



The Wind Farm Company

ANNUAL REPORT 2009-2010

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VEER ENERGY & INFRASTRUCTURE LIMITED

BOARD OF DIRECTORS

NAME	DESIGNATION
Mr.Yogesh. M. Shah	Chairman & Managing Director
Mr.Ritesh. P. Choksi	Director
Mr.Prakashchandra. C. Shah	Director
Mr.Ravindra. V.Joshi	Director
Mr.Dhimant. J.Shah	Director
Mr.Dharnendra. B.Shah	Director
Mr. Joseph J. Tauro	Director

AUDITORS

NAME	OFFICE
M/S Jayesh R. Shah & Co. Chartered Accountants	B-2, Swagat, Ciba Society, Amrut Nagar, Ghatkopar (W), Mumbai -400086.

REGISTERED OFFICE

1st Floor, Gazdar House,
629 - A, J. Shankar Sheth Marg,
Mumbai - 400002.

VEER ENERGY & INFRASTRUCTURE LIMITED

Regd. Office.: 1st Floor, Gazdar House, 629 – A, J. Shankar Sheth Marg, Mumbai: – 400002.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting of the Members of **M/s. VEER ENERGY & INFRASTRUCTURE LIMITED** will be held on Friday the 28th May, 2010 at Shri Halai Bhatia Mahajanwadi, 398, Kalbadevi Road, Shrinathji Chowk, Mumbai: - 400002 at 10.00 a.m. to transact the following business :

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Balance Sheet of the Company as at **31st March, 2010**, the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
- 2) To declare a dividend.
- 3) To appoint a Director in place of Mr. Prakashchandra C. Shah, who retires by rotation and being eligible, offer him for reappointment.
- 4) To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

- 5) To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution, Resolved that **Mr. Dhimant J. Shah** who was appointed as an Additional Director by the Board of Directors of the company on 20th January, 2010 pursuant to article 86 of the Article of Association of the Company and u/s260 of the Companies Act 1956 and in respect of whom the company has received a notice in writing pursuant to the provision of section 257 of the Companies Act of 1956 be and he is hereby appointed as a Director of the Company liable to retire by rotation.
- 6) To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution, Resolved that **Mr. Ravindra V. Joshi** who was appointed as an Additional Director by the Board of Directors of the company on 28th January, 2010 pursuant to article 86 of the Article of Association of the Company and u/s260 of the Companies Act 1956 and in respect of whom the company has received a notice in writing pursuant to the provision of section 257 of the Companies Act of 1956 be and he is hereby appointed as a Director of the Company liable to retire by rotation
- 7) To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution, Resolved that **Mr. Joseph J. Tauro** who was appointed as an Additional Director by the Board of Directors of the company on 28th February, 2010 pursuant to article 86 of the Article of Association of the Company and u/s260 of the Companies Act 1956 and in respect of whom the company has received a notice in writing pursuant to the provision of section 257 of the Companies Act of 1956 be and he is hereby appointed as a Director of the Company liable to retire by rotation.
- 8) To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution, Resolved that **Mr. Bhavin S. Shah** who was appointed as an Additional Director by the Board of Directors of the company on 30th April, 2010 pursuant to article 86 of the Article of Association of the Company and u/s260 of the Companies Act 1956 and in respect of whom the company has received a notice in writing pursuant to the provision of section 257 of the Companies Act of 1956 be and he is hereby appointed as a Director of the Company liable to retire by rotation
- 9) To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution, Resolved that pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as the said act including any modification (s) or reenactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded for the appointment of Mr. Bhavin S. Shah, as a Executive Director of the company, with effect from 3rd May, 2010 for a period of five years i.e. up to 2nd May, 2015, on the terms, conditions and stipulations including remuneration as contained in an Agreement to be entered into between the Company and Mr. Bhavin S. Shah, a draft of whereof is placed before the Meeting and which for the purpose of identification is initialed by the Chairman.
Resolved further that the Board authorized to alter, vary and modify the said terms including salary, allowances, perquisites and benefits in such manner as may be agreed to between the Board and Mr. Bhavin S. Shah within and in accordance with and subject to the limits prescribed in schedule XIII to the said Act or as many be stipulated by the Central Government and as may be agreed to between the Board and Mr. Bhavin S. Shah.
Resolved further that the Board be and is hereby authorized to execute all such documents, writings and agreements and to do all such acts, deeds, matters and things as may be required or expedient for giving effect to this resolution.
- 10) To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution, Resolved that pursuant to the provisions of section 163 of the Companies Act, 1956, the Company hereby approves that the Register of Members, Index of Members, the Register and index of debenture holders and copies of all annual returns prepared u/s 159 of the Act together with the copies of certificates and documents required to be annexed thereto under section 161 of the Act or any one or more of them, be kept at the office of M/s. Sharex Dynamic (India) Pvt. Ltd. having their address at Unit No. 1, Luthra Industrial Premises, Andheri Kurla Road, Andheri (East), Mumbai: - 400072 instead of being kept at the Registered Office of the company.

11) ISSUE OF SECURITIES-QUALIFIED INSTITUTIONS PLACEMENT

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**") as in force and subject to all other applicable Rules, Regulations, Guidelines, Notifications and Circulars of the Securities and Exchange Board of India ("**SEBI**"), the applicable provisions of Foreign Exchange Management Act, 1999 ("**FEMA**"), Rules, Regulations, Guidelines, Notifications and Circulars issued under FEMA including but not limited to Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000, provisions of Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed, and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India ("**RBI**"), the Department of Industrial Policy and Promotion, Ministry of Commerce, the Foreign Investment Promotion Board ("**FIPB**"), and all other Authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as "**Appropriate Authorities**"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "**Requisite Approvals**"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**") which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized at its absolute discretion to create, offer, issue of equity shares of face value Rs. 1/- (Rupee one Only) herein after referred as (**Equity**) and allot in one or more tranches, in the course of domestic/international offerings to one or more persons as the Board may determine at its absolute discretion, whether or not they are shareholders of the Company, including but not limited to Domestic Investors/Foreign Investors whether having presence in India or not, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds through a Private Placement with or without an over-allotment option, equity shares and/or any securities convertible into equity shares at the option of the Company and/or holder(s) of the securities and/or securities linked to equity shares and/or securities with warrants including any instruments or securities representing either equity shares and/or Convertible Securities or securities linked to equity shares or equity shares/fully convertible debentures along with warrants or any securities other than warrants, which are convertible or exchangeable with equity shares at a later date, to Qualified Institutional Buyers ("**QIBs**") under Chapter VIII of the SEBI ICDR Regulations, being Qualified Institutions Placement ("**QIP**") or a combination of the foregoing (hereinafter collectively referred to as "QIP Securities"), listed on a recognized stock exchange in India, through an offer document and/or placement document and/or information memorandum and/or any other offering document(s), and/or listing particulars, as the Board in its sole discretion may at any time or times hereafter decide, subject to the number of Equity shares issued initially or on conversion in case of convertible securities, as on the date of issue of such convertible securities, raised the fund by QIP up to Rs. 50,00,00,000 (Rs. Fifty Crores only), such issue of equity shares and allotment to be made at such time or times in one or more tranches, denominated in one or more currencies, at such price or prices in such manner and where necessary in consultation with the Lead Managers and / or other Advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide at the time of issue of QIP Securities or on any other date as the Board may deem fit.

RESOLVED FURTHER THAT in the QIP to QIBs, in accordance with Regulation 86(1) (a) of Chapter VIII of SEBI ICDR Regulations, a minimum of 10% of QIP Securities issued pursuant to the said Regulations shall be allotted to mutual funds and if no mutual fund is agreeable to take up the minimum portion or any part thereof, then such minimum portion or part thereof may be allotted to other Qualified Institutional Buyers.

RESOLVED FURTHER THAT the Relevant Date for the QIP as per Chapter VIII of the SEBI ICDR Regulations, as amended up to date, for determination of the applicable price shall mean, in case of allotment of equity shares, the date of the meeting in which the Board or a committee of directors duly authorised by the Board decides to open the proposed issue and in case of allotment of convertible securities, either the date of the meeting in which the Board or the committee of directors duly authorised by the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares.

RESOLVED FURTHER THAT in case of any issue/offering of QIP Securities, the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such QIP Securities referred to above or as may be in accordance with the terms of issue/offering in respect of such QIP Securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the proposed issue of equity shares allotted in this issue or on conversion in case of convertible securities offered shall rank pari passu in all respects with the existing equity shares of the Company

RESOLVED FURTHER THAT, the Board be and is hereby authorised to enter into and execute all such agreements/contracts/arrangements with any Lead Manager(s), Manager(s), Global Coordinator(s), Book Runner(s), Trustee(s), Legal Advisor(s), Registrar(s), and any other agencies as may be involved or concerned in such offerings of QIP Securities and to remunerate all such advisors and agencies by way of commission, brokerage, fees or the like including reimbursement of their actual expenses, and also to seek the listing of such QIP Securities in one or more recognized Stock Exchanges.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Advisors and/or other persons as appointed by the Company wherever deemed necessary by the Board, be and is hereby authorised to determine the form, terms and timing of the issue(s)/offering(s) including the investor/investors to whom the QIP Securities are to be allotted, Security/number of QIP Securities to be issued in each tranches, issue price, number of equity shares or other Securities upon conversion or redemption or cancellation of the QIP Securities, the price, premium or discount on

issue/conversion/redemption of QIP Securities, rate of interest, period of conversion or redemption, listing on one or more Stock Exchanges in India and fixing of record date or book closure and related or incidental matters, as the Board in its absolute sole discretion deem fit and accept any modifications in the proposal as may be required by the authorities in such issues in India and/or abroad.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of QIP Securities as may be required, including issue and allotment of equity shares upon conversion of any QIP Securities referred to above or as may be necessary in accordance with the terms of the offer, all such equity shares ranking pari passu and inter-se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT such of these QIP Securities as are not subscribed may be disposed of by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid Resolution, the Board, including a committee duly authorized by the Board, be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment or conversion of the aforesaid QIP Securities, listing thereof with any of the international/domestic stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue/ offer, allotment and conversion of any of the aforesaid QIP Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED LASTLY THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members".

12) INVESTMENT LIMIT OF FOREIGN INSTITUTIONAL INVESTORS

To consider and, if thought fit, to pass the following Resolution as Special Resolution;

"RESOLVED THAT pursuant to applicable provision of the Foreign Exchange Management Act, 1999 (FEMA), the Companies Act, 1956 and all other applicable Rules, Regulations, Guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) and subject to all requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company and / or a duly authorized committee thereof for the time being exercising the powers conferred by the Board of Directors (herein after referred to as The Board), the consent of the Company be and is hereby accorded for investments by Foreign Institutional Investors including their sub accounts (FIIs), in the shares of debentures convertible into shares of the Company, by purchase of acquisition from the market under the Portfolio Investment Scheme under FEMA, subject to condition that the total holdings of all FIIs put to gather shall not exceed 49% of the paid up share capital or paid up value of the respective series of the convertible debentures of the Company as may be applicable or such other maximum limit as may prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deed, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto"

**By Order of the Board of Directors
For Veer Energy & Infrastructure Limited
SD/-**

**Yogesh M. Shah
Chairman & Managing Director**

Place: Mumbai

Date: 30th April, 2010

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
- 2) The Register of Members and the Share Transfer Books of the Company will remain closed from **24th May, 2010 to 27th May, 2010**. (both days inclusive)
- 3) The dividend, as recommended by the Board, if sanctioned at the Annual General Meeting, will be paid to those members or their mandates whose names stand registered on the Company's Register of Members:-
- 4) Members/proxies should bring the attendance slip duly filled in for attending the meeting.
- 5) Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the Meeting so that the answers may be made readily available at the Meeting.
- 6) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report at the Meeting.

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

ITEM NO.5

At The Meeting of the Board of Directors of the Company held on 20/01/2010 Mr. Dhimant J. Shah was appointed as an Additional Director to the Board of Directors of the Company. By virtue of the provision of section 260 of the Companies Act, 1956 Article 86 of the Articles Association of the Company, he holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from members of the Company along with required deposit, proposing the candidature of Mr. Dhimant J. Shah of the office of Director under the provisions of section 257 of the Companies Act, 1956. The profile of the Director is given hereunder. Your Directors recommend the resolution as set out in Item No.5 of the notice for your approval. Mr. Dhimant J. Shah shall be deemed to be interested in the above resolution to the extent of his appointment. Mr. Dhimant J. Shah 46 years is B.Com and a young entrepreneur and has a business experience of 25 years. None of the Directors of the Company is, in any way, concerned or interested in the Resolution.

ITEM NO.6

At The Meeting of the Board of Directors of the Company held on 28/01/2010 Mr. Ravindra V. Joshi was appointed as an Additional Director to the Board of Directors of the Company. By virtue of the provision of section 260 of the Companies Act, 1956 Article 86 of the Articles Association of the Company, he holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from our members along with required deposit, proposing the candidature of Mr. Ravindra V. Joshi of the office of Director under the provisions of section 257 of the Companies Act, 1956. The profile of the Director is given here under. Your Directors recommend the resolution as set out in Item No.6 of the notice for your approval. Mr. Ravindra V. Joshi shall be deemed to be interested in the above resolution to the extent of his appointment. Mr. Ravindra V. Joshi 70 years is a Commerce graduate & diploma in Tax Management, and Fellow member of the Institute of Company Secretaries of India FCS. He has a vast experience of corporate laws for over 40 years. None of the Directors of the Company except Mr.Ravindra Joshi is, in any way, concerned or interested in the Resolution

ITEM NO.7

At The Meeting of the Board of Directors of the Company held on 28/02/2010 Mr. Joseph J. Tauro was appointed as an Additional Director to the Board of Directors of the Company. By virtue of the provision of section 260 of the Companies Act, 1956 Article 86 of the Articles Association of the Company, he holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from our members along with required deposit, proposing the candidature of Mr. Joseph J. Tauro of the office of Director under the provisions of section 257 of the Companies Act, 1956. The profile of the Director is given here under. Your Directors recommend the resolution as set out in Item No.7 of the notice for your approval. Mr. Joseph J. Tauro shall be deemed to be interested in the above resolution to the extent to his appointment.

Mr. Joseph J. Tauro 61 years is B. Com, CA IIB. He has a vast experience in Banking for last 32 years

ITEM NO.8

At The Meeting of the Board of Directors of the Company held on 30/04/2010 Mr. Bhavin S. Shah was appointed as the Additional Director to the Board of Directors of the Company. By virtue of the provision of section 260 of the Companies Act, 1956 Article 86 of the Articles Association of the Company, he holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from our members along with required deposit, proposing the candidature of Mr. Bhavin S. Shah of the office of Director under the provisions of section 257 of the Companies Act, 1956. The profile of the Director is given here under. Your Directors recommend the resolution as set out in Item No.8 of the notice for your approval. Mr. Bhavin S. Shah shall be deemed to be interested in the above resolution to the extent to his appointment.

Mr. Bhavin S. Shah 30 years is M. Com, and has vast practical experience of 12 years in production and procurement Management.

ITEM NO.9

At the Board meeting held on 30th April, 2010, Mr. Bhavin S. Shah was appointed as an Additional Director of the Company. It is proposed to appoint Mr. Bhavin S. Shah as executive Director for a period of Five Years from 3rd May, 2010. The material terms of the Appointment and remuneration payable to Mr. Bhavin S. Shah as embodied in the Agreement to be entered into with him and the Company upon receipt of approval of Members of the Company are as follows.

(1) NATURE OF DUTIES

Mr. Bhavin S. Shah, Executive Director, shall devote the whole of his time and attention to the Business affairs of the Company and shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board of Directors of the Company. He shall be accorded and shall possess and exercise all such powers as may be required by and granted to him for the proper performance, discharge and execution of his duties and responsibilities. He shall at times be subject to the superintendence, control and direction of and shall be responsible and accountable directly to the Board of Directors of the Company and shall in all respects comply with all the directions.

(2) REMUNERATION

Mr. Bhavin S. Shah shall be entitled to the following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limits laid down in section 198, 309 and schedule xiii of the Companies Act, 1956.

- Salary of Rs.30,000/- (Rupees Thirty Thousand Only) per month fixed by the Board of Directors of the Company from time to time with annual increments as may be decided by the Board based on certain criteria.

(3) PERQUISITES

In addition to payments under (1) and (2) above, the Executive Director will be entitled to perquisites and allowances including house rent allowance of Rs.10,000/- (Rupees Ten Thousand only) medical reimbursement and medical insurance for the Executive

Director and his family, Leave Travel Allowance and any other general or specific allowance and / or perquisite in accordance with the rules of the company or as may be agreed to by the Board of Directors and the Executive Director.

The Executive Director shall be a member of the company's Provident Fund and the rules, regulation and bye-laws of this Fund, for the time being in force, shall apply to him. The Executive Director will be the member of the Pension Fund Scheme of the Company and shall be entitled to the benefits provided under the said Scheme and the rules, Regulation and bye-laws of that Scheme, for the time being in force, shall apply to him. Provided that the Company's contribution to the Provident Fund and the Pension Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

The Executive Director shall be entitled to gratuity which shall be paid as per the company's rules and will not be included in the computation of the ceiling on perquisites.

The Executive Director shall be entitled to Annual leave of thirty calendar days on completion of every year of service. Encashment of leave at the end of the tenure will be permitted in accordance with the Rules of the company, and will not be included in the computation of the ceiling on perqu.

If in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section ii of Part ii of schedule xiii to the Companies Act, 1956.as may be amended from time to time.

In the event of any increase in the limits of the emoluments , Benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time ,the Company may, in its discretion, increase the remuneration payable to the Managing Director ,subject to obtaining such approvals as may be required.

OTHER TERMS

- (ii) The Executive Director shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency without prior approval of the Central Government.
- (iii) The Executive Director shall be entitled to reimbursement of all the actual expenses including on entertainment and traveling incurred in the course of the Company's Business.
- (iv) The Executive Director's appointment may be terminated by the Company or by him by giving not less than three month's notice in writing, or salary in lieu of notice.
- (v) The Agreement also sets out the mutual rights and obligations of the Company and Mr.Bhavin S. Shah.

In accordance with the applicable provisions of the Companies Act, 1956, ordinary resolution as set out in Item No;-6 of the accompanying notice is now being placed before the members for their approval.

None of the Directors, except Mr.Bhavin Shah is concerned or interested in the said resolution.

The Explanatory statement is and should be treated as an abstract under section 302 of the Companies Act, 1956 of the Agreement to be entered into between the Company and Mr.Bhavin S. Shah.

All the documents referred to in the notice and the explanatory above are open for inspection at the Registered Office of the Company between 10.00 A.M and 12.00 noon on all days except Saturdays and Sundays and holidays until the date of the Meeting or any adjournment thereof.

ITEM NO. 10

Under Section 163 of the Companies Act 1956, certain documents which are normally required to be kept at the Registered office of the Company may be kept at any other place within the city, town or village in which the Registered office of the Company is situated if such other place has been approved by a Special Resolution passed by the company in General Meeting.

The Company has appointed M/s. Sharex Dynamic (India) Pvt. Ltd. as Registrar and Share Transfer Agents having their address at Unit No. 1, Luthra Industrial Premises, Andheri Kurla Road, Andheri (East), Mumbai-400072. It is proposed to keep all such registers , returns and documents at this place.

Member's approvals are sought in terms of section 163 of the Companies Act, 1956 so that all the documents, Registers & Returns kept at the office of the Sharex Dynamic (India) Pvt. Ltd.

None of the Directors of the Company is concerned or interested in the said resolution.

ITEM NO.11

The Company intends to raise the funds for proposed 200MW wind farm development project in the state of Gujarat. The management and the Company, in accordance with the policies set up by the Board, will have flexibility in deploying net proceeds received from the Issue.

The proposed resolution seeks the authorization of the Members to enable the Board of Directors (Board), for raising additional funds through the issue of securities representing either equity shares and/or convertible securities or securities linked to equity shares or fully convertible debentures along with warrants or any securities other than warrants, which are convertible or exchangeable with equity shares at a later date, by way of Qualified Institutions Placement ("QIP") with Qualified Institutional Buyers ("QIBs"), in accordance with the provisions of Chapter VIII of Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 provided that the number of equity shares issued initially or on conversion in case of convertible securities, as on the date of issue of such convertible securities, raised the fund by QIP up to Rs. 50,00,00,000 (Rs. Fifty Crores only). The QIP securities may be issued in one or more currencies, tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board to the various categories of investors in the domestic / international markets subject to the provisions of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The Relevant Date for the determination of applicable price for the issue of the QIP securities shall, in case of allotment of equity shares will be the date of the meeting in which the Board of the Company decides to open the proposed issue and in case of allotment of securities which are convertible into or exchangeable with equity shares at a later date either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the

holders of such convertible securities become entitled to apply for the equity shares. It is in the above circumstances that an enabling resolution is being proposed to be passed to give adequate flexibility and discretion to the Board to finalise all the terms of the Issue. Section 81(1A) of the Companies Act, 1956 and the Listing Agreement entered with the Stock Exchanges provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares, in proportion to the capital paid-up on those shares as of that date unless the members of the Company decide otherwise. The Special Resolution seeks the consent and 'authorization of the Members to the Board to make the proposed issue of securities, including securities which are convertible into Equity Shares, to the QIBs whether or not they are Members of the Company. Earlier Special Resolution passed by the members through Postal ballot was inadequate and hence this fresh Resolution

Your Board of Directors accordingly recommends that the resolution set out in the Notice be approved by the Members of the Company. The Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of securities that may be subscribed to by the companies / institutions of which they are directors or members.

ITEM NO.12

Pursuant to recent liberalisation measure mooted by the Government of India, the Reserve Bank of India, by amending the Foreign Exchange Management (Transfer or Issue Security by a Person Resident Outside India) Regulation, 2000 has raised the limit of investment by Foreign Institutional Investors (FIIs), up to the sectoral cap/ statutory limit as applicable to the Indian companies, subject to the approval of the Board of Directors and approval of Members of the Company by way of a special resolution.

The Board of Directors of the Company at its meeting held on 30th.April, 2010, inter alia, approved, subject to the approval of Members by way of a special resolution, to enhance the said FII investment limit to 49% of the said paid up Equity capital. The increased in the FIIs limit to 49% will result in increased weightage of the Company's share in benchmarking international stock market indices. Large numbers of FIIs direct their investment on the basis of these benchmark indices and accordingly, the increase in FIIs limit will be beneficial to the Company.

None of the Directors of the Company are, in any way, concerned or interested in this resolution.

The Directors recommend the members approval as it is in the interest of the Company as well as members.

**By Order of the Board of Directors
For Veer Energy & Infrastructure Limited
SD/-**

**Yogesh M. Shah
Chairman & Managing Director**

Place: Mumbai
Date: 30th April, 2010

DIRECTORS REPORT

To,
The Members
M/s. Veer Energy & Infrastructure Ltd.
Your Directors have pleasure in presenting their 30th Annual Report of the Company for the year ended 31st March, 2010.

FINANCIAL RESULT

PARTICULARS	AS ON 31/03/2010 (AMOUNT. IN "000")	AS ON 31/03/2009 (AMOUNT. IN "000")
Total Income (A)	3,38,450	2,07,009
Net Profit/ (loss) before tax (B)	55,084	30,518
Less: Provision for Taxation Prior Year	21,938	9,283
Adjustment (c)		
(A+B -C)	33,146	21,235
Add: Profit/(Loss) Brought forward from Last Year	11	235
	33,157	21,670
Less: <u>Appropriation</u>	3,500	2,500
Transfer to General Reserve		
Proposed Dividend & Tax	3,538	2,359
Balance carried to Balance Sheet	26,119	16,811

DIVIDEND

Your Directors are pleased to recommend a dividend @ 6 paise on Equity Share of Rs.1/- each for the year ended 31st March, 2010, subject to approval of Members of the Company at the ensuing Annual General Meeting

OPERATIONS

The main Business of the Company is to create infrastructure development facilities for the installation of Wind Turbine Generator. As a pioneer in this field, Your Company is very well positioned to take advantage of ever increasing demand for the renewable energy resources. Since recession in the international market and in our country is almost over, your Directors have decided to embark upon major expansion by installing 5.1 MW plants for which the Company has already acquired 16 acres of land and started implementation of the project by installing Two WTG of 225 KW at the site. In view of this development, Your Directors are hopeful to achieve better results in the coming years. Your Directors are also exploring the possibilities of starting operations in the state of Tamilnadu and Maharashtra. During the current year, the Company has decided to develop Wind Farm Infrastructure in Gujarat up to 200MW in 3 to 4 phases against this; the company has already proceeded to develop 50MW infrastructure in Bhavnagar District and another 25MW infrastructure in Kutch District Gujarat. The Board of Directors is hopeful to complete this project on or before 30/09/2010. Another 50Mw is planned to be completed on or before 31/03/2011.

The company has also decided to develop its own Wind Farm for 5.1 MW in Gujarat and out of this the company has successfully installed and completed 1.35MW in Kutch District during the year. Balance 3.75MW project will be completed before 31/03/2011. In order to secure necessary finance for above project, the company has decided to raise long term finance from different sources like banks, financial institutions, QIB & QIP and necessary resolution is placed before the members for their approval.

CORPORATE GOVERNANCE

Your Company has complied with the mandatory requirements of clause 49 of the listing agreement entered into with the Stock Exchange regarding the Corporate Governance for the Financial Year 2009-10. The compliance report along with Auditors Certificate is provided in the Corporate Governance Report annexed to this report.

PERFORMANCE

The turnover of the Company for the year under review is Rs. 33.82 crores as against Rs.20.70 crores in the previous year which in the opinion of the Directors are satisfactory as the power purchase policy by Gujarat State Government. Is favorable and encouraging to the industry, your Directors are hopeful to improve the growth rate in turnover and profitability in current year.

Net Profit before tax for the year under review is Rs 5.51 crores as against Rs. 3.05 crores in the previous year registering a robust increase of 58%. Net Profit after tax and other provisions is higher at Rs.3.31 Crores as against Rs. 2.12 crores in the previous year.

FUTURE PROSPECTS

Your Directors are confident of achieving higher growth and profitability and are planning to raise necessary funds for long term capital expenditure and enhanced working capital requirement for which necessary approvals of the Members are being sought under section 81(1) (a) of the Companies Act,1956.

PUBLIC DEPOSITS

The Company has not accepted any deposits from public during the year ended on 31st March 2010, in terms of the provisions of Section 58 A of the Companies Act, 1956.

DIRECTORS

The Board has appointed Mr. Ravindra Joshi, Mr. Joseph Tauro Mr. Dhimant Shah and Mr. Bhavin Shah as the Additional Directors on the Board of the Company.

Mr. Pankaj M. Choksi ceases to hold the office as director.

The Company has received notices for appointment of Mr. Ravindra Joshi, Mr. Joseph Tauro Mr. Dhimant Shah and Mr. Bhavin Shah for the office of the Director.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company confirm pursuant to Section 217 (2AA) of the Companies Act, 1956 as under:

- 1) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with the proper explanations relating to material departures
- 2) 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 true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit or Loss of the Company for that period
- 3) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- 4) That the directors have prepared the annual accounts on a going concern basis

AUDITORS & AUDITORS' REPORT

Mr. Jayesh R. Shah & Co., Chartered Accountants, Mumbai, retire at the conclusion of the ensuing Annual General Meeting, and being eligible, has consented to act as the Statutory Auditors of the Company, if re-appointed. You are requested to appoint the Statutory Auditors for the Financial Year 2010-2011 and fix their remuneration.

Notes on Accounts referred to in the Auditors' Report for the year are self-explanatory and therefore does not call for any further comment thereon.

CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

Foreign exchange outgo - Nil

Considering the nature of the activities carried out by the Company, the other particulars specified in Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, are not applicable for the year. However, constant endeavors are made to check power consumption and optimize the use of energy.

PARTICULARS OF EMPLOYEES

None of the employees, during the year under review or part of it has been drawn salary above limits specified under section 217 (2A) of the Companies Act 1956 read with the Companies (Particulars of Employees) Rules, 1975.

LISTING OF THE COMPANY'S SHARES

The Equity Shares of your Company are listed at The Stock Exchange – Mumbai. The Company has paid annual listing fees for the financial year 2009-10

DEMATERIALISATION

As the Members are aware, the Company's shares are tradable compulsorily in electronic format, your Company has established connectivity with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). In view of enormous advantages offered by the Depository system, Members are requested to avail the facility of dematerializations of the Company's Shares on depositories as aforesaid.

ACKNOWLEDGMENTS

Your Directors acknowledges with gratitude and wish to place on records, their sincere appreciation for the support and co-operation received by the Company from the various Government authorities, bankers and Shareholders during the year.

**By Order of the Board of Directors
For Veer Energy & Infrastructure Limited
SD/-**

**Yogesh M. Shah
Chairman & Managing Director**

Place: Mumbai

Date: 30th April, 2010

CORPORATE GOVERNANCE (ANNEXURE TO DIRECTORS' REPORT)

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is an ongoing process that ensures that the Company displays the highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics in its dealings. Good Corporate Governance is a critical doctrine to the global economic system, enabling the business to not only effectively and efficiently achieve its corporate objectives but also develop a structure and methodology to sustain its survival in a globally competitive environment. Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in all interactions with its Shareholders, Depositors, and Debenture holders, Employees, Creditors, Debtors and Regulatory Authorities.

BOARD OF DIRECTORS

Veer Energy & Infrastructure Limited's Board comprises of Seven Directors, of which two are designated as Executive Directors and the rest are Non-Executive Directors. As per the requirement of the Clause 49 of the listing agreement half of the members are Independent Directors.

A BRIEF PROFILE OF THE DIRECTORS IS GIVEN BELOW:

Mr. Yogesh M. Shah (51 years) is the Executive Director of the Company, is a tax and Financial consultant.

Mr. Ritesh P. Choksi (29 years) is the executive Director of the Company; He is B.E. Prod., M.B.A.

Mr. Prakash C. Shah (58 years) is a businessman residing at Ahmadabad having a Textile Trading Business since last 34 years

Dr. Dharnendra B. Shah (60 years) is a practicing Doctor with experience of 37 years.

Mr. Dhimant J. Shah (46 years) is B.Com and doing his own business in Trading in Paper & Packing Products from last 25 years.

Mr. Joseph J. Tauro (60 years) is a B. Com, CA IIB and retired after 32 years of service in IDBI Bank Ltd as a Dep. General Manager.

Mr. Ravindra V. Joshi (70 years) is a B.Com Diploma in Tax Management and a Fellow Member of institute of the company Secretaries of India since 1976.

BOARD MEETINGS

Sri Yogesh M. Shah, Executive Director of the Company, generally chairs the Board Meeting, during the financial year ended 31st March, 2010. Ten (10) Board Meeting were held i.e. on 01/06/09, 06/7/09, 31/07/09, 20/08/09, 09/10/09, 30/10/09, 19/12/09, 20/01/10, 28/01/10, and on 30/01/10

Attendance of each Director at the Board Meetings and the last Annual General Meeting

DIRECTORS	NO. OF BOARD MEETINGS ATTENDED	WHETHER ATTENDED LAST AGM
Mr. Yogesh M. Shah	10	Yes
Mr. Ritesh P. Choksi	10	Yes
Mr. Pankaj M. Choksi *Resigned on 04/01/2010	5	Yes
Mr. Prakashchandra C. Shah *Appointed on 03/10/2007	2	No
Mr. Pratik C. Shah * Resigned on 28/01/2010	7	Yes
Mr. Dharnendra B. Shah	2	Yes
Mr. Dhimant J. Shah *Appointed on 20/01/2010.	3	No
Mr. Ravindra V. Joshi *Appointed on 28/01/2010	1	No
Mr. Mr. Joseph J. Tauro *Appointed on 28/02/2010	1	No

COMMITTEES OF THE BOARD / AUDIT COMMITTEE

The Company has constituted an Audit Committee in the Month of January, 2009 which is comprised of the Non-Executive Directors majority of them being Independent. The members of the audit committee are Mr. Prakash C. Shah, Mr. Ravindra V. Joshi & Dr. Dharnendra B. Shah

Terms of reference to the Audit Committee is primarily to Supervise the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible, to appoint and fix the remuneration of internal auditors, to review the internal and external audit reports, the adequacy of internal control systems and to review the Company's financial and risk management policies. Four (4) such Meetings of the committee were held during the period under review. The meetings was held on 30/05/2009, 30/07/2009, 29/10/2009 and 29/01/2010 Meetings and Attendance of members of the Audit Committee during the Financial Year 2009 - 2010

MEMBER	NO. OF MEETINGS ATTENDED
Mr. Prakash C. Shah	4
Mr. Ravindra V. Joshi	1
Mr. Dhimant J. Shah	2

REMUNERATION COMMITTEE

The Company has constituted the remuneration committee. The committees decide and review the Managerial Remuneration. The members of the audit committee are Mr. Prakash C. Shah, Mr. Ravindra V. Joshi & Mr. Dhimant J. Shah

REMUNERATION TO DIRECTORS:

Shri Yogesh M. Shah and Shri Ritesh P. Choksi are the executive directors on the Board, rest are Non - Executive Independent Directors. Salary Drawn by Shri Yogesh M. Shah for the financial year 2009 - 2010 is Rs. 6, 00,000 and Salary Drawn by Shri Ritesh P. Choksi for the financial year 2009 - 2010 is Rs. 6, 00,000.

SHAREHOLDER GRIEVANCE COMMITTEE

The Board has constituted a committee comprising of Three Directors Mr. Prakash C. Shah, Mr. Ravindra V. Joshi and Dr. Dhimant J. Shah to look in to the grievance of shareholders and investor.

Analysis of Shareholders Correspondence during the year under consideration:

Nature Of Correspondence	Received	Redressed
Change of Address	0	0
Demat Request	0	0
Annual Report	0	0

DETAILS OF THE LAST THREE GENERAL MEETINGS:

MEETING	DATE AND TIME OF A. G. M.	PLACE	SPECIAL RESOLUTION PASSED
27th AGM	18-05-2007 at 10.00AM	Regd. Office	Yes. To appoint directors.
28th AGM	11-8-2008 at 10.30 am	Regd. Office	Yes. To fix remuneration to Directors
29th AGM	29-6-2009 at 10.00 am	Regd. Office	Yes. To appoint directors and for raise borrowing limits.

DISCLOSURE:

The details of the transaction with related parties are given in the Notes to the accounts of Auditors Report. The transaction is in the natural course of the business and is not in conflict with the interest of the Company.

There were no instance of non compliance of any matter relating to the Capital Market and no penalties were imposed on the company by Stock Exchanges or Securities & Exchange Board of India or any other Statutory Authority on any matter relating to capital Markets.

INTERNAL CONTROLS:

Management feels that the internal controls in place are sufficient considering the complexity, size and nature of operation of the Company.

MEANS OF COMMUNICATION

The Board of Directors of the company approves and takes on record the Un-audited/Audited financial results in the prescribed Performa of the Stock Exchange on a quarterly basis. The results are announced to all the Stock Exchanges where the shares of the Company are listed.

GENERAL SHAREHOLDERS INFORMATION

30TH ANNUAL GENERAL MEETING

Date & Time	Friday, the 28 th May, 2010 at 10:00 A.M
Venue	Shri Halai Bhatia Mahajanwadi ,398, Kalbadevi Road,Shrinathji Chowk, Mumbai - 400002
Date of Book Closure	24th May 2010 To 27th.May, 2010. (Both days inclusive)

LISTING ON STOCK EXCHANGE:

THE STOCK EXCHANGE, MUMBAI, (Stock Code: 503657), Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai - 400023. Ph: 022-2272 1234 Fax: 022-2272 2082

LISTING FEE

The Company has paid Listing Fees to Stock Exchanges where the shares are listed within due date. Your Company is strictly observing all the clauses of the Listing agreement entered into with the Stock Exchanges and there are no investor complaints pending against the Company.

ADDRESS FOR CORRESPONDENCE: The Company has appointed M/s. Sharex (India) Pvt. Ltd. as the Share Transfer Agents of the Company.

M/S. SHAREX DYNAMIC (INDIA) PVT LTD, Unit No. 1, Luthra Industrial Premises, Andheri Kurla Road, Andheri (East) Mumbai-400072. Ph. No. 28515606/28515644. Fax 08512885

Shareholders are requested to address their correspondence relating to Share Transfer, Transmission, Demat, Remat, Change of Address, Change of Bank Mandate etc. to the above address only.

DEMATERIALIZATION OF SHARES:

Over 98.70% of the Company's paid-up equity share capital has been dematerialized up to 31st March, 2010. Trading in Equity Shares of the Company is permitted only in Dematerialization form as per notification issued by the Securities Exchange Board of India (SEBI). Accordingly the Company has entered into an agreement with the following Depositories, which are providing the services of dematerialization of equity shares.

NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL)

4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai: - 400 013
Tel.: 2499 4200 Fax: 2497 2993

And

CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL)

Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, and Mumbai - 400001.Tel. 22723333 Fax: 22722072

Shareholders can approach the Depository Participants of the above Depositories for Dematerialization for their Shares.

DETAILS OF THE DEMATERIALIZATION OF SHARES COMPLETED UPTO 31ST MARCH, 2010
NUMBER OF SHARES DEMATERIALIZED

NSDL	CDSL	TOTAL
38653455	11090935	49744390

SHAREHOLDING PATTERN

Share holding pattern of the Company as on 31st March, 2010 is as follows

CATEGORY	PHYSICAL		ELECTRONIC		TOTAL	
	No. of share	%	No. of share	%	No. of share	%
A. Promoters' holding						
- Indian Promoters	6,55,610	1.301	2,36,99,451	47.023	2,43,55,061	48.324
- NRI Promoters	Nil		99,000	0.198	99,900	0.198
- Bodies Corporate	Nil		76,938	0.153	76,938	0.153
B. Non-Promoters Holding						
Institutional Investors	Nil		Nil		Nil	
Banks, FIIs	Nil		25831101	51.252	25831101	51.252
	Nil		37,000	0.073	37,000	0.073
GRAND TOTAL	6,55,610	1.301	49744390	98.699	5,04,00,000	100

DISTRIBUTION SCHEDULE ON NUMBER OF SHARES (AS ON 31ST MARCH, 2010)

SHARES (1)	NO. OF HOLDERS (2)	% OF HOLDERS (3)	TOTAL SHARES (4)	% OF SHARES (5)
UPTO 100	5786	26.11	433447	.86
101 200	3797	17.13	702615	1.39
201 500	5718	25.80	2303101	4.57
501 1000	3459	15.61	3011141	5.97
1001 5000	2849	12.86	6520258	12.94
5001 10000	301	1.36	2217884	4.40
10001 100000	212	0.96	6188731	12.28
100001 AND ABOVE	40	0.18	29022823	57.58
Total	22162	100	5,04,00,000	100

STOCK MARKET DATA

Monthly closing high and low quotation of shares traded on the Stock Exchange, Mumbai (BSE) for the year 2009-2010

MONTH	HIGH	LOW
April 2009	130.00	125.00
May 2009	158.10	124.00
June 2009	312.50	157.10
July 2009	329.00	189.95
August 2009	209.70	167.00
September 2009	203.00	18.50
October 2009	20.90	10.45
November 2009	14.28	9.60
December 2009	11.60	10.51
January 2010	11.55	8.76
February 2010	9.40	7.90
March 2010	9.30	6.90

CERTIFICATE ON CORPORATE GOVERNANCE

To The Members

M/s. Veer Energy & Infrastructure Limited,

We have examined the compliance of conditions of Corporate Governance of M/s. VEER ENERGY & INFRASTRUCTURE LIMITED, for the year ending 31st March, 2010, as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchanges. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement. We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders / Investors Grievance Committee. 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 Jayesh R. Shah & Co
Chartered Accountants
SD/-
Jayesh Shah
Proprietor
Membership No. 033864

Place: Mumbai

Date: 30th April, 2010

AUDITORS REPORT

To,
The Members of
VEER ENERGY & INFRASTRUCTURE LIMITED.

We have audited the attached Balance Sheet of M/S. VEER ENERGY & INFRASTRUCTURE LIMITED, as at 31st March 2010, the Profit and Loss Account and Cash Flow Statement of the Company for the year ended on that date, annexed thereto. 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.

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.

As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditors report) (Amendment) order 2004 issued by the Central Government of India in term of Sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- 1) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- 2) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books
- 3) The Balance Sheet, the Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- 4) In our opinion, the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956
- 5) On the basis of written representations received from the directors, as on 31st March, 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2010 from being appointed as a director in terms of section 274 (1)(g) of the Companies Act, 1956.
- 6) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information 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:
 - (i) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2010.
 - (ii) In case of the profit and Loss Account, of the Profit for the year ended on that date; and
 - (iii) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For Jayesh R. Shah & Co
Chartered Accountants

SD/-

Jayesh Shah
Proprietor
Membership No. 033864

Place: Mumbai
Date: 30th April 2010

ANNEXURE REFERRED TO IN PARAGRAPH (3) OF AUDITOR'S REPORT OF EVEN DATE

As required by the Companies (Auditors Report) order, 2003 issued by the Company Law Board in terms of Sections 227 (4A) of the Companies Act, 1956 and on the basis of such checks as we considered appropriate, we report that:

- 1)
 - (i) The Records of fixed assets showing full particulars including quantitative details and situation of fixed assets is under preparation.
 - (ii) As explained to us, the assets have been physically verified by the management, which, in our opinion, is reasonable, considering the size and nature of the business. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification.
 - (iii) During the year, the Company has not disposed off any substantial/major part of fixed assets.
- 2)
 - (i) As per the information furnished, the inventories have been physically verified by the management during the year at reasonable intervals, having regard to the nature of stocks, the frequency of the physical verification is reasonable.
 - (ii) In our opinion, and according to the information and explanation given to us, the procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
 - (iii) The Company has maintained proper records of inventories. In our opinion and according to the information, there were no major discrepancies noticed on such verification. Minor discrepancies noticed at the year end with actual stock were adjusted with the consumption in the accounts.
- 3) The Company has neither granted nor taken any loans secured or unsecured, to or from Companies, firm or other Parties covered in the register maintained under section 301 of Companies Act, 1956. As the Company has not granted /taken any loans, clauses (iii) (b), (iii) (c), (iii) (d), (iii) (e), (iii) (f) and (iii) (g) of paragraph 4 of the said order are not applicable to the Company.
- 4) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and Sale of goods & services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanation given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control System.
- 5)
 - (i) In our opinion and according to the information and explanations given to us, the Company has maintained a proper records for the Contracts or arrangements referred to in section 301 of the Companies Act 1956 that need to be entered in the register required to be maintained under that section.
 - (ii) According to the information and explanation given to us, on verification of the records, we are of the opinion that the transaction of purchase and sale of goods, materials and services made in pursuance of contracts arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 aggregating during the year to Rs. 5, 00,000/- or more in respect of each parties have been recorded properly.
- 6) The company has not accepted any deposits from public within the meaning of section 58A and 58AA of the Companies Act, 1956 and the rules framed there under.
- 7) In our opinion, the Company has adequate internal audit system commensurate with its size and nature of its business.
- 8) The Company is not covered under section 209(1) (d) of the Companies Act, 1956 hence, not required to maintain cost records.
- 9) According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance Fund, Income Tax, Sales Tax, wealth tax, service tax, Custom Duty, Excise Duty, Cess and other statutory dues with appropriate authorities. According to the records of the company and information and explanation given to us, there are no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Customs Duty, Sales Tax, Excise Duty, PF, ESIC and any other statutory dues outstanding as at 31st March, 2010 for a period of more than six months from the date they became payable except as mention under.
 - (i) Vat Tamil Nadu Rs.3, 00,331.25 not paid
According to the information and Explanation given to us there are no dues of income tax, sales tax, wealth tax, and service tax, which have not been deposited with the appropriate authorities on account of any dispute except as under
 - (i) A.Y 2006-07 demand Rs.70, 416.00 appeal pending before IT tribunal
- 10) The Company does not have any accumulated business loss as at the end of the financial year and has not incurred Cash losses in the financial year and in the immediately proceeding financial year.
- 11) The Company did not have any out standing dues to any financial Institution, or debentures holder during the year.
- 12) The Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) The provisions of any special statute applicable to chit fund/Nidhi/mutual benefit fund/Societies are not applicable to the Company.
- 14) The Company has not dealt or traded in shares, securities and debentures during the year under record. However, as per the information & explanation given to us, proper records have been maintained by the Company for the investments made in the past.

- 15) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- 16) According to the information & record examine by us the Company has not taken any term loan from the Bank for the purchase of Plant & Machinery
- 17) On the basis of our examination of the Cash Flow statement, the fund raised on short term basis has not been used for long term investments.
- 18) The Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year.
- 19) The Company has not issued any debentures during the year.
- 20) The Company has not raised any money by public issue during the year.
- 21) On the basis of our examination and according to the information and explanations given to us, no fraud, on or by the Company, has been noticed or reported during the course of our audit.

For Jayesh R. Shah & Co
Chartered Accountants

SD/-
Jayesh Shah
Proprietor
Membership No. 033864

Place: Mumbai
Date: 30th April 2010

VEER ENERGY & INFRASTRUCTURE LIMITED
BALANCE SHEET AS AT 31ST MARCH 2010

Particulars	Schedule	Year Ended at 31/03/2010 Rs.	Year Ended at 31/03/2009 Rs.
SOURCE OF FUNDS :			
Shareholder's funds			
Share Capital	1	50,400,000	33,600,000
Reserves & Surplus	2	32,119,631	19,311,013
Share Application Money		-	7,610,000
Loan Funds			
Secured Loans	3	10,645	47,658,779
Unsecured Loans		45,509,744	6,375,000
Deferred Tax Liability		18,529,672	5,944,668
TOTAL :		146,569,692	120,499,460
APPLICATION OF FUNDS :			
FIXED ASSETS			
Gross Block	4	70,843,517	27,093,695
Less : Depreciation		3,998,022	1,201,266
Net Block		66,845,495	25,892,429
INVESTMENTS			
Deferred Tax Assets	5	30,000	30,000
		77,308	65,028
CURRENT ASSETS, LOANS & ADVANCES			
Inventories	6	57,177,457	28,054,076
Sundry Debtors	7	67,264,540	59,431,660
Cash & Bank balances	8	3,455,359	17,385,526
Other Current Assets	9	1,902,311	4,891,847
Loans & Advances	10	20,744,302	12,748,636
		150,543,969	122,511,745
Less: Current Liabilities & Provisions :	11		
Liabilities		47,253,203	14,478,724
Provisions		24,112,265	13,642,920
		71,365,468	28,121,644
Net Current Assets		79,178,501	94,390,101
MISCELLANEOUS EXPENDITURE :			
(To the extent not written off or adjusted)			
Preliminary Expenses		438,387	121,902
TOTAL :		146,569,692	120,499,460
Significant Accounting Policies & Notes on Accounts	18		
As per our report of even date attached For JAYESH R. SHAH & CO.		For and On Behalf of the Board	
CHARTERED ACCOUNTANTS			
SD/- Jayesh Shah Proprietor M.No.033864 Place : Mumbai Date : 30th April, 2010		SD/- Yogesh M. Shah Managing Director	SD/- Prakash C. Shah Director

VEER ENERGY & INFRASTRUCTURE LIMITED			
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010			
Particulars	Sch	Year Ended at 31/03/2010 Rs.	Year Ended at 31/03/2009 Rs.
<u>INCOME</u>			
Sales	12	338,205,046	206,592,953
Other Income	13	244,758	415,979
TOTAL:		338,449,804	207,008,932
<u>EXPENDITURE</u>			
Cost of goods sold	14	267,428,080	163,577,137
Employees Remuneration & Benefits	15	3,135,038	2,549,040
Operating and Other Expenses	16	6,385,630	3,642,826
Total		276,948,748	169,769,003
Profit/(Loss) before Int., Deprcn and Tax		61,501,056	37,239,929
Interest & Financial Charges	17	3,620,029	5,632,436
Depreciation	4	2,796,756	1,089,139
Profit/(Loss) before Tax		55,084,271	30,518,354
Less : Provision for current Tax		9,365,000	4,115,000
Provision for Deferred Tax Liability		12,572,724	5,035,194
Provision for Fringe benefit Tax		0	62,691
Taxation for the prior year paid		0	70,610
Net Profit/ (loss) after tax		33,146,547	21,234,859
Less : Prior year adjustment		0	0
		33,146,547	21,234,859
Add: Prior year balance b/ fd.		11,013	434,773
		33,157,560	21,669,632
Less : Transfer to General Reserve		3,500,000	2,500,000
Less : Proposed Dividend on Equity Shares		3,024,000	2,016,000
Tax on Dividend Proposed		513,929	342,619
Balance c/ fd. To Balance Sheet		26,119,631	16,811,013
Weighted average number of Equity Shares outstanding during the year		50,400,000	3,360,000
Basic & diluted earnings per share,		0.66	6.32
Significant Accounting Policies & Notes on Accounts	18		
As per our report of even date attached			
For JAYESH R. SHAH & CO.		For and On Behalf of the Board	
CHARTERED ACCOUNTANTS			
SD/- Jayesh Shah Proprietor M.No.033864	SD/- Yogesh M. Shah Managing Director	SD/- Prakash C. Shah Director	
Place : Mumbai			
Date : 30th April, 2010			

VEER ENERGY & INFRASTRUCTURE LIMITED		
Schedule Forming Part of the Balance Sheet As At 31st March,2010 And Profit & Loss Account for the year ended 31st March,2010		
	Year Ended at 31/03/2010	Year Ended at 31/03/2009
SCHEDULE - 1.		
SHARE CAPITAL :		
<u>Authorised</u>		
15,00,00,000 Equity Shares of Rs. 1/- each (Previous year		
75,00,00,000 Equity shares of Rs. 10/- each)	75,000,000	75,000,000
<u>Issued, Subscribed and Paid-Up</u>		
5,04,00,000 Equity Shares of Rs. 1/- each fully paid up	50,400,000	33,600,000
(Previous Year 3,36,00,000 Equity Shares of Rs. 10/- each fully paid up)	50,400,000	33,600,000
Of the above, 4,54,00,000 equity shares of Rs. 1 each (Previous Year 28,60,00,000 Equity Shares of Rs. 10/- each) were allotted as fully paid bonus shares by capitalisation of reserves.		
SCHEDULE 2		
RESERVES & SURPLUS:		
General Reserve-Op. Bal	2,500,000	3,500,000
Add: Addition during the year	3,500,000	2,500,000
Less: Utilisatin	-	3,500,000
Closing Balance	6,000,000	2,500,000
Profit & Loss Account-Op. Bal	16,811,013	16,534,774
Add: Addition during the year	26,108,618	16,376,239
Less: Utilisatin	16,800,000	16,100,000
Closing Balance	26,119,631	16,811,013
	32,119,631	19,311,013
SCHEDULE 3		
SECURED LOANS		
Term Loan from Canara Bank	Nil	16,800,000
(Secured against hypothecation of Plant & Machinery)		
Car Loan A/c.	16,299	-
Overdraft facility from Canara Bank	(5,654)	30,858,779
(Secured against stock and debtors)		
(Above loans are secured by the personal guarantee of the executive directors of the Company)	10,645	47,658,779
UNSECURED LOANS		
From Directors	14,300,000	6,375,000
Others-Intercorporate Deposits	31,209,744	-
	45,509,744	6,375,000
SCHEDULE 5		
INVESTMENTS (At cost)		
Current Investments	30,000	30,000
(Non Traded, Unquoted)		
	30,000	30,000
SCHEDULE : 6		
INVENTORIES		
Land for Wind Farm	32,560,000	5,792,352
Wind Turbine Generator	-	-
Errrection & Commissioning Product	4,163,772	3,913,446
Foundation Material	8,164,811	3,862,394
Operation & Maintance Product	264,474	
Power Evacuation Facility	12,024,400	14,485,884
(As certified by the Directors)	57,177,457	28,054,076
SCHEDULE : 7		
SUNDRY DEBTORS		
(Unsecured considered good)		
Debts over 6 months	1,671,450	3,087,500
Other Debts	65,593,090	56,344,160
	67,264,540	59,431,660

VEER ENERGY & INFRASTRUCTURE LIMITED
FIXED ASSETS :

SCHEDULE : 4

DESCRIPTION	GROSS BLOCK				DEPRICIATION				NET BLOCK		
	As At 1.4.2009	ADD DURING THE YR.	DEDUC. DURING THE YR.	AS AT 31.3.2010	Up To 1.4.2009	On Op.Bal	On Add. Deduction	For the Year 2009-10	Up To 31.3.2010	As at 31.3.2010	As at 31.3.2009
Air Conditioner	100,000	-	-	100,000	11,235	4,750	-	4,750	15,985	84,015	88,765
Epbax	17,654	-	-	17,654	2,517	839	-	839	3,356	14,298	15,137
Office Equipments	48,943	48,943	-	48,943	-	-	1274	1,274	1,274	47,669	-
Computer	258,350	-	-	258,350	124,486	41,879	-	41,879	166,365	91,985	133,864
Furniture & Fixtures	155,554	73,116	-	228,670	23,974	9,847	4020	13,866	37,840	190,830	131,580
Projector	68,625	-	-	68,625	9,985	4,344	-	4,344	14,329	54,296	58,640
Three Phase Transformer	393,819	-	-	393,819	20,295	18,706	-	18,706	39,001	354,818	373,524
Coil Winding Machine	100,311	137,207	-	237,518	3,685	4,765	6410	11,175	14,860	222,658	96,626
CT Testing Panel	322,955	117,606	-	440,561	12,524	15,340	5494	20,835	33,359	407,202	310,431
Vacuum Pump	-	172,950	-	172,950	-	-	8080	8,080	8,080	164,870	-
WTG- Gujarat 1	12,000,000	-	-	12,000,000	472,358	570,000	-	570,000	1,042,358	10,957,642	11,527,642
WTG- Gujarat 2	12,000,000	-	-	12,000,000	401,928	570,000	-	570,000	971,928	11,028,072	11,598,072
WTG-Gujarat 3	-	10,800,000	-	10,800,000	-	-	342937	342,937	342,937	10,457,063	-
WTG-Gujarat 4	-	10,800,000	-	10,800,000	-	-	342937	342,937	342,937	10,457,063	-
WTG-Gujarat 5	-	10,800,000	-	10,800,000	-	-	342937	342,937	342,937	10,457,063	-
WTG-Gujarat 6	-	10,800,000	-	10,800,000	-	-	342937	342,937	342,937	10,457,063	-
Car Chevrolet	1,012,388	-	-	1,012,388	89,589	96,177	-	96,177	185,766	826,622	922,799
Car Swift	664,039	-	-	664,039	28,690	63,084	-	63,084	91,774	572,265	635,349
	27,093,695	43,749,822	-	70,843,517	1,201,266	1,399,730	1,397,026	2,796,756	3,998,022	66,845,495	25,892,429
Previous Year	16,794,002	10,299,693	-	27,093,695	112,127	847,074	242,065	1,089,139	1,201,266	25,892,429	16,681,875

VEER ENERGY & INFRASTRUCTURE LIMITED		
<u>Schedule Forming Part of the Balance Sheet As At 31st March,2010 And</u> Profit & Loss Account for the year ended 31st March,2010		
	Year Ended at 31/03/2010	Year Ended at 31/03/2009
<u>SCHEDULE : 8</u>		
<u>CASH & BANK BALANCES</u>		
Cash in Hand	450,235	968,243
<u>Balances with Scheduled Banks</u>		
On Current Account	3,005,124	16,417,283
	3,455,359	17,385,526
<u>SCHEDULE : 9</u>		
<u>OTHER CURRENT ASSETS</u>		
Deposits - Others	1,902,311	4,891,847
	1,902,311	4,891,847
<u>SCHEDULE : 10</u>		
<u>LOANS & ADVANCES</u>		
(Unsecured Considered Good.)		
Advances recoverable in cash or in kind for the value to be received.	20,744,302	12,748,636
	20,744,302	12,748,636
<u>SCHEDULE : 11</u>		
<u>CURRENT LIABILITIES & PROVISIONS</u>		
Sundry Creditors	45,640,302	12,537,533
Other Liabilities	1,612,901	1,941,191
Provisions	24,112,265	13,642,920
	71,365,468	28,121,644
<u>SCHEDULE : 12</u>		
<u>SALES</u>		
Sale of WTG	105,023,960	26,035,940
Sale of Infrastructure	101,763,249	165,478,037
Sale of Power Generation	4,399,879	568,569
O & M Charges	10,823,707	7,766,444
Trading of Materials	49,263,571	6,743,963
Technical Testing & Analysis	66,930,680	-
	338,205,046	206,592,953
<u>SCHEDULE : 13</u>		
<u>OTHER INCOME</u>		
Interest	244,758	290,979
Dividend	-	-
Other Income	-	125,000
	244,758	415,979

VEER ENERGY & INFRASTRUCTURE LIMITED		
<u>Schedule Forming Part of the Balance Sheet As At 31st March,2010 And</u>		
Profit & Loss Account for the year ended 31st March,2010		
	Year Ended at 31/03/2010	Year Ended at 31/03/2009
SCHEDULE : 14		
<u>COST OF SALES</u>		
<u>Opening Stock</u>		
Land for Wind Farm	5,792,352	60,720,905
Wind Turbine Generator	-	-
Errection & Commissioning Product	3,913,445	8,746,739
Foundation Material	3,862,394	14,351,437
Power Evacuation Facility	14,485,884	14,699,980
	28,054,076	98,519,061
<u>Purchases</u>		
Purchase of WTG	92,200,000	21,600,000
Purchase of Infrastructure	88,677,494	54,112,847
Purchase of Trading Materials	48,860,598	6,130,518
O & M Charges	6,314,996	5,754,998
Testing	56,249,470	-
Total	292,302,558	87,598,363
<u>Direct Expenses</u>		
Crane Rent	1,394,000	3,085,465
Bunk House Unit	-	-
Getco Fees	43,850	163,000
Insurance	-	-
Labour & Security at site	1,530,600	1,538,260
Petroleum & Fuel	93,754	89,135
Transport Charges	1,176,700	637,929
Workers Welfare	-	-
WTG Transfer Exp.	-	-
Other Direct Expenses	10,000	-
Total	4,248,904	5,513,789
Total	324,605,538	191,631,213
<u>Less: Closing Stock</u>		
Land for Wind Farm	32,560,000	5,792,352
Errection & Commissioning Product	4,163,772	3,913,446
Foundation Material	8,164,811	3,862,394
Power Evacuation Facility	12,024,400	14,485,884
O&M Product	264,474	-
WTG	-	-
Total	57,177,457	28,054,076
Cost of Goods Sold	267,428,080	163,577,137

VEER ENERGY & INFRASTRUCTURE LIMITED		
	Year Ended at 31/03/2010	Year Ended at 31/03/2009
<u>SCHEDULE : 15</u>		
<u>EMPLOYEES REMUNERATION & BENEFITS</u>		
Directors Remuneration	1,250,000	1,200,000
Salaries & Benefits	1,813,316	1,324,331
Staff Welfare Exp.	71,722	24,709
	3,135,038	2,549,040
<u>SCHEDULE : 16</u>		
<u>Operating & Other Expenses</u>		
Advertising Expenses	1,279,373	79,000
Audit Fees	150,000	100,000
Books & Periodicals	7,500	-
Business Promotion Expenses	316,460	79,411
Conveyance Expenses	87,412	54,496
Discount		8,551
Diwali Exp.	23,874	3,650
Electricity Expenses	152,061	123,910
Insurance	323,827	84,758
Licence fee - GEDA	893,375	308,750
Legal & Consultancy Fees	360,456	943,844
Listing Fees	66,180	121,862
Misc. Expenses	26,822	35,865
Office Expenses	437,129	296,987
Postage & Courier	162,013	9,485
Printing & Stationery	188,095	72,038
Repairs & Maintenance - Machinery		-
- Building	176,004	-
- Others	279,233	65,945
ROC Expenses	23,909	4,300
Share transfer Exp.	40,244	53,226
Telephone Exp.	166,170	195,007
Travelling Exp.	990,793	879,839
Mis. Exp. W/off.	231,499	121,902
Membership & Subscription	3,200	-
	6,385,630	3,642,826
<u>SCHEDULE : 17</u>		
<u>Interest & Financial Charges</u>		
Bank Charges	31,865	194,346
Interest	3,588,164	5,438,090
	3,620,029	5,632,436

SCHEDULE - 18 NOTES FORMING PARTS OF THE ACCOUNTS SIGNIFICANT ACCOUNTING POLICIES

- 1) **BASIS OF ACCOUNTING:** The financial statement are Prepared in accordance with Indian Generally Accepted Accounting Principles (“GAAP”) under the historical cost convention, on the accruals basis.
- 2) **USE OF ESTIMATES:**
The Presentation of Financial statements in conformity with the generally accepted accounting Principles requires estimates and assumptions to be made that may affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimated.
- 3) **REVENUE RECOGNITION:**
 - (i) Sale of goods: Revenue from sale of goods is recognized when significant risks and rewards in respect of ownership of the goods are transferred to the customer, as per the terms of the respective Sales order.
 - (ii) Interest: Interest income is recognized on a time proportion basis taking in to account the amount outstanding and the rate applicable.
 - (iii) Dividend: Dividend Income from investments is recognized when the right to receive payment is established.
- 4) **FIXED ASSETS:**
Fixed Assets are stated at cost, less accumulated depreciation and impairment losses. Cost includes all expenditure necessary to bring the assets to its working conditions for its intended use.
- 5) **DEPRECIATION:**
Depreciation is provided on the straight line method based as per the rate specified in the schedules XIV of the companies Act, 1956 except for the WTG, on useful lives of assets as estimated by the management.
- 6) **INVESTMENTS:**
Long-term investments are carried at cost. However, Provision is made to recognize, other than temporary, in the value of long-term investments. Current investments are carried at lower of cost and fair values, determined on individual basis
- 7) **INVENTORIES:**
Inventories are at lower of cost and net realizable value. Stock of land is valued at lower of cost and net realizable value. Cost is determined on the weighted average basis; net realizable value is determined by management using technical estimates.
- 8) **BORROWING COSTS:**
Borrowing lists that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A quality asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.
- 9) **RETIREMENT AND OTHER EMPLOYEE BENEFITS:**
The Company has adopted the policy to provide for the Liability for gratuity and leave encashment benefits on actuarial valuation. Actuarial valuation report has been obtained for the liabilities for gratuity and leave encashment benefits and provision has been made accordingly.
- 10) **PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:**
A Provision is recognized when the Company has a Present obligation as a result of past events and it is probable that an out flow of resources will be required to settle the obligation, in respect of which are reliable estimate can be made. Provisions are not discounted to their present value and are determined based on estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed by way of Notes to the account. Contingent assets are not recognized.
- 11) **TAXATION:**
Provision for current income tax is made in accordance with the Income Tax Act, 1961. Deferred tax liabilities and assets are recognized at substantively enacted tax rates, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that original in one period and are capable of reversal in one or more subsequently period.
- 12) **IMPAIRMENT:**
Impairment loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the statement of Profit and Loss and carrying amount of the asset is reduced to its recoverable amount.
- 13) **EARNING PER SHARE:**
Earnings per Share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the year and also after the balance sheet date but before the date the financial statements are approved by the Board Of Directors. For the purpose of calculating diluted earnings per share, the net profit for the period attributed to equity shareholders and the weight average number of share outstanding during the period adjusted for the effects of all dilative potential equity shares. The number of equity shares and potential dilative equity shares are adjusted for bonus as appropriate.

NOTES TO THE ACCOUNTS
1) CONTINGENT LIABILITIES:

There are no contingent liabilities as on the date of the balance sheet.

2) DIRECTORS REMUNERATION

2009-2010	2008 - 2009
Rs.12,00,000.00	Rs.12,00,000.00

3) AUDITORS REMUNERATION

	2009-2010	2008 - 2009
As Auditor	Rs. 1,25,000.00	Rs.80,000.00
As advisor, or in any other capacity		
(i) Taxation Matters		
(ii) Company Law Matters	Rs.15,000.00	Rs.10,000.00
(iii) Management Services	Nil	Nil
	Nil	Nil
In Any Other Matter	Rs.10,000.00	Rs.10,000.00

4) SEGMENT REPORTING AS REQUIRED BY ACCOUNTING STANDARD 17

Primary Segment- Energy & Infrastructure	Rs.28,89,41,475.00
Secondary Segment - Trading	Rs.4,92,63,571.00

GEOGRAPHICAL SEGMENT IS GIVEN AS UNDER:

REVENUE	
Within India	Rs.33,82,05,046.00
Outside India	Nil

5) DEFERRED TAX

NET DEFERRED TAX LIABILITY	
Timing difference on account of Depreciation	Rs.1,85,29,672.00
NET DEFERRED TAX ASSETS	
On Account Of Gratuity Provision	Rs.77,303.00

**6) EARNING PER SHARE (EPS) COMPUTED IN ACCORDANCE WITH AS-
FACE VALUE OF THE SHARE IS RS.1**

Net Profit After Tax	Rs.3,31,46,547.00
Number Of Shares	5,04,00,000
Weighted Average Number Of Shares	4,48,00,000
Basic Earning Per Share	Rs. 0.65
Diluted Earning Per Share	Rs. 0.73

7) **RELATED PARTIES DISCLOSURE IN ACCORDANCE WITH THE ACCOUNTING STANDARD 18**
LIST OF THE RELATED PARTIES: ENTERPRISE OWNED OR SIGNIFICANTLY CONTROLLED BY THE DIRECTORS THE
COMPANY:

The Name Of The Company/Firm	Director Interested
International Auto Corporation	Mr.Ritesh.P.Choksi
Choksi Group	Mr.Ritesh.P.Choksi
Choksi Industrial Products Pvt. Ltd	Mr.Ritesh.P.Choksi
Danish Engg	Mr.Prakash.C.Shah
Kunal Traders	Mr.Prakash.C.Shah
Vithaldas Kalidas	Mr.Dhimant.J.Shah
Summer Holdings Pvt.Ltd	Mr.Ravindra.v.Joshi

8) **TRANSACTIONS WITH RELATED PARTIES** : Nil

- 9) As required by the mandatory accounting standard - 15 regarding "Accounting for Retirement Benefits in the Financial Statements of Employer". Actuarial valuation report has been obtained for the liabilities for gratuity and leave encashment benefits. There amount as per valuation report is Rs. 2, 27,444.00 which has been provided in the accounts.
- 10) Additional information pursuant to Para. 3 & 4C & 4D of the Part II of Schedule VI of the Companies Act,1956.(As certified by the management)

11)

- (i) Details of Capacity & Production

The License Capacity	N.A
The Installed Capacity	N.A
The Actual Production	N.A

(ii) **Raw Materials Consumed (Amount in Lakhs)**

	OPENING STOCK		PURCHASE		SALES		CLOSING STOCK	
	Qty	Value	Qty	Value	Qty	Value	Qty	Value
Errection & Commissioning Product		39.00		292.00		290.00		41.00
Foundation Material		39.00		271.00		243.00		82.00
Power Evacution Facility		145.00		380.00		502.00		120.00

(iii) **Particulars In Respect Of Goods Dealt With By The Company (Amount in Lakhs)**

	OPENING STOCK		PURCHASE		SALES		CLOSING STOCK	
	Qty	Value	Qty	Value	Qty	Value	Qty	Value
WTG	Nil	Nil	9	922	9	1020	Nil	Nil
Land	314 acr.	58.00	232 acr.	395.00	327 acr.	187.00	219 acr.	326.00
Infrastructure		223.00		491.00		830.00		246.00
Steel Tube	Nil	Nil	1007 Mtr	489.00	1007 Mtr	493.00	Nil	Nil
Total	N.A	281.00	N.A	2297.00	N.A	2560.00	N.A	572.00

(iv) **Value Of Imported & Indigenous Material Consumed & Percentage There Of**

	2009-2010		2008 - 2009	
	Value	%	Value	%
Value of Imported material consumed	Nil	0	Nil	0
Value of indigenous material consume	2006	100	15 23	100
Total	2006	100	15 23	100

(v) **Value Of Imports On CIF Basis In Respect Of**

	2009-2010		2008 - 2009	
	Value	%	Value	%
Raw materials	Nil	0	Nil	0
Components & spare parts	Nil	0	Nil	0
Capital Goods	Nil	0	Nil	0

(vi) **Expenditure In Foreign Currency On Account Of**

	2009-2010		2008 - 2009	
	Value		Value	
Royalty, Know How, Professional, Consultation Fees, Interest And Other Matters	Nil		Nil	
Traveling	Nil		Nil	

(vii) **Dividend Remitted In Foreign Currency**

	2009-2010		2008 - 2009	
	Value	%	Value	%
	Nil	0	Nil	0

(viii) **Earning In Foreign Exchange**

	2009-2010		2008 - 2009	
	Value	%	Value	%
FOB value of Exports	Nil	0	Nil	0
Royalty, know how, professional & consultation fees	Nil	0	Nil	0
Interest & Dividend	Nil	0	Nil	0
Other Income	Nil	0	Nil	0

12) In the opinion of the Board, Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business.

13) The Company has not received any information from the suppliers regarding status under the Micro, Small and Medium Enterprises Development Act, 2006 (the act) and hence disclosure regarding:

- (i) Amount due and outstanding to suppliers as the end of accounting year
- (ii) Interest paid during the year
- (iii) Interest payable at the end of the accounting year, and
- (iv) Interest accrued and unpaid at the end of the accounting year, has not been provided

The Company is making efforts to get the confirmations from the suppliers as regards their status under the Act.

14) Previous year figures have been regrouped & re arranged wherever necessary

As per our report of even date attached

For JAYESH R. SHAH & CO.

CHARTERED ACCOUNTANTS

SD/-

Jayesh Shah

Proprietor

M.No.033864

Place : Mumbai

Date : 30th April, 2010

For and On Behalf of the Board

SD/-

Yogesh M. Shah
Managing Director

SD/-

Prakash C. Shah
Director

**VEER ENERGY & INFRASTRUCTURE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2010
PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT**

	Rupees For the year ended March 31,2010	Rupees For the year ended March 31,2009
A	<u>Cash Flow from Operating Activities</u>	
	55,084,271	30,518,354
	Net Profit before tax	
	<u>Adjustments for :</u>	
	2,796,756	1,089,139
	Depreciation	
	438,387	121,902
	Preliminary Expenses written off	
	-	-
	Prior year adj.	
	(244,758)	(415,979)
	Other Income	
	58,074,656	31,313,416
	Operating Profit before Working Capital Changes	
	<u>Adjustments for :</u>	
	(29,123,381)	70,464,985
	(Increase) / Decrease in Inventories	
	(7,832,880)	8,574,589
	(Increase) / Decrease in Sundry Debtors	
	(7,995,666)	(4,997,399)
	(Increase) / Decrease in Loans & Advances	
	2,989,536	(974,472)
	(Increase) / Decrease in Deposits	
	43,243,824	(3,895,714)
	Increase / (Decrease) in Current Liabilities	
	12,572,724	5,035,194
	Adjustment for Deferred Tax	
	13,854,156	74,207,183
	Cash generated from Operations	
	(21,937,724)	(9,283,495)
	Provision for Taxation	
	49,991,088	96,237,104
	Net Cash (used) / from Operating Activities	
B	<u>Cash flow from Investing Activities</u>	
	(43,749,822)	(10,299,693)
	(Increase) / Decrease of Fixed Assets	
	-	-
	(Increase) / Decrease in Investments	
	16,800,000	19,600,000
	Increase/(Decrease) in Share Capital	
	(16,800,000)	(19,600,000)
	Increase/(Decrease) in Reserves	
	(7,610,000)	(54,855,000)
	Increase/(Decrease) in Corporate Deposits	
	(47,648,134)	(17,053,863)
	Increase/(Decrease) in Secured Loans	
	39,134,744	4,600,000
	Increase/(Decrease) of Unsecured Loans	
	(754,871)	121,902
	Preliminary Expenses Paid	
	244,758	415,979
	Interest & Other Income	
	(60,383,325)	(77,070,675)
	Net Cash (used in) / from Investing Activities	
C	<u>Cash flow from Financial Activities</u>	
	(3,537,929)	(2,358,619)
	Dividend Paid	
	-	-
	Interest Paid	
	(3,537,929)	(2,358,619)
	Net Cash (used in) / from Financing Activities	
D	(13,930,166)	16,807,810
	Net changes in cash & cash equivalents (A + B + C)	
	17,385,526	577,716
	Cash & cash equivalents - Opening Balance	
	3,455,360	17,385,526
	Cash & cash equivalents - Closing Balance	

	SD/- Yogesh M. Shah Managing Director	SD/- Prakash C.Shah Director
Place: Mumbai		
Date : 30th April, 2010		

We have examined the attached Cash Flow Statement Of M/s. Veer Energy & Infrastructure Ltd. for the year ended 31/03/2010. The Statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause 32 with Stock Exchange and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report of even date to the Members of the Company.

For Jayesh R. Shah & Co.
Chartered Accountants

SD/-
Jayesh Shah
Proprietor
Place : Mumbai
Date : 30th April, 2010

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Information Pursuant to part 5 of Schedule 5 to the Companies Act, 1956.

1.) Registration No.	23334	Status Code	11
Balance Sheet date	31.03.2010		

2.) Capital Raised during the year.

Public Issue	NIL	Right Issue	NIL
Bonus Issue	16800000	Private Placement	NIL

3.) Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	146570	Total Assets	146570
Paid Up Capital	50400	Net Fixed Assets	66846
Reserve & Surplus	32119	Investment	30
Secured Loan	11	Net Current Assets	79179
Unsecured Loans	45510	Misc. Expenditure	438
Deffered Tax Liabilities	18530	Deferred Tax Assets	77

10.) Performance of Company (Amount in Rs. Thousands)

Turnover (Gross Revenue)	338,450
Total Expenditure	283,366
Profit/Loss before Tax	55084
Profit/Loss after Tax	33146
Earnings per Share in Rs.	0.66
Dividend Rate %	6%

11.) Generic Names of Three Principal Products, Services of the Company

Item Code No.	84128030
Production Description	Wind Turbine Generator

For and On Behalf of the Board

**SD/-
Yogesh M. Shah
Managing Director**

**SD/-
Prakash C. Shah
Director**

VEER ENERGY & INFRASTRUCTURE LIMITED

Regd.Office : 1st Floor, Gazdar House,629 - A, J. Shankar Sheth Marg,Mumbai - 400002.

Andheri (East), Mumbai - 400 099.

ATTENDANCE SLIP

THE 30th ANNUAL GENERAL MEETING ON FRIDAY THE 28th May,2010 at 10.00 A.M. at Shri Halai Mahajanwadi ,398, Kalbadevi Road,Shrinathji Chowk, Mumbai - 400002

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING PLACE.

Joint Shareholder may obtain additional Attendance Slips on request

NAME ADDRESS OF THE SHAREHOLDER	L.F. NO.

I hereby record my presence at the 30th ANNUAL GENERAL MEETING of the company at Shri Halai Bhatia Mahajanwadi ,398, Kalbadevi Road,Shrinathji Chowk, Mumbai - 400002

SIGNATURE OF THE SHAREHOLDER OR THE PROXY ATTENDING THE MEETING

IF SHAREHOLDER, PLEASE SIGN HERE	IF PROXY. PLEASE SIGN HERE

NOTE: The copy of Annual Report may please be brought to the meeting Place.

(TEAR HERE)

VEER ENERGY & INFRASTRUCTURE LIMITED
PROXY FORM

REGISTERED OFFICE:

L.F. NO.

I / WE _____ OF _____
Being a member/members of VEER ENEGRY & INFRASTRUCTURE LIMITED hereby appoint

_____ OF _____
or failing him/her _____ OF _____
as my/our proxy to vote for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held at as witness my/our hand(s) this _____ day of _____

(SIGNATURE OF THE SHAREHOLDER)

NOTE : The Proxy form must be returned so as to reach the registered office of the company not less than 48 hours before the time for holding the aforesaid meeting.