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IMP POWERS LTD

ISO 9001:2008 ISO 14001:2004 COMPANY

Stepping up !



**51st Annual Report
2012 - 2013**

BOARD OF DIRECTORS

Shri Ramniwas R Dhoot	Chairman
Shri Ajay R Dhoot	Managing Director
Shri Aaditya R Dhoot	Jt Managing Director
Shri R. T. RajGuroo	Director
Shri Jayant N. Godbole	Director
Shri Siby Antony	Director
Shri Prashant J. Pandit	Director
Shri Prakash Bagla	Director
Shri Rajendra Mimani	Director-Marketing

BANKERS

State Bank of Hyderabad
State Bank of India
Bank of India
The Karnataka Bank Ltd
IDBI Bank Ltd
Axis Bank Ltd

AUDITORS

Batliboi & Purohit
National Insurance Building, 204,
Dadabhoy Naoroji Road, Fort, Mumbai – 400 001

REGISTERED OFFICE & FACTORY

Survey No. 263/3/2/2, Sayli Village
Umarkoin Road, Silvassa (U.T. D&NH) -396230
Tel. No.: 0260 - 653 8571
Fax : 0260 - 268 1043 • Email : silvasaworks@imp-powers.com

CORPORATE OFFICE

35/C, Popular Press Building
2nd Floor, Pt. M M Malviya Road,
Tardeo, Mumbai – 400034
Tel. No.: 9122 2353 9180-85
Fax : 91 22 2353 9186-87 • Email : info@imp-powers.com

Registrar & Transfer Agents

Link Intime India (Private) Limited
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup, Mumbai -400078
Tel: 022-25963838; Fax: 25946969

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51st Annual General Meeting

Monday, 30th September, 2013 at 3.00 p.m. at the Registered office of the Company at
263/3/2/2, Sayli Village, Umerkoin Road, Silvassa 396230, Dadra & Nagar Haveli (U. T.)

Members are requested to bring their copy of the Annual Report to the Annual General Meeting

IMP POWERS LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 51ST ANNUAL GENERAL MEETING OF THE MEMBERS OF IMP POWERS LIMITED WILL BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2013 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO.263/3/2/2, VILLAGE SAYALI, UMERKOI ROAD, SILVASSA 396230, DADRA & NAGAR HAVELI (U.T.) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS :

- 1 To receive, consider and adopt the Directors' Report, the Audited Accounts including the Statement of Profit and Loss for the year ended 31st March, 2013 (Nine Months), the Balance Sheet as on that date and the Auditors' Report thereon.
- 2 To declare Dividend on Ordinary (Equity) Shares.
- 3 To appoint a Director in place of Shri R.T. Raj Guroo who retires by rotation and being eligible offers himself for re-appointment.
- 4 To appoint a Director in place of Shri Prashant Pandit who retires by rotation and being eligible offers himself for re-appointment.
- 5 To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY INSTRUMENT TO BE IN ORDER MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2) Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the Meeting alongwith the copy of the Annual Report to the Meeting.
- 3) Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
- 4) The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participants in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agents (RTA), M/s. Link Intime India Private Limited

Book Closure & Dividend

- 5) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 18th September, 2013 to Wednesday, 25th September, 2013 (both days inclusive) for the purpose of payment of Dividend if any.
- 6) The Dividend, if declared at the Annual General Meeting, will be paid on OR before 30th day from the date of this Meeting to those persons or their mandates:
 - i) whose names appear as Beneficial Owners on the date of the Meeting in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - ii) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Registrar and Share Transfer Agent on the date of the Meeting.

7) Nomination facility:

- a) Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar & Share Transfer Agent.
- b) Members holding shares in electronic form may obtain the Nomination Forms from their respective Depository Participants.

8) National Electronic Clearing Services (NECS):

To enable direct credit of the dividend amount into the Bank Account as per the Securities and Exchange Board of India circular dated 21st March, 2013, the Members are requested to update with their Depository Participant, the Bank Account details (including 9 digit MICR Code and 11 digit IFSC Code), in case the holding is in dematerialised mode. In case the shares are held in physical mode, the said details may be communicated to the Registrar and Transfer Agents, by quoting the Reference Folio No., and attaching a photocopy of the cheque leaf of the Bank Account and a self attested copy of the PAN card.

Alternatively, Members may provide details of their bank account quoting their folio numbers to the Company's Registrar and Transfer Agents to enable them to print such details on the dividend warrants.

- 9) In respect of the matters pertaining to bank details, mandates, nomination, power of attorney, change in name/address, e-mail address etc. the members are requested to approach:
- The Company's Registrar & Share Transfer Agent, in case of shares held in physical form and
 - The respective Depository Participants, in case of shares held in electronic form.
- 10) In all correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their folio numbers or DP ID and Client ID in respect of Shareholding in physical or electronic form respectively.
- 11) A Member desirous of getting any information in respect of the contents of the Annual Report is requested to forward the queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
- 12) Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited, for assistance in this regard.
- 13) Members are also requested that, those who have not so far claimed the dividends declared for any subsequent financial year(s) thereafter are requested to make claim with the Company immediately as no claim shall lie against the fund of the company in respect of individual amounts once credited to the Investor Education and Protection Fund set up by the Central Government. As pursuant to the provisions of the Companies Act, 1956, the dividend remaining unclaimed/unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund set up by the Central Government.

By Order of the Board

Regd.Off. :

Survey No.263/3/2/2
Umerkoi Road, Village Sayali
Silvassa, 396230
Dadra & Nagar Haveli (U.T.)

Ramniwas R Dhoot
Chairman

Place : Mumbai

Date : 12th August, 2013

Green Initiative

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the company and has issued circulars allowing service of notices/documents including Annual Report by e-mail to its Members. To support this green initiative of the government in full measure, Members who have not registered their e-mail addresses so far, are requested to register the same in respect of electronic holdings with the depository through their depository participants. Members who are holding shares in physical form are requested to get their e-mail addresses registered with our Registrar and Share Transfer Agent.

Even after registering, the e-mail addresses, the shareholders of the Company are entitled to receive notices/documents in physical form, upon request.

IMP POWERS LIMITED

DIRECTOR'S REPORT

To,

The Members Of
IMP POWERS LIMITED

Your Directors are pleased to present their 51st Annual Report on the business and operations of your Company together with the Audited Accounts for the Financial Year ended 31st March, 2013 (Nine Months).

FINANCIAL RESULTS:

The financial and operating highlights for the year under review, of the Company and that of the previous financial year, are given below:

(in lakhs)

PARTICULAR	*MARCH 31, 2013 (9 Months)	JUNE 30,2012 (12 Months)
Gross Turnover	22690.05	30717.84
Turnover Net of Excise Duty	20509.99	28224.27
Other Income	27.79	9.01
Total Revenue from Operations	20537.78	28233.28
Profit before finance cost, depreciation and taxes	2004.05	3367.32
Less : Depreciation	332.70	426.44
Less: Finance Costs	1330.47	1922.30
Profit before tax	340.88	1018.58
Less : current tax	139.33	205.78
Less : deferred tax	(26.61)	92.83
Profit after tax	228.16	719.97
Add: Profit brought forward from Previous Year	2024.97	1647.68
Profit Available for Appropriation	2253.13	2367.65
Appropriation		
Proposed Dividend (Equity)	40.68	122.05
Proposed Dividend (Preference)	7.36	9.80
Tax on Dividend	6.60	19.80
Transfer to 4% Preference Share Capital Redemption Reserve	18.38	24.50
Transfer to 1% Preference Share Capital Redemption Reserve	110.87	110.87
Transfer to Bond Redemption Reserve	41.74	55.66
Surplus Carried to Balance Sheet	2027.50	2024.97
Earning Per Share		
Basic	2.71	8.73
Diluted	2.71	8.73

***Note:** Your Company has changed its Financial Year, to April to March from July to June vide its Board Resolution No. 5(c) dated 14th May, 2012, accordingly the current Financial Year 2012-13 was for Nine Months i.e. from 1st July, 2012 to 31st March, 2013. Hence, the data as mentioned above for the Financial Year ended 31st March, 2013 (Nine Months) are not comparable with the previous year's figures.

DIVIDEND:

Your Directors' recommended a Dividend of Re.0.5/- (i.e. @5%) per Equity Share on 8136563 Equity Shares of Rs.10/- each for the Financial Year ended 31st March, 2013 (Nine Months) from the current Year's Profit.

YEAR IN RETROSPECT:

Your Company has sustained its growth level and its performance was encouraging when viewed against the backdrop of the extremely challenging business context in which it was achieved, namely, the continued economic slowdown, weakening of rupee against the dollar leading to costlier imports, intense competition in the domestic segment, delay in getting clearance and completion of projects, government's inability to meet the targeted power generation plans.

Your Company manufactured 5759 MVA in nine months period of the year under review and achieved a total income of Rs 205.38 crores. Despite the higher production compared to last year, the revenue was not in line with increase in production due to low realization per MVA. Profit after Tax (PAT) stood at Rs. 2.28 crores, due to stiff competition on account of over capacity in transformer industry in Indian Market.

The consolidated sales of the year under review was Rs. 207.49 crores and PAT was Rs. 2.52 crores.

As on 31st May 2013, your Company had an order book position of Rs 300 crores. The table below indicates the division of orders amongst different class of transformers:

Transformer Class	Order Book (INR crores)	%
Upto 33 KV	0.85	0.34
>33 KV & <72 KV	6.31	2.50
>66 KV & <132 KV	8.62	3.41
>132 KV & <220 KV	236.78	93.75
Total Transformer orders	252.56	
Hydro projects	47.00	
Total Order Book	299.56	

Your Company has maintained its Leadership position in the 132 & 220 KV segment and it is amongst the top 7 manufacturers in two segments.

Your Company has set up state-of-the-art manufacturing facility to manufacture transformers upto 400 KV class and has entered into the elite league of manufacturers of 400 KV transformers in the country.

Your Company has started a separate repair division segment during the year, whereby it renders repairing facilities for high class of transformers. Considering the wide segment of customer base, repair division has huge potential as it successfully executed orders from Haryana and Punjab electricity utilities.

Finance and Rating:

Credit rating agency, CARE, in their recent evaluation, has reaffirmed their rating of CARE "BBB+" for long term credit rating and CARE "A2" for short term credit rating. Reaffirmation of rating from CARE is an acknowledgement towards the consistent performance of your Company, in spite of the prevailing difficult market conditions.

Achievements:

During the Year under review, IMP has successfully manufactured and dispatched 315 MVA, 400/220 KV Class Transformer to MSETCL from its state-of-the-art manufacturing plant at Silvassa.

IMP's in-house testing facility is accredited by NABL i.e. National Accredited Board for Testing and Calibration Laboratories which is an autonomous body under the aegis of Department of Science & Technology, Government of India. This is the highest accreditation for testing in the country."

Your Company has secured single largest prestigious order worth Rs. 101 Crores from RRVPNL.

Your Company was the first transformer manufacturing Company in India to obtain ISO 9001:2008 certification and is also ISO 14001:2004 certified.

Future Growth Prospects:

As per the XII five year plans, 85,000 MW capacity addition in power generation is planned by the end of the year 2017. Consequently huge requirement in the power transformation capacity would be required coupled with significant replacement demand of existing transformers as good population of the existing transformers has completed 20-25 years in field. Your

IMP POWERS LIMITED

Company is well poised to clinch the opportunity with high production capacity and state-of-the-art manufacturing plant to produce upto 400 kV class transformers. The Company has made a paradigm shift of focus to SEB's, from EPC and is now an approved vendor with all SEBs, thereby actively bidding for major tenders and relying on its established credentials to win tenders.

In a bid to meet the high export demand, wherein the exports for Electrical Equipments are less than 1% of the global trade for Electrical Equipment, your Company's major thrust is on exports by increasing its market presence across in countries like Africa and the Middle East, tying up with several International EPC players by designing and manufacturing quality products, improving productivity, maintaining costs and meeting global standards through efficient performance.

Your Company's relentless focus on quality, innovation and differentiation backed by deep consumer insights, world-class R&D and an efficient and responsive marketing chain will further strengthen its leadership position in the Indian and International transformer industry.

Subsidiary Company:

IMP Energy Ltd (IEL), a Subsidiary Company of IMP Powers Limited, incorporated on 3rd February 2012, is acting as a Project Management Consultancy (P.M.C.) with a clear vision of providing excellence and perfection to explore emerging opportunities in mini and small Hydro Power Projects up to 25 MW.

Primary focus of IEL has been Kargil, Leh Ladak in the region of J & K which after extensive research shows a completely untapped potential. It also operates in the niche area of renewable energy sector and has a great future ahead as India moves on from the traditional power sources available.

Your Directors have pleasure to announce that, in a year IEL has an existing unexecuted order book of Rs. 71 Crores as on date from Ladakh Renewable Energy Development Agency (LREDA) and Kargil Renewable Energy Development Agency (KREDA)

Investment in IMP Energy Limited, (IEL) a subsidiary of the Company:

Your Company further invested in IEL, the Subsidiary of the Company by way of subscribing to 6,09,235 Equity Shares of Rs. 10 each, aggregating 60.92% in the Equity Share Capital of the IEL. Now, currently your Company holds 6,41,300 Equity Shares of Rs. 10 each, aggregating to 64.13% in the Share Capital of the IEL.

Exemption under Section 212(8) of the Companies Act, 1956:

As per the general exemption granted under Section 212(8) of the Companies Act, 1956 by the Government of India, Ministry of Corporate Affairs, New Delhi vide its General Circular No.2/2011, dated 8th February, 2011, the audited annual accounts and other documents of the Subsidiary as specified under Section 212 of the Act are not attached to the Annual report of your Company. Members desiring to have a copy of audited Annual Accounts and the related detailed information of IEL, subsidiary of the Company, may write to the Company Secretary at the Corporate Office of the Company and they will be provided with the same upon such a request. Annual Accounts of the subsidiary company will also be kept for inspection of the Members at the Corporate Office of Your Company in the working days of the Company between 2.00 p.m. to 4.00 pm.

A statement pursuant to Section 212 of the Companies Act, 1956, in respect of the Subsidiary Company is annexed herewith and forms part of this Annual Report.

As required under the Listing Agreement with the Bombay Stock Exchange Limited, (BSE) and National Stock Exchange of India Limited (NSE) and in accordance with the requirements of Accounting Standards AS-21, issued by the Institute of Chartered Accountants of India, the Consolidated Accounts of the Company and its subsidiary are annexed to this Annual Report.

CHANGE IN FINANCIAL YEAR OF YOUR COMPANY:

Your Company has changed its Financial Year, to April to March from July to June vide its Board Resolution No. 5(c) dated 14th May, 2012, and hence the current Financial Year 2012-2013 was for Nine Months i.e. from 1st July 2012 to 31st March 2013. The data mentioned in this Report is for the said period of Nine Months.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, a detailed review by the Management on operation, performance and future outlook of the company and its business, is presented in a separate section viz: Management Discussion and Analysis forming part of this Annual Report.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the Articles of Associations of the Company,

Mr. R. T. RajGuroo and Mr. Prashant Pandit, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- That in the preparation of the Accounts for the Financial Year ended 31st March, 2013 (Nine Months) the applicable accounting standards had been followed along with proper explanation relating to material departures;
- They have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2013 (Nine Months) and of the profit of the company for that period;
- They have taken proper and sufficient care to maintain adequate accounting records in accordance with the provisions of the Companies Act, 1956 to safeguard the assets of the Company and to prevent and detect fraud and other irregularities; and
- The Accounts have been prepared on a going concern basis.

AUDITORS:

M/s. Batliboi & Purohit, Chartered Accountants, who are the Statutory Auditors of the Company, hold office till the conclusion of ensuing Annual General Meeting and are eligible for re-appointment. The Auditors have, under Section 224 (1B) and Section 226 of the Companies Act, 1956 furnished a certificate of their eligibility for the appointment. The Members are therefore requested to appoint M/s. Batliboi & Purohit, Chartered Accountants, as the Statutory Auditors of the Company for the Financial Year 2013-14 and to fix their remuneration.

AUDITORS' REPORT:

The observations in the Auditors' Report read with the Notes to accounts are self-explanatory and do not call for any comments.

COST AUDITORS:

The Company has appointed M/s. V.J. Talati & Co., as the Cost Auditors to conduct the audit of cost accounting records maintained by the Company for the Financial Year 2013-2014, subject to the approval of the Central Government. The Cost Audit Report for the Year ended 31st March, 2013 will be filed on or before the due date.

CORPORATE GOVERNANCE:

Your Company reaffirms its commitment to the Corporate Governance and is fully compliant with the conditions stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges. A separate section on compliance with the conditions of Corporate Governance and a certificate from Statutory Auditors of the Company in this regards is annexed hereto and forms part of the Corporate Governance Report.

CODE OF CONDUCT COMPLIANCE:

As per Clause 49 of the Listing Agreement with the Stock Exchanges, the declaration signed by the Managing Director regarding Code of Conduct Compliance for the financial year ended 31st March, 2013 (Nine Months) is annexed and forms part of the Corporate Governance Report.

FIXED DEPOSIT:

Your Company has not accepted any fixed deposit from the public during the year ended 31st March, 2013 (Nine Months).

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Your Company has adequate internal control procedures commensurate with its size and nature of business, in order to ensure that all the transactions are duly authorised, recorded and reported correctly.

Internal audit is looked after by independent firm of Chartered Accountants, M/s Sharp & Tannan Associates who audit the adequacy and effectiveness of internal controls laid down by the management and suggest improvements. Summarized Internal Audit observation/ reports are reviewed by the Audit Committee on a regular basis. The Audit Committee of the Board of Directors periodically reviews the audit plans, internal audit reports and adequacy of internal controls and risks management.

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INSURANCE:

The properties, and all insurable assets of your Company are adequately insured.

HUMAN RESOURCES:

Your Company continues to place significant importance on its Human Resources, enjoys cordial relations at all levels and recognizes that personnel are its principal assets. The Company also believes that its growth is always dependent upon its ability to attract and retain good quality personnel. A full-fledged Human Resources Department has been set up which is entrusted with the responsibility of recruiting new talent from the market, retaining and developing skills of the employees of the Company by conducting various trainings in its in house training centre at the Silvassa Factory.

Your Company's Industrial relations at all divisions continued to be harmonious during the year.

PARTICULARS OF EMPLOYEES:

The Company has not employed any employee drawing remuneration in excess of the limits prescribed, under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended vide Companies (Particulars of Employees) Amendment Rules, 2011 during the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

A) Conservation Of Energy:

Steps taken for conservation:

1. A new 200 ton state of art energy efficient overhead crane with squirrel cage motor & AC drive was ordered during the year 2012-13. Power consumption in this crane will be about 50% of conventional crane with slip ring motor without AC drive. The crane is under erection at plant & will become operational in August, 2013.
2. Energy efficient rotary vacuum pumps of Shinko Seiki, Japan & Oerlikon Leybold, Germany (total 2 nos) were installed during the year as a replacement to old pumps in our process plants, thereby reducing power consumption.
4. Cooling tower of 100 ton capacity was ordered in the year. This will reduce temperature of cooling water to our plant & machinery, thereby reducing power consumption due to increase in efficiency.
5. Reduction in wastage of energy by optimum use of plant & machinery, air conditioners and lighting in workshops/offices.
6. With the help of various measures undertaken by your Company, there is a reduction in consumption of energy per unit of physical production of transformers.

B) Details of Foreign Exchange Income and Outgo Are As Below:

PARTICULAR	(In Lacs)	
	2012-13 (Nine Months)	2011-2012
Foreign exchange earnings	7.45	3977.15
Foreign exchange expenditure	6.38	18.37

ACKNOWLEDGEMENT:

The Board of Directors takes this opportunity to thank all, investors/ shareholders, consumers, dealers, distributors, clients, vendors for their continued support. The Board is also thankful to the bankers for extending timely assistance in meeting the financial requirement of the Company. It would further like to place on record the co-operation and assistance provided by Government Departments, Stock Exchanges and other regulatory authorities. Your Directors wish to place on record their appreciation for the contribution made by employees at all levels to the continued growth and prosperity of your Company.

For and on Behalf of Board of Directors

Ramniwas R Dhoot
Chairman

Place : Mumbai

Date : 12th August, 2013

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC OVERVIEW:

Global economic scenario remained turbulent in the year under review. The uncertainties continued to remain in the current year as well. The India's GDP growth rate decelerated for the second year in succession. It was 5% in 2012-13 as against 6.2% in 2011-12, the lowest in the last decade. The growth in the Index of Industrial Production (IIP) also witnessed a slowdown to 0.9% largely due to infrastructure and input constraints.

The government is trying to encourage growth by hinting on at industrialists to increase investments. However, the current state of uncertainties, dull stock market, the investment climate in the country is restricting corporates from making investments in India. The Reserve Bank of India's recent macro-economic outlook acknowledges that growth has been hobbled by structural bottlenecks on the supply side. Thus impetus on the next phase of reforms by Government is significant and it will be essential that such reforms are effectively implemented to overcome the challenges that Indian economy is currently undergoing.

TRANSFORMER INDUSTRY IN INDIA:

Transformer forms an integral part of the electrical industry which constitute almost 12% of the electrical equipment industry. As they play a critical role in setting up power grids, transformers are indispensable for any country's electrical sector.

The Indian transformer industry is more than five decades old, hence mature. Domestic manufacturers have developed capabilities to manufacture all types of equipment to meet the country's demand for transformers upto 800 kV and going upto 1200 kV. The industry enjoys a good reputation in terms of quality price and delivery in the domestic as well as overseas markets. The growth of transformer industry generally depends upon the planned capacity addition to power generation, transmission and distribution network in the country. India's power generation of installed capacity at the end of XI Five Year plan (March 31, 2012) stood at approx. 200000 MVA. Of the total, approx. 78,000 MW of power generation capacity addition was planned during the XI Five Year plan period, which was subsequently revised to 62000 MW, of which only 55000 MW of capacity was added. Acute fuel shortage, high coal prices and delay in commissioning of new units, affected capacity addition plans.

The addition of approximately 85,000 MW is planned in XII five-year plan by the year 2017. As a result of this, huge requirement in power transformation capacity would be required. Also, a good population of transformers has completed more than 20-25 years in field and these will be required to be replaced by new transformers in near future. It is estimated that total turnover of transformer industry is likely to be over **Rs. 12,000 Crores**. The installed capacity of the Indian Transformer industry in the organized and unorganized sector all together is about 4,00,000 MVA ranging from **5 KVA to 500 MVA** and voltage range from 1.1 KV to 1200 KV. Very recently 1200 KV technology has been developed and absorbed by the Indian industry. 1200 KV single phase transformers have been manufactured and are currently installed/being installed at 1200 KV BINA Sub-Station which is managed by PGCIL.

Size of Indian "Transformers" Industry for the Year 2012-2013:

SR No.	Industry Size	2012-2013		2011-2012		% Change	
		MVA	Amt (in Crores)	MVA	Amt (in Crores)	MVA	Amt (in Crores)
1	Power Transformers	178705	4800	165090	5875	8.24%	18.30%
	10MVA to 500 MVA						
2	Distribution Transformers	178705	6000	165090	6500		
	Upto 10 MVA to 2500 KV						

From the above it can be concluded that:

Decline in value by 18.3% in Power Transformers was due to decline in Average per MVA rates. This shows the pressure on the prices which continued to remain under duress in the year.

IMP POWERS LIMITED

THE WAY FORWARD:

The Indian power and distribution transformer markets are highly dependent on investments planned by the Government of India for the T&D segment and reform programs like the Revised Accelerated Power Development and Rajiv Gandhi Grameen Vidhutikaran Yojana. These Programs, when fully implemented as scheduled, are expected to drive the demand for both power and distribution transformers. The Government of India currently plans to strengthen transmission lines and create a National Grid interconnecting the five regions (northern, southern, eastern, western and north-eastern) through the creation of "Transmission Super Highways"; this is expected to drive the demand for higher-rated power transformers. With T & D Companies actively striving to reduce aggregate technical and commercial (AT & C) losses, the demand for energy efficient transformers would get a boost.

The financial bailout package for SEBs announced by the Cabinet Committee on Economic Affairs (CCEA) in September 2012 is expected to improve the commercial viability of distribution utilities. This restructuring scheme expected to improve the liquidity position of the discoms, since 50 percent of short term liabilities would be taken over by state governments. The restructuring of the balance 50 percent of liabilities is to be accompanied by concrete and measurable action (performance linked) by the discoms/states to improve operational performance of discoms. Power tariff increase is one of the metrics, which the utilities have to undertake as part of the restructuring package.

The improvement in SEBs financial condition would enable them to undertake power T & D infrastructure expansion in line with the requirement resulting in driving transformers demand.

OPPORTUNITY IN EXPORTS:

The demand of Indian products in global market is quite encouraging despite a slowdown resulting in 37% increase in the exports. The primary reason for this is that there are a lot of projects and electrification procedures going on, especially in Africa that are funded by World Bank. There is immense scope for the Indian electrical products market to boost its exports. The global electricity equipments market stands at around \$ 450 billion USD of which India's share is barely \$ 4 billion USD which is less than 1 per cent. Thus, a huge scope is in the offering for Indian domestic players in exports. Unless Indian players are able to achieve the mix of 70% for domestic demand and 30 per cent for exports it will not be able to achieve significant place in the world market. Given the competitive advantages, there is a potential to grow the share of global exports from 1% to 5%.

COMPANY'S POSITIONING:

IMP today is an established name in HV, EHV and Power Transformers, up to 315 MVA in 400 kV class. IMP is a recognized supplier to all SEB's, major EPC contractors and private customers in the country and exports to 27 countries worldwide. Most importantly today IMP is a 300 Crore company growing at 25% CAGR since last 7 years and has consistent vision to continue doing the same in the years to follow. IMP's infrastructure today boasts of with the state-of-the-art manufacturing facility at Silvassa which features world class technology and precision machinery. IMP has a total installed capacity of 12000 MVA per annum.

STRENGTHS:

- Approved and Class 'A' Supplier in Almost all Govt. Utilities in the Country.
- IMP has well equipped manufacturing unit at Silvassa for manufacturing transformers with Installed Capacity of 12,000 MVA per annum and is proud to manufacture Transformers upto 315 MVA, 400 kV Class.
- In-house facilities for manufacturing OLTC & RTCC.
- IMP in-house testing facility is accredited by NABL i.e. National Accredited Board for Testing and Calibration Laboratories which is an autonomous body under the aegis of Department of Science & Technology, Government of India. "This is the highest accreditation for testing in the country."

- IMP with a five decades of experience, has about 30,000 installations in India and in about 27 countries across the world catering the requirements of Utilities, SEB, PSU and Private Industries.
- IMP is the only TRANSFORMER Company in India which is entitled for sales tax exemption till 2017.

WEAKNESS AND MANAGEMENT PERCEPTIONS:

- The industry is highly working capital Intensive.
- Over dependency on State Power Utilities
- Non availability of skilled manpower.

OPPORTUNITIES:

- According to the XII Plan Rs. 13,000 crores is likely to be invested in the power sector. This spending is expected to be equally distributed between generation & T&D. Spending on power T&D infrastructure is expected to boost demand for transformers.
- Rajiv Gandhi Grameen Vidhutikaran Yojana (RGGVY) scheme to improve rural electricity infrastructure and rural household electrification. The electrification drive is expected to provide impetus to demand for transformers.
- With T&D companies actively striving to reduce aggregate technical and commercial (AT&C) losses, the demand for energy efficient transformers would get a boost.
- There is a major scope for growth in replacing the age old transformers in this sector.
- There is high growth potential for exports of Indian electrical products due to low cost manufacturing base with high quality products.

THREATS AND MANAGEMENT PERCEPTIONS:

- Imports of Power Transformers from China and Korea in the 400kV and 765 kV range which has captured almost 25% of the power transformer market causing injury to the local market.
- Fluctuation of Raw material Prices-

Significant fluctuating in currency has direct impact on the raw material prices could lead to low margins. Companies which have a higher share of **fixed-price contracts** are highly vulnerable to these fluctuations.

- Financial Weakness of State Electricity Boards:-

Various State Electricity Boards are facing financial crisis which may result in delay in execution of various power projects undertaken by them.

However, Government has announced restructuring of such State Electricity Boards which is expected to lead speedy execution of power projects undertaken by them. Further all the State utilities under Government initiative have taken up improvement projects for distribution system in a big way.

With over 17 states announcing tariff hikes in last one year, the financials of the ailing SEBs are likely to be better. An IBA panel had recently called for mandatory annual tariff hikes by the State utilities by way of precondition for further lending to them. Cleaning the balance sheets of State owned distribution Companies would help funding high cost power supplies and enable increased capex to strengthen the intra state transmission & distribution (T & D) infrastructure.

IMP POWERS LIMITED

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Your Company has adequate internal control procedures commensurate with its size and nature of business operations, in order to ensure that all the transactions are duly authorised, recorded and reported correctly.

Internal audit is looked after by independent firm of Chartered Accountants, M/s Sharp & Tannan Associates who audit the adequacy and effectiveness of internal controls laid down by the management and suggest improvements. Summarized Internal Audit observation/ reports are reviewed by the Audit Committee on a regular basis. The Audit Committee of the Board of Directors which comprises experts in Industrial Financing, Corporate Law, Company Secretarial Practices, Banking periodically reviews the audit plans, internal audit reports and adequacy of internal controls and risks management.

FINANCIAL PERFORMANCE – OPERATIONAL PERFORMANCE:

Summary of the financial performance of the company is presented below:

Particulars	Mar-13 (9 months)	Jun-12 (12 months)
Production (in MVA)	5,759	5,797
Revenue (INR in crores)	205.10	282.24
PAT (INR in crores)	2.28	7.20

The Company has achieved higher production of 5,759 MVA in nine months period ending FY 2013 as compared to nine months production of 4,384 MVA in corresponding period of FY 2012. In spite of increase in the production, Revenue of the Company remained stagnant due to delay in government projects, which led to holding up of orders from EPC players. PAT of the Company was at Rs 2.28 crores for FY 2013 as compared to Rs 7.20 crores for FY 2012.

HUMAN RESOURCES DEVELOPMENT:

Your Company recognizes that its personnel are the primary source of its competitiveness. The Company's human resources management systems and processes are designed to enhance employee engagement and employee productivity towards achieving the Company's goals.

The Company also believes that its growth is always dependent upon its ability to attract and retain good quality personnel. As a part of Talent Management process and in order to improve the capabilities of workforce, various trainings are conducted by the HR Department, in the in-house training centre of the Company at the Silvassa Factory. In the continuous improvement journey, HR practices are re-visited to strengthen harmonious industrial relations.

CAUTIONARY STATEMENT:

The Management Discussion and Analysis Report contains forward looking statements, describing the Company's objectives, projections, estimates, expectations based upon the data available with the Company, assumptions with regard to Global and Indian Economic Conditions, the government policies etc. The actual results of the Company could differ materially from those expressed or implied in the Report. Therefore, it is cautioned that the Company assumed no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent development, information or event.

CORPORATE GOVERNANCE REPORT

1) IMP's PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company's Governance philosophy is founded upon a rich legacy of fair, ethical and transparent governance practices by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Your Company believes in transparency in financial reporting, disclosures of material information, continuous improvement in internal control systems and sound investor relations. This has enabled your Company to earn the trust and goodwill of its stakeholders, shareholders, customers, employees, suppliers and the communities in which it operates. IMP practices a culture that is built on core values and ethics and is committed to achieve highest standards of Corporate Governance.

Your Company has changed its Financial Year to April to March from July to June vide its Board Resolution No. 5(c) dated 14th May, 2012, hence the data mentioned below is for the Financial Year ended 31st March, 2013 (Nine Months).

A Report on compliance with the Code of Conduct on Corporate Governance as prescribed by the Securities and Exchange Board of India and incorporated in the Listing Agreement is given below.

2) BOARD OF DIRECTORS

A) Composition of the Board :

The composition of the Board is in conformity with Clause 49 of the Listing Agreement, as amended from time to time. The Board of Directors of IMP has an appropriate mix of Executive and Non Executive Directors. As on 31st March, 2013, the Board comprises of 9 Directors of which, 4 Directors were Non-Executive Independent Directors, 4 Directors were Executive Directors and One Director was a Nominee Director. The names and categories of Directors, the number of Directorships and Committee positions held by them in the companies are given below. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement), across all the companies in which he is a Director:

Directors	Category	Total Number of Directorships of public companies*, Committee Chairmanships and Memberships as on 31 st March, 2013		
		#\$Directorships	#Committee Chairmanships	#Committee Memberships
EXECUTIVE				
Shri Ramniwas R Dhoot	Promoter	1	0	0
Shri Ajay R Dhoot	Promoter	1	0	0
Shri Aaditya R Dhoot	Promoter	1	0	0
Shri Rajendra Mimani	Whole Time Executive (functional) Director (Director-Marketing)	2	0	0
NON-EXECUTIVE				
Shri R. T. RajGuroo	Independent	2	0	0
Shri Jayant Godbole	Independent	14	10	3
Shri Siby Antony	Independent	1	0	0
Shri Prashant Pandit	Independent	0	0	0
Shri Prakash Bagla	Nominee Director	0	0	0

The Directorships, Committee Memberships/ Chairmanships are other than IMP Powers Limited.

\$ Excludes Alternate Directorships but includes Additional Directorships and Directorships in IMP Powers Limited.

* Excludes private limited companies, foreign companies, companies registered under section 25 of the Companies Act, 1956 and government bodies.

IMP POWERS LIMITED

B) Board Procedure:

A detailed Agenda folder is sent to each Director in advance of the Board and Committee Meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director and the Jt. Managing Director apprise the Board at every Meeting of the overall performance of the Company, followed by the presentations by the CFO of the Company.

C) Number of Board Meetings, Attendance of the Directors at Meetings of the Board and at the Annual General Meeting:

During the year from 1st July, 2012 to 31st March, 2013, (Nine Months) 3 Board Meetings were held on the following dates 29th August, 2012, 7th November, 2012 and 14th February, 2013. The gap between two Meetings did not exceed more than four (4) months. All the Meetings were held at the Corporate Office of the Company. These Meetings were well attended. The Fiftieth Annual General Meeting (AGM) of the Company was held on 17th December, 2012. The attendance of the Directors at these Meetings was as under:

Attendance of each Director at the Board Meetings and the Annual General Meeting held during 2012-2013 (1st July, 2012 to 31st March, 2013) (Nine Months):

Directors Name & Designation	Number of Board Meetings Attended #	Attendance at the Last AGM Attended (held on 17.12.2012)
Shri Ramniwas R Dhoot (Chairman)	3	YES
Shri Ajay Dhoot (Managing Director)	3	YES
Shri Aaditya Dhoot (Jt. Managing director)	3	YES
Shri Rajendra Mimani (Director-Marketing)	1	YES
Shri R . T .RajGuroo (Independent Director)	3	YES
Shri Jayant Godbole (Independent Director)	3	NO
Shri Siby Antony (Independent Director)	3	NO
Shri Prashant Pandit (Independent Director)	1	NO
Shri Prakash Bagla (Nominee Director)	3	NO

D) Details of Directors appointed during the year/seeking Re-appointment at the ensuing Annual General Meeting:

Name of the Director	Shri R. T. RajGuroo	Shri Prashant Pandit
Date of Birth	27 th June, 1944	10 th February, 1955
Date of Appointment	30 th July, 2005	30 th July, 2005
Number of Shares held in the Company	NIL	NIL
Qualification	B.Com., DFM, CAIIB, LL.B., FCS	B.Com. LL.B.
Expertise in specific functional Area	Mr. R. T. RajGuroo is a Practicing Company Secretary having expertise in the field of Corporate Laws, Labour and Industrial Laws, Project & Working Capital Financing and banking over 49 years.	Mr. Prashant Pandit is a leading advocate and is having experience of more than 30 years and is having expertise in the area of Civil, Criminal and Labour Laws.

3) COMMITTEES OF THE BOARD :**A) AUDIT COMMITTEE :**

The Board of Directors of the Company has a duly constituted Audit Committee in accordance with the provisions and Section 292A of the Companies Act, 1956, Clause 49 of the Listing Agreement with the Stock Exchanges and other relevant regulatory/ statutory provisions. The Audit Committee functions according to its Charter that defines its composition, authority, responsibility and reporting functions in accordance with the Act, listing requirements.

i) Terms of Reference of Audit Committee:

- a) Reviewing, with the Management, the quarterly financial statements and audited financial statements before submission to the Board for approval.
- b) Reviewing, with the Management, performance of Statutory and Internal auditors, and adequacy of the internal control systems.
- c) Reviewing the adequacy of internal audit function, if any and frequency of internal audit.
- d) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- e) Discussion with Statutory Auditors before the Audit Commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- f) The Company's financial reporting processes, changes in the Accounting policies;
- g) Review of financial and risk management system;
- h) Recommending the appointment and removal of Internal as well as Statutory Auditors, fixation of audit fees.

ii) Composition:

The Audit Committee comprises of the following Directors:

Sr. No.	Name of the Director	Category
1	Shri R T RajGuroo (Chairman)	Independent, Non-Executive
2	Shri Siby Antony (Jt. Chairman)	Independent, Non-Executive
3	Shri Aaditya R Dhoot (Member)	Non-Independent
4	*Shri Prashant Pandit (Member)	Independent, Non-Executive

* The Audit committee of the Company, reconstituted by appointing Shri Prashant Pandit, Independent Director of the Company, as the Member of the Audit Committee vide circular Resolution dated 22nd July, 2013.

iii) Meetings and Attendance of the Audit Committee Members during the Year :

During the year ended 31st March, 2013 the Audit Committee met 3 times during the Year:

1. 29th August, 2012
2. 7th November, 2012
3. 14th February, 2013

Attendance during the year :

Sr. No.	Name of the director	No. of Meetings attended
1	Shri R T RajGuroo	3
2	Shri Siby Antony	3
3	Shri Aaditya R Dhoot	3

B) SHAREHOLDERS/INVESTOR GRIEVANCES COMMITTEE :

The Company has a duly constituted Shareholders/Investor Grievances Committee, in accordance with the provisions of the Listing Agreement and applicable provisions of the Companies Act, 1956.

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i) **Terms of Reference:**

To approve share transfers, transmissions, issue of duplicate share certificates, to review and advise the Company on any grievance in relation to (a) Non-transfer of shares (b) Non-receipt of Annual Report, Dividend (c) any other grievance raised by any shareholder.

ii) **Composition :-**

The Shareholders/Investors Grievance Committee comprises of following Directors:-

Sr. No	Name of the Director	Category
1	Shri R. T. RajGuroo (Chairman)	Independent, Non-Executive
2	Shri Ajay R Dhoot (Member)	Non-Independent
3	Shri Aaditya R Dhoot (Member)	Non-Independent

iii) **Meeting and attendance during the year:**

The Committee met 3 times on following dates:

- 29th August , 2012
- 7th November, 2012
- 14th February, 2013

Sr. No	Name of the Director	No of meetings attended
1	Shri R. T. RajGuroo (Chairman)	3
2	Shri Ajay R Dhoot (Member)	3
3	Shri Aaditya R Dhoot (Member)	3

iv) **Status of Investor Complaints:**

There were no complaints received against the Company during the year ended 31st March, 2013 in BSE & NSE. No complaints were received by our R & T agent, Link Intime India Private Limited. As on date, no complaints were pending against the Company.

v) **Name, Designation and address of Compliance officer :-**

Ms. Romali Malvankar
Company Secretary & Compliance Officer
IMP Powers Limited
35/C, Popular press building, 2nd floor,
Pt M. M. Malviya Road, Tardeo
Mumbai - 400 034

C) **REMUNERATION COMMITTEE:**

The Company has a duly constituted Remuneration Committee in accordance with the provisions of the Listing Agreement and applicable provisions of the Companies Act, 1956.

i) **Terms of Reference:**

- To approve the appointment, reappointment of Managerial Personal/Whole Time Director(s),
- To review and approve remuneration payable to whole time director(s)/Managing Director.
- To approve remuneration policy of Whole Time Directors/Managing Director of the Company.

ii) **Composition:**

The Remuneration Committee comprises of following Directors:-

Sr. No	Name of the Director	Category
1.	Shri Jayant Godbole (Chairman)	Independent, Non-Executive
2.	Shri Aaditya R Dhoot (Member)	Non Independent
3.	Shri R. T. RajGuroo (Member)	Independent, Non-Executive
4	Shri Siby Antony (Member)	Independent, Non-Executive

iii) **Meeting and attendance during the year:**

The Committee did not meet during the year ended 31st March, 2013 (Nine Months)

4) **REMUNERATION OF DIRECTORS :**

i) **Remuneration paid to Executive Directors during the year ended 31st March, 2013:**

Particulars	Shri Ramniwas R Dhoot (Chairman)	Shri Ajay Dhoot (Managing Director)	Shri Aaditya Dhoot (Jt. Managing Director)	Rajendra Mimani (Director-Marketing)
Remuneration	35,21,250	31,50,000	29,70,000	11,25,000
Total	35,21,250	31,50,000	29,70,000	11,25,000

- 1) The Company does not have a Stock Option Scheme and no severance fees are payable.
- 2) No sitting fees were paid to the Executive Directors.
- 3) Directors are not paid any Commission for the year ended 31st March, 2013.

ii) **Remuneration Structure of Non Executive Directors:**

The Non Executive Independent Directors are paid only sitting fees for the Board/ Committee Meetings attended by them excluding the Share Transfer and Shareholders/ Investors Grievance Committee and there is no pecuniary relationship or transaction of Non-executive Independent Directors vis-a-vis the Company. Non-Executive Directors are not holding any shares of the Company.

5. **SHAREHOLDERS INFORMATION :**

5.1	Registered Office	Survey No. 263/3/2/2, Umar Kuin Road, Sayli Village, Silvassa, U.T.(D&NH) -396230 Telephone : 0260-6538571 Fax : 0260-2681043 Email : investor@imp-powers.com Website : www.imp-powers.com
5.2	Address for Correspondence	35/C, Popular Press Building, 2 nd Floor, Pt. M M Malviya Road, Tardeo , Mumbai -400 034 Telephone : 022-23539180-85 Fax : 022-23539186-87
5.3	Annual General Meeting	Day & Date : Monday, 30 th September, 2013 Time : 3.00 p.m. Venue : Survey No. 263/3/2/2, Umar Kuin Road, Sayli Village, Silvassa, U.T.(D& N H), Pin Code -396230
5.4	Financial Year	1 st July to 31 st March, 2013 (Nine Months). The Company has changed its financial year from July-June every year to 31 st March every year from the financial year 2012-13. Accordingly the current financial year was of 9 months i.e. 1 st July 2012 to 31 st March 2013.
5.5	Financial Calendar (tentative)	<ul style="list-style-type: none"> • Results for quarter ending September 30 – within 45 days from the end of the quarter. • Results for the quarter and half year ending December 31– within 45 days from the end of the quarter. • Results for the year ending March 31 (nine months) - within 60 days from the end of the Financial year. Dividend Payment Date : within 30 days from the date of AGM

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5.6	Date of Book Closure	18 th September, 2013 to 25 th September, 2013 (Both days inclusive)
5.7	Stock Code & Demat ISIN Number	Bombay Stock Exchange Limited : Stock Code : (517571) Scrip ID : IMPOWERS National Stock Exchange of India Limited : Symbol : INDLMETER ISIN No : INE065B01013
5.8	Dematerialization of Shares	As on 31 st March, 2013, 99.30% of the paid up equity shares of the Company were held in demat.
5.9	Payment of Listing fees	The Company has paid in advance the Listing fees to both the Stock Exchanges mentioned above for the Financial Year 2013-2014.
5.10	Registrar and Transfer Agent	The Company has appointed Link Intime India Private Limited, Mumbai as its Registrar and Transfer Agent. Share Transfers, dematerialization of shares, dividend payment and all other investor related activities are being attended to and processed at the office of the Registrar at the following address ; Link Intime India Private Limited C – 13, Pannalal Silk Mills Compound, L.B.S. Road, Bhandup (West), Mumbai - 400 078. Telephone # 25963838, Fax # 25946969 Email: isrl@linkintime.com, mumbai@linkintime.co.in
5.11	Share Transfer System	Share Transfer requests in physical form are processed within 21 days from the receipt. The Requests for dematerialization of shares are confirmed within 15 days from the date of receipt. The Company obtains half-yearly certificate of compliance as required under Clause 47(c) of the Listing Agreement from a Company Secretary in Practice and files a copy of the certificate with the Exchanges.
5.12	Plant Locations	Survey no 263/3/2/2, Umar Kuin Road, Sayli Village, Silvassa U.T. (D & NH) - 396 230.
5.13	MARKET PRICE DATA : High , Low, during each month (Bombay Stock Exchange Limited & National Stock Exchange of India Limited)	Annexure A
5.14	Shareholding pattern as on 31st March, 2013	Annexure B
5.15	Distribution Of Shareholding As On 31st March, 2013	Annexure C
5.16	Details of the last three Annual General Meeting	Annexure D
5.17	Disclosures :	
	Materially significant related party transactions that may have potential conflict with the interests of company at large.	The Company does not have material significant related party transactions, i.e. transactions of the company of material nature with its promoters, directors of the management, or their subsidiaries or relatives etc.; that may have potential conflicts with the interest of the Company at large. However disclosure of transactions with the Related Party have been made in the Balance Sheet under Notes to Accounts at Note No 27.

Non-Compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to Capital Markets, during the last three years :	None
Details of Compliance with mandatory requirements and adoption of the non-mandatory requirement of this clause	The Company has complied with mandatory requirements. None of the Independent Director on our Board has served for a tenure exceeding nine years.

5.18 Means Of Communication:

The quarterly/half yearly unaudited financial results/audited financial results are published in Business Standard (all editions) and in regional newspaper viz. Gandhi Nagar (Western Times). The quarterly/half yearly unaudited financial results/audited financial results are also posted on BSE & NSE as well as on the Company's website i.e. www.imp-powers.com which also contains latest news/press releases. The notices to the shareholders are published in the Asian Age and Gandhi Nagar (Western Times).

5.19 Compliance Certificate of the Auditors:

The Company has obtained a certificate from the Statutory Auditors regarding Compliance of Conditions of Corporate Governance as stipulated in Clause 49 and the same is annexed.

5.20 Declaration on Compliance of Code of Conduct:

The Board has laid down a Code of Conduct for the Board Members and the Senior Management Personnel. The code has been posted on the Company's website. All the Board Members and the Senior Management personnels have affirmed compliance with these Codes. A declaration signed by the Managing Director of the Company to this effect for the financial year ended 31st March, 2013, is enclosed at the end of this Report.

Annexure A **Monthly High & Low during the last year ended 31st March, 2013**

MONTH	BSE		NSE	
	HIGH	LOW	HIGH	LOW
Jul-12	38.35	32.50	38.00	32.15
Aug-12	50.00	34.10	51.95	34.05
Sep-12	59.80	44.15	60.00	43.10
Oct-12	54.90	48.05	55.30	47.00
Nov-12	50.95	39.70	50.70	39.00
Dec-12	43.90	37.00	45.00	37.50
Jan-13	40.40	30.50	39.95	31.30
Feb-13	34.00	28.00	34.00	27.05
Mar-13	31.30	22.00	30.00	21.55

Annexure B
Shareholding Pattern as on 31st March, 2013:

Category	No. of Equity Share held ((F.V-Rs.10/-)	% of shareholding
Promoters	4113558.00	50.56
Banks/Financial Institutions	344206.00	4.23
Corporate Bodies	1810877.00	22.26
Indian Public	1812234.00	22.27
NRI	23585.00	0.29
Clearing Members	32103.00	0.39
Total	8136563.00	100.00

Annexure C:

Distribution of Shareholding as on 31st March, 2013:

Category(shares)	No. of Shareholders	% of Total	No. of Shares Held	% of Total
1 - 500	4437	87.8092	573350	7.0466
501 - 1000	268	5.3038	220318	2.7078
1001 - 2000	163	3.2258	237151	2.9146
2001 - 3000	52	1.0291	133059	1.6353
3001 - 4000	30	0.5937	104577	1.2853
4001 - 5000	20	0.3958	93185	1.1453
5001 - 10000	42	0.8312	333613	4.1002
10001 - Above	41	0.8114	6441310	79.1650
Total	5053	100.0000	8136563	100.0000

Annexure D**Details of the last three Annual General Meetings:**

	-1	-2	-3
Date and Time	17th December 2012 at 3.00 p.m.	21st December 2011 at 3.30 p.m.	20th December 2010 at 2.30 p.m.
Venue	Survey No 263/3/2/2 Umar Kuin Road, Sayali Village Silvassa (U.T. D&NH)- 396230	Survey No 263/3/2/2 Umar Kuin Road, Sayali Village Silvassa (U.T. D&NH)- 396230	Survey No 263/3/2/2 Umar Kuin Road, Sayali Village Silvassa (U.T. D&NH)- 396230
Special Resolution	NIL	NIL	NIL

Auditors' Certificate regarding Compliance of Conditions of Corporate Governance.**To The Members of
IMP Powers Limited**

We have examined the compliance of conditions of Corporate Governance by **IMP Powers Limited** for the year ended on 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of the corporate governance as stipulated in the above-mentioned Listing Agreement.

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

**For Batliboi & Purohit
Chartered Accountants
FRN : 101048W**

**R.D. Hangekar
Partner
M. No: 30615**

**Place : Mumbai
Date : 12th August, 2013**

DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT

In Accordance With Clause 49 Of The Listing Agreement With the Stock Exchanges, all the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended on 31st March, 2013.

For IMP Powers Limited

**Place : Mumbai
Date : 12th August, 2013**

**Ajay Dhoot
Managing Director**

IMP POWERS LIMITED

INDEPENDENT AUDITOR'S REPORT

To The Members of
IMP Powers Limited.
Report on Financial Statements

We have audited the accompanying financial statements of IMP Powers Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Managements Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the Directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Batliboi & Purohit.
Chartered Accountants
FRN: 101048W

(R.D. Hangekar)
Partner

Membership No: 30615

Place: Mumbai
Date : 28th May, 2013

The Annexure referred to in paragraph 1 of Our Report to the members of IMP Powers Limited on the accounts of the company for the year ended 31st March, 2013.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) As explained to us, the fixed assets are being physically verified under a phased programme of verification, which in our opinion is reasonable and no material discrepancies have been noticed on such verification.
- c) The Company has not disposed off substantial part of its fixed assets during the year, accordingly, the assumption of the going concern being affected, does not arise.
- ii) a) Physical verification of inventory has been conducted during the year, by the management at reasonable intervals.
- b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company is maintaining proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii) a) The Company has not granted any loans, secured or unsecured to Companies, Firms or Other parties covered in the register maintained under Section 301 of the Act, and hence clauses (a), (b), (c) and (d) of the order are not applicable to the Company.
- b) The Company has taken unsecured loans from 2 companies covered in the register maintained under section 301 of the Act, amounting to Rs 3.03 Crores.
- c) The rate of interest and other terms and conditions of loans taken by the company are prima facie not prejudicial to the interest of the company;
- d) There are no stipulated terms of repayment of principal & interest and hence we are not able to comment on the payment of the same.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. We have not observed any major weakness in the internal control system during the course of our audit.
- v) a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.
- b) The transactions made in pursuance of such contracts or arrangements aggregating during the year to Rupees five lacs or more in respect of each party have been made at prices which are reasonable having regard to prevailing market prices for such goods and materials or the prices at which transactions for similar goods or materials have been made with other parties.
- vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public during the year within the meaning of the provisions of sections 58A and 58AA of the Act read with Companies (Acceptance of Deposits) Rules 1975. Therefore the provisions of clause (vi) of the Order are not applicable to the company.
- vii) In our opinion, and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and the nature of its business.
- viii) We have broadly reviewed the books of accounts maintained by the company pursuant to the order made by the central Government for the maintenance of cost records under section 209(1) (d) of the companies Act, 1956 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However we have not carried out any detailed examination of such accounts and records.

IMP POWERS LIMITED

- ix) a) According to the information and explanations given to us and on the basis of examination of the records of the Company, we are of the opinion that the company has been generally regular in depositing undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales tax/VAT, Wealth tax, Customs Duty, Excise Duty, Service tax, Cess and other material statutory dues with the appropriate authorities and there are no outstanding unpaid amounts as at the balance sheet date for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, the dues in respect of income tax, which have not been deposited with the appropriate authorities on account of dispute and the forum where the dispute is pending as given below.

Name of Statute	Nature of dues and year	Amount (' in. Lacs)	Forum where dispute is pending
Income tax Act,1961	Income tax AY2008-09	187.9	Appellate Tribunal

- x) The Company does not have accumulated losses as at the balance sheet date and has not incurred cash losses in the current or in the immediately preceding financial year.
- xi) On the basis of our examination and according to the information and explanations given to us, ***the Company has not repaid the dues of principal Rs. 224.65 lacs to Greater Bombay Co-operative Bank Ltd, since the said Bank did not join in the CDR scheme and also the case is under litigation as mentioned in note no. 4a(iii).***
- xii) According to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
- xiii) The Company is not a chit fund / nidhi / mutual benefit fund / society to which the provisions of any special statute apply, accordingly, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
- xiv) In our opinion the company is not dealing or trading in shares, securities, debentures and other investments. Accordingly the provisions of the clause 4(xiv) of the companies (Auditor's Report) order, 2003(as amended) are not applicable to the company.
- xv) The Company has given a corporate guarantee for the loan taken from a nationalized bank by its subsidiary amounting to Rs.22 crores. The terms and conditions of the same are not prejudicial to the interest of the company.
- xvi) In our opinion and according to the information and explanations given to us, on an overall basis, the term loans were applied for the purpose for which they were obtained.
- xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we are of the opinion that prima facie there are no funds raised on short-term basis that have been used for long term investment.
- xviii) 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.
- xix) During the year covered by our audit, the Company has not issued any debentures.
- xx) The Management has not raised any money by public issues during the year.
- xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of the audit.

**For Batliboi & Purohit.
Chartered Accountants
FRN: 101048W**

**Place : Mumbai
Date : 28th May, 2013**

**(R.D. Hangekar)
Partner
Membership No: 30615**

Balance Sheet as at 31st March, 2013

Particulars	Note No.	As at 31st March 2013 ₹	As at 30th June 2012 ₹
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	116,975,010	128,062,390
(b) Reserves and surplus	3	<u>873,846,049</u>	<u>857,492,921</u>
		990,821,059	985,555,311
2 Non-current liabilities			
(a) Long-term borrowings	4	209,588,400	177,064,966
(b) Deferred tax liabilities (net)	30	43,096,139	45,757,414
(c) Other long-term liabilities	5	15,959,506	18,554,232
(d) Long-term provisions	6	<u>7,963,532</u>	<u>7,204,199</u>
		276,607,577	248,580,811
3 Current liabilities			
(a) Short-term borrowings	7	680,204,290	619,412,646
(b) Trade payables	8	654,211,377	427,260,133
(c) Other current liabilities	9	189,076,791	228,935,567
(d) Short-term provisions	10	<u>7,037,344</u>	<u>15,889,611</u>
		<u>1,530,529,802</u>	<u>1,291,497,957</u>
	TOTAL	<u>2,797,958,438</u>	<u>2,525,634,079</u>
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11.A	829,194,609	756,893,367
(ii) Intangible assets	11.B	131,450	150,608
(iii) Intangible assets under development	11.B	1,000,000	1,000,000
(b) Non-current investments	12	421,650	421,650
(c) Long-term loans and advances	13	<u>40,597,711</u>	<u>57,882,282</u>
		871,345,420	816,347,907
2 Current assets			
(a) Inventories	14	635,800,028	448,121,771
(b) Trade receivables	15	1,180,792,179	1,189,181,455
(c) Cash and Bank Balances	16	58,956,138	27,571,622
(d) Short-term loans and advances	17	48,375,524	43,536,454
(e) Other current assets	18	<u>2,689,149</u>	<u>874,870</u>
		<u>1,926,613,018</u>	<u>1,709,286,172</u>
	TOTAL	<u>2,797,958,438</u>	<u>2,525,634,079</u>
See accompanying notes forming part of the financial statements			

Significant accounting policies the accompanying notes are an integral part of financial statements

1

**For Batliboi & Purohit
Chartered Accountants
FRN NO. 101048W**

(CA R.D.HANGEKAR)
Partner
M.No. 30615

Place : Mumbai
Date : 28th May, 2013

For and on behalf of the Board of Directors

AJAY R DHOOT
Managing Director

AADITYAR DHOOT
Jt. Managing Director

ROMALI MALVANKAR
Company Secretary

IMP POWERS LIMITED

Statement of Profit and Loss for the 9 months ended 31st March, 2013

Particulars	Note No.	For the 9 months ended 31st March, 2013 ₹	For the year ended 30th June 2012 ₹
A CONTINUING OPERATIONS			
1 Revenue from operations (Gross)	19	2,269,004,527	3,071,783,970
Less: Excise duty		218,005,436	249,357,192
Revenue from operations (Net)		2,050,999,091	2,822,426,778
2 Other income	20	2,779,151	900,738
3 Total revenue (1+2)		2,053,778,242	2,823,327,516
4 Expenses			
(a) Cost of materials consumed	21.a	1,818,936,551	2,038,847,319
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	21.b	(184,047,183)	155,479,321
(c) Employee benefits expense	22	82,238,938	101,601,979
(d) Finance costs	23	133,047,477	192,230,057
(e) Depreciation and amortisation expense	11.C	33,270,373	42,644,357
(f) Other expenses	24	136,244,411	190,666,190
Total expenses		2,019,690,567	2,721,469,223
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		34,087,675	101,858,293
6 Exceptional items		-	-
7 Profit / (Loss) before extraordinary items and tax (5 - 6)		34,087,675	101,858,293
8 Tax expense:			
(a) Current tax expense for the year		13,933,300	20,578,294
(b) Deferred tax	30	(2,661,275)	9,282,953
		11,272,025	29,861,247
9 Profit / (Loss) from continuing operations (7-8)		22,815,650	71,997,046
Earnings per share (of ₹10/- each):	29		
(a) Basic		2.71	8.73
(b) Diluted		2.71	8.73
Earnings per share (excluding extraordinary items) (of ₹10/- each):			
(a) Basic		2.71	8.73
(b) Diluted		2.71	8.73
See accompanying notes forming part of the financial statements			
Significant accounting policies the accompanying notes are an integral part of financial statements	1		

**For Batliboi & Purohit
Chartered Accountants
FRN NO. 101048W**

(CA R.D.HANGEKAR)
Partner
M.No. 30615

Place : Mumbai
Date : 28th May, 2013

For and on behalf of the Board of Directors

AJAY R DHOOT
Managing Director

AADITYAR DHOOT
Jt. Managing Director

ROMALI MALVANKAR
Company Secretary

Cash Flow Statement for the 9 months ended 31st March, 2013

Particulars	For the 9 months ended 31st March, 2013		For the year ended 30th June 2012	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		34,087,675		101,858,293
<i>Adjustments for:</i>				
Depreciation and amortisation	33,270,373		42,644,357	
Extraordinary items	-		-	
(Profit) / loss on sale / write off of assets	561,789		370,538	
Finance costs	133,047,477		192,230,057	
		<u>166,879,639</u>		<u>235,244,952</u>
Operating profit / (loss) before working capital changes		200,967,314		337,103,245
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	(187,678,257)		143,079,416	
Trade receivables	8,389,276		(519,692,634)	
Short-term loans and advances	(4,839,070)		(7,186,253)	
Long-term loans and advances	17,284,571		(18,554,616)	
Other current assets	(1,814,279)		493,785	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	226,951,244		137,942,692	
Other current liabilities	(39,858,776)		28,732,408	
Other long-term liabilities	(2,594,726)		2,226,302	
Short-term provisions	(8,852,267)		4,682,652	
Long-term provisions	759,333		(3,357,018)	
		<u>7,747,049</u>		<u>(231,633,266)</u>
		<u>208,714,363</u>		<u>105,469,979</u>
Cash flow from extraordinary items				
Cash generated from operations		208,714,363		105,469,979
Net income tax (paid) / refunds		(13,933,300)		(11,432,210)
Net cash flow from / (used in) operating activities (A)		194,781,063		94,037,769
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(107,744,389)		(61,953,994)	
Proceeds from sale of fixed assets	631,551		450,000	
Investment W/OFF	-		-	
Purchase of long-term investments				
- Subsidiaries			(320,650)	
Net cash flow from / (used in) investing activities (B)		(107,112,838)		(61,824,644)

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Cash Flow Statement for the 9 months ended 31st March, 2013 (Contd...)

Particulars	For the 9 months ended 31st March, 2013		For the year ended 30th June 2012	
	₹	₹	₹	₹
C. Cash flow from financing activities				
Proceeds from issue of equity shares				
Proceeds from issue of preference shares	-		33,262,140	
Redemption / buy back of preference / equity shares	(11,087,380)		(11,087,380)	
Proceeds from long-term borrowings(Net)	32,523,434		(56,510,289)	
Proceeds from other short-term borrowings	60,791,644		219,565,106	
Finance cost	(133,047,477)		(192,230,057)	
Dividends on Preference Shares	(735,671)		(980,000)	
Dividends paid	(4,068,282)		(12,204,845)	
Tax on dividend	(659,977)		(1,979,931)	
Cash flow from extraordinary items				
Net cash flow from / (used in) financing activities (C)		(56,283,709)		(22,165,256)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		31,384,516		10,047,869
Cash and cash equivalents at the beginning of the year		27,571,622		17,523,753
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		-		-
Cash and cash equivalents at the end of the year		<u>58,956,138</u>		<u>27,571,622</u>

Notes:

- Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3 "Cash Flow Statements" as specified in the companies (Accounting Standards) Rules, 2006.
- Previous Year's figures have been regrouped/reclassified wherever applicable.

See accompanying notes forming part of the financial statements

Significant accounting policies the accompanying notes are an integral part of financial statements

**For Batliboi & Purohit
Chartered Accountants
FRN NO. 101048W**

(CA R.D.HANGEKAR)
Partner
M.No. 30615

Place : Mumbai
Date : 28th May, 2013

For and on behalf of the Board of Directors

AJAY R DHOOT
Managing Director

AADITYAR DHOOT
Jt. Managing Director

ROMALI MALVANKAR
Company Secretary

Note No. – 1: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FOR THE YEAR ENDED 31st March, 2013.

A. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of financial statements:

The financial statements are prepared under the historical cost convention on accrual basis and in accordance with Indian Generally Accepted Accounting Principles (“GAAP”) as specified in Companies (Accounting Standards) Rules, 2006, provisions of the Companies Act, 1956 and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India.

During the year ended 31st March, 2013, the revised scheduled VI notified under the Companies Act., 1956, has become applicable to the company, for preparation and presentation of its financial statements. The company has reclassified the previous year figures in accordance with the requirements applicable in the current year.

2. Use of Estimates:

The Preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known /materialized.

3. Fixed Assets :

Fixed Assets are stated at cost of acquisition (net of Cenvat and VAT wherever applicable) or construction less accumulated depreciation and impairment loss, if any. Cost includes any directly attributable cost of bringing each asset to its working condition for intended use. Assets under installation or under construction and intangible assets under development as at balance sheet date are shown as capital work in progress together with project expenses and advances to suppliers/contractors.

4. Depreciation:

Depreciation in respect of all assets acquired up to 30th June, 1985 is provided on ‘Written Down Value’ method. For additions on or after 1st July, 1985 Straight Line Method of depreciation has been adopted. The rates charged are as specified in Schedule XIV of the Companies Act, 1956.

5. Impairment of Assets:

An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value based on an appropriated discount factor. The impairment loss recognized in the prior accounting years is reversed if there has been a change in the estimate of recoverable amount.

6. Investments:

Current investments are carried at the lower of cost or quoted/fair value, computed category-wise. Long term investments are stated at cost and provision is made for any diminution in such value, which is not temporary in nature.

7. Valuation of Inventories:

- a. Raw Materials including consumables and stores are valued at lower of Cost and net realizable value. Cost is arrived on FIFO Basis.
- b. Semi-finished and Finished Goods are valued at cost of materials together with relevant factory overheads or net realizable value whichever is lower. Due consideration is given to the saleability of the stock and no obsolete or unserviceable/damaged items are included.

8. Revenue Recognition :

- a. Insurance claims are accounted for as and when admitted by the appropriate authorities. Export incentive license / Advance license is accounted for as & when applied to the appropriate authorities based on fulfillment of the eligibility criteria. Values of advance licenses unutilized are accounted on accrual basis by netting off purchase value.
- b. Commission on sales is accounted as and when accepted.
- c. Sales are recognized on dispatch of goods to customers and include sales value of goods and excise duty and other

IMP POWERS LIMITED

receipts connected with sales.

- d. Liability for Excise Duty on finished goods is accounted for as and when they are cleared from the factory premises.
- e. Customs Duty on goods lying in Customs Bonded Warehouses is charged in the year of clearance of the goods when it becomes payable.
- f. CENVAT benefit on total purchase is accounted for by reducing the purchase cost of the materials/ fixed assets wherever applicable.
- g. Rent income is accounted on accrual basis.

9. Employee Benefits:

- a. Company's defined contributions made to provident fund of government are charged to profit & loss account on accrual basis.
- b. Contribution to Gratuity Fund and provision for Leave Encashment is based on actuarial valuation carried out as on the Balance Sheet date as per Projected Unit Credit Method.

10. Foreign Currency Transactions:

Foreign Currency transactions are accounted at the exchange rates prevailing on the date of transactions. Foreign currency current assets and current liabilities outstanding at the balance sheet date are translated at the exchange rate prevailing on that date and the resultant gain or loss is recognized in the profit & loss account. Also, in cases where they relate to the acquisition/construction of fixed assets, they are recognized in Profit & Loss accounts.

11. Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets up to the date when they are ready for their intended use and other borrowing costs are charged to profit & loss account.

12. Operating Lease :

Assets acquired on lease where a significant position of risks and rewards of ownership are retained by lessor are classified as Operating Lease. Lease rentals are charged to profit & loss account as incurred. Initial direct costs in respect of assets taken on operating lease are expensed off in year in which cost are incurred.

Assets given on lease where a significant position of risks and rewards of ownership are retained by Lessor are classified as Operating Lease. Lease rentals are credited to profit & loss account on accrual.

13. Taxation:

Provision for taxation is made on the basis of the taxable profits computed for the current accounting period in accordance with the Income Tax Act, 1961.

Deferred Tax resulting from "timing difference" between book profit and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be adjusted in future.

14. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

15. Contingent Liabilities & Provision:

Claims against the Company not acknowledged as debts are treated as contingent liabilities. Provision in respect of contingent liabilities if any, is made when it is probable that a liability may be incurred and the amount can be reasonably estimated.

Notes forming part of the financial statements for the Year ended 31st March, 2013
Note 2 : Share Capital

Particulars	As at 31st March, 2013		As at 30th June 2012	
	No. of Shares	₹	No. of Shares	₹
(a) Authorised				
Equity Shares of ₹ 10/- each with voting rights	27,670,000	276,700,000	27,670,000	276,700,000
Preference shares of ₹ 10/- each	6,330,000	63,300,000	6,330,000	63,300,000
	34,000,000	340,000,000	34,000,000	340,000,000
(b) Issued				
Equity Shares of ₹ 10/- each with voting rights	8,140,963	81,409,630	8,140,963	81,409,630
4% Cumulative preference shares of ₹ 10/- each	2,450,000	24,500,000	2,450,000	24,500,000
1% Preference shares of ₹ 10/- each	1,108,738	11,087,380	2,217,476	22,174,760
	11,699,701	116,997,010	12,808,439	128,084,390
(c) Subscribed and fully paid up				
Equity Shares of ₹ 10/- each with voting rights	8,136,563	81,365,630	8,136,563	81,365,630
4% Cumulative Preference Shares of ₹ 10/- each	2,450,000	24,500,000	2,450,000	24,500,000
1% Preference Shares of ₹ 10/- each	1,108,738	11,087,380	2,217,476	22,174,760
Shares Forfeited		22,000		22,000
	11,695,301	116,975,010	12,804,039	128,062,390
Total	11,695,301	116,975,010	12,804,039	128,062,390

Note:-

- Equity Shares includes 11,27,000 shares issued as fully paid up Bonus Shares during 1994-95 by Capitalisation of Revaluation Reserve.
- 4% Redeemable Preference Shares along with dividend will be redeemed from 1st April 2013 to 31st March 2016 in twelve quarterly equal installments.
- Corporate Debt Restructuring (CDR CELL) has approved the recompense amount towards interest liabilities amounting to ₹ 443.50 lacs for the Company to exit from CDR scheme in the previous financial year. Pursuant to terms & conditions of the CDR cell, 25% of the total amount has been paid by the company in cash & for balance 75% ,the Company has issued 1% Cumulative Redeemable Preference Shares, which are redeemable in 3 half yearly equal installments beginning from April 2012 To April 2013.
- The Authorised Share Capital was reclassified and subsequently clause V substituted vide Ordinary Resolution passed by the Shareholders of the company at their Extra ordinary General Meeting held on Monday,19th September 2011 at the Registered Office of the Company.

IMP POWERS LIMITED

Notes forming part of the financial statements for the Year ended 31st March, 2013

Note 2(a) : Share capital (contd.)

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31st March, 2013		As at 30th June 2012	
	No. of Shares	₹	No. of Shares	₹
Equity shares with voting rights				
At the Beginning of the period	8,136,563	81,365,630	8,136,563	81,365,630
Add:- Fresh Issue	-	-	-	-
Less:- Redemption	-	-	-	-
Outstanding at the end the period	8,136,563	81,365,630	8,136,563	81,365,630
4% Redeemable preference shares				
At the Beginning of the period	2,450,000	24,500,000	2,450,000	24,500,000
Add:- Fresh Issue	-	-	-	-
Less:- Redemption	-	-	-	-
Outstanding at the end the period	2,450,000	24,500,000	2,450,000	24,500,000
1% Redeemable Preference Shares				
At the Beginning of the period	2,217,476	22,174,760	-	-
Add:- Fresh Issue	-	-	3,326,214	33,262,140
Less:- Redemption	1,108,738	11,087,380	1,108,738	11,087,380
Outstanding at the end the period	1,108,738	11,087,380	2,217,476	22,174,760

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2013		As at 30th June 2012	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Advance Transformer & Equipment Pvt Ltd.	773,189	9.50	773,189	9.50
Shree Kishoriju Trading & Investment Pvt. Ltd.	561,407	6.90	561,407	6.90
Shree Rasbihari Trading and Investment Pvt. Ltd.	797,773	9.80	797,773	9.80
IL&FS Trust Company Ltd.	637,200	7.83	637,200	7.83
India Business Excellence Fund	542,800	6.67	542,800	6.67

(iii) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date:

Particulars	Aggregate number of shares	
	As at 31st March, 2013	As at 30th June, 2012
Redeemable preference shares		
Fully paid up pursuant to contract(s) without payment being received in cash	3,326,214	3,326,214

(iv) Details of forfeited shares

Class of shares / Name of shareholder	As at 31st March, 2013		As at 30th June 2012	
	Number of shares	Amount originally paid up ₹	Number of shares	Amount originally paid up ₹
Equity shares	4,400	22,000	4,400	22,000
Share Premium		176,000		176,000
TOTAL		198,000		198,000

Notes forming part of the financial statements for the Year ended 31st March, 2013
Note 3: Reserves and Surplus

Particulars	As at 31st March, 2013 ₹	As at 30th June, 2012 ₹
(a) Capital Reserve		
Opening Balance as per last Audited financial Statement	7,445,000	7,445,000
Add: Additions during the year	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	<u>7,445,000</u>	<u>7,445,000</u>
(b) Preference Shares Capital Redemption Reserve		
4% Redeemable Preference Shares		
Opening Balance as per last Audited financial Statement	16,537,500	14,087,500
Add: Additions during the year	-	-
Transferred from surplus in Statement of Profit and Loss	1,837,500	2,450,000
Others	-	-
Less: Utilised during the year	-	-
Closing balance	<u>18,375,000</u>	<u>16,537,500</u>
1% Redeemable Preference Shares		
Opening Balance as per last Audited financial Statement	11,087,380	-
Add: Additions during the year	-	-
Transferred from surplus in Statement of Profit and Loss	11,087,380	11,087,380
Others	-	-
Less: Utilised during the year	-	-
Closing balance	<u>22,174,760</u>	<u>11,087,380</u>
(c) Securities Premium Account		
Opening Balance as per last Audited financial Statement (includes Rs. 176000/- towards Share forfeited)	478,577,741	478,577,741
Add : Premium on shares issued during the year	-	-
Closing balance	<u>478,577,741</u>	<u>478,577,741</u>
(d) Bonds Redemption Reserve		
Opening Balance as per last Audited financial Statement	35,713,480	30,147,750
Add: Additions during the year	-	-
Transferred from surplus in Statement of Profit and Loss	4,174,300	5,565,730
Others	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	<u>39,887,780</u>	<u>35,713,480</u>
(e) Revaluation Reserve		
Opening Balance as per last Audited financial Statement	28,408,284	29,739,740
Less: Utilised for set off against depreciation	998,592	1,331,456
Written back / other utilisations during the year	-	-
Closing balance	<u>27,409,692</u>	<u>28,408,284</u>
(f) General Reserve		
Opening Balance as per last Audited financial Statement	77,226,072	77,226,072
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Less: Utilised / transferred during the year for:	-	-
Closing balance	<u>77,226,072</u>	<u>77,226,072</u>

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Notes forming part of the financial statements for the Year ended 31st March, 2013

Particulars	As at 31st March, 2013 ₹	As at 30th June, 2012 ₹
(g) Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance as per last Audited Financial Statement	202,497,464	164,768,304
Add: Profit / (Loss) for the year	22,815,650	71,997,046
Less: Interim dividend	-	-
Dividends proposed to be distributed to equity shareholders (₹ 0.50/- per share)	4,068,282	12,204,845
Dividends proposed to be distributed to preference shareholders (₹ 0.40 /-per share)	735,671	980,000
Tax on dividend	659,977	1,979,931
Transfer to 4% Preference Share Capital Redemption Reserve	1,837,500	2,450,000
Transfer to 1% Preference Share Capital Redemption Reserve	11,087,380	11,087,380
Transfer to Bonds Redemption Reserve	4,174,300	5,565,730
Transfer to General Reserve	-	-
Closing balance	<u>202,750,004</u>	<u>202,497,464</u>
Total	<u>873,846,049</u>	<u>857,492,921</u>

Notes:-

- The Company had not received the balance 90% amount on 450000 warrants, thus the Company has forfeited Warrant Application money of ₹ 74,45,000 of these Warrants and transferred to Capital Reserve.
- Based on valuation report submitted by a professional valuer appointed for the purpose of valuing Factory Lease Hold Land & Building at Kandivali works & building Head office, the same have been revalued as at 31st March, 1994 on current cost basis. The resultant increase in net book value on such revaluation amounting to ₹ 67.70 million was transferred to Revaluation Reserve account.

Note 4: Long-term borrowings

Particulars	As at 31st March, 2013 ₹	As at 30th June, 2012 ₹
(a) Bonds (Refer Note (2) below)		
Secured	37,104,867	51,019,192
(5,56,573 4 % Non- Convertible Bonds)		
Unsecured	-	-
	<u>37,104,867</u>	<u>51,019,192</u>
(b) Term loans		
From banks		
Secured	134,751,721	122,768,530
Unsecured	-	-
	<u>134,751,721</u>	<u>122,768,530</u>
(c) Other loans and advances (Vehicle Loan)		
Secured	7,431,812	3,277,244
Unsecured	-	-
	<u>7,431,812</u>	<u>3,277,244</u>
(d) Loans & advances from related parties		
Secured	-	-
Unsecured	30,300,000	-
	<u>30,300,000</u>	<u>-</u>
Total	<u>209,588,400</u>	<u>177,064,966</u>

Notes

- Term loan & Bonds from Financial Institutions and Banks are secured by way of first charge on all Fixed Assets of the Company both present & future on pari-passu basis with other member bank of consortium and Second charge on all Current Assets of the company both present & future on pari-passu basis with other member bank of consortium and personal guarantee of promoter Directors.
- Non Convertible Redeemable Bonds including interest will be redeemed from 1st April 2013 to 31st March 2016 in twelve quarterly equal installment. Out of which ₹ 18552433/- will be redeemed in the next 12 months considered under current liabilities.
- Vehicle Loan are secured by hypothecation of vehicles.

Notes forming part of the financial statements for the Year ended 31st March, 2013
Note 4a : Long-term borrowings (contd.)

(i) Details of bonds issued by the Company:

Particulars	As at 31st March 2013	
	Current ₹	Non-Current ₹
4 % Non-Convertible Bonds	18,552,433	37,104,867
Total - Bonds (i)	18,552,433	37,104,867

(ii) Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured other long-term borrowings:

Particulars	As at 31st March 2013				
	Current ₹	Non-Current ₹	Period of Maturity w.r.t. the Balance Sheet date	No. of Installments Outstanding as at 31 st March 2013	Amount of each installment *
Term loans from banks:					
State Bank of India (TL)	11,325,960	11,325,995	2 Years	8 Quartely	2,831,490
State Bank of India (Corporate)	23,750,000	12,500,000	6 Months	Half Yearly	12,500,000
State Bank of Hyderabad (TL)	20,000,000	24,710,742	2 Years 3 Months	9 Quartely	5,000,000
Term Loan (SBH-II)	-	50,483,664		2 Years	
Bank of India (TL)	10,008,000	13,266,420	2 Years 4 Months	28 Monthly	834,000
Greater Bombay Co-Op. Bank Ltd. (TL) (1)	-	22,464,900	-	-	-
Total - Term loans from banks	65,083,960	134,751,721			
Other loans and advances:					
HDFC Bank Ltd.	2,263,672	3,281,887			
Kotak Mahindra Prime Ltd.	330,531	1,427,844			
Kotak Mahindra Prime Ltd.	1,336,658	2,722,081			
Total - Other loans and advances	3,930,861	7,431,812			
Loans & advances from related parties					
Universal Transformer Pvt. Ltd.	-	17,923,000			
Advance Transformers Equipments Pvt. Ltd.	-	12,377,000			
		30,300,000			
Total (i+ii)	87,567,254	209,588,400			

Note:-* Last Instalment payments will be of balance amount outstanding.

(1) The Greater Bombay Co-operative Bank Ltd. (GBCB) did not join CDR Scheme which was considered as approved by other consortium banks/financial institute in the year 2004-2005. GBCB did not work out on the revised repayment plan. Instead GBCB initiated the legal actions against the company. The Company has filed petition u/s 391 of the Companies Act in the High Court and the matter is pending in the court. However the company has provided interest in the books of account.

(ii) The Company has defaulted in repayment of loans and interest in respect of the following:

Particulars	As at 31st March, 2013		As at 30th June 2012	
	Period of default (Years) *	₹	Period of default (Years)*	₹
Term loans from banks				
Principal	9	22,464,900	8	22,464,900
Interest	9	16,176,000	8	14,154,000

(iii) For the current maturities of long-term borrowings, refer item (a) in Note 9 Other current liabilities.

* Base of the year 2004-2005

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Notes forming part of the financial statements for the Year ended 31st March, 2013

Note : 5 Other long-term liabilities

Particulars	As at 31st March, 2013 ₹	As at 30th June, 2012 ₹
Others:		
(i) Interest accrued but not due on Bonds	15,959,506	14,288,232
(ii) Trade / security deposits received	-	4,266,000
Total	15,959,506	18,554,232

Note 6 : Long-term provisions

(a) Provision for employee benefits:		
(i) Provision for compensated absences	1,871,597	1,540,027
(ii) Provision for gratuity (net)	(1,499,376)	(1,191,468)
(b) Provision - Others:		
(i) Provision for premium payable on redemption of bonds (Refer Note 4 Long-term borrowings)	7,591,311	6,855,640
Total	7,963,532	7,204,199

Defined Benefits Plans :

a. Contribution to Gratuity Fund -

The Company regularly contributes to the gratuity fund called the " Industrial Meters Private Limited Gratuity Fund" framed under the Payment of Gratuity Act, 1972, which is a defined benefit plan.

Changes in Defined Benefit Obligation :

Liability at the beginning of the year	9,557,896	9,191,425
Interest Cost	609,316	781,271
Current Service Cost	520,976	673,041
Past Service Cost- Vested Benefit	-	-
Benefit Paid	(114,722)	(499,046)
Actuarial (gain)/loss on obligations	(970,433)	(588,795)
Liability at the end of the year	9,603,033	9,557,896

Changes in the Fair value of Plan Assets for Gratuity (Funded Scheme) :

Fair Value of Plan Assets at the beginning of the year	10,749,364	6,156,274
Expected Return on Plan Assets	693,334	523,283
Contributions	-	3,035,151
Benefit Paid	(114,722)	(499,046)
Actuarial gain/ (loss) on Plan Assets	(225,567)	(1,533,702)
Fair Value of Plan Assets at the end of the year	11,102,409	10,749,364
Total Actuarial gain/(loss) To Be Recognized	(744,866)	(2,122,497)

Amount recognized in the Balance Sheet:

Defined Benefit Obligation	(9,603,033)	(9,557,896)
Fair Value of Plan Assets	11,102,409	10,749,364
(Liability) / Assets recognized in the Balance Sheet included in the Balance Sheet included in Current Liabilities and Provisions	1,499,376	1,191,468

Expenses recognized in the Profit & Loss Account:

Current Service Cost	520,976	673,041
Interest Cost	609,316	781,271
Expected Return on Plan Assets	(693,334)	(523,283)
Actuarial (Gain) or Loss	(744,866)	(2,122,497)
Past Service Cost- Vested Benefit	-	-
Expense Recognized in P & L	(307,809)	(1,191,468)

Actuarial Assumptions:

Assumptions

Discount Rate Current	8.50%	8.50%
Rate of Return on Plan Assets Current	8.70%	8.60%
Salary Escalation Current	5.00%	5.00%
Attrition Rate Current Year	2.00%	2.00%

Notes forming part of the financial statements for the Year ended 31st March, 2013
Note 7 :Short-term borrowings

Particulars	As at 31st March, 2013 ₹	As at 30th June,2012 ₹
(a) Loans repayable on demand		
From banks		
Secured		
Cash Credit Facilities	380,304,672	174,913,028
Working Capital Demand Loan	299,899,618	373,199,618
Packing Credit Loan	-	71,300,000
	<u>680,204,290</u>	<u>619,412,646</u>
(b) Loans and advances from related parties (Refer Note 27.b)		
Secured	-	-
Unsecured	-	-
Total	<u>680,204,290</u>	<u>619,412,646</u>

Notes:

- (i) Details of Loans repayable and security for the secured short-term borrowings:

Loans repayable on demand
from banks:

Karnataka Bank Ltd.	64,372,255	58,333,102
Bank of India	142,518,578	189,831,998
State Bank of India	139,457,855	134,546,317
State of Hyderabad	180,814,084	183,996,169
IDBI Bank	62,815,633	48,393,555
Axis Bank	90,225,887	4,311,505
Total - from banks	<u>680,204,290</u>	<u>619,412,646</u>

Note:-

- 1) Working Capital loan from Banks are secured against first charge on all current assets of the company, present & future, on pari passu basis with banks in the consortium and Second charge on all Fixed Assets of the company, both present & future, on pari-passu basis with member banks of consortium. Also collateral security of equitable Mortgage of residential property in the name of Directors situated at Ground floor, 86A,Shriniketan, Netaji Subhhash Marg, Mumbai on pari passu basis with the member of banks of Consortium (Except Axis Bank Ltd.) and personal guarantee of promoter Directors.

Note 8: Trade payables

Particulars	As at 31st March, 2013 ₹	As at 30th June,2012 ₹
Trade payables:		
Total Outstanding Dues of Micro and Small Enterprises (Refer Note No. 25.2)	-	-
Other than Acceptances	654,211,377	427,260,133
Total	<u>654,211,377</u>	<u>427,260,133</u>

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Notes forming part of the financial statements for the Year ended 31st March, 2013

Note : 9 Other current liabilities

Particulars	As at 31st March, 2013 ₹	As at 30th June,2012 ₹
(a) Current maturities of long-term debt (Refer Note 4a)	87,567,254	109,252,607
(b) Unpaid dividends	66,626	66,626
(c) Other payables	101,442,911	119,616,334
Total	189,076,791	228,935,567

Note (i): Current maturities of long-term debt (Refer Notes (i) and (ii) in Note 4a - Long-term borrowings for details of security and guarantee):

(a) Bonds (Refer No. 4a)		
Secured	18,552,433	4,638,108
Unsecured	-	-
(b) Term loans		
From banks		
Secured	65,083,960	99,902,118
Unsecured	-	-
(c) Other loans and advances (Vehicle Loan)		
Secured	3,930,861	4,712,381
Unsecured	-	-
Total	87,567,254	109,252,607

Note 10: Short-term provisions

(a) Provision for employee benefits:		
(i) Provision for bonus	1,447,262	1,704,835
(ii) Provision for compensated absences	861,823	-
(b) Provision - Others:		
(i) Provision for Proposed equity dividend	4068282	12204845
(i) Provision for tax on proposed dividends	659,977	1,979,931
Total	7,037,344	15,889,611

Notes forming part of the financial statements for the Year ended 31st March, 2013

Note 11 : Fixed assets

A. Tangible assets	Gross block				Depreciation				Net Block	
	Balance as at 1st July, 2012	Additions	Disposals	Balance as at 31st March, 2013	As at 30th June, 2012	For the year	Deduction Adjustment	Balance as at 31st March, 2013	Balance as at 31st March, 2013	30th June, 2012
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Free Hold Land	33,051,968	-	-	33,051,968	-	-	-	-	33,051,968	33,051,968
Building & HO Building	424,517,127	31,771,275	-	456,288,402	117,022,019	11,313,833	-	128,335,852	327,952,550	307,495,108
Plant & Machineries	507,760,640	70,928,416	-	578,689,056	140,248,613	18,078,755	-	158,327,368	420,361,688	367,512,027
Dies & Jigs	2,750,150	-	-	2,750,150	2,750,150	-	-	2,750,150	-	-
Electrical Installation	18,573,975	-	-	18,573,975	7,019,305	948,176	-	7,967,481	10,606,494	11,554,670
Air Conditioning Equipments	4,327,400	66,227	-	4,393,627	1,881,852	146,052	-	2,027,904	2,365,723	2,445,548
Furniture & Fixtures	23,347,350	-	-	23,347,350	12,354,385	1,062,593	-	13,416,978	9,930,372	10,992,965
Office Equipments	3,555,042	332,691	-	3,887,733	1,802,724	112,745	-	1,915,469	1,972,264	1,752,318
Cars & Vehicles	27,677,319	4,144,191	2,211,728	29,609,782	8,376,331	1,952,481	1,050,388	9,278,424	20,331,358	19,300,988
Computer	11,796,321	501,589	38,250	12,259,660	9,008,546	635,172	6,250	9,637,468	2,622,192	2,787,775
Total	1,057,357,292	107,744,389	2,249,978	1,162,851,703	300,463,925	34,249,807	1,056,638	333,657,094	829,194,609	756,893,367
Previous year	998,811,340	60,796,698	2,250,746	1,057,357,292	257,925,008	43,969,125	1,430,208	300,463,925	756,893,367	743,812,622

Note 11 : Fixed assets

B. Intangible assets	Gross block				Depreciation				Net Block	
	Balance as at 1st July, 2012	Additions	Disposals	Balance as at 31st March, 2013	As at 30th June, 2012	For the year	Deduction Adjustment	Balance as at 31st March, 2013	Balance as at 31st March, 2013	30th June, 2012
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Software	157,296	-	-	157,296	6,688	19,158	-	25,846	131,450	150,608
Total	157,296	-	-	157,296	6,688	19,158	-	25,846	131,450	150,608
Previous year	157,296	-	-	157,296	6,688	6,688	-	13,376	143,920	-
Intangible assets under development	1,000,000	-	-	1,000,000	-	-	-	-	1,000,000	1,000,000

Note:-Company is under the process of implementing ERP and expenditure incurred has been considered as intangible assets under development

Note 11 : Fixed assets - Intangible (contd.)

C. Depreciation and amortisation relating to continuing operations:		
Particulars	Balance as at 31st March, 2013 ₹	As at 30th June, 2012 ₹
Depreciation and amortisation for the year on tangible assets as per Note 11 A	34,249,807	43,969,125
Depreciation and amortisation for the year on intangible assets as per Note 11 B	19,158	6,688
Less: Utilised from revaluation reserve	998,592	1,331,456
Depreciation and amortisation relating to continuing operations	33,270,373	42,644,357

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Notes forming part of the financial statements for the Year ended 31st March, 2013

Note 12 : Non-current investments

Particulars	As at 31st March, 2013			As at 30th June,2012		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
	₹	₹	₹	₹	₹	₹
Investments (At cost):						
Non- Trade						
Subsidiary						
32065 Equity Shares subsidiaries of IMP Energy Ltd. Of Rs. 10/- each						
		320,650	320,650	320,650		320,650
Others						
(a) 10 Equity Shares of The Mogaveera Co-Op. Bank Ltd. Of Rs. 100/- each fully paid		1,000	1,000	1,000		1,000
(b) 4000 Equity Shares of The Grater Bombay Co-Op. Bank Ltd. Of Rs. 25/- fully Paid		100,000	100,000	100,000		100,000
Total		421,650	421,650	421,650		421,650

Note 13 : Long-term loans and advances

Particulars	As at	As at
	31st March, 2013	30th June,2012
	₹	₹
(a) Security deposits		
Secured, considered good	28,632,019	32,054,699
Unsecured, considered good	-	-
(b) Advance income tax (net of provisions ₹109816474/-)	(10,384,325)	(3,168,406)
(c) Balances with government authorities		
Unsecured, considered good		
(i) Export Incentive (Refer Note below)	12,478,476	12,050,862
(ii) VAT credit receivable	6,381,362	6,335,618
(iii) Advance Licence	3,375,179	10,494,510
(d) Other loans and advances		
Secured, considered good	-	-
Unsecured, considered good	115,000	115,000
Total	40,597,711	57,882,282
i) The Company has undertaken export & deemed exports of its products, by using indigenous raw materials. Against such exports the Company has received Quantity Based Advance Licenses entitling the company to import certain raw materials at Nil Custom duty. The Utilized portion of these licenses amounting to Rs. 3.38 million (previous Rs.10.49 million) has been valued as prevailing Customs Duty rates 31st March,2013 and taken credit in the books of accounts in accordance with the matching principle of accountancy.		

Note 14 : Inventories

(At lower of cost and net realisable value)

Particulars	As at	As at
	31st March, 2013	30th June,2012
	₹	₹
(a) Raw materials		
Copper wire & Strips	51,428,102	84,489,933
Transformer oil	25,837,473	2,857,088
Lamination	20,455,879	11,076,445
Others	76,897,025	72,563,939
	174,618,479	170,987,405
(b) Work-in-progress	219,866,709	119,586,992
(c) Finished goods (other than those acquired for trading)	241,314,840	157,547,374
Total	635,800,028	448,121,771

Notes forming part of the financial statements for the Year ended 31st March, 2013
Note 15: Trade receivables

Particulars	As at 31st March, 2013 ₹	As at 30th June, 2012 ₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	124,770,941	164,922,014
Other Trade receivables		
Secured, considered good	1,056,021,238	1,024,259,441
Total	<u>1,180,792,179</u>	<u>1,189,181,455</u>

Note 16 : Cash and Bank Balances

(a) Cash on hand	3,448,699	2,806,939
(b) Balances with banks		
(i) In current accounts	11,082,548	1,677,457
(ii) In earmarked accounts		
- Unpaid dividend accounts	66,626	66,626
- Balances held as margin money or security against borrowings, guarantees and other commitments	44,358,266	23,020,600
Total	<u>58,956,138</u>	<u>27,571,622</u>

Note 17: Short-term loans and advances

(a) Loans and advances to related parties (Refer Note 28b)		
Secured, considered good	-	-
Unsecured, considered good	-	4,583,118.00
Share application money given to Imp enegy limited	6,092,350	-
(b) Loans and advances to employees		
Secured, considered good	-	-
Unsecured, considered good	8,840,740	8,202,620
(c) Prepaid expenses - Unsecured, considered good	28,191,324	26,332,350
(d) Balances with government authorities		
Unsecured, considered good		
(i) CENVAT credit receivable	448,999	564,913
(ii) VAT credit receivable		
(iii) Service Tax credit receivable	4,790,853	3,842,830
(e) Others		
Unsecured, considered good	11,258	10,623
Total	<u>48,375,524</u>	<u>43,536,454</u>

Note 18 : Other current assets

(a) Accruals		
(i) Interest accrued on deposits	2,689,149	874,870
Total	<u>2,689,149</u>	<u>874,870</u>

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Notes forming part of the financial statements for the Year ended 31st March, 2013

Note 19 : Revenue from operations

Particulars	For the 9 months ended	For the Period ended
	31st March, 2013	30th June, 2012
	₹	₹
(a) Sale of Distribution & Power Transformers	2,268,648,527	3,067,348,970
(b) Erection & Commissioning services	356,000	4,435,000
	<u>2,269,004,527</u>	<u>3,071,783,970</u>
<u>Less:</u>		
(c) Excise duty	218,005,436	249,357,192
Total	<u>2,050,999,091</u>	<u>2,822,426,778</u>

Note 20 : Other income

(a) Interest income (Refer Note (i) below)	2,519,003	897,298
(b) Other non-operating income (net of expenses directly attributable to such income)	260,148	3,440
Total	<u>2,779,151</u>	<u>900,738</u>
(i) Interest income comprises: Interest from banks and others on: Deposits	2,467,192	805,141
Interest on loans and advances	51,811	92,157
Total - Interest income	<u>2,519,003</u>	<u>897,298</u>
(ii) Royalty Received Miscellaneous income	260,148	3,440
Total - Other non-operating income	<u>260,148</u>	<u>3,440</u>

Note 21.a : Cost of materials consumed

Opening stock	170,987,405	158,587,500
Add: Purchases	1,822,567,625	2,051,247,224
	<u>1,993,555,030</u>	<u>2,209,834,724</u>
Less: Closing stock	174,618,479	170,987,405
Cost of material consumed	<u>1,818,936,551</u>	<u>2,038,847,319</u>
Material consumed comprises: Copper wire & Strips	674,875,782	674,517,437
Transformer oil	170,567,561	313,928,754
Lamination	357,844,588	483,132,956
Others	615,648,620	567,268,172
Total	<u>1,818,936,551</u>	<u>2,038,847,319</u>

Note 21.b : Changes in inventories of finished goods, work-in-progress and stock-in-trade

<u>Inventories at the end of the year:</u>		
Finished goods	241,314,840	157,547,374
Work-in-progress	219,866,709	119,586,992
	<u>461,181,549</u>	<u>277,134,366</u>
<u>Inventories at the beginning of the year:</u>		
Finished goods	157,547,374	212,166,212
Work-in-progress	119,586,992	220,447,475
	<u>277,134,366</u>	<u>432,613,687</u>
Net (increase) / decrease	<u>(184,047,183)</u>	<u>155,479,321</u>

Notes forming part of the financial statements for the Year ended 31st March, 2013
Note 22: Employee benefits expense

Particulars	For the year ended	For the year ended
	31st March, 2013	30th June, 2012
	₹	₹
Salaries and wages	77,564,885	98,174,504
Contributions to provident and other funds	2,043,566	924,813
Staff welfare expenses	2,630,487	2,502,662
Total	82,238,938	101,601,979

Note 23: Finance costs

(a) Interest expense on:		
(i) Borrowings	109,650,161	157,616,206
(ii) Trade payables	3,460,641	4,341,145
(b) Other borrowing costs		
(i) Bank Commission, Bank Guarantee & othr Charges	19,936,675	30,272,706
Total	133,047,477	192,230,057

Note 24 : Other expenses

Power and fuel	9,529,119	12,077,147
Rent including lease rentals(Net) (Refer Note 28)	2,088,000	3,727,000
Repairs and maintenance - Buildings	52,974	253,142
Repairs and maintenance - Others	2,159,379	1,967,096
Insurance	3,959,548	3,688,309
Rates and taxes	1,290,556	2,439,831
Communication	2,206,377	2,302,616
Travelling and conveyance	17,188,473	20,278,899
Printing and stationery	1,561,008	1,720,819
Motor Car Expenses	3,645,514	4,528,003
Office Expenses & Electricity Charges	2,738,988	2,838,875
Freight and forwarding	62,871,998	99,284,697
Loading & Unloading Charges	2,329,511	2,255,006
Sales commission	5,734,473	10,388,042
Business promotion & Advertisement	4,354,966	3,852,297
Donations and contributions	1,214,100	1,048,950
Legal and professional	2,843,980	4,553,722
Payments to auditors (Refer Note (i) below)	400,000	325,000
Bad trade and other receivables, loans and advances written off	-	124,895
Net loss on foreign currency transactions and translation (other than considered as finance cost)	3,310,471	551,603
Loss on fixed assets sold / scrapped / written off	561,789	370,538
Miscellaneous expenses	6,203,187	12,089,705
Total	136,244,411	190,666,190

Notes:

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

As auditors - statutory audit	325,000	250,000
For taxation matters	75,000	75,000
Total	400,000	325,000

IMP POWERS LIMITED

Notes forming part of the financial statements for the Year ended 31st March, 2013

Note 25 : Additional information to the financial statements

Particulars	For the year ended 31st March, 2013 ₹	For the year ended 30th June,2012 ₹
25.1 Contingent liabilities and commitments (to the extent not provided for)		
(i) Contingent liabilities		
(a) Claims against the Company not acknowledged as debt		
Crogat Electronics Pvt. Ltd. was supplying raw materials and there was delay in supplying the material and there were rejections and several complaints from IMP's Customers due to substandard materials and non compliance of technical norms. IMP had to procure materials from other sources resulting in loss , IMP held back payment and Crogat filed suit.	474,731	474,731
Asea Brown Boveri Ltd. Filed by ABB Recovery as Counter suit against IMP.	14,108,160	14,108,160
(b) Performance ,Counter & Advance Guarantees EMD	978,816,626	708,418,165
(c) Other money for which the Company is contingently liable		
(i) Income Tax Demands (A.Y. 2008-2009)	18,789,885	18,789,885
25.2 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006		
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	Nil	Nil
(iv) The amount of interest due and payable for the year		
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		
25.3 Value of imports calculated on CIF basis @:		
Raw materials including Spares	54,796,800	40,121,430
25.4 Expenditure in foreign currency		
Travelling	637,503	1,837,792

Notes forming part of the financial statements for the Year ended 31st March, 2013

25.5	Details of consumption of imported and indigenous items *	For the year ended	
		₹	%
	<u>Imported</u>		
	Raw materials	54,796,800 (36,276,085)	3.01 (1.77)
	Note: Figures / percentages in brackets relates to the previous year		
	<u>Indigenous</u>		
	Raw materials	1,764,139,751 (2,011,125,794)	96.99 (98.23)
	Note: Figures / percentages in brackets relates to the previous year		
	Particulars	For the year ended 31st March, 2013	For the year ended 30th June,2012
		₹	₹
25.6	Earnings in foreign exchange		
	Export of goods calculated on FOB basis	745,200	397,715,179
	Royalty, know-how, professional and consultation fees		
	Interest and dividend		
	Other income, indicating the nature thereof.		

Note 26: Disclosures under Accounting Standards 16

Note	Particulars	For the year ended 31st March, 2013	For the year ended 30th June,2012
		₹	₹
	Details of borrowing costs capitalised		
	Borrowing costs capitalised during the year	11,652,476	6,285,909
	- as fixed assets		
	Total	11,652,476	6,285,909

Note 27 : Disclosures under Accounting Standards 18

Note	Particulars	Names of related parties
27.a	Details of related parties:	
	Description of relationship	
	Subsidiaries	IMP Energy Limited
	Associates	Raga Organics P. Ltd Advance Transformers & Equipments Pvt. Ltd Shree Kishoriju Trading & Investments Pvt. Ltd Shree Rasbihari Electricals Pvt. Ltd Shree & Sons. Universal Transformers Pvt. Ltd Shree Rasbihari Trading and Investments Pvt. Ltd Raj Exports Pvt. Ltd. Mangalam Laboratories Pvt. Ltd. Ramniwas R Dhoot (HUF)
	Key Management Personnel (KMP)	Chairman : Shri Ramniwas R Dhoot Managing Director : Shri Ajay R Dhoot Jt. Managing Director : Shri Aaditya R Dhoot Director : Shri Rajendra mimani
	Relatives of KMP	Mrs. Rajkumari R Dhoot (wife of Shri R. R. Dhoot), Mrs. Smita A Dhoot (wife of Shri Aaditya. R. Dhoot), Mrs. Radhika A Dhoot (wife of Shri Ajay R. Dhoot), Mrs. Saroj Mimani (wife of Shri Rajendra MImani),

Note: Related parties have been identified by the Management.

IMP POWERS LIMITED

Notes forming part of the financial statements for the Year ended 31st March, 2013

Details of related party transactions during the year ended 31st March, 2013 and balances outstanding as at 31st March, 2013.

27.b	Ultimate Holding Company	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	KMP	Relatives of KMP	Entities in which KMP / Relatives of KMP have significant influence	Total
Related party transactions									
Purchase of goods	-	-	8,835,171 (NIL)	-	-	-	-	-	8,835,171 (NIL)
Remuneration									
Shri Ramniwas R Dhoot	-	-	-	-	-	3,521,250	-	-	3,521,250
Shri Ajay R Dhoot	-	-	-	-	-	(4,755,604)	-	-	(4,755,604)
Shri Aaditya R Dhoot	-	-	-	-	-	3,150,000	-	-	3,150,000
Shri Aaditya R Dhoot	-	-	-	-	-	(4,227,589)	-	-	(4,227,589)
Shri Rajendra Mimani	-	-	-	-	-	2,970,000	-	-	2,970,000
	-	-	-	-	-	(3,648,960)	-	-	(3,648,960)
	-	-	-	-	-	1,125,000	-	-	1,125,000
	-	-	-	-	-	(1,450,000)	-	-	(1,450,000)
Leasing or hire purchase arrangements									
Ramniwas R Dhoot (HUF)	-	-	-	-	-	90,000	-	-	90,000
Shri Ajay R Dhoot	-	-	-	-	-	(120,000)	-	-	(120,000)
Shri Aaditya R Dhoot	-	-	-	-	-	315,000	-	-	315,000
Shri Aaditya R Dhoot	-	-	-	-	-	(420,000)	-	-	(420,000)
Shree Rasbihari Trading & Investment Pvt. Ltd.	-	-	-	-	90,000	-	-	-	90,000
	-	-	-	-	(120,000)	-	-	-	(120,000)
Balances outstanding at the end of the year									
Trade receivables	-	-	-	-	-	-	-	-	-
Loans and advances	-	-	6,092,350 (4,583,115)	-	30,300,000 (NIL)	-	-	-	30,300,000 (4,583,115)
Trade payables	-	-	-	-	-	-	-	-	-
Borrowings	-	-	-	-	-	-	-	-	-
Provision for doubtful receivables, loans and advances	-	-	-	-	-	-	-	-	-

Note: Figures in bracket relates to the previous year

Note 28: Disclosures under Accounting Standards 19

Note	Particulars	For the year ended 31st March, 2013 ₹	For the year ended 30th June, 2012 ₹
28	Details of leasing arrangements		
	<u>As Lessor</u>		
28.a	The Company has entered into operating lease arrangements for Its Premises at Kandivali, Mumbai. The lease was non-cancellable for a period of 6 Months from 19/04/2011 and has been renewed for a further period as mutually decided by both the parties.		
	Future minimum lease receivable		
	not later than one year	8,532,000	8,532,000
	later than one year and not later than five years	711,000	6,786,140
	later than five years		
	<u>As Lessee</u>		
28.b	The Company has entered into operating lease arrangements for its office premises at Tardeo Mumbai. The leases are non-cancellable and are for a period of 3 years and may be renewed for a further period as mutual agreement of the parties.		
	Future minimum lease payments		
	not later than one year	12,447,600	11,316,000
	later than one year and not later than five years	27,111,250	30,593,890
	later than five years		
	Lease payments recognised in the Statement of Profit and Loss	8,487,000	11,316,000
	Contingent rents recognised as expense during the year (state basis)		

Notes forming part of the financial statements for the Year ended 31st March, 2013
Note 29: Disclosures under Accounting Standards 20

Note	Particulars	As at 31st March 2013 ₹	As at 30th June,2012 ₹
29	Earnings per share		
	Weighted average number of equity shares outstanding	8,136,563	8,136,563
29.a	Profit (Loss) after taxation as per Profit & Loss account attributable to Equity Shareholders after adjusting dividend on preference shares before extraordinary items	22,079,979	71,017,046
	Earning Per Share (Basic & Diluted) Before Extra-Ordinary item	2.71	8.73
29.b	Profit (Loss) after taxation as per Profit & Loss account attributable to Equity Shareholders after adjusting dividend on preference shares after extraordinary items	22,079,979	71,017,046
	Earning Per Share (Basic & Diluted)	2.71	8.73
	Nominal Value per share	10.00	10.00

Note 30 : Disclosures under Accounting Standards 22
30 Deferred tax (liability) / asset
Tax effect of items constituting deferred tax liability
Opening Balance

On difference between book balance and tax balance of fixed assets

On expenditure deferred in the books but allowable for tax purposes (reversal of Previous Year)

On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss

Others

Tax effect of items constituting deferred tax liability

Tax effect of items constituting deferred tax assets
Opening Balance

Provision for compensated absences, gratuity and other employee benefits

Provision for doubtful debts / advances

Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961

On difference between book balance and tax balance of fixed assets

Unabsorbed depreciation carried forward

Brought forward business losses

On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss

Others

Tax effect of items constituting deferred tax assets

Net deferred tax liability / (assets)

53,571,050	41,609,895
7,239,161	11,271,407
613,149	689,748
61,423,360	53,571,050
7,813,636	5,135,434
-	-
10,513,585	2,557,981
-	-
-	120,221
18,327,221	7,813,636
43,096,139	45,757,414

Note 31 : Previous year's figures

31 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure. Figures are not comparable to previous year figures as the current financial year is for a period of 9 months.

In terms of our report of even date

For Batliboi & Purohit
Chartered Accountants
FRN NO. 101048W

(CA R.D.HANGEKAR)
Partner
M.No. 30615

Place : Mumbai
Date : 28th May, 2013

For and on behalf of the Board of Directors

AJAY R DHOOT
Managing Director

AADITYA R DHOOT
Jt. Managing Director

ROMALI MALVANKAR
Company Secretary

IMP POWERS LIMITED

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING TO SUBSIDIARY COMPANY

Name of Subsidiary: IMP Energy Limited

Sr. No.	Particulars	IMP Energy Limited
1	Financial Period Ended	31 st March, 2013 (Nine Months)
2	Holding Company's Interest	64.13% in Equity shares
3	Shares held by holding Company in subsidiary	32065 Equity Shares
4	The net aggregate of Profit or losses of the Subsidiary for the current period so far as it concerns the members of the Holding Company. a) Dealt with or provided for in the accounts of the Holding Company b) Not dealt with or provided for in the accounts of Holding Company	 NIL NIL
5	The net aggregate of Profit or losses of the Subsidiary for the previous financial years of the subsidiary so far as it concerns the members of the Holding Company. a) Dealt with or provided for in the accounts of the Holding Company. b) Not dealt with or provided for in the accounts of Holding Company	 NIL NIL

As per our report of even date.

For Batliboi & Purohit
Chartered Accountants
FRN NO. 101048W

(CA R.D.HANGEKAR)
Partner
M.No. 30615

Place : Mumbai
Date : 28th May, 2013

For and on behalf of the Board of Directors

AJAY R DHOOT
Managing Director

AADITYAR DHOOT
Jt. Managing Director

ROMALI MALVANKAR
Company Secretary

Statement pursuant to Exemption received under Section 212(8) of the Companies Act, 1956 relating to Subsidiary Company for the Period ended 31st March, 2013 (Nine Months)

(Value in Rs.)

Sr. No.	Particulars	IMP Energy Limited
1	Capital	500,000
2	Reserves	(1,641,257)
3	Total Assets	65,408,315
4	Total Liabilities	57379935
5	Details of Investment (except in case of Investment in Subsidiaries)	NIL
6	Turnover	32,736,388
7	Profit Before Taxation	2,883,163
8	Provision for Taxation	246,493
9	Profit After Taxation	2,636,670
10	Proposed Dividend	NIL

As per our report of even date.

For Batliboi & Purohit
Chartered Accountants
FRN NO. 101048W

(CAR.D.HANGEKAR)
Partner
M.No. 30615

Place : Mumbai
Date : 28th May, 2013

For and on behalf of the Board of Directors

AJAY R DHOOT
Managing Director

AADITYAR DHOOT
Jt. Managing Director

ROMALI MALVANKAR
Company Secretary

IMP POWERS LIMITED

Independent Auditor's Report

To the Board of Directors of
IMP Powers Limited.

Report on Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of IMP Powers Limited ("the Company") and its subsidiary which comprise the Consolidated Balance Sheet as at March 31, 2013, and the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Managements Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the Consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of the reports of other auditors on the financial statements, the Consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Consolidated Statement of Profit and Loss Account, of the profit for the year ended on that date; and
- c) in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matters

We did not audit the Financial Statements of the Subsidiary whose Financial statements reflect total assets of Rs. 6.54 crores as at March 31, 2013, total revenues Rs. 3.27 crores and net cash flows amounting to Rs. 0.19 crores for the year ended on that date. These Financial Statements have been audited by other Auditors whose reports have been furnished to us and our opinion, is based solely on the reports of the other Auditors..

Our opinion is not qualified in respect of Other Matters.

For Batliboi & Purohit.
Chartered Accountants
FRN: 101048W

(R.D. Hangekar)
Partner

Membership No: 30615

Place : Mumbai
Date : 28th May, 2013

Consolidated Balance Sheet as at 31st March, 2013

Particulars	Note No.	As at 31st March 2013 ₹	As at 30th June 2012 ₹
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	116,975,010	128,062,390
(b) Reserves and surplus	3	874,284,763	855,532,542
		991,259,773	983,594,932
2 Share Application Money		3,407,650	-
3 Non-current liabilities			
(a) Long-term borrowings	4	209,588,400	177,064,966
(b) Deferred tax liabilities (net)	30	42,765,775	45,757,414
(c) Other long-term liabilities	5	15,959,506	18,578,281
(d) Long-term provisions	6	7,963,532	7,204,199
		276,277,213	248,604,860
4 Current liabilities			
(a) Short-term borrowings	7	689,719,174	619,412,646
(b) Trade payables	8	654,211,377	427,260,133
(c) Other current liabilities	9	236,364,986	229,103,215
(d) Short-term provisions	10	7,037,344	15,889,611
		1,587,332,881	1,291,665,605
TOTAL		<u>2,858,277,517</u>	<u>2,523,865,397</u>
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11.A	831,086,053	757,646,720
(ii) Intangible assets	11.B	2,032,070	2,288,806
(iii) Intangible assets under development	11.B	1,000,000	1,000,000
(b) Non-current investments	12	101,000	101,000
(c) Long-term loans and advances	13	40,715,708	58,092,073
		874,934,831	819,128,599
2 Current assets			
(a) Inventories	14	647,688,443	448,121,771
(b) Trade receivables	15	1,213,289,714	1,189,181,455
(c) Cash and Bank Balances	16	60,981,939	27,610,366
(d) Short-term loans and advances	17	58,693,441	38,948,336
(e) Other current assets	18	2,689,149	874,870
		1,983,342,686	1,704,736,798
TOTAL		<u>2,858,277,517</u>	<u>2,523,865,397</u>

See accompanying notes forming part of the financial statements

Significant accounting policies the accompanying notes are an integral part of financial statements

1

**For Batliboi & Purohit
Chartered Accountants
FRN NO. 101048W**

(CA R.D.HANGEKAR)
Partner
M.No. 30615

Place : Mumbai
Date : 28th May, 2013

For and on behalf of the Board of Directors

AJAY R DHOOT
Managing Director

AADITYAR DHOOT
Jt. Managing Director

ROMALI MALVANKAR
Company Secretary

IMP POWERS LIMITED

Consolidated Statement of Profit and Loss for the 9 months ended 31st March, 2013

Particulars	Note No.	For the 9 months ended 31st March, 2013 ₹	For the year ended 30th June 2012 ₹
A CONTINUING OPERATIONS			
1 Revenue from operations (gross)	19	2,292,905,744	3,071,783,970
Less: Excise duty		218,005,436	249,357,192
Revenue from operations (net)		2,074,900,308	2,822,426,778
2 Other income	20	2,779,151	900,738
3 Total revenue (1+2)		<u>2,077,679,459</u>	<u>2,823,327,516</u>
4 Expenses			
(a) Cost of materials consumed	21.a	1,820,577,615	2,038,847,319
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	21.b	(184,047,183)	155,479,321
(c) Employee benefits expense	22	87,458,680	102,076,713
(d) Finance costs	23	137,777,325	192,230,645
(e) Depreciation and amortisation expense	11.C	33,639,417	42,907,580
(f) Other expenses	24	145,540,344	194,443,147
Total expenses		<u>2,040,946,198</u>	<u>2,725,984,725</u>
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		36,733,261	97,342,791
6 Exceptional items		-	-
7 Profit / (Loss) before extraordinary items and tax (5 - 6)		<u>36,733,261</u>	<u>97,342,791</u>
8 Tax expense:			
(a) Current tax expense for current year		14,510,156	20,578,294
(b) Deferred tax	30	(2,991,638)	9,282,953
		<u>11,518,518</u>	<u>29,861,247</u>
9 Profit / (Loss) before Minority Interest (7 -8) Minority Interest		<u>25,214,743</u>	<u>67,481,544</u>
10 Profit / (Loss) for the year		<u>25,214,743</u>	<u>69,016,036</u>
Earnings per share (of ₹10/- each):	29		
(a) Basic		3.01	8.36
(b) Diluted		3.01	8.36
Earnings per share (excluding extraordinary items) (of ₹10/- each):			
(a) Basic		3.01	8.36
(b) Diluted		3.01	8.36

See accompanying notes forming part of the financial statements

Significant accounting policies the accompanying notes are an integral part of financial statements

1

For Batliboi & Purohit
Chartered Accountants
FRN NO. 101048W

(CA R.D.HANGEKAR)
Partner
M.No. 30615

Place : Mumbai
Date : 28th May, 2013

For and on behalf of the Board of Directors

AJAY R DHOOT
Managing Director

AADITYA R DHOOT
Jt. Managing Director

ROMALI MALVANKAR
Company Secretary

Consolidated Cash Flow Statement for the 9 months ended 31st March, 2013

Particulars	For the 9 months ended 31st March, 2013		For the year ended 30th June 2012	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		36,733,261		97,342,792
<i>Adjustments for:</i>				
Depreciation and amortisation	33,639,417		42,907,580	
Extraordinary items	-		-	
(Profit) / loss on sale / write off of assets	561,789		370,540	
Finance costs	137,777,325		192,230,645	
		<u>171,978,531</u>		<u>235,508,765</u>
Operating profit / (loss) before working capital changes		208,711,792		332,851,557
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	(199,566,672)		143,079,416	
Trade receivables	(24,108,259)		(519,692,634)	
Short-term loans and advances	(19,745,105)		(2,598,135)	
Long-term loans and advances	17,376,365		(18,764,407)	
Other current assets	(1,814,279)		493,785	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	226,951,244		137,942,692	
Other current liabilities	7,261,771		28,900,056	
Other long-term liabilities	(2,618,775)		2,250,351	
Short-term provisions	(8,852,267)		4,682,652	
Long-term provisions	759,333		(3,357,020)	
		<u>(4,356,644)</u>		<u>(227,063,244)</u>
		<u>204,355,148</u>		<u>105,788,313</u>
Cash flow from extraordinary items				
Cash generated from operations		204,355,148		105,788,313
Net income tax (paid) / refunds		(14,510,156)		(11,432,210)
Net cash flow from / (used in) operating activities (A)		189,844,992		94,356,103
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(109,013,947)		(62,732,992)	
Proceeds from sale of fixed assets	631,551		450,000	
Investment W/OFF	-		-	
Purchase of long-term investments				
- Subsidiaries	-		(320,650)	
Net cash flow from / (used in) investing activities (B)		(108,382,396)		(62,603,642)

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Consolidated Cash Flow Statement for the 9 months ended 31st March, 2013 (Contd...)

Particulars	For the 9 months ended 31st March, 2013		For the year ended 30th June 2012	
	₹	₹	₹	₹
C. Cash flow from financing activities				
Proceeds from issue of equity shares				
Proceeds from issue of preference shares	-		33,262,140	
Redemption / buy back of preference / equity shares	(11,087,380)		(11,087,380)	
Proceeds from long-term borrowings(Net)	32,523,434		(56,510,290)	
Net increase/(decrease) in working capital borrowings	70,306,528		219,565,106	
Share Application Money	3,407,650		-	
Minority Interest paid/received	-		179,347	
Finance cost	(137,777,325)		(192,230,645)	
Dividends on Preference Shares	(735,671)		(980,000)	
Dividends paid	(4,068,282)		(12,204,845)	
Tax on dividend	(659,977)		(1,979,931)	
Cash flow from extraordinary items				
Net cash flow from / (used in) financing activities (C)		(48,091,023)		(21,986,498)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		33,371,573		10,086,613
Cash and cash equivalents at the beginning of the year		27,610,366		17,523,753
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		-		-
Cash and cash equivalents at the end of the year		60,981,939		27,610,366

Notes:

- Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3 "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.
- Purchase of Fixed Assets include expenditure on Intangible Assets under development during the year.
- Previous Year's figures have been regrouped/reclassified wherever applicable.

See accompanying notes forming part of the financial statements

Significant accounting policies the accompanying notes are an integral part of financial statements

For Batliboi & Purohit
Chartered Accountants
FRN NO. 101048W

(CA R.D.HANGEKAR)
Partner
M.No. 30615

Place : Mumbai
Date : 28th May, 2013

For and on behalf of the Board of Directors

AJAY R DHOOT
Managing Director

AADITYAR DHOOT
Jt. Managing Director

ROMALI MALVANKAR
Company Secretary

Note No. – 1: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2013.

A. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of financial statements:

The financial statements are prepared under the historical cost convention on accrual basis and in accordance with Indian Generally Accepted Accounting Principles (“GAAP”) as specified in Companies (Accounting Standards) Rules, 2006, provisions of the Companies Act, 1956 and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India.

2. Use of Estimates:

The Preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known /materialized.

3. Fixed Assets :

Fixed Assets are stated at cost of acquisition (net of Cenvat and VAT wherever applicable) or construction less accumulated depreciation and impairment loss, if any. Cost includes any directly attributable cost of bringing each asset to its working condition for intended use. Assets under installation or under construction as at balance sheet date are shown as capital work in progress together with project expenses and advances to suppliers/contractors

4. Depreciation:

Depreciation in respect of all assets acquired up to 30th June, 1985 is provided on ‘Written Down Value’ method. For additions on or after 1st July, 1985 Straight Line Method of depreciation has been adopted. The rates charged are as specified in Schedule XIV of the Companies Act, 1956.

5. Impairment of Assets:

An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value based on an appropriated discount factor. The impairment loss recognized in the prior accounting years is reversed if there has been a change in the estimate of recoverable amount.

6. Investments:

Current investments are carried at the lower of cost or quoted/fair value, computed category-wise. Long term investments are stated at cost and provision is made for any diminution in such value, which is not temporary in nature.

7. Valuation of Inventories:

- a. Raw Materials including consumables and stores are valued at lower of Cost and net realizable value. Cost is arrived on FIFO Basis.
- b. Semi-finished and Finished Goods are valued at cost of materials together with relevant factory overheads or net realizable value whichever is lower. Due consideration is given to the saleability of the stock and no obsolete or unserviceable/damaged items are included.

8. Revenue Recognition :

- a. Insurance and Duty Drawback on export are accounted for as and when admitted by the appropriate authorities. Values of advance licenses unutilized are accounted on accrual basis by netting off purchase value.
- b. Commission on sales is accounted as and when accepted.
- c. Sales are recognized on dispatch of goods to customers and include sales value of goods and excise duty and other receipts connected with sales.
- d. Liability for Excise Duty on finished goods is accounted for as and when they are cleared from the factory premises.
- e. Customs Duty on goods lying in Customs Bonded Warehouses is charged in the year of clearance of the goods when it becomes payable.

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- f. CENVAT benefit on total purchase is accounted for by reducing the purchase cost of the materials/ fixed assets wherever applicable.

9. Employee Benefits:

- a. Company's defined contributions made to provident fund of government are charged to profit & loss account on accrual basis.
- b. Contribution to Gratuity Fund and provision for Leave Encashment is based on actuarial valuation carried out as on the Balance Sheet date as per Projected Unit Credit Method.

10. Foreign Currency Transactions:

Foreign Currency transactions are accounted at the exchange rates prevailing on the date of transactions. Foreign currency current assets and current liabilities outstanding at the balance sheet date are translated at the exchange rate prevailing on that date and the resultant gain or loss is recognized in the profit & loss account. Also, in cases where they relate to the acquisition/construction of fixed assets, they are recognized in Profit & Loss accounts.

11. Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets up to the date when they are ready for their intended use and other borrowing costs are charged to profit & loss account.

12. Operating Lease :

Assets acquired on lease where a significant position of risks and rewards of ownership are retained by Lessor are classified as Operating Lease. Lease rentals are charged to profit & loss account as incurred. Initial direct costs in respect of assets taken on operating lease are expensed off in year in which cost are incurred.

Assets given on lease where a significant position of risks and rewards of ownership are retained by Lessor are classified as Operating Lease. Lease rentals are credited to profit & loss account on accrual.

13. Taxation:

Provision for taxation is made on the basis of the taxable profits computed for the current accounting period in accordance with the Income Tax Act, 1961.

Deferred Tax resulting from "timing difference" between book profit and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a certainty that the asset will be adjusted in future.

14. Contingent Liabilities & Provision:

Claims against the Company not acknowledged as debts are treated as contingent liabilities. Provision in respect of contingent liabilities if any, is made when it is probable that a liability may be incurred and the amount can be reasonably estimated.

15. Goodwill:

Any excess of the cost to the company of investment in its subsidiary over its portion of equity of the subsidiary, at the date on which investment in the subsidiary was made, is recognised as goodwill. Goodwill on consolidation has been written off over a period of 10 years in the books of accounts.

Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2013
Note 2 : Share Capital

Particulars	As at 31st March, 2013		As at 30th June 2012	
	No. of Shares	₹	No. of Shares	₹
(a) Authorised				
Equity Shares of ₹ 10/- each with voting rights	27,670,000	276,700,000	27,670,000	276,700,000
Preference shares of ₹10/- each	6,330,000	63,300,000	6,330,000	63,300,000
	34,000,000	340,000,000	34,000,000	340,000,000
(b) Issued				
Equity Shares of ₹ 10/- each with voting rights	8,140,963	81,409,630	8,140,963	81,409,630
4% Cumulative preference shares of ₹ 10/- each	2,450,000	24,500,000	2,450,000	24,500,000
1% Preference shares of ₹ 10/- each	1,108,738	11,087,380	2,217,476	22,174,760
	11,699,701	116,997,010	12,808,439	128,084,390
(c) Subscribed and fully paid up				
Equity Shares of ₹ 10/- each with voting rights	8,136,563	81,365,630	8,136,563	81,365,630
4% Cumulative Preference Shares of ₹ 10/- each	2,450,000	24,500,000	2,450,000	24,500,000
1% Preference Shares of ₹ 10/- each	1,108,738	11,087,380	2,217,476	22,174,760
Shares Forfeited		22,000		22,000
	11,695,301	116,975,010	12,804,039	128,062,390
Total	11,695,301	116,975,010	12,804,039	128,062,390

Note:-

- Equity Shares includes 11,27,000 shares issued as fully paid up Bonus Shares during 1994-95 by Capitalisation of Revaluation Reserve.
- 4% Redeemable Preference Shares along with dividend will be redeemed from 1st April 2013 to 31st March 2016 in twelve quarterly equal installments.
- Corporate Debt Restructuring (CDR CELL) has approved the recompense amount towards interest liabilities amounting to ₹ 443.50 lacs for the Company to exit from CDR scheme in the previous financial year. Pursuant to terms & conditions of the CDR cell, 25% of the total amount has been paid by the company in cash & for balance 75% ,the Company has issued 1% Cumulative Redeemable Preference Shares, which are redeemable in 3 half yearly equal installments beginning from April 2012 To April 2013.
- The Authorised Share Capital was reclassified and subsequently clause V substituted vide Ordinary Resolution passed by the Shareholders of the company at their Extra ordinary General Meeting held on Monday,19th September 2011 at the Registered Office of the Company.

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Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2013

Note 2a : Share capital (contd.)

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31st March, 2013		As at 30th June 2012	
	No. of Shares	₹	No. of Shares	₹
Equity shares with voting rights				
At the Beginning of the period	8,136,563	81,365,630	8,136,563	81,365,630
Add:- Fresh Issue	-	-	-	-
Less:- Redemption	-	-	-	-
Outstanding at the end the period	8,136,563	81,365,630	8,136,563	81,365,630
4% Redeemable preference shares				
At the Beginning of the period	2,450,000	24,500,000	2,450,000	24,500,000
Add:- Fresh Issue	-	-	-	-
Less:- Redemption	-	-	-	-
Outstanding at the end the period	2,450,000	24,500,000	2,450,000	24,500,000
1% Redeemable Preference Shares				
At the Beginning of the period	2,217,476	22,174,760	-	-
Add:- Fresh Issue	-	-	3,326,214	33,262,140
Less:- Redemption	1,108,738	11,087,380	1,108,738	11,087,380
Outstanding at the end the period	1,108,738	11,087,380	2,217,476	22,174,760

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2013		As at 30th June 2012	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Advance Transformer & Equipment Pvt Ltd.	773,189	9.50	773,189	9.50
Shree Kishoriju Trading & Investment Pvt. Ltd.	561,407	6.90	561,407	6.90
Shree Rasbihari Trading and Investment Pvt. Ltd.	797,773	9.80	797,773	9.80
IL&FS Trust Company Ltd.	637,200	7.83	637,200	7.83
India Business Excellence Fund	542,800	6.67	542,800	6.67

(iii) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date:

Particulars	Aggregate number of shares	
	As at 31st March, 2013	As at 30th June, 2012
(iii) Redeemable preference shares		
Fully paid up pursuant to contract(s) without payment being received in cash	3,326,214	3,326,214

(iv) Details of forfeited shares

Class of shares / Name of shareholder	As at 31st March, 2013		As at 30th June 2012	
	Number of shares	Amount originally paid up ₹	Number of shares	Amount originally paid up ₹
Equity shares	4,400	22,000	4,400	22,000
Share Premium		176,000		176,000
TOTAL		198,000		198,000

Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2013
Note 3: Reserves and Surplus

Particulars	As at 31st March, 2013 ₹	As at 30th June, 2012 ₹
(a) Capital Reserve		
Opening Balance as per last Audited financial Statement	7,445,000	7,445,000
Add: Additions during the year	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	<u>7,445,000</u>	<u>7,445,000</u>
(b) Preference Shares Capital Redemption Reserve		
4% Redeemable Preference Shares		
Opening Balance as per last Audited financial Statement	16,537,500	14,087,500
Add: Additions during the year		
Transferred from surplus in Statement of Profit and Loss	1,837,500	2,450,000
Others		
Less: Utilised during the year	-	-
Closing balance	<u>18,375,000</u>	<u>16,537,500</u>
1% Redeemable Preference Shares		
Opening Balance as per last Audited financial Statement	11,087,380	-
Add: Additions during the year		
Transferred from surplus in Statement of Profit and Loss	11,087,380	11,087,380
Others	-	-
Less: Utilised during the year	-	-
Closing balance	<u>22,174,760</u>	<u>11,087,380</u>
(c) Securities Premium Account		
Opening Balance as per last Audited financial Statement (includes Rs. 176000/- towards Share forfeited)	478,577,741	478,577,741
Add : Premium on shares issued during the year	-	-
Closing balance	<u>478,577,741</u>	<u>478,577,741</u>
(d) Bonds Redemption Reserve		
Opening Balance as per last Audited financial Statement	35,713,480	30,147,750
Add: Additions during the year	-	-
Transferred from surplus in Statement of Profit and Loss	4,174,300	5,565,730
Others	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	<u>39,887,780</u>	<u>35,713,480</u>
(e) Revaluation Reserve		
Opening Balance as per last Audited financial Statement	28,408,284	29,739,740
Less: Utilised for set off against depreciation	998,592	1,331,456
Written back / other utilisations during the year		
Closing balance	<u>27,409,692</u>	<u>28,408,284</u>
(f) General Reserve		
Opening Balance as per last Audited financial Statement	77,226,072	77,226,072
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Less: Utilised / transferred during the year for:		
Closing balance	<u>77,226,072</u>	<u>77,226,072</u>

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Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2013

Particulars	As at 31st March, 2013 ₹	As at 30th June, 2012 ₹
(g) Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance as per last Audited Financial Statement	200,537,085	164,768,304
Add: Profit / (Loss) for the year	25,214,743	69,016,036
Goodwill Created On Consolidated		2,375,776
Less: Interim dividend	-	-
Dividends proposed to be distributed to equity shareholders (₹ 0.50/- per share)	4,068,282	12,204,845
Dividends proposed to be distributed to preference shareholders (₹ 0.40 /-per share)	735,671	980,000
Tax on dividend	659,977	1,979,931
Transfer to 4% Preference Share Capital Redemption Reserve	1,837,500	2,450,000
Transfer to 1% Preference Share Capital Redemption Reserve	11,087,380	11,087,380
Transfer to Bonds Redemption Reserve	4,174,300	5,565,730
Transfer to General Reserve	-	-
Minority Interest	-	1,355,145
Closing balance	<u>203,188,718</u>	<u>200,537,085</u>
Total	<u>874,284,763</u>	<u>855,532,542</u>

Notes:-

- The Company had not received the balance 90% amount on 450000 warrants, thus the Company has forfeited Warrant Application money of ₹ 74,45,000 of these Warrants and transferred to Capital Reserve.
- Based on valuation report submitted by a professional valuer appointed for the purpose of valuing Factory Lease Hold Land & Building at Kandivali works & building Head office, the same have been revalued as at 31st March, 1994 on current cost basis. The resultant increase in net book value on such revaluation amounting to ₹ 67.70 million was transferred to Revaluation Reserve account.

Note 4: Long-term borrowings

Particulars	As at 31st March, 2013 ₹	As at 30th June, 2012 ₹
(a) Bonds (Refer Note (2) below)		
Secured	37,104,867	51,019,192
(5,56,573 4 % Non- Convertible Bonds)		
Unsecured	-	-
	<u>37,104,867</u>	<u>51,019,192</u>
(b) Term loans		
From banks		
Secured	134,751,721	122,768,530
Unsecured	-	-
	<u>134,751,721</u>	<u>122,768,530</u>
(c) Other loans and advances (Vehicle Loan)		
Secured	7,431,812	3,277,244
Unsecured	-	-
	<u>7,431,812</u>	<u>3,277,244</u>
(d) Loans & advances from related parties		
Secured	-	-
Unsecured	30,300,000	-
	<u>30,300,000</u>	<u>-</u>
Total	<u>209,588,400</u>	<u>177,064,966</u>

Notes

- Term loan & Bonds from Financial Institutions and Banks are secured by way of first charge on all Fixed Assets of the Company both present & future on pari-passu basis with other member bank of consortium and Second charge on all Current Assets of the company both present & future on pari-passu basis with other member bank of consortium and personal guarantee of promoter Directors.
- Non Convertible Redeemable Bonds including interest will be redeemed from 1st April 2013 to 31st March 2016 in twelve quarterly equal installment. Out of which ₹ 18552433/- will be redeemed in the next 12 months considered under current liabilities.
- Vehicle Loan are secured by hypothecation of vehicles.

Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2013
Note 4a : Long-term borrowings (contd.)

(i) Details of bonds issued by the Company:

Particulars	As at 31st March 2013	
	Current ₹	Non-Current ₹
4 % Non-Convertible Bonds	18,552,433	37,104,867
Total - Bonds (i)	18,552,433	37,104,867

(ii) Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured other long-term borrowings:

Particulars	As at 31st March 2013				
	Current ₹	Non-Current ₹	Period of Maturity w.r.t. the Balance Sheet date	No. of Installments Outstanding as at 31 st March 2013	Amount of each installment *
Term loans from banks:					
State Bank of India (TL)	11,325,960	11,325,995	2 Years	8 Quartely	2,831,490
State Bank of India (Corporate)	23,750,000	12,500,000	6 Months	Half Yearly	12,500,000
State Bank of Hyderabad (TL)	20,000,000	24,710,742	2 Years 3 Months	9 Quartely	5,000,000
Term Loan (SBH-II)	-	50,483,664			
Bank of India (TL)	10,008,000	13,266,420	2 Years 4 Months	28 Monthly	834,000
Greater Bombay Co-Op. Bank Ltd. (TL) (1)	-	22,464,900	-	-	-
Total - Term loans from banks	65,083,960	134,751,721			
Other loans and advances:					
HDFC Bank Ltd.	2,263,672	3,281,887			
Kotak Mahindra Prime Ltd.	330,531	1,427,844			
Kotak Mahindra Prime Ltd.	1,336,658	2,722,081			
Total - Other loans and advances	3,930,861	7,431,812			
Loans & advances from related parties					
Universal Transformer Pvt. Ltd.	-	17,923,000			
Advance Transformers Equipments Pvt. Ltd.	-	12,377,000			
		30,300,000			
Total (i+ii)	87,567,254	209,588,400			

Note:-* Last Instalment payments will be of balance amount outstanding.

(1) The Greater Bombay Co-operative Bank Ltd. (GBCB) did not join CDR Scheme which was considered as approved by other consortium banks/financial institute in the year 2004-2005. GBCB did not work out on the revised repayment plan. Instead GBCB initiated the legal actions against the company. The Company has filed petition u/s 391 of the Companies Act in the High Court and the matter is pending in the court. However the company has provided interest in the books of account.

(ii) The Company has defaulted in repayment of loans and interest in respect of the following:

Particulars	As at 31st March, 2013		As at 30th June 2012	
	Period of default (Years) *	₹	Period of default (Years)*	₹
Term loans from banks				
Principal	9	22,464,900	8	22,464,900
Interest	9	16,176,000	8	14,154,000

(iii) For the current maturities of long-term borrowings, refer item (a) in Note 9 Other current liabilities.

* Base of the year 2004-2005

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Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2013

Note : 5 Other long-term liabilities

Particulars	As at 31st March, 2013 ₹	As at 30th June, 2012 ₹
Others:		
(i) Interest accrued but not due on Bonds	15,959,506	14,288,232
(ii) Trade / security deposits received	-	4,290,049
Total	15,959,506	18,578,281

Note 6 : Long-term provisions

(a) Provision for employee benefits:		
(i) Provision for compensated absences	1,871,597	1,540,027
(ii) Provision for gratuity (net)	(1,499,376)	(1,191,468)
(b) Provision - Others:		
(i) Provision for premium payable on redemption of bonds (Refer Note 4 Long-term borrowings)	7,591,311	6,855,640
Total	7,963,532	7,204,199

Defined Benefits Plans :

a. Contribution to Gratuity Fund -

The Company regularly contributes to the gratuity fund called the " Industrial Meters Private Limited Gratuity Fund" framed under the Payment of Gratuity Act, 1972, which is a defined benefit plan.

Changes in Defined Benefit Obligation :

Liability at the beginning of the year	9,557,896	9,191,425
Interest Cost	609,316	781,271
Current Service Cost	520,976	673,041
Past Service Cost- Vested Benefit	-	-
Benefit Paid	(114,722)	(499,046)
Actuarial (gain)/loss on obligations	(970,433)	(588,795)
Liability at the end of the year	9,603,033	9,557,896

Changes in the Fair value of Plan Assets for Gratuity (Funded Scheme) :

Fair Value of Plan Assets at the beginning of the year	10,749,364	6,156,274
Expected Return on Plan Assets	693,334	523,283
Contributions	-	3,035,151
Benefit Paid	(114,722)	(499,046)
Actuarial gain/ (loss) on Plan Assets	(225,567)	(1,533,702)
Fair Value of Plan Assets at the end of the year	11,102,409	10,749,364
Total Actuarial gain/(loss) To Be Recognized	(744,866)	(2,122,497)

Amount recognized in the Balance Sheet:

Defined Benefit Obligation	(9,603,033)	(9,557,896)
Fair Value of Plan Assets	11,102,409	10,749,364
(Liability) / Assets recognized in the Balance Sheet included in the Balance Sheet included in Current Liabilities and Provisions	1,499,376	1,191,468

Expenses recognized in the Profit & Loss Account:

Current Service Cost	520,976	673,041
Interest Cost	609,316	781,271
Expected Return on Plan Assets	(693,334)	(523,283)
Actuarial (Gain) or Loss	(744,866)	(2,122,497)
Past Service Cost- Vested Benefit	-	-
Expense Recognized in P & L	(307,809)	(1,191,468)

Actuarial Assumptions:

Discount Rate Current	8.50%	8.50%
Rate of Return on Plan Assets Current	8.70%	8.60%
Salary Escalation Current	5.00%	5.00%
Attrition Rate Current Year	2.00%	2.00%

Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2013
Note 7 :Short-term borrowings

Particulars	As at 31st March, 2013 ₹	As at 30th June,2012 ₹
(a) Loans repayable on demand		
From banks		
Secured		
Cash Credit Facilities	389,819,556	174,913,028
Working Capital Demand Loan	299,899,618	373,199,618
Packing Credit Loan	-	71,300,000
	689,719,174	619,412,646
(b) Loans and advances from related parties (Refer Note 27.b)		
Secured	-	-
Unsecured	-	-
Total	689,719,174	619,412,646

Notes:

(i) Details of Loans repayable and security for the secured short-term borrowings:

Loans repayable on demand
from banks:

Karnataka Bank Ltd.	64,372,255	58,333,102
Bank of India	142,518,578	189,831,998
State Bank of India	139,457,855	134,546,317
State of Hyderabad	180,814,084	183,996,169
IDBI Bank	62,815,633	48,393,555
Axis Bank	90,225,887	4,311,505
Total - from banks	680,204,290	619,412,646

Note:-

1) Working Capital loan from Banks are secured against first charge on all current assets of the company, present & future, on pari passu basis with banks in the consortium and Second charge on all Fixed Assets of the company, both present & future, on pari-passu basis with member banks of consortium. Also collateral security of equitable Mortgage of residential property in the name of Directors situated at Ground floor, 86A,Shriniketan, Netaji Subhash Marg, Mumbai on pari passu basis with the member of banks of Consortium (Except Axis Bank Ltd.) and personal guarantee of promoter Directors.

Note 8: Trade payables

Trade payables:

Total Outstanding Dues of Micro and Small Enterprises
(Refer Note No. 25.2)

Other than Acceptances	654,211,377	427,260,133
Total	654,211,377	427,260,133

IMP POWERS LIMITED

Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2013

Note : 9 Other current liabilities

Particulars	As at 31st March, 2013 ₹	As at 30th June,2012 ₹
(a) Current maturities of long-term debt (Refer Note 4a)	87,567,254	109,252,607
(b) Unpaid dividends	66,626	66,626
(c) Other payables	148,731,106	119,783,982
Total	<u>236,364,986</u>	<u>229,103,215</u>

Note (i): Current maturities of long-term debt (Refer Notes (i) and (ii) in Note 4a - Long-term borrowings for details of security and guarantee):

(a) Bonds (Refer No. 4a)		
Secured	18,552,433	4,638,108
Unsecured	-	-
(b) Term loans		
From banks		
Secured	65,083,960	99,902,118
Unsecured	-	-
(c) Other loans and advances (Vehicle Loan)		
Secured	3,930,861	4,712,381
Unsecured	-	-
Total	<u>87,567,254</u>	<u>109,252,607</u>

Note 10: Short-term provisions

(a) Provision for employee benefits:		
(i) Provision for bonus	1,447,262	1,704,835
(ii) Provision for compensated absences	861,823	-
(b) Provision - Others:		
(i) Provision for Proposed equity dividend	4068282	12204845
(i) Provision for tax on proposed dividends	659,977	1,979,931
Total	<u>7,037,344</u>	<u>15,889,611</u>

Notes forming part of the financial statements for the Year ended 31st March, 2013

Note 11 : Fixed assets

A. Tangible assets	Gross block				Depreciation				Net Block	
	Balance as at 1st July, 2012	Additions	Disposals	Balance as at 31st March, 2013	As at 30th June, 2012	For the year	Deduction Adjustment	Balance as at 31st March, 2013	Balance as at 31st March, 2013	30th June, 2012
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Free Hold Land	33,051,968	-	-	33,051,968	-	-	-	-	33,051,968	33,051,968
Building & HO Building	424,517,127	31,771,275	-	456,288,402	117,022,019	11,313,833	-	128,335,852	327,952,550	307,495,108
Plant & Machineries	507,760,640	71,407,408	-	579,168,048	140,248,613	18,122,786	-	158,371,399	420,796,649	367,512,027
Dies & Jigs	2,750,150	-	-	2,750,150	2,750,150	-	-	2,750,150	-	-
Electrical Installation	18,573,975	-	-	18,573,975	7,019,305	948,176	-	7,967,481	10,606,494	11,554,670
Air Conditioning Equipments	4,327,400	66,227	-	4,393,627	1,881,852	146,052	-	2,027,904	2,365,723	2,445,548
Furniture & Fixtures	23,904,295	472,490	-	24,376,785	12,373,579	1,106,908	-	13,480,487	10,896,298	11,530,716
Office Equipments	3,647,243	342,891	-	3,990,134	1,804,376	116,237	-	1,920,613	2,069,521	1,842,867
Cars & Vehicles	27,677,319	4,144,191	2,211,728	29,609,782	8,376,331	1,952,481	1,050,388	9,278,424	20,331,358	19,300,988
Computer	11,926,173	809,464	38,250	12,697,387	9,013,345	674,800	6,250	9,681,895	3,015,492	2,912,828
Total	1,058,136,290	109,013,946	2,249,978	1,164,900,258	300,489,570	34,381,273	1,056,638	333,814,205	831,086,053	757,646,720
Previous year	998,811,340	61,575,696	2,250,746	1,058,136,290	257,925,008	43,994,770	1,430,208	300,489,570	757,646,720	743,812,622

Note 11 : Fixed assets

B. Intangible assets	Gross block				Depreciation				Net Block	
	Balance as at 1st July, 2012	Additions	Disposals	Balance as at 31st March, 2013	As at 30th June, 2012	For the year	Deduction Adjustment	Balance as at 31st March, 2013	Balance as at 31st March, 2013	30th June, 2012
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Software	157,296	-	-	157,296	6,688	19,158	-	25,846	131,450	150,608
Goodwill on Consolidation	2,375,776	-	-	2,375,776	237,578	237,578	-	475,156	1,900,620	2,138,198
Total	2,533,072	-	-	2,533,072	244,266	256,736	-	501,002	2,032,070	2,288,806
Previous year	157,296	-	-	157,296	6,688	6,688	-	13,376	143,920	-
Intangible assets under development	1,000,000	-	-	1,000,000	-	-	-	-	1,000,000	1,000,000

Note:-Company is under the process of implementing ERP and expenditure incurred has been considered as intangible assets under development

Note 11 : Fixed assets (contd.)

C. Depreciation and amortisation relating to continuing operations:		
Particulars	Balance as at 31st March, 2013	As at 30th June, 2012
	₹	₹
Depreciation and amortisation for the year on tangible assets as per Note 11 A	34,381,273	43,994,770
Depreciation and amortisation for the year on intangible assets as per Note 11 B	256,736	244,266
Less: Utilised from revaluation reserve	998,592	1,331,456
Depreciation and amortisation relating to continuing operations	33,639,417	42,907,580

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Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2013

Note 12 : Non-current investments

Particulars	As at 31st March, 2013			As at 30th June,2012		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
	₹	₹	₹	₹	₹	₹
Investments (At cost):						
Non- Trade						
Others						
(a) 10 Equity Shares of The Mogaveera Co-Op. Bank Ltd. Of Rs. 100/- each fully paid		1,000	1,000		1,000	1,000
(b) 4000 Equity Shares of The Grater Bombay Co-Op. Bank Ltd. Of Rs. 25/- fully Paid		100,000	100,000		100,000	100,000
	Total	101,000	101,000		101,000	101,000

Note 13 : Long-term loans and advances

Particulars	As at	As at
	31st March, 2013	30th June,2012
	₹	₹
(a) Capital advances		
Secured, considered good	-	-
Unsecured, considered good	-	179,766
(b) Security deposits		
Secured, considered good	29,077,019	32,084,724
Unsecured, considered good	-	-
(c) Advance income tax (net of provisions ₹ 9,110393830 /-)	(10,711,328)	(3,168,406)
(d) Balances with government authorities		
Unsecured, considered good		
(i) Export Incentive (Refer Note below)	12,478,476	12,050,861
(ii) VAT credit receivable	6,381,362	6,335,618
(iii) Advance Licence	3,375,179	10,494,510
(e) Other loans and advances		
Secured, considered good	-	-
Unsecured, considered good	115,000	115,000
Total	40,715,708	58,092,073

- i) The Company has undertaken export & deemed exports of its products, by using indigenous raw materials. Against such exports the Company has received Quantity Based Advance Licenses entitling the company to import certain raw materials at Nil Custom duty. The Utilized portion of these licenses amounting to Rs. 3.38 million (previous Rs. 10.49 million) has been valued as prevailing Customs Duty rates 31st March,2013 and taken credit in the books of accounts in accordance with the matching principle of accountancy.

Note 14 : Inventories

(At lower of cost and net realisable value)

Particulars	As at	As at
	31st March, 2013	30th June,2012
	₹	₹
(a) Raw materials		
Copper wire & Strips	51,428,102	84,489,933
Transformer oil	25,837,473	2,857,088
Lamination	20,455,879	11,076,445
Others	88,785,440	72,563,939
	186,506,894	170,987,405
(b) Work-in-progress	219,866,709	119,586,992
(c) Finished goods (other than those acquired for trading)	241,314,840	157,547,374
Total	647,688,443	448,121,771

Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2013
Note 15: Trade receivables

Particulars	As at 31st March, 2013 ₹	As at 30th June, 2012 ₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	124,770,941	164,922,014
Other Trade receivables		
Secured, considered good	1,088,518,773	1,024,259,441
Total	<u>1,213,289,714</u>	<u>1,189,181,455</u>

Note 16 : Cash and Bank Balances

(a) Cash on hand	3,456,210	2,814,449
(b) Balances with banks		
(i) In current accounts	12,000,838	1,708,691
(ii) In earmarked accounts		
- Unpaid dividend accounts	66,626	66,626
- Balances held as margin money or security against borrowings, guarantees and other commitments	45,458,266	23,020,600
Total	<u>60,981,939</u>	<u>27,610,366</u>

Note 17: Short-term loans and advances

(a) Loans and advances to related parties (Refer Note 28b)		
Secured, considered good	-	-
Unsecured, considered good	-	-
(a) Loans and advances to employees		
Secured, considered good		
Unsecured, considered good	8,893,414	8,197,620
(b) Prepaid expenses - Unsecured, considered good	28,191,324	26,332,350
(d) Balances with government authorities		
Unsecured, considered good		
(i) CENVAT credit receivable	448,999	564,913
(ii) VAT credit receivable		
(iii) Service Tax credit receivable	4,790,853	3,842,830
(e) Others		
Unsecured, considered good	16,368,851	10,623
Total	<u>58,693,441</u>	<u>38,948,336</u>

Note 18 : Other current assets

(a) Accruals		
(i) Interest accrued on deposits	2,689,149	874,870
Total	<u>2,689,149</u>	<u>874,870</u>

IMP POWERS LIMITED

Notes forming part of the Consolidated financial statements for the 9 months ended 31st March, 2013

Note 19 : Revenue from operations

Particulars	For the 9 months ended	For the Period ended
	31st March, 2013	30th June, 2012
	₹	₹
(a) Sale of Distribution & Power Transformers	2,292,549,744	3,067,348,970
(b) Erection & Commissioning services	356,000	4,435,000
	<u>2,292,905,744</u>	<u>3,071,783,970</u>
<u>Less:</u>		
(c) Excise duty	218,005,436	249,357,192
Total	<u>2,074,900,308</u>	<u>2,822,426,778</u>

Note 20 : Other income

(a) Interest income (Refer Note (i) below)	2,519,003	897,298
(b) Other non-operating income (net of expenses directly attributable to such income)	260,148	3,440
Total	<u>2,779,151</u>	<u>900,738</u>
(i) Interest income comprises:		
Interest from banks on:		
Deposits	2,467,192	805,141
Interest on loans and advances	51,811	92,157
Total - Interest income	<u>2,519,003</u>	<u>897,298</u>
(ii) Royalty Received		
Miscellaneous income	260,148	3,440
Total - Other non-operating income	<u>260,148</u>	<u>3,440</u>

Note 21.a : Cost of materials consumed

Opening stock	170,987,405	158,587,500
Add: Purchases	1,836,097,104	2,051,247,224
	<u>2,007,084,509</u>	<u>2,209,834,724</u>
Less: Closing stock	186,506,894	170,987,405
Cost of material consumed	<u>1,820,577,615</u>	<u>2,038,847,319</u>
Material consumed comprises:		
Copper wire & Strips	674,875,782	674,517,437
Transformer oil	170,567,561	313,928,754
Lamination	357,844,588	483,132,956
Others	617,289,684	567,268,172
Total	<u>1,820,577,615</u>	<u>2,038,847,319</u>

Note 21.b : Changes in inventories of finished goods, work-in-progress and stock-in-trade

<u>Inventories at the end of the year:</u>		
Finished goods	241,314,840	157,547,374
Work-in-progress	219,866,709	119,586,992
	<u>461,181,549</u>	<u>277,134,366</u>
<u>Inventories at the beginning of the year:</u>		
Finished goods	157,547,374	212,166,212
Work-in-progress	119,586,992	220,447,475
	<u>277,134,366</u>	<u>432,613,687</u>
Net (increase) / decrease	<u>(184,047,183)</u>	<u>155,479,321</u>

Notes forming part of the Consolidated financial statements for the 9 months ended 31st March, 2013
Note 22: Employee benefits expense

Particulars	For the 9 months ended	For the year ended
	31st March, 2013	30th June, 2012
	₹	₹
Salaries and wages	82,736,096	98,647,198
Contributions to provident and other funds	2,043,566	924,813
Staff welfare expenses	2,679,018	2,504,702
Total	87,458,680	102,076,713

Note 23: Finance costs

(a) Interest expense on:		
(i) Borrowings (Refer Note no. 25)	109,663,315	157,616,206
(ii) Trade payables	3,460,641	4,341,145
(b) Other borrowing costs		
(i) Bank Commission, Bank Gurantee & othr Charges	24,653,369	30,273,294
Total	137,777,325	192,230,645

Note 24 : Other expenses

Power and fuel	9,529,119	12,077,147
Rent including lease rentals(Net) (Refer Note 29)	2,088,000	3,727,000
Repairs and maintenance - Buildings	52,974	267,712
Repairs and maintenance - Others	2,227,483	1,967,096
Insurance	4,041,485	3,688,309
Rates and taxes	3,116,516	2,882,872
Communication	2,364,324	2,357,375
Travelling and conveyance	18,819,139	21,294,833
Printing and stationery	1,678,075	1,793,788
Motor Car Expenses	3,692,361	4,528,003
Office Expenses & Electricity Charges	2,986,865	2,859,196
Freight and forwarding	62,874,928	101,142,374
Loading & Unloading Charges	2,329,511	2,255,006
Sales commission	5,734,473	10,388,042
Business promotion & Advertisement	6,454,322	4,025,428
Donations and contributions	1,214,100	1,048,950
Legal and professional	3,637,500	5,280,214
Payments to auditors (Refer Note (i) below)	416,854	341,845
Bad trade and other receivables, loans and advances written off	-	124,895
Net loss on foreign currency transactions and translation (other than considered as finance cost)	3,310,471	551,603
Loss on fixed assets sold / scrapped / written off	561,789	370,540
Miscellaneous expenses	8,410,055	11,470,920
Total	145,540,344	194,443,147

Notes:

(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	341,854	266,845
For taxation matters	75,000	75,000
Total	416,854	341,845

IMP POWERS LIMITED

Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2013

Note 25 : Additional information to the financial statements

Particulars	For the year ended 31st March, 2013 ₹	For the year ended 30th June,2012 ₹
25.1 Contingent liabilities and commitments (to the extent not provided for)		
(i) Contingent liabilities		
(a) Claims against the Company not acknowledged as debt		
Crogat Electronics Pvt. Ltd. was supplying raw materials and there was delay in supplying the material and there were rejections and several complaints from IMP's Customers due to substandard materials and non compliance of technical norms. IMP had to procure materials from other sources resulting in loss , IMP held back payment and Crogat filed suit.	474,731	474,731
Asea Brown Boveri Ltd. Filed by ABB Recovery as Counter suit against IMP.	14,108,160	14,108,160
(b) Performance ,Counter & Advance Guarantees EMD	978,816,626	708,418,165
(c) Other money for which the Company is contingently liable		
(i) Income Tax Demands (A. Y. 2008-2009)	18,789,885	18,789,885
25.2 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006		
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	Nil	Nil
(iv) The amount of interest due and payable for the year		
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		
25.3 Value of imports calculated on CIF basis @:		
Raw materials including Spares	54,796,800	40,121,430
25.4 Expenditure in foreign currency		
Travelling	637,502	1,837,792

Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2013

25.5	Details of consumption of imported and indigenous items *	For the year ended	
		₹	%
	<u>Imported</u>		
	Raw materials	54,796,800	2.99
		(36,276,085)	(1.77)

Note: Figures / percentages in brackets relates to the previous year

Indigenous

Raw materials	1,774,615,986	97.01
	(2,011,125,794)	(98.23)

Note: Figures / percentages in brackets relates to the previous year

25.6	Particulars	For the year ended 31st March, 2013 ₹	For the year ended 30th June, 2012 ₹
Earnings in foreign exchange			
	Export of goods calculated on FOB basis	745,200	397,715,179
	Royalty, know-how, professional and consultation fees		
	Interest and dividend		
	Other income, indicating the nature thereof.		

Note 26: Disclosures under Accounting Standards 16

Note	Particulars	For the year ended 31st March, 2013 ₹	For the year ended 30th June, 2012 ₹
	Details of borrowing costs capitalised		
	Borrowing costs capitalised during the year	11,652,476	6,285,909
	- as fixed assets		
	Total	11,652,476	6,285,909

Note 27 : Disclosures under Accounting Standards 18

Note	Particulars	Names of related parties
27.a	Details of related parties:	
	Description of relationship	
	Subsidiaries	IMP Energy Limited
	Associates	Raga Organics P. Ltd Advance Transformers & Equipments Pvt. Ltd Shree Kishoriju Trading & Investments Pvt. Ltd Shree Rasbihari Electricals Pvt. Ltd Shree & Sons. Universal Transformers Pvt. Ltd Shree Rasbihari Trading and Investments Pvt. Ltd Raj Exports Pvt. Ltd. Mangalam Laboratories Pvt. Ltd. Ramniwas R Dhoot (HUF)
	Key Management Personnel (KMP)	Chairman : Shri Ramniwas R Dhoot Managing Director : Shri Ajay R Dhoot Jt. Managing Director : Shri Aadiya R Dhoot
	Relatives of KMP	Mrs. Rajkumari R Dhoot (wife of Shri R. R. Dhoot), Mrs. Smita A Dhoot (wife of Shri Aadiya. R. Dhoot), Mrs. Radhika A Dhoot (wife of Shri Ajay R. Dhoot), Mrs. Saroj Mimani (wife of Rajendra Mimani),

Note: Related parties have been identified by the Management.

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Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2013

Details of related party transactions during the year ended 31st March, 2013 and balances outstanding as at 31st March, 2013.

27.b	Ultimate Holding Company	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	KMP	Relatives of KMP	Entities in which KMP / Relatives of KMP have significant influence	Total
Related party transactions	-	-	-	-	-	-	-	-	-
Purchase of goods	-	-	-	-	-	-	-	-	-
Remuneration	-	-	-	-	-	-	-	-	-
Shri Ramniwas R Dhoot	-	-	-	-	-	3,521,250	-	-	3,521,250
	-	-	-	-	-	(4,755,604)	-	-	(4,755,604)
Shri Ajay R Dhoot	-	-	-	-	-	3,150,000	-	-	3,150,000
	-	-	-	-	-	(4,227,589)	-	-	(4,227,589)
Shri Aaditya R Dhoot	-	-	-	-	-	2,970,000	-	-	2,970,000
	-	-	-	-	-	(3,648,960)	-	-	(3,648,960)
Shri Rajendra Mimani	-	-	-	-	-	1,125,000	-	-	1,125,000
	-	-	-	-	-	(1,450,000)	-	-	(1,450,000)
Leasing or hire purchase arrangements	-	-	-	-	-	-	-	-	-
Ramniwas R Dhoot (HUF)	-	-	-	-	-	90,000	-	-	90,000
	-	-	-	-	-	(120,000)	-	-	(120,000)
Shri Ajay R Dhoot	-	-	-	-	-	315,000	-	-	315,000
	-	-	-	-	-	(420,000)	-	-	(420,000)
Shri Aaditya R Dhoot	-	-	-	-	-	2,925,000	-	-	2,925,000
	-	-	-	-	-	(390,000)	-	-	(390,000)
Shree Rasbihari Trading & Investment Pvt. Ltd.	-	-	-	-	90,000	-	-	-	90,000
	-	-	-	-	(120,000)	-	-	-	(120,000)
Balances outstanding at the end of the year	-	-	-	-	-	-	-	-	-
Trade receivables	-	-	-	-	-	-	-	-	-
Loans and advances	-	-	-	-	30,300,000	-	-	-	30,300,000
	-	-	-	-	(NIL)	-	-	-	-
Trade payables	-	-	-	-	-	-	-	-	-
Borrowings	-	-	-	-	-	-	-	-	-
Provision for doubtful receivables, loans and advances	-	-	-	-	-	-	-	-	-
Note: Figures in bracket relates to the previous year	-	-	-	-	-	-	-	-	-

Note 28: Disclosures under Accounting Standards 19

Note	Particulars	For the year ended 31st March, 2013 ₹	For the year ended 30th June, 2012 ₹
28	Details of leasing arrangements		
	<u>As Lessor</u>		
28.a	The Company has entered into operating lease arrangements for Its Premises at Kandivali, Mumbai. The lease was non-cancellable for a period of 6 Months from 19/04/2011 and has been renewed for a further period as mutually decided by both the parties.		
	Future minimum lease receivable		
	not later than one year	8,532,000	8,532,000
	later than one year and not later than five years	711,000	6,786,140
	later than five years		
	<u>As Lessee</u>		
28.b	The Company has entered into operating lease arrangements for its office premises at Tardeo Mumbai . The leases are non-cancellable and are for a period of 3 years and may be renewed for a further period as mutual agreement of the parties.		
	Future minimum lease payments		
	not later than one year	12,447,600	11,316,000
	later than one year and not later than five years	27,111,250	30,593,890
	later than five years		
	Lease payments recognised in the Statement of Profit and Loss	8,487,000	11,316,000
	Contingent rents recognised as expense during the year (state basis)		

Notes forming part of the Consolidated financial statements for the Year ended 31st March, 2013
Note 29: Disclosures under Accounting Standards 20

Note	Particulars	As at 31st March 2013 ₹	As at 30th June,2012 ₹
29	Earnings per share		
	Weighted average number of equity shares outstanding	8,136,563	8,136,563
29.a	Profit (Loss) after taxation as per Profit & Loss account attributable to Equity Shareholders after adjusting dividend on preference shares before extraordinary items	24,479,072	68,036,036
	Earning Per Share (Basic & Diluted) Before Extra-Ordinary item	3.01	8.36
29.b	Profit (Loss) after taxation as per Profit & Loss account attributable to Equity Shareholders after adjusting dividend on preference shares after extraordinary items	24,479,072	68,036,036
	Earning Per Share (Basic & Diluted)	3.01	8.36
	Nominal Value per share	10.00	10.00

Note 30 : Disclosures under Accounting Standards 22

30	Deferred tax (liability) / asset		
	<u>Tax effect of items constituting deferred tax liability</u>		
	<u>Opening Balance</u>	53,571,050	41,609,895
	On difference between book balance and tax balance of fixed assets	7,359,125	11,271,407
	On expenditure deferred in the books but allowable for tax purposes (reversal of Previous Year)	613,149	689,748
	On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss		
	Others		
	Tax effect of items constituting deferred tax liability	61,543,324	53,571,050
	<u>Tax effect of items constituting deferred tax assets</u>		
	<u>Opening Balance</u>	7,813,636	5,135,434
	Provision for compensated absences, gratuity and other employee benefits		
	Provision for doubtful debts / advances	-	
	Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	10,513,585	2,557,981
	On difference between book balance and tax balance of fixed assets		
	Unabsorbed depreciation carried forward		
	Brought forward business losses	(450,328)	
	On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss		
	Others	-	120,221
	Tax effect of items constituting deferred tax assets	18,777,549	7,813,636
	Net deferred tax liability)/ (assets)	<u>42,765,775</u>	<u>45,757,414</u>

Note 31 : Previous year's figures

31 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure. Figures are not comparable to previous year figures as the current financial year is for a period of 9 months.

**For Batliboi & Purohit
Chartered Accountants
FRN NO. 101048W**

(CA R.D.HANGEKAR)
Partner
M.No. 30615

**Place : Mumbai
Date : 28th May, 2013**

For and on behalf of the Board of Directors

AJAY R DHOOT
Managing Director

AADITYAR DHOOT
Jt. Managing Director

ROMALI MALVANKAR
Company Secretary



IMP POWERS LTD.

Registered Office :- Survey No. 263/3/2/2, Sayli Village, Umar Kuin Road, Silvassa (U.T.) 396230, Dadra & Nagar Haveli (U.T.)

ATTENDANCE SLIP

Please bring the attendance slip and hand it over at the entrance of the venue of the meeting

I/We _____
of _____ being Member/ Members of IMP Powers Ltd. residing at Address _____

hereby record my presence at the 51st Annual General Meeting of the Company to be held on Monday, 30th September, 2013 at 3.00 pm. at the Registered office of the Company situated at the above address or at any adjournment thereof.

Full name of Member (IN BLOCK LETTERS) _____

Ledger Folio No _____ D. P. ID* _____

Client ID* _____ No. of shares held _____

Signature of the Member or Proxy

*Applicable if shares are held in electronic form.



IMP POWERS LTD.

Registered Office :- Survey No. 263/3/2/2, Sayli Village, Umar Kuin Road, Silvassa (U.T.) 396230, Dadra & Nagar Haveli (U.T.)

PROXY FORM

I/We _____
of _____ being Member/Members of IMP Powers Ltd. hereby
appoint _____ of _____ or failing him _____
of _____ or failing him _____ of _____ as my/our proxy
to attend and vote for me /us on my /our behalf at the 51st Annual General Meeting of the Company to be held on
Monday, 30th September, 2013 at 3.00 pm. at the Registered office of the Company or at any adjournment thereof.

Signed this _____ day of _____ 2013

Ledger Folio No _____

D. P. ID* _____

Client ID* _____

No. of shares held _____

Signature _____

Affix One Rupee Revenue Stamp
--

*Applicable if shares are held in electronic form.

Note: The proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time of the holding the Meeting.

BOOK-POST

To,

If undelivered, please return to,

IMP POWERS LTD.

263/3/2/2, Sayli Village,

Umerkoin Road,

Silvassa 396230,

Dadra & Nagar Haveli (U.T.)