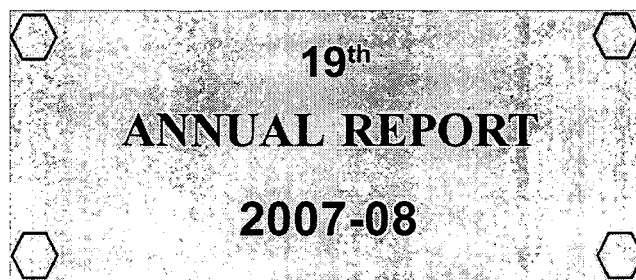


NEPC INDIA LIMITED

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NEPC INDIA LIMITED

19th Annual Report

Annual report for the period (15 months) ended 31st March, 2008

BOARD OF DIRECTORS

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

AUDITORS

M/s. L.S. Rajaram & Associates
 Chartered Accountants
 44/25, North Mada Street, Nungambakkam
 Chennai - 600 034

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

LISTING OF EQUITY SHARES

At NSE and BSE (Listing Fees paid)

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NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Nineteenth Annual General Meeting of the members of the Company will be held on Friday, the 26th day of September 2008, 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, 2008 and the profit and loss account for the period ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. K. Narasimhan who retires by rotation and does not offer himself for re-appointment and the said vacancy is not proposed to be filled up presently.
3. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

"RESOLVED THAT M/s. L.S.Rajaram & Associates, Chartered Accountants, No.44/25, North Mada Street, Nungambakkam, Chennai - 600 034. 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 of Rs 1,25,000/-, exclusive of fees for taxation matters, certification work and other service charges and out of pocket expenses in connection with Company's Audit"

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution.

RESOLVED THAT Mr. Rakesh Gupta, in respect of whom the Company had received a notice in writing from a member of the Company, to be considered for the post of the directorship of the Company at this Annual General Meeting of the Company along with the deposit of Rs.500/- as required under Section 257 of the Companies Act, 1956 and Mr. Rakesh Gupta being eligible for the said appointment, be and is hereby appointed as a Director liable to retire by rotation.

5. To consider and if thought fit to pass the following resolution with or without modification as an Ordinary Resolution:

RESOLVED THAT Mr. S. Rajendran, in respect of whom the Company had received a notice in writing from a member of the Company, to be considered for the post of the directorship of the Company at this annual general meeting of the Company along with the deposit of Rs.500/- as required under Section 257 of the Companies Act, 1956 and Mr. S. Rajendran, being eligible for the said appointment, be and is hereby appointed as a Director liable to retire by rotation.

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311, 316 and other applicable provisions if any of the Companies Act, 1956 read with Schedule XIII, Mr Tirupathi Kumar be and is hereby appointed as the Managing Director of the Company for a period of five years, from 26-09-2008 to 25-09-2013, on the following terms and conditions.



REMUNERATION

(A) SALARY

Rs. 75,000/- (Rupees Seventy five thousand only) per month.

(B) PERQUISITES

In addition to the above salary, Mr. Tirupathi Kumar shall also be entitled to perquisites like free furnished accommodation or house rent allowance including furnishing, gas, electricity and water, medical reimbursement for self and family, leave travel concessions for self and family, club fees, medical insurance, personal accident insurance etc, as per Company Policy, subject to the condition that the value of these perquisites shall be restricted to an amount equal to the annual salary.

(C) BENEFITS AND FACILITIES

a) Leave : Mr. Tirupathi Kumar shall be entitled to leave as per the rules of the Company. Encashment of unutilized leave shall not be considered as a perquisite for the purpose of ceiling on remuneration prescribed in the Companies Act,1956.

(b) Provident Fund, Superannuation and Group Insurance Schemes: Mr. Tirupathi Kumar shall be eligible for the benefits under the Company's Provident Fund, Superannuation and Group Insurance Scheme in accordance with the Company's practices and rules in force from time to time.

(c) Gratuity : Mr. Tirupathi Kumar shall be eligible for the benefits of gratuity equivalent to half month's salary for each year of service.

(d) Car and telephone: The Company shall provide Mr. Tirupathi Kumar with a car and telephone at his residence to be used for Company's business which will not be considered as perquisite.

(e) Exgratia Payment, if any, made to Mr. Tirupathi Kumar shall also be treated as salary for the purpose of contribution to provident Fund/ Superannuation schemes of the Company and for payment of gratuity, if any.

(D) ENTERTAINMENT EXPENSES

The Company shall reimburse all entertainment expenses actually and properly incurred by Mr. Tirupathi Kumar in the course of the business of the Company subject to such annual limits as may be fixed by the Board of Directors of the Company.

(E) MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the tenure of appointment, the managing director shall be paid salary, perquisites and other benefits as set out herein above, as the minimum remuneration.

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions if any of the Companies Act,1956, read with Schedule XIII, Mr. Raj Kumar be and is hereby appointed as Wholetime Director of the Company for a period of five years, from 26-09-2008 to 25-09-2013 on the following terms and conditions.

**REMUNERATION****(A) SALARY**

Rs. 75,000/- (Rupees Seventy Five thousand only) per month

(B) PERQUISITES

In addition to the above salary, Mr. Raj Kumar shall also be entitled to perquisites like free furnished accommodation or house rent allowance including furnishing, gas, electricity and water, medical reimbursement for self and family leave travel concessions for self and family, club fees, medical insurance, personal accident insurance etc, as per Company Policy, subject to the condition that the value of these perquisites shall be restricted to an amount equal to the annual salary.

(C) BENEFITS AND FACILITIES

a) Leave : Mr. Raj Kumar shall be entitled to leave as per the rules of the Company. Encashment of unutilized leave shall not be considered as a perquisite for the purpose of ceiling on remuneration prescribed in the Companies Act, 1956.

b) Provident Fund, Superannuation and Group Insurance Schemes: Mr. Raj Kumar shall be eligible for the benefits under the Company's Provident Fund, Superannuation and Group Insurance Scheme in accordance with the Company's practices and rules in force from time to time.

c) Gratuity : Mr. Raj Kumar shall be eligible for the benefits of gratuity equivalent to half month's salary for each year of service.

d) Car and telephone: The Company shall provide Mr. Raj Kumar with a car and telephone at his residence to be used for company's business which will not be considered as perquisite.

e) Exgratia Payment, if any, made to Mr. Raj Kumar shall also be treated as salary for the purpose of contribution to Provident Fund/ Superannuation Schemes of the Company and for payment of gratuity, if any.

(D) ENTERTAINMENT EXPENSES

The Company shall reimburse all entertainment expenses actually and properly incurred by Mr. Raj Kumar in the course of the business of the Company subject to such annual limits as may be fixed by the Board of Directors of the Company.

(E) MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the tenure of appointment, the Wholtime Director shall be paid salary, perquisites and other benefits as set out herein above, as the minimum remuneration.

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.



RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions if any of the Companies Act, 1956, read with Schedule XIII, Mr. Ravi Prakash Khemka be and is hereby appointed as Wholetime Director of the Company for a period of five years from 26.09.2008 to 25.09.2013 on the following terms and conditions.

REMUNERATION

(A) SALARY

Rs. 75,000/- (Rupees Seventy five thousand only) per month

(B) PERQUISITES

In addition to the above salary. Mr. Ravi Prakash Khemka shall also be entitled to perquisites like free furnished accommodation or house rent allowance including furnishing, gas, electricity and water, medical reimbursement for self and family leave travel concessions for self and family, club fees, medical insurance, personal accident Insurance etc, as per Company policy, subject to the condition that the value of these perquisites shall be restricted to an amount equal to the annual salary.

(C) BENEFITS AND FACILITIES

a) Leave :Mr. Ravi Prakash Khemka shall be entitled to leave as per the rules of the Company. Encashment of unutilized leave shall not be considered as a perquisite for the purpose of ceiling on remuneration prescribed in the Companies Act,1956.

b) Provident Fund, Superannuation and Group Insurance Schemes: Mr. Ravi Prakash Khemka shall be eligible for the benefits under the Company's Provident Fund,

Superannuation and Group Insurance Scheme in accordance with the Company's practices and rules in force from time to time.

c) Gratuity : Mr. Ravi Prakash Khemka shall be eligible for the benefits of gratuity equivalent to half month's salary for each year of service.

d) Car and telephone: The Company shall provide Mr. Ravi Prakash Khemka with a car and telephone at his residence to be used for Company's business which will not be considered as perquisite.

e) Exgratia Payment, if any, made to Mr. Ravi Prakash Khemka shall also be treated as salary for the purpose of contribution to Provident Fund/ Superannuation schemes of the Company and for payment of gratuity, if any.

(D) ENTERTAINMENT EXPENSES

The Company shall reimburse all entertainment expenses actually and properly incurred by Mr. Ravi Prakash Khemka in the course of the business of the Company subject to such annual limits as may be fixed by the Board of Directors of the Company.



(E) MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the tenure of appointment, the Wholetime Director shall be paid salary, perquisite and other benefits as set out herein above, as the minimum remuneration.

(By Order of the Board)
for NEPC India Limited

Place : Chennai
Date : 28-07-2008

Ravi Prakash Khemka
Chairman.





EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 4

Mr. Rakesh Gupta was appointed as an Additional Director on the Board with effect from 05-07-2007 in terms of section 260 of the Companies Act, 1956, to hold office upto the date of the following annual general meeting. Accordingly, Mr. Rakesh Gupta vacates office at the forthcoming Annual General Meeting.

The Company has received a notice from a member of the Company proposing the name of Mr. Rakesh Gupta to be considered for the post of the directorship of the Company (as Independent Director of the Company) along with a deposit of Rs.500/- as required under Section 257 of the Companies Act, 1956. Further Mr. Rakesh Gupta is eligible for the appointment of the post of the directorship of the Company and he has given his consent for the appointment of the directorship of the Company if appointed by the Company. Hence, the resolution is placed before the members for their approval and adoption. The letter received from the member of the Company under Section 257 of the Companies Act, 1956 is available for inspection of the members of the Company at the registered office of the Company on all working days and hours upto the date of the conclusion of this Annual General Meeting of the Company.

The brief background, and the functional expertise of the Director proposed for appointment is furnished below along with details of directorships of other Companies/Committees.

- Name	Mr. Rakesh Gupta
- Age	35 years
- Qualification	Master of Business Administration (M.B.A.)
- Expertise and experience	12 years of experience in different organizations in Sales & Marketing, Administration, Commerce and Liaisoning
- No other companies in which Directorship held	4
- No. of Committees (of other companies) in which member	6
- Shareholding	Nil

None of the Directors of your Company is in any way concerned or interested in the proposed resolution.

Item No. 5

Mr. S. Rajendran was appointed as an Additional Director on the Board with effect from 05-07-2007 in terms of section 260 of the Companies Act, 1956, to hold office upto the date of the following Annual General Meeting. Accordingly, Mr. S. Rajendran vacates office at the forthcoming Annual General Meeting.

The Company has received a notice from a member of the Company proposing the name of Mr. S. Rajendran to be considered for the post of the directorship of the Company (as Independent Director of the Company) along with a deposit of Rs.500/- as required under Section 257 of the Companies Act, 1956. Further Mr. S. Rajendran is eligible for the appointment of the post of the directorship of the Company and he has given his consent for the appointment of the directorship of the Company if appointed by the Company. Hence, the resolution is placed before the members for their approval and adoption. The letter received from the member of the Company under Section 257 of the Companies Act, 1956 is available for inspection of the members of the Company at the registered office of the Company on all working days and hours upto the date of the conclusion of this Annual General Meeting of the Company.



The brief background, and the functional expertise of the Director proposed for appointment is furnished below along with details of directorships of other Companies/Committees.

- Name Mr. S. Rajendran
- Age 72 years
- Qualification Master of Science (M.Sc.)
- Expertise and experience 30 years of experience in International Trade, Commerce, Finance and Administrative areas--
- No. of Companies in which Directorship held 4
- No. of Committees (of other Companies) in which member 8
- Shareholding Nil

None of the Directors of your Company is in any way concerned or interested in the proposed resolution.

Item No.6

The term of appointment of Mr. Tirupathi Kumar was for a period of five years from 26-09-2003 to 25-09-2008 as the Managing Director of the Company. The Board of Directors of your Company, keeping in view his rich and varied experience and contribution to the Company, recommends his re- appointment for a further period of five years from 26-09-2008 to 25-09-2013, as per terms of appointment and remuneration as contained in the resolution 6 of the notice . The same constitutes the abstract of the terms of appointment of Mr. Tirupathi Kumar as Managing Director as per requirements of the Companies Act, 1956.

The Board commends passing of the resolutions set out at item No. 6 of the Notice. Thus approval of members is sought for item no.6 of the notice.

Details of other Directorships held by Mr. Tirupathi Kumar : Director in the Boards of NEPC Textiles Limited, NEPC Agro Foods Limited, Skyline NEPC Limited, Sai Televisions Limited and National Wind Power Corporation Limited.

Shri Tirupathi Kumar, Shri Raj Kumar and Shri Ravi Prakash Khemka are concerned or interested in the above Resolution under Item No. 6.



Item Nos. 7 and 8

Keeping in view the expertise and experience and also the contribution to the Company of Mr. Raj Kumar and Mr. Ravi Prakash Khemka in the field of Non Conventional Energy the Board of directors have proposed to enhance the remuneration to the whole time directors and also at the same time re-appointment them for a period of five years from 26-09-2008 to 25-09-2013 as per terms of appointment and remuneration as contained in the resolutions 7 and 8 of the notice. The same constitutes the abstract of the terms of appointment of Mr. Raj Kumar and Mr. Ravi Prakash Khemka as Wholetime Directors as per requirements of the Companies Act, 1956.

The Board commends passing of the resolution set out at item Nos. 7 and 8 of the Notice. Thus approval of members is sought for item nos. 7 and 8 of the notice.

Details of other Directorships held by Mr. Raj Kumar : Director in the Boards of NEPC Textiles Limited, NEPC Agro Foods Limited, Skyline NEPC Limited, Sai Televisions Limited and National Wind Power Corporation Limited.

Details of other Directorships held by Mr. Ravi Prakash Khemka : Director in the Boards of NEPC Textiles Limited, NEPC Agro Foods Limited, Skyline NEPC Limited, Sai Televisions Limited and National Wind Power Corporation Limited.

Mr. Tirupathi Kumar, Mr Raj Kumar and Mr. Ravi Prakash Khemka are interested in the said resolution under Item Nos. 7 and 8 of the notice.

By order of the Board
for **NEPC India Limited**

Place: Chennai
Date : 28-07-2008

Ravi Prakash Khemka
Chairman