

IMP Powers Ltd.

Stepping up!
The spirit of IMP

48th Annual Report 2009-10

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 Prashant J. Pandit	Director
Shri Jayant N. Godbole	Director
Shri Krishna Kant Rathi	Director (upto 29 th April 2010)
Shri J.P.Taparia	Director (upto 29 th January 2010)
Shri Prakash Bagla	Director (w.e.f. 29 th April 2010)
Shri Siby Antony	Director

COMPANY SECRETARY

Milind Jog

BANKERS

State Bank of Hyderabad
State Bank of India
Bank of India
The Karnataka Bank Ltd
SBI Commercial and International Bank Ltd
IDBI Bank Ltd

AUDITORS

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

REGISTERED OFFICE

Survey No. 263/3/2/2, Sayli Village
Umar Kuin Road,
Silvassa (U.T. D&NH) -396230

CORPORATE OFFICE

35/C, Popular Press Building
2nd Floor, Pt. M M Malviya Road,
Tardeo, Mumbai – 400034

MUMBAI WORKS

85, Government Industrial Estate
Kandivali West,
Mumbai – 400067

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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48th Annual General Meeting

Monday, 20th December 2010 at 2.30 p.m. at the Registered office of the Company at
263/3/2/2, Sayli Village, Umerkoin Road, Silvassa 396230

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

IMP POWERS LIMITED

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 48th Annual General Meeting of IMP Powers Limited will be held on Monday, 20th December 2010 at 2.30 p.m at the Registered office of the Company at 263/3/2/2, Sayli Village, Umerkoin Road, Silvassa 396 230 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 30th June 2010 and the Profit & Loss Account for the year ended on that date together with Report of Directors' and Auditors' thereon.
2. To appoint Shri Jayant Godbole as Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Shri Siby Antony as Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

NOTES :-

1. A member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the company. The proxy form in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting. Members are requested to bring their copy of the Annual Report to the meeting.
3. Book Closure
The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 13th December, 2010 to Monday, 20th December, 2010 (both days inclusive).
4. 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.
5. In respect of the matters pertaining to bank details, mandates, nomination, power of attorney, change in name/address, etc. the members are requested to approach :
 - a) the Company's Registrar & Share Transfer Agent, in case of shares held in physical form and
 - b) the respective Depository Participants, in case of shares held in electronic form.
6. 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.
7. A member desirous of getting any information in respect of the contents of the Annual Report is requested to forward the queries at least 10 days before the date of the meeting so that the required information can be made available at the meeting.

Regd.Off.:
263/3/2/2,
Sayli Village, Umerkoin Road,
Silvassa 396 230

By the Order of the Board

Ramniwas R Dhoot
Chairman

Place : Mumbai
Date : 10th November, 2010

DIRECTORS' REPORT

To,
The Members,
IMP Powers Ltd.
Silvassa

Dear Shareholders,

Your Directors' have immense pleasure in presenting the 48th Annual Report on the business and operations of your Company and Audited Accounts for the year ended 30th June 2010. The sunset year was a pack of challenges and obstacles for the business. The same responsibility was effectively shouldered by the management of your company.

FINANCIAL RESULTS AND APPROPRIATIONS:

(Amount in Lacs)

Particulars	Year ended June 30, 2010	Year ended June 30, 2009
Sales	19269.53	19065.72
Other Income	21.46	62.63
Total Sales and Other Income	19290.99	19128.35
Profit before Interest and Finance Charges, Depreciation & Taxation	2190.30	3283.86
Less : Interest and Finance Charge	1157.24	774.37
Less: Depreciation	350.29	256.77
Profit before Taxation	682.77	2252.72
Less: Provision for Taxation		
* Current	88.66	609.78
* Deferred	135.21	59.15
* Fringe Benefit Tax	—	11.74
Profit After Tax	458.90	1572.05
Extra ordinary item	—	—
Net Profit	458.90	1572.05
Earning per share Before extra ordinary items –Basic	5.52	20.52
Diluted	5.52	20.52
Earning Per Share After extra-ordinary Items Basic	5.52	20.52
Diluted	5.52	20.52

Note: Previous year figures have been regrouped/rearranged wherever necessary.

OPERATIONS

The Directors are pleased to inform you that, your Company has achieved an important milestone by successfully completing 2nd phase of expansion of its Transformers Production Capacity from 7,000 MVA p.a. to 10,000 MVA p.a.. Your Company completed this challenging task of expansion at the same site, without affecting the regular production and that too, within the desired time frame.

Some of the Company's important achievements during the year are :-

- Production capacity expanded to 10,000 MVA p.a.,
- State of the Art Impulse generator installed in house
- State of the Art Vapour phase drying oven installed,

Your Company's power and distribution transformers' production increased from 3712 MVA in 2008-09 to 4424 MVA i.e. by 19.18%.

Your Company achieved Net Sales of Rs. 192.90 crore as against Rs.191.28 crore in previous year. During the year, the Company also exported transformers worth Rs. 14.33 crores. The Net Profit after Tax (PAT), however has come down at Rs. 4.59 crores as compared to Rs.15.72 crores of the previous financial year. The profitability of the Company was affected due to stiff competition and global meltdown.

IMP POWERS LIMITED

FUTURE PROSPECTS

The future of power equipment industry is very bright as the Ministry of Power has set a goal of "Power for all by 2012." Also the National Electricity Policy envisages demand for power to be fully met by 2015. Further, the Government has decided the continuation of Rajiv Gandhi Vidutikaran Yojana (RGGVY) Scheme. Keeping in view all these initiatives introduced by the Government, there will be the huge growth prospects in the power sector and the demand for transformers will be huge. With an expanded capacity of 10000 MVA p.a. , your Company is ready to tap this business opportunity.

DIVIDEND

With a view to future fund requirements for capital expenditure and further investments to tap the huge growth prospects in Power Sector, Your Directors do not recommend any dividend on Equity Shares for the financial year ended on 30th June 2010.

DIRECTORS

During the year, IBEF & IBEF-I withdrew the nomination of Shri Krishna Kant Rathi and nominated Shri Prakash Bagla as Investor Director on the Board of IMP Powers Limited. The Board of Directors at its meeting held on 29th April 2010, accepted the withdrawal of nomination of Mr. Krishna Kant Rathi as a Nominee Director and approved the appointment of Shri Prakash Bagla as Nominee Director with effect from 29th April 2010.

In accordance with the provisions of the Companies Act, 1956 and the Article of Associations of the Company, Mr. Jayant Godbole and Mr. Siby Antony, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offer 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 annual accounts for the financial year ended 30th June 2010, 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 30th June 2010 and of the profit and loss account of the company for the year ended on that date;
- * 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;
- * The annual accounts have been prepared on a going concern basis.

AUDITORS

M/s. Batliboi & Purohit, Chartered Accountants, Statutory Auditors of the Company, who hold office until the conclusion of the ensuing Annual General Meeting, will retire at the forthcoming Annual General Meeting. The Company has received certificate from the auditors of the Company to the effect that their appointment, if made, would be in accordance with Section 224 (1B) of the Companies Act, 1956. The Board recommends their appointment.

AUDITORS' REPORT

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

CORPORATE GOVERNANCE

As required by the Clause 49 of the Listing Agreements entered with The Bombay Stock Exchange and National Stock Exchange, Management Discussion and Analysis Report, Corporate Governance Report, Auditor's Certificate on compliance of the conditions of Corporate Governance are attached to this Annual Report and forms integral part of the Directors' Report.

CODE OF CONDUCT COMPLIANCE

As per Clause 49 of the Listing Agreement with the Stock Exchanges, the declaration signed by the Jt. Managing Director regarding Code of Conduct Compliance for the financial year ended 30th June 2010 is annexed and forms part of the Directors' Report.

FIXED DEPOSITS

Your Company has not accepted any Fixed Deposits from the public during the period under review.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has in place adequate internal control systems commensurate with the nature of its business and the size of its operations. Appointment of M/s Sharp and Tannan Associates as Internal Auditors, strengthened the Internal Control System of your Company substantially.

INSURANCE:

Properties and Assets of the Company are adequately insured.

HUMAN RESOURCES:

Your Company recognizes that people are its principal assets and that it's continued growth is dependent upon the Company's ability to attract and retain quality people. Your Company has established full-fledged Human Resources Department which is entrusted with the responsibility of retaining and developing skills of the employees of the Company. Industrial relations at all divisions of the Company remained cordial during the year.

PARTICULARS OF EMPLOYEES:

The details of the employees covered under provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended are as follows:-

Sr. No	Name	Designation	Age	Qualification	Experience	Gross Remuneration (Rs.)
1	Shri. Ramniwas R Dhoot	Chairman	69	B.Com	45	Rs.27,95,105/-
2	Shri. Ajay R Dhoot	Managing Director	46	B.Com	25	Rs.25,50,071/-
3	Shri. Aaditya R Dhoot	Jt. Managing Director	42	B.Com	20	Rs.19,80,000/-
4.	Shri Pramod Patki*	Senior VP-Marketing & Operations	54	Diploma in Electrical Engineering, Diploma in Marketing	32	Rs.30,00,000/-

* Indicates employed for part of the year

INFORMATION PURSUANT TO SECTION 217(1) (e) OF THE COMPANIES ACT, 1956**a) CONSERVATION OF ENERGY**

Steps taken for conservation

- 1) A.C Drives for Hoist Motors installed.
- 2) Installation of Translucent Roofs.
- 3) Installation of APFC to improve power factor.
- 4) Maintaining 4% Oxy level in Thermo pack 2.5 Ltr / Hr LDO saving &
- 5) Start replacing Metal Halide Lamps & additional igniter.

b) Replaced Oil Heaters (Oil Filtration) with Solar Heaters.

c) Existing Welding Transformers with modern thyristorized welding rectifier will lead to save energy & improve Quality welding.

With the help of various measures undertaken by the Company, there is a reduction in consumption of energy. Your Company is making continuous efforts to further reduce energy consumption and consequent cost of production.

The details of foreign exchange income and outgo are as below: -

(Rs in Lacs.)

	2009-10	2008- 09
Foreign Exchange Earning	1433.54	666.50
Foreign Exchange Expenditure	19.28	11.30

ACKNOWLEDGEMENTS:

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from the Shareholders, Financial Institutions, Banks, and Employees, Distributors, Suppliers and other business associates.

For and on behalf of Board

Place:Mumbai

Date: 10th November, 2010

Ramniwas R Dhoot
Chairman

IMP POWERS LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Overview

The previous year 2008-09 (i.e. 1st July 2008 to 30th June 2009) was full of extraordinary global turbulence. There was upward recessionary trend throughout the year all over the world. Almost all the countries i.e. developed as well as developing countries were affected by this recessionary trend. However there was no deep impact on Indian Economy as Government of India took some fast corrective decisions, some quick stimulus packages and overall cost cutting measures by Indian Industry.

Indian Economy continues to be not only resilient but growing at an average of about 8% p.a. for more than five years. This growth momentum is likely to continue in the foreseeable future with a likelihood that it may move to double digit growth in a few years.

The major concern during the second half of 2009-10 has been the emergence of double digit food inflation, which if continued at this rate will affect adversely India's long term growth.

Power Industry

India has entered into 11th Plan much more confident to achieve higher growth rates in a sustainable manner and much more determined to ensure that inclusive growth bringing about qualitative transformation among the poorest of the poor.

During the 11th Plan period (Fiscal 2008-2012) target investments in power infrastructure stand at INR 10316 billion with addition of 78700 MW of installed power generation capacity and related transmission and distribution infrastructure. The Central Electricity Authority (CEA) has assessed that a total capacity of 62,374 MW is likely to be commissioned with a high level of certainty during the 11th year plan period. A capacity of 19582 MW has already been commissioned till January 2010 and a capacity of 42792 MW is likely to be commissioned with a high level of certainty during the balance period of 11th year plan period. In addition projects totaling to 12590 MW are being attempted for commissioning on best efforts basis during the 11th plan period.

CEA estimates addition of 100000 MW generation capacity during the 12th Plan Period (Fiscal 2013-2017) which together with related transmission and distribution infrastructure is estimated to require funding of over INR 11000 Billion. These investments are likely to improve the per capita availability of electricity to 1000 KWH by 2012.

The installed power generation capacity in India stood at 159398 MW at the end of fiscal 2010 with 49.8% in State Sector, 32% in Central Sector and 18.2% in private sector.

Electricity being a concurrent subject in the Constitution of India, both State and the Centre formulate the policies. In this regard the Central Government has taken several initiatives to bring the states together to reform the power sector. A comprehensive and enabling framework has been put in place.

Transformer Industry in India

The Indian transformers market has grown by leaps and bounds for over five decades and has a well-matured technology base up to the 400 KV class. As there is a demand upswing for reliable power in the country, the transformers market is witnessing a growth trend. With huge demand for power evacuation from large generating stations and strengthening of the inter-regional transmission grid, the transmission and distribution (T&D) utilities are the major end users of transformers in India. Also 765 KV transmission lines were started and hence there will be huge requirement for 760 KV transformers.

The transformer industry is usually divided into Distribution Transformers, Power transformers and other types of special transformers for welding, traction, furnace etc. The industry over the period has matured into reliable suppliers of all types of transformers.

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

The Indian economy is witnessing a restoration and so is the electrical industry and its various segments including the transformer industry. High demand arising from the energy intensive oil and gas, and cement segments has buoyed prospects for the Indian transformer market. Developments in the power sector will have huge ramifications for the Indian transformer industry.

Your Company's focus and strengths are in Power and EHV Transformers, which constitute a major share amongst all types of transformers in India. For many years, India has been catering to overseas demand from USA, Europe, Africa and Middle East Countries, for designing and manufacturing of Energy Efficient Transformers which have low losses and lower noise levels.

Transformer Industry Outlook

Demand for transformers comprises of new demand as well as replacement demand which mainly arises from new power generating capacities and from making the Transmission and Distribution more efficient.

The Bureau of Energy Efficiency (BEE), Ministry of Power, is actively working to ensure that quality products are procured by the Electricity Boards and has accordingly stipulated mandatory star rating for distribution transformers. Distribution transformer procurement for R-APDRP is likely to be set at a minimum of 3-star rating. A large number of distribution transformer manufacturers have already applied to BEE for acquiring star ratings.

New analysis from Frost & Sullivan on Indian Power and Distribution Transformer Markets, finds that the Indian power and distribution transformer markets earned revenues of \$2667.9 million in 2009 and estimates this to reach \$4036.7 million in 2016.

Power Grid Corporation of India Ltd (PGCIL) is establishing a 1200 KV National Test Station at Bina in Madhya Pradesh. According to IEEMA, it is a unique collaborative effort where leading manufacturers have joined hands with Power Grid for indigenously developing the technology for transmitting power at 1200 KV.

A total of 35 electrical equipment manufacturers in the ultra high voltage segment, including 25 IEEMA members, have actively collaborated with PGCIL for design and development of the required 1200 KV equipment indigenously.

Company Overview

IMP Powers Limited (originally Industrial Meters Private Limited), was promoted in 1961.

Since Inception, the Company has been able to develop and expand its existence in Indian Transformers manufacturing market. The Company is pioneered in manufacturing of Electrical Manufacturing Instruments & Testing Equipments. IMP began manufacturing Distribution Transformers on start of Rural Electrification work program by Government of India in 1970's.

Major Developments during the year

The Company has started implementing its expansion programme during the year 2008-09. The first stage was completed during the last year by expanding its capacity from 3600MVA to 7000 MVA. During the year under review, your Company has successfully completed its second and last phase of capacity expansion programme at its Silvassa unit. A capacity of 10000 MVA was achieved during the year under review and that too without affecting the normal operations.

Your Company has received the First 200 MVA-220/110 KV transformer order from Maharashtra State Electricity Board.

Your Company has been awarded certification for ISO 14001:2004 for Environmental Management System Standard. ISO 14000:2004 specifies requirements for an environmental management system to enable an organisation to develop and implement a policy and objectives which take into account legal and other requirements to which the organisation subscribes and information about significant environmental aspects. It applies to those environmental aspects that the organisation identifies as those which it can control and those which it can influence. It does not itself state specific environmental performance criteria. Also Company has upgraded itself to ISO 9001:2008 from ISO 9001:2000 for Quality Management System Standard.

Location

Your Company has its Registered office and manufacturing unit in Silvassa, Dadra and Nagar Haveli. The manufacturing plant at Silvassa is spread out over 5 acres and is fully equipped to manufacture EHV power transformers upto 200 MVA /400 KV voltage class. It enjoys consistent availability of power and water and its proximity to the port and raw material hubs.

Clients

Besides having vendor approval from almost all State Electricity Boards and major Trunkey EPC contractors, the Company is approved supplier to Power Grid Corporation of India Limited, NTPC and NHPC.

The successful commissioning of transformers have helped overseas countries to illuminate their regions and spread the success light of your Company. More than 25000 transformers of IMP Powers Limited are working in multiple time zones

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around the world. We are regular suppliers to UK, New Zealand, Australia, most countries in Africa, Middle East, Sri Lanka among others and also exported its transformers to countries like Yeman and Zambia.

Meter Division

Your Company is now concentrating only on its core business of manufacturing of transformers than its low value business of measuring instruments to achieve its vision of becoming respected and recognized globally as one of the leading transformer manufactures. However Company is still having plant having area of 20000 sq. ft at Kandivali in its possession.

SWOT Analysis:-

Strengths:

- * Your Company is a Government Recognized Export House and has received President's Award for excellent performance in Exports. The Company has been manufacturing transformers ranging upto 200 MVA / 400 KV Class and has state-of-the-art manufacturing facilities and technical skills leading to low failure rate.
- * Your Company has successfully completed its second phase of expansion. The expansion is now earning fruits for the Company as your Company is getting orders upto 200MVA transformers.
- * Your Company is one of the very few companies in India to have in house state-of-the-art Impulse Generator as well as vapour phase drying technology.
- * Your Company, as you know has a distinct presence in the manufacture of Power & EHV Transformers, Electrical Measuring instruments and testing equipments, OLTC, RTCC etc.
- * The Company has broad and global client base which includes Government as well as Private Sector.
- * World Class production facilities at Silvassa to manufacture transformers which have been approved by Overseas Consultants and Clients are among the best.

Weakness and Management Perceptions:

- * Raw Materials –The key input and the real cost driver in the transformer industry is the raw material i.e. metal like Copper, transformer oil, steel stampings and Aluminium and are subject to fluctuations in prices, which may affect operating margins. Especially there are large fluctuations in copper prices. Over the last few years, the metal prices saw a vertical move. It impacted the margins of manufacturers to a large extent.
- * The Industry is highly working capital Intensive.
- * Technology upgradations, however, will not be easily attainable due to the lack of adequate testing facilities, skilled manpower shortage and uncertainty and slowness in the pace of reforms.

Opportunities:

With the huge investments of approximately US \$180 billion planned in the power sector, the trickle down effect will lead to an up tick in the transformer manufacturing in India. The demand is expected to further surge on account of following:

- a) The per capita consumption of electricity in India is 672 kWh as against 13,616 kWh in US, 11,216 kWh in Australia and 2,346 kWh in China. Although in recent times, there has been significant improvement in the per capita consumption of electricity levels in India, it still lies far below the world average.
- b) Under the Rural Electrification Program the centre aims at providing all households with electricity. As per the program it aims at setting Distribution infrastructure with at least 33/11kv transformers in a village.
- c) The average life of a Transformer is 20-25 years, which means that transformers during the Sixth/Seventh plan could now be up for replacement.
- d) Demand for higher voltage transformers i.e. 400KV & above.
- e) Several of the International players who already have presence in India are looking forward to making their Indian setups as manufacturing hub for supplying to other countries.
- f) Power Reforms

The Government has introduced the Revised Accelerated Power Development and Reform Program (APDRP). The focus of the programme is on actual, demonstrable performance in term of loss reduction. Establishment of reliable and automated systems for sustained collection of accurate base line date and the adoption of Information Technology

in the areas of energy accounting will be necessary pre conditions before sanctioning any projects for strengthening & up gradation of sub transmission and distribution networks. The projects under the scheme to be taken up in two parts. Part A shall include the projects for establishment of base line data and IT applications for energy accounting/auditing & IT based consumer service centers. Part B shall include regular distribution strengthening projects.

e) Ultra Mega Power Projects of 28,000MW

To augment generation capacity on fast track basis, the government announced setting up of 7 ultra mega power projects of 4000 MW each to be commissioned during the 11th Plan (2008-12). Setting up of Ultra mega power projects will necessitate power evacuation over longer distance through High Voltage Distribution System (HVDS).

Threats And Management Perceptions

The Industry is expecting the entry of foreign players in the market in future. Due to this domestic players could face threat from imports in future if they are unable to cater to this upcoming demand. Increased competition from foreign players could lead to margin contraction due to pricing pressure. This foreign invasion could be from Chinese players. The growing presence of global participants in the Indian power and distribution transformers market may be a cause for concern for local manufacturers. Multinational manufacturers have expertise in segments such as extra high voltage (EHV) and power transformers. However, with the huge demand supply gap in the transformer Industry, your company does not envisage any demand shortage. At the most intense competition in the market due to capacity expansion, there could be some pressure on margins.

Internal Control System

The Company has adequate internal control system commensurate with its size and nature of the business and suitable internal control procedures, optimum resources utilization, veracity of accounts and compliance with various statutes is ensured. Your Company has outsourced the Internal Audit function to a firm of Chartered Accountant. The Internal Audit process includes review and evaluation of effectiveness of the existing process, controls and compliance. Management reviews the observations including recommendations for improvement of the business process before reporting to the Audit Committee. The Audit Committee then reviews the Internal Audit Reports and the status of implementation of the agreed action plan.

Financial Performance

The financial performance of the company is discussed in the Directors' report.

Material Development on Human Resources

Your Company recognizes that people are its principal assets and that its continued growth is dependent upon the Company's ability to attract and retain quality people. Your Company has established full-fledged Human Resources Department which is entrusted with the responsibility of retaining and developing skills of the employees of the Company. Your Company has also set up its in house training centre at the Silvassa Factory. Various trainings were conducted viz., change management training, training for better communication skills, motivational trainings like Sahaja Yoga etc. As mentioned earlier, your company has been awarded ISO 14001:2004 and ISO 9001:2008 certifications. Internal Auditors' training was conducted for the employees of the Company as a part of such certification.

Industrial relations at all divisions of the Company were also very cordial during the year.

Cautionary Statement

The Management Discussion and Analysis Report contains forward looking statements based upon the data available with the Company, assumptions with regard to Global and Indian Economic Conditions, the government policies etc. The Company cannot guarantee the accuracy of assumptions and perceived performance of the Company in future. Therefore, it is cautioned that the actual results may materially differ from those expressed or implied in the Report.



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REPORT ON CORPORATE GOVERNANCE

1. An Introduction

Corporate Governance is a system by which Companies are directed and managed. Corporate Governance is about Code of Conduct in business. A good Corporate Governance ensures high standards of transparency, accountability, ethical operating practices and professional management. For IMP Powers Limited, Corporate Governance stands for responsible and value creating management and control of the Company.

2. Company's philosophy on Corporate Governance

The main objective of implementation of Corporate Governance is to ensure transparency, accountability and adequate disclosures in order to ensure the stakeholders that their money is utilized to maximize their wealth. The management accepting the inalienable rights of the shareholders as true owners, has identified their role as only trustees. Your Company is committed to attain high standards of Corporate Governance by ensuring integrity in financial reporting, disclosure of material information, continuous improvement in internal control systems and sound investor relations. Your Company is in compliance of all the requirements of Clause 49 of the Listing Agreement as amended for Corporate Governance.

3. Board of Directors :

i) Chairman

Shri Ramniwas R Dhoot is the Executive Chairman of the Board of Directors.

ii) Composition of the Board

The Board of Directors consisted of 8 directors as on 30th June 2010 with an optimum mix of Executive and Non-Executive independent directors. Out of 8 Directors, 4 i.e (50%) of the directors were non-executive independent directors, 3 directors were the executive promoter- directors as on 30th June 2010 and one director was a Nominee Director.

iii) None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2010 have been made by the Directors.

iv) The names and categories of the Directors on the Board, their attendance at Board Meetings, Annual General Meeting held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other Companies are given herein below. Other Directorships do not contain Alternate Directorships, directorships of foreign companies and Directorships of private limited companies. Chairmanship/Membership of Board Committees include only Audit and Shareholders/Investors Grievance Committee.

3.1 Composition and Category of Directors as on 30th June 2010 and the attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and number of Directorships and Chairman/Memberships of Committees of each Director in various companies other than IMP Powers Ltd.:

Name of the director	Category	Number of other Directorships	Number of other Committee Memberships	No of Board Meetings attended	Whether last AGM attended held on 15 th December 2009
Mr. Ramniwas R Dhoot ¹	Promoter-Executive Chairman	0	0	5	Yes
Mr. Ajay R Dhoot ²	Promoter- Executive Managing Director	0	0	5	Yes
Mr. Aaditya R Dhoot ³	Promoter Executive Jt.Managing Director	0	0	5	Yes
Mr. Ramdas T RajGuroo	Non Executive Independent	1	0	4	Yes
Mr. Prashant J Pandit	Non Executive Independent	0	0	1	No
Mr. Jayant N Godbole	Non Executive Independent	10	6	4	No
Mr Krishan Kant Rathi ⁴	Non Executive	3	0	3	Yes
Mr.J P Taparia ⁵	Non-Executive Independent	2	0	1	No
Mr Prakash Bagla ⁶	Non-Executive	0	0	1	N.A
Shri Siby Antony ⁷	Non Executive Independent	1	0	5	No

1. Shri Ramniwas R Dhoot, re-appointed as Chairman of the Board by shareholders in their meeting held on 15th December 2009 for a term of Five years w.e.f 1st April 2009 upto 31st March 2014 with revised remuneration.
2. Shri Ajay R Dhoot, re-appointed as Managing Director by Shareholders in their meeting held on 15th December 2009 for a term of Five years w.e.f 1st April 2009 upto 31st March 2014 with revised remuneration.
3. Shri Aaditya R Dhoot, re-appointed as Jt. Managing Director by Shareholders in their meeting held on 15th December 2009 for a term of Five years w.e.f 1st April 2009 upto 31st March 2014 with revised remuneration.
4. Shri Krishna Kant Rathi ceased to be the Director due to withdrawal of nomination by the nominating authority (i.e IBEF and IBEF I w.e.f 29th April 2010.
5. Shri J. P. Taparia ceased to be the director w.e.f 29th January 2010.
6. Shri Prakash Bagla appointed as Director in place of Shri Krishna Kant Rathi by the nominating authority w.e.f 29th April 2010.
7. Shri Siby Antony, appointed as Additional director w.e.f 3rd July 2009 by way of Circular Resolution. He was regularized as an independent Director by the shareholders in the Annual General Meeting held on 15th December 2009.

3.2 Details of Directors appointed during the year/seeking re-appointment at the ensuing Annual General Meeting:

Name of the Director	Mr. Prakash Bagla*	Mr. Jayant Godbole	Mr. Siby Antony
Date of Birth	11 th November 1975	17 th February 1945	10 th May 1948
Date of Appointment	29 th April 2010	16 th March 2007	3 rd July 2009
No. of shares held in the Company	NIL	NIL	NIL
Qualification	Chartered Accountant	<ol style="list-style-type: none"> 1. Chemical Engineer from IIT, Powai 2. Financial Management (Participation Certificate) from Bajaj Institute, University of Bombay 3. Corporate Long Range Planning from IIM, Bangalore (1986) 4. PERT/CPM (Project Management)- Network Analysis from SIET, Hyderabad (1978) 	<ol style="list-style-type: none"> 1. Bachelor's Degree in Mathematics from Kerala University 2. Post Graduate degree in Economics from University of Madras.
Expertise in Specific functional area	Shri Prakash Bagla is a Chartered Accountant having 10 years of experience in strategic initiatives like cost reduction, divestment, new business etc. Currently he is associated with Motilal Oswal Private Equity Advisors Pvt. Ltd	Shri Jayant Godbole has functioned as Chairman and Managing Director of IDBI Limited at the time of retirement. During his role in IDBI as Executive Director, he also chaired the Empowered Group of Corporate Debt Restructuring (CDR). He is having a very rich experience of 37 years (in public as well as private sector in India and abroad) with specialization in Mega Project implementation and operations, Project Financing, Business Development, Corporate rehabilitation etc.	Shri. Siby Antony is the former Executive Director of IDBI overall in charge of recovery and legal department and was the Chairman of CDR Empowered Group. Currently he is associated with Edelweiss Capital Limited.

* Appointed as Nominee Director.

3.3 Board meetings

During the year ended 30th June 2010, the Board of Directors met 5 times on the following dates:

- 1) 24th August 2009
- 2) 15th September 2009
- 3) 31st October 2009
- 4) 29th January 2010
- 5) 29th April 2010

IMP POWERS LIMITED

- * The gap between two meetings did not exceed a gap of four (4) months. All the meetings were held at the Corporate office of the company.

4. Committees of the Board :

A) Audit Committee :

- i) The Company has a duly constituted Audit committee in accordance with the provisions of Listing agreement and Sec 292A of the Companies Act, 1956.
- ii) Brief description of terms of reference:

The terms of the reference of the Audit Committee are those prescribed under Clause 49 of the Listing Agreement with respect to :-

- * Review of Financial results and Financial Statements before submission to the Board for approval to ensure that the financial statements are correct, sufficient and present true and fair view;
- * Review of the adequacy of the internal control system with the Management, Internal Auditors and Statutory Auditors;
- * The Company's financial reporting processes, changes in the Accounting policies;
- * Adequacy of the internal audit function, its structure & effectiveness;
- * Review of financial and risk management system;
- * Defaults if any in payments to Depositors, Debenture holders, Shareholders & Creditors, the adequacy of internal control system;
- * Recommending the appointment and removal of Internal as well as Statutory Auditors, fixation of audit fees.

The Committee also reviews the observations of the Internal and Statutory Auditors along with the comments and action taken thereon by the management and invites senior executives to its meetings as and when necessary.

- iii) Composition of the Audit Committee:

The Audit Committee comprises of following Directors:-

Sr. No.	Name of Director	Designation
1	Mr. R.T. RajGuroo	Chairman
2	Mr. Jayant N. Godbole	Jt. Chairman/ Member
3	Mr. Aaditya R Dhoot	Member
4.	Mr. Siby Antony*	Member

* Mr. Siby Antony is appointed as member of the Committee w.e.f. 29th January 2010.

- iv) Meetings and attendance of the Committee Members during the year:

During the year ended 30th June 2010, the Audit Committee met 5 times on following dates:

- | | | |
|----------------------------------|------------------------------------|----------------------------------|
| 1. 24 th August 2009 | 2. 15 th September 2009 | 3. 31 st October 2009 |
| 4. 29 th January 2010 | 5. 29 th April 2010 | |

Attendance during the year:-

Sr. No.	Name of Director	No. of Meetings Attended
1	Mr. R.T. RajGuroo	4
2	Mr. Jayant N. Godbole	4
3	Mr. Aaditya R Dhoot	5
4	Mr. Siby Antony	1

B) Shareholders/Investors Grievances Committee :

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 (c) any other grievance raised by any shareholder.

ii) Constitution :-

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 4 times on following dates:

- 1) 24th August 2009 2) 31st October 2009 3) 29th January 2010
4) 29th April 2010

Sr. no	Name of the Director	No of meetings attended
1	Shri R. T. RajGuroo (Chairman)	4
2	Shri Ajay R Dhoot (Member)	4
3	Shri Aaditya R Dhoot (Member)	4

iv) Status of Investors Complaints:

Three complaints were received from Investors during the year and same were duly resolved and as on 30th June 2010 there were no complaints pending.

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

Mr. Milind Jog
Company Secretary
IMP Powers Limited
35/C, Popular Press Building, 2nd floor,
Pt M. M. Malviya Road, Tardeo
Mumbai 400 034

5) Remuneration of Directors :i) Remuneration paid to Executive Directors during the year ended 30th June 2010

Particulars	Shri Ramniwas R Dhoot Chairman	Shri Ajay Dhoot Managing Director	Shri Aaditya Dhoot Jt. Managing Director
Remuneration	Rs.2,795,105/-	Rs.2,550,071/-	Rs. 1,980,000/-
Total	Rs. 2,795,105/-	Rs. 2,550,071/-	Rs.1,980,000/-

- 1) The Company does not have a Stock Option Scheme and no severance fees are payable.
- 2) No sitting fees are paid to the Executive Directors.
- 3) Directors are not paid any commission for the year ended 30th June 2010.

ii) Remuneration Structure of Non Executive Directors :-

The non executive Independent Directors are paid only sitting fees 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.

IMP POWERS LIMITED

6. General Shareholder Information :-

6.1 Registered Office	Survey No. 263/3/2/2, Umar Kuin Road, Sayli Village, Silvassa, U.T.(D& N H) -396230 Telephone : 0260-6538571 Fax : 0260-2681043 Email : investor@imp-powers.com Website : www.imp-powers.com
6.2 Address for Correspondence	35/C, Popular Press Building, 2nd Floor, Pt. M M Malviya Road, Tardeo, Mumbai -400 034 Telephone : 022-23539180-85 Fax : 022-23539186-87
6.3 Annual General Meeting	Date : Monday, 20 th December 2010 Time : 2.30 p.m. Venue : Survey No. 263/3/2/2, Umar Kuin Road, Sayli Village, Silvassa, U.T.(D& N H) Pin Code -396230
6.4 Financial Year	1 st July to 30 th June
6.5 Financial Calendar (tentative)	* 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 nine months ending March 31 - within 45 days from the end of the quarter. * Results for the year ending June 30 th - Within 60 days from the end of the Financial year * Dividend Payment Date : Not Applicable
6.6 Date of Book Closure	Monday, 13 th December 2010 to Monday, 20 th December 2010 (Both days inclusive)
6.7 Registration No. , Stock Code & Demat ISIN Number	(a) L31300DN1961PLC000232 (b) Bombay Stock Exchange : Stock Code : (517571) Scrip ID : IMPOWERS (c) National Stock Exchange : Stock Code : INDLMETER (d) ISIN No : INE065B01013
6.8 Dematerialization of Shares	As on 30 th June 2010, 96.09 % of the paid up equity shares of the company were held in demat.
6.9 Payment of Listing fees	The Company has paid in advance the Listing fees to both the Stock Exchanges mentioned above for the financial year 2010-2011.
6.10 Registrar and Transfer Agent	The Company has appointed Link Intime (India) Private Ltd, 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

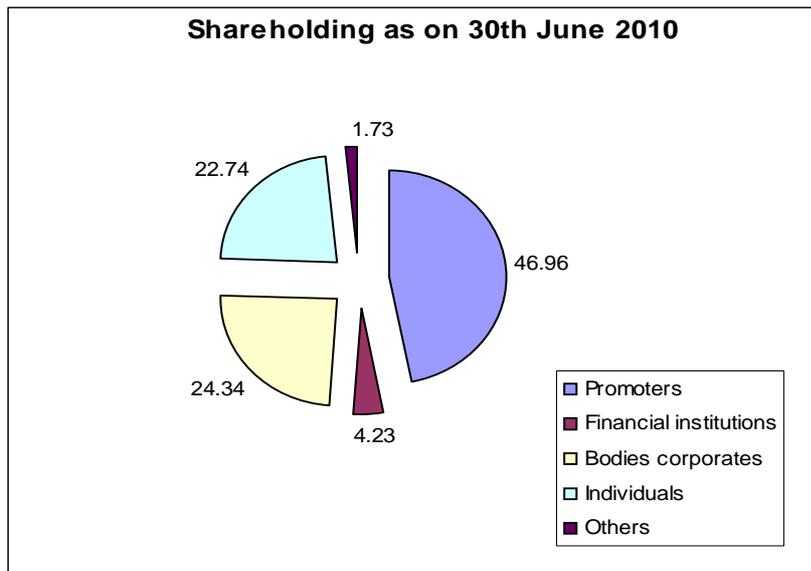
6.11 Share Transfer System	Share Transfer requests in physical form are processed within 30 days from the receipt. The Requests for dematerialization of shares are confirmed within 21 days from the date of receipt. The Company obtains half-yearly certificate of compliance as required under Clause 47(c) of the Listing Agreement from a Company Secretary in Practice and files a copy of the certificate with the Exchanges.
6.12 Plant Locations	a) Kandivali works: 85, Government Industrial Estate, Kandivali (W), Mumbai 400 067 b) Silvassa works: Survey no 263/3/2/2, Umar Kuin Road, Sayli Village, Silvassa (U.T)
6.13 MARKET PRICE DATA : High , Low, during each month (Bombay Stock Exchange & National Stock Exchange)	Annexure A
6.14 Outstanding Warrants convertible, ADR, GDR etc	There were no ADR/GDR outstanding as Company has not issued any ADR, GDR.

6.15 Performance in Comparison to Broad Based Indices like BSE & NSE

BSE				NSE			
July 2009 (Opening)		June 2010 (Closing)		July 2009 (Opening)		June 2010 (Closing)	
IMP	Sensex	IMP	Sensex	IMP	NIFTY	IMP	NIFTY
92.90	15,670.31	116.50	17,700.90	86	4636.45	115.95	5312.50

6.16 Shareholding Pattern as on 30th June 2010

Category	No. of Equity Shares (f.v. Rs.10/-) held	% of Shareholding
Promoters	3821094	46.96
Banks/Financial Inst./Insurance Co.	344206	4.23
Corporate Bodies	1980255	24.34
Indian Public	1850011	22.74
NRI	35039	0.43
Clearing Members	105958	1.30
Total	8136563	100.00



IMP POWERS LIMITED

6.17 Distribution of Shareholding as on 30th June 2010 :

Category(shares)	No. of Shareholders	% of Total	No. of Shares Held	% of Total
1 - 500	5056	89.41	608992	7.48
501 - 1000	279	4.93	230713	2.84
1001 - 2000	148	2.62	222589	2.74
2001 - 3000	43	0.76	110028	1.35
3001 - 4000	21	0.37	76193	0.94
4001 - 5000	14	0.25	64963	0.80
5001 - 10000	41	0.72	300456	3.69
10001 - Above	53	0.94	6522629	80.16
Total	5655	100.00	8136563	100.00

6.18 Details of the last three Annual General Meetings:

	(1)	(2)	(3)
Date and Time	15.12. 2009 at 3.00 p.m	05.12.2008 at 3.30 p.m.	30.11.2007 at 3.00 p.m.
Venue	Survey No 263/3/2/2, Umar Kuin Road, Sayali Village, Silvassa (U.T.)	Survey No 263/3/2/2, Umar Kuin Road, Sayali Village, Silvassa (U.T.)	Survey No 263/3/2/2, Umar Kuin Road, Sayali Village, Silvassa (U.T.)
Special Resolution(s)	NIL	NIL	1) Amendment in the Articles of Association 2) Payment of Commission (not exceeding 2%) to the Chairman 3) Payment of Commission (not exceeding 2%) to the Managing Director 4) Payment of Commission (not exceeding 2%) to the Joint Managing Director

No resolution has been passed through postal ballot during the financial year ended 30th June 2010 and there is no resolution proposed to be passed by Postal Ballot in this Annual General Meeting.

6.19 Disclosures :

(i) 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 any related party have been made in the Balance Sheet in Schedule No. 21 notes to Accounts at Note No 17.
(ii) 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
(iii) Whistle Blower Policy and affirmation that no personnel have been denied access to the audit committee.	The Company has implemented Whistle Blower Policy and we further affirm that no personnel have been denied access to the Audit Committee.

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(iv) Details of Compliance with mandatory requirements and adoption of the non-mandatory requirement of this clause	The Company has complied with mandatory requirements and has adopted the following non mandatory requirements – (a) Whistle Blower Policy (b) None of the independent director on our Board has served for a tenure exceeding nine years.
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6.20 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).

6.21 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.

6.22 Declaration on Compliance of Code of Conduct:

Declaration that all the Board Members and Senior Management Personnel have affirmed compliance with the applicable Code of Conduct for the financial year ended 30th June 2010 is annexed.

6.23 Analyst queries

Shri Aaditya Dhoot, Jt. Managing Director

Shri Deepak Shah, V. P. (F&A)

Annexure A

Monthly High & Low during the last year ended 30th June 2010

Month	BSE (Rs.)		NSE (Rs.)	
	High	Low	High	Low
July 2009	107.00	79.80	97.60	79.30
August 2009	102.80	81.05	102.00	82.10
September 2009	139.80	94.00	140.40	92.00
October 2009	132.70	112.20	133.00	113.15
November 2009	121.00	96.80	120.50	100.50
December 2009	133.00	109.10	135.90	108.10
January 2010	168.10	118.15	169.90	118.00
February 2010	136.80	94.05	135.00	90.00
March 2010	124.00	98.00	127.00	97.10
April 2010	128.05	106.00	129.95	112.05
May 2010	116.95	102.10	118.00	96.00
June 2010	132.05	105.00	131.90	105.00

Declaration

As per Clause 49 of the Listing Agreement with the Stock Exchanges, all Board and Senior Management Personnel have affirmed compliance with the applicable code of conduct for the year ended 30th June 2010.

For IMP Powers Limited

Aaditya Dhoot
Jt. Managing Director

Place : Mumbai

Date : 10th November 2010

IMP POWERS LIMITED

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 30th June 2010 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

CA R. D. Hangekar
Partner
M. No. 30615

Place: Mumbai

Date : 10th November 2010

AUDITORS' REPORT

To the Members of
IMP Powers Limited

1. We have audited the attached Balance Sheet of IMP Powers Limited ('the Company') as at 30th June 2010, the Profit and Loss Account and Cash Flow Statement for the year ended on that date, annexed thereto. These Financial Statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (the Order), as amended, issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraph 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a) 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, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - e) On the basis of the written representations received by the Company from the Directors as on 30th June 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as at 30th June, 2010 from being appointed as a director in terms of Section 274 (1) (g) of the Companies Act, 1956;
 - f) In our opinion, and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and other notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
 - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 30th June 2010;
 - ii) in the case of the Profit and Loss Account, of the profit of the Company for the year ended on that date; and
 - iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For Batliboi & Purohit
Chartered Accountants
FRN: 101048W

Place: Mumbai

Dated: 27th August, 2010

(CA R. D. Hangekar)
Partner
Membership No. 30615

IMP POWERS LIMITED

Annexure to the Auditors' Report

With reference to the Annexure referred to in paragraph 3 of the Auditors' Report to the Members of IMP Powers Ltd. on the financial statements for the year ended on 30th June 2010, 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 Companies Act, 1956. Hence sub clauses (b), (c) and (d) are also not applicable to the Company.
 - b) The Company has taken unsecured loans from eight Companies, firms & other parties covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the period under audit was Rs.53.70 lacs and the year end balance of loans taken from such parties was Rs.23.09 lacs.
 - c) In our opinion the rate of interest and the other terms and conditions of the unsecured loans taken by the Company are prima facie not prejudicial to the interests of the Company.
 - d) In respect of loans taken, repayment of principal amount is as stipulated and loan taken is interest free.
- 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.
- 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, there are no dues of income-tax, profession tax, sales tax, wealth tax, service tax, customs duty, cess which have not been deposited on account of any dispute.
- 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 of the dues of Rs. 224.65 lacs from 2003 to Greater Bombay Co-operative Bank Ltd, since the said Bank did not join in CDR scheme and also the case is under litigation as mentioned in note no 16 of Notes to Accounts.
- 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 in 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) According to the information and explanations given to us, the Company has not given any guarantee for the loans taken by others from Bank or Financial Institutions.
- 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

Dated: 27th August, 2010

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

IMP POWERS LIMITED

BALANCE SHEET AS AT 30TH JUNE 2010

	Schedule	Year Ended 30-06-2010 Rs.	Year Ended 30-06-2009 Rs.
SOURCES OF FUNDS			
SHARE HOLDERS' FUNDS			
Share Capital	01	105,887,630	105,887,630
Reserves & Surplus	02	785,957,101	742,378,593
		891,844,731	848,266,223
LOAN FUNDS			
Secured Loans	03	653,155,470	634,201,165
Unsecured Loans	04	25,886,693	25,919,484
		679,042,163	660,120,649
Deferred Tax Liabilities (Net of Assets)		28,684,720	15,163,562
TOTAL		1,599,571,614	1,523,550,434
APPLICATION OF FUNDS			
FIXED ASSETS			
	05		
Gross Block		951,848,295	850,119,884
Less : Depreciation		217,601,713	182,632,477
Net Block		734,246,582	667,487,407
Capital Work In Progress		-	42,493,416
INVESTMENTS	06	113,000	113,000
CURRENT ASSETS, LOANS & ADVANCES			
Inventories	07	590,743,740	428,583,877
Sundry Debtors	08	612,318,145	800,862,189
Cash & Bank Balances	09	34,844,386	24,083,004
Loans & Advances	10	171,841,413	106,568,964
		1,409,747,684	1,360,098,034
LESS : CURRENT LIABILITIES AND PROVISIONS	11	544,535,652	546,641,423
Current Liabilities & Provisions		544,535,652	546,641,423
NET CURRENT ASSETS		865,212,032	813,456,611
TOTAL		1,599,571,614	1,523,550,434
Notes forming part of accounts	21		

The Schedules referred to herein form an integral part of the Accounts.

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
Dated : 27th August, 2010

For and on behalf of Board of Directors

AJAY R DHOOT
MANAGING DIRECTOR

AADITYAR DHOOT
JT. MANAGING DIRECTOR

MILIND JOG
COMPANY SECRETARY

PROFIT AND LOSS ACCOUNT FOR YEAR ENDED ON 30TH JUNE 2010

	Schedule	Year Ended 30-06-2010 Rs.	Year Ended 30-06-2009 Rs.
INCOME			
Gross Sales	12	2,085,669,622	2,091,082,973
Less: Excise Duty		158,716,353	184,510,879
Net Sales		1,926,953,269	1,906,572,094
Other Income	13	2,145,858	6,263,433
		1,929,099,127	1,912,835,527
EXPENDITURE			
Raw Material Consumed	14	1,549,929,872	1,360,968,801
(Increase)/Decrease in Stocks	15	(75,514,568)	8,650,976
Manufacturing Expenses	16	28,167,237	26,357,249
Salaries, Wages and other employee's benefits	17	78,469,112	76,017,309
Selling Expenses	18	69,222,855	36,914,468
Financial Expenses	19	115,723,963	77,437,640
Depreciation		36,360,468	
Less : Transfer from revaluation reserve		1,331,456	25,676,910
Administrative & Other Expenses	20	59,794,449	75,539,230
		1,860,821,932	1,687,562,583
PROFIT / (LOSS) BEFORE TAX		68,277,195	225,272,944
Less : Current Tax (Income tax & Wealth tax)		8,866,073	60,978,160
Fringe Benefit Tax		-	1,174,446
Deferred Tax		13,521,158	5,914,613
PROFIT / (LOSS) AFTER TAX		45,889,964	157,205,725
NET PROFIT/(LOSS)		45,889,964	157,205,725
BALANCE AVAILABLE FOR APPROPRIATIONS		45,889,964	157,205,725
APPROPRIATIONS			
Transfer to Bonds Redemption Reserve		5,565,730	5,565,730
Transfer to Pref. Sh. Capital Redemption Reserve		2,450,000	2,450,000
Dividend on Preference Shares		980,000	980,000
Provision for Dividend on 8.75%Compulsory Convertible Preference Shares		-	(13,207,514)
Provision for Dividend tax on Compulsory Convertible Preference Shares		-	(2,244,617)
Interim Dividend on 8.75%Compulsory Convertible Preference Shares		-	16,623,251
Dividend tax on Compulsory Convertible Preference Shares		-	2,825,121
Balance carried to Balance Sheet		36,894,234	144,213,754
		45,889,964	157,205,725
Earning per Share Before extra-ordinary Items			
Basic		5.52	20.52
Diluted		5.52	20.52
Earning per Share After extra-ordinary Items			
Basic		5.52	20.52
Diluted		5.52	20.52
Notes forming part of accounts	21		
The Schedules referred to herein form an integral part of the Accounts.			

As per our report of even date.

For Batliboi & Purohit
Chartered Accountants
FRN NO. 101048W

For and on behalf of Board of Directors

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

AJAY R DHOOT
MANAGING DIRECTOR

AADITYA R DHOOT
JT. MANAGING DIRECTOR

Place : Mumbai
Dated : 27th August, 2010

MILIND JOG
COMPANY SECRETARY

IMP POWERS LIMITED

SCHEDULES ATTACHED TO AND FORMING PART OF THE BALANCE SHEET AS AT 30TH JUNE 2010

	Year Ended 30-06-2010 Rs.	Year Ended 30-06-2009 Rs.
SCHEDULE 01 : SHARE CAPITAL		
<u>AUTHORISED</u>		
120,02,000 Equity Shares of Rs. 10/- each (P.Y.120,02,000)	120,020,000	120,020,000
30,00,000 Preference Shares of Rs. 10/- each(P.Y. 30,00,000)	30,000,000	30,000,000
11,80,000 Compulsory Convertible Preference Shares of Rs.161/- each (P.Y.11,80,000)	189,980,000	189,980,000
	340,000,000	340,000,000
<u>ISSUED. SUBSCRIBED</u>		
81,40,963 Equity Shares of Rs. 10/- each fully paid-up (P.Y.81,40,963)	81,409,630	81,409,630
24,50,000 Cumulative Preference Shares of Rs.10/- each(P.Y.24,50,000)	24,500,000	24,500,000
	105,909,630	105,909,630
<u>PAID UP</u>		
81,36,563 Equity Shares of Rs. 10/- each fully paid-up(P.Y.81,36,563)	81,365,630	81,365,630
Add : Shares Forfeited	22,000	22,000
	81,387,630	81,387,630
Note :-		
Equity shares includes 11,27,000 shares issued as fully paid up Bonus Shares during 1994-95 by Capitalisation of Revaluation Reserve		
<u>REDEEMABLE PREFERENCE SHARE CAPITAL</u>		
24,50,000 - 4% Cumulative Preference Shares of Rs.10/- each(P.Y.24,50,000)	24,500,000	24,500,000
Redeemable Preference share along with dividend will be redeemed from 1 st April 2013 to 31 st March 2016 in twelve quarterly equal installments	24,500,000	24,500,000.
	105,887,630	105,887,630
SCHEDULE 02 : RESERVES & SURPLUS		
<u>CAPITAL RESERVE</u>		
Warrant Application Money Forfeited	7,445,000	7,445,000
<u>SHARE PREMIUM</u>		
Balance as per last Balance Sheet	478,401,741	277,571,741
Add:- During the year	--	200,830,000
Add : Amount received on Shares forfeited	176,000	176,000
	478,577,741	478,577,741
<u>REVALUATION RESERVE</u>		
Balance as per last Balance Sheet	32,402,652	33,734,108
Less : Depreciation adjusted (Refer note no. 8 of Schedule 21)	1,331,456	1,331,456
	31,071,196	32,402,652
Bonds Redemption Reserve	19,016,290	13,450,560
Add:- During the year	5,565,730	5,565,730
	24,582,020	19,016,290
Prof. Shares Capital Redemption Reserve	9,187,500	6,737,500
Add:- During the year	2,450,000	2,450,000
	11,637,500	9,187,500
<u>PROFIT & LOSS ACCOUNT / GENERAL RESERVE</u>		
Balance as per last balance sheet	195,749,410	51535656
Net Profit (Loss) for the year	36,894,234	144213754
	785,957,101	742,378,593

SCHEDULES ATTACHED TO AND FORMING PART OF THE BALANCE SHEET AS AT 30TH JUNE 2010

	Year Ended 30-06-2010 Rs.	Year Ended 30-06-2009 Rs.
SCHEDULE 03 : SECURED LOANS		
TERM LOANS		
From Financial Institutions & Banks	303,935,658	229,338,371
	303,935,658	229,338,371
WORKING CAPITAL LOANS FROM BANKS		
Cash Credit and Working Capital Loans	288,125,115	343,971,021
	288,125,115	343,971,021
NON- CONVERTIBLE REDEEMABLE BONDS		
556573 4% Non-Convertible Bonds	55,657,300	55,657,300
	55,657,300	55,657,300
OTHER VEHICLE LOANS		
	5,437,397	5,234,473
	653,155,470	634,201,165

Note :

1. Term loans & Bonds from Financial Institutions and Banks are secured by way of first charge on all Fixed Assets of the company, personal guarantee of Promoter Directors and pledge of promoters' shares.
2. Working capital loans from Banks are secured against first charge on all current assets and second charge on all fixed assets of the company and personal guarantee of Promoters Directors.
3. Non convertible Redeemable Bonds including interest will be redeemed from 1st April 2013 to 31st March 2016 in twelve quarterly equal installments
4. Vehicle Loans are secured by hypothecation of vehicles.
5. Term Loan payable within 12 months Rs. 851.20 Lacs (P. Y. Rs.464.85 Lacs)

SCHEDULE 04 : UNSECURED LOANS

FROM DIRECTORS	33,295	34,011
OTHER LOANS & ADVANCES		
From Bank	—	—
From Others	25,853,398	25,885,473
	25,886,693	25,919,484

IMP POWERS LIMITED

SCHEDULES ATTACHED TO AND FORMING PART OF THE BALANCE SHEET AS AT 30TH JUNE 2010

SCHEDULE - 05

FIXED ASSETS

Sr. No.	Particulars	GROSSBLOCK				DEPRECIATION				NETBLOCK	
		Ason 1st July 2009 Rs.	Additions During the year Rs.	Deduction During the Year Rs.	Ason 30th June 2010 Rs.	Upto 30th June 2009 Rs.	For the Current year Rs.	Adjustment on Account of Sales Rs.	Total Rs.	Ason 30th June 2010 Rs.	As on 30th June 2009 Rs.
1	Free Hold Land	33,051,968	-	-	33,051,968	-	-	-	-	33,051,968	33,051,968
2	Building & HO Building	388,162,427	12,530,367	-	400,692,794	76,508,654	12,898,783	-	89,407,437	311,285,357	311,653,773
3	Plant & Machineries	352,542,688	86,136,102	528,000	438,150,790	77,727,217	18,203,331	330,220	95,600,328	342,550,462	274,815,471
4	Dies & Jigs	3,572,398	-	822,248	2,750,150	3,343,510	85,247	678,607	2,750,150	-	228,888
5	Electrical Installation	18,357,797	181,778	-	18,539,575	3,508,418	1,164,761	-	4,673,179	13,866,396	14,849,379
6	Air Conditioning Equipments	3,632,485	234,074	-	3,866,559	1,325,432	175,411	-	1,500,843	2,365,716	2,307,053
7	Furniture & Fixtures	22,761,392	247,530	-	23,008,922	8,070,895	1,416,258	-	9,487,153	13,521,769	14,690,497
8	Office Equipments	2,829,207	176,519	-	3,005,726	1,416,809	118,006	-	1,534,815	1,470,911	1,412,398
9	Cars & Vehicles	16,523,054	3,032,686	1,148,529	18,407,211	4,635,777	1,457,215	382,405	5,710,587	12,696,624	11,887,277
10	Computer & Software	8,686,468	1,688,132	-	10,374,600	6,095,765	841,456	-	6,937,221	3,437,379	2,590,703
T O T A L		850,119,884	104,227,188	2,498,777	951,848,295	182,632,477	36,360,468	1,391,232	217,601,713	734,246,582	667,487,407
Previous Year		487,982,063	363,701,958	1,564,137	850,119,884	156,455,198	27,008,366	831,087	182,632,477	667,487,407	-

NOTES:

- 1 Factory Building at Kandivali and Advent Nariman Point Office Building include an amount of Rs. 250/- representing value of share in Co-operative Housing Society Limited.
- 2 Factory Land and Building thereon at Kandivali works and Advent Nariman Point Office Building are revalued as on 31.03.94. (Refer Note No.15 Schedule 21).

SCHEDULES ATTACHED TO AND FORMING PART OF THE BALANCE SHEET AS AT 30TH JUNE 2010

	Year Ended 30-06-2010 Rs.	Year Ended 30-06-2009 Rs.
SCHEDULE 06 : INVESTMENTS		
LONG TERM INVESTMENTS NON TRADE & UNQUOTED		
10 Equity Shares of the Mogaveera Co-Op. Bank Ltd. Of Rs. 100/- each fully paid up	1,000	1,000
4000 Equity Shares of The Greater Bombay Co-operative Bank Limited of Rs. 25/- each fully paid-up	100,000	100,000
1200 Equity Shares of EcoMedia Infosystems Pvt. Ltd. of Rs. 10/- each fully paid-up	12,000	12,000
	<u>113,000</u>	<u>113,000</u>
SCHEDULE 07 : INVENTORIES (As taken, valued and certified by the Management)		
Raw Materials	207,180,835	120,535,540
Semi Finished Goods	191,949,231	103,385,828
Finished Goods	191,613,674	204,662,509
	<u>590,743,740</u>	<u>428,583,877</u>
SCHEDULE 08 : SUNDRY DEBTORS (Unsecured considered good)		
Outstanding for a period exceeding six months	98,496,590	83,576,500
Other Debtors	513,821,555	717,285,689
	<u>612,318,145</u>	<u>800,862,189</u>
SCHEDULE 9 : CASH AND BANK BALANCES		
Balances with scheduled Banks in Current Accounts	20,720,642	12,393,771
Cash in hand	3,431,098	2,801,757
Margin Money Deposits	10,692,646	8,887,476
	<u>34,844,386</u>	<u>24,083,004</u>
SCHEDULE 10 : LOANS AND ADVANCES (Unsecured considered good)		
Advances Recoverable in Cash or in kind or for value to be received	24,449,600	30,997,454
Advances to Employees	6,217,551	7,491,994
Balance with Central Excise Authorities	3,658,688	501,030
Other Deposits	22,640,962	13,844,395
TDS / Advance tax	114,874,612	53,734,091
	<u>171,841,413</u>	<u>106,568,964</u>

IMP POWERS LIMITED

SCHEDULES ATTACHED TO AND FORMING PART OF THE BALANCE SHEET AS AT 30TH JUNE 2010

	Year Ended 30-06-2010 Rs.	Year Ended 30-06-2009 Rs.
SCHEDULE 11 : CURRENT LIABILITIES AND PROVISIONS		
CURRENT LIABILITIES		
Sundry creditors :		
a) Due to companies registered under Micro, Small and Medium Enterprises Development Act, 2006	1,211,814	579,154
b) Others	364,797,992	376,497,249
	366,009,806	377,076,403
Other Liabilities	53,876,354	55,411,032
Interest Accrued but not due (on Bonds)	9,835,598	7,609,266
PROVISIONS		
Provision for leave Encashment	1,771,594	1,362,151
Provision for Gratuity	718,465	573,268
Provision for Taxation	105,626,721	98,422,224
Provision for Preference Dividend	4,895,640	3,915,640
Provision for P.F. Employee Benefits	89,672	112,314
Provision for Bonus	1,711,802	2,159,125
	544,535,652	546,641,423

There are no amount due and outstanding to be credited to the Investor Education and protection Fund.

SCHEDULES ATTACHED TO AND FORMING PART OF THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 30TH JUNE 2010

	Year Ended 30-06-2010 Rs.	Year Ended 30-06-2009 Rs.
SCHEDULE 12 : SALES		
Local Sales	1,940,942,189	2,023,937,960
Export Sales	144,727,433	67,145,013
Gross Sales	<u>2,085,669,622</u>	<u>2,091,082,973</u>
Less-Excise Duty	158,716,353	184,510,879
Net Sales	<u>1,926,953,269</u>	<u>1,906,572,094</u>
SCHEDULE 13 : OTHER INCOME		
Miscellaneous Receipt	897,666	1,108,630
Insurance Claim Received	196,679	5,101,287
Foreign Exchange Gain (Net)	981,232	-
LeaseRent/commission & Interest Received	70,281	53,516
	<u>2,145,858</u>	<u>6,263,433</u>
SCHEDULE 14 : RAW MATERIAL CONSUMED		
Opening Stock	120,535,540	166,650,824
Add:- Purchase		
Raw Material Imported	6,897,941	39,689,131
Others	1,629,677,226	1,275,164,386
	<u>1,757,110,707</u>	<u>1,481,504,341</u>
Less: Closing Stock	207,180,835	120,535,540
	<u>1,549,929,872</u>	<u>1,360,968,801</u>
SCHEDULE 15 : (INCREASE) / DECREASE IN STOCKS		
OPENING STOCK		
Semi Finished Goods	103,385,828	147,713,208
Finished Goods	204,662,509	168,986,105
	<u>308,048,337</u>	<u>316,699,313</u>
CLOSING STOCK		
Semi Finished Goods	191,949,231	103,385,828
Finished Goods	191,613,674	204,662,509
	<u>383,562,905</u>	<u>308,048,337</u>
	<u>(75,514,568)</u>	<u>8650976</u>
SCHEDULE 16 : MANUFACTURING EXPENSES		
Manufacturing Expenses	6,639,649	5,827,251
Power & Fuel Charges	9,805,924	13,198,814
Testing Fees	11,721,664	7,331,184
	<u>28,167,237</u>	<u>26,357,249</u>

IMP POWERS LIMITED

SCHEDULES ATTACHED TO AND FORMING PART OF THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 30TH JUNE 2010

	Year Ended 30-06-2010 Rs.	Year Ended 30-06-2009 Rs.
SCHEDULE 17 : SALARIES, WAGES AND OTHER EMPLOYEE BENEFITS		
Salaries, Wages and Bonus etc.	69,003,073	70,847,980
Provident Fund, ESIC, Staff Welfare, Gratuity & Leave encashment	9,466,039	5,169,329
	<u>78,469,112</u>	<u>76,017,309</u>
SCHEDULE 18 : SELLING EXPENSES		
Freight, Fare & Carriage Outward & Packing	58,179,960	27,911,876
Loading and Unloading Charges	1,737,093	1,262,095
Insurance	3,217,791	3,061,099
Sales Commission	6,088,011	4,679,398
	<u>69,222,855</u>	<u>36,914,468</u>
SCHEDULE 19 : FINANCIAL EXPENSES		
Interest on Secured Borrowings	92,557,419	58,824,630
Interest to Suppliers and others	3,639,195	5,529,400
Bank commission , Bank guarantee charges & Other charges	19,527,349	13,083,610
	<u>115,723,963</u>	<u>77,437,640</u>
SCHEDULE 20 : ADMINISTRATIVE & OTHER EXPENSES		
Legal & Consultation	2,213,249	2,678,089
Advertisement & Sales promotion	5,083,980	3,035,509
Travelling, Conveyance, Motor expenses & Office Expenses	23,026,710	17,841,626
Postage, Telegram & Telephone expenses	2,359,161	2,352,995
Printing and Stationery	2,007,010	2,406,250
Foreign Exchange Loss (Net)	-	492,804
Audit Fees	325,000	225,000
Rent, Rates and Taxes	11,909,055	9,883,749
Repairs & Maintenance		
Building	144,351	51,112
Plant & Machinery & Others	2,957,314	2,170,851
Bad Debts	-	29,244,563
Other Expenses	9,768,619	5,156,682
	<u>59,794,449</u>	<u>75,539,230</u>

SCHEDULE – 21: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FOR THE YEAR ENDED 30TH JUNE 2010.**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.
- 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.
- 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.

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- 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.

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 Leasor 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.

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.

B. NOTES TO ACCOUNTS:

1. Estimated amount of contracts (net of advances) remaining to be executed on capital Account and not provided for Rs. NIL. (Previous Years. NIL).
2. Contingent liabilities are not provided in the accounts in respect of the followings:-

(Rs. in Million)

Particulars	Year Ended 30.06.2010	Year Ended 30.06.2009
a) Guarantees Given	381.88	224.75
b) Income Tax Demands (A.Y. 1998-99, 2000-01 & 2007-08)	NIL	1.52
c) Claims Made against Company not acknowledged as Debts	18.83	14.14

3. Directors' Remuneration (excluding sitting fees):

(Rs. in Million)

Sr. No.	Particulars	Year Ended 30.06.2010	Year Ended 30.06.2009
1.	Salary & Allowances	6.48	4.35
2.	Other Benefits	0.85	1.27
3.	Commission to Directors	NIL	12.50

4. Auditor's Remuneration (excluding service tax) :

(Rs. in Million)

Sr. No.	Particulars	Year Ended 30.06.2010	Year Ended 30.06.2009
1.	For Statutory Audit	0.25	0.15
2.	For Tax Audit	0.08	0.08

5. As per Accounting Standard 15 (Revised) on "Employee Benefits", the disclosures of employee benefits as defined in the accounting standard are given below.

I. Defined Contribution Plan:

Contributions to defined contribution plan; recognized as expenses for the year are as under.

Particulars	(Rs. In Million) 30.06.2010	(Rs. In Million) 30.06.2009
Employer's contribution to Provident Fund	1.31	1.36

II. Defined Benefits Plans:

a. Contribution to Gratuity Fund

b. 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.

(A) Changes in Defined Benefit Obligation:

(Rs. in Million)

Particulars	30.06.2010	30.06.2009
Liability at the beginning of the year	7.27	7.09
Interest Cost	0.55	-
Current Service Cost	0.77	0.76
Past Service Cost – Vested Benefit	1.62	-
Benefit Paid	(3.04)	(0.39)
Actuarial (gain)/loss on obligations	0.63	(0.19)
Liability at the end of the year	7.80	7.27

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

(Rs. in Million)

Particulars	30.06.2010	30.06.2009
Fair Value of Plan Assets at the beginning of the year	6.70	7.09
Expected Return on Plan Assets	0.53	-
Contributions	2.23	-
Benefit Paid	(3.04)	(0.39)
Actuarial gain/(loss) on Plan Assets	0.66	(0.004)
Fair Value of Plan Assets at the end of the year	7.08	6.70
Total Actuarial Gain / (Loss) To Be Recognized	0.03	0.19

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(C) Amount recognized in the Balance Sheet:

(Rs. in Million)

Particulars	30.06.2010	30.06.2009
Defined Benefit Obligation as at June 30	7.80	7.27
Fair Value of Plan Assets as at June 30	7.08	6.7
Liability / (Asset) recognized in the Balance Sheet included in the Balance Sheet included in Current Liabilities and Provisions	0.72	0.57

(D) Expenses recognized in the Profit & Loss Account:

(Rs. in Million)

Particulars	30.06.2010	30.06.2009
Current Service Cost	0.77	0.76
Interest Cost	0.55	-
Expected Return on Plan Assets	(0.53)	-
Actuarial (Gain) or Loss	(0.03)	(0.19)
Past Service Cost-Vested Benefit	1.62	-
Expense Recognized in P & L	2.37	0.57

(E) Actuarial Assumptions:

Assumptions	30.06.2010	30.06.2009
Discount Rate Current	8.25%	7.50%
Rate of Return on Plan Assets Current	8.00%	8.00%
Salary Escalation Current	5.00%	5.00%
Attrition Rate Current Year	2.00%	2.00%

6. Information given under Clause 4-C, 4-D of Part II of Schedule VI to the Companies Act, 1956.

A. CAPACITY AND PRODUCTION:

(As certified by the Management & relied upon by Auditor)

CAPACITY

	Particulars	Licensed	Installed	Production
a)	Distribution & Power Transformers	N.A.	7000 MVA (7000 MVA)	4424 MVA (3712MVA)
b)	Electrical Measuring Instruments & Testing Equipments.	N.A.	164400 Nos (164400 Nos)	36231 Nos (72812 Nos)

(Previous Year Figures are given in brackets.)

B. OPENING AND CLOSING STOCK OF FINISHED GOODS :

(Rs. in Million)

	Description of Products	Year Ended 30.06.2010		Year Ended 30.06.2009	
		Qty in Nos.	Value in	Qty in Nos.	Value in
a)	Distribution and Power Transformer				
	Opening Stock	37	201.84	31	163.51
	Closing Stock	36	191.61	37	201.84
b)	Electrical Measuring Instrument & Testing Equipments.				
	Opening Stock	10433	2.82	4527	5.48
	Closing Stock	Nil	Nil	10433	2.82

C. PARTICULARS OF SALES INCLUDING RAW MATERIALS AND SPARE PARTS ITEMS:

(As valued and certified by Management)

(Rs.in Million)

	Description of Products	Year Ended 30.06.2010		Year Ended 30.06.2009	
		Qty in Nos.	Value	Qty in Nos.	Value
a)	Distribution & Power transformers & Parts of Transformers & Accessories thereof	308	2068.67	282	2060.80
b)	Electrical Measuring Instrument & Testing Equipments.	46664	17.00	66906	30.28

D. RAW MATERIALS CONSUMPTION INCLUDING SPARE PARTS PURCHASES:

(As valued and certified by management)

(Rs. in Million)

	Description of Material	Units	Year Ended 30.06.2010		Year Ended 30.06.2009	
			Qty	Value	Qty	Value
a)	Copper Wire & Strips	Tons.	1623	636.81	1059	410.50
b)	Transformer Oil.	K.Ltr	2949	132.36	2184	136.16
c)	Lamination	Tons.	2150	530.73	1936	521.49
d)	Others			250.03		292.82

E. VALUE OF ALL IMPORTED & INDIGENOUS RAW MATERIALS CONSUMED INCLUDING SPARE PARTS SALES DURING THE YEAR :

(Rs. in Million)

	Particulars	Year Ended 30.06.2010	%	Year Ended 30.06.2009	%
a.	Imported	4.83	0.31	39.69	2.92
b.	Indigenous	1545.10	99.69	1321.28	97.08
		1549.93	100.00	1360.97	100.00

F. VALUE OF IMPORTS CALCULATED ON C.I.F BASIS BY THE COMPANY DURING THE FINANCIAL YEAR IN RESPECT OF:

(Rs. in Million)

	Particulars	Year Ended 30.06.2010	Year Ended 30.06.2009
a.	Raw Material	6.89	39.69
b.	Capital Goods	0.30	25.28

7. Expenditure and Earnings in Foreign Currency.

(Rs. in Million)

	Particulars	Year Ended 30.06.2010	Year Ended 30.06.2009
a.	Traveling & Other Expenses.	1.93	1.13
b.	Earning in Foreign Currency on Export of goods on FOB Basis	143.35	66.65

8. The Gross depreciation for the year amounting to Rs. 36.36 million (Previous year Rs. 27.01 million) from which has been deducted a sum of Rs. 1.33 million (Previous year Rs. 1.33 million) being the extra Depreciation arising on Revaluation of some of the Fixed Assets which has been drawn from Revaluation Reserve Account. The net charge to Profit & Loss Account towards depreciation for the year amounts to Rs. 35.03 million (Previous year Rs. 25.68 million).

9. 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 them to import certain raw materials at NIL customs Duty. The unutilized portion of these licenses amounting to Rs. 1.57million (Previous year Rs. 6.78 million) has been valued at prevailing Customs Duty rates as on 30th June, 2010 and taken credit in the books of accounts in accordance with the matching principle of accountancy.

IMP POWERS LIMITED

10. The Company is primarily engaged in the business of Electrical Products like Power & Distribution Transformers, Meters and it's parts, which together constitute a single Segment in accordance with the accounting standard on "Segment Reporting" (AS 17). Therefore segment wise information as required by AS-17 on "Segment Reporting" is not applicable.
11. Provision for taxation has been made with reference to profit for the year ended 30th June, 2010 in accordance with provision of Income Tax Act, 1961 and rules framed there under. The Ultimate tax liability for the Assessment Year 2010-2011 will be determined on the basis of total Income for the year ending on 31st March, 2010.
12. Based on the Information available with the company and relied upon by the auditors to the extent enterprises could be identified as Micro and Small, the following disclosure in respected of Medium and Small enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 is as under.

Sr.No	Particulars	(Rs. in Million)
a)	The Principal amount and the interest due thereon remaining unpaid to any supplier as at June 30, 2010	
	Principal Amount	1.21
	Interest Amount	NIL
b)	The amount of Interest paid by the company along with the amounts of the payment made to the supplier beyond the appointed day for the year ending June 30, 2010	NIL
c)	The amount of Interest due and payable for the period of delay in making payment (beyond the appointed day during the year)	NIL
d)	The amount of Interest accrued and remaining unpaid for the year ending June 30,2010	NIL
e)	The amount further interest remaining due and payable for the earlier year	NIL
f)	Total outstanding dues of Micro enterprises and Small Enterprises	1.21

13. Deferred Tax Assets / Liability – (Rs. In Million)

Particulars	30.06.2010	30.06.2009
Deferred Tax Liability pertaining to timing difference of Depreciation	32.75	17.65
Deferred Tax Assets pertains to disallowance of expenses.	4.07	2.49
(Deferred Tax Liability has been shown net of deferred tax Assets).	28.68	15.16

14. The carrying amount of Assets does not exceeds the recoverable amount of Assets, hence no Provision is required to be made for impairment of assets as required under the Accounting Standard-28-Impairment of Assets.
15. Based on valuation report submitted by a professional valuer appointed for the purpose of valuing Factory free 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 Rs. 67.70 million was transferred to Revaluation Reserve account.
16. The Greater Bombay Co-operative Bank Ltd (GBCB) did not join the CDR Scheme which was considered and approved by other consortium bankers/ financial institution in the year 2004-05. 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 accounts.
17. Related party Disclosure –

A. Associated & Other Parties :

Raga Organics Pvt. Ltd.
 Universal Transformers Pvt.Ltd.
 Advance Transformers & Equipments Pvt. Ltd.
 Shree Rasbihari Trading and Investments Pvt. Ltd.
 Shree Kishoriju Trading and Investments Pvt. Ltd.
 Raj Exports Pvt. Ltd.
 Shree Rasbihari Electricals Pvt. Ltd.
 Mangalam Laboratories Pvt. Ltd.
 Eco Media Infosystems Pvt. Ltd.
 Shree & Sons.
 Ramniwas R Dhoot (HUF).

B. Key Management Personnel :

- i) Chairman : Shri Ramniwas R Dhoot
ii) Managing Director : Shri Ajay R Dhoot
iii) Jt .Managing Director : Shri Aaditya R Dhoot

C. Relatives of Key Management Personnel:

- i) Rajkumari R Dhoot
ii) Smita A. Dhoot
iii) Radhika A. Dhoot

D. Transaction during the year with related parties are as under-

(Rs. In Million)

Transactions	Associates	Key Management Personnel	Relatives of key Management Personnel	Promoter	Total
Purchase of Goods	-	-	-	-	-
Sale of Goods	-	-	-	-	-
Labour Charges					
Advance Transformer & Equipments Pvt. Ltd.	1.96 (1.96)	- -	- -	- -	1.96 (1.96)
Rent & Leasing Charges					
Ajay R Dhoot	- -	0.33 (0.33)	- -	- -	0.33 (0.33)
Aaditya R Dhoot	- -	0.24 (0.24)	- -	- -	0.24 (0.24)
R R Dhoot (HUF)	- -	0.06 (0.06)	- -	- -	0.06 (0.06)
Shree Rasbihari Trading & Investments P. Ltd	0.12 (0.12)	- -	- -	- -	0.12 (0.12)
Remuneration Paid					
R R Dhoot	- -	2.80 (6.20)	- -	- -	2.80 (6.20)
Ajay R Dhoot	- -	2.55 (6.28)	- -	- -	2.55 (6.28)
Aaditya R Dhoot	- -	1.98 (5.64)	- -	- -	1.98 (5.64)
Outstanding Payables					
Advance Transformers & Equipments Pvt. Ltd.	1.16 (1.16)	- -	- -	- -	1.16 (1.16)
Shree Rasbihari Trading & Investments P. Ltd	0.97 (0.85)	- -	- -	- -	0.97 (0.85)
Smt. Rajkumari R Dhoot	- -	- -	0.13 (0.13)	- -	0.13 (0.13)
Shri Ajay R Dhoot	- -	Nil (4.29)	- -	- -	Nil (4.29)
Shri Aaditya R Dhoot	- -	0.03 (4.30)	- -	- -	0.03 (4.30)
Shri R R Dhoot	- -	Nil (4.30)	- -	- -	Nil (4.30)
Radhika A Dhoot	- -	- -	Nil (0.18)	- -	Nil (0.18)
R R Dhoot (HUF)	- -	0.02 (0.02)	- -	- -	0.02 (0.02)

(Previous Year Figures are given in brackets.)

IMP POWERS LIMITED

18. Disclosure for Operating Leases:

The office premises of the Company have been taken on lease. The lease expenses recognized in P&L are as follows:

(Rs. In Million)

Particular	Year Ended 30.06.2010	Year Ended 30.06.2009
Lease payment debited to profit & loss account	7.20	7.20

The leases payments to be made in respect of the leases in future are as follows:

Lease obligation	Year Ended 30.06.2010	Year Ended 30.06.2009
Up to 1 year	0.55*	6.54
Greater than 1 year but less than 5 years	-	0.49*
Greater than 5 years	-	-

* Only for one Month

Note: The Lease Agreement is for 59 months but same is cancelable from 2nd August 2010 after giving 90days prior notice.

19. Basic and diluted earnings per share calculated in compliance with the provision of Accounting Standard (AS20) for the year ended.

	Year Ended 30.06.2010	Year Ended 30.06.2009
1 Weighted average number of equity shares Outstanding	8136563	7419960
2 Profit (Loss) after taxation as per Profit & Loss account attributable to equity shareholders after adjusting dividend on preference shares	44909964	152229484
3 Earning Per Share (Basic & Diluted)	5.52	20.52
4 Nominal value per share	10/-	10/-

20. Previous Year's figures have been regrouped and rearranged wherever necessary to make them comparable with the current year's figures.

For Batliboi & purohit
Chartered Accountants
(FRN: 101048W)

For and on behalf of Board of Directors

(CA R.D HANGEKAR)
Partner
(Membership No: 30615)

AJAY R DHOOT
MANAGING DIRECTOR

AADITYA R DHOOT
JT.MANAGING DIRECTOR

MILIND JOG
COMPANY SECRETARY

Place: - Mumbai
Date: - 27th August, 2010

CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH JUNE 2010

	Year Ended 30-06-2010 Rs.	Year Ended 30-06-2009 Rs.
A. Cash Flow from Operating Activities		
Net Profit Before Tax	68,277,195	225,272,944
Adjusted for		
Depreciation	35,029,012	25,676,910
Direct Tax	(8,866,073)	(62152606)
Interest	115,723,963	77,437,640
Loss on Sale of Fixed Asset	571,045	490884
Extra-ordinary items	-	-
	142,457,947	41,452,828
Operating Profit before Working Capital Changes	210,735,142	266,725,772
Adjusted for		
Trade & other receivables	123,271,595	(407073727)
Inventories	(162,159,863)	54,766,260
Trade Payables	(2,105,771)	182,059,792
	(40,994,039)	(170,247,675)
Cash generated from Operations	169,741,103	96,478,097
NET CASH FROM OPERATING ACTIVITIES	169,741,103	96478097
B. Cash Flow from Investing Activities		
Purchase/ Sales of Fixed Assets (Net)	(103,690,688)	(363,459,793)
(Increase) / Decrease in Capital Work in Progress	42,493,416	158,714,051
		(204,745,742)
NET CASH USED IN INVESTING ACTIVITIES	(61,197,272)	(204,745,742)
C. Cash Flow from Financing Activities		
Refund of excess warrant Application Money	-	(3,763,000)
Proceeds from borrowings	(32,791)	(2953095)
Loans from Banks & Financial Institutions	18,954,305	161323247
Interest Paid	(115,723,963)	(77437640)
Dividend on Preference Shares (Net)	(980,000)	(4395737)
Dividend Tax (Net)	-	(580504)
	(97,782,449)	72,193,271
NET CASH USED IN FINANCING ACTIVITIES	(97,782,449)	72,193,271
NET CHANGES IN CASH AND CASH EQUIVALENTS (A+B+C)	10,761,382	(36,074,374)
CASH AND CASH EQUIVALENT OPENING BALANCE	24,083,004	60,157,378
CASH AND CASH EQUIVALENT CLOSING BALANCE	34,844,386	24,083,004
(Note:- Refer Schedule No. 9 for details Cash & Cash Equivalent)		

For and on behalf of Board of Directors

AJAY R DHOOT
MANAGING DIRECTORAADITYA R DHOOT
JT. MANAGING DIRECTOR

Place : Mumbai

Dated : 27th August, 2010MILIND JOG
COMPANY SECRETARY**AUDITORS' CERTIFICATE**

We have verified the above cash flow statement of IMP Powers Limited derived from the audited financial statements for the period ended on 30th June 2010 and found the same to be drawn in accordance therewith and also with the requirements of clause 32 of the listing agreements with Stock exchanges.

As per our report of even date.
For Batliboi & Purohit
Chartered Accountants
FRN NO. 101048W

Place : Mumbai

Dated : 27th August 2010

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

IMP POWERS LIMITED

Statement Pursuant to Part IV of Schedule VI to the Companies Act, 1956 Balance Sheet Abstract and Company's General Business Profile

I Registration details

Registration No.	00232	State Code	54
Balance Sheet Date	30 th June 2010		

II Capital raised during the year: (Amount in Rs. Thousands)

Public Issue	Nil	Rights Issue	Nil
Bonus Issue	Nil	Private placement	Nil

III Position of mobilisation and deployment of funds: (Amount in Rs. Thousands)

Total Liabilities	1,599,572	Total Assets	1,599,572
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Sources of Funds

Paid- up Capital	105,888	Reserves and Surplus	785,957
Secured Loans	653,155	Unsecured Loans	25,887
Deffred Tax Liabilities	28,685		

Application of Funds

Net Fixed Assets	734,247	Investments	113
Net Current Assets	865,212		
Accumulated Losses	Nil		

IV Performance of the company: (Amount in Rs. Thousands)

Turnover (Including Other Income)	1,929,099	Total Expenditure	1,860,822
Profit/(Loss) Before Tax	68,277	Profit/(loss) After Tax	45,890
Basic Profit per share in Rs.	5.52	Dividend rate %	NIL

V Generic names of three principal products/services of company (As per monetary terms)

Item code No.(ITC code)	8504	9030
Product Description	Power & Distribution Transformers	Meters

For and on behalf of Board of Directors

AJAY R DHOOT
MANAGING DIRECTOR

AADITYA R DHOOT
JT. MANAGING DIRECTOR

Place :- Mumbai

MILIND JOG
COMPANY SECRETARY

Date:- 27th August, 2010

IMP POWERS LTD.

Registered Office : Survey No. 263/3/2/2, Umar Kuin Road, Sayli Village, Silvassa, U.T.(D& N H), Pin Code -396230

ATTENDANCE

(To be handed over at the entrance of the Meeting Hall)

Fourty Eighth Annual General Meeting – Monday, 20th December, 2010

I hereby record my presence at the FOURTY EIGHTH ANNUAL GENERAL MEETING of the Company held at the Registered Office of the Company at Survey No. 263/3/2/2, Umar Kuin Road, Sayli Village, Silvassa, U.T.(D& N H), Pin Code -396230 at 2.30 P.M. on Monday, the 20th December, 2010.

Full name of Member (IN BLOCK LETTERS) _____

Ledger Folio No. _____

D.P. Id* _____

Client Id* _____

No os shares held _____

* Applicable if shares are held in electronic form.

Full name of Proxy (IN BLOCK LETTERS)

.....

.....
Member's / Proxy Signature

IMP POWERS LTD.

Registered Office : Survey No. 263/3/2/2, Umar Kuin Road, Sayli Village, Silvassa, U.T.(D& N H), Pin Code -396230

PROXY

I/We

.....of.....

..... being a Member/ Members of IMP POWERS LTD.

hereby appointof.....or

failing him.....of.....as

my/ our proxy to vote for me/ us on my behalf at the FOURTY EIGHTH ANNUAL GENERAL MEETING of the Company to be held on Monday, the 20th December, 2010 at the Registered Office of the Company or any adjournment thereof.

Signed this day of, 2010

Ledger Folio No. _____

D.P. Id* _____

Client Id* _____

No of shares held _____

* Applicable if shares are held in electronic form.

Signature

Affix Rupee 1 Revenue Stamp

Note : This form duly completed and signed must be deposited at the Registered office of the Company not less than 48 hours before the Meeting.

Book Post

If undelivered Please return to:

IMP POWERS LTD.

Survey No. 263/3/2/2, Umar Kuin Road,
Sayli Village, Silvassa, U.T.(D& N H),
Pin Code -396230