

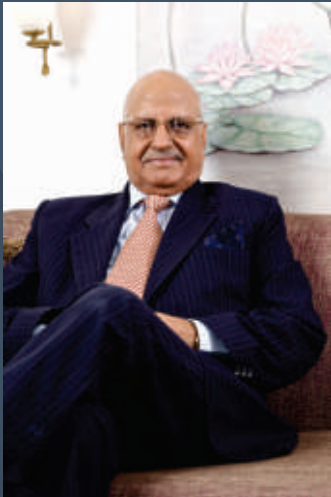


Lighting up lives with care

Annual Report 2010

INDOASIAN [®]
energy management
— THE POWER OF CARE —

From the Chairman's Desk



Dear Shareholders,

Warm greetings to you all.

We entered the challenging year of 2009 with some uncertainties, given the tough economic conditions. Despite all odds, we have successfully faced the challenges of the business environment marked by financial and economic volatility as we continued to rely on our proven strategic strength and principles, adhered to our fundamentals and the Company was able to successfully overcome the grip of recession.

I am pleased to share with you that the company has got a good opportunity for growth in high-tech Energy Efficient Lighting Products by divesting its Switchgear Division at a good price to M/s Legrand France SA. Legrand is a major global player in the field of electrical and digital building infrastructures and has the capacity, standing and reputation to grow the business to the next level and beyond. The divestment is subject to statutory and regulatory approvals.

The Business Transfer Agreement (BTA) has been entered into with M/s Legrand France SA on July 22, 2010. The funds expected to be received by the company are proposed to be invested to pursue opportunities for growth in the areas of advance lighting systems (including the most efficient lighting sources – LEDs), new innovative products for energy management and conservation etc. Besides the Company will continue to operate its other existing businesses in the areas of lighting and wires & cables.

The Board of Directors of your Company plans to recommend a Special Dividend out of the proceeds of the sale of the Switchgear Division.

Looking forward to successful growth in 2010 – 2011 and onwards. We would continue to consolidate & build even higher standards of performance through creative innovation. We aim to grow faster to scale new heights and to set new mile stones in the future.

I would like to take this opportunity to thank our great bankers, associate Government departments, our great colleagues and valued shareholders for their resolute support to the company's growth plans. I look forward to your continued patronage and support.

With kind and cordial regards,

VPMahendru
Chairman cum Managing Director

Board of Directors

V. P. Mahendru	Chairman-cum-Managing Director
R. C. Bansal	Non-Executive Director
Dr. Sai Ramachandran	Non-Executive Director
A. K. Ghosh	Non-Executive Director
P. K. Ranade	Joint Managing Director
Vinay Mahendru	Executive Director

Rakesh Dhody	Assistant Vice President(Legal) & Company Secretary
K.B. Satija	Assistant Vice President (Corporate Finance)

Auditors

J. C. Bhalla & Co.
Noida

Bankers

State Bank of Patiala
State Bank of India
Standard Chartered Bank

Corporate Office

B 88, Sector - 83
Noida - 201305, (U.P)

Registered Office

51 Kms., G. T Karnal Road,
Murthal, Distt. Sonapat,
Haryana - 131027

Works:

Switchgear

- 51 Kms. G.T Karnal Road, Murthal,
Distt. Sonapat,
Haryana -131 027
- B-200, Phase -II, Noida,
Distt. Gautam Budh Nagar, U.P - 201 305
- Plot No. 2, Sector 2, SIDCUL,
Haridwar, Uttarakhand - 249402

Lighting

- Plot No. 10, Sector 4, SIDCUL,
Haridwar, Uttarakhand - 249402 ,

Wires & Cables

- Plot No. 2 (Block A), Sector 2, SIDCUL,
Haridwar, Uttarakhand - 249402

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Behind a safe, secure home
there's Indo Asian



NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of **INDOASIAN FUSEGEAR LIMITED** will be held on Thursday, the 9th day of September, 2010 at 9.00 A.M. at 51 Kms., G. T. Karnal Road, Murthal, Distt. Sonapat, Haryana - 131027, to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2010 and Profit and Loss Account of the Company for the year ended on that date along with the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri R.C . Bansal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr. Sai Ramachandran, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

By order of the Board of Directors

Place: Noida

Dated :11th August, 2010.

(RAKESH DHODY)

AV P (LEGAL) & COMPANY SECRETARY

IMPORTANT NOTES:

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- (ii) Members/ Proxies should fill in the Attendance Slip for attending the meeting.
- (iii) The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, the 6th September, 2010 to Thursday, the 9th September, 2010 (both days inclusive), for the purpose of Annual General Meeting.
- (iv) Members are requested to bring their copy of Annual Report to the meeting. Members desirous of seeking information on Annual Accounts 2010 are requested to send their queries to the Company Secretary at least 15 days before the time fixed for the meeting so that the required information can be kept ready at the meeting.
- (v) Members who hold shares in dematerialized form are required to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- (vi) Members are requested to notify any change in their addresses, specifying the full address in block letters with Pin Code of the Post Office to the Company's R & T Agent i. e. Alankit Assignments Ltd. in all correspondence with the Company, members are requested to quote their account/ folio numbers.
- (vii) Members desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 109A of the Company Act, 1956, are requested to submit the prescribed Form 2B for this purpose to the Company.

By order of the Board of Directors

Place: Noida

Dated :11th August, 2010.

(RAKESH DHODY)

AV P (LEGAL) & COMPANY SECRETARY

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PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED.

At this Annual General Meeting Sh. R. C. Bansal and Dr. Sai Ramachandran, Directors of the Company, retire by rotation and being eligible, offer themselves for re-appointment.

Brief background and functional expertise of the Directors proposed for re-appointment are furnished below along with details of Companies in which they are Directors and the Committees of which they are members:

- a. Sh. R. C. Bansal has been director of the Company since 24th June, 2005. He is a Chartered Accountant since 1962 with specialization in Finance and Management.

Other Directorships	Board Position held	Committee Memberships held
Name of the Company		Name of the Company
(i) Citicap Housing Development Ltd.	Director	NIL
(ii) Citicap Channels Ltd.	Director	
(iii) Citicap Print Media Pvt. Ltd.	Director	

- b. Dr. Sai Ramachandran has been director of the Company since 24th June, 2005. He holds M.Sc Degree in Chemistry from Madras University, M.B.A in Marketing from University of Minnesota, U.S.A and Ph.D from M.D. University, Rohtak.

He has been conferred with many prestigious awards like Marketing Man of the year 1996, Indira Gandhi Priyadarshini Award 1991, Kohinoor Ratna Award, Gem of India Award, Udyog Shree Award etc.

Other Directorships	Board Position held	Committee Memberships held
Name of the Company:		Name of the Company:
(i) Pearl Polymers Ltd.	Director	(I) Pearl Polymers Ltd. -Audit Committee

By order of the Board of Directors

Place: Noida
Dated : 11th August, 2010.

(RAKESH DHODY)
AV P (LEGAL) & COMPANY SECRETARY

Directors' Report

To the Members,

We are pleased to present the 21st Annual Report together with Audited Accounts of your company for the year ended 31st March, 2010.

Financial Performance

Particulars	(Rs./Cr.)	
	For the year ended 31st March 2010	2009
Sales & Other Income	246.19	271.17
Operating Profit (EBITDA)	23.84	30.05
Financial Charges	17.92	16.08
Depreciation	7.00	6.61
Profit before Tax	3.92	7.36
Provision for Taxes	1.07	1.73
Profit after Tax	2.85	5.63
Add: Profit brought forward from previous year	5.94	13.81
Profit available for appropriation	8.79	19.44
Arrears of Preference Dividend Paid and Income tax thereon	-	-
Transferred to General Reserve	5.50	13.50
Retained Profit carried forward to the next year	3.29	5.94

Your Company achieved a turnover and other income of Rs. 246.19 Cr. for the year ended March 31, 2010 as against Rs. 271.17 Cr. in the previous financial year.

Dividend

In view of the need to conserve resources for faster growth, your Directors do not recommend Dividend on equity share capital as well as preference share capital of the Company for the year ended 31st March, 2010.

Directors

Sh. R. C. Bansal and Dr. Sai Ramachandran, Directors of the Company are retiring by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Directors' Responsibility Statements

Pursuant to the requirement under Section 217(2-AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed:

- i. That in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2010, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for the year under review;
- iii. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors have prepared the Annual Account for the Financial Year ended 31st March, 2010, on a going concern basis.

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Auditors

M/s. J.C. Bhalla & Co., Chartered Accountants, Auditors of your Company will retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. They have confirmed that their re-appointment if made, shall be within the limits of Section 224 (1) (B) of the Companies Act, 1956.

Auditor's Report

The observations made in the Auditor's Report are self-explanatory and therefore, do not call for any further comments under Section 217 (3) of the Companies Act, 1956.

Report on Corporate Governance

Pursuant to Clause 49 of the Listing Agreement, a report on the Corporate Governance for the year under review along with Auditors' Certificate regarding Compliance of Corporate Governance is given in the Annexure A & B and forms part of this Report.

Particulars of Employees

The information as required under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended, forms a part of this report as per provision of Section 219(1)(b)(iv) of the companies Act, 1956, the report is being sent to all the shareholders of the company excluding the aforesaid information. Any shareholder interested in obtaining the particulars may obtain it by writing to the Company Secretary.

Conservation of Energy, Technology Absorption, Foreign Exchange Earning & Outgo

Information required under Section 217(1)(e) of the Companies Act, 1956, read with Rule 2 of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1998, as amended from time to time, is given in Annexure-C and forms part of Directors' Report.

Listing of Shares

The Equity share of the Company continue to be listed on the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Ltd. (NSE).

Fixed Deposits

Your Company has no unclaimed / unpaid or overdue deposit, during the year under review.

Management's Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is presented in a separate section forming part of the Annual Report.

Appreciation

Your Directors deeply appreciate the valuable co-operation, continued support and guidance extended by the Company's Bankers, Financial Institutions, Government Agencies, Collaborators, Stockists, Dealers, Business Associates, and also the contribution of all employees to the Company.

Your company would like to take this opportunity to express sincere thanks to its valued clients and customers for their continued patronage. The Directors wishes to thanks its investors, bankers, rating agencies and stock exchanges for their support. Finally the Directors wish to express their gratitude to the Members for their trust and support.

On behalf of the Board of Directors

Place: Noida (U.P.)
Dated: 29th May, 2010

(V.P. Mahendru)
Chairman-cum-Managing Director

Management Discussion & Analysis

Electrical Industry and Growth

Our Government has taken many creative initiatives to enhance the power generation directly by itself as also through FDIs, thus creating a spurt in Power generation and consequent exponential demand for Power Transmission and Distribution equipment including wide range of Electrical Switchgear and Lighting Equipment, the core products of Indo Asian for the next few years.

Also the new fast developing consciousness for safety, conservation of power and energy efficiency has hastened the process of faster growth of demand for Indo Asian products, power distribution equipment and efficient lighting equipment including a wide range of MCBs, MCCBs, RCDs, Distribution Boards, CFLs, Wires & Cables and other allied equipment manufactured by your Company.

This thrust is expected to continue growing for the next few years.

The developed countries including many European countries and U.K have tremendous pressure of higher cost of production for Electrical Distribution Equipment in consequences of which they are now looking at India as an Important and potential source for meeting their needs of electrical distributon equipment, lighting equipment and Wires & Cables, Meters etc. and related products of high quality, world class performance and at globally competitive prices.

Every industry prospers on some supporting factors. In this regard, there are a few elements, ruling the growth of electrical and electronics industry.

Research & development plays a pivotal role in enhancing the productivity and supports the industry to grow by developing new & value added products. So investments in research and development has led the industry to a great height.

Electrical industrial growth depends on construction industry to a great extent. Growth in office construction market is also one of the prime driving forces, for profitable growth of the electrical industry worldwide.

BUSINESS PERFORMANCE

(Rs. in crores)

Particulars	Year ended	
	March 31, 2010	March 31, 2009
Sales & Other Income	246.19	271.17
Operating Profit (EBITDA)	23.84	30.05
Profit before Tax	3.92	7.36
Profit after Tax	2.85	5.63
Exports	41.62	69.32

Inspite of financial slow down/ recession, the Company has achieved a turnover of Rs. 246.15 crores for the financial year ended the 31st March, 2010 against Rs. 271.17 crores in the previous year. The Company has reported a Net profit of Rs. 2.85 crores against Rs. 5.63 crores in the previous year.

Segment-wise performance.

Switchgear Division

The Switchgear Division recorded a turnover of Rs. 195.22 crores in the year financial 2009 -2010 as against the turnover of Rs. 213.33 Crores for the year 2008- 2009.

Lighting Division

The Lighting Division recorded a turnover of Rs. 10.62 Crores for the financial year ended 31st March 2010 as against Rs. 28.96 crores for the year ended 31st March 2009.

Cable and Wire Division

Cable & Wires Division recorded a turnover of Rs. 29.22 Crores as against Rs. 26.71 Crores for the financial year ended 31st March 2009.

Joint Ventures

- a. IndoAsian Simon Pvt. Limited the joint venture with Simon Holding (Spain) for the manufacture of home and building automation products at Haridwar has commenced the commercial production in the month of April, 2009.
- b. Saudi National Lamps & Electrical Company Limited. This Joint venture has been set up for the manufacture of Compact Fluorescent Lamps and High Intensity Discharge Lamps to cater to the Far East Markets has not yet commenced the commercial production.

Human Resource Development

The Company continues to constantly provide a platform for individual opportunities and growth of its people. The relationship with all the employees continues to be cordial and acknowledges the contribution of its employees and the spirit of commitment demonstrated by them in realising the company's vision. The company has started a number of new initiatives which will further enhance the ability to attract and retain high caliber employees.

Outlook

In order to meet the market challenges arising as a result of the economic slowdown and its impact on the electrical industry, your company has been following the philosophy of providing the highest quality products and services to its customers. It has been focusing on tight management of working capital, reducing and eliminating waste. All endeavors are made to maximise gains and reduce costs. Given the revival of the economy, specially the real estate and the power sectors, your company has taken various initiatives to increase its market share by strengthening its distributor network and exploring new distribution avenues.

Research and Development

Your company continues its efforts to integrate the R&D activities with the business needs of the company to offer safe, energy efficient, value added products and services to its customers.

Internal control systems and their adequacy

The Company has a proper and adequate system of internal control.

The company has an Audit Committee headed by a non- executive independent director, inter alia to oversee the Company's financial reporting process, disclosure of financial information, performance of statutory and internal auditors, functions, internal control systems, related party transactions etc as well as other areas requiring mandatory review as per clause 49 of the Listing agreement with the Stock Exchanges. The powers of the Audit Committee, inter-alia include seeking information from any employee, obtaining outside legal or other professional advice and investigating any activity of the Company with reference to the Committee's terms of reference.

Risks and Concerns

Domestic Electric Market has very intense competition particularly in the lighting segment. Presence of multinational companies is increasing and this is increasing the price pressure for all range of products. Your company has established itself as an innovative Company that offers products that efficiently manage electrical supply chain. Accordingly, your Company proposes to address these risks by continuous product development, focused efforts to reduce costs, increase market share and by diversifying existing customer base with the addition of new strategic customers and enhancing the existing relationships.

Cautionary Statement

The statements in this report, particularly which relate to Management Discussion and Analysis describing the Company's objectives, plans, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied in the statement depending on the circumstances.

ANNEXURE “A” TO THE DIRECTORS' REPORT 2010

CORPORATE GOVERNANCE

1. Company's philosophy on the Code of Governance

Corporate Governance is a vital part of INDO ASIAN value system as it builds confidence and trust which leads to more stable and sustained resource flows and long term relationship with its investors and other stakeholders. The driving forces of the Corporate Governance at INDO ASIAN are its core values – Excellence and Customer Satisfaction, Maximizing Long Term Value for Stakeholders, Good Corporate Conduct and Environmental Friendly and INDO ASIAN always remains, at its best, committed to the principles of accountability, integrity, transparency, responsibility and fairness in all its operations

The objective of your Company is not only to meet the statutory requirements but also to go well beyond it by formulating such systems and procedures so as to make the management completely transparent and institutionally sound. The Company is fully committed to follow the procedures and practices in conformity with clause 49 of the Listing Agreement of the Stock Exchanges, as applicable, your Directors present the Company's Report on Corporate Governance as under.

2. Board of Directors

i. Composition

The Company has a combination of Executive and Non-Executive Directors. The Board consists of six Directors. Your Company has Executive Chairman and half of the total number of Directors comprises independent Directors. The number of Non-Executive Directors is not less than 50% of the total number of Directors.

None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees (as per Clause 49(1)(C)(ii) across all Companies in which he is a Director. All the Directors have made the requisite disclosures regarding Committee positions occupied by them in other Companies.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last AGM, as also the number of Directorships and Committee position as held by them in other Public Limited Companies as on 31st March, 2010 are given below:

Name	Category	No. of Board Meetings Attended during 2009-2010	Whether attended last AGM held on 30th September 2009	No. of Directorships in other Public Limited Companies	No. of committee positions held in other Public Limited Companies	
					Chairman	Member
Sh. V. P. Mahendru (Chairman-cum-Managing Director)	Promoter Not Independent Executive	10	Yes	--	--	--
Sh. P. K. Ranade (Joint Managing Director)	Promoter Not Independent Executive	9	No	--	--	--
Sh. Vinay Mahendru (Executive Director)	Promoter Not Independent Executive	9	No	1	--	--
Sh. R. C. Bansal (Director)	Independent Non-Executive	10	Yes	2	--	--
Dr. Sai Ramachandran (Director)	Independent Non-Executive	10	Yes	1	1	--
Sh. A. K. Ghosh (Director)	Independent Non-Executive	9	No	--	--	--

ii. Board Meetings

The Board met ten times on the following dates during the financial year 2009--2010 and the gap between any two meetings did not exceed four months.

- | | | |
|-------------------------|------------------------|------------------------|
| 1. 15th June, 2009 | 5. 31st October, 2009 | 9. 27th February, 2010 |
| 2. 30th July, 2009 | 6. 30th November, 2009 | 10. 22nd March, 2010 |
| 3. 31st August, 2009 | 7. 26th December, 2009 | |
| 4. 30th September, 2009 | 8. 30th January, 2010 | |

3. Audit Committee

i. Terms of reference:

The Audit Committee provides direction to the audit and risk management function in the Company and monitors the quality of internal audit management audit. The terms of reference of the Audit Committee are in accordance with the requirements of the Clause 49(II) of the Listing Agreement and as specified by the Board of Directors of the Company and inter-alia includes:

- (1) The responsibilities of the Audit Committee include overseeing the financial reporting process to ensure proper disclosure of financial statements;
- (2) Recommending appointment / Removal of external auditors and fixing their remuneration;
- (3) Reviewing the annual financial statements and quarterly financial statements before submission to the Board;
- (4) Reviewing adequacy of internal control systems;
- (5) Adequacy, structure and staffing of the internal audit function; and
- (6) Reviewing findings of internal investigations, discussing the scope of audit with external auditors and looking into reasons of substantial default, if any, of non-payment to shareholders.

ii. Composition:

The Audit Committee has been constituted as per Section 292A of the Companies Act, 1956 and the guidelines set out in the Listing Agreement [Clause 49 II(A)] with Stock Exchanges. It comprises of one Executive Director viz. Sh. P. K. Ranade and two Non-Executive independent Directors viz. Sh. R. C. Bansal and Dr. Sai Ramachandran. Sh. R. C. Bansal, Chartered Accountant by profession, is chairman of the Audit Committee.

iii. Attendance of Members at the meeting of the Audit Committee during 2009-10:

Members	Meetings Held	Meetings Attended
Sh. R. C. Bansal (Chairman)	7	7
Dr. Sai Ramachandran	7	7
Sh. P. K. Ranade	7	7

4. Remuneration Committee

i. Brief description of terms of reference

The terms of reference of the Committee are to appraise the performance of the executive directors, determine and recommend to the Board, compensation to executive directors including remuneration policy.

The Committee has three non executive members. The Chairman of the committee is an independent Director.

One meeting of remuneration committee was held during the year on September 30, 2009.

ii. Composition, names of Members and Chairman of Remuneration Committee and attendance at its meeting are as under:

Name of Member	Designation	Category	Total Meetings held during the tenure of the member	Meetings attended
Sh. R.C. Bansal	Chairman	Independent Non-Executive Director	1	1
Dr. Sai Ramachandran	Member	Independent Non-Executive Director	1	1
Sh. A.K. Ghosh	Member	Independent Non-Executive Director	1	1

iii. Remuneration Policy

The Remuneration Committee recommends remuneration package after taking into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance & remuneration and recommends such performance criteria, that is in a position to bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

a. Executive Directors:

The details of remuneration paid to Executive Directors viz. Sh. V. P. Mahendru, Sh. P. K. Ranade and Sh. Vinay Mahendru are as follows:

Remunerations paid to Executive Directors during 2009-2010

Sr. No.	Name	Salary & Perquisites Rs.	Commission Rs.	Total Rs.	Period (3 Years w.e.f.)	Severance fees
1.	Sh. V. P. Mahendru	35,63,856	—	35,63,856	24.06.2010	—
2.	Sh. P. K. Ranade	34,31,236	—	34,31,236	24.06.2010	—
3.	Sh. Vinay Mahendru	29,58,440	—	29,58,440	24.06.2010	—
Total		99,53,532	—	99,53,532		

The salary and perquisites include all elements of remuneration i. e. salary and other allowances and benefits including contribution to Provident Fund. The Company does not pay any performance links incentives to any of the above Directors. The Company has so far not issued any stock options to Directors.

b. Non-Executive Directors

The details of the remuneration paid to non-executive directors towards sitting fees for attending the meetings of the Board of Directors and Committees thereof within the limits prescribed under the Companies Act, 1956 during the financial year 2009-10 are given below.

Non-Executive Directors	Sitting Fee (Rs.)
Mr. R.C. Bansal	72000
Dr. Sai Ramachandran	88000
Mr. A.K. Ghosh	40000

5. Shareholders/Investors' Grievances Committee and Share Transfer Committee.

The Board of Directors of the Company has constituted Shareholders/Investors' Grievances Committee comprising (1) Dr. Sai Ramachandran (Chairman) being independent non-executive director and (2) Sh. Vinay Mahendru being executive director. The Committee monitors redressal of investors' grievances.

The Share Department of the Company and the Registrar and Share Transfer Agent, Alankit Assignments Ltd., Delhi, attend all grievances / correspondence expeditiously of the shareholders' and Investors' received directly or through SEBI, Stock Exchanges, Department of Corporate Affairs, Registrar of Companies, etc. Usually a reply is sent within 15 days of receipt of letter except in the cases that are constrained by dispute or legal impediment.

The Board has nominated Sh. Rakesh Dhody, Company Secretary, as the Compliance Officer.

The total number of complaints received and replied to the satisfaction of shareholders during the financial year 2009-10 under review was 21 Nos.

Sl. No.	Type of Complaint	No. of Complaints Received	Solved	Pending
1.	SEBI	1	1	---
2.	Dividend	1	1	---
3.	Annual Report	11	11	---
4.	Non-receipt of Share Certificate	1	1	---
5.	General	7	7	---

Attendance of Members at the Meeting of the Investors Grievances Committee held during 2009-2010:

Members	Meetings Held	Meetings Attended
Dr. Sai Ramachandran (Chairman)	4	4
Sh. Vinay Mahendru	4	4

Share Transfer Committee

The Share Transfer committee of the Company generally meets fortnightly for approving the requests received from shareholders for share transfers, transmission, issue of duplicate share certificates, etc.

Attendance of Members at the Meeting of the Share Transfer Committee held during 2009-2010:

S.No.	Members	Designation	Meetings Held	Meetings Attended
1	Mr. P.K. Ranade, Joint Managing Director	Chairman	15	15
2	Mr. Rakesh Dhody, Company Secretary	Member	15	13
3	Mr. Kumar Indramani, Assistant Company Secretary	Member	15	15

6. General Body Meetings

(a) Details of the Annual General Meetings held and special resolutions passed in the last three years:

Year	Category	Date	Meeting Location	Time	Whether any Special Resolutions passed
2006-07	AGM	29.09.2007	51 Kms, G.T. Karnal Raod, Murthal Dist- Sonapat, Haryana	9.00 a.m.	Yes
2007-08	AGM	30.09.2008	Same as above	9.30 a.m.	Yes
2008-09	AGM	30.09.2009	Same as above	9.30 a.m.	Yes

(b) Details of the Extra Ordinary General Meetings held and special resolutions passed in the last three years:

Year	Category	Date	Meeting Location	Time	Whether any Special Resolutions passed
2006-07	EGM	01.06.2006	51 Kms, G.T. Karnal Raod, Murthal Dist- Sonapat, Haryana	9.00 a.m.	Yes
2008-09	EGM	02.04.2008	Same as above	9.00 a.m.	Yes
2009-10	EGM	25.01.2010	Same as above	9.00 a.m.	Yes

Postal Ballot:

During the year, consent of the members of the Company was sought by Special Resolution, through postal ballot as under:

Particulars of Postal Ballot	Date of Approval of Resolutions by PostalBallot	No. of Valid Postal Ballot	No. of Invalid Postal Ballot	Votes in favour of the Resolution	Votes against the Resolution
Special Resolution approving the amendment of Main Objects by adding new sub clauses 4,5 and 6 after the existing sub clause 3 in Clause III A of the Main Objects	22/01/2010	105	11	5554046	920
Special Resolution under Sections 192A, 198, 269, 302, 309, 310 & 311of the Companies Act, 1956 , approving increase in the remuneration of Shri V.P. Mahendru Chairman cum Managing Director w.e.f 01.10.2009	22/01/2010	104	11	5552946	1720
Special Resolution under Sections 192A, 198, 269, 302, 309, 310 & 311of the Companies Act, 1956 , approving increase in the remuneration of Shri P. K. Ranade Joint Managing Director w.e.f 01.10.2009	22/01/2010	104	11	5552846	1820
Special Resolution under Sections 192A, 198, 269, 302, 309, 310 & 311of the Companies Act, 1956 , approving increase in the remuneration of Shri Vinay Mahendru, Executive Director w.e.f 01.10.2009	22/01/2010	104	11	5552846	1820
Special Resolution under Sections 314(1B) of the Companies Act,1956 , approving increase in the remuneration payable to Shri Vivek Mahendru, President(operations) w.e.f 01.10.2009	22/01/2010	104	11	5552846	1820
Special Resolution under Sections 314(1B) of the Companies Act, 1956 , approving increase in the remuneration payable to Shri Vimal Mahendru, President(Corporate Affairs) w.e.f 01.10.2009	22/01/2010	104	11	5552916	1750
Special Resolution under Sections 314(1B) of the Companies Act, 1956, approving increase in the remuneration payable to Shri Vikram Ranade, Vice President (Technologies) w.e.f 01.10.2009	22/01/2010	104	11	5552916	1750
Special Resolution under Sections 314(1B) of the Companies Act, 1956 , approving increase in the remuneration payable to Shri Prashant Ranade, Vice President(Procurement) w.e.f 01.10.2009	22/01/2010	104	11	5552916	1750

Mr. Manish Ranjan, Practising Company Secretary was appointed as Scrutinizer for conducting the postal ballot voting process for the above resolutions. The postal ballot process was undertaken in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by postal ballot) Rules, 2001.

Any special resolutions which are required to be conducted through postal ballot will be conducted as per prevailing law.

Procedure for Postal Ballot

After receiving the approval of the Board of Directors, the Notice, Explanatory Statement alongwith the Postal Ballot Form and reply paid self addressed envelope, were dispatched to the members to enable them to consider and vote for or against the proposals within a period of 30 days from the date of dispatch. After the last date of receipt of Postal Ballot, the Scrutinizer, after due verification, submitted his report. Thereafter, the results of the Postal Ballot were declared by the Chairman. The same were posted on the website of the Company and at the Registered Office of the Company. Necessary intimation relating to the voting by Postal Ballot was sent in time to the Stock Exchanges where the Company's shares are listed.

7. Disclosures

- No transaction of material nature has been entered into by the Company with its Directors or Management and their relatives, etc. that may have a potential conflict with the interests of the Company;
- The Register of Contracts/statement of related party transactions, is placed before the Board/Audit Committee regularly;
- Transactions with related parties are disclosed as per Accounting Standard 18 in the Notes to Accounts in the Annual Report;
- There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence, the question of penalties or strictures being imposed by SEBI or the Stock Exchanges or any other statutory authority does not arise.

Compliance with Mandatory / Non-mandatory Requirements

- The Company has complied with all the applicable mandatory requirements of Clause 49 of the Listing Agreement.
- The Company has also adopted the non-mandatory requirements as specified in Annexure 1D to Clause 49 of the Listing Agreement regarding constitution of remuneration committee.

8. Means of Communication

- The quarterly and annual financial results of the Company are published in "The Financial Express all edition and Jansatta (Hindi Edition, Chandigarh). The Company regularly intimates un-audited and audited financial results to the Stock Exchanges immediately after are taken on record by the Board.
- The Company's Financial Results and official press releases are displayed on the Company's website www.indoasian.com

9. General Shareholders Information

i. Date, Time & Venue of the Annual General Meeting.

The Twenty First Annual General Meeting will be held in the month of September, 2010 which will be notified in due course.

ii. Financial Calendar

Tentative Schedule for the year 2010-2011.

First Quarter Results	:	July 2010
Second Quarter Results	:	October 2010
Third Quarter Results	:	January 2011
Fourth Quarter Results & Annual Results	:	May 2011
Annual General Meeting	:	September 2010.

iii. Date of Book Closure

Date /Period of closure of Register of Members and Share Transfer Books of the Company at the time of next Annual General Meeting will be notified in due course.

iv. **Dividend Payment Date**

Not applicable since no dividend is recommended by the Board.

v. **Listing on Stock Exchanges****1. Bombay Stock Exchange Limited**

25th Floor, P. J. Towers, Dalal Street, Mumbai – 400 001.

Telephone : 022-2272-1233-1234

Facsimile : 022-2272-2082/ 3132

The Company has paid listing fee to The Stock Exchange, Mumbai for the financial year 2009-2010 & 2010-2011.

2. National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400001.

Telephone : 022-26598235/36

Facsimile : 022-26598237/38

022-26598347/48

The Company has paid listing fee to National Stock Exchange of India Limited for the financial year 2009-2010 & 2010-2011.

vi. **Stock Code/ ISIN Code**

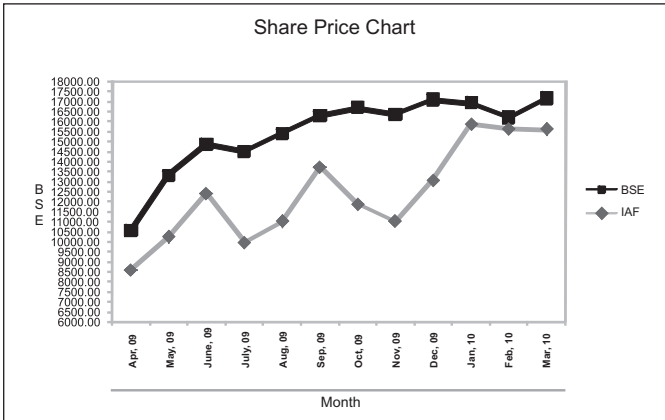
The Bombay Stock Exchange Limited	:	532658
National Stock Exchange of India Ltd.	:	INDOASIFU
ISIN No. -NSDL	:	INE076H01017
-CDSL	:	INE076H01017

vii. **Stock Price and Volume**

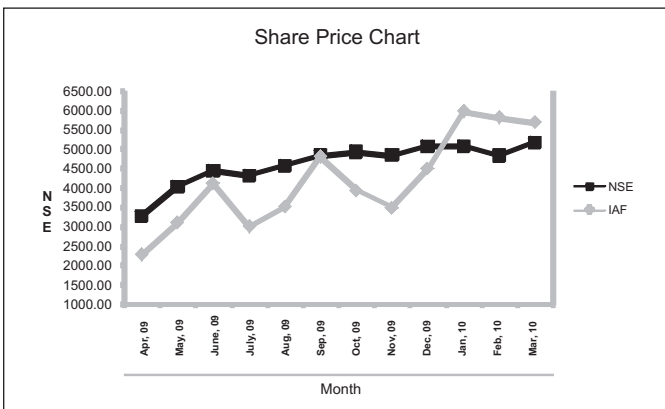
Monthly high and low quotation as also the volume of shares traded on BSE / NSE from 1st April, 2009 to 31st march 2010.

2009 – 2010	BSE			NSE		
	Highest (Rs.)	Lowest (Rs.)	Volume (Nos.)	Highest (Rs.)	Lowest (Rs.)	Volume (Nos.)
April	38.95	26.55	415069	38.90	26.50	328352
May	50.00	31.80	344066	50.10	31.65	443928
June	62.50	41.20	331875	62.00	40.20	373865
July	44.40	34.80	88914	45.40	34.50	182282
August	51.60	38.00	297785	51.20	39.00	328597
September	69.80	47.00	972511	69.80	46.15	1593551
October	55.80	42.50	125574	56.25	42.50	133279
November	48.75	40.85	117893	48.60	41.10	82181
December	65.20	45.05	882355	65.60	44.25	658995
January	77.50	60.95	2218062	78.60	60.70	771977
February	73.70	62.30	994159	73.70	62.50	343893
March	76.60	59.00	1249233	75.00	58.80	1206068

a. Stock Price Movement at BSE.



b. Stock Price Movement at NSE.



viii) Share Transfer System

The shares of the Company are traded in the compulsory dematerialized mode for all investors. The shares sent for transfer in physical form are registered within a fortnight (if in order and complete in all respects) and the share certificates are immediately returned to the shareholders. In respect of requests received for dematerialization of shares, the same is confirmed to the respective depositories i.e. National Securities Depository Ltd (NSDL) and Central Depository Services (India) Limited (CDSL) within the stipulated time. The Transfer Committee constituted by the Company is looking after all share transfers, which meets once in fortnightly to consider and approve transfer of shares.

The Company has appointed M/s. Alankit Assignments Limited, 2E/21, Alankit House, Jhandewalan Extension, New Delhi – 110 055 as the Registrar and Transfer Agent (R&TA) of the Company for all aspects of investor servicing relating to shares.

ix. Distribution of Shareholding as on 31st March, 2010

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	No. of Share held	% of Share holding
UP TO 500	16625	91.68	2528562	15.70
501 to 1000	795	4.38	657148	4.08
1001 to 2000	344	1.90	533449	3.31
2001 to 3000	105	0.58	267589	1.66
3001 to 4000	43	0.24	156677	0.97
4001 to 5000	48	0.26	222598	1.38
5001 to 10000	79	0.44	582225	3.61
10001 and above	95	0.52	11158380	69.28
Total	18134	100.00	16106628	100.00

x) Dematerialization of Shares and Liquidity

The shares of the Company are in Compulsory Demat mode and 94.73% of the Company's share capital is dematerialised as on 31st March 2010.

xi) Outstanding GDRs/ ADRs/ Warrants

The company has issued and allotted 16,45,000 Zero Coupon Convertible Warrants on preferential basis to the persons falling under promoter category at a price of Rs. 50/- on 27th February, 2010 in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. These warrants entitle the holder thereof to apply for and obtain allotment of one equity share of Rs. 10/- each at a premium of Rs. 40/- per share within a period of 18 months from the date of allotment. Out of the said 16,45,000 warrants, 8,00,000 warrants were converted into Equity Shares on 22nd March, 2010.

Total 8,45,000 Warrants are outstanding on 31st March, 2010.

xii) Plant Locations:

Switchgear Plants:

1. 51 Kms. G.T. Karnal Road, Murthal, Distt. Sonapat, Haryana-131027
2. B-200, Phase – II, Noida, Distt. Gautam Budh Nagar, U.P. – 201 305.
3. Plot No. 2, Sector 2, SIDCUL, Ranipur, Haridwar, Uttarakhand.

CFL Lighting Plants :

- 4 Plot No. 10, Sector 4, SIDCUL, Ranipur, Haridwar, Uttarakhand.

Wires & Cables Plant:

5. Plot No. 2, Sector 2, SIDCUL, Ranipur, Haridwar, Uttarakhand.

xiii) Investors Correspondence may be addressed to the Compliance Office of the Company:

To contact R&TA for all matters relating to Shares : M/s. Alankit Assignments Ltd. Tel : 011-41540060-63
2E/ 21, Alankit House, Fax: 011-41540064
Jhandewalan Extn., e-mail: alankit@alankit.com
New Delhi - 110 055.

For any other general matters relating to Dividends, Annual Reports or in case of any difficulty/ grievances : Sh. Rakesh Dhody
Company Secretary
Indo Asian Fusegear Limited Tel: (0120) 3096825
B-88, Sector-83, Noida, Fax: (0120) 3096800
Distt. Gautam Budh Nagar, email:rakesh.dhody@indoasian.com
U.P. 201 305 Website: www.indoasian.com

10. Auditors Certificate on Corporate Governance

The Auditors' Certificate on Compliance of Clause 49 of the listing Agreement relating to Corporate Governance forms Annexure to the Directors' Report.

11. Certificate from Chief Executive Officer/ Chief Financial Officer

Certificate from Sh V. P Mahendru, Chairman cum Managing Director and Sh. K. B. Satija, Sr. GM (Finance) in terms of Clause 49(V) of the Listing Agreement with the Stock Exchange for the financial period ended March 31, 2010 was placed before the Board of Directors of the Company in its meeting held on May 29, 2010.

DECLARATION

Pursuant to Clause 49 of the Listing Agreement as amended, the code of Conduct (Code) of the Company has been displayed at Company's website www.indoasian.com. All the members of the Board and the Senior Management personnel have affirmed compliance with the code for the year ended March 31, 2010.

(V. P. MAHENDRU)

CHAIRMAN CUM MANAGING DIRECTOR

ANNEXURE "B" TO THE DIRECTORS' REPORT**AUDITORS' CERTIFICATE****TO THE MEMBERS OF INDOASIAN FUSEGEAR LIMITED.**

We have examined the compliance of the conditions of Corporate Governance by Indo Asian Fusegear Limited for the year ended 31st March, 2010, as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on certification of Corporate Governance (as stipulated in clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to the procedure 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 opinion on the financial statements of 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 state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the Management has conducted the affairs of the Company.

Rajesh Sethi
Partner

M. No. 85669

Firm Reg. No : 001111N

For and on behalf of

Place : Noida

Dated: 29th May, 2010

JC Bhalla & Co.

Chartered Accountants

ANNEXURE "C" TO THE DIRECTORS' REPORT

Information under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988 and forming part of the Directors' Report for the year ended 31st March 2010.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.**A. CONSERVATION OF ENERGY**

- I) Energy conservation measures taken:
 - Energy conservation measures have been implemented in the Works as well as in the Company's entire offices nation wide. Some of these include management of energy efficient resources, energy audit cells etc. These measures have resulted in cost savings for the Company.
- II) Additional investments and proposal, if any, being implemented for reduction of consumption of energy:
 - NIL
- III) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact of the cost of production of goods:
 - NIL
- IV) Total energy consumption and energy consumption per unit of production as per Form A of the Annexure in respect of industries specified in the Schedule thereto:
 - NIL

B. TECHNOLOGY ABSORPTION

V) Efforts made in technology absorption as per Form B of the Annexure as follows:

1. Specific areas in which R&D carried out by the Company:
 - Continuous efforts are being made for integration of R&D activities with business needs so as to offer better value added products and services to our customers. New features in the Company's Miniature Circuit Breakers (MCBs) and Compact Fluorescent Lamps (CFLs) have been developed to make them more competitive in the global market and also user friendly.
2. Benefits derived as a result of the above R&D:

Multifold benefits were accrued as a result of R&D activities. Apart from strengthening of technical base, benefits have also been reflected in terms of :

 - improvement in products reliability
 - Greater customer satisfaction
 - Improvement in quality
3. Future Plan of Action:-Continue efforts to improve products quality and features.
4. Expenditure on R&D:

	Current Year Amount (Rs.)	Previous Year Amount (Rs.)
a) Capital	Nil	Nil
b) Recurring	46,21,272/-	17,52,394/-
c) Total	46,21,272/-	17,52,394/-
d) Total R & D expenditure as a percentage of total turnover	0.19%	0.06%

Technology absorption, adaptation and innovation:

- i) Efforts, in brief, made towards technology absorption, adaptations and innovation:
 - Efforts to improve productivity and reduce raw material, power and electricity consumption continue.
- ii) Benefits derived as a result of the above efforts:
 - Cost reduction.
- iii) In case of imported technology (imported during the last 5 years reckoned the beginning of the financial year), following information may be furnished: **NIL**
 - a) Technology imported: **NIL**
 - b) Year of import: **N/A**
 - c) Has technology been fully absorbed?: **N/A**
 - d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action: **N/A**

C. FOREIGN EXCHANGE EARNING AND OUTGO

VI) Activities relating to exports:

- (a) Activities relating to exports; initiatives taken to increase exports; development of new export markets for production and services; and export plans.

The Company has an independent International Division specifically to promote its exports business by way of exploring new markets for its products and availing the international opportunities that arise from time to time. Exhibitions, active participation in international fairs etc. are some effective measures taken by the Company in this regard. The Company has entered into arrangements with major European Companies for supply of electrical and lighting products to them under their brand name in European and other market in the world. Company is focusing on developing the international market to garner a significant share of the global market for a variety of Low Tension Circuit Protection Equipment.

- (b) Total foreign exchange used : **Rs. 18,43,77,372**
Total foreign exchange earned : **Rs. 41,62,11,158**

on behalf of the Board of Directors

V.P. Mahendru
Chairman cum Managing Director

Auditors' Report

To The Members of INDOASIAN FUSEGEAR LIMITED

We have audited the attached Balance Sheet of Indo Asian Fusegear Limited as at 31st March 2010, the Profit and Loss account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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 misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government in terms of section 227 (4A) of the Companies Act, 1956, and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order to the extent applicable.

Further to our comments in the Annexure referred to in paragraph 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 purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books.
- c) The Balance Sheet, Profit & 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 & Loss Account and the Cash Flow Statement are in compliance with the mandatory Accounting Standards, referred to in Section 211 (3C) of the Companies Act, 1956, to the extent applicable.
- e) On the basis of the written representations received from the Directors, as on 31st March 2010 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2010 from being appointed as a Director in terms of clause (g) of sub section (1) of Section 274 of the Companies Act, 1956.
- f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts together with the notes thereon and attached thereto 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 Balance sheet, of the state of affairs of the company as at 31st March 2010;
 - ii) in the case of Profit and Loss account, of the profit for the year ended on that date; and
 - iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Rajesh Sethi

Partner

M. No. 85669

Firm Reg. No : 001111N

For and on behalf of

JC Bhalla & Co.

Chartered Accountants

Place: Noida

Dated: 29th May, 2010

Annexure to the Auditors' Report on the accounts of Indo Asian Fusegear Limited for the year ended 31st March, 2010 as referred to in paragraph 3 of our report of even date

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management at the year-end. We are informed that no material discrepancies have been noticed by the management on such verification as compared with the record of fixed assets maintained by the Company.
- (c) The Company has not disposed off substantial part of fixed assets during the year.
- (ii) (a) The inventory (excluding stocks with third parties) has been physically verified by the management during the year. In respect of inventories lying with the third parties, these have substantially been confirmed by them. In our opinion frequency of verification is reasonable.
- (b) The procedures of physical verification of the inventory followed by the management are reasonable and adequate in relation to size of the Company and nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and the book records were not material and have been properly dealt with in the books of account.
- (iii) (a) The Company has not granted any loan, secured or unsecured, to companies, firms or other parties in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, clause 3(b), (c) and (d) of the Order are not applicable to the Company for the current year.
- (b) The Company has not taken any loan, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, clause 3(f) and (g) of the Order are not applicable to the Company for the current year.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. The Company has not undertaken any service activity during the year. Further, in our opinion, there is no continuing failure to correct major weaknesses in internal control.
- (v) According to the information and explanations given to us, there have been no contracts or arrangements referred to in section 301 Companies Act, 1956 during the year to be entered in the register maintained under that section. Accordingly commenting on transactions made in pursuance of such contracts or arrangements does not arise.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public during the year within the meaning of Sec 58A & 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed thereunder.
- (vii) The Company has an internal audit system commensurate with its size and nature of its business.
- (viii) On the basis of the records produced, we are of the opinion that, prima facie, the cost accounting records prescribed by the Central Government under section 209(1) (d) of the Companies Act, 1956 in respect of CFL and Wire units have been maintained by the Company. However, we are not required to and have not carried out any detailed examination of such records.
- (ix) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Excise Duty, Custom Duty and other statutory dues applicable to it and there are no undisputed liabilities as on 31st March 2010 outstanding for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the particulars of dues of Excise Duty, Sales Tax and Income Tax matters as at 31st March 2010 which have not been deposited on account of any dispute are as follows:

Nature of Dues	Demand in Dispute (Rs.)	Amount deposited (Rs.)	Period to which amount relates	Forum where pending
Excise Duty including Penalty	18,10,652	5,15,000	August, 1998 to December, 1998	Central Excise and Service Tax Appellate Tribunal, New Delhi
Excise Duty including Penalty	3,07,384	2,19,300	April, 2004 to December, 2004	Central Excise and Service Tax Appellate Tribunal, New Delhi
Excise Duty including Penalty	1,03,75,650	25,00,000	2007-2008	Central Excise and Service Tax Appellate Tribunal, New Delhi
Sales Tax	3,09,820	1,54,910	2006-2007	Joint Commissioner of Sales Tax, Noida
Income Tax	2,68,72,464	1,00,00,000	2004-2005	CIT Appeals, New Delhi
Income Tax	67,03,310	—	2005-2006	CIT Appeals, New Delhi
Total	4,63,79,280	1,33,89,210		

- (x) The Company has no accumulated losses as at March 31, 2010. The Company has not incurred cash losses in the financial year ended on that date and in the immediately preceding financial year.
- (xi) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.
- (xii) According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion and according to information and explanations given to us, the provisions of any special statute applicable to chit fund, nidhi, mutual benefit fund, societies are not applicable to the Company. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xiv) The Company is not dealing or trading in shares, securities, debentures and other investments. Therefore, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has given Corporate guarantees of Saudi Riyals Five Million Five Thousand only to The Saudi British Bank, Riyadh, Saudi Arabia and Saudi Riyals Three Million Two Hundred Thousand only to Saudi Industrial Development Fund for securing the banking facilities extended by it to M/s Saudi National Lamps and Electricals Company Limited, a Joint Venture Company in which the Company is having 20% ownership interest. The terms and conditions thereof are not prejudicial to the interest of the Company.
- (xvi) According to the information and explanations given to us, on an overall basis, term loans have been 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 the Company has not utilized any funds raised from short-term sources towards long-term investments.
- (xviii) According to the information and explanations given to us, the company has made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the companies act. In our opinion, the prices at which shares have been issued is not prejudicial to the interest of the company.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not made any public issue during the year.
- (xxi) During the course of examination of the books and records of the Company, carried out in accordance with the Generally Accepted Auditing Practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

Rajesh Sethi

Partner

M. No. 85669

Firm Reg. No : 001111N

For and on behalf of

JC Bhalla & Co.

Chartered Accountants

Place: Noida

Dated: 29th May, 2010

INDO ASIAN FUSEGEAR LIMITED
Balance Sheet as at 31st March, 2010

Particulars	Schedule	31.03.10 Rs	31.03.09 Rs
SOURCES OF FUNDS			
SHAREHOLDERS FUNDS			
Share Capital	1	171,066,280	163,066,280
Share Warrants (Refer Note 13)		10,562,500	24,700,000
Reserves & Surplus	2	1,038,564,218	956,755,452
LOAN FUNDS			
Secured Loans	3	1,203,296,614	1,267,135,037
Unsecured Loans	4	20,227,475	17,843,480
DEFERRED TAX LIABILITY (NET)		4,049,554	1,175,712
		<u>2,447,766,641</u>	<u>2,430,675,961</u>
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	5	1,074,848,496	1,062,642,265
Less: Depreciation		459,970,697	417,734,843
Net Block		614,877,799	644,907,422
Capital Work In Progress		108,441,118	136,227,797
		<u>723,318,917</u>	<u>781,135,219</u>
Pre-operative Expenditure Pending Allocation	6	-	21,241,334
INVESTMENTS	7	118,662,351	69,782,351
CURRENT ASSETS, LOANS & ADVANCES			
-Inventories		636,161,028	589,105,771
-Sundry Debtors		1,209,692,675	1,246,295,923
-Cash and Bank Balances		89,554,655	131,934,651
-Loans and Advances		367,827,690	2,303,236,048
		<u>2,303,236,048</u>	<u>354,919,878</u>
LESS: CURRENT LIABILITIES & PROVISIONS	9		
-Liabilities		566,407,364	612,677,445
-Provisions		131,043,311	697,450,675
		<u>697,450,675</u>	<u>151,061,721</u>
NET CURRENT ASSETS		1,605,785,373	1,558,517,057
		<u>2,447,766,641</u>	<u>2,430,675,961</u>
NOTES ON ACCOUNTS & SIGNIFICANT ACCOUNTING POLICIES			
	18		

As per our report of even date annexed.

Rajesh Sethi
Partner
Membership No. 85669
Firm Reg. No. 001111N

Rakesh Dhody
AVP(Legal) &
Company Secretary

K. B. Satija
Sr. General Manager
Corporate Finance

P. K. Ranade
Joint Managing
Director

V. P. Mahendru
Chairman - Cum
Managing Director

for & on behalf of
J. C. Bhalla & Co.
Chartered
Accountants

Place : Noida
Dated : 29th May, 2010

INDO ASIAN FUSEGEAR LIMITED
Profit & Loss Account for the Year Ended 31st March, 2010

Particulars	Schedule	31.03.10 Rs	31.03.09 Rs
INCOME			
Gross Sales and Operating Revenues	10	2,350,588,508	2,689,962,936
Less : Excise Duty		49,254,823	83,518,026
Net Sales and Operating Revenues		<u>2,301,333,685</u>	<u>2,606,444,910</u>
Other Income	11	111,360,129	21,745,102
		<u>2,412,693,814</u>	<u>2,628,190,012</u>
EXPENDITURE			
Material Cost	12	1,277,445,818	1,326,580,665
Manufacturing Expenses	13	189,863,037	220,382,457
Administration & Other Expenses	14	487,143,432	446,073,688
Selling & Distribution Expenses	15	181,466,995	321,404,093
Financial Expenses	16	179,154,483	160,805,010
Depreciation (*) ¹		70,020,735	66,079,218
		<u>2,385,094,500</u>	<u>2,541,325,131</u>
(Less)/Add : Net (Increase)/Decrease in Finished Goods and Work-in-Progress	17	<u>(11,606,972)</u>	<u>13,265,487</u>
		<u>2,373,487,528</u>	<u>2,554,590,618</u>
Profit before Tax		39,206,286	73,599,394
Less : Income Tax Expense			
- Current Tax		7,675,000	8,500,000
- Income Tax & Fringe Benefit Tax Paid for earlier years		-	771,055
- Deferred Tax		2,873,842	(1,700,732)
- Fringe Benefit Tax		-	9,700,000
- Wealth Tax		42,134	-
- Wealth Tax Paid for earlier years		99,432	-
Profit after Tax		<u>28,515,878</u>	<u>56,329,071</u>
Brought forward from Previous Year		59,384,228	138,055,157
		<u>87,900,106</u>	<u>194,384,228</u>
Profit Available for Appropriation		87,900,106	194,384,228
Appropriation:			
Arrears of Preference Dividend paid & Income Tax thereon		-	-
General Reserve		55,000,000	135,000,000
Balance transferred to Balance Sheet		<u>32,900,106</u>	<u>59,384,228</u>
		<u>87,900,106</u>	<u>194,384,228</u>
Earnings Per Share	18		
(Refer Note No.23 of Schedule 18)			
- Basic		1.79	3.60
- Diluted		1.78	3.60
(Face Value of Rs 10/- each)			
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS			
	18		

(*)¹ Net of Rs. 3,407,112/- (Previous year Rs. 9,694,312/-) transferred from Merger Adjustment Account As per our report of even date annexed.

Rajesh Sethi
Partner
Membership No. 85669
Firm Reg. No. 001111N

Rakesh Dhody
AVP(Legal) &
Company Secretary

K. B. Satija
Sr. General Manager
Corporate Finance

P. K. Ranade
Joint Managing
Director

V. P. Mahendru
Chairman - Cum
Managing Director

for & on behalf of
J. C. Bhalla & Co.
Chartered
Accountants

Place : Noida
Dated : 29th May, 2010

**SCHEDULE-1
SHARE CAPITAL**

Particulars	31.03.10 Rs	31.03.09 Rs
AUTHORISED		
19,000,000 (Previous year 19,000,000) Equity Shares of Rs.10/- each	190,000,000	190,000,000
6,000,000 (Previous year 6,000,000) Preference Shares of Rs.10/- each	60,000,000	60,000,000
	250,000,000	250,000,000
ISSUED, SUBSCRIBED & PAID UP		
16,106,628 (Previous year 15,306,628) Equity Shares of Rs 10/-each fully paid up	161,066,280	153,066,280
Of the above Shares 14,276,100 (Previous year 14,276,100) shares are allotted as fully paid up under the Scheme of Arrangement without payments being received in cash.		
Of the above Shares 280,528 (Previous year 280,528) Shares are allotted as fully paid up upon the conversion of 8% Convertible Preference Shares allotted to the Equity Shareholders of erstwhile Indo Kopp Limited under the Scheme of Arrangement.		
1,000,000 (Previous year 1,000,000) 10% Cumulative Redeemable Preference Shares of Rs.10/-each fully paid up (allotted as fully paid up under the Scheme of Arrangement without payments being received in cash)	10,000,000	10,000,000
Total	171,066,280	163,066,280

**SCHEDULE-2
RESERVES AND SURPLUS**

Particulars	31.03.10 Rs	31.03.09 Rs
CAPITAL RESERVE		
Balance as per last Balance Sheet	12,191,000	12,191,000
Addition during the year	24,700,000	-
	36,891,000	12,191,000
SECURITIES PREMIUM ACCOUNT		
Balance as per last Balance Sheet	187,890,220	187,890,220
Addition during the year	32,000,000	-
	219,890,220	187,890,220
GENERAL RESERVE		
Balance as per last Balance Sheet	652,274,702	517,274,702
Add: Amount transferred from Profit and Loss Account	55,000,000	135,000,000
	707,274,702	652,274,702
MERGER ADJUSTMENT ACCOUNT		
Balance as per last Balance Sheet	45,015,302	54,709,614
Less: Amount transferred from Profit and Loss Account	3,407,112	9,694,312
	41,608,190	45,015,302
PROFIT AND LOSS ACCOUNT		
Balance as per Profit and Loss Account	32,900,106	59,384,228
Total	1,038,564,218	956,755,452

**SCHEDULE-3
 SECURED LOANS**

Particulars	31.03.10 Rs	31.03.09 Rs
Banks		
-Cash Credit	766,092,339	742,501,242
Term Loans		
- Karnataka Bank Limited	17,999,443	29,928,490
- Punjab National Bank	353,000,000	400,000,000
- State Bank of India - I	12,499,500	37,499,500
- State Bank of India - II	18,584,737	-
- State Bank of Patiala	24,430,126	43,811,196
- Interest accrued and Due	3,766,581	3,748,891
	430,280,387	514,988,077
Vehicle Loans		
- From Banks	5,702,516	7,705,366
- From Others	1,221,372	1,940,352
	6,923,888	9,645,718
Total	1,203,296,614	1,267,135,037

Notes :

- a) Cash Credit facility from Banks is secured primarily against hypothecation by way of pari-passu charge on entire present and future current assets of the Company and collaterally by second pari-passu charge over Company's immovable properties situated at Murthal, Noida, Jalandhar and Haridwar together with all buildings and structure thereon and all plant and machinery therein or to be therein and personally guaranteed by three Directors of the Company.
- b) Term Loans from Punjab National Bank and State Bank of India -II are secured by pari-passu first charge over the Company's immovable properties situated at Murthal, Noida, Jalandhar and Haridwar together with all buildings and structure thereon and or to be thereon and all Plant and Machinery attached to the earth or any thing permanently fastened to any thing attached to the earth and personally guaranteed by three Directors of the Company.
- c) Term Loans from Other Banks are secured by pari-passu first charge over the Company's immovable properties situated at Murthal, Noida, Jalandhar and Haridwar together with all buildings and structure thereon and or to be thereon and all Plant and Machinery attached to the earth or any thing permanently fastened to any thing attached to the earth.
- d) Vehicle Loans from Banks and Others are secured by way of hypothecation of vehicles.
- e) Secured loans falling due for repayment within one year Rs. 126,137,359/- (Previous year Rs. 135,412,586/-).

**SCHEDULE-4
 UNSECURED LOANS**

Particulars	31.03.10 Rs	31.03.09 Rs
Fixed Deposits		
a) Directors	1,474,563	1,474,563
b) Members	695,662	661,224
c) Others	18,057,250	15,707,693
(Due within one year Rs.4,084,206/-, Previous year Rs.2,969,885/-)		
Total	20,227,475	17,843,480

SCHEDULE-5
FIXED ASSETS

S. No.	Assets	Gross Block				Depreciation / Amortisation				Net Block	
		As At 01.04.09 (Rs)	Additions (Rs)	Sale/ Adjustment (Rs)	As At 31.03.10 (Rs)	As At 01.04.09 (Rs)	For The Year (Rs)	Adjustment (Rs)	Upto 31.03.10 (Rs)	As At 31.03.10 (Rs)	As At 31.03.09 (Rs)
Intangible Assets											
1	Computer Software	7,405,500	6,165,799	-	13,571,299	1,534,757	2,301,312	-	3,836,069	9,735,230	5,870,743
Tangible Assets											
1	Land - Lease Hold	152,526,679	2,079,000	76,571,812	78,033,867	9,439,921	1,698,567	5,454,532	5,683,956	72,349,911	143,086,758
2	Land - Free Hold	64,411,200	-	-	64,411,200	-	-	-	-	64,411,200	64,411,200
3	Building	209,179,852	12,045,685	15,257,798	205,967,739	75,091,579	13,371,074	(*)10,017,834	78,444,819	127,522,920	134,088,273
4	Lease Hold Improvements	9,301,242	-	-	9,301,242	2,427,650	1,860,248	-	4,287,898	5,013,344	6,873,582
5	Plant & Machinery	490,120,880	99,485,539	10,840,603	578,765,816	246,093,375	42,710,235	6,632,494	282,171,116	296,594,700	244,027,505
6	Furniture & Fixtures	31,880,324	3,152,092	4,303,132	30,729,284	18,812,361	3,088,899	3,035,059	18,866,201	11,863,083	13,067,963
7	Office Equipments	11,484,038	235,678	1,646,680	10,073,036	7,008,255	651,843	1,183,049	6,477,049	3,595,987	4,475,783
8	Fans Coolers & A.C.	13,173,633	980,215	868,380	13,285,468	6,374,816	1,060,861	542,460	6,893,217	6,392,251	6,798,817
9	Vehicles	25,117,253	-	-	25,117,253	13,190,897	3,061,947	-	16,252,844	8,864,409	11,926,356
10	Computers	39,034,757	2,256,062	3,011,473	38,279,346	32,808,844	3,011,394	2,646,916	33,173,322	5,106,024	6,225,913
11	Electrical Fittings	9,006,907	471,033	2,164,994	7,312,946	4,952,388	611,467	1,679,649	3,884,206	3,428,740	4,054,519
TOTAL		1,062,642,265	126,871,103	114,664,872	1,074,848,496	417,734,843	73,427,847	31,191,993	459,970,697	614,877,799	644,907,422
Capital Work in Progress										108,441,118	136,227,797
GRAND TOTAL		1,062,642,265	126,871,103	114,664,872	1,074,848,496	417,734,843	73,427,847	31,191,993	459,970,697	723,318,917	781,135,219
AS AT 31.03.09		1,001,522,628	72,370,857	11,251,220	1,062,642,265	344,278,149	75,773,530	2,316,836	417,734,843	644,907,422	

Notes :

- (#) Includes Nil (Previous year Rs.7,180,257/-) transferred to Merger Adjustment Account.
- (*) Includes Rs.3,407,112/- (Previous year Rs.2,514,055/-) transferred to Merger Adjustment Account.
- Additions to fixed assets includes Rs.325,085/- (Previous year Nil) on account of capitalisation of Borrowing Costs.
- Capital Work in Progress includes capital advances of Rs.68,115,058/- (Previous year Rs.72,613,008/-).

SCHEDULE-6
PRE-OPERATIVE EXPENDITURE PENDING ALLOCATION

Particulars	31.03.10 Rs	31.03.09 Rs
Opening Balance (A)	21,241,334	11,847,802
Additions During the year		
MATERIAL COST		
- Opening Stock	2,215,039	1,629,098
- Add Purchases	1,765,502	5,395,008
Freight Inward, Cartage & Octroi	43,964	126,455
- Less Closing Stock	2,541,122	2,215,039
Sub-Total (B)	1,483,383	4,935,522
MANUFACTURING EXPENSES		
- Testing Charges	228,011	542,763
- Job Work Charges	117,785	199,836
Sub-Total (C)	345,796	742,599
ADMINISTRATION AND OTHER EXPENSES		
- Salary	1,508,883	5,398,820
- P.F. Contribution and Administration Charges	80,003	293,714
- ESI Contribution	17,051	59,238
- Travelling & Conveyance	152,360	470,042
- Employees Welfare and training expenses	42,753	72,152
- Printing and Stationery	9,232	38,815
- Postage, Telegram & Telephone	9,238	52,659
- Other Repairs	26,962	76,726
- Medical Expenses	40,647	112,211
- Miscellaneous Expenses	84,918	135,382
- Legal & Professional Charges	346,300	860,526
- Exchange Rate Fluctuation	-	19,186
Sub-Total (D)	2,318,347	7,589,471
FINANCIAL EXPENSES		
- Bank Charges	13,776	230,108
Sub-Total (E)	13,776	230,108
Total (A+B+C+D+E)	25,402,636	25,345,502
Less : Other Income	1,606,260	4,104,168
Total	23,796,376	21,241,334
Less : Allocated to Fixed Assets	21,031,978	-
Charged to Profit & Loss Account	2,764,398	-
Total Amount Carried to Balance Sheet	-	21,241,334

**SCHEDULE-7
 INVESTMENTS**

Particulars	31.03.10 Rs	31.03.09 Rs
LONG TERM INVESTMENTS		
Non Trade Investments		
Equity shares - Unquoted		
Hausmann Elektrik Pvt. Ltd. : 440,000 (Previous Year 440,000) Equity Shares of Rs.10/- each fully paid up	4,400,000	4,400,000
Indo Asian Cables Ltd. : 50,000 (Previous Year 50,000) Equity Shares of Rs.10/- each fully paid up	500,000	500,000
Indo Asian Power Distribution & Infrastructure (P) Ltd. 165,000 (Previous Year 165,000) Equity Shares of Rs.10/- each fully paid up	1,650,000	1,650,000
Investment in Joint Venture		
Saudi National Lamps and Electricals Company Ltd 40,000 (Previous Year 40,000) Cash Shares of Saudi Riyals 50 each fully paid up	25,732,351	25,732,351
Indo Asian Simon Private Limited 8,638,000 (Previous Year 3,750,000) Equity Shares of Rs.10/- each fully paid up	86,380,000	37,500,000
Total	<u>118,662,351</u>	<u>69,782,351</u>
Aggregate value of Unquoted Investments	118,662,351	69,782,351

**SCHEDULE-8
 CURRENT ASSETS, LOANS AND ADVANCES**

Particulars	31.03.10 Rs	31.03.09 Rs
A. INVENTORIES:		
(As per inventory taken, valued and certified by the Management)		
i. Raw Material	134,769,201	99,320,916
ii. Work in Progress	312,261,971	321,213,402
iii. Finished Goods	189,129,856	168,571,453
	<u>636,161,028</u>	<u>589,105,771</u>
B. SUNDRY DEBTORS:		
(Unsecured Considered good unless otherwise stated)		
i. Exceeding six months	422,361,922	256,993,890
ii. Other Debts	787,330,753	989,302,033
	<u>1,209,692,675</u>	<u>1,246,295,923</u>
C. CASH AND BANK BALANCES		
i. Cash in Hand	870,031	1,536,685
ii. Cheques in Hand	37,014,451	36,711,698
iii. Balance with Scheduled Banks in :		
- Current Account	29,093,575	62,137,179
- Fixed Deposits	20,691,915	31,198,324
- Margin Money	1,884,683	350,765
	<u>51,670,173</u>	<u>93,686,268</u>
	<u>89,554,655</u>	<u>131,934,651</u>
D. LOANS AND ADVANCES		
(Unsecured Considered good unless otherwise stated)		
i. Advances recoverable in cash or kind or for value to be received	253,332,909	215,400,975
ii. Security Deposit	8,853,273	8,869,371
iii. Advance Income Tax	91,776,123	114,258,421
iv. Advance Excise Duty & Custom Duty	13,226,364	15,856,309
v. Advance Service Tax	639,021	534,802
	<u>367,827,690</u>	<u>354,919,878</u>
Total	<u>2,303,236,048</u>	<u>2,322,256,223</u>

**SCHEDULE-9
CURRENT LIABILITIES AND PROVISIONS**

Particulars	31.03.10 Rs	31.03.09 Rs
A. CURRENT LIABILITIES:		
1. Sundry Creditors		
-Micro,Small and Medium Enterprises (Refer Note - 15 of Schedule-18)	526,530	-
-Others	420,789,761	430,224,958
2. Advances from Customers	347,692	14,860,255
3. Security Deposits	12,705,459	12,206,929
4. Other Liabilities	132,037,922	155,385,303
(A)	<u>566,407,364</u>	<u>612,677,445</u>
B. PROVISIONS:		
1. Provision for Taxation	91,735,436	116,400,200
2. Provision for Gratuity	28,788,547	23,831,611
3. Provision for Compensated Absences	7,488,743	7,482,270
4. Provision for Excise Duty on Finished Goods	3,030,585	3,347,640
(B)	<u>131,043,311</u>	<u>151,061,721</u>
Total(A+B)	<u>697,450,675</u>	<u>763,739,166</u>

**SCHEDULE-10
GROSS SALES AND OPERATING REVENUES**

Particulars	31.03.10 Rs	31.03.09 Rs
A. SALES		
-Domestic	1,865,312,595	1,942,110,669
-Export	469,674,556	725,025,681
GROSS SALES	<u>2,334,987,151</u>	<u>2,667,136,350</u>
B. OPERATING REVENUES		
-Export Incentives	15,601,357	22,826,586
Total	<u>2,350,588,508</u>	<u>2,689,962,936</u>

**SCHEDULE-11
OTHER INCOME**

Particulars	31.03.10 Rs	31.03.09 Rs
Exchange Rate Difference (Net)	2,403,631	-
Miscellaneous Income	14,683,031	5,823,636
Sundry Balances Written Back	-	236,531
Profit on Sale of Fixed Assets	94,273,467	15,684,935
Total	<u>111,360,129</u>	<u>21,745,102</u>

**SCHEDULE-12
 MATERIAL COST**

Particulars	31.03.10 Rs	31.03.09 Rs
A) Raw Material Consumed		
Opening Stock	99,320,916	116,486,667
Add:Purchases	1,222,644,250	1,188,969,966
Freight Inward, Cartage & Octroi	17,384,555	22,009,823
	<u>1,339,349,721</u>	<u>1,327,466,456</u>
Less:Closing Stock	134,769,201	99,320,916
	<u>1,204,580,520</u>	<u>1,228,145,540</u>
B) Purchase of Trading Goods	72,865,298	98,435,125
Total	<u>1,277,445,818</u>	<u>1,326,580,665</u>

**SCHEDULE-13
 MANUFACTURING EXPENSES**

Particulars	31.03.10 Rs	31.03.09 Rs
Wages & Bonus	100,506,800	123,878,218
Contribution to Provident Fund and Administration charges	4,896,218	3,735,549
ESI Contribution	1,915,516	1,604,489
Testing Charges	9,614,185	6,397,145
Power, Fuel and Electricity	28,296,877	37,978,070
Building Repairs	2,240,150	1,975,325
Machinery Repairs	9,896,651	8,221,649
Labour Work Charges	29,466,055	33,244,372
Excise Duty Provided on Finished Goods	3,030,585	3,347,640
Total	<u>189,863,037</u>	<u>220,382,457</u>

**SCHEDULE-14
 ADMINISTRATION AND OTHER EXPENSES**

Particulars	31.03.10 Rs	31.03.09 Rs
Salary & Bonus(including Rs.6,984,000/- paid to Directors, Previous year Rs.5,028,000/-)	262,499,893	236,060,649
P.F.Contribution and Admn.Charges(including Rs.298,800/- paid for Directors, Previous year Rs.324,000/-)	12,710,306	13,430,908
ESI Contribution	1,924,303	1,821,410
Rent(including Rs.4,605,500/- paid to Directors, Previous year Rs.2,565,500/-)	18,808,046	17,220,502
Rates and Taxes	3,995,314	3,894,196
Travelling and Conveyance	53,293,964	49,629,961
Employees welfare and training expenses	13,228,830	11,585,358
Printing and Stationery	4,613,360	5,473,188
Postage, Telegram & Telephone	13,584,703	16,108,482
Insurance(including Rs.58,237/- paid for Directors, Previous year Rs.58,896/-)	3,676,031	4,499,330
Other Repairs	10,547,681	10,626,199
Medical Expenses(including Rs.425,495/- paid for Directors, Previous year Rs.163,612/-)	5,977,339	7,400,144
Charity & Donation	18,151	365,090
Bad Debts written off	31,222,940	11,575,228
Directors Sitting fees	200,000	192,000
Vehicle maintenance	5,018,434	6,055,153
Miscellaneous Expenses	15,519,698	15,916,029
Legal & Professional Charges	30,304,439	17,639,355
Exchange Rate Difference (Net)	-	16,580,506
Total	<u>487,143,432</u>	<u>446,073,688</u>

**SCHEDULE-15
SELLING & DISTRIBUTION EXPENSES**

Particulars	31.03.10 Rs	31.03.09 Rs
Freight and Cartage Outwards	61,314,508	118,312,291
Advertisement	16,557,456	14,806,026
Selling Commission	8,260,964	7,622,320
Sales Discount	60,388,225	160,903,962
Business Promotion	31,481,698	18,136,758
Samples	3,283,840	1,622,736
Turnover Tax	180,304	-
Total	181,466,995	321,404,093

**SCHEDULE-16
FINANCIAL EXPENSES**

Particulars	31.03.10 Rs	31.03.09 Rs
INTEREST		
-Fixed Loan	57,509,352	46,263,517
-Others	108,112,064	101,538,391
Exchange Rate Difference	-	309,342
Bank Charges	15,881,871	17,126,800
	181,503,287	165,238,050
Less: Interest received (Gross)	2,348,804	4,433,040
(Tax Deducted at Source Rs. 270,099/- previous year Rs. 991,339/-)		
Total	179,154,483	160,805,010

**SCHEDULE-17
(INCREASE)/DECREASE IN FINISHED GOODS
AND WORK IN PROGRESS**

Particulars	31.03.10 Rs	31.03.09 Rs
A) STOCK AT COMMENCEMENT		
Work in Progress	321,213,402	301,631,129
Finished Goods	168,571,453	201,419,213
(A)	489,784,855	503,050,342
B) STOCK AT CLOSE		
Work in Progress	312,261,971	321,213,402
Finished Goods	189,129,856	168,571,453
(B)	501,391,827	489,784,855
(INCREASE)/DECREASE	(11,606,972)	13,265,487

SCHEDULE – 18

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH, 2010 AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE

A) SIGNIFICANT ACCOUNTING POLICIES :

1. Basis of preparation of Financial Statements :-

The financial statements are prepared under the historical cost convention on the accrual basis of accounting, in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956 as adopted consistently by the Company.

2. Fixed Assets :-

(a) Tangible Assets

Fixed Assets are accounted at cost of acquisition (net of cenvat availed) inclusive of inward freight, duties, taxes and incidentals related to acquisition and installation including interest on loan taken for the acquisition of assets upto the date of commissioning of assets. Pre-operating expenses for major projects are also capitalised, wherever appropriate. Assets under installation or under construction as at the Balance Sheet date are shown as Capital Work-in-Progress.

The revalued amounts of Fixed Assets revalued are presented in the Balance Sheet by restating the net book value by adding thereon the net increase on account of revaluation.

(b) Intangible Assets

Intangible Assets are stated at cost of acquisition. Costs relating to development of Computer Software are capitalized. Software expenses, other than development costs, are expensed off in the year they are incurred.

3. Depreciation / Amortisation :-

Depreciation is provided on pro-rata basis on W.D.V. method at the rates prescribed by Schedule XIV to the Companies Act, 1956 except Leasehold Improvements which are amortised over the period of Lease i.e. five years and Computer Software is amortised over a period of five years.

Premium on leasehold land is ammortised over the period of lease.

100% depreciation is provided in respect of assets upto Rs.5,000/-.

Depreciation on the revalued portion of Fixed Assets is charged to the Merger Adjustment Account.

4. Inventories :-

Inventories are valued as under :-

- | | | |
|-------------------------|---|--|
| i) Raw Material | - | At lower of cost determined on FIFO basis or net realisable value. |
| ii) Work-in-Progress | - | At lower of cost or net realisable value. |
| iii) Finished Goods | | |
| - Manufactured | - | At lower of cost including excise duty or net realisable value. |
| - Bought out | - | At cost. |
| iv) Material in Transit | - | At cost. |

5. Revenue Recognition :-

Sale of goods is recognised at the point of despatch of finished goods to customers. Sales are inclusive of excise duty and exclusive of sales tax.

6. Transactions in Foreign Currency :-

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of transaction.

Foreign currency monetary items (including forward contracts) are translated at year end rates. Exchange differences arising on settlement of transactions and translation of monetary items (including forward contracts) are recognized as income or expense in the year in which they arise .

The premium or discount arising at the inception of a forward contract, which are not intended for trading purpose, is amortised as expense or income over the life of the contract.

7. Employee Benefits

(a) Short Term Employee Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

(b) Long Term Employee Benefits**(i) Defined Contribution plan****Provident Fund and Employees' State Insurance schemes**

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employees and the employer make monthly contributions to the plan at a predetermined rate (presently 12.0%) of the employees' basic salary and dearness allowance. These contributions are made to the fund administered and managed by the Government of India. In addition, some employees of the Company are covered under the Employees' State Insurance schemes, which are also defined contribution schemes recognized and administered by the Government of India.

The Company's contributions to both these schemes are expensed in the Profit and Loss Account. The Company has no further obligations under these plans beyond its monthly contributions.

(ii) Defined benefit plan

Leave Encashment – Liability on account of unavailed earned leave at the year end is provided as per the actuarial valuation according to Projected Unit Credit Method.

Gratuity – Liability on account of Gratuity at the year end is provided as per the actuarial valuation according to the Projected Unit Credit Method except for Jalandhar unit for which the company has taken a Group Gratuity Policy with LIC for payment of gratuity payable to its employees. Necessary contribution for the liability ascertained on this account has been made.

(iii) Actuarial gains or losses arising from such transactions are charged to revenue in the year in which they arise.

8. Borrowing Costs:-

Borrowing Costs attributable to acquisition and construction of qualifying assets are capitalised as a part of the cost of such asset upto the date when such assets are ready for intended use. Other Borrowing Costs are charged as an expense in the year in which these are incurred.

9. Investments :-

Long Term Investments are stated at cost after deducting provision, if any, made for decline, other than temporary, in the values. Current Investments are stated at lower of cost and market / fair value.

10. Taxation :-

Tax expense comprises both current and deferred tax. Current Tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates and tax laws. Deferred tax assets and liabilities are recognized for future tax consequences attributable to the timing difference between taxable income and accounting income that are capable of reversal in one or more subsequent period(s) and are measured using tax rates enacted or substantively enacted as at the Balance Sheet date. Deferred Tax assets are not recognized unless, in the management judgment, there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax is reviewed at each balance sheet date.

11. Earnings Per Share :-

Basic Earnings per equity share is computed by dividing net profit or loss for the period attributable to equity share holders by the weighted average number of equity shares outstanding during the period. The Diluted Earnings per share is calculated on the same basis as Basic Earnings per share, after adjusting for the effects of potential dilutive equity shares.

12. Segment Reporting :-

Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, are included under "Unallocated Corporate Expenses".

13. Leases :-**Operating Lease – As Lessee**

Lease Rentals in respect of assets taken on 'Operating Lease' are charged to the Profit and Loss Account on an actual basis.

14. Pre-operative Expenditure :-

The Expenditure incurred by the Company from the date of setting up of a new unit, up to the date of commencement of commercial production of the unit is treated as Pre-operative expenditure to be capitalised as a part of the indirect cost of construction. The amount of such expenditure is apportioned over the individual assets in an equitable

manner in the year of commencement of Commercial Production of the unit. The amounts not directly attributable to fixed assets are charged to the Profit and Loss account in the year in which such expenditure is incurred.

15. Impairment of Assets :-

Assets that are subject to amortisation/depreciation are reviewed for impairment whenever events of changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the assets' carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the assets' fair value less costs to sell and value in use.

For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

16. Provisions , Contingent Liabilities and Contingent Assets:-

Provisions are recognized when the Company has a present obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

B) NOTES ON ACCOUNTS :

1. Contingent Liabilities :-

- i) Capital commitments (net of advance) Rs.644.98 lacs (Previous year Rs. 732.44 lacs).
- ii) Bank Guarantees Rs.1,976.33 lacs (Previous year Rs. 2,312.34 lacs).
- iii) Guarantees to Banks and others on behalf of Joint Venture Company Rs. 874.02 lacs (Previous year Rs. 874.02 lacs)
- iv) Bills Discounted with Banks outstanding as at 31st March, 2010 Rs. 179.81 lacs (Previous year Rs. 616.45 lacs).
- v) Income Tax demands against which the Company has preferred appeals – Rs.335.75 lacs (Previous year Rs. 335.75 lacs). The Company has already deposited a sum of Rs.100.00 lacs (Previous year Rs. 100.00 lacs) against the aforesaid demand.
- vi) Sales Tax demands against which the company has preferred appeals – Rs.3.10 lacs (Previous year Rs. 3.10 lacs). The Company has already deposited a sum of Rs.1.55 lacs (Previous year Rs. 1.55 lacs) against the aforesaid demand.
- vii) Excise duty demand against which the company has preferred appeals Rs. 124.94 lacs (Previous year Rs. 135.60 lacs). The Company has already deposited a sum of Rs. 32.34 lacs (Previous year Rs. 12.68 lacs) against the aforesaid demand.

2. Managerial Remuneration :-

Particulars	31.03.10 (Rs.)	31.03.09 (Rs.)
Salary	61,14,000	44,28,000
House Rent Allowance/Rent Free Accommodation	30,57,000	22,14,000
Medical reimbursement & Personal Accident Premium	4,83,732	2,22,508
Contribution to Provident Fund	2,98,800	3,24,000
	99,53,532	71,88,508

3. Miscellaneous expenses include 'Payment to Auditors' as follows :-

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Audit Fee	14,85,000	14,03,000
Other Services	2,24,875	2,78,001
Service Tax	1,76,117	2,09,829

4. Provision for income tax has been made without considering some taxes and amounts which will be paid before filing of Income Tax Return as provided under Section 43-B of the Income Tax Act, 1961.

5. In the opinion of Board, the current assets, loans and advances are approximately of the value stated, if realized, in the ordinary course of business. The provision for depreciation and all known liabilities is adequate and not in excess of the amount reasonably necessary.

6. During the year, the Company has made provision for excise duty on stocks lying at the year end in various units amounting to Rs.30,30,585/- (Previous year Rs. 33,47,640/-) and has included the said amounts in the valuation of inventories. This has no effect on the profit for the year.
7. Lease Payments under an operating lease are recognised as an expense in the statement of Profit and Loss on a straight line basis over the lease term. Accordingly Rs.1,88,08,046/- has been charged to Profit and Loss Account during the year (Previous year Rs. 1,72,20,502/-).

The total of future minimum lease rent payable under operating lease for each of the following periods is as under

	Current Year Rs.	Previous Year Rs.
Not later than one year	1,07,54,678	1,52,47,052
Later than one year and not later than five years	1,49,11,878	2,37,73,533
Later than five years	1,82,77,458	1,85,22,571

8. The Profit and Loss Account includes previous year debit adjustments amounting to Rs.2,03,928/- (Previous year Rs. 25,16,965/-) on account of following :-

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Miscellaneous Expenses	-	4,68,119
Purchases	-	(6,31,815)
Rates & Taxes	-	1,36,575
Machinery Repairs	8,005	
Processing / Labour charges	193,856	60,431
Salary & Bonus	-	4,56,984
Freight & Cartage	1,967	3,64,556
Depreciation	-	16,62,115
Total	203,928	25,16,965

9. The Company has incurred Rs.46,21,272/- (Previous year Rs. 17,52,394/-) on Research & Development during the year which has been debited to Establishment and Miscellaneous Expenses .
10. Export sales include Indirect Export amounting to Rs. 1,84,63,116/- (Previous year Rs.1,26,02,083/-).
11. The balances of Debtors, Advances and Creditors are subject to confirmation.
12. The company has paid annual listing fees to Bombay Stock Exchange Limited and National Stock Exchange of India Limited where its equity shares are listed.
13. Pursuant to the special resolution passed at the Extra Ordinary General Meeting of the members of the Company held on 25th January, 2010, the company has made preferential allotment of 16,45,000 Zero Coupon Warrants to the Promoters, each warrant convertible into one equity share of Rs.10/- each at a price of Rs.50/- per equity share at any time within 18 months from the date of allotment of Warrants on preferential basis by private placement to the promoters of the Company as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- Out of the above the Company has converted 8,00,000 Zero Coupon Convertible Warrants into 8,00,000 fully paid Equity Shares of Rs.10/- each at a price of Rs.50/- per Warrant. The difference between the Conversion Price and the face value of the equity shares has been credited to Securities Premium Account.
14. During the year ended 31st March, 2009, the company issued 19,00,000 Zero Coupon Warrants each convertible into one equity share of Rs.10/- each at a price of Rs.130/- per equity share at any time within 18 months from the date of allotment of Warrants . As the allottees did not exercise the option for conversion of the said warrants into shares, Rs 2,47,00,000/- being 10 % of the amount received on allotment of the warrants stands forfeited and has been transferred to Capital Reserve.
15. **Financial Reporting of Interest in Joint Ventures**

Investments include Rs.1121.12 Lacs (previous year Rs.632.32 Lacs) representing Company's interest in the following jointly controlled entities as at 31.03.2010

Name of the Company	Contribution towards Equity (Rs./lacs)	Country of Residence	%age Holding of Indo Asian
Saudi National Lamps and Electricals Company Limited	257.32	Saudi Arabia	20%
Indo Asian Simon Private Limited	863.80	India	50%
Total	1121.12		

Saudi National Lamps and Electricals Company Limited has not yet commenced operations.

The financial data in respect of Indo Asian Simon Pvt. Ltd. for the year 31st March, 2010 is based on Unaudited Accounts and Saudi National Lamps and Electricals Company Limited is based on Audited Accounts for year ended 31st December, 2009.

The aggregate amount of each of the Assets, Liabilities, Income and Expenditure related to interest of the Company in the jointly controlled entities are as under :

Saudi National Lamps and Electricals Company Limited

Assets & Liabilities		(In Rs.)	
Particulars	As at 31-12-09	As at 31-12-08	
Liabilities			
Share Capital			
Capital	24,746,400	25,943,000	
Partners Loan	21,547,675	4,801,629	
Loan Funds	71,241,463	55,277,855	
Current Liabilities & Provisions	4,610,114	-	
Total	122,145,652	86,022,484	
Assets			
Net Fixed Assets including CWIP	79,545,729	71,731,051	
Current Assets, Loans and Advances	8,977,828	6,617,782	
Miscellaneous Expenditure to the extent not written off or adjusted	33,622,095	7,673,651	
Total	122,145,652	86,022,484	

Indo Asian Simon Private Limited

Assets & Liabilities		(In Rs.)	
Particulars	As at 31-03-10	As at 31-03-09	
Liabilities			
Share Capital	86,380,500	86,091,500	
Loan Funds	59,354,436	52,753,760	
Current Liabilities & Provisions	26,293,143	7,295,118	
Total	172,028,079	146,140,378	
Assets			
Net Fixed Assets including CWIP	114,846,718	121,074,386	
Current Assets, Loans and Advances	48,196,578	22,747,833	
Miscellaneous Expenditure to the extent not written off or adjusted	231,248	308,330	
Profit and Loss Account	8,753,535	2,009,829	
Total	172,028,079	146,140,378	
Income & Expenditure			
Income			
Income from Operation	45,075,507	539,402	
Other Income	6,472,963	4,881,437	
Total	51,548,470	5,420,839	
Expenses			
Material Cost	19,242,011	622,391	
Manufacturing Expenses	7,618,649	1,466,008	
Administration and Other Expenses	19,918,064	2,980,960	
Financial Expenses	2,630,100	6,089	
Depreciation	8,883,353	1,227,001	
Total	58,292,177	6,302,449	
Profit / (Loss) before Tax	(6,743,707)	(881,610)	
Provision for Tax	-	(177,424)	
Profit / (Loss) after Tax	(6,743,707)	(1,059,034)	

16. Advances Recoverable in Cash or in Kind include Rs.10,57,76,000/- paid towards Share Application Money to Indo Asian Cables Ltd amounting to Rs. 8,06,56,000/-, Indo Asian Power Distribution and Infrastructure Private Ltd amounting to Rs.2,47,20,000/- and Indo Asian Simon Pvt. Ltd. amounting to Rs 4,00,000/- for subscribing to the equity shares.

17. Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006

Disclosure of Sundry Creditors is based on the information available with the Company regarding the status of suppliers as defined under the Micro, Small & Medium Enterprises Development Act, 2006.

(In Rs.)

S.No.	Particulars	31.03.2010	31.03.2009
1.	The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year.	5,26,530	N.A.
2.	The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	N.A.
3.	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	1,49,500	N.A.
4.	The amount of interest accrued and remaining due and payable at the end of each accounting year; and	1,49,500	N.A.
5.	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	Nil	Nil

18. Figures of the previous year have been regrouped/re-classified wherever necessary to make them comparable with the current year's figures.

19. The Company has set up a new unit for the manufacture of Energy Meters Products at Noida, which has commenced commercial production during the year.

20. **Related Party Disclosure**

i) Disclosures as required by Accounting Standard (AS-18) "Related Party Disclosures" are given below:

A. Associate Companies

Indo Asian Power Distribution & Infrastructure Pvt. Ltd.

Indo Asian Cables Ltd.

B. Directors, Key Management Personnel and their relatives

1. Mr. V.P.Mahendru - Chairman cum Managing Director
 2. Mr.P.K.Ranade - Joint Managing Director
 3. Mr. Vinay Mahendru - Executive Director
 4. Mr. Vivek Mahendru - President (Operations)
 5. Mr.Vimal Mahendru - President(Corporate Affairs)
 6. Mr. Vikram Ranade - Vice President(Technologies)
 7. Mr. Prashant Ranade - Vice -President(Procurement)
 8. Mrs. Bela Mahendru*
 9. Mrs. Ratna Mahendru*
 10. Mrs. Richa Mahendru*
 11. Mrs. Kaushalya Gujral*
 12. Mr. O.P.Mahendru*
 13. Mrs. Ameeta Ranade#
 14. Mrs. Asha Chaturvedi#
 15. Mrs.Shama Guleri#
 16. Mrs. Uma Sharma#
- *Relatives of Mr. V.P.Mahendru
#Relatives of Mr. P.K.Ranade

C. Investing Parties with whom the Company is a JV Partner

-Indo Asian Simon Pvt. Ltd.

-Saudi National Lamps and Electricals Company Limited

D. Partnership firm in which relatives of Directors are partners

-Hitech Engineering Corporation

ii) Transaction during the year with related parties

Sl. No.	Name of Related Party	Relationship	Nature of Transaction	Amount (Rs)	Closing Balance (Rs)
1.	Sh. V.P. Mahendru	Key Management Personnel	Remuneration paid Office Rent paid	3,563,856 (2,654,683) 561,600 (561,600)	587,900 (Cr) (7,551) (Cr)
2.	Sh. P.K. Ranade	Key Management Personnel	Remuneration paid Interest on FDR paid Amount received on issue of Share Warrants Allotment of Equity Shares	3,431,236 (2,523,479) 183,986 (166,558) 2,843,750 - 10,750,000 -	1,795,597 (Cr) (1,613,894) (Cr)
3.	Sh. Vinay Mahendru	Key Management Personnel	Remuneration paid Office Rent paid Amount received on issue of Share Warrants Allotment of Equity Shares	2,958,440 (2,010,346) 375,500 (375,500) 1,626,250 - 6,170,000 -	376,269 (Cr) (15,652) (Cr)
4.	Sh. Vivek Mahendru	Relative of Sh.V.P. Mahendru	Remuneration paid Office Rent paid Amount received on issue of Share Warrants Allotment of Equity Shares	2,967,087 (2,063,557) 375,500 (375,500) 1,626,250 - 6,170,000 -	287,963 (Cr) (44,541) (Cr)
5.	Sh. Vimal Mahendru	Relative of Sh.V.P. Mahendru	Remuneration paid Office Rent paid Amount received on issue of Share Warrants Allotment of Equity Shares	2,953,581 (1,956,040) 375,500 (375,500) 1,622,500 - 6,160,000 -	432,024 (Cr) (47,549) (Cr)
6.	Smt. Bela Mahendru	Relative of Sh.V.P. Mahendru	Office Rent paid	94,408 (93,302)	28,476 (Cr) (5,495) (Cr)
7.	Smt. Ratna Mahendru	Relative of Sh. Vinay Mahendru	Office Rent paid	94,408 (93,302)	70,606 (Cr) (24,267) (Cr)
8.	Smt. Ameeta Ranade	Relative of Sh. P.K. Ranade	Office Rent paid Interest on FDR paid Amount received on issue of Share Warrants Allotment of Equity Shares	140,197 (93,302) 14,265 (12,949) 2,843,750 - 10,750,000 -	280,096 (Cr) (151,116) (Cr)

9.	Sh. Vikram Ranade	Relative of Sh. P.K. Ranade	Remuneration paid Office Rent paid Interest on FDR paid	1,763,701 (724,143) 504,750 (504,750) 53,848 (48,837)	522,039 (Cr) (468,389) (Cr)
10.	Sh. Prashant Ranade	Relative of Sh. P.K. Ranade	Remuneration paid Office Rent paid	1,457,593 (491,321) 644,948 (598,052)	119,902 (Cr) (4,953) (Cr)
11.	Smt. Kaushalya Gujral	Relative of Sh.V.P. Mahendru	Interest on FDR paid	8,939 (8,011)	86,180 (Cr) (77,241) (Cr)
12.	Sh. O.P. Mahendru	Relative of Sh.V.P. Mahendru	Interest on FDR paid	27,201 (25,547)	253,749 (Cr) (237,802) (Cr)
13.	Smt. Richa Mahendru	Relative of Sh.V.P. Mahendru	Office Rent paid Interest on FDR paid	91,580 - 17,961 (16,290)	- 262,957 (Cr) (155,212) (Cr)
14.	Smt. Asha Chaturvedi	Relative of Sh. P.K. Ranade	Interest on FDR paid	78,115 (70,013)	753,152 (Cr) (675,037) (Cr)
15.	Smt. Shama Guleri	Relative of Sh. P.K. Ranade	Interest on FDR paid	37,518 (44,410)	152,511 (Cr) (428,183) (Cr)
16.	Smt. Uma Sharma	Relative of Sh. P.K. Ranade	Interest on FDR paid	217,590 (195,101)	2,106,706 (Cr) (1,889,116) (Cr)
17.	Hitech Engineering Corporation	Relatives of Sh.V.P.Mahendru and Sh. P.K.Ranade are partners of the Firm	Amount received on issue of Share Warrants	- (19,500,000)	-
18.	Indo Asian Cables Ltd.	A company in which IAFL has substantial interest	Share Application Money	1,956,000 (6,100,000)	-
19.	Indo Asian Power Distribution & Infrastructure Pvt. Ltd.	A company in which IAFL has substantial interest	Share Application Money	6,410,000 (12,160,000)	-
20.	Indo Asian Simon Pvt. Ltd.	Joint Venture Company	Share Application Money Sale of Goods Sale of Fixed Assets Job Work Charges Paid Conversion of Share Application Money to Equity Share Capital	- (64,280,000) 13,331,093 (25,430,704) - (23,570,000) - (9,778,016) 48,880,000 (15,000,000)	3,864,215 (Dr) (4,817,526) (Cr)
21.	Saudi National Lamps and Electricals Company Ltd.	Joint Venture Company	Sale of Goods	1,199,352 (21,937,833)	28,851,136 (Dr) (37,788,874) (Dr)

During the year the company has neither made any provision for value of doubtful debts due from Related Party nor any amount is written off in respect of Related Party

Note : Figures in bracket represent previous year's amounts.

21. Disclosure under Accounting Standard 15 (Revised)

As per Accounting Standard (AS-15) (Revised 2005) "Employee Benefits", the disclosures of Employee benefits as defined in the Accounting Standard are given below:

(a) Defined Contribution Plans

	31.03.2010 (Rs.)	31.03.2009 (Rs.)
Employer's Contribution to Provident Fund *	1,76,06,524	1,71,66,457
Employer's Contribution to ESI **	38,39,819	34,25,899

(*) Included in Contribution to Provident Fund and Administration Charges (Refer Schedule 13 and 14)

(**) Included in ESI Contribution (Refer Schedules 13 and 14)

(b) Defined Benefit Plans

(Rs.)

	Funded		Non Funded			
	Gratuity #		Gratuity #		Leave Encashment #	
	31.03.10	31.03.09	31.03.10	31.03.09	31.03.10	31.03.09
Current service cost	6,84,504	3,40,998	33,76,599	31,72,853	21,39,374	27,70,967
Interest cost	-	-	15,62,725	16,35,329	5,23,759	4,67,529
Expected Return on Plan Assets	99,517	1,38,943	-	-	-	-
Actuarial (gain) / loss	-	-	14,18,057	(49,12,284)	4,76,547	4,71,231
Past service cost	-	-	-	-	-	-
Curtailement and Settlement Cost / (credit)	-	-	-	-	-	-
Net Cost	5,84,987	2,02,055	63,57,381	(1,04,102)	31,39,680	37,09,727

Included in Wages, Salary and Bonus (Refer Schedules 13 and 14)

(c) Actuarial Assumptions

	Gratuity		Leave Encashment	
	31.03.10	31.03.09	31.03.10	31.03.09
Discount Rate	7.00%	7.00%	7.00%	7.00%
Expected Rate of increase in Compensation Levels	5.00%	5.00%	5.00%	5.00%
Expected Rate of Return on Plan Assets	N.A.	N.A.	N.A.	N.A.
Expected Average remaining working lives of employees (years)	23.42	23.66	24.08	23.67

(d) Reconciliation of opening and closing balances of benefit obligations and plan assets.

(Rs.)

	Funded		Non Funded			
	Gratuity		Gratuity		Leave Encashment	
	31.03.10	31.03.09	31.03.10	31.03.09	31.03.10	31.03.09
Change in Projected Benefit Obligation (PBO)						
Projected benefit obligation at beginning of year	31,69,694	30,03,632	2,23,24,641	2,33,61,846	74,82,270	66,78,982
Current service cost	6,84,504	3,40,998	33,76,599	31,72,853	21,39,374	27,70,967
Interest cost	-	-	15,62,725	16,35,329	5,23,759	4,67,529
Benefits paid	(14,46,977)	(1,74,936)	(16,50,747)	(9,33,103)	(31,33,209)	(29,06,439)
Curtailment and Settlement cost	-	-	-	-	-	-
Contribution by plan participants	-	-	-	-	-	-
Past services cost	-	-	-	-	-	-
Actuarial (gain) / loss	-	-	14,18,057	(49,12,284)	4,76,547	4,71,231
Projected benefit obligation at year end	24,07,221	31,69,694	2,70,31,275	2,23,24,641	74,88,741	74,82,270
Change in plan assets :						
Fair value of plan assets at beginning of year	16,62,724	14,16,240	-	-	-	-
Expected return on plan assets	99,517	1,38,943	-	-	-	-
Actuarial (gain) / loss	-	-	-	-	-	-
Employer contribution	-	-	-	-	-	-
Contribution by plan participants	3,34,685	2,82,477	-	-	-	-
Settlement cost	-	-	-	-	-	-
Benefits paid	14,46,977	1,74,936	-	-	-	-
Fair value of plan assets at year end	6,49,949	16,62,724	-	-	-	-
Net funded status of the plan	(17,57,272)	(15,06,970)	(2,70,31,275)	(2,23,24,641)	(74,88,741)	(74,82,270)
Net amount recognized	(17,57,272)	(15,06,970)	(2,70,31,275)	(2,23,24,641)	(74,88,741)	(74,82,270)

(e) The Company has made annual contributions to the LIC of an amount advised by the LIC in respect of Group Gratuity Policy taken by it for its Jalandhar unit. The Company was not informed by LIC of the investments made by the LIC or the break-down of plan assets by investment type.

22. Segment Information for the year ended 31st March 2010**Information about Business segments – Primary****Business Segments**

The company has considered business segment as the primary segment for disclosure. The products included in each of the reported business segments are as follows :-

Switchgear includes MCBs, HRC Fuses, Feeder Pillars, RCCBs, Distribution Boards, Switches etc.

Lighting includes Compact Fluorescent Lamps, Fluorescent Tube Lights and Luminaires etc.

Cable and Wires includes Wires and Cables etc.

The Cable & Wires segment has been identified as a reportable segment in the current year.

Segment Revenue relating to each of the above business segments includes Other Income, where applicable.

The above business segments have been identified considering :

- the nature of products and services
- the differing risks and returns
- the organization structure, and
- the internal financial reporting systems.

Segment Information for the year ended 31st March, 2010
Information about Business segments - Primary

(Rs.)

	Switchgear		Lighting		Cable & Wires		Consolidated	
	31.03.10	31.03.09	31.03.10	31.03.09	31.03.10	31.03.09	31.03.10	31.03.09
1. Segment Revenue								
a) External Revenue (Including other Operating Income)	1,952,185,989	2,133,274,004	106,187,006	289,619,973	292,215,513	267,068,959	2,350,588,508	2,689,962,936
b) Inter Segment Revenue Income from Operations Less : Excise Duty	- 1,952,185,989 45,964,358	- 2,133,274,004 73,149,252	- 106,187,006 3,290,465	- 289,619,973 10,368,774	- 292,215,513 -	- 267,068,959 -	- 2,350,588,508 49,254,823	- 2,689,962,936 83,518,026
c) Total Revenue	1,906,221,631	2,060,124,752	102,896,541	279,251,199	292,215,513	267,068,959	2,301,333,685	2,606,444,910
2. Segment Result (Profit / Loss)	284,661,427	309,720,169	(21,680,485)	(25,018,487)	(13,646,878)	(22,530,449)	249,334,064	262,171,233
Interest & Bank Charges							179,154,483	160,805,010
Unallocated Corporate Expenses							30,973,295	27,766,829
Profit before Tax							39,206,286	73,599,394
Provision for Income Tax							7,675,000	8,500,000
Income Tax & Fringe Benefit Tax Paid for earlier years							-	771,055
Provision for Fringe Benefit Tax							-	9,700,000
Wealth Tax							42,134	-
Wealth Tax paid for earlier years							99,432	-
Deferred Tax							2,873,842	(1,700,732)
Profit after Tax							28,515,878	56,329,071
3. Other Information								
Segment Assets	1,899,358,667	1,871,282,279	530,849,249	670,401,069	265,016,459	230,767,347	2,695,224,375	2,772,450,695
Unallocated Corporate Assets							449,992,941	421,964,432
Total Assets							3,145,217,316	3,194,415,127
Segment Liabilities	416,634,903	451,095,607	55,190,129	102,151,855	113,824,996	85,896,050	585,650,028	639,143,512
Unallocated Corporate Liabilities							1,339,374,290	1,435,449,883
Total Liabilities							1,925,024,318	2,074,593,395
Capital Expenditure (including Capital Work in Progress)	65,251,161	77,069,834	24,401,855	8,591,613	9,228,711	92,928,199		
Depreciation (Net of transfer to Merger Adjustment Account)	34,904,455	33,185,494	19,536,773	21,743,859	8,968,024	3,143,757		
Non-cash expenses other than depreciation	6,173,967	6,270,442	24,990,268	5,240,312	42,655	64,474		

Notes:-

- i. Segment results represent Profit/(loss) before Interest and Tax.
- ii. Capital Expenditure pertains to gross additions made to fixed assets during the year including capital work in progress.
- iii. Segment Assets include Fixed Assets, Current Assets & Loans and Advances directly attributable to respective business segments.
- iv. Segment Liabilities include Current Liabilities and Provisions directly attributable to respective business segments.
- v. The accounting policies used to derive reportable segment results are consistent with those described in the "Significant Accounting Policies" note to the financial statements.

Information about Geographical Segments – Secondary

The Company has operations within India as well as with entities located in other countries. The information relating to the Geographical Segments in respect of the operations of the Company is given as under :-

Segment Revenue from external customers based on geographical location of customers

	Current Year Rs.	Previous Year Rs.
Within India	1,89,93,77,067	1,97,75,39,338
European Union	16,87,69,577	17,48,18,920
Other Countries	28,24,41,864	53,76,04,678
Total	2,35,05,88,508	2,68,99,62,936

Carrying Amount of Segment Assets by geographical location

	Current Year Rs.	Previous Year Rs.
Within India	3,02,41,66,672	3,00,70,01,050
European Union	34,670,255	1,53,64,082
Other Countries	8,64,79,821	17,20,49,995
Total	3,14,53,16,748	3,19,44,15,127

Additions to Fixed Assets and Intangible Assets by geographical location

	Current Year Rs.	Previous Year Rs.
Within India	12,68,71,103	7,23,70,857
European Union	-	-
Other Countries	-	-
Total	12,68,71,103	7,23,70,857

23. Basic and Diluted Earnings Per Share

	Unit	Current Year	Previous Year
Net Profit attributable to Equity Shareholders	Rs.	2,74,87,494	5,51,59,121
Weighted Average number of Equity Shares outstanding during the year	Nos.	15328546	15306628
Earnings Per Share (Basic)	Rs.	1.79	3.60
Effect of Dilutive Securities:-Number of Shares under Option	Nos.	845000	-
Number of Shares that would have been issued at fair value	Nos.	734272	-
Total number of Shares	Nos.	15439274	15306628
Earnings Per Share (Diluted)	Rs.	1.78	3.60

24. The 10% Cumulative Redeemable Preference shares are redeemable at par within a period of 20 years from the date of allotment i.e.17th February, 2001. The Cumulative amount of dividend remaining unpaid as on 31st March,2010 on the said shares is Rs.40,00,000/-.

25. Elements of Deferred Tax Liability (Net) created for tax effect of timing differences as at 31st March, 2010 are as under :-

	Current Year (Rs.)	Previous Year (Rs.)
Difference between Book Depreciation and Depreciation under Income Tax Act, 1961	(+)	1,52,66,671
Expenditure deferred under Section 43 B of Income Tax Act, 1961	(-)	22,02,836
Provision for Gratuity	(-)	90,14,281
Total	40,49,554	11,75,712

26 (A) Information in respect of licenced capacity/ installed capacity and actual production for each class of goods (as certified by the management being technical matter)

Items	Unit	Licenced Capacity		Installed Capacity		Actual Production	
		31.03.10	31.03.09	31.03.10	31.03.09	31.03.10	31.03.09
MCBs	Poles	N.A.	N.A.	15,500,000	15,500,000	12,732,095	9,822,522
Compact Fluorescent Lamps	Nos.	N.A.	N.A.	4,800,000	4,800,000	1,513,629	3,117,960
Fluorescent Tube Lights	Nos.	N.A.	N.A.	800,000	800,000	172,170	1,759,190
HRC Fuses	Nos.	N.A.	N.A.	N.A.	N.A.	2,149,336	2,883,920
Feeder Pillars	Nos.	N.A.	N.A.	N.A.	N.A.	29	3,718
RCCBs	Nos.	N.A.	N.A.	N.A.	N.A.	208,086	132,715
Adaptors	Nos.	N.A.	N.A.	N.A.	N.A.	18,985	-
Distribution Boards	Nos.	N.A.	N.A.	N.A.	N.A.	155,491	136,924
Switches	Nos.	N.A.	N.A.	N.A.	N.A.	26,234	34,259
Cutouts	Nos.	N.A.	N.A.	N.A.	N.A.	-	21,056
Energy Meters	Nos.	N.A.	N.A.	N.A.	N.A.	10,694	-
Wires	Coils	N.A.	N.A.	N.A.	N.A.	247,440	229,105

B (I) Details of Turnover and Stocks in respect of Finished Goods : (Previous year figures are in brackets)

Items	Unit	Turnover		Opening Stock		Closing Stock	
		Qty.	Value (Rs.)	Qty.	Value (Rs.)	Qty.	Value (Rs.)
MCBs	Poles	12,266,273 (10,634,983)	897,848,132 (784,418,873)	941,451 (1,753,912)	31,457,698 (60,145,342)	1,407,273 (941,451)	49,378,336 (31,457,698)
Compact Fluorescent Lamps	Nos.	1,535,911 (3,273,817)	84,273,014 (207,502,030)	126,512 (282,369)	5,780,388 (15,313,010)	104,230 (126,512)	5,740,515 (5,780,388)
Fluorescent Tube Lights	Nos.	330,112 (1,606,133)	7,474,160 (40,763,656)	170,680 (17,623)	5,322,391 (526,366)	12,738 (170,680)	78,104 (5,322,391)
HRC Fuses	Nos.	2,104,133 (2,816,229)	158,037,739 (189,361,716)	142,513 (74,822)	5,719,897 (3,827,303)	187,716 (142,513)	11,838,098 (5,719,897)
Feeder Pillars	Nos.	29 (3,718)	2,615,638 (357,339,599)	- -	- -	- -	- -
RCCBs	Nos.	226,816 (129,591)	191,419,581 (128,612,274)	38,609 (35,485)	22,728,447 (19,756,391)	19,879 (38,609)	12,019,918 (22,728,447)
Energy Meters	Nos.	10,305 -	10,608,346 -	- -	- -	389 -	232,012 -
Distribution Boards	Nos.	155,177 (132,799)	306,694,264 (188,990,824)	21,701 (17,576)	5,167,794 (12,590,425)	22,015 (21,701)	10,835,041 (5,167,794)
Switches	Nos.	23,241 (36,274)	61,301,636 (104,507,479)	2,526 (4,541)	8,107,514 (8,542,939)	5,519 (2,526)	11,621,526 (8,107,514)
Adaptors	Nos.	20,145 (10)	1,767,724 -	1,160 (1,170)	52,837 (54,070)	- (1,160)	- (52,837)
Cutouts	Nos.	- (21,056)	- (16,993,465)	- -	- -	- -	- -
Wires	Coils	239,823 (247,140)	290,345,727 (266,135,619)	45,160 (63,195)	40,371,431 (40,967,156)	52,777 (45,160)	51,342,018 (40,371,431)
Others			231,320,677 (268,937,118)		21,379,893 (15,537,950)		30,157,254 (21,379,893)
Total			2,243,706,638 (2,553,562,653)		146,088,290 (177,260,952)		183,242,822 (146,088,290)

(B) (ii) Details of Turnover and Stocks in respect of Trading Items (Previous year figures are in brackets):

Items	Turnover		Opening Stock		Closing Stock	
	Qty. (Nos)	Value (Rs.)	Qty. (Nos)	Value (Rs.)	Qty. (Nos)	Value (Rs.)
1. Distribution Boards	228,418 (289,442)	64,193,182 (47,500,550)	9,081 (11,755)	1,371,252 (2,149,828)	5,540 (9,081)	2,048,395 (1,371,252)
2. Lighting Products	160,651 (532,033)	12,126,728 (40,727,240)	39,180 (131,349)	5,485,288 (5,120,514)	30,607 (39,180)	3,206,715 (5,485,288)
3. Others		14,960,603 (25,345,907)		15,626,623 (16,887,919)		631,924 (15,626,623)
Total		91,280,513 (113,573,697)		22,483,163 (24,158,261)		5,887,034 (22,483,163)

(C) Raw Material Consumed (Principal Items)

Items	Unit	Current Year		Previous Year	
		Qty.	Value (Rs.)	Qty.	Value (Rs.)
1 Copper	Kg.	907,362.46	313,029,400	779,499.76	295,958,670
2 Brass	Kg.	129,320.56	39,461,451	107,977.42	34,951,256
3 Silver Inlaid Copper	Kg.	36,920.36	45,553,539	27,413.38	35,481,263
4 Plastic Moulding Powder	Kg.	588,644.20	67,717,637	409,309.00	50,152,708
5 CRC Sheets	Kg.	810,158.86	32,489,316	1,313,547.80	61,122,439
6 Aluminium Sheets	Kg.	634.30	94,557	116,473.80	17,270,770
7 Powder	Kg.	6,687.00	11,265,997	25,461.00	3,387,470
8 Flu Powder	Kg.	490.00	219,539	10,105.00	11,634,496
9 Starters	Nos.	158,000.00	450,132	333,300.00	858,679
10 Glass Tubes	Kg.	173,835.00	3,003,939	1,842,107.00	13,143,035
11 Glass	Kg.	88,554.00	1,200,789	-	-
12 Poly Vinyl Chloride (PVC)	Kg.	427,865	24,996,728	284,143.00	40,043,145
13 Semi Finished Components Including others			665,097,496		664,141,609
Total			1,204,580,520		1,228,145,540

(D) Percentage of Consumption of Imported and Indigenous Raw Materials :

	Current Year		Previous Year	
	(Rs.)	(%)	(Rs.)	(%)
1 Indigenous	1,022,031,098	84.85%	1,072,008,108	87.29%
2 Imported (C.I.F. Value)	182,549,422	15.15%	156,137,432	12.71%
	1,204,580,520	100.00%	1,228,145,540	100.00%

(E) CIF Value of Imports :

	Current Year (Rs.)	Previous Year (Rs.)
1 Raw Material (including components stores & spares)	180,959,172	160,765,845
2 Finished Goods	1,674,487	9,481,556
3 Capital Goods	1,743,713	36,824,149

(F) Expenditure in Foreign Currency (on accrual basis):

- Interest on Foreign Currency Loan	-	2,128,343
- Travelling	2,296,380	3,171,740
- Others	466,094	72,151,781

(G) Earnings in Foreign Exchange :

- Export of goods (FOB Value)	416,211,158	693,209,491
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Balance Sheet Abstract & Company's General Business Profile

I. Registration Details

Registration No.	:	3 5 5 8 0	State Code	:	0 5
Balance Sheet Date	:	31.03.10			

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

Public Issue	:	NIL	Rights Issue	:	NIL
Bonus Issue	:	NIL	Private Placement	:	8 0 0 0
Share Warrants	:	1 0 5 6 3			

III. Position of Mobilization and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	:	3 1 4 5 3 1 7	Total Assets	:	3 1 4 5 3 1 7
Sources of Funds					
Paid Up Capital	:	1 7 1 0 6 6	Share Warrants	:	1 0 5 6 3
Reserve & Surplus	:	1 0 3 8 5 6 4	Secured Loans	:	1 2 0 3 2 9 7
Unsecured Loans	:	2 0 2 2 7	Deferred Tax Liability	:	4 0 4 9
Application of Funds					
Net Fixed Assets (including Capital WIP)	:	7 2 3 3 1 9	Investments	:	1 1 8 6 6 2
Net Current Assets	:	1 6 0 5 7 8 5	Pre-operative Expenditure pending allocation	:	NIL
Accumulated Losses	:	NIL			

IV. Performance of Company (Amount in Rs. Thousands)

Turnover (Gross Revenue)	:	2 4 1 2 6 9 4	Total Expenditure	:	2 3 7 3 4 8 8
+/- Profit/Loss Before Tax	:	+ 3 9 2 0 6	+/- Profit/Loss After Tax	:	+ 2 8 5 1 6
Earning per Share(Basic) in Rs.	:	1.79	Dividend Rate%	:	0 0

V. Generic names of three Principal products/services of the Company

Item Code No. (ITC Code)	:	8 5 3 6 2 0 3 0
Product Description	:	MINIATURE CIRCUIT BREAKERS
Item Code No. (ITC Code)	:	8 5 3 6 2 0 4 0
Product Description	:	EARTH LEAKAGE CIRCUIT BREAKERS
Item Code No. (ITC Code)	:	8 5 3 9 3 1 0 0
Product Description	:	COMPACT FLUORESCENT LAMPS
Signature to Schedules 1 to 18		

As per our report of even date annexed.

Rajesh Sethi
Partner
Membership No. 85669
Firm Reg. No. 001111N

Rakesh Dhody
AVP(Legal) &
Company Secretary

K. B. Satija
Sr. General Manager
Corporate Finance

P. K. Ranade
Joint Managing
Director

V. P. Mahendru
Chairman - Cum
Managing Director

for & on behalf of
J. C. Bhalla & Co.
Chartered
Accountants

Place : Noida
Dated : 29th May, 2010

Cash Flow Statement for the Year Ended 31st March, 2010

	2009-10 (Rs.)	2008-09 (Rs.)
A. Cash Flow from Operating Activities		
Net Profit before tax and extra ordinary items	39,206,286	73,599,394
Adjustments for :		
Depreciation	70,020,735	66,079,218
Interest Income	(2,348,804)	(4,433,040)
Interest Charged	181,503,287	165,238,050
Loss/(Profit) on sale of fixed assets	(94,273,467)	(15,684,935)
Operating profit before Working Capital Changes	194,108,037	284,798,687
Adjustments for :		
Trade and Other Receivables	(39,504,819)	(172,942,288)
Inventories	(47,055,257)	30,431,238
Trade payables and Other Liabilities	(42,938,742)	102,141,991
Cash generated from Operations	64,609,219	244,429,628
Direct Taxes Paid	(9,999,032)	(32,942,598)
Net Cash from Operating Activities	54,610,187	211,487,030
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(99,084,424)	(179,799,192)
Sale of Fixed Assets	177,746,346	24,619,319
Pre-operative Expenditure pending allocation	21,241,334	(9,393,532)
Investments	(8,366,000)	(82,540,000)
Interest Received	2,552,761	4,212,889
Net Cash used in Investing Activities	94,090,017	(242,900,516)
C. Cash Flow from Financing Activities		
Proceeds from Issuance of Share Warrants	50,562,500	24,700,000
Proceeds from Borrowings	45,706,093	598,704,244
Repayment of Borrowings	(107,178,211)	(361,066,769)
Interest Paid	(180,170,582)	(164,369,983)
Preference Dividend Paid	-	-
Income Tax on Preference Dividend Paid	-	-
Net Cash from Financing Activities	(191,080,200)	97,967,492
Net (Decrease)/Increase in Cash & Cash Equivalents	(42,379,996)	66,554,006
Cash & Cash Equivalents at start of the year	131,934,651	65,380,645
Cash & Cash Equivalents at close of the year	89,554,655	131,934,651

Cash and cash equivalents include Rs.1,884,683/- (Previous Year Rs 350,765/-) on account of Margin Money which is held for more than three months and is not available for use by the Company.

As per our report of even date annexed.

Rajesh Sethi
Partner
Membership No. 85669
Firm Reg. No. 001111N

Rakesh Dhody
AVP(Legal) &
Company Secretary

K. B. Satija
Sr. General Manager
Corporate Finance

P. K. Ranade
Joint Managing
Director

V. P. Mahendru
Chairman - Cum
Managing Director

for & on behalf of
J. C. Bhalla & Co.
Chartered
Accountants

Place : Noida
Dated : 29th May, 2010

INDO ASIAN FUSEGEAR LIMITED

Regd. Office: 51 Kms, G.T. Karnal Road, Murthal, Distt. Sonapat, Haryana – 131 027

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTERENCE OF THE MEETING HALL. Joint shareholders may obtain additional slip at the venue of the meeting.

DP Id.*		Master Folio No.	
Client Id.*		No. Shares	
Name and address of the Shareholder :			

I hereby record my presence at the 21st Annual General Meeting of the Company held on Thursday, 9th day of September, 2010, at 9:00 a.m. at 51 Kms, G.T. Karnal Road, Murthal, Distt. Sonapat, Haryana – 131 027.

* Application for investors holding share in electronic form.

Signature of Shareholder / Proxy

PLEASE NOTE THAT NO GIFTS/GIFT COUPONS WILL BE DISTRIBUTED AT THE MEETING



INDO ASIAN FUSEGEAR LIMITED

Regd. Office: 51 Kms, G.T. Karnal Road, Murthal, Distt. Sonapat, Haryana – 131 027

PROXY FORM

DP Id.*		Master Folio No.	
Client Id.*		No. Shares	

I/Weof.....being a member/ members of INDO ASIAN FUSEGEAR LIMITED hereby appoint ofor failing himof as my/our proxy to vote for me/us and on my/our behalf at the 21st Annual General Meeting of the Company to be held on Thursday, 9th day of September, 2010, at 9:00 a.m. at any adjournment thereof..

** I wish my above Proxy to vote in the manner as indicated in the box below:-

Resolution	In favour	Against
1) Adoption of Accounts, Reports of the Board of Directors and Auditors		
2) Re-appointment of Sh. R.C. Bansal, Director		
3) Re-appointment of Dr. Sai Ramachandran, Director		
4) Appointment of Auditors		

Notes:- (1) The proxy, to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the aforesaid meeting. (2) A Proxy need not be a member of the Company. (3) ** This is only optional. Please put a "X" in the appropriate column against the resolutions indicate in the box. If you leave the "For" or "Against" column blank against any all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



Signed this.....day of.....2010.

Signature.....

Affix a Re 1/- Revenue Stamp

* Applicable for investors holding shares in electronic form.

OUR PRODUCT RANGE

 <p>Miniature Circuit Breakers (MCBs)</p>	 <p>Air Circuit Breakers (ACBs)</p>	 <p>Icon Contactors, Relays & MPCBs</p>	 <p>Wiring Devices</p>
 <p>Residual Current Circuit Breakers (RCCBs)</p>	 <p>Changeover Switches / Bypass Switches</p>	 <p>"LOVATO", Italy Contactors, Relays & MPCBs</p>	 <p>CFLs, PL-L, FTLs & Luminaires</p>
 <p>Distribution Boards (DBs)</p>	 <p>Switch Disconnector Fuses</p>	 <p>Time Switches</p>	 <p>Multistrand Copper Conductor Flexible Cable with PVC Insulation</p>
 <p>Moulded Case Circuit Breakers (MCCBs)</p>	 <p>HRC Fuses & Fuse Bases</p>	 <p>Feeder Pillars</p>	 <p>Static Energy Meters & Metering Solutions</p>



Switchgear Plant, Noida



Switchgear Plant, Murthal



Switchgear Plant, Haridwar



Switchgear Plant, Haridwar



BOOK-POST



If undelivered, please return to :

INDO ASIAN FUSEGEAR LIMITED

B-88, Sector-83, NOIDA-201 305 (UP)

Phones: (91) 120-3096700/707, Fax: (91) 120-3096800

E-mail: corporate@indoasian.com, Website: www.indoasian.com