ended on 31st March, 2011

(Amount in Rs.)

	For the Year ended 31st March 2011	For the Year ended on 31st March 2010
Cash Flow From Operating Activities		
Profit before tax	2,30,03,495	2,04,37,848
<u>Adjustments for:</u>		
Interest income	(2,08,121)	(2,43,027)
Dividend Income	(1,66,250)	(16,250)
Provision for Doubtful Debts No Longer Required	-	-
Loss on sale of Fixed Assets	2,29,139	-
Provision for Diminution in Value of Investment No Longer Required	-	(3,33,000)
Depreciation	30,46,549	25,20,418
Finance charges	58,91,511	34,83,836
Miscellaneous expenditure written off	-	35,500
	<u>87,92,828</u>	<u>54,47,477</u>
Operating Profit before Working capital changes	3,17,96,323	2,58,85,325
<u>Adjustment for :</u>		
Trade & other receivables	(2,21,82,731)	1,12,69,806
Inventories	(64,73,302)	(70,20,933)
Trade payables	<u>2,01,68,064</u>	<u>62,21,686</u>
	(84,87,969)	1,04,70,559
Cash generated from operations	2,33,08,354	3,63,55,884
Direct taxes paid	(81,28,949)	(73,27,300)
Net Cash From Operating Activities - (A)	<u>1,51,79,404</u>	<u>2,90,28,584</u>
Cash flow from Investing activities		
Purchase of fixed Assets	(96,52,056)	(1,98,01,250)
Sale of Fixed Assets	1,73,913	-
Dividend Received	1,66,250	16,250
Interest received	2,08,121	2,43,027
Net Cash Used In Investing Activities - (B)	<u>(91,03,771)</u>	<u>(1,95,41,973)</u>
Cash flow from financing activities		
Proceeds/Repayment from Borrowings	31,29,586	(8,99,522)
Proceeds from Equity share Capital	-	-
Government Grant Received (TUF Scheme)	15,00,000	-
Interest & Finance charges Paid	(59,57,371)	(34,81,839)
Dividend paid and Tax thereon	(45,31,918)	(37,76,599)
Net Cash Used In Financing Activities - (C)	<u>(58,59,703)</u>	<u>(81,57,960)</u>
Net Changes In Cash & Cash Equivalents (A+B+C)	2,15,930	13,28,651
Add: Cash & Cash Equivalents- Opening Balance	48,67,330	35,38,678
Cash & Cash Equivalents - Closing Balance	<u>50,83,260</u>	<u>48,67,330</u>

on

Notes

(Amount in Rs.)

	31st Mar 11	31st Mar 10
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1. Cash and cash equivalents Includes:

Cash on hand	27,534	34,537
<u>With Scheduled banks:</u>		
In Current Accounts	53,231	47,583
In Margin Money Accounts	50,02,495	47,85,210
Total	50,83,260	48,67,330

2. Cash and Cash Equivalent Include following amounts not available Immediate use :-


In Margin Money Accounts	50,02,495	47,85,210
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3. Interest paid is exclusive of and Purchase of Fixed Assets is inclusive of Interest Capitalised

4. The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.

5. The previous year's figures have been regrouped wherever necessary.

As per our attached report of even date.
For C. C. Chokshi & Co.
Chartered Accountants



H. P. Shah
Partner

Place : Ahmedabad
Date : 08.04.2011

For and on behalf of the Board



H. M. Doshi
Chairman & M. D.

Place : Ahmedabad
Date : 08.04.2011



K. J. Mantora
Director

Schedules Forming part of Balance Sheet

Schedule ' 1 '

Share Capital

Authorised

2,000,000 Equity Shares of Rs. 10/- each

2,00,00,000

2,00,00,000

Issued, Subscribed and 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

1,93,68,000

1,93,68,000

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.

Schedule ' 2 '

Reserve & Surplus

General Reserve

As per last balance sheet

25,23,275

74,81,275

Less: Capitalised by Issue of Bonus Shares

-

74,58,000

Add : Amount transferred from Profit and Loss Account

25,00,000

25,00,000

50,23,275

25,23,275

Surplus in Profit & Loss Account

5,22,49,488

4,45,69,552

Total

5,72,72,763

4,70,92,827

Schedule ' 3 '

Secured Loans

From Banks

Cash Credit Account (Note : 1)

3,35,69,290

2,20,46,704

Term Loan (Note : 2)

1,37,27,897

2,21,20,897

Interest Accrued and Due

1,56,226

2,22,086

Total

4,74,53,413

4,43,89,687

Notes:

1. 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.

2. 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.

3. Payable within 12 months out of the above loans is Rs. 7,800,000 (Previous Yr. Rs. 7,800,000)



Schedules forming part of Balance Sheet

SCHEDULE : 4 - Fixed Assets

(Amount in Rs.)

		GROSS VALUE				NET VALUE				NET BLOCK	
		Cost	Accumulated Depreciation	Less: Provision for Depreciation	Less: Provision for Depreciation	Cost	Accumulated Depreciation	Less: Provision for Depreciation	Less: Provision for Depreciation	As at 31st Mar. 10	As at 31st Mar. 10
1	Land	7,90,084	-	-	-	7,90,084	-	-	-	7,90,084	7,90,084
2	Factory Building	1,97,45,693	76,91,548	-	2,74,37,241	14,56,698	6,80,621	-	21,37,319	2,52,99,922	1,82,88,995
3	Office Building	21,73,341	-	-	21,73,341	1,41,319	35,425	-	1,76,744	19,96,597	20,32,022
4	Plant & Machinery	2,02,87,801	23,61,759	15,00,000	2,11,49,559	49,28,688	15,44,713	-	64,73,401	1,46,76,158	1,53,59,114
5	Electrifications	37,84,957	2,78,404	-	40,63,361	7,97,616	2,92,489	-	10,90,105	29,73,256	29,87,342
6	Furniture & Fixtures	16,90,428	28,589	-	17,19,017	3,79,533	96,321	-	4,75,854	12,43,163	13,10,895
7	Office Equipments	2,45,674	39,150	-	2,84,824	54,924	19,678	-	74,602	2,10,222	1,90,750
8	Computer & Accessories	5,58,576	42,600	-	6,01,176	3,84,196	22,285	-	4,06,481	1,94,695	1,74,380
9	Computer Software	38,597	-	-	38,597	16,963	13,930	-	30,893	7,704	21,634
10	Vehicles	39,94,546	-	9,64,175	30,30,371	8,77,350	3,41,087	5,61,123	6,57,313	23,73,058	31,17,196
	TOTAL	5,33,09,697	1,04,42,050	24,64,175	6,12,87,571	90,37,287	30,46,549	5,61,123	1,15,22,712	4,97,64,859	4,42,71,412
	Previous Year	3,25,44,900	2,07,64,796	-	5,33,09,696	65,16,869	25,20,418	-	90,37,287	4,42,72,411	2,60,28,031
	Capital Work In Progress									2,75,41,336	2,83,31,329

Notes:

- 1) Capital Work In Progress includes Rs.74,67,511/- on account of advance against Capital Expenditure (Previous Year Rs.64,13,726/-)
- 2) Capital Work In Progress includes Interest of Rs.8,38,912/- (Previous Year Rs.25,90,874/-).
- 3) Deduction from Plant & Machinery represents Government Subsidy received under TUFs Scheme (Technology Upgradation) Rs. 15,00,000/-.



Schedules Forming part of Balance Sheet

Schedule '5'

Investments

Unquoted - Non Trade

1) Long term Investments (At Cost)

In Equity shares (Fully paid up)

1,250 The Bhagyodaya Co-operative Bank Ltd.
of Rs.100/- each

1,25,000

1,25,000

1,25,000

1,25,000

2) Current Investments

100,000 SBI Blue Chip Fund of Rs.10/- each

10,00,000

10,00,000

Less : Provision for Diminution in Value of
Investment

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

11,37,000

12,29,000

Schedule '6'

Inventories

(Raw materials, Process stock and finished goods are
valued at lower of cost and net realisable value)

Stock-In-Trade

Raw Materials

1,93,10,212

1,76,67,200

(Including Goods In Transit Rs.6,14,384 (Previous
year: Rs.8,89,175))

Finished Goods

62,43,385

38,86,721

Process Stock

28,69,361

3,95,735

Total

2,84,22,958

2,19,49,656

Schedule '7'

Sundry Debtors

(Unsecured)

Exceeding Six months

Considered Good

28,53,751

15,77,417

Considered Doubtful

39,76,410

39,76,410

Others Debts

Considered Good

6,79,49,239

4,79,06,238

7,47,79,400

5,34,60,065

Less : Provision for Doubtful Debts

39,76,410

39,76,410

Total

7,08,02,990

4,94,83,655

Schedule '8'

Cash & Bank Balances

Cash

27,534

34,337

Balances with Scheduled Banks :

In Current Accounts

53,231

47,583

In Margin Money Accounts

50,02,495

47,85,210

Total

50,83,260

48,67,330



Schedules Forming part of Balance Sheet

Schedule '9'

Loans & Advances
(Unsecured, considered good)

Prepaid Expenses	1,63,107	2,32,494
Advances to suppliers	-	2,88,076
Loans and advances to staff	1,81,883	2,89,858
Deposits and balances with government and other authorities	23,80,062	9,64,480
Other deposits	6,24,861	6,24,861
Interest receivable	30,572	1,17,319
Total	33,80,485	25,17,088

Schedule '10'

Current Liabilities & Provisions

Current Liabilities

Sundry Creditors :

a) Micro & Small Enterprises
(to the extent identified with available information)

b) Others	5,00,46,154	3,11,46,192
	<u>5,00,46,154</u>	<u>3,11,46,192</u>

Other Liabilities	29,64,104	16,83,456
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Provisions

Proposed Dividend	38,73,600	38,73,600
Tax on proposed dividend	6,28,395	6,59,318
Provision for Gratuity	1,537	-
Provision for Leave encashment	3,66,922	2,79,415
Provision for taxation (Net of advance tax and TDS)	6,38,971	11,46,563

Total	5,85,19,683	3,87,87,544
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Note :

There is no amount due and outstanding as at balance sheet date to be credited to Investor Education and Protection Fund.



Schedules Forming part of Balance Sheet

Schedule ' 11 '

	For the year ended on 31st Mar 21	For the year ended on 31st Mar 20
Other Income		
Interest Received	2,08,121	2,43,027
Rent Received	36,000	36,000
Scrap Sales	2,85,440	1,09,775
Dividend Income	1,66,250	16,250
Other Income	1,96,751	86,804
Provision for Diminution in value of Investment no longer required	-	3,33,000
Total:	<u>8,92,562</u>	<u>8,24,856</u>

Schedule ' 12 '

Raw Materials Consumed		
Opening Stock	1,76,67,200	57,92,256
Add : Purchases (Net of Cenvat Credit)	10,90,53,777	10,50,10,816
Less : Closing Stock	1,93,10,212	1,76,67,200
Total:	<u>10,74,10,765</u>	<u>9,31,35,872</u>

Schedule ' 13 '

(Increase)/Decrease in stock of Finished Goods and Process stock		
Closing Stocks		
Finished Goods	62,43,385	38,86,721
Process Stock	28,69,361	3,95,735
	<u>91,12,746</u>	<u>42,82,456</u>
Less : Opening Stocks		
Finished Goods	38,86,721	77,28,768
Process Stock	3,95,735	14,07,699
	<u>42,82,456</u>	<u>91,36,467</u>
Total:	<u>(48,30,290)</u>	<u>48,54,011</u>

Schedule ' 14 '

Manufacturing Expenses		
Power & Fuel	52,87,837	41,29,258
Job Work Charges & Other Manufacturing Expenses	1,57,87,330	1,24,80,757
Repairs		
Plant and Machinery	19,77,154	14,89,871
Factory Building	2,300	52,736
	<u>13,79,454</u>	<u>15,42,607</u>
Workers Wages	23,80,534	14,39,115
Testing Charges	4,692	3,238
Cenvat Duty provided on stock	2,20,069	(2,25,420)
Total:	<u>2,50,59,916</u>	<u>1,93,69,555</u>



Schedules Forming part of the Profit and Loss account

Schedule ' 15 '	For the year ended on 31st March 19	For the year ended on 31st March 18
Payments to and Provisions for Employees		
Salaries, Bonus, Gratuity, etc.	55,07,269	37,69,843
Contribution to Provident and other funds	3,71,570	2,92,861
Employee welfare expenses	42,308	1,346
Total:	59,21,147	40,63,050

Schedule ' 16 '	For the year ended on 31st March 19	For the year ended on 31st March 18
Selling, Distribution, Administrative and Other Expenses		
Rates and taxes	2,400	9,400
Repairs: Others	39,175	2,623
Advertisement Exps.	5,500	-
Insurance	9,04,382	1,53,348
Selling Expenses	37,20,394	14,45,048
Stationary, Printing, Postage and Telephone Expenses	1,98,156	1,65,432
Travelling Expenses & Conveyance	6,07,757	5,59,544
Bank charges	94,672	1,03,489
Legal & Professional Charges	7,94,658	6,13,068
Audit Fees	1,00,000	1,00,000
Sales Commission	10,14,311	-
Membership & Subscription Fees	17,800	32,530
Security service charges	3,79,538	3,44,310
After sales services	84,605	17,655
General charges	6,15,154	3,54,348
Centat Duty Expense	1,04,346	1,49,615
Sales Tax Expenses	2,138	500
Profit/Loss on sale of Fixed Assets	2,29,139	-
Preliminary Expense	-	35,500
Total:	83,14,125	40,86,410

Schedule ' 17 '	For the year ended on 31st March 19	For the year ended on 31st March 18
Finance Charges		
Interest on fixed loans from Banks	33,97,792	26,18,482
Interest - Others	17,41,534	7,72,455
Bill discounting charges	7,52,185	92,899
Total:	58,91,511	34,83,836

Schedule ' 18 '	For the year ended on 31st March 19	For the year ended on 31st March 18
Provision for Taxation		
Current Tax (Including Wealth Tax)	72,00,000	56,42,073
Deferred Tax	5,98,618	10,49,014
Total:	77,98,618	66,91,087



SCHEDULE 19

SIGNIFICANT ACCOUNTING POLICIES

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.



SCHEDULE 20: NOTES FORMING PART OF ACCOUNTS

1. Contingent liabilities in respect of:

	As at 31st Mar 2011	As at 31st Mar 2010
a) Disputed demand of Income Tax department (Net of advance paid)	NIL	NIL
b) Letters of Credit discounted with Banks	NIL	NIL

2. Estimated amount of contracts remaining to be executed on capital account (net of capital advances) and not provided for Rs. 40.32 Lacs [Previous year Rs. 50.86 Lacs].

3. The stock of Raw materials amounting to Rs. 801,171 (Previous Year Rs. 384,500) was with the job workers for further processing at the close of the year. Out of that confirmations have been received for Rs. 801,171 (Previous Year Rs. 384,500).

4. Cenvat duty shown as a deduction from the Gross Sales and Service Income represents the amount of cenvat duty collected on sales & service income. Cenvat duty expensed represents the difference between excise duty element in the amounts of closing stocks & opening stocks and excise duty paid which is not recoverable from sales.

5. Profit and Loss includes:

1. Managerial remuneration:

	For the year ended 31st Mar 2011	For the year ended 31st Mar 2010
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i) Managing Director's Remuneration (One)

Salary	900,000	600,000
House Rent Allowance	180,000	120,000
Contribution to provident fund	108,000	72,000
Other Allowance	612,000	408,000
Commission	0	0
Perquisites	499,981	494,728
Total	2,299,981	1,694,728

Note: Provision for leave encashment and gratuity benefits which is based on actuarial valuation done on an overall Company basis is excluded from the above.

2. Auditors Remuneration:

	For the year ended 31st Mar 2011	For the year ended 31st Mar 2010
Audit Fees	100000	100000
Tax Audit Fees	25000	25000
	125000	125000

Payments made to firms in which some of the partners of audit firm are of partners is Nil (Previous Year Rs. Nil)



6. Tax assessment of the company under Income Tax Act 1961, has been completed up to Financial Year 2007-08 and the sales tax assessment up to Financial Year 2006-07.

7. Employee Benefits

Defined Benefit Plans:

	2007-08	2006-07	2005-06	2004-05
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i. Expenses recognized in Profit & Loss Account for the year

Current service cost	94508	75723	54605	-
Interest Cost	27271	29437	23750	-
Expected return on plan assets	(34696)	(25567)	-	-
Adjustment	-	-	-	-
Net actuarial losses (gains)	64,056	(131,407)	1,26,047	(58,428)
Total Expenses	1,51,140	(51,814)	2,04,402	(58,428)

ii Reconciliation of Opening and Closing balances of changes in present value of the Defined Benefit Obligation

Opening defined benefit obligation	330,563	356,810	2,79,415	337,843
Service cost	94,508	75,723	54,605	-
Interest cost	27,271	29,437	23,750	-
Actuarial losses (gains)	60,084	(131,407)	1,26,047	(58,428)
Losses (gains) on curtailments	-	-	-	-
Liabilities extinguished on settlements	-	-	-	-
Benefits paid	(89,055)	-	(116,895)	-

Closing defined benefit obligation 423,371 330,563 366,922 279,415

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

Opening fair value of plan assets	431,011	196,144	-	-
Adjustment	-	-	-	-
Expected return on plan assets	34,696	25,567	-	-
Actuarial gains and (losses)	(3,972)	-	-	-
Assets distributed on settlements	-	-	-	-
Contributions by employer	-	209,300	-	-
Benefits paid	(39,900)	-	-	-
Closing balance of fair value of plan assets	4,21,835	431,011	-	-

iv Net Liability recognized in the Balance Sheet

Defined Benefit Obligation	423,371	330,563	366,922	279,415
Fair Value of plan assets	421,835	431,011	-	-
Present Value of unfunded obligation recognized as liability	1536	(100,448)	366,922	279,415



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

	2009-2010	2008-2009	2007-2008
Gratuity			
Defined Benefit Obligation	330563	356810	301156
Fair value of plan assets	431011	196144	-
Present Value of unfunded obligation recognized as liability	(100448)	160666	301156
Leave Encashment			
Defined Benefit Obligation	279415	337843	262815
Fair value of plan assets	-	-	-
Present Value of unfunded obligation recognized as liability	279415	337843	262815

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%
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vii Actuarial Assumptions

As at 31st Mar 2011

Discount Rate	8.25 %
Expected rate of return on plan assets	8.50% Based on LIC Structure of interest rates on gratuity funds
Expected rate of salary increase	6.5 %
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. 362,842 (Previous Year Rs. 292,861) recognised as an expense and included in the Schedule 15 of Profit and Loss Account under the head "Contribution to Provident and other funds".

8. Earning Per Share:



Net Profit for the period (Rs. In Lacs)	(a)	14,681,929	13,556,442
Weighted Average number of equity shares	(b)	1,936,800	1,936,800
EPS (Basic & Diluted)	(a) / (b)	7.58	7.00
Nominal value of Equity Shares		10	10



9. Components of Deferred Tax Liability are as under:

	31st Mar 11	31st Mar 10
(A) Deferred Tax Liability:		
Difference between book and tax depreciation	4,916,722	4,354,966
(B) Deferred Tax Assets		
Disallowance under Income Tax, 1961	1,409,692	1,446,555
Net Deferred Tax Liability (A)-(B)	3,507,029	2,908,411

10. 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.

11. 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
4	Enterprise over which Key Managerial	Transpower

(b) Details of transactions with related parties:

(Amount in Rs.)

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(A) Volume of Transactions

1) Service Rendered

Holding Company		
Transformers & Rectifiers (India) Limited	13,17,168	36000



1) Service Availled

Holding Company		
Transformers & Rectifiers (India) Limited	2,56,500	-

2) Purchase of Goods

Holding Company		
Transformers & Rectifiers (India) Limited	2,12,209	3,37,651
Fellow Subsidiary Company		
Transweld Mechanical Engineering Works Limited	34,590	68,186

3) Purchase of Capital Goods

Fellow Subsidiary Company		
Transweld Mechanical Engineering Works Limited	2,30,733	3,20,631

4) Sale of Goods

Holding Company		
Transformers & Rectifiers (India) Limited	136,187,502	121,644,541
Fellow Subsidiary Company		
Transweld Mechanical Engineering Works Limited	9,663	-

5) Managerial Remuneration

Key Management Personnel		
Mr. Hitendra M. Doshi	2,299,981	1,694,728

6) Dividend Paid

Holding Company		
Transformers & Rectifiers (India) Limited	1,975,536	1,646,280
Key Management Personnel		
Mr. Hitendra M. Doshi	1,896,264	1,580,220

6) Bonus shares issued

Holding Company		
Transformers & Rectifiers (India) Limited	-	4,390,080
Key Management Personnel		
Mr. Hitendra M. Doshi	-	4,213,920

(B) Balance at the end of the period

1) Due from

Holding Company		
Transformers & Rectifiers (India) Limited	46,914,281	41,159,764



12. Information pursuant to the provisions of paragraphs 3,4C & 4D of Part II of Schedule VI to the Companies Act, 1956

a) Particulars of Capacity: (As certified by management)

Particulars	2010-11	2009-10
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Licensed Capacity	TON	N.A.	N.A.
Installed Capacity	TON	1500	1500

(b) Details of Products Manufactured, Turnover, Opening Stock and Closing Stock and Purchase and Sales of traded Items:

Particulars	2010-11	2009-10
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1) Electric Transformer Radiators

2010-11	260	3,312,062	8377	8383	171,613,706	254	5584593
2009-10	459	7,728,768	5096	5295	151,125,668	260	3312062

(c) Particulars of Raw Material consumed:

Particulars	2010-11	2009-10
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CRCA	Kgs	2075942	78,461,634	1856162	61,201,126
Paint	Ltrs	126565	21,220,681	125701	22,611,465
Others	-		10,228,883		9,323,281
Total			109,911,198		93,135,872

d) Value of Imported and Indigenous Raw Materials and tools and percentage thereof to the total consumption

(Rupees in Lacs)

Particulars	2010-11	2009-10
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Raw Materials	Imported	4,693,686	4%	NIL	0%
	Indigenous	105,217,512	96%	93,135,872	100%
Total		109,911,198		93,135,872	



2. Balance Sheet Abstract and Company's General Business Profile as Per Schedule VI of The Companies Act, 1956.

1. REGISTRATION DETAILS :

Registration No.(CIN) : U31102GJ1995PLC024841
Balance Sheet Date : 31.03.2011

State Code No. : 04

2. CAPITAL RAISED DURING THE YEAR :

Public Issue : Nil
Right Issue : Nil
Preferential Allotment : Nil

Bonus Issue : Nil
Private Placement : Nil

3. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS :

Total Liabilities : Rs. 127,601,205

Total Assets : Rs. 127,601,205

SOURCES OF FUNDS:

Paid up Capital : Rs. 19,368,000
Secured Loans : Rs. 47,453,413

Reserve & Surplus : Rs. 57,272,763
Unsecured Loans : Rs. Nil
Deferred Tax Liability : Rs. 3,507,029

APPLICATION OF FUNDS:

Net Fixed Assets : Rs. 77,306,195
Net Current Assets : Rs. 49,170,010

Investment : Rs. 1,125,000
Misc. Expenditure : Rs. Nil

4. PERFORMANCE OF COMPANY:

Total Income : Rs. 173,817,218
Profit Before Tax : Rs. 23,003,495
Earning per share : Rs. 7.58

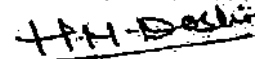
Total Expenditure : Rs. 150,813,723
Profit After Tax : Rs. 14,681,930
Dividend Rate : 20%

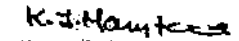
5. GENERIC NAME OF PRINCIPAL PRODUCT OF THE COMPANY:

Item Code No. 8504

Product Description : - Press Steel Radiators

For and on behalf of the Board of Directors


Hitendra M. Doshi
Chairman & M. D.


Karunaben J. Mamora
Director

Place : Ahmedabad
Date : 8th April, 2011