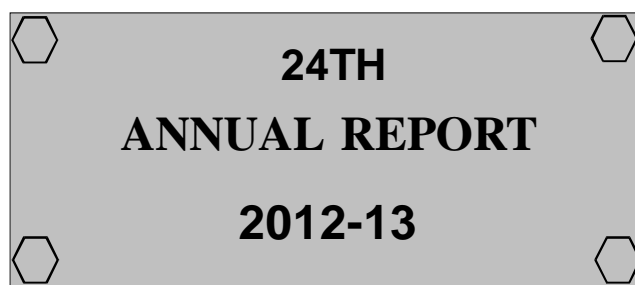


NEPC INDIA LIMITED



**Annual report for the year ended 31st March, 2013****BOARD OF DIRECTORS**

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

AUDITOR

Mr. 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 Surendra Kumar Gupta**
Shri Rakesh Gupta,
Shri Tirupathi Kumar.

*Mr. S. Rajendran resigned as Director with effect from 16-02-2013.

**Mr. Surendra Kumar Gupta was appointed as Additional Director of the Company with effect from 16-02-2013.

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**NOTICE TO THE SHAREHOLDERS**

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the members of the Company will be held on Friday, the 27th day of September, 2013 at 10 A.M. at the Registered Office of the Company 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, 2013 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. Rakesh Gupta who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and for this purpose to consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

"RESOLVED THAT M/s. M. Dinesh Kumar & Co., Chartered Accountants, Chennai 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".

SPECIAL BUSINESS

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

"RESOLVED THAT Mr. Surendra Kumar Gupta, who was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956, with effect from 16th February, 2013 and holds office upto the forthcoming Annual General Meeting, and in respect of whom the Company has received notice under Section 257 of the Companies Act, 1956, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, subject to retirement by rotation under the Articles of Association of the Company."

5. 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 Section 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 27-09- 2013 to 26-09-2018, 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 accomodation 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 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.

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 Section 198,269,309,310,311,316 and other applicable provisions,if any of the Companies Act,1956 read with Schedule XIII, Mr. Raj Kumar be and is hereby appointed as the Wholetime Director of the Company for a period of five years, from 27-09-2013 to 26-09-2018,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 accomodation 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 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, 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 Section 198,269,309,310,311,316 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 the Wholetime Director of the Company for a period of five years, from 27-09-2013 to 26-09-2018,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 accomodation 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 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, perquisites and other benefits as set out herein above, as the minimum remuneration.

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

Place: Chennai
Date: 29-07-2013

Ravi Prakash Khemka
Chairman

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956****Item No. 4**

Mr. Surendra Kumar Gupta, who was appointed as an Additional Director on the Board with effect from **16th February 2013** vacates office at the forthcoming Annual General Meeting.

The Company has received a notice from a member of the Company, in writing proposing the name of **Mr. Surendra Kumar Gupta** to be considered for the post of the directorship along with a deposit of Rs.500/- as required under Section 257 of the Companies Act, 1956. 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 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.

Mr. Surendra Kumar Gupta, aged 69 years, has rich and varied experience in Factory Management and Business Administration for the past 35 years. His shareholding in the Company is Nil

Details of other Directorships held by him- Director in the Boards of NEPC Textiles Limited, NEPC Agro Foods Limited, Sai Televisions Limited and National Wind Power Corporation Ltd.

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

Item No.5

The term of appointment of Mr. Tirupathi Kumar was for a period of five years from 26-09-2008 to 25-09-2013 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 27-09-2013 to 26-09-2018, as per the terms of appointment and remuneration as contained in the resolution 5 of this Notice. The same constitutes an abstract of the terms of appointment of Mr. Tirupathi Kumar as Managing Director as per the requirements of the Companies Act, 1956.

The Board commends passing of the resolution set out in Item No.5 of this Notice. Thus, approval of the members is sought for Item No.5 of this Notice.

Details of other Directorships held by him- Director in the Boards of NEPC Textiles Limited, NEPC Agro Foods Limited, Sai Televisions Limited, Gujarat Wind Farms Limited and National Wind Power Corporation Ltd.

Mr. Tirupathi Kumar, Mr. Raj Kumar and Mr. Ravi Prakash Khemka are concerned or interested in the above Resolution under Item No.5.

Item No.6 & 7

Keeping in view the experience and expertise of Mr. Raj Kumar and Mr. Ravi Prakash Khemka and also their contribution to the Company in the field of Non-Conventional Energy, the Board of Directors have proposed to re-appoint them as Wholetime Directors for a period of five years from 27-09-2013 to 26-09-2018, as per the terms of appointment and remuneration as contained in the resolutions 6 & 7 of this Notice. The same constitutes an abstract of the terms of appointment of Mr. Raj Kumar and Mr. Ravi Prakash Khemka as Wholetime Directors as per the requirements of the Companies Act, 1956.

The Board commends passing of the resolutions set out in Item No.'s 6 and 7 of this Notice. Thus, approval of the members is sought for Item No.'s 6 & 7 of this Notice.

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

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

Mr. Tirupathi Kumar, Mr. Raj Kumar and Mr. Ravi Prakash Khemka are concerned or interested in the above Resolutions under Item No.'s 6 and 7.

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

Place: Chennai
Date: 29-07-2013

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. Mr A.Nageswaran,Chartered Accountant,Coimbatore retiring at the forthcoming Annual General Meeting has informed the Company not seeking further appointment as Auditors of this Company. Therefore, the Board recommends the appointment of M/s M.Dinesh Kumar & Co., as statutory auditor.M/s M.Dinesh Kumar & Co.have given their consent to act as the auditors of your Company, if appointed and also a certificate in terms of Section 224 (1B) of the Companies Act,1956.Pursuant to the provisions of Section 190 of the Companies Act,1956, members are required to consider this notice of Annual General Meeting as a special notice in respect of item no.3.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 23-09-2013 to 27-09-2013.
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. Rakesh Gupta,Director retires by rotation and being eligible, offers himself for re-appointment.
The brief background and the functional expertise of the Director proposed for re-appointment is furnished below along with details of Directorships in other Companies.
(a) Mr.Rakesh Gupta, aged about 40 years, has an MBA, qualification, having 12 years of experience in different organisations in Sales and Marketing, Administration, Commerce and Liaisoning and is associated with the Company as Director with effect from September, 2007. Details of Directorships held by him:- Director in the Boards of NEPC Textiles Limited, NEPC Agro Foods Limited, Sai Televisions Limited and National Wind Power Corporation Ltd.

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

Place: Chennai
Date: 29-07-2013

Ravi Prakash Khemka
Chairman



DIRECTORS' REPORT

To the Members of NEPC INDIA LIMITED

Your Directors have pleasure in presenting the Twenty Fourth Annual Report and Audited Accounts of your Company for the year ended 31st March, 2013.

FINANCIAL HIGHLIGHTS

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

(₹ in lakhs)

Particulars	Year ended 31-03-2013	Year ended 31-03-2012
Income from Operations	71.30	17.92
Other Income	439.91	-
Operating Expenses	344.57	180.65
Operating Profit/(loss) before Depreciation	166.64	(162.73)
Depreciation	66.15	69.55
Profit/(loss) before extra-ordinary items	100.49	(232.29)
Extra-ordinary items + / (-)	-	(386.54)
Provision for Taxation(Fringe Benefit Tax)	-	-
Profit (loss) after taxation	-	(618.83)
Balance Profit / (Loss) Brought Forward	(26877.26)	(26258.43)
Net Profit / (loss) carried to Balance Sheet	(26776.76)	(26877.26)

DIVIDEND

The Directors do not recommend dividend for the year ended 31st March, 2013.

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 Modules and related items.

DIRECTORATE

Mr. Surendra Kumar Gupta was appointed as an Additional Director of the Company in terms of Section 260 of the Companies Act, 1956 with effect from **16th February 2013**. He vacates office at the forthcoming Annual General Meeting and being eligible, offers himself for appointment as a Director of the Board.

Mr. Rakesh Gupta retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment to the Board.

**AUDITORS**

Mr. A.Nageswaran,Chartered Accountant,Auditor of the Company retire at the conclusion of the Annual General Meeting .However, they have informed the Company not seeking further appointment as Auditors of this Company. Therefore, the Board recommends the appointment of M/s M.Dinesh Kumar & Co., Chartered Accountants, Chennai as statutory auditor.M/s M.Dinesh Kumar & Co.have given their consent to act as the auditors of your Company, if appointed and also a certificate in terms of Section 224 (1B) of the Companies Act,1956.

REMARKS ON AUDITOR'S QUALIFICATIONS

With regard to para 3 (vi)(a) of Auditor's report and point II-3 in Note - 10, 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 point II-08 in Note - 10 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 point II-10 in Note - 10 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 point II-11.1 in Note - 10 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 profit 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.

FIXED DEPOSITS

Your Company has not accepted any fixed deposits as defined under section 58AA, of the Companies Act, 1956, from the public during the year under review.

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

	31-03-2013	31-03-2012
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 : 29-07-2013

Ravi Prakash Khemka
Chairman