



21st ANNUAL REPORT 2009-2010

BOARD OF DIRECTOR

Managing Director :

Pawan Kumar Todi

Directors :

Nand Lal Todi
Debiprasad Chatterjee
Arun Charan Mukherjee
Nitin Guha

COMMITTEES :

Audit Committee

Debiprasad Chatterjee
Arun Charan Mukherjee
Nitin Guha
Nand Lal Todi

ShareTransfer & Investors

Grievance Committee :

Debiprasad Chatterjee
Nitin Guha
Pawan Kumar Todi

Remuneration Committee :

Nitin Guha
Debiprasad Chatterjee
Arun Charan Mukherjee

Asset Liability Committee :

Pawan Kumar Todi
Debiprasad Chatterjee
Shanker Birjuka

Fair Practice Code Committee :

Pawan Kumar Todi
Nand Lal Todi
Nitin Guha

Executive Vice President &

Company Secretary :

Sarika Mehra

REGISTERED OFFICE :

19, R. N. Mukherjee Road, 1st Floor
Main Building, Kolkata - 700 001
Phone : (033) 2248 4788
Fax : (033) 2243 0151
E-mail : npr@cal.vsnl.net.in

BRANCHES

AHMEDABAD BRANCH :

106-07, 1st Floor "Samedh"
Above Oriental Bank of Commerce
Near Associated Petroleum
C. G. Road, Panchavati
Ahmedabad - 380 006
Phone : (079) 2640 1482/3 (2 lines)
Fax : (079) 2640 4346

BHUBANESWAR BRANCH :

112, Satyanagar
Bhubaneswar - 751 007
Phone : (0674) 257 1056

KOCHI BRANCH :

41/1787, Chitoor Road
Opp - Sree Sudheendra Hospital
Kochi - 682 018
Phone : (0484) 402 3117, 329 6830
Fax No. : (0484) 235 1589

MUMBAI BRANCH :

218, Majestic Shopping Centre
Premises Society
144, Jagannath Shankar Seth Road
(J. S. S. Road)
Girgaun, Mumbai - 400 004
Phone : (022) 2380 1507
Fax : (022) 2380 2715

AUDITORS :

M/s. L. N. Todi & Co.
Chartered Accountants
"Hudco Niwas" 15N, Nellie Sengupta
Sarani (Lindsay Street)
4th Floor, Room No. 4
Kolkata - 700 087

FINANCIAL INSTITUTION

Indian Renewable Energy
Development Agency Limited

AGRA BRANCH :

18/163-B/5, Fatehabad Road
Opp. Hanuman Temple
(Near Taj View Hotel), Agra - 282 001
Phone : (0562) 2223 4053

CHENNAI BRANCH :

No. 35/36, Greams Road
Ground Floor, Thousand Light
Chennai - 600 006
Phone : (044) 2829 5745
Fax : (044) 2829 5746

JAIPUR BRANCH :

323, 3rd Floor
Navjeevan Complex
Station Road
Jaipur - 302 001
Mobile : 9314509408

NEW DELHI BRANCH :

8C/6, W. E. A. Abdul Aziz Road
Karol Bagh, (Opp. Shastri Park)
2nd Floor, New Delhi - 110 005
Phone : (011) 2875 2585/2481/2081
Fax : (011) 2875 0672

PUNE BRANCH :

A-17, Surya Prakash Apartment
Market Yard Road
Pune - 411 037
Phone : (020) 2422 6810

KOZHIKODE BRANCH :

1st Floor, V P Complex
Wayanad Road
Kozhikode 673011
Phone : (0495) 4020889/4020518
Fax No. : (0495) 2761477

BANKERS :

Allahabad Bank
HDFC Bank Ltd.

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NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of the Company will be held on Friday, 27th August, 2010 at, Jhajharia Committee Room, Merchant Chamber of Commerce, 15-B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001 at 11.00 a.m. to transact the following business :

Ordinary Business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2010, the Audited Balance Sheet as on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Nand Lal Todi who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Debiprasad Chatterjee who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditor to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

M/s. L. N. Todi & Co. , Chartered Accountants of Hudco Niwas, 15N, Nelia Sengupta Sarani (Lindsay Street), 4th Floor, Room No. 4, Kolkata- 700 087 retire from the office of the Auditors and being eligible offer themselves for re-appointment.

Special Business without Postal Ballot:

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

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, and Article 145(1), Article 173 and Article 175 of the of Articles of Association of the Company, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Pawan Kumar Todi, Managing Director of the Company with effect from 1st June, 2010 till the period of his continuance in the office of Managing Director.

RESOLVED FURTHER that the revised remuneration and perquisites as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Regd. Office:
19, R.N.Mukherjee Road
Main Building, 1st Floor
Kolkata-700 001
Dated: 28th May, 2010

BY ORDER OF THE BOARD
SARIKA MEHRA
Executive Vice-President &
Company Secretary

NOTES:

1. The Explanatory Statement as required under section 173(2) of the Companies Act, 1956, in respect of business under Item No. 5 are annexed hereto. The details of persons seeking appointment / re- appointment as required by clause 49 of the Listing Agreements entered into with the Stock Exchange are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. Members holding share in dematerialised form are requested to bring their Depository Account No. and Client I.D. No. for identification.
4. The Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from 23rd day of August, 2010 to 27th day of August, 2010 (both days inclusive).
5. Electronic Clearing Services (ECS) Facility :-
 - a. To avoid loss of dividend warrants in transit and undue delay in respect of receipt thereof, the Company provides ECS facility to the members. The ECS facility is available at locations identified by the Reserve Bank of India, from time to time and covers most of the cities and towns.
 - b. Members holding shares in the physical form may furnish their details in the prescribed form, which can be obtained from the Registrars & Share Transfer Agents of the Company.
 - c. Members holding shares in the electronic form may furnish their details in the prescribed form, which can be obtained from their respective Depository Participants.
6. Members are requested to notify to the Company, change of address, if any, with pin code quoting reference of their folio number/DP ID and Client ID to our Registrar & Share Transfer Agent i.e. Niche Technologies Private Ltd., D-511, Bagree Market, 71, B.R.B.B. Road, Kolkata 700 001, Phone Nos. 2235-7270/7271/3070.
7. In case, the mailing address mentioned in this Annual Report is without the PIN CODE, members are requested to kindly inform their PIN CODE immediately.
8. Non- Resident Indian Shareholders are requested to inform the Company immediately:
 - a. The change in residential status on return to India for permanent settlement.
 - b. The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
9. As per the provisions of the Companies Act, 1956, facility for making nominations is available to the members in respect of shares held by them. Members holding shares in physical form may furnish their details in the prescribed form, which can be obtained from the Company/ Registrar and Share Transfer Agent. Members holding shares in electronic form may furnish their details in the prescribed form which can be obtained from the respective depository participant.
10. Members who are holding shares in identical order or names in more than one folio are requested to send the Company/Registrar and Share Transfer Agent, the details of such folios together with the Share Certificates for consolidating their holdings in one such folio.
11. Members are requested to quote their Folio number/DP ID and Client ID in all correspondence.
12. A Member or his Proxy is requested to produce at the entrance of the Meeting Hall, attendance Slip forwarded to the member duly completed and signed by the member.
13. Members are requested to note that trading in securities of the Company are compulsorily in dematerialised form only. Hence members who are yet to dematerialise their shares are advised to do so. The Company has entered into agreements with National Securities Depositories Ltd. (NSDL) and Central Depositories Services (I) Ltd. (CDSL) for Demat facilities.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 5

The Members of the Company had at their Annual General Meeting held on 14th day of September, 2009 re-appointed Mr. Pawan Kumar Todi as Managing Director for a period of five years w.e.f. 1st November, 2009. The remuneration of the Managing Director has not been revised since 2004 and further the exiting remuneration is not commensurate with the industries norms. Hence it is recommended that the remuneration of the Managing Director be increase with effect from 1st June, 2010 as per the terms and conditions as specified below.

The principal terms and conditions of increased remuneration are given below:-

1. Effective Date of Increment: 1st June, 2010.
 2. Remuneration:
 - A. SALARY
Basic: Rs.65,000/- (Rupees Sixty Five Thousand Only) per month.
 - B. PERQUISITES & ALLOWANCES : As detailed below :
 1. Special Allowance: Rs. 20,000/- (Rupees Twenty Thousand Only)
 2. Housing
 - a. The expenditure incurred by the Company on hiring unfurnished accommodation.
 - b. The expenditure incurred by the Company on gas, electricity and water will be evaluated as per Income Tax Rules.
 - c. Perquisites in the form of furniture, furnishings and other utilities in accordance with the rules of the Company, the value of which will be evaluated as per Income Tax Rules, 1962.
 - d. Wherever the Company does not provide any accommodation, House Rent Allowance may be paid.
 3. Medical reimbursement.
 - i. The expenses incurred for self and family including premium payable for Mediclaim Insurance .
 - ii. Major hospitalisation expenses for him and his family which are not payable under Mediclaim Insurance Policies.
 - iii. Expenses incurred for self medical treatment or for any member of his family outside India. The expenditure incurred for the travel and stay abroad including for one attendant, subject to the condition that the expenditure on medical treatment and stay abroad will be allowed only to the extent permitted by the Reserve Bank of India and also subject to the permission, if any required, of any Authority under Companies Act, 1956 or any other Act, 1956.
- Explanation : "Family means the spouse, dependent children and dependent parents of the appointee."
4. Leave Travel Assistance/Concession
 - a. Leave in a Year: Total 45 days Annual and Casual leave including sickness, in addition to Hospitalisation leave for the days remained hospitalised.
 - b. Leave Travel Concession for self and family once in a year.
 - c. Encashment of leave as allowed by Companies Act, 1956 and other applicable laws.
 - d. Return holiday package once in a year by economy class or once in two years by first class to children and to members of the family from the place of their study or abroad to India if they are not residing in India with the appointee.

5. Club Fees

Fees of Clubs subject to the maximum of two clubs, excluding admission and life membership fees.

6. Entertainment Expenses

The Managing Director shall be reimbursed actual entertainment expenses incurred on the Company's business including fees of credit cards.

7. Personal Accident Insurance

Personal Accident Insurance for self and family.

8. Provision of chauffeur driven Company's cars.

9. Provision of telephone(s) at the residence of the Director.

10. Company's contribution to Provident Fund/Pension Fund / Superannuation Fund, Payment towards Gratuity & encashment of leave shall not be included in computation of remuneration or ceiling on perquisites.

11. Such other allowances, perquisites, benefits and amenities as may be provided by the Company subject however that total remuneration including perquisites shall be within the ceiling laid down in sections 198, 309 and all other applicable provisions of the Companies Act, 1956 as may be amended from time to time.

Perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisite shall be evaluated at actual cost.

All other terms and conditions remain same as per the resolution passed on 14th day of September, 2009 at the Annual General Meeting of the Company.

The said terms of appointment are within the guidelines in Schedule XIII of the Companies Act, 1956 and require your approval. Accordingly an ordinary resolution is submitted for your approval.

Abstract of Notice under section 302 of the Companies Act, 1956 for the said appointment will be sent to the members on and before 21st June, 2010. Your Directors commend the resolution for the approval of the Members.

Mr. Pawan Kumar Todi being the appointee and Mr. Nand Lal Todi being the relative of Mr. Pawan Kumar Todi are deemed to be concerned or interested in the resolution.

None of the other directors of the Company are interested in the resolution.

Regd. Office:
19, R.N.Mukherjee Road
Main Building, 1st Floor
Kolkata-700 001
Dated: 28th May, 2010

BY ORDER OF THE BOARD
SARIKA MEHRA
Executive Vice-President &
Company Secretary

INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO CLAUSE 49 (VI) (A) OF THE LISTING AGREEMENT)

Name of Director	Date of Birth	Date of Appointment	Expertise in specific functional areas	Qualifications	Directorship in other Companies	Membership of Committees in Other Companies	Nature of Directorship	Remarks
Mr. Nand Lal Todi	30.05.1931	30.06.2006	58 years of working experience in the field of Manufacturing, Trading & Export.	B. Com Hons	1. Elgin Impex Pvt. Ltd. 2. NPR Motors Pvt. Ltd. 3. NSG Estate Services Pvt. Ltd. 4. Zee, ABC, Agro Industries Pvt. Ltd. 5. Todi Minerals Pvt. Ltd. 6. Shrishti Developers Pvt. Ltd. 7. Deepshikha Properties Ltd. 8. Magnum Cedit & Consultants Pvt. Ltd. 9. Ganesh Narayan Brijlal Pvt. Ltd. 10. Supreme Credit Corporation Ltd. 11. Rani Leasings & Finance Ltd. 12. Supreme Paper Mills Ltd. 13. NPR Developers Ltd. 14. Global Developers Pvt. Ltd.	----	Non - Executive promoter Director	Retiring by rotation at the forthcoming Annual General Meeting & offers himself for Re-Appointment
Mr. Debiprasad Chatterjee	10.01.1935	31.07.2001	50 years of working experience in the field of Journalism & Business Management	B. A. (English Hons.)	1. Acme Credit Pvt. Ltd. 2. GNB Finance Pvt. Ltd. 3. Rani Leasings & Finance Ltd. 4. Supreme Paper Mills Ltd.	----	Non - Executive Independent Director	Retiring by rotation at the forthcoming Annual General Meeting & offers himself for Re-Appointment

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 21st Annual Report of the Company together with Audited Accounts for the year ended 31st March, 2010.

FINANCIAL RESULTS	Rs. in Lacs	
	2009-10	2008-09
Gross Profit before depreciation, Interest and Tax	303.47	331.99
(Less) : Depreciation	(117.43)	(100.31)
(Less) : Interest	(181.21)	(213.61)
(Less) : Provision for Current tax	(36.67)	(30.38)
Add/(Less) : Provision for Deferred Tax	53.30	38.23
(Less) : Provision for Fringe Benefit Tax	(0.00)	(3.34)
Net Profit after tax	21.46	22.58
Add : Brought forward from previous year	1367.89	1365.89
Add : Income Tax adjustment of earlier years	2.17	0.68
(Less) : Depreciation adjustment of earlier years	(99.76)	(16.74)
Profit available for appropriation	1291.76	1372.41
APPROPRIATIONS		
Statutory Reserve	4.30	4.52
Surplus Carried to balance sheet	1287.46	1367.89
Total	1291.76	1372.41

OPERATIONS

The Company has made a net profit of Rs. 21.46. lacs against Rs. 22.58 lacs registered in the previous year. The fall in profit is largely attributable to writing off non performing assets of cases financed in Gujarat in earlier years.

DIVIDEND

Keeping in view the low profit, the Directors have not made recommendation for declaration of dividend in respect of the financial year under review.

DIRECTORS

Mr. Nand Lal Todi and Mr. Debiprashad Chatterjee, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Board of Directors confirm

- that in the preparation of the Company's Annual Accounts for the period ended March, 31, 2010, the applicable Accounting Standards have been followed and there are no material departures;
- that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the directors had prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE REPORT

Your Company has been complying with all the requirements of the code of Corporate Governance, as specified by SEBI.

A separate report on Corporate Governance is furnished as a part of the Directors' Report and the certificate from the Company Secretary in whole time practice regarding compliance of condition of Corporate Governance is annexed to the said Report.

MANAGEMENT'S DISCUSSION AND ANALYSIS

In accordance with the listing requirement, the Management's Discussion and Analysis forms part of this Report.

AUDITORS

M/s. L. N. Todi & Co. , Chartered Accountants of Hudco Niwas, 15N , Nelie Sengupta Sarani (Lindsay Street), 4th Floor, Room No. 4, Kolkata- 700 087 retire from the office of the Auditors and being eligible offer themselves for re-appointment.

AUDITORS' REPORT

Auditor's Report is self explanatory and hence does not require any further explanations.

PUBLIC DEPOSIT

Total Public Deposit as on 31st March, 2010 after taking into account interest accrued but not due stood at Rs. 321.33 lacs (previous year Rs 315.29 lacs). As on 31st March, 2010, there were 49 deposits aggregating to Rs. 18.03 lacs which matured but remaining unclaimed by the depositors out of which 15 deposits aggregating to Rs. 3.59 lacs have already been paid/renewed. For the remaining deposits, steps are continuously been taken to arrange for repayment/renewals.

PRUDENTIAL NORMS FOR NBFC'S:

Your Company has been complying with all the requisite norms prescribed by the Reserve Bank of India for income recognition, accounting standards, capital adequacy, credit rating, provisioning & all other requirements.

PARTICULARS OF EMPLOYEES:

The Company has no employee of the category indicated under Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 as amended from time to time.

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

The Company has no activity relating to conservation of energy and technology absorption in terms of Section 217 (1) (e) of the Companies Act, 1956. The Company has Foreign exchange earnings of Rs.0.11 lacs and no Foreign exchange outgoing during the financial year under review.

ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their deep sense of gratitude to the banks, financial institutions, customers and business associates for their continued co-operation and support. Your directors express their deep sense of appreciation for the total commitment, dedication and hard work put in by the employees of the Company. Lastly, your directors are deeply grateful for the confidence and faith shown by the members of the Company.

Place : Kolkata
Dated : 28th May, 2010

ON BEHALF OF THE BOARD OF DIRECTORS
ARUN CHARAN MUKHERJEE
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC AND INDUSTRY OVERVIEW

After witnessing slowdown during 2008-09, the Indian economy has recovered in 2009-10 and is further expected to firm up in 2010-11. Financing requirement is also increasing commensurately in order to sustain and support economic growth led by asset creation. NBFCs-Asset Financing Companies have been playing a complementary role to the other financial institutions including banks in meeting the funding needs of the economy. The increased consumerism in the past has been possible because of availability of credit to retail customers which has largely been supported by NBFC-AFCs.

Despite increase in competition with continuous entry of new players management believes that retail finance segment offers tremendous opportunities especially in semi urban and rural markets. Sustained economic growth as planned by the Government is expected to drive demand of Commercial vehicles, and three wheelers significantly.

OPERATING & FINANCIAL PERFORMANCE

- Company's Gross Receivable as on 31st March, 2010 stand at Rs. 3494.07 lacs against 2888.89 lacs recorded in the previous year.
- Your Company's loan disbursement at Rs. 2440 lacs during the year registered growth of 13% over the previous year figure of Rs. 1982 lacs.
- Company's gross income from financing has gone up by 24% in comparison to previous year. However Company has booked Rs. 361.71 lacs towards losses & write-offs out of which 321.09 lacs pertain to financing in Gujarat in earlier years as a result segment revenue of financing operation has gone down by 14%.
- Money changing operation has registered revenue of Rs. 42.65 lacs only as against Rs. 46.74 lacs of previous year.
- Income from Wind Power Generation has gone up by 8% due to yearly increase of tariff.
- The Company has registered net profit of Rs. 21.46 lacs as against Rs. 22.58 lacs of previous year.
- Net owned Fund of the Company stands at Rs. 3058.82 lacs as against Rs. 3134.95 lacs, last year. Reduction is attributable to impairment of Solar Equipments leased out.
- The Capital to Risk Weighted Asset Ratio of the Company stands at 58.19% as on 31st March, 2010, which is well above the minimum level of 15% prescribed by Reserve Bank of India.

DEBT STRUCTURE

Secured & Unsecured Loan of the Company have marginally gone down by 2% and 4% respectively. Company's debt Equity ratio as on 31st March, 2010 stands at 0.56:1

OUTLOOK

Financing in Gujarat in the earlier years have had a significant impact on the financial performance of the Company over a period of last three years. Post Gujarat fiasco, Company has made its financing parameters very strict and is consistently focusing on increasing the good quality of its loan portfolio. Increase in standard Assets in the year 2009-10 by 13% is a very strong indicator. With its all round efforts for recovery of Non Performing assets coupled with financing of good quality assets with very conservative credit norms, management is optimistic that adverse impact of Gujarat financing shall be mitigated in the years to come ensuring thereby return of the Company on the growth path.