

DIRECTORS -REPORT

THE MEMBERS,

Your Directors are pleased to present the 13th Annual Report together with the Audited Statement of Accounts of your company for the year ended 31st March 2008.

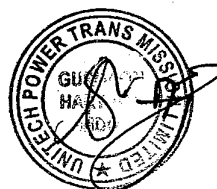
FINANCIAL RESULT

Yours Company's performance during the year as compared to the previous year is summarized below:

<u>Particulars</u>	(Rupees in Lacs)	
	<u>Year ended</u> <u>31.03.2008</u>	<u>Year ended</u> <u>31.03.2007</u>
Gross Sales and other Income	7319.43	9028.25
Profit before Interest, Depreciation and Tax	782.96	1122.23
Interest	605.88	546.94
Profit before Depreciation and Tax	177.08	575.29
Depreciation	136.36	133.13
Profit before Tax	40.72	442.16
Provision for Tax: Current	9.92	55.92
Deferred	(10.61)	145.70
Profit after Tax	41.41	240.54

DIVIDEND

In view of unavailability of distributable profits, your directors express their inability to declare any dividend for the year.



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Unitech Power Transmission Ltd.

Head Office: # 136, Udyog Vihar, Phase-I Gurgaon, Haryana 122016 INDIA
T (B): +91(124) 2341830 / 2341831 F: +91(124) 2341829 E: uptl@unitechgroup.com
Works: A-33 MIDC Industrial Area, Butibori Nagpur - 441108, Maharashtra, INDIA
Regd. Office: 6, Community Centre, Saket, New Delhi - 110 017, INDIA

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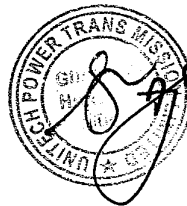
OPERATIONS:

The turnover during the year under review is Rs. 73.19 Crore as compared to Rs. 90.28 Crores in the previous year, resulting in a decrease of 19%. The main reason for reduction is lower production and non-dispatch of accumulated heavy stock of finished goods worth Rs. 17 Crore lying at factory & at sites due to the delay by the client in providing the documents. Because of blockage of huge money in inventories, the company could not achieve the level of production of last year. Despite of lower turnover, the company made a profit after Tax of Rs. 41.41 Lacs.

OUTLOOK:

Our ability to address the client needs with high level of efficiency has held us in good stead in 2007-08. The continual growth in Power Sector is expected to give impressive growth to your company. The Company has already completed the expansion programme successfully and put this additional capacity for commercial production on 1st March 2008.

The company has orders in hand as on 31st March 2008 for supply of about 10164 M.Ton Transmission & Telecom towers and construction of 420 KM Lines worth Rs. 103.44 Crore. In addition, the company is expecting orders from Power Grid Corporation of India Ltd. and other clients for supply of 77064 M.Ton towers worth Rs. 458.65 Crore. This is the first time in the history of the company when PGCIL is going to award 4 packages of supply of towers to 765 kV S/C Projects.



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QUALITY POLICY / CERTIFICATION

The company is committed to provide consistent good quality products to its customers worldwide and for achievement of world class quality in the products manufactured, every employee is involved in ensuring quality of products at all times. The Management on its part is fully committed to further improve quality and provides all resources to accomplish this task.

The company is an ISO 9001 certified company since 1999 and in 2005, it has been audited and re-certified ISO 9001:2000 by the International Certification Ltd., Auckland, New Zealand and the required certificate for Engineering, manufacturing, construction and testing, commissioning of Transmission line towers, Microwave towers, substation structures and allied works has been received.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to energy conservation, technology absorption, foreign exchange earnings, and outgo, as required to be disclosed under section 217 (1)(e) of the Companies Act, 1956 read with the companies (Disclosure of Particulars in the report of Board of Directors) rules 1988 are provided in the Annexure (A) to this report.

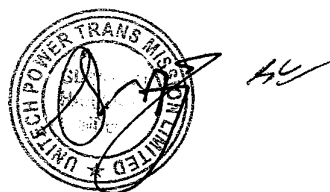
PARTICULARS OF EMPLOYEES

The statement under section 217(2A) of the Companies Act, 1956, read with companies (particulars of Employees) Rules, 1975, as amended is given in Annexure (B), forming part of this report.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956, Mr. Krishan D. Rajani retires by rotation and being eligible, has offered himself for re-appointment.

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RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, Board of Directors of your Company state:

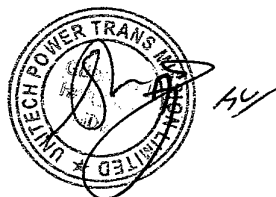
- i. That in preparation of annual accounts, applicable accounting standards had been followed:
- ii. That the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- iii. That the directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 safeguarding assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the directors had prepared annual accounts on a going concern basis.

AUDITORS AND AUDITOR'S REPORT

The Auditors of the Company, M/S Goel & Garg Co., Chartered Accountants hold office until the conclusion of the ensuring Annual General Meeting and are eligible for re-appointment. The Company has received letter from them to the effect that their appointment / re-appointment, if made, would be within prescribed limit under Section 224(1B) of the Companies Act, 1956.

The notes on Accounts referred to in the Auditor's Report are self-explanatory and, therefore, do not call for any further comments.

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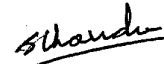
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ACKNOWLEDGEMENT

Your Directors wish to place on record their gratitude to Financial Institutions, Banks, Business Associates, Government Authorities, customers, vendors and Shareholders for their unstinted support, assistance and co-operation.

Your Company and its Directors also acknowledge with thanks the full fledged co-operation received from the employees at all levels.

On Behalf of the Board of Directors



Sanjay Chandra
Chairman



Apoorva Shirvastava
Managing Director

Place: Gurgaon
Date: 13 JUN 2008



A.S. Johar
Director

ANNEXURE 'A' TO DIRECTORS' REPORT

Information in accordance with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

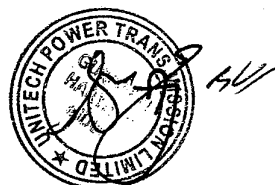
A. Conservation of Energy

Form A

Particulars	For the year ended 31 st March 2008	For the year ended 31 st March 2007
1. Electricity		
a) Purchased utilization KWH	793709	718780
Total Amount (Rs. In Lacs)	41.53	33.42
Rate per unit (Rs.)	5.23	4.65
b) Own Generation	Nil	Nil
2. Furnace Oil/LDO		
Quantity (Kilo Litre)	528204	604399
Total Cost (Rs. In Lacs)	106.85	110.49
Average Rate (Rs.)	20.23	18.28
3. Consumption per unit of Production		
i) Production in MTs	12674.99	14483
ii) Electricity (KWH)	62.62	49.63
iii) Furnace Oil/LDO	41.67	41.73

B. Foreign Exchange Earnings & Outgo

Particulars	Current Year (Rs. In Lacs)	Previous Year (Rs. In Lacs)
Foreign Exchange earned	1411.06	834.12
Foreign Exchange used	141.16	5.81



ANNEXURE 'B' TO DIRECTORS' REPORT

PERSONNEL

Report on particulars of the employees required in terms of Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, is as under:

Sr. No	Name	Age	Designation	Remuneration received (Amount in Lacs)	Qualification	Experi oence	Date of Comm. Of Employment	Last Employment
1	Mr. Apoorva Shrivastava	35	Managing Director	37.83	BA(Economics), BA(Pol.Science), M Sc (Internation Business Management)	11	17.09.2003	Unitech Ltd.

