



NEPC INDIA LIMITED

22nd
ANNUAL REPORT
2010-11



Annual report for the year ended 31st March, 2011

BOARD OF DIRECTORS

Mr. Ravi Prakash Khemka, Chairman
Mr. Raj Kumar, Whole Time Director
Mr. Tirupathi Kumar, Managing Director
Mr. Rakesh Gupta
Mr. S. Rajendran

AUDITOR

M/s. A. Nageswaran
Chartered Accountant
No.7, Bharathi Street,
Ram Nagar,
Coimbatore - 641 009

REGISTERED OFFICE

1678, Trichy Road, Ramanathapuram
Coimbatore - 641 045

CORPORATE OFFICE

36, Wallajah Road
Chennai - 600 002

WORKS

Plot No. 222 (NP), Sidco, Industrial Estate
Ambattur, Chennai - 600 098

BANKERS

Bank of Maharashtra
State Bank of Patiala
The Karnataka Bank Ltd.

AUDIT COMMITTEE

Shri S. Rajendran
Shri Rakesh Gupta
Shri Tirupathi Kumar

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NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty Second Annual General Meeting of the members of the Company will be held on Friday, the 30th day of September 2011, at 10 A.M, at its Registered office at 1678, Trichy Road, Ramanathapuram, Coimbatore – 641 045 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2011 and the profit and loss account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. Rajkumar who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in the place of Mr. Tirupathi Kumar who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

“RESOLVED THAT M/s.A. Nageswaran, Chartered Accountant, Coimbatore – 641 009 be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company, on a remuneration that may be fixed by the Board of Directors”.

(By Order of the Board)
for **NEPC India Limited**

Place : Chennai
Date : 29-07-2011

Ravi Prakash Khemka
Chairman.

**NOTES**

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote in his stead and the proxy need not be a member of the Company. The instrument of proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 26-09-2011 to 30-09-2011.
3. Members are requested to notify immediately any change in their address to the Company.
4. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
5. Members are requested to bring their copies of Annual Report to the Meeting.
6. Members are already informed that Securities and Exchange Board of India (SEBI) have made it compulsory for all investors to trade the Company's securities in dematerialisation form, effective 28-08-2000. Members are, therefore, requested to avail of Dematerialisation facility.
7. Members with identical order of names who are holding in multiple Folios are requested to write to the Company to consolidate their holdings into one Folio.
8. Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of nomination facility by filling Form 2B. Members who hold share in the dematerialized form may contact their Depository Participant for recording nomination in respect of their shares.
9. At this Annual General Meeting Mr. Rajkumar and Mr. Tirupathi Kumar, retire by rotation and being eligible, offer themselves for re-appointment.
The brief background and the functional expertise of the Directors proposed for re-appointment is furnished below along with details of Directorships in other Companies.

(a) Mr.Rajkumar, aged about 46 years, has been associated with the Company as Director since inception. He is well experienced in Business and Commerce. Details of other Directorships held by him:- Director in the Boards of NEPC Textiles Limited, NEPC Agro Foods Limited, Skyline NEPC Limited, Sai Televisions Limited and National Wind Power Corporation Ltd.

(b) Mr.Tirupathi Kkumar, aged about 43 years, has been associated with the Company as Director since inception. He is well experienced in Business and Commerce. Details of other Directorships held by him:- Director in the Boards of NEPC Textiles Limited, NEPC Agro Foods Limited, Skyline NEPC Limited, Sai Televisions Limited and National Wind Power Corporation Ltd.

Place : Chennai
Date : 29-07-2011.

(By Order of the Board)
For NEPC India Limited
Ravi Prakash Khemka
Chairman



DIRECTORS' REPORT

To the Members of NEPC INDIA LIMITED

Your Directors have pleasure in presenting the Twenty Second Annual Report and Audited Accounts of your Company for the year ended 31st March, 2011.

FINANCIAL HIGHLIGHTS

The Financial Results and the performance of the Company during the year under review are as follows:

(Rs. in lakhs)

Particulars	Year ended	Year ended
	31-03-2011	31-03-2010
Income from Operations	29.44	101.90
Other Income	-	0.73
Operating Expenses	153.68	212.53
Operating Profit/(loss)before Depreciation	(124.24)	(109.90)
Depreciation	83.04	88.68
Profit/(loss) before extra-ordinary items	(207.28)	(198.58)
Extra-ordinary items + / (-)	-	95.17
Provision for Taxation(Fringe Benefit Tax)	-	-
Profit (loss) after taxation	(207.28)	(103.41)
Balance Profit / (Loss) Brought Forward	(26051.15)	(25947.74)
Net Profit / (loss) carried to Balance Sheet	(26258.43)	(26051.15)

DIVIDEND

The Directors do not recommend dividend for the year ended 31st March, 2011.

BUSINESS REVIEW

Consequent to the process of transferring its wind energy division to M/s. Southern Wind Farms Limited as per the slump sale agreement dated 16-01-2006, the Company is presently engaged in the business of Solar Dual Power Modules and related items.

DIRECTORATE

Mr. Rajkumar and Mr. Tirupathi Kumar retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment to the Board.

**AUDITORS**

M/s. A. Nageswarn, Chartered Accountant, retire at the conclusion of the forthcoming Annual General Meeting. However, they are eligible for re-appointment and have given their consent to act as the auditors of your Company, if appointed. The Audit Committee and the Board recommends the re-appointment of M/s. A. Nageswaran, Chartered Accountant, as the Auditors of the Company.

REMARKS ON AUDITOR'S QUALIFICATIONS

With regard to para 3 (vi)(a) of Auditor's report and Note II-3 in Schedule 18, the Company has already obtained confirmations from certain sundry creditors and sundry debtors. The process of confirmation and reconciliations in respect of other items such as sundry debtors, loans/advances, certain bank balances, deposits and current liabilities is on. However, it may be noted that after due reconciliation is over, the assets and liabilities of your Company are not expected to result in any material change, considering certain settlements already made.

With regard to para 3 (vi)(b) and Note II-08 in Schedule 18 regarding AS 28 - impairment of Assets, the Company is in the process of ascertaining the losses on account of impairment of asset, if any, relating to the Airline division and it is also considering the possibility of realizing some claim arising out of these assets. Pending this ascertainment, the loss has not been recognized in the current year.

With regard to para 3 (vi)(c) of Auditor's report and Note II-10 in Schedule 18 regarding non-provision of retirement benefits, since the number of employees becoming eligible is low, the quantum of provision required is expected to be marginal and will not vitiate the financial statements.

With regard to para 3 (vi)(d) of Auditor's report and Note II-11.1 in Schedule 18 regarding non provision of Deferred Tax assets as stipulated in AS 22 - Taxes on Income, the same has not been considered as the Company opines that there will not be any such instance.

DIRECTORS RESPONSIBILITY

In compliance with Section 217 (2AA) of the Companies Act, 1956, the Directors confirm that :

- in the preparation of annual accounts the applicable Accounting Standards have been followed, along with proper explanation wherever necessary.
- the Accounting Policies selected and applied on a consistent basis, give a true and fair view of the affairs of the Company and of the loss for the financial year;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the aforesaid Act for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities;
- the Annual Accounts have been prepared on a going concern basis.



PARTICULARS OF EMPLOYEES

No employee of the Company was paid remuneration in excess of limits prescribed under section 217 (2A) of the Companies Act, 1956, read with the relevant Rules as amended.

INDUSTRIAL RELATIONS

Your Company continues to maintain harmonious and cordial relations with its workers.

CORPORATE GOVERNANCE

A detailed report on this subject forms part of this Report.

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

The Statement pursuant to Section 217 (1) (e) of the Companies Act 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988 is given in the annexure forming part of this Report

Foreign Exchange Earnings and Outgo

	31-03-2011	31-03-2010
Earnings	Nil	Nil
Outgo	-	-
Travelling Expenses	-	-
Raw Material	-	-
Capital goods	-	-
Technical Expenses	-	-
Total	-	-

ACKNOWLEDGEMENT

Your Directors would like to place on record their appreciation and gratitude to the Company's members for their support and confidence. Your Company is grateful for the co-operation and continued support extended by the Central Government, State Governments, Banks, Government Bodies, Departments, etc. The Directors also express their appreciation for the support and contribution by the employees at all levels.

(By Order of the Board)
For **NEPC India Limited**

Place : Chennai
Date : 29-07-2011

Ravi Prakash Khemka
Chairman



ANNEXURE TO THE DIRECTORS' REPORT

FORM - A

(See Rule 2)

DISCLOSURE OF PARTICULARS WITH RESPECT TO
CONSERVATION OF ENERGY

	<u>31-03-2011</u>	<u>31-03-2010</u>
A. Power and Fuel Consumption		
1. Electricity		
a) Purchased Unit (Nos)	-	-
Total amount (Rs.)	-	-
Rate/Unit (Rs.)		
b) Own Generation		
i) Through Diesel Generator Unit (Nos)		
Units per Ltr. of diesel oil (Nos)		
Cost/unit (Rs)	-	-
ii) Through Wind turbine/generator		
Units (Nos)	Nil	Nil
Cost/unit (Rs)	Nil	Nil
Amount (Rs)	Nil	Nil
2. Coal (Specify quality and where used)		
Quantity (tonnes)	Nil	Nil
Total cost (Rs.in thousands)	Nil	Nil
Average rate	Nil	Nil
3. Furnace Oil		
Quantity (K. Itrs)	Nil	Nil
Total amount	Nil	Nil
Average rate	Nil	Nil
4. Others/internal generation (please give details)		
Quantity	Nil	Nil
Total cost	Nil	Nil
B. Consumption per unit of production		
Products (with details) unit		
Electricity	Nil	Nil
Furnace	Nil	Nil
Coal (Specify quality)	Not applicable	Not applicable
Others (Specify)		



FORM - B
FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO
TECHNOLOGY ABSORPTION

(1) RESEARCH AND DEVELOPMENT (R&D)

Your Company was a pioneer in Wind energy development in the country and achieved tremendous success in R&D activity related to wind energy machines by way of import substitution, indigenization and new products development, in the past.

(2) FUTURE PLAN OF ACTION

Your Company has identified Solar power equipment and related items as focus area of development , which involve Solar Cell / Fuel Cell, Inverters and related components.

(3) EXPENDITURE ON RESEARCH AND DEVELOPMENT

a) Capital	Nil
b) Recurring	Nil
c) Total	Nil
d) Total Research & Development expenditure as a percentage of total turnover	Nil

(By Order of the Board)
For **NEPC India Limited**

Place : Chennai
Date : 29-07-2011

Ravi Prakash Khemka
Chairman

**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31-03.2011****Code of Corporate Governance:**

NEPC India Limited, as part of NEPC Group, has over the years followed code of Corporate Governance by adhering to practices which consist of managerial plans and procedures towards fulfillment of the obligation to business performance along with maximisation of stakeholders value. The Company is committed to good corporate governance and continuously review various investor relationship measures with a view to enhance stake holders value.

NEPC India's business objective and that of its management and employees is to manufacture and market the Company's products in such a way as to create value that can be sustained over the long term for consumers, shareholders, employees, business partners and the national economy.

The Board of Directors are all experienced and eminent persons and the pivotal role is performed by them. The Board has constituted various committees like the Audit Committee, Share Transfer/ Investors' Grievance Committee to look into relevant aspects of specialised area. The Company reports the following compliance of Corporate Governance for the year ended 31-03-2011.

BOARD OF DIRECTORS**a) Composition and Details of Membership/Chairmanship of Directors in Board Committees**

The Board of Directors of the company as at March 31, 2011 consisted of

S No	Name of Director	Executive /Non Executive Independent	No. of Director ships held	No. of Membership / Chairmanship in other Board Committees*
1	Mr.Ravi Prakash Khemka	Executive	6	-
2	Mr. Raj Kumar	Executive	6	5
3	Mr Tirupathi Kumar	Executive	6	5
4	Mr.S Rajendran	Non Executive & Independent	5	10
5	Mr. Rakesh Gupta	Non Executive & Independent	5	10

* Only Audit Committee and Shareholders/Investors' Grievance Committee are considered for this purpose

Note : None of the Directors are Chairman of more than 5 Committees

The Board functions as a full Board or through Committees. The Board of Directors and its Committees meet at regular intervals. This structure has enhanced Board's role in guiding the Company and contributed to the overall performance.

**b) Attendance at Board Meetings & Last AGM**

Four meetings of the Board were held during the reporting year on 28-04-2010, 30-07-2010, 30-10-2010 and 28-01-2011.

Attendance of Directors at the Board Meeting held during the reporting year and last AGM are

SI No.	Name of the Directors	No of meetings held during the period	No of meetings attended	Attendance at last AGM Present/Absent
1	Mr. Ravi Prakash Khemka	4	4	Present
2	Mr. Raj Kuamr	4	4	Present
3	Mr. Tirupathi Kumar	4	4	Present
4	Mr Rakesh Gupta	4	4	Present
5	Mr. S.Rajendran	4	4	Present

c) The brief background and the functional expertise of the Directors proposed for re-appointment is furnished below along with details of directorships in listed Companies.

(a) Mr.Rajkumar, aged about 46 years, has been associated with the Company as Director since inception. He is well experienced in Business and Commerce. Details of other Directorships held by him:- Director in the Boards of NEPC Textiles Limited, NEPC Agro Foods Limited, Skyline NEPC Limited, Sai Televisions Limited and National Wind Power Corporation Ltd.

(b) Mr.Tirupathi Kkumar, aged about 43 years, has been associated with the Company as Director since inception. He is well experienced in Business and Commerce. Details of other Directorships held by him:- Director in the Boards of NEPC Textiles Limited, NEPC Agro Foods Limited, Skyline NEPC Limited, Sai Televisions Limited and National Wind Power Corporation Ltd.



AUDIT COMMITTEE

The terms of reference of the Audit Committee is in accordance with that specified in clause 49 of the Listing Agreement with Stock Exchanges and also conforms to the requirements of Section 292 (A) of the Companies Act, 1956.

The Audit committee of the Board comprises of Mr. S Rajendran, Mr.Rakesh Gupta (Independent directors) and Mr. Tirupathi Kumar (Managing Director) as members.

The Committee met four times during the year on the following dates: 26-04-2010, 28-07-2010, 28-10-2010 and 26-01-2011. The main objective of Audit Committee is to monitor and provide effective supervision of the financial reporting process with a view to ensure accurate, timely and proper financial disclosures.

The responsibilities of the Audit Committee include overseeing the financial reporting process to ensure proper disclosure of financial statements. The Audit Committee reviews the quarterly and annual financial statements before submission to the Board, the internal audit function, internal controls and other related matters.

Composition and Attendance of Members at the Audit Committee held during the reporting year ended 31-03-2011.

SLNO	Name of the Director	Executive/Non Executive/ Independent	No.of meetings held	No.of meetings attended
1	Mr.S.Rajendran (Chairman)	Non Executive and Independent	4	4
2	Mr. Tirupathi Kumar	Executive	4	4
3	Mr. Rakesh Gupta	Non Executive and Independent	4	4

REMUNERATION COMMITTEE

No meeting of the Committee was held during the reporting year ended 31-03-2011
Shareholdings of non-executive directors - Nil.

Directors' Remuneration : Nil

**SHAREHOLDERS / INVESTORS' GRIEVANCE COMMITTEE:**

The Committee monitors the redressal of Investors Grievances. The management provided top priority for investor grievances and all communications received from shareholders were responded / resolved and satisfactorily complied with.

The Investor Grievances Committee comprises of Mr. Rakesh Gupta, Mr.S.Rajendran (both Non-executive independent directors) and Mr. Raj Kumar (Whole-time Director) as members.

Attendance of Members at the Meetings of the Share Transfer / Investors's Grievances Committee held during the reporting year ended 31-03-2011.

S/no	Name of the Members * Chairman	No of meetings held during the reporting period	No.of meetings attended
1	Mr. Rakesh Gupta *	12	12
2	Mr. Raj Kumar	12	12
3	Mr. S. Rajendran	12	12

Details of investor grievances received during the reporting year:-

No of shareholders complaints received during the year	:	96
No of Shareholders complaints responded / resolved	:	96
No of Pending complaints lying un-attended	:	nil

GENERAL BODY MEETING

Location and time for the last three Annual General Meetings held:

For the accounting year/period	Venue	Date	Time
2007-2008	Registered office of the Company situated at 1678, Trichy Road, Ramanathapuram Coimbatore - 641 045	26 th Sept 2008	10.00 A.M
2008-2009	- do-	25 th Sept 2009	10.00 A.M
2009-2010	- do-	24 th Sept 2010	10.00 A.M

For this Annual General Meeting, there is no business resolution that requires voting through postal ballot as per the new Rule 4 of Companies (passing of Resolution by postal Ballot) Rules, 2001



DISCLOSURES

Related Party Transactions: During the year, there were no significant related-party transactions which may have potential for conflict with the interests of your Company at large. Details are furnished in Notes II-14 of Schedule 18 (Notes on Accounts) forming part of the Audited Financial Statements for the year.

Penalty, if any, imposed on the Company on any matter related to capital markets, during the last three years : Nil

Compliance of Clause 49: Your Company has complied with the requirements of Corporate Governance stipulated under Clause 49 of the Listing Agreement. A certificate to this effect has been issued by M/s. A. Nageswaran, Chartered Accountant, and the same has been incorporated elsewhere in this document.

The Company has generally complied with all the mandatory disclosure requirements under Clause 49 of the Listing Agreement.

Accounting Standards: In the preparation of financial statements for the year ended 31st March, 2011, the treatment prescribed in the Accounting Standards issued by the Institute of Chartered Accountants of India from time to time, has been followed by your Company along with proper explanations wherever necessary.

CEO / CFO Certification

In terms of the revised Clause 49 of the Listing Agreement, the Managing director / Finance Head of the Company has certified on the financial statements and the internal controls relating to financial reporting to the Board.

Code of conduct for Directors and Senior Management

The Board of Directors has laid down a Code of Conduct for all Board Members and Senior Management of the Company.

Declaration by the Managing Director : All members of the Board and senior management have affirmed to the Board, of having complied with the code of conduct during the year under review



MEANS OF COMMUNICATION

Financial results, quarterly / half yearly results, are published within the stipulated period in English and vernacular newspapers. The Company from time to time presents all the relevant information as required by the legislation within the prescribed time.

Address of our official website is <http://www.nepcindia.com>

GENERAL SHAREHOLDER INFORMATION

Business Information : All information pertaining to business and developmental activities are intimated to the Stock Exchanges on a continuous basis from time to time. The stock exchanges in turn announce the corporate information on their respective websites. The quarterly financial results are published in the newspapers as per Listing agreement requirements.

- a) The 22nd Annual General Meeting of the members of the Company will be held on Friday, the 30th September, 2011 at 10,00 A.M at its registered office at 1678, Trichy Road, Ramanathapuram, Coimbatore – 641 045.
- b) Accounting period : 1st April, 2010 to 31st March, 2011
- c) Dates of Book Closure : September 26 - 30, 2011 (both days inclusive)
- d) The Company's Equity shares are listed in the BSE and NSE Stock Exchanges in India (Listing Fees for 2010-2011 paid). The Global Depository Receipts (GDRs) are listed on the Luxembourg Stock Exchange.
- e) Share Transfer Agent : M/s. Purva Sharegistry (India) Pvt Ltd.
No: 9, Shiv Sakthi Industrial Estate,
Sitaram Mills Compound , JR Boricha marg,
Lower Parel (E), Mumbai-400 011.

Share Transfer System : All shares have been transferred and returned within 30 days from the date of lodgment, provided the necessary documents were in order.

The Share Transfer / Investor Grievances' Committee met once in a month

f) Dematerialisation of Shares : Trading in the Company's shares in a dematerialised form has been made compulsory with effect from August 28, 2000. The Company entered with an agreement with the Depositories NSDL and CDSL for dematerialised form of shares and the Company provides option to members for dematerialisation form of shares. All requests for dematerialisation of shares are processed and confirmed through the concerned depository.

g) Stock Code: BSECode – 500301, NSE Symbol – NEPC MICON



h) Market Price Data : High, Low during each month in the reporting year 2010-11.

BSE		
Month	High	Low
Apr-10	9.50	7.66
May-10	8.65	6.00
June-10	8.19	6.80
July-10	9.00	7.00
Aug-10	7.49	6.20
Sep-10	7.30	5.93
Oct-10	8.37	5.84
Nov-10	8.74	6.00
Dec-10	6.94	4.65
Jan-11	6.40	4.56
Feb-11	5.31	4.01
Mar-11	4.85	3.88

Category of Shareholding as at 31-03-2011

Category	No of Shares	Percentage
Promoters	8301626	11.99%
Banks, Financial Institutions, etc.	1088584	1.57%
Private Corporate Bodies	10713429	15.47%
Public & Others	46241514	66.75%
FII / NRI / OCBs, etc.	2784590	4.03%
Trust	134895	0.19%
Total	69264638	100.00%

**DISTRIBUTION OF SHAREHOLDINGS AS AT 31-03-2011**

No of Equity Shares held	Shareholders Numbers	%	Share Amount Rupees	%
Upto 5000	248778	93.57	222991220	32.20
5001-10000	10411	3.92	80780580	11.66
10001-20000	3691	1.39	55960890	8.08
20001-30000	1059	0.40	27379610	3.95
30001-40000	434	0.16	15738010	2.27
40001-50000	496	0.19	23903510	3.45
50001-100000	551	0.21	41368900	5.97
100001 & above	435	0.16	224523660	32.42
Total	265855	100.00	692646380	100.00

INVESTORS HELPDESK

For lodgment of transfer deeds and any other documents or for redressal of any grievances/complaints, kindly contact at the following address:-

- (a) Mr. Rajesh Shah, Director
Purva Sharegistry (India) Pvt Ltd.,
No: 9, Shiv Sakthi Industrial Estate,
Sitaram Mills Compound , JR Boricha Marg,
Lower Parel (E), Mumbai-400 011
Phone Nos. 022 - 23016761
Fax : 022 – 23012517
E.mail id : purvashr@mtnl.net.in / busicomp@vsnl.com
- (b) Compliance Officer
NEPC India Limited
Corporate Office
36, Wallajah Road, Chennai – 600 002
Phone Nos. 044 - 28525041
Fax : 044 – 28524709
Investor grievance E.mail id : redressal@nepc.co.in
- (c) Registered Office of the Company :
NEPC India Limited
1678, Trichy Road, Ramanathapuram, Coimbatore 641 045
Phone Nos. 0422- 4396445
Fax : 0422- 2318297



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BUSINESS:

Consequent to the process of transferring its wind energy division to M/s. Southern Wind Farms Limited as per the slump sale agreement dated 16-01-2006, the Company is presently engaged in manufacture and sale of ono-conventional solar products.

TRENDS AND DEVELOPMENT

The Company is focused on electricity generation through harnessing renewable energy sources and is actively considering prospects and proposals in the solar energy development.

BUSINESS REVIEW

The American and European economic situation that prevailed during the year 2010-11 has affected the business and commerce generally all over the world. The Company strived to maintain its operations inspite of difficulties in working capital and tight money market position. The sale of NEPC Solar Dual Power products and related items in the market place is stabilizing and the Company is hopeful of improved performance in the forthcoming years.

The Company is continuing its efforts to explore opportunity and identify prospective investors towards solar energy proposals using photovoltaic modules. The members are well aware of the depressing trends presently prevailing globally, particularly in the American and European market place. The Company is hopeful of change in the market place such that the solar energy proposals now being actively considered would find acceptance from prospective investors.

HUMAN RESOURCE

The Company has continued its focus on human resource management towards performance. The policies and practices are periodically reviewed to enable positive results.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The focus of internal control systems addresses the following:

- Operational efficiency
- Compliance with rules and regulations
- Accuracy and promptness in financial reporting
- Efficient utilisation of resource(s)

The internal audit system of the Company carries out checks and balances at various operative levels and this is reviewed to increase its contribution.

The Audit Committee of the Board of Directors review the internal audit proceeding and the adequacy of internal controls.

FINANCIAL PERFORMANCE

(Rs.in lakhs)

Particulars	Year ended 31-03-2011 (12 Months)	Period ended 31-03-2010 (12 Months)	Period ended 31-03-2009 (12 Months)
Income from Operation	29.44	101.90	360.18
Other Income	-	0.73	92.90
Operating Expenses	153.68	212.53	497.07
Operating Profit/(loss)before Depreciation	(124.24)	(109.90)	(43.99)
Depreciation	83.04	88.68	147.06
Profit/(loss) before extra –ordinary items	(207.28)	(198.58)	(191.05)
Extra-ordinary items + /(-)	-	95.17	-
Provision for Taxation (Fringe Benefit Tax)	-	-	(3.50)
Profit (loss) after taxation	(207.28)	(103.41)	(194.55)
Balance Profit / (Loss) Brought Forward	(26051.15)	(25947.74)	(25753.19)
Net Profit / (loss) carried to Balance Sheet	(26258.43)	(26051.15)	(25947.74)

FUTURE OUTLOOK

The Company is focused on electricity generation through harnessing renewable energy sources. NEPC pioneered Wind Energy in India and established approx. 2000 MW of power. In order to tackle the power shortages in different parts of India, NEPC started manufacturing and marketing Solar Energy compatible power systems, inverters and modules.

A developing India face situations of limited energy resources, especially the provision of electricity in rural areas, and there is an urgent need to address this constraint to social and economic development. India faces a significant gap between electricity demand and supply. Demand is increasing at a very rapid rate compared to the supply. Non-Conventional energy plays a critical role in the power sector today and the Company is an active player in this source of energy.

The Company hopes to achieve fruition of its solar energy proposals and become an active participant in the green energy sector and contribute to solar energy development as a renewable source of power.



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
NEPC India Ltd

We have examined the Compliance conditions of Corporate Governance by NEPC India Limited (hereinafter called the Company) for the year ended 31st March, 2011 as stipulated in Clause 49 of the Listing Agreements of the Company with the various Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us and on the basis of representation made by the directors, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we state that as per the records made available to us, no investor grievance was pending for a period exceeding thirty days.

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

For A. Nageswaran
Chartered Accountant

Membership No. 200 / 23911
Chennai: 29-07-2011



Auditor's Report**The Members****NEPC India Limited.,**

We have audited the attached Balance sheet of **NEPC India Limited** as on 31st March, 2011 and the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date annexed thereto, which we have signed under reference to this report. 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.

1. 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.
2. As required by the Companies (Auditors Report) Order, 2003 as amended by Companies (Auditor's Report) (Amendment) Order, 2004 (together "the Order") issued by the Central Government of India in terms of sub section 4A of section 227 of 'the Companies Act, 1956' of India (the Act), and on the basis of such checks of the books and records of the Company as we consider appropriate and according to the information and explanations given to us, we give in the Annexure hereto a statement on the matters specified in Para 4 & 5 of the said Order to the extent applicable to the Company during the period.
3. Further to our comments in the Annexure referred to in Para 2 above, we report that:
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - ii) In our opinion, proper books of account as required by law have been maintained by the Company in respect of all material transactions so far as appears from our examination of those books.
 - iii) The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account;
 - iv) In our opinion, the balance sheet, profit and loss account and the cash flow statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 to the extent made mandatory, subject to what is stated in Note No. II (3), II (08), II (11), II (12.2) in **Schedule 18 Significant Accounting Policies and Notes on Accounts**;
 - v) On the basis of written representations received from the directors and taken on record by the Board of Directors, we report that none of the director is disqualified as on 31st March, 2011 from being appointed as director in terms of clause (g) of sub section (1) of section 274 of the Companies Act;
 - vi) Attention of the members is invited to the following notes which have been explained in **Schedule 18, Significant Accounting Policies and Notes on Accounts**:
 - a) Note II.3: regarding pending confirmation and reconciliations, if any, in respect of certain debtors, loans and advances, bank balance, deposits and current liabilities;



- b) Note II.08: regarding non-recognition of Impairment of Assets pertaining to the Airline Division even though the conditions for the same exists which is in contravention with the provisions stipulated in Account Standard 28 - Impairment of Assets issued by the Institute of Chartered Accountants of India resulting in over statement of Fixed Assets and under statement of Losses for the year - Amount unascertainable (previous year Amount unascertainable).
 - c) Note II.10: regarding non-provision of retirement benefits in the financial statements on accrual basis which is in contravention with the provisions stipulated in Accounting Standard 15 Accounting for Retirements Benefits - Amount unascertainable (previous year Amount unascertainable).
 - d) Note II.11.1: regarding non-provision of Deferred Taxes on the timing differences that may arise due to disallowance of certain expenses is in contravention with the provisions stipulated in Accounting Standard 22 - Taxes on Income - Amount unascertainable (previous year Amount unascertainable);
- vii) In our opinion and to the best of our information and according to the explanations given to us, the said accounts subject to what is stated in paragraph 3 (vi) above having consequential impact (presently unascertainable) on the profit for the Company and read together with other Significant Accounting Policies and other Notes thereon given in **Schedule 18**, give the information as 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;
- a) In case of the Balance Sheet, of the State of Affairs of the Company as at 31st March, 2011
 - b) In case of the Profit and Loss Account, of the Loss of the Company for the year ended on that date; and
 - c) In the case of Cash Flow Statement, of the cash flow for the year ended on that date.

For **A. Nageswaran**
Chartered Accountant

Membership No. 200 / 23911

Place : Chennai

Dated : 29-07-2011

**Annexure to the Auditors' Report**

(Referred to in paragraph 2 of our report of even date)

In terms of the information and explanation given to us and the books and records examined by us and on the basis of such checks as we considered appropriate, we further report as under:

(i) Fixed Assets:

- a) The Company is in the process of updating its records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b) During the year, the fixed assets have been physically verified by the management, during the course of updation of records, in accordance with the phased programme of verification adopted by the management. Discrepancies, if any, will be adjusted on updation of the said records.
- c) During the year, the Company has not disposed off substantial part of the fixed assets and the going concern status of the Company has not been affected.

(ii) Inventories:

- a) During the year the management has conducted physical verification of inventories at regular intervals.
- b) The procedures of physical verification of Inventories followed by the management, in our opinion, are reasonable and adequate in relation to the size of the Company and nature of its business.
- c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on its physical verification.

(iii) Loans & Advances either granted or taken

- a) (i) As per the records verified by us, the Company has not taken interest-free loans Secured or Unsecured from the parties covered in the register maintained under section 301 of the Companies Act, 1956.

(ii) The Company has granted interest-free advances to one of related parties covered in the register maintained under Section 301 of the Companies Act 1956, with maximum balance during the year of Rs. 31,19,89,895/- and closing balance of Rs. 31,19,89,895.

b) In our opinion, the other terms and conditions of the above advances are not prima facie prejudicial to the Company's interests.

c) The above advances are being repaid as per the stipulations wherever made or as rescheduled.



d) Based on the representations received from the management, we are of the opinion that the Company has taken reasonable steps for the recovery of the above advances.

(iv) **Internal Controls**

Based on the information and explanations given to us, we are of the opinion that the internal control procedures prevailing in the Company need to be strengthened further to make them commensurate with its size and the nature of its business.

During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.

(v) **Transactions covered by Section 301:**

a) During the year the transactions that need to be entered into a register in pursuance of section 301 of the Act have been so entered by the Company;

b) Based on information and explanations given to us, we are of the opinion that, each of these transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time;

(vi) **Public Deposits:**

In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public to which the provisions of section 58A and 58AA or any other relevant provisions of the Act and the Companies Acceptance of Deposits Rules, 1975 apply.

(vii) **Internal Audit:**

There is no formal internal audit system prevailing in the Company during the year under review.

(viii) **Cost Records:**

The Central Government has not prescribed for maintenance of cost records under section 209(1) (d) of the Companies Act, 1956.

(ix) **Statutory Dues:**

(a) Based on the records verified by us and as certified by the management, the Company has been generally regular in depositing undisputed statutory dues arising to the Company in respect of the Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Sales Tax, Wealth Tax, Customs Duty, Service Tax, Cess and any other Statutory Dues during the period to the appropriate authorities. As at 31st March, 2011 except what is reported below, there were no undisputed dues which were outstanding for a period of more than six months from the date they became payable:

Sl. No.	Name of the statute	Nature of the dues	Amount Rs.	Period to which the amount relates	Due date
1.	Income Tax Act, 1961	Tax Deducted at Source	3,26,727	Various Periods	7 th of the month following respective months



- (b) Following are the details of disputed statutory dues which have not been deposited on account of disputes as listed below:

Sr. No.	Nature of dues & Assessment Year	Period to which amount relates	Amount (Rs.)	Name of the Forum under which dispute is pending
1	Sales Tax (Including Interest and penalty Wherever applicable)	F.Y. 2000-01	80,385	Sales Tax Appellate Tribunal
		F.Y. 2001-02	82,344	Sales Tax Appellate Tribunal
2.	Income Tax (Including interest & penalty, wherever applicable)	A.Y.1992-93	12,774	Income Tax Appellate Tribunal Commissioner of Income Tax (Appeals)
		A.Y.1993-94	1,33,39,000	
		A.Y.1994-95	4,52,69,296	Income Tax Appellate Tribunal Income Tax Appellate Tribunal Commissioner Of Income Tax (Appeals)
		A.Y.2004-05	30,000	
		A.Y.2005-06	30,000	

(x) Accumulated Losses

The Company's accumulated losses as at the close of the current year is more than fifty percent of its Net worth as on the said date.

(xi) Loans against pledge of Securities:

During the year under review, the Company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other securities to any party.

(xii) Applicability of special statute

The provisions of any special statute applicable to Chit Fund, Nidhi and Mutual Benefit Society are not applicable to the Company during the year under review.

(xiii) Dealing / trading in shares or Security

As per the records made available to us and verified by us, the Company has not dealt with or traded in shares, securities, etc., during the year under review.

(xiv) Guarantees given

In our opinion, the terms and conditions of the guarantees given by the Company in respect of the loans taken by related parties from banks were not prejudicial to the interests of the Company.

(xv) Application of Funds raised:

- a) During the year, the Company has not raised any new Term Loans.
- b) Based on our verification of the books of accounts, the information and explanations given to us, in this regard and on the overall examination of the balance sheet of the Company we are of the view that the funds raised on short-term basis by the Company have not been utilized for long term purposes and vice versa.



(xvi) Preferential allotment

During the year under review, the Company has not made any preferential allotment of equity shares to any party/concern listed in the Register maintained under Section 301 of the Companies Act, 1956.

(xvii) Security against Debentures

The Company has not issued any debentures during the year under review.

(xviii) End use of Public Issue Money:

During the year, the Company has not raised any money by Public Issue.

(xix) Frauds

During the course of our 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 explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year nor have been informed of such case by the management.

For A. Nageswaran

Chartered Accountant

Membership No. 200 / 23911

Chennai,

Dated : 29-07-2011



BALANCE SHEET AS AT 31.03.2011

(Rs in lacs)

Particulars	Schedule	As at 31.03.2011		As at 31.03.2010	
		Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
I. Sources Of Funds					
1 Shareholders' Funds					
a) Share Capital	1	7,516.46		7,516.46	
b) Reserves & Surplus	2	23,724.92	31,241.38	23,724.92	31,241.38
2 Loan Funds					
a) Secured Loans	3	52.76		116.30	
b) Unsecured Loans	4	15,330.04	15,382.80	15,456.00	15,572.30
3 Deferred Tax Liability			0.00		0.00
Total			46,624.18		46,813.68
II. Application of Funds					
1 Fixed Assets					
a) Gross Block	5	10,538.11		10,557.82	
Less: Depreciation		7,042.15		6,959.11	
b) Net Block			3,495.96		3,598.71
2 Investments	6		15.95		15.95
3 Current Assets, Loans & Advances					
a) Inventories		0.00		0.00	
b) Sundry Debtors	7	9,073.79		9,209.78	
c) Cash & Bank Balances	8	0.42		0.84	
d) Loans & Advances	9	14,046.31		14,053.70	
		23,120.52		23,264.32	
Less: Current Liabilities and Provisions	10	6,266.68		6,116.45	
		6,266.68		6,116.45	
Net Current Assets			16,853.84		17,147.87
4 Profit and Loss Account					
- Loss as per annexed Account			26,258.43		26,051.15
Total			46,624.18		46,813.68

Significant Accounting Policies and Notes on Accounts

18

As per our attached report of even Date

For **A. Nageswaran**
Chartered Accountant

For and on behalf of the Board

Ravi Prakash Khemka
Chairman**Rajkumar**
Whole Time Director**Tirupathi Kumar**
Managing DirectorMembership No. 200 / 23911
Chennai, 29-07-2011

**Profit and Loss Account for the year ended 31st March 2011**

(Rs in lacs.)

Particulars	Schedule	As at 31-03-2011 Amount	As at 31.03.2010 Amount
Income:			
Income From Operations	11	29.44	101.90
Variation in Stocks		-	-
Profit on Sale of Assets		-	0.73
Total		29.44	102.63
Expenditure			
Purchases	12	15.80	33.60
Manufacturing Expenses	13	-	3.31
Administration & Establishment Expenses	14	121.44	125.55
Employee Cost	15	7.72	24.05
Finance Charges	16	0.63	14.52
Marketing & Selling Expenses	17	8.09	10.31
Loss of sale of Assets		-	1.19
Depreciation		83.04	88.68
Total		236.72	301.21
Net profit / (loss) Before Taxation & Extraordinary Items		(207.28)	(198.58)
PF Refund of prior years (extra ordinary item)		-	95.17
Profit / (Loss) Before Taxation		(207.28)	(103.41)
Provision for Taxation			
- Fringe Benefit Tax		-	-
- Current Tax (Refer Note II.15.1)		-	-
- Deferred Tax Asset (Refer Note II.15.2)		-	-
Profit / (Loss) after taxation		(207.28)	(103.41)
Net Profit/(Loss) for the period		(207.28)	(103.41)
Add: Balance Brought forward		(26,051.15)	(25,947.74)
Balance Profit/(Loss) carried to Balance Sheet		(26,258.43)	(26,051.15)
Earnings/Loss per Share (Basic & Diluted)			
- Before Prior Period and Extraordinary items		(0.03)	(0.015)
- After Prior Period and Extraordinary items		(0.03)	(0.015)
Significant Accounting Policies and Notes on Accounts	18		

As per our attached report of even date

For **A. Nageswaran**
Chartered Accountant

For and on behalf of the Board

Ravi Prakash Khemka
Chairman**Rajkumar**
Whole Time Director

Membership No. 200 / 23911

Chennai. 29-07-2011

Tirupathi Kumar
Managing Director

**Schedules forming part of the Accounts of 31st March 2011**

(Rs.in lacs.)

Particulars	As at 31.03.2011		As at 31.03.2010	
	Amount	Amount	Amount	Amount
Schedule - 1				
Share Capital				
Authorised				
10,00,00,000 Equity Shares of Rs 10/- each	10,000		10,000	
5,00,00,000 Preference Shares of Rs 10/- each	5,000	15,000	5,000	15,000
Issued,Subscribed and Paid up				
Equity Share Capital				
6,92,64,638 Equity Shares of Rs 10/- each fully paid up (Includes 31,15,038 Equity Shares of Rs. 10/- each fully paid up, issued for consideration other than cash)		6,926.46		6,926.46
Preference Share Capital				
(Refer Note No. II.2 of Schedule 18)				
I. 54,00,000 17.5% Cumulative Redeemable Preference Shares of Rs.10 each fully paid up	540.00		540.00	
II. 5,00,000 15.5% Cumulative Redeemable Preference Shares of Rs 10 each fully paid up	50.00	590.00	50.00	590.00
Total		7,516.46		7,516.46
Schedule - 2				
Reserves & Surplus				
Security Premium Account		23,724.92		23,724.92
Total		23,724.92		23,724.92
Schedule - 3				
Secured Loans				
Secured by Hypothecation of Vehicles		52.76		116.30
Total		52.76		116.30
Schedule - 4				
Unsecured Loans (Others)				
(Refer Note No: 11.3 of Schedule - 18)				
From Directors		-		-
From Others		15,330.04		15,456.00
Total		15,330.04		15,456.00

Schedule Forming part of the Accounts 31st March 2011

Schedule 5

Fixed Assets (At Cost, Less Depreciation)

(Rs in lacs.)

Description	Gross Block			Depreciation				Net Block		
	Opening balance 01.04.10	Additions during the year	Deletions during the year	Closing balance 31.03.2011	Upto 31.03.2010	For the year	Adjustments	Upto 31.03.2011	Current year 31.03.2011	Previous year
Land	3,024.26	-	-	3,024.26	-	-	-	-	3,024.26	3024.26
Building	309.84	-	-	309.84	229.43	8.04	-	237.47	72.37	80.41
Plant & Machinery	316.25	-	-	316.25	120.34	29.39	-	149.73	166.52	195.91
Computers	8.60	0.03	-	8.63	8.00	0.38	-	8.38	0.25	0.60
Furnitures & Fixtures	23.64	-	-	23.64	10.39	1.33	-	11.72	11.92	13.25
Vehicles	232.29	-	19.75	212.54	157.38	11.24	2.22	166.40	46.14	74.90
Aircraft	6,642.95	-	-	6,642.95	6,433.57	34.88	-	6,468.45	174.50	209.38
Total	10557.83	0.03	19.75	10538.11	6,959.11	85.26	2.22	7,042.15	3,495.96	3598.71
Previous Year	10,563.57	0.25	5.98	10,557.83	6,871.16	88.68	0.73	6,959.11	3,598.71	3692.41

**Schedules forming part of the Accounts of 31st March 2011**

Particulars	(Rs. in lacs.)			
	As at 31-03-2011		As at 31-03-2010	
	Amount	Amount	Amount	Amount
Schedule -6				
Investments (At Cost)				
a) In fully paid-up Equity Shares (Quoted)				
35,332 Equity shares of Rs.10/- each of NEPC Agro Foods Ltd., (A company under the same Management. Out of the above, 8,332 Equity Shares were received as bonus shares and 2,000 shares were received as shares in lieu of dividend)	5.95		5.95	
54,500 Equity shares of Rs. 10/- each of NEPC Textiles Ltd., (A Company under the same Management. Out of the above, 4500 Equity Shares were received in lieu of Dividend)	<u>10.00</u>	15.95	<u>10.00</u>	15.95
Total		<u>15.95</u>		<u>15.95</u>
Schedule - 7				
Sundry Debtors (Unsecured, Considered Good, unless otherwise stated)				
Outstanding for a period exceeding 6 months		9,073.79		9,207.36
Other debts		-		2.42
Total		<u>9,073.79</u>		<u>9,209.78</u>

**Schedules forming part of the Accounts of 31st March 2011**

(Rs in lacs)

Particulars	As at 31-03-2011 Amount	As at 31-03-2010 Amount
Schedule - 8		
Cash & Bank Balances		
Cash on Hand	0.38	0.27
Balances with Scheduled Banks - In Current Accounts	0.04	0.57
Total	0.42	0.84
Schedule - 9		
Loans and Advances (Unsecured considered good, unless otherwise stated)		
Advance recoverable in cash or kind for Value to be received	13,788.39	13,794.44
Share Application Money towards Joint Venture - Turkestanenergo NEPC (Refer Note No II.6.1 of Schedule 18)	160.00	160.00
Deposits	70.57	70.57
Other Advances	27.35	28.69
Total	14,046.31	14,053.70
Schedule - 10		
Current Liabilities and Provisions		
Sundry Creditors	5,461.42	5,349.17
Trade Advances	746.24	746.24
Book Overdraft in Current Account with Scheduled banks	7.77	5.12
Other Liabilities	-	-
Provision for Expenses	51.24	15.92
Total	6,266.68	6,116.45

**Schedules forming part of accounts for the year ended 31st March 2011**

(Rs in lacs.)

Particulars	31-03-2011 Amount	31-03-2010 Amount
Schedule 11		
Income From Operations:		
Sale of solar module	26.30	101.90
Other income	3.14	-
Total	29.44	101.90
Schedule 12		
Purchases / Consumption of raw materials		
Opening Stock	-	-
Add:- Purchase made during the year	15.80	33.60
	15.80	33.60
Less:- Closing Stock	-	-
A	15.80	33.60
Purchases of Equipment	-	-
B	-	-
A+B	15.80	33.60
Schedule 13		
Manufacturing Expenses		
Production Expenses	-	2.76
Repairs & Maintenance - Machinery	-	-
Power & Fuel	-	0.55
	-	3.31

**Schedules forming part of accounts for the year ended 31st March 2011**

Particulars	(Rs.in lacs)	
	31-03-2011 Amount	31-03-2010 Amount
Schedule 14		
<u>Administrative & Establishment Charges:</u>		
Audit Fees	1.45	1.50
Bad Debts Written off	5.49	-
Books & Periodicals	-	0.31
Consultation & Retainership Charges	4.30	13.54
Communication Expenses	0.23	5.90
Director Sitting Fees	-	-
Donation	1.37	0.95
Electricity Expenses - Office	5.02	7.15
Filing Expenses	1.66	-
Fuel Expenses	-	2.02
General Expenses	4.43	5.83
Legal Expenses	14.05	12.27
Loss on Sale of Vehicles	3.00	-
Insurance	1.24	2.15
Membership & Subscription	0.05	1.61
Printing & Stationary	28.40	2.95
Rates Taxes & License	0.63	5.12
Repairs & Maintainance	14.96	8.31
Travelling & Conveyance	11.28	24.97
Postage Expenses	23.50	0.27
Rent	0.38	30.70
Total	121.44	125.55



(Rs in lacs.)

Particulars	As at 31-03-2011 Amount	As at 31-03-2010 Amount
<u>Schedule 15</u>		
<u>Employee Cost</u>		
Salary & Wages	7.22	23.48
Staff Welfare	0.50	0.57
	7.72	24.05
<u>Schedule 16</u>		
<u>Finance Charges</u>		
Bank Charges	0.63	1.56
Interest/HP Other Charges	-	12.96
Interest - OD	-	-
	0.63	14.52
<u>Schedule 17</u>		
<u>Marketing & Selling Expenses</u>		
Advertisement	5.34	7.14
Business Promotion	2.75	1.91
Discount Allowed	-	1.26
	8.09	10.31

**Schedule - 18**

Significant Accounting Policies & Notes on Accounts for the year ended 31st March, 2011

I. Significant Accounting Policies:**1. Accounting Convention**

- a) The Financial Statements have been prepared under Historical Cost Convention on going concern basis and in accordance with the provisions of the Companies Act, 1956 and comply with the **Accounting Standards** issued by the **Institute of Chartered Accountants of India**, to the extent applicable to the Company.
- b) The Company generally follows mercantile system of accounting and recognises income and expenditure on accrual basis except in respect of the insurance claims, Interest on overdue debts, discounts & rebates, dividend received and gratuity payments, leave encashment which are consistently accounted for on cash basis.

2. Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Cost comprises of capital costs and incidental expenses attributable to bringing the asset to working condition for its intended use. Fixed assets acquired under finance lease are accounted as per the **Accounting Standard – 19 Leases** issued by The Institute of Chartered Accountants of India. Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised.

3. Depreciation:

Depreciation on fixed assets on Written Down Value Method at the rates prescribed under the Income Tax Act 1961 mentioned here below:

Particulars	Rate of Depreciation
Building	10%
Plant & Machinery	15%
Furniture & Fixtures	10%
Vehicles	15%
Computers	60%
Aircraft	40%(Depreciation provided only for aircraft put into use)

4. Investments:**Long Term:**

Long-term investments are carried at cost of acquisition. Provision is made only when in management's opinion there is a decline, in the carrying value of such investments.

**5. Borrowing Costs:**

Borrowing costs attributable to the acquisition or construction of assets are capitalised as part of cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are charged to revenue.

6. Revenue Recognition:**Sales of materials & spares:**

The revenue in respect of sales of materials & spares is accounted for on dispatch of goods to the customers.

7 Inventories

Inventories of raw material, consumables and work in progress are valued at lower of the cost or estimated net realisable value. The Company consistently follows the policy of not recognising as inventory the goods in transit until the goods are tested and accepted. Cost of work-in-progress includes conversion and other costs incurred in bringing the inventories to their present location and condition. Obsolete, defective and unserviceable stocks are duly provided for.

8. Foreign Currency Transactions

- a) Transactions in foreign currency are recorded at the rates of exchange in force at the time of occurrence of the transactions.
- b) Assets and outstanding liabilities in foreign currency at the period end are stated at the rates of exchange prevailing at the close of the period and resultant gains/losses are adjusted to:
 - i) Carrying cost of fixed assets, if they relate to fixed assets and
 - ii) Profit and Loss Account in other case.

9. Taxation:

Income-tax expense comprises current tax expense, fringe benefit tax and deferred tax expense or credit.

9.1 Current tax provision, as per the Income tax Act, 1961, is made based on the tax liability computed after considering tax allowances and exemptions at the Balance sheet date.

9.2 Deferred tax liability or asset is recognized for timing differences between the profits/losses offered for income taxes and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each Balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized. (Also refer Note II.12.2)

**10. Retirement Benefits:**

Eligible employees receive benefits from a provident fund, which is a defined contribution scheme. Both, the employees and the Company make monthly contributions to this scheme equal to a specified percentage of the covered employee's salary. Contributions to provident fund are made to the Government administered provident fund schemes and charged to the Profit and loss account. The Company has no further obligations under the provident fund plan beyond its monthly contributions.

Gratuity benefits, which are defined benefits, provide a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's last drawn salary and the tenure of employment. Liabilities with regard to gratuity benefits are accounted on actual payment basis.

Leave encashment benefits as per Company's rules are accounted for on actual payment basis. (Also Refer Note II.11)

11. Research and Development Expenditure:

Revenue expenditure on Research and Development is charged to the Profit and Loss Account in the year in which it is incurred.

12. Earnings per share

In determining earnings per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of Equity Shares, which have been subsequently allotted against share application money.

13. Contingencies

Contingencies arising from claims, litigation, assessment, fines, penalties, etc are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. However the contingent Liabilities are disclosed by way of notes.

II. Notes on Accounts:**1. Contingent Liabilities**

- a) Estimated amount of contracts remaining to be executed on capital accounts and not provided for - Nil (Previous year Nil).

- b) On account of delayed/non – compliance or in dispute with various statutes are (i) Sales Tax Rs. 1.63 Lacs (Previous Year Rs.1.63 Lacs) (ii) Income Tax Rs. 608.43 Lacs (Previous Year Rs.608.43 Lacs) and (iii) Provident Fund Rs. 7.73 Lacs (Previous year – Rs. 7.73 Lacs).



2. The Preference Shares issued in earlier years amounting to Rs.590.00 Lacs were liable to be redeemed three years after their respective issue dates, ranging from 13th September 1998 to 27th March 2000 and remained overdue for redemption during the current year.
3. The balances appearing under Unsecured Loan certain sundry debtors, loans and advances, deposits and current liabilities are subject to confirmations and/or reconciliations.
4. The Company was to transfer certain assets and all liabilities of wind energy division as a going concern to M/S. Southern Wind Farm Limited as on 1st May 2006 as per the slump sale agreement dated 16-01-2006. The Company transferred certain assets and all liabilities of wind energy division and accounted accordingly in the books as on 1st May 2006. Dispute arose due to Non fulfillment of all the obligations and non payment of consideration by the other party. The transactions could not be completed and the matter is referred to arbitration.

Since this slump sale is not complete the gain/loss due to transfer of assets and liabilities was not accounted in the profit and loss account during the period ended 31st December, 2006 and thereafter.

5. Physical verification of the fixed assets is carried on by the management in a phased program covering all the assets and the said assets have been certified by the Management.
6. Permanent diminution/erosion, if any, in the book value of quoted Investments has not been considered in the accounts, since the said investments are of long term in nature.
- 6.1 On account of nil commercial operation taking place in the joint venture **Turkestanenergo NEPC**, the Company is not in a position to comply with the disclosure requirements as stipulated in para 54 of the **Accounting Standard 27 - Financial Reporting of Interests in Joint Ventures** issued by the Institute of Chartered Accountants of India.
7. Loans and Advances include one of the related parties in which the directors are interested which are purely in the nature of business advances, with maximum balance during the year of Rs. 31,19,89,895/- and closing balance of Rs. 31,19,89,895/-



8. During the year, the Company has not complied with the provisions as prescribed by **Accounting Standard 28 – Impairment of Assets** issued by the Institute of Chartered Accountants of India and has not recognised any impairment in the value of assets pertaining to Airline Division, though conditions exist for the impairment of the same. The amount of such non recognition is presently unascertainable.
9. Amounts due to Small Scale Industrial undertakings under Current Liabilities, based on the information available with the Company and relied upon by the auditors- Nil (Previous year- Nil).
10. The Company has not made provision for Retirement Benefits as prescribed under **Accounting Standard 15 – Accounting for Retirement Benefits in the Financial Statements of Employers** issued by the Institute of Chartered Accountants of India.
11. **Current Taxation:**
- No provision towards current taxation has been made in view of the accumulated carried forward losses during the current financial year.
- 11.1 **Deferred Taxation:**
- The Company has not provided for Deferred Tax Assets that may be created on account of Timing Differences that may arise due to disallowances of certain expenses under the Income Tax Act 1961. The provision was not considered since future year operations results and consequently adjustment of tax provision are not certain
12. **Segment Reporting:**
- The operations of the Company are in essence concentrated in a particular geographical area and in a particular product/service only. Hence, Segment Reporting as prescribed by the **Accounting Standard 17 – Segment Reporting** issued by the Institute of Chartered Accountants of India is not applicable.
13. **Related Party Disclosure:**
- In pursuance of **Accounting Standard 18** pertaining to **Related Party Disclosure** issued by **The Institute of Chartered Accountants of India** and based on available information, the disclosure are as under:

**14. a) List of Related Parties and Relationships:**

Nature of Relation	Name of Party
1. Associates	NEPC Agro Foods Ltd. National Wind Power Corporation Ltd. NEPC Textiles Ltd.
2. Enterprises over which Directors have significant influence	A1 Merchant Export(Partner ship firm) Tamilnadu Bluemetal (Partner ship firm)
3. Subsidiaries and Fellow Subsidiaries	None
4. Joint Venture	Turkestanenergo NEPC
5. Key Management Personnel	Mr. Ravi Prakash- Chairman Mr. Raj Kumar – Wholetime director Mr. Tirupathi Kumar -Managing Director
6. Relatives of Key Management Personnel	Mrs.Champa Devi (wife of Chairman) Mrs. Ritu Devi (wife of wholetime Director) Mrs. Shivani Devi (Wife of Managing Director)

b) Transaction with Related Parties:

Nature of Transaction	Associates		Key Managerial Persons		Relatives of Key Managerial Person		Enterprises over which Directors have significant influence		Joint Venture	
	C. Y.	P. Y.	C. Y.	P. Y.	C. Y.	P. Y.	C. Y.	P. Y.	C. Y.	P. Y.
Directors Sitting Fees	N.A.	N.A.	-	-	-	-				
Salary	N.A.	N.A.	-	-						
Lease Rent	-	-	-	-	-	-	-	-	-	-
Travelling Expenses	-	-	-	-	-	-	-	-	-	-
Loans /Advances Given	-	95.17	-	-	-	-	-	-	-	-
Loans/Advances Refunded	-	-	-	-	-	-	-	-	-	-
Loans/Advances Received	15.27	-	-	-	-	-	-	-	-	-
Repaid	-	-	-	-	-	-	-	-	-	-
Closing Balance										
Receivable	3009.45	3119.90	-	-	-	-	-	-	-	-
Payable	-	-	-	-	-	-	-	-	-	-

Note: (C. Y. - Current Year); (P. Y. - Previous Year); (N.A. - Not Applicable)

c) Remuneration paid to key management personnel –Rs. Nil (Previous Year - Nil)

15. **Basic & Diluted Earning /(Loss) Per Share:**

(Amount Rs.in lacs)

Particulars	Current Year	Previous Year
Amounts used as numerator in calculating EPS (Rs.)	(20763606)	(10341322)
No. of Equity Shares used as denominator (Nos.)	6,92,64,638	6,92,64,638
Nominal value per Equity Share (Rs.)	10	10
Earnings/(Loss) Per Share (Basic and Diluted) (Rs.) (before prior Period & Extraordinary items)	(0.03)	(0.015)
Earnings/(Loss) Per Share (Basic and Diluted) (Rs.) (after prior Period & Extraordinary items)	(0.03)	(0.015)

16. Auditors' Remuneration comprises of the following:

(Rs. in Lacs)

Particulars	Year Ended	Period Ended
	31-03-2011	31-03-2010
Statutory Audit Fees	0.50	1.50

17. Details pursuant to Paragraphs 3 and 4 of Part II of Schedule-VI to the Companies Act, 1956:

a) **Licensed / Installed annual capacities on double shift basis**

(in Nos.)

Particulars	Licensed Capacity		Installed Capacity	
	31-03-2011	31-03-2010	31-03-2011	31-03-2010
Energy Equipments	N. A.	N. A.	N. A.	N. A.

b) **Production and Sales (In Qty & In Value Terms) of Wind Operated Energy Equipments**

Particulars	31-03-2011		31-03-2010	
	Qty (Nos)	Value	Qty (Nos)	Value
		(Rs. in Lacs)		(Rs.in Lacs)
Opening Stock	Nil	Nil	Nil	Nil
Add : Production			-	-
Less : Sales	Nil	Nil	-	-
	Nil	Nil		
Closing Stock	Nil	Nil	Nil	Nil

Note: The Company values the production on variable cost basis.c) **Production and Sales (In Qty & In Value Terms) of Solar Power Modules**

Particulars	31-03-2011		31-03-2010	
	Qty (Kw)	Value	Qty (Nos)	Value
		(Rs.in Lacs)		(Rs.in Lacs)
Opening Stock	Nil	Nil	Nil	Nil
Add : Production/Pur	N.A	15.79	84	33.60
Less : Sales	N.A	26.30	84	69.23
Closing Stock	Nil	Nil	Nil	Nil

d) Storage and sale (In Qty & In Value Terms) of Electric Energy

Particulars	31-03-2011		31-03-2010	
	Qty (Kw) (KWH)	Value (Rs.in Lacs)	Qty (Nos)	Value (Rs.in Lacs)
Opening Stock	Nil	Nil	Nil	Nil
Add : Storage	Nil	Nil	Nil	Nil
Less : Sales	Nil	Nil	Nil	Nil
Closing Stock	Nil	Nil	Nil	Nil

e) Raw Material consumed Solar energy equipment

Items	31-03-2011		31-03-2010	
	Qty	Value (Rs. in Lacs)	Qty	Value (Rs. in Lacs)
Iron and Steel	-	-	-	-
Blades	-	-	-	-
Other Components	84	15.79	N.A	33.60
Total	84	15.79	N.A	33.60

f) Value of imported / indigenous materials / components consumed (Rs. in Lacs)

Raw Materials/ Components	31-03-2011		31-03-2010	
	As %	Rs.	As %	Rs.
Imported	Nil	Nil	Nil	Nil
Indigenous	100%	15.79	100%	33.60
Total	100%	15.79	100%	33.60

g) Value of Import of capital goods on CIF basis- Rs. NIL lacs (Previous Year- Rs. NIL).h) Expenditure in Foreign Currency

(Rs. in Lacs)

Particulars	31-03-2011	31-03-2010
Traveling Expenses	Nil	Nil
Technical Fees	Nil	Nil

18. Previous year figures have been regrouped, rearranged and reclassified wherever considered necessary.

19. **Balance Sheet abstract and Company's General Business Profile**i) **Registration Details**

Registration No.	8664
State Code	181
Balance Sheet Date	31 st March, 2011

ii) **Capital raised during the period**

Public Issue	Nil
Right Issue	Nil
Bonus Issue	Nil
Preferential Allotment	Nil

iii) **Position of mobilisation & deployment of funds (Rs. in lacs)****Sources of Funds**

Paid Up Capital	7516.46
Reserves & Surplus	23724.92
Secured Loans	52.76
Unsecured Loans	15330.04
Deferred Tax Liabilities	Nil

Application of Funds

Net Fixed Assets	3498.63
Investments	15.95
Net Current Assets	16853.84
Profit & Loss Account	26255.76

iv)

Performance of the Company (Rs. in lacs)

Turnover	29.44
Total Expenditure	234.05
Profit / (Loss) before Tax	(204.61)
Profit / (Loss) after Tax	(204.61)
Earning per Share	-
Dividend Rate	-

v) **Generic names of the principal services of the Company**

Item Code No (ITC Code)	:	N. A.
Product Description	:	Wind Turbine Generators / Solar Dual Power Machines

For & on Behalf of the Board

Ravi Prakash
Chairman

Raj Kumar
Wholetime Director

Tirupathi Kumar
Managing director

Place: Chennai,
Date : 29-07-2011



Cash Flow Statement for the year ended 31st March 2011

Particulars	Amount (in Rs. Lacs)	
	Current Year	Previous Year
Cash flow Operating Activities		
Net loss before Tax and Extraordinary items	(207.28)	(198.58)
Adjustment for:		
Depreciation	83.04	88.68
Bad Debts Written Off	-	-
(Profit) / Loss on sale of Investments	-	-
(Profit) / Loss on sale of fixed Assets (NET)	3.00	(0.46)
Interest / Gain on Settlement	-	-
Dividend received	-	-
Deferred Revenue Expenditure	-	-
Operating Profit / (loss) before working capital changes	(121.24)	(110.36)
Trade and other Receivable	143.38	465.31
Inventories	-	-
Trade Payables (Net of Deferred Tax)	150.23	(468.54)
Net cash from operating activities	172.37	(113.59)
PF Refund of prior years (extra ordinary item)	-	95.17
Cash flow from Investing Activities :		
Purchase / sale of Fixed Assets(Net)	16.72	5.03
Profit on sale of Fixed Assets	-	0.46
Advances for Purchase of Investments	-	-
Sales of Investments	-	-
Interest Received	-	-
Dividend Received	-	-
Net cash from Investing Activities	16.72	5.49
Cash flow from Financing Activities:		
Increase in Share Capital	-	-
Finance Charge	-	-
Movement in Secured Loan (net of adjustment)	(63.54)	(42.97)
Movement in Unsecured Loan (net of adjustment)	(125.94)	50.00
Net Cash Flow used in Financing Activities	(189.48)	7.03
Net Increase/ (Decrease) in cash and cash equivalents	(0.42)	(5.90)
Represented by :		
Cash and Cash equivalents as at 31-03-10 (Opening Balance)	0.84	6.74
Cash and Cash equivalents as at 31-03-11 (Closing Balance)	0.42	0.84
Net Increase/ (Decrease) in cash and cash equivalents	(0.42)	(5.90)

For NEPC India Ltd.

Ravi Prakash
ChairmanRaj Kumar
Whole Time DirectorTirupathi Kumar
Managing DirectorPlace : Chennai
Date : 29-07-2011



Auditor's Report

We have verified the above Cash Flow Statement of NEPC India Ltd for the year ended 31st March, 2011. The statement has been prepared by the Company in accordance with the requirements of the listing agreement with the Stock Exchanges and is based on and derived from the Audited accounts of the Company for the year ended 31st March, 2011.

For A. Nageswaran
Chartered Accountant

Membership No. 200 / 23911

Chennai: 29-07-2011



NEPC INDIA LIMITED

Regd. Office 1678, Trichy Road, Ramanathapuram, Coimbatore – 641 045.

FORM OF PROXY

I/We.....of.....
In the district of.....being a member(s)
of the above named Company hereby appoint.....
of.....in the district of.....failing
him.....of.....
in the district of.....as my/our

proxy to vote for me/us on my / our behalf at the Twenty Second Annual General Meeting of the Company to
be held on Friday, the 30th September, 2011 at 10.00 A M and at any adjournment thereof.

Signed this.....day of.....2011

Registered Folio No...../ Client ID/ DP ID.....

Affix
One Rupee
Revenue
Stamp

Note: 1. A member entitled to attend and vote is entitled to appoint a proxy to attend and
vote instead of himself.

2. A proxy need not be a member.

3. The form thus completed should be deposited at the Registered Office of the Company at
1678,Trichy Road, Ramanathapuram,Coimbatore-641 045 not later than forty eight hours
before commencement of the Meeting.

-----Cut here -----

NEPC INDIA LIMITED

Regd. Office 1678, Trichy Road, Ramanathapuram, Coimbatore – 641 045.

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

Registered Folio No...../Client ID...../DP ID.....

Name of the Shareholder.....

Name of the Proxy.....

(in Block Letters to be filled in if the
Proxy attends instead of the member)

No. of Shares held.....

I hereby record my presence at the Twenty Second Annual General Meeting of the Company held on Friday, the
30th September, 2011 at 10.00 A.M. at 1678 Trichy Road, Ramanathapuram Coimbatore - 641 045.

Signature of the Shareholder or Proxy.....

NO GIFT WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING

BOOK - POST

To

If undelivered, please return to :



NEPC INDIA LIMITED
36, Wallajah Road
Chennai - 600 002