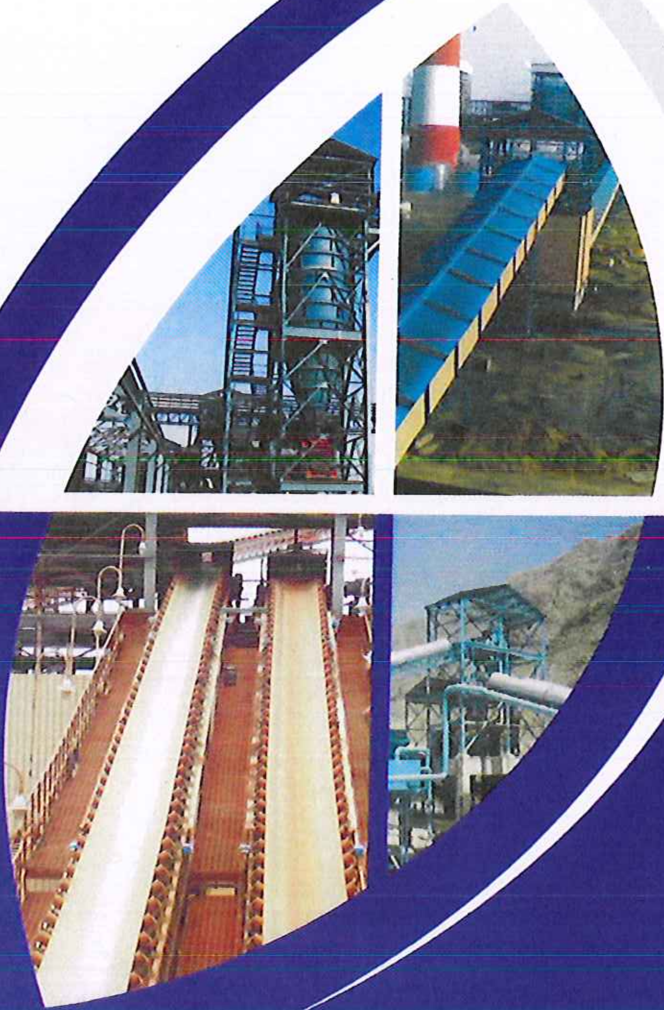

TECPRO SYSTEMS LIMITED

ANNUAL REPORT 2009-10

Manufacturing facility of the Company at Bawal, Haryana

TECPRO

ANNUAL REPORT 2009-10

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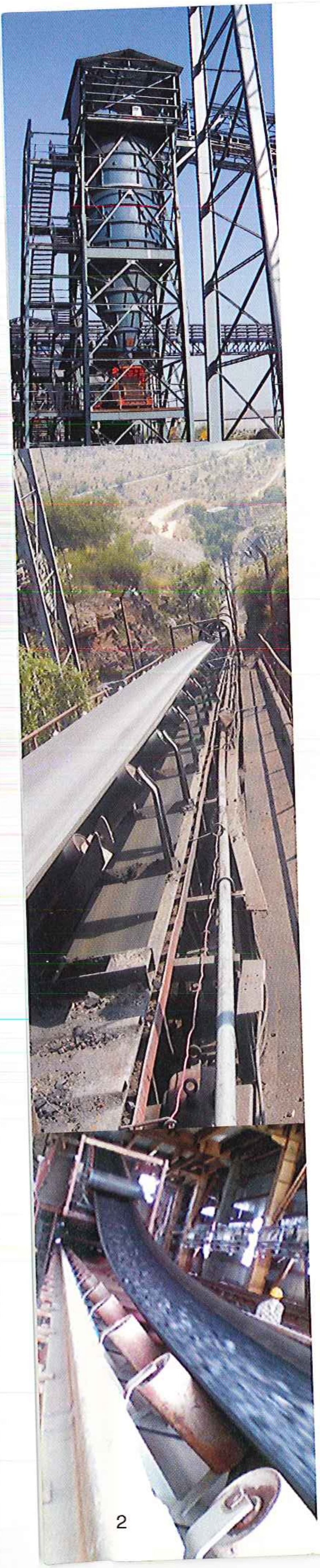


Chairman Speech

Dear Members

It gives me immense pleasure in welcoming you all at the Twentieth Annual General Meeting of the Company. At the outset, before we review the potential and growth prospects of the Indian infrastructure sector, it will be worthwhile to note that today, capitalizing on the growth potential of the Indian infrastructure sector, Tecpro Systems has grown to become an established player providing turnkey solutions in material handling, ash handling, Balance of Plant (BoP) and Engineering, Procurement & Construction (EPC) contracts for a vast range of projects in the infrastructure sector.

During the financial year 2009-10, while major economies of the world still continued to grapple with the economic downturn, the Indian economy revived at a faster pace and demonstrated its resilience as one of the most stable global economies.

Indian infrastructure sector – significant potential to be harnessed

As a result of a persistent growth in almost every industry including the infrastructure sector, a Gross Domestic Product (GDP) growth of 7.4% was achieved during the financial year 2009-10, as compared to 6.8% in 2008-09. Additionally, the Government of India's emphasis on the development of the domestic infrastructure sector, also resulted in the revision of infrastructure spending targets from 4.6% to 7.5% of GDP for the Eleventh Five Year Plan (2007-12). The core industries-steel, cement, power etc. forming part of infrastructure sector are being well supported by the Government through enhanced spending and budgetary allocations.

The National Steel Policy 2005 had projected the growth in consumption of steel at 7% based on a GDP growth rate of 7-7.5% and the production of 110 MT of steel by 2019-20. As per the Centre for Monitoring Indian Economy (CMIE) estimates, steel companies will add 10.3 MT of their capacity in 2010-11 which will push up their total capacity by 15%. The consumption of cement has been increasing and as per CMIE estimates; cement production capacity is anticipated to increase by 13.7% to 317 MT in 2010-11.

The Eleventh Five Year Plan proposes a capacity enhancement of 78,700 MW in power generation. Out of which 59,693 MW is proposed to be generated from thermal power. Similar policies are expected to be implemented in the Twelfth Five Year Plan (2012-17). As per the Central Electricity Authority estimates, 74,000 MW and 2,500 MW of coal based power plants and lignite based power plants respectively are proposed to be added as per XII Five Year Plan. Evidently, the opportunities presented by the infrastructure sector, supported by the Government of India's ambitious target of providing 'Power for All' by 2012, augurs well for your Company.

Considering this growth-oriented environment and the huge investments anticipated in the infrastructure sector, related industries in power, steel, coal and cement are also expected to witness significant growth. Further, the continued thrust on infrastructure development and the planned funding of infrastructure projects ensure a steady stream of order inflows for capital goods companies such as Tecpro Systems.

Tecpro Systems – an emerging powerhouse in the materials handling, BoP, EPC segments

Considering the growth avenues, the high potential of the infrastructure sector and corresponding opportunities in the material handling and coal handling business, two companies namely Tecpro Ashtech Limited and Tecpro Power Systems Limited were amalgamated with your Company thereby achieving the benefit of synergies by adding ash handling activities and EPC for captive power plants to its scope of business. Further keeping in view the upcoming opportunities in the power sector, your Company has entered into the business of providing BoP packages for power plants. We are already in the process of executing our first BoP project worth Rs. 993.00 crore as a lead consortium partner.

Post this amalgamation, your Company is proud of its in-house expertise in coal and ash handling segments, which forms a substantial part of any BoP project in power sector. This provides a good platform not only in our foray into the BoP segmen but also to emerge as a larger power house in this segment.

Competency providers to leading projects

Over the years Tecpro has developed in-house capabilities for providing comprehensive solution in material handlin and ash handling systems and has developed a team which has expertise in design and engineering, manufacturing an execution.

As of March 31, 2010 Tecpro has executed 684 material handling projects across India – with clientele including Relianc Energy, Mecon, Punj Lloyd, JSW, NTPC, Lanco, Tata Projects, to name a few. As per the major orders placed for co handling plants for thermal power plants as of August 2009, we have received the highest number of orders for co handling plants during the Eleventh Five Year Plan.

During the year, your Company has maintained its growth and as on March 31, 2010 the order book position of you Company was Rs. 2013.96 crore.

On high-growth trajectory

I am delighted to share with you that your Company has planned to get its securities listed on the stock exchanges in Ind through an Initial Public Offering and has filed its Draft Red Herring Prospectus with SEBI.

I am thankful to all my colleagues on the Board for their valuable support and strategic guidance. I would also like express my sincere gratitude to all our stakeholders, who have reposed their trust in us and steered us with their persiste support.

Yours sincerely

Sd/-
Ajay Kumar Bishnoi
Chairman & Managing Director

TECPRO SYSTEMS LIMITED

Vice Chairman Speech

Dear Members

I welcome you all at the Twentieth Annual General Meeting of the Company.

Today, your company is an established player in material handling industry, providing turnkey solutions in material handling and engineering, procurement and construction ("EPC") contracts and is striving to continuously improve upon and consolidate its position in providing turnkey solutions in material handling, ash handling, and executing BoP and EPC contracts for thermal power projects.

Leveraging internal competencies – steadily scaling up value chain

As of the end of Financial Year 2009-10, your company has executed 1,007 material handling orders and has 225 material handling orders under execution. Banking on the confidence gained in the material handling industry, your company strategically planned to enter into ash handling and Balance of Plant (BoP) businesses. To achieve the objective of entering into the BoP segment, it formed a consortium with other players who have rich experiences in ash handling, cooling towers and water treatment plants.The Company feels pleasure in sharing with you that it won its first BoP assignment from Chattisgarh State Power Generation Company Limited providing it the breakthrough that it has been working towards.

During the year, two companies namely Tecpro Ashtech Limited and Tecpro Power Systems Limited were amalgamated with your Company thereby increasing its scope of business activities in the field of ash handling business and EPC contracts for captive power projects. This amalgamation not only helped your Company to enter into a business which has very high entry barriers but has also given us the advantage of a highly skilled work force with vast experience in their respective areas. Tecpro Systems, post amalgamation, has moved up in the value chain and now has the added expertise of providing in-house design, engineering & manufacturing services in ash and coal handling, besides rendering EPC contract services for captive power plants. The amalgamation resulted in an increase in the number of manufacturing facilities of the Company and a more robust product range through the addition of ash handling products such as scrapper conveyor, buffer hopper, traveling water screen etc.

Strong international technological collaborations

Your Company's motto is to provide best-in-class, international quality products to its customers for which it has entered into technical collaborations with various international players in the material handling and ash handling industry. In the current year, we entered into collaboration with two such players, namely, M/s Siebtechnik, GmbH, Germany for manufacture of complete range of vibrating screens, consisting of circular motion screens, linear motion screens, banana screens and multideck sizer type MDS, and spare parts thereof and M/s Krusnohorske Strojirny Komorany a.s., Czech Republic for Stacker Reclaimer and the Paddle Feeder.

Strengths translate into strong financial performance, well positioned for high growth

In the financial year 2009-10, your Company has achieved total income of Rs. 1475.84 crore as against total income of Rs. 716.05 crore for the financial year 2008-09. It earned a net profit of Rs. 109.64 crore for the financial year 2009-10 as against Rs. 50.68 crore for the financial year 2008-09.

There has been a constant growth in our order book position in the past four years as we have reached to an order book position of Rs. 2013.96 crore as on March 31, 2010 from an order book position of Rs. 280.56 crore as on March 31, 2006. During the year, your Company has also received a major order from Vietnam Machinery Installation Corporation, Vietnam for US$ 12.53 million which shows our ability to successfully work in international markets. The Company's aggressive approach to book new orders, successful execution of the awarded orders and its thrust to overcome competition ensures that the Company is poised to outperform and ready to set new benchmarks for itself.

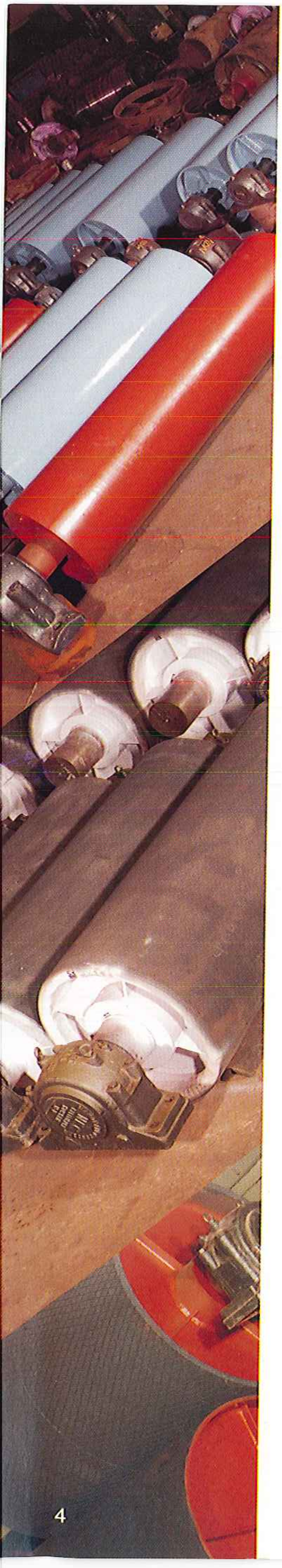
Under the strategic guidance of an experienced management team, your Company is well equipped to capitalize on the growth opportunities available in the power sector. With the economy continuing to demonstrate good growth in the coming years, I am confident that we will be able to further harness our internal strengths, embark on our ambitious expansion plans, expand our service offerings and fully prepare to highlight our presence in the power sector.

Further, taking into consideration the volume of growing business activities and consequently increased working capital requirements, the Company has planned to raise funds from public through Initial Public Offering. In this regard, the Company filed a Draft Red Herring Prospectus with the Securities and Exchange Board of India on April 28, 2010.

I am extremely excited as Tecpro Systems embarks on new beginnings and am confident of our ability to further strengthen our leadership position in the Indian infrastructure space.

Yours sincerely

Sd/-
Amul Gabrani
Vice Chairman & Managing Director



BOARD OF DIRECTORS

Ajay Kumar Bishnoi, *Chairman & Managing Director*

Amul Gabrani, *Vice-Chairman & Managing Director*

Amar Banerjee, *Whole-time Director*

Goldie Gabrani, *Whole-time Director*

Arvind Kumar Bishnoi, *Whole-time Director*

Achal Ghai

Suresh Kumar Goenka

Brij Bhushan Kathuria

Satvinder Jeet Singh Sodhi

Anunay Kumar

Sakti Kumar Banerjee

Subrata Kumar Mitra

BOARD COMMITTEES

Committee of Directors

Ajay Kumar Bishnoi

Amul Gabrani

Goldie Gabrani

Arvind Kumar Bishnoi

Audit Committee

Suresh Kumar Goenka, Chairman

Satvinder Jeet Singh Sodhi

Brij Bhushan Kathuria

Amul Gabrani

Shareholders Grievances Committee

Brij Bhushan Kathuria, Chairman

Amul Gabrani

Goldie Gabrani

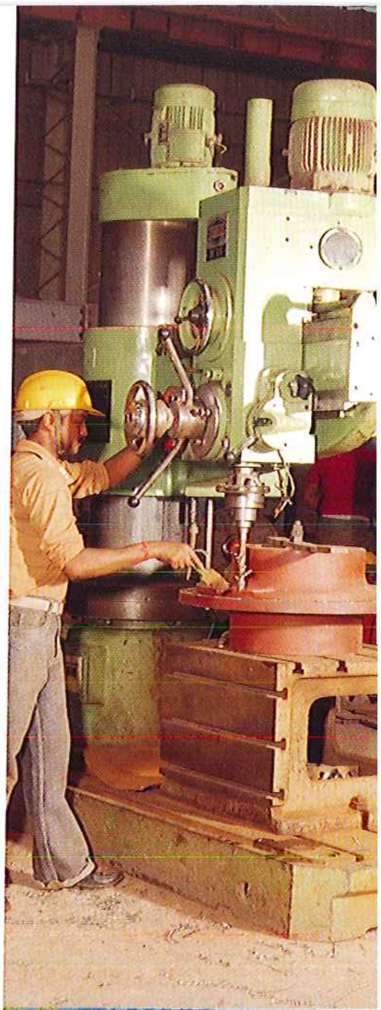
Company Secretary & Compliance Officer

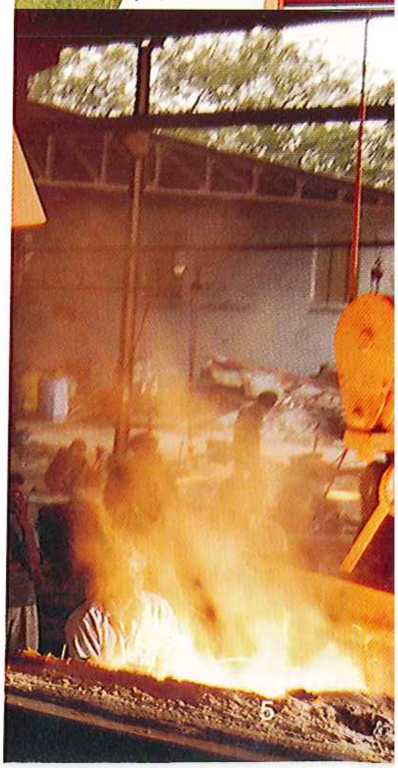
Pankaj Tandon

Auditors

B S R & Co., Chartered Accountants
Building No. 10
8th Floor, Tower B
DLF City, Phase – II
Gurgaon – 122 002
Haryana, India

TECPRO SYSTEMS LIMITED





Bankers

1. State Bank of India
   Leather & International Branch,
   'MVJ' Towers, 177/1, P.H. Road, Kilpauk,
   Chennai- 600010.
2. Vijaya Bank
   23, Raja Garden,
   New Delhi-110015.
3. Standard Chartered Bank
   270, D.N. Road, Fort, Mumbai-400001.
4. Central Bank of India
   Industrial Finance Branch,
   No. 48/49 Montieth Road,
   Chennai-600008.
5. Punjab National Bank
   Large Corporate Branch,
   JMD Pacific Square, Sector 15, Part –II,
   Gurgaon-122001.
6. IDBI Bank
   115, Anna Salai, P.B. No. 805,
   Saidapet, Chennai-600015.
7. Yes Bank Limited
   D-12, South Extension,
   Part II, New Delhi-110049.
8. DBS Bank Limited
   806, Anna Salai,
   Chennai-600002.
9. The Hongkong and Shanghai Banking Corporation Ltd
   JMD Regent Square, DLF Phase II,
   Gurgaon Mehrauli Road,
   Gurgaon-122002.

Share Transfer Agent

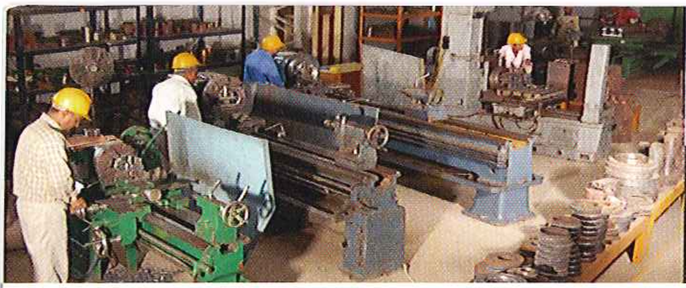
Link Intime India Pvt. Ltd.
A-40, 2nd Floor, Near Batra Banquet Hall,
Phase-II, Naraina Industrial Area,
New Delhi-110028.

Subsidiary Companies

1. Tecpro Energy Limited
2. Tecpro Trema Limited
3. Ajmer Waste Processing Company Private Limited
4. Bikaner Waste Processing Company Private Limited
5. Microbase Infosolution Private Limited
6. Tecpro Systems (Singapore) Pte. Limited
7. Tecpro International FZE

Technical Collaborators

1. FAM Magdeburger Forderanlagen und Baumaschinen GmbH
2. Maschinenfabrik Liezen und Giesserei GmbH
3. Hein, Lehmann Trenn-und Fördertechnik GmbH
4. PEYTEC Material Handling GmbH
5. Won Duck Industrial Machinery Company Limited
6. MVW Lechtenberg Projektentwicklungs und Beteiligungsgesellschaft GmbH
7. Siebtechnik GmbH
8. GEA EGI Contracting/Engineering Company Limited
9. Xiamen Longking Bulk Materials Science and Engineering Company Limited
10. Greenbank Terotech Limited
11. Trema Verfahrenstechnik GmbH
12. Krusnohorske Strojirny Komoran a.s.



Registered Office

106, Vishwadeep Tower,.
Plot No. 4, District Centre,
Janak Puri, New Delhi-110058, India
Tel: + 91 11 45038735
Fax: + 91 11 45038734
Website: www.tecprosystems.com
Email: tecprodel@tecprosystems.com

Head Office

Tecpro Towers, Plot No. 11-A17,
5th Cross Road, SIPCOT IT Park,
Siruseri, Chennai-603103, India
Tel: +91 44 37474747
Fax: +91 44 37443011
Email: info@tecprosystems.com

Corporate Office

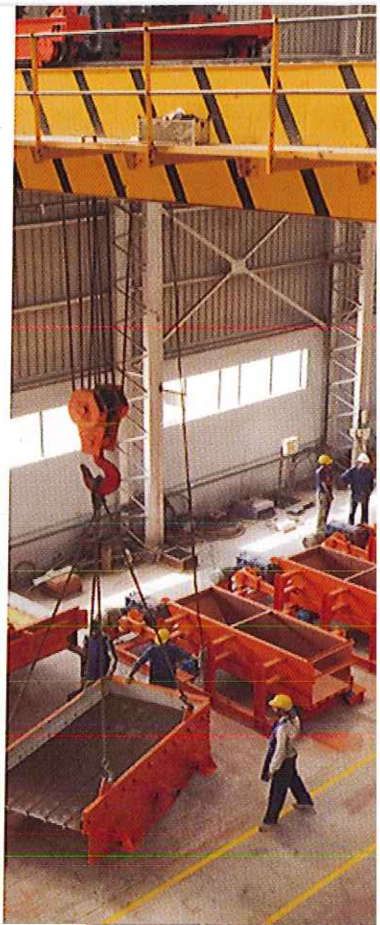
202-204, Pacific Square,
Sector-15, Part-II,
Gurgaon-122001, Haryana, India
Tel: +91 124 4343100
Fax: +91 124 4343243
Email: investors@tecprosystems.com

Factories

1. SP-496-497, RIICO Industrial Area,
   Bhiwadi, Distt. Alwar-301019,
   Rajasthan.
2. Plot No. 2-4, 25-27, Sector 7,
   HSIDC Growth Centre, Bawal,
   Distt. Rewari-123501, Haryana.
3. Plot No. E-928,
   RIICO Industrial Area,
   Bhiwadi-301019, Rajasthan.
4. Plot No. A-98,
   RIICO Industrial Area,
   Bhiwadi-301019, Rajasthan.

TECPRO SYSTEMS LIMITED

Manufacturing and Design Engineering facilities



Manufacturing facilities:

1. **Bawal in Haryana**

   Main Products:

   a. Crushers;

   b. Screens;

   c. Feeders and

   d. Fabricated Structures

2. **Bhiwadi in Rajasthan**

   Plant - I

   Main Products:

   a. Pulleys;

   b. Idler rollers;

   c. Structures and

   d. Conveyor systems

   Plant – II

   Main Products:

   Castings of following materials:

   a. Plain Carbon Steel

   b. Low Alloy Steel

   c. Austenitic High Manganese Steel

   d. Grey Cast Iron

   e. Alloy Cast Iron

   Plant – III

   Main Products (Ashtech Division):

   a. Scrapper Conveyor

   b. Buffer Hopper

   c. Airlock Vessel

   d. Vent Filter

   e. Feed Gate

   f. Rotary Unloader

   g. Clincker Grinder

   h. Paddle Feeder

   i. Rotary Feeder

Design and Engineering facilities: The Company has design and engineering facilities at:

1. Gurgaon
2. Chennai
3. Kolkata
4. Secunderabad
5. Bangalore
6. Ahmedabad and
7. Mumbai

5 Years' Financial highlights

(Rs. in Lac)

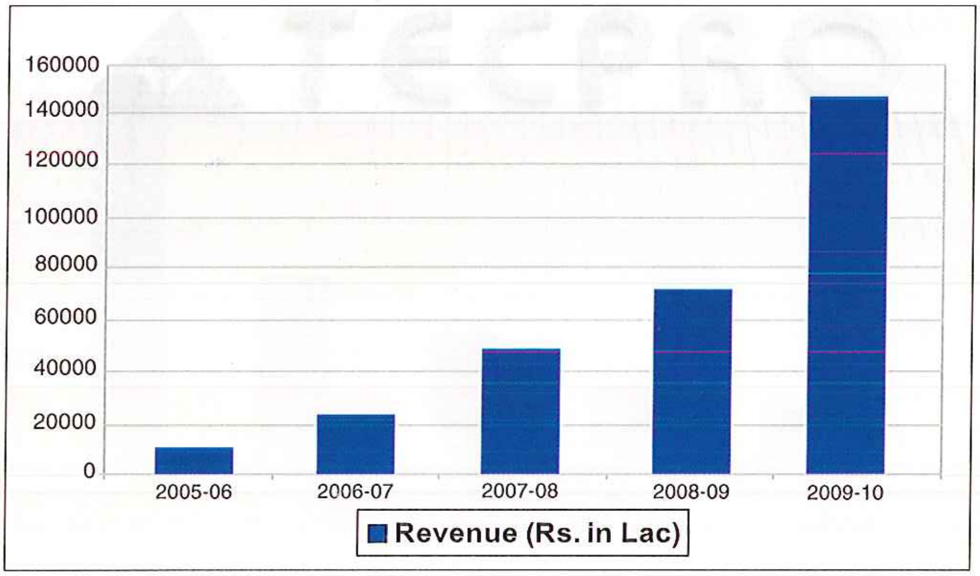
Description	2005-06	2006-07	2007-08	2008-09	2009-10
SALES & EARNINGS					
Sales & Other Income	10,329.78	23,130.78	48,618.61	716,05.10	147584.44
Profit before Tax	1,538.20	3,391.37	6,594.74	8,187.96	16,835.08
Profit after Tax	910.92	2,108.19	4,114.59	5,068.73	1,0964.50
ASSETS & LIABILITIES					
Fixed Assets: Gross	1,209.98	2,199.31	4,678.13	8,864.43	15,068.14
Net	1,116.75	1,988.92	4,241.97	8,119.35	13,183.99
Total Assets: Net	3,482.84	6,977.82	12,721.14	24,733.90	83,897.32
REPRESENTED BY					
Equity Share Capital	194.68	1,259.04	2,669.75	2,769.75	4,422.38
Preference Share Capital	1,499.97	-	-	-	-
Share Application Money	8.05	48.00	-	-	-
Reserves	1,004.11	3,827.08	7,491.52	13,240.02	30,795.59
Deferred Tax Liability (net)	23.11	46.39	70.04	57.46	-
Borrowings	752.92	1,797.31	2,489.83	8,666.67	48,679.36
Total Funds	3,482.84	6,977.82	12,721.14	24,733.90	83,897.32
NET WORTH	2,698.75	5,086.12	10,161.27	16,009.77	35,217.97
RATIOS					
EPS (Rs.)	59.62	9.12	15.98	18.86	25.22
Dividend per Equity Share(Rs.)	13.00	7.00	7.00	5.00	3.00
Net Worth per Equity Share (Rs.)	138.63	40.40	38.06	57.80	79.64

TECPRO SYSTEMS LIMITED

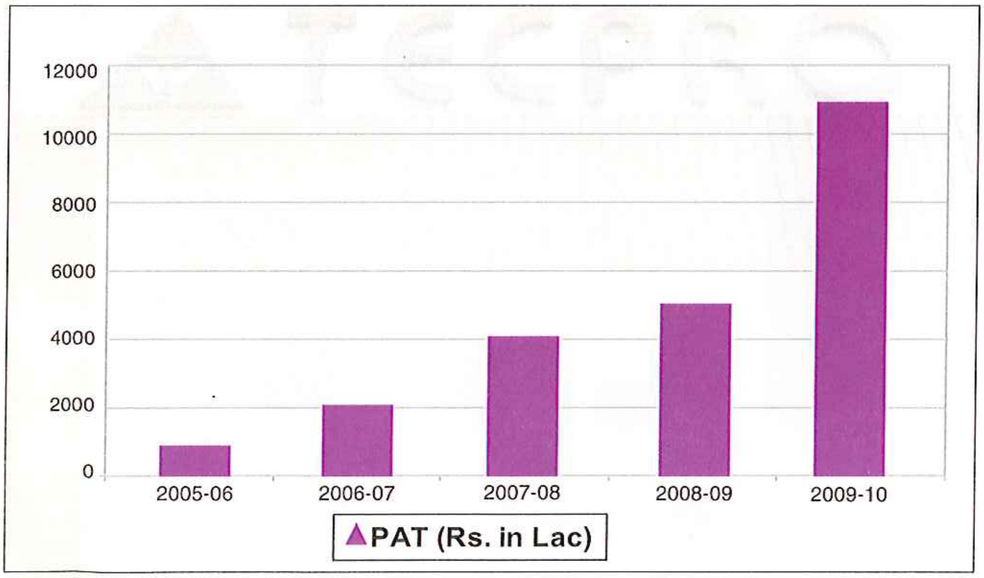
Performance Highlights

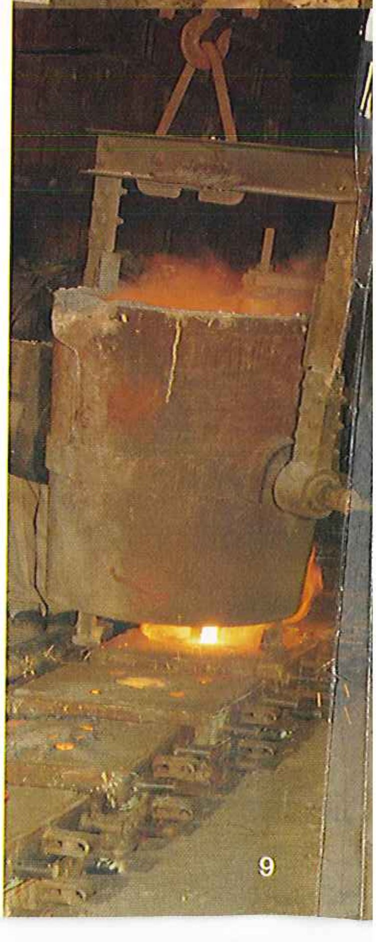
Growth Chart of the Company for the last 5 years in terms of:

Revenue



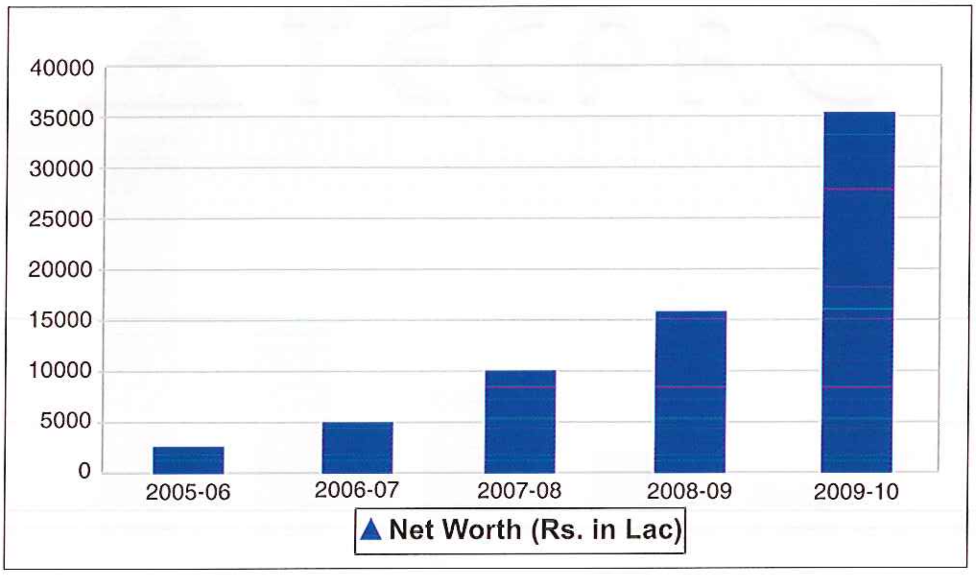
Profit after Tax (PAT)



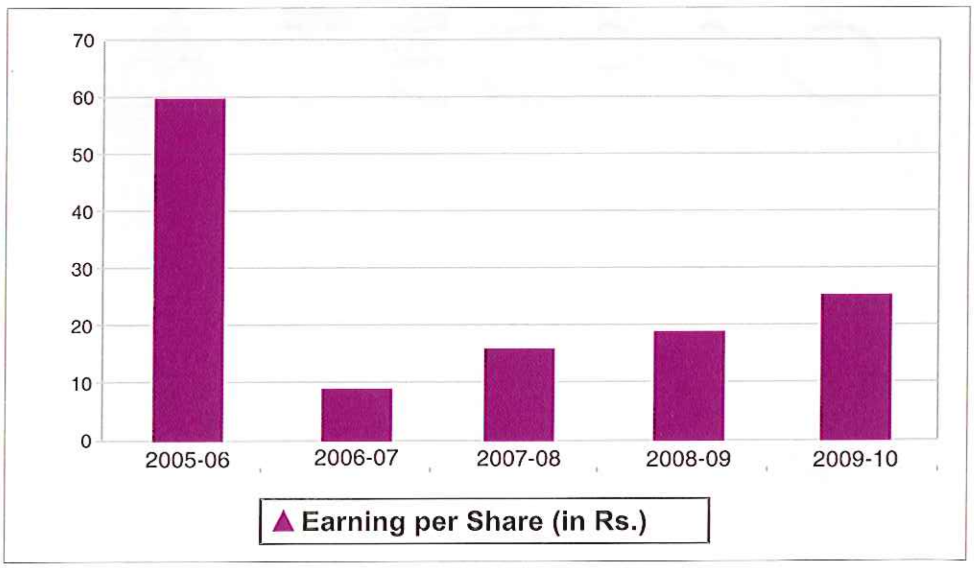


Financial Performance

Net Worth



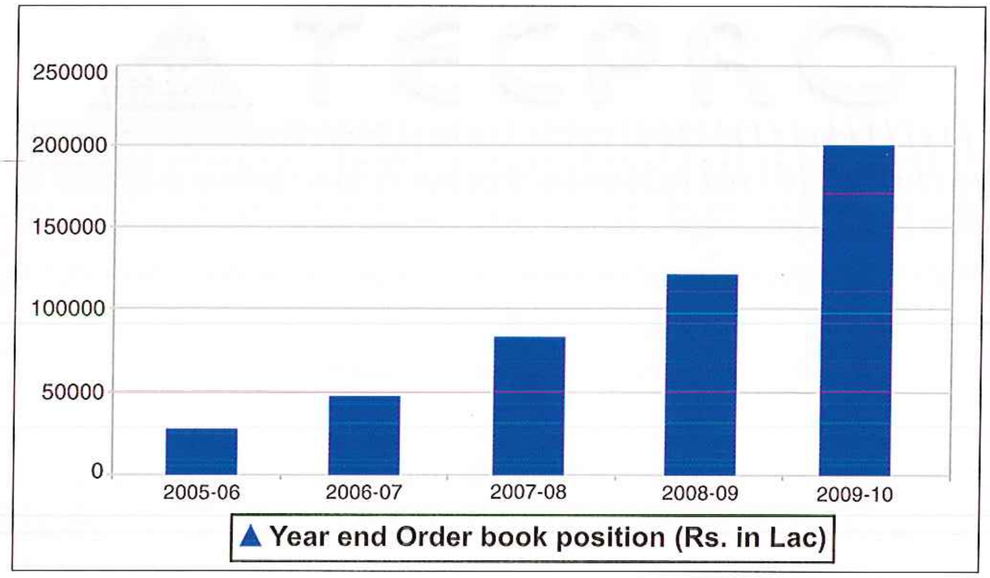
Earning per Share



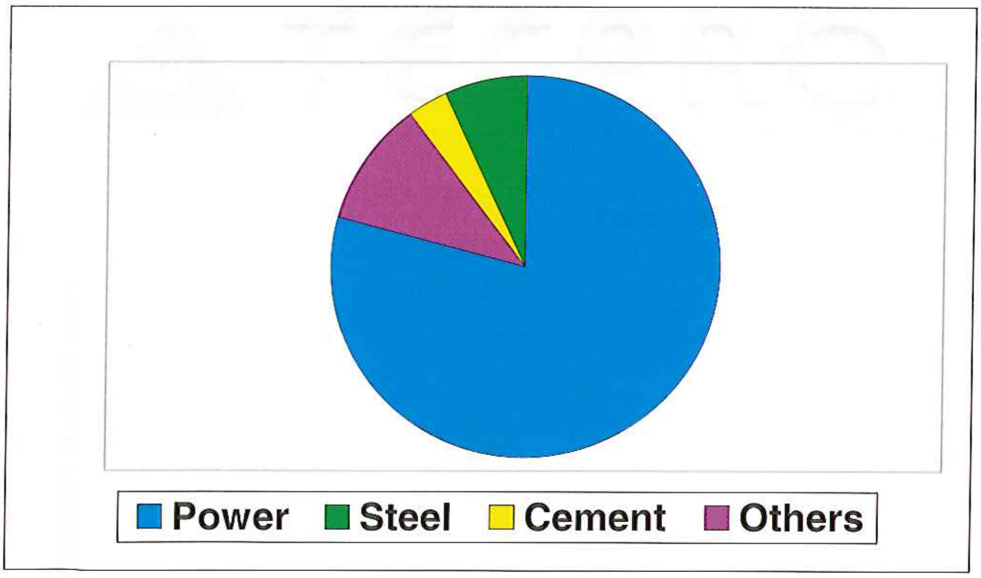
TECPRO SYSTEMS LIMITED

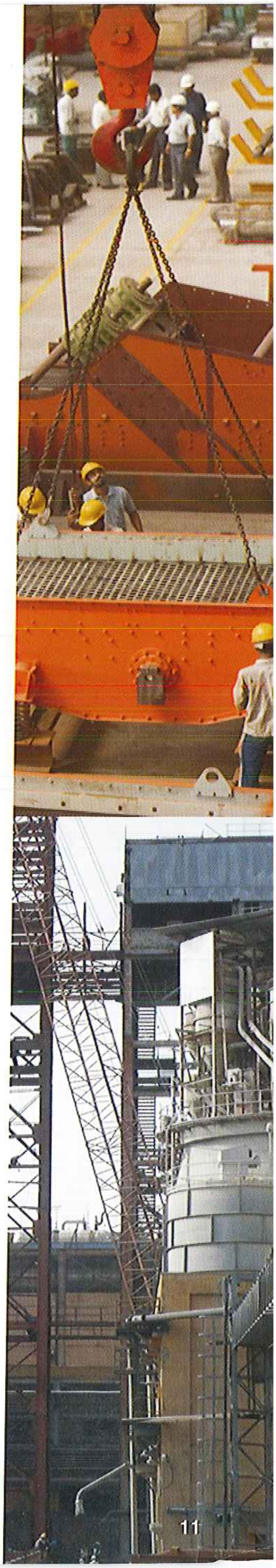
Order Book Position

Year wise order book position of the Company



Year end Industry wise order book position of the Company





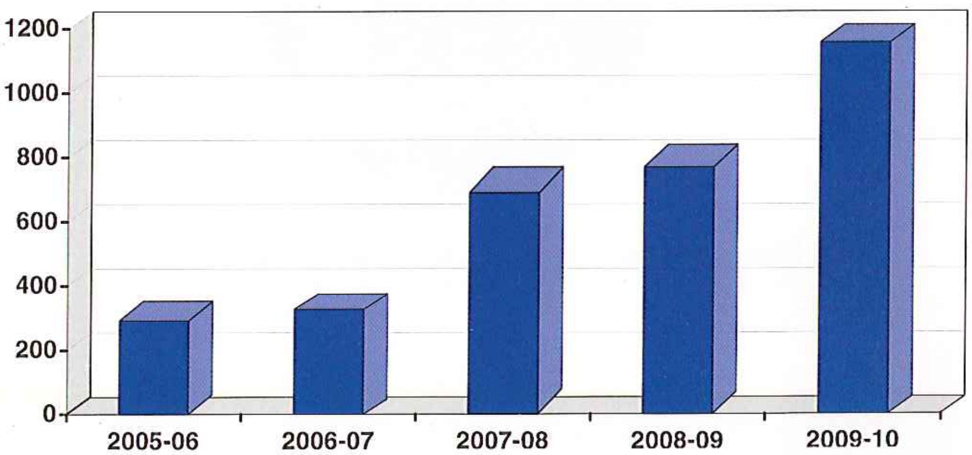
Human Resources

The Company strongly believes that human resources are the most important and valuable assets of an organisation since success of an organisation, to a great extent, depends upon the manpower it has. Further, it is not the size of the manpower rather the quality of manpower which is responsible for success of an organisation. Recognising this aspect, the Company always endeavours to recruit, train and retain high quality professionals. As a result of its continued efforts and innovative human development policies, the Company has been able to build up a team of experts having expertise in areas of Design, Engineering, Procurement, Manufacturing, Construction and Execution. Employees are given significant responsibility at the early stage of their work life, and based on their ability to take up and execute challenging assignments, career paths are suitably accelerated. Individual achievement targets are aligned with the Company's goals and objectives and the Company's appraisal system not only factors in monetary incentives, but also career and knowledge development opportunities.

TSL has rapidly evolved in size, reach and complexity of operations. From a Company engaged in material/coal handling systems, it is fast transforming itself into a diversified conglomerate, exploring and exploiting business opportunities in ash handling and BoP. Being a Company engaged in serving the core infrastructure sector and an organisation with passion to help build world class national assets, we realize the importance of technical and functional expertise. Further, technical leadership is also a key requirement for us to keep pace with our exponential growth in projects and operating assets. We believe that our management team is well qualified with significant industry experience and has been responsible for the growth in our operations. The experience and relationships that our management team has, have extended our operating capabilities, improved the quality of our services and facilitated access to our clients.

As of March 31, 2010, we had 1,157 employees and the relationship between the Company and the employees has been cordial during the reporting period.

Employees' growth chart



TECPRO SYSTEMS LIMITED

DIRECTORS' REPORT

Dear Members,
Your Directors have immense pleasure in presenting the **Twentieth Annual Report** together with the Audited Accounts for the Financial Year ended on 31st March, 2010.

1. FINANCIAL HIGHLIGHTS

The Financial Results for the year are summarized as under:

FINANCIAL RESULTS

Particulars	2009-10 (Rs. in Lac)	2008-09 (Rs. in Lac)
Net Sales and other income	**147584.44**	71605.10
Gross Operating Proft	**24710.63**	9807.77
Less: Interest & Bank Charges	**7142.72**	1307.83
Proft before Depreciation and amortization	**17567.91**	8499.94
Less: Depreciation and amortization	**732.83**	311.98
PROFIT BEFORE TAX	**16835.08**	8187.96
Less: Provision for taxation		
-Income tax for current year	**6000.00**	3040.00
-Income tax for prior years	**44.34**	37.56
-Deferred Tax charge	**(174.42)**	(12.58)
-Fringe Beneft Tax	**-**	51.61
-Fringe Beneft Tax for prior year	**0.67**	2.63
PROFIT AFTER TAX	**10964.49**	5068.73
Add : Amount brought forward from the transferor Company for the year ended March 31, 2009	**20.99**	-
Add : Amount brought forward from previous year	**4319.77**	1378.15
PROFIT AVAILABLE FOR APPROPRIATION	**15305.25**	6446.88
APPROPRIATIONS		
Interim Dividend	**-**	1384.88
Dividend Distribution Tax	**-**	235.36
Proposed Dividend	**1326.71**	-
Dividend Distribution Tax on proposed dividend	**225.47**	-
General Reserve	**1096.44**	506.87
Proft (Loss) carried forward	**12656.63**	4319.77

The results of the Company for the Financial Year 2009-10 are not comparable with that of the previous fnancial year due to the impact of two amalgamations that took place during the fnancial year 2009-10.

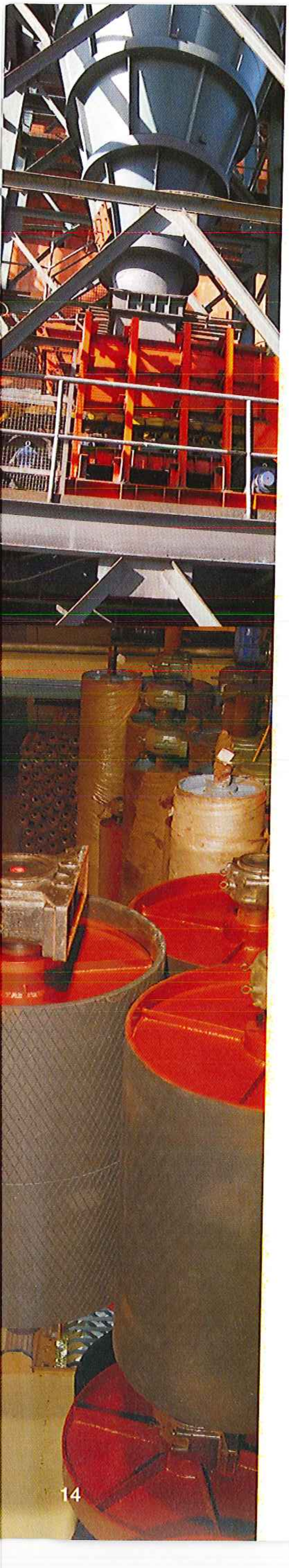
2. DIVIDEND

Your Board of Directors has recommended a dividend @ 30% (Rs. 3 per share) on the Equity Shares for the fnancial year ended on 31st March, 2010. The total outfow on account of dividend, if approved by the shareholders, would be Rs. 1,552.18 Lac (including dividend distribution tax of Rs. 225.47 Lac).

3. AMALGAMATION

The Scheme of Amalgamation of Blossom Automotive Private Limited, a wholly owned subsidiary of your Company ("BAPL") with the Company ("the Scheme") was approved by Hon'ble High Courts of Rajasthan and Delhi during last fnancial year and the Scheme became effective after fling of the copies of the orders of both the High Courts with the respective Registrar of Companies. The amalgamation of BAPL with the Company resulted in strengthening the balance sheet of your Company.

Further, during the year under review, two Companies namely, Tecpro Ashtech Limited (TAL) and Tecpro Power Systems Limited (TPSL) amalgamated with your Company. The objective of the Amalgamation was to create a single robust entity to carry on businesses that are integrated and complimentary in nature. The Scheme of Amalgamation of TAL and TPSL with the Company was fled with the Hon'ble High Court of Bombay and Delhi in August 2009 and was approved by the respective High Courts vide their order dated November 20, 2009 and March 4, 2010. The amalgamation became effective on March 31, 2010. We are pleased to inform that the Amalgamation has strengthened the position of your Company in terms of asset base, revenue and market share.



4. CHANGE IN SHARE CAPITAL

In accordance with the terms of the Scheme of Amalgamation of BAPL with the Company and that of the Scheme of Amalgamation of TAL and TPSL with the Company, the authorized share capital of BAPL, TAL and TPSL stood merged with the authorized share capital of your Company and was increased to Rs. 127,90,00,000 (Rupees One Hundred Twenty Seven Crore and Ninety Lakhs Only). The shareholders of erstwhile TAL and erstwhile TPSL were issued 1,65,26,291 equity shares of the Company in the exchange ratio specified in the Scheme of Amalgamation of TAL and TPSL with the Company. After the said allotment, the paid-up equity share capital of your Company was increased from Rs. 27,69,75,000 (Rupees twenty seven crore sixty nine lakhs and seventy five thousand only) to Rs. 44,22,37,910 (Rupees forty four crore twenty two lakhs thirty seven thousand nine hundred and ten only). Since, BAPL was a wholly-owned subsidiary of your Company no shares were allotted on account of amalgamation.

5. SUBSIDIARIES

During the period under review, your Company acquired the entire shareholding of Microbase Infosolution Private Limited (MIPL), a company engaged in the business of developing, producing, buying, selling, importing, exporting, leasing, repairing, exchanging all kinds of computer software, hardware and programme of all kinds of computer aided engineering, software for micro processor based systems. MIPL became a wholly-owned subsidiary of your Company on April 15, 2010.

Currently, your Company has seven subsidiaries, namely, Tecpro Energy Limited, Tecpro Trema Limited, Ajmer Waste Processing Company Private Limited, Bikaner Waste Processing Company Private Limited and Microbase Infosolution Private Limited and other two subsidiaries are established outside India namely, Tecpro International FZE in Dubai and Tecpro Systems (Singapore) Pte. Ltd. in Singapore.

As required under Section 212 of the Companies Act, 1956, the Audited Statement of Accounts, the Reports of the Board of Directors and Auditors of the subsidiary companies are attached with the financial statements of the Company.

6. FINANCIAL PERFORMANCE

Since, BAPL, TAL and TPSL have been merged with the Company; the financials of the Company for the period under review have been prepared after merging the accounts of BAPL, TAL and TPSL.

The amalgamations have strengthened the asset base and financial performance of the Company. The total income for the financial year 2009-10 was Rs. 1,47,584.44 Lakhs and the Profit after tax was Rs. 10,964.49 Lakhs. Prior to above mentioned amalgamations, the total income of the Company for the financial year 2008-09 was Rs. 71,605.09 Lakhs and the Profit after tax was Rs. 5,068.73 Lakhs.

7. MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT

Management Discussion and Analysis Statement is attached to this Report.

8. BUSINESS EXPANSION

During the period under review, your Company diversified its business activities in power sector and entered in Balance of Plant (BoP) segment. It got its first BoP order from Chattisgarh State Power Generation Corporation Limited in a consortium. The other consortium partners were VA Tech Wabag Limited, Gammon India Limited and erstwhile Tecpro Ashtech Limited. The Company is targeting to get more BoP orders in the current year.

Further to have the benefit of operational synergies, TAL and TPSL were amalgamated with the Company. With this amalgamation, your Company would be able to provide ash handling services and EPC services for capitive power plants in addition to coal handling to its clients and expand its business.

9. INITIAL PUBLIC OFFER

Your Company is planning, subject to market conditions and other considerations, to tap the capital market by way of issue of its equity shares through Initial Public Offer. The Company proposes to offer 75,50,000 equity shares of Rs. 10/-each through book building process consisting of 62,50,000 equity shares as fresh equity to the public and 13,00,000 equity shares being offered by a shareholder through Offer for Sale. Out of total offering to the public, 2,00,000 equity shares shall be reserved for the employees of the Company. The issue proceeds will be used for meeting the working capital requirements of the Company. Further, listing of shares on the Stock Exchanges would enhance the shareholders value and would provide liquidity.

In this regard, the Company has filed the Draft Red Herring Prospectus with Securities and Exchange Board of India.

10. DIRECTORS

During the year under report, Mrs. Aradhana Dhand Chatterjee tendered her resignation from the directorship on January 29, 2010. She was appointed as an alternate director to Mr. Achal Ghai on May 28, 2009.

TECPRO SYSTEMS LIMITED

Mr. Amar Banerjee and Mr. Subrata Kumar Mitra were inducted on the Board as Additional Directors on April 2, 2010. Mr. Amar Banerjee was simultaneously appointed as a whole-time director on the Board of the Company for a period of one year. As per the terms of Section 260 of the Companies Act, 1956, the tenure of office of an Additional Director shall expire on the forthcoming Annual General Meeting of the Company. However, the Company has received notices under Section 257 of the Companies Act, 1956 from its members for the appointment of Mr. Amar Banerjee and Mr. Subrata Kumar Mitra as Directors liable to retire by rotation.

Mr. Arvind Kumar Bishnoi, Mr. Sakti Kumar Banerjee and Mr. Achal Ghai, Directors of the Company retiring by rotation at the forthcoming Annual General Meeting of the Company, being eligible offer themselves for re-appointment.

11. AUDITORS AND THEIR REPORT

M/s B S R & Co., Chartered Accountants, the Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a certificate from the Auditors to the effect that their appointment, if made would be within the limits prescribed under section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such re-appointment within the meaning of Section 226 of the Companies Act, 1956.

The Auditors' report and notes to the accounts are self explanatory and do not call for any further comments except in respect of para (vii) and (ix) of Annexure to the Auditors' report explanation to which is given below :

Para (vii) : The Company has already appointed the Internal Auditor for its Ashtech Division (Erstwhile Tecpro Ashtech Limited) for the financial year 2010-11.

Para (ix) : Provision for the said taxation has already been made in the financial statements of the Company for the financial year 2009-10.

12. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, with respect to the Director's Responsibility Statement, it is hereby confirmed:-

(i) That in the preparation of the Annual Accounts for the financial year ended 31st March 2010, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as it give a true and fair view of the state of affairs of the Company for the year ended 31st March 2010 and the profit or loss of the Company for that period;

(iii) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 and for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;

(iv) That the Directors had prepared the accounts for the financial year ended 31st March, 2010 on a going concern basis.

13. CONSERVATION OF ENERGY

Pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 particulars of energy conservation, technology absorption, foreign exchange earnings and outgo are annexed as Annexure A and forms part of the Annual Report.

14. HUMAN RESOURCES

During the period under review, the Company has maintained cordial and harmonious industrial relations. The efficient services rendered by the employees at all levels have helped the Company in ensuring timely execution of projects and achieving the desired targets by showing high level of performance in the production and marketing of products of the Company.

15. PARTICULARS OF EMPLOYEES

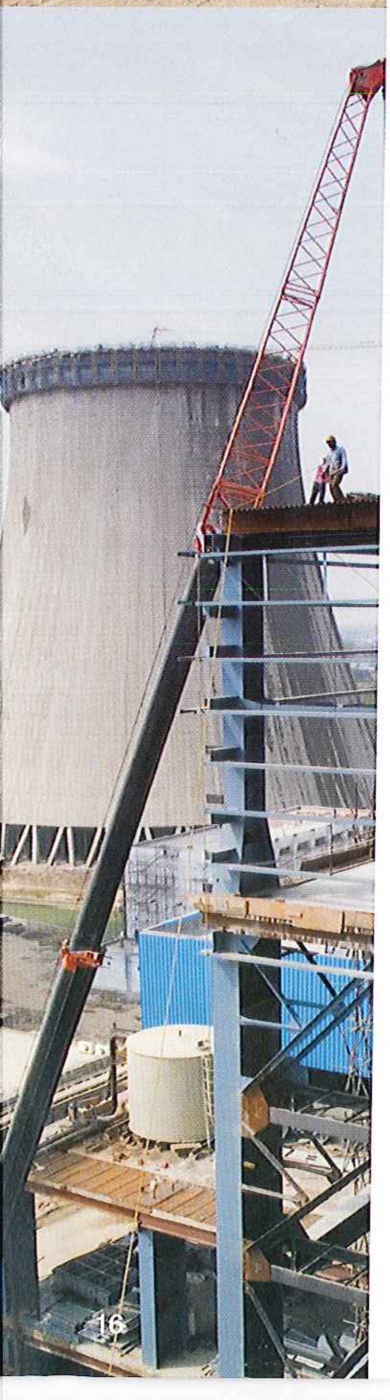
Information in accordance with the provisions of Section 217(2A) of the Companies Act 1956 read with the Companies (Particulars of Employees) Rules, 1975 regarding employees is given in Annexure B to the Directors' Report.

ACKNOWLEDGEMENT

The Directors wish to thank the customers, dealers, bankers, financial institutions, collaborators, consultants, government authorities and shareholders for their continued support. They also wish to place on record their appreciation of the hard work put in by the employees at all levels during the period under report.

For and on behalf of the Board

	Sd/-	Sd/-
Place: Gurgaon	Ajay Kumar Bishnoi	Amul Gabrani
Date: 14.07.2010	Chairman & Managing Director	Vice Chairman & Managing Director



Annexure–A

Information in accordance with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, and forming part of the Directors' Report for the year ended 31st March, 2010

A) Conservation of Energy

A. Power and fuel consumption	2009-10	2008-09
Electricity		
a) Purchased Total Units	**18,58,215**	10,70,300
Total Amount (Rs.)	**94,87,313**	49,06,007
Rate/Unit (Rs.)	**5.11**	4.58
b) Own generation through diesel generator		
Total Units	**3,92,932**	2,73,474
Unit per ltr. of diesel oil	**6.15**	6.28
Cost/Unit (Rs.)	**9.00**	5.01
B. Consumption of electricity per unit of production		
a) Travelling Water Screens, Trash Cleaning Machines	**1,744/unit**	1,337/unit
b) Pulleys, Idler rollers and Conveyor systems	**52/MT**	50/MT
c) Casting	**1,207/MT**	--
d) Crushers, Screens, Feeders and Fabricated structures	**1,104/MT**	965//MT

B) Technology Absorption

Research and Development

We believe in continual development to improve our designs and products, based on field reports and experience, for customer satisfaction. The main focus of the research and development activity of the company is value engineering, design improvement and optimization & standardization of the components with proven design calculation methods & preparation of the 3D parametric drawings to minimize the design cycle.

The company also developed a team for doing the engineering for Dust extraction, Dust suppression system and ventilation system which was earlier being off loaded. With this the interface points with the vendors shall be reduced further and would result in reduction of design time cycle and optimization of cost.

This helps the company to achieve customer satisfaction, better quality and performance and timely completion of the projects thereby saving energy and costs.

During this financial year the company has released the new versions of the design calculation for improved pulley design.

Technology Absorption

Your Company has been manufacturing products under technical collaborations with various international players such as FAM Magdeburger Forderanlagen und Baumaschinen GmbH, Germany for designing of crushers, Hein, Lehmann Tren und Fordertechnik GmbH, Germany and Peytec Aschauer & Peyfuss OEG Austria for designing of screens.

During the financial year the Company has signed following two new technical collaborations:

1. With M/s Siebtechnik, Germany for supply of -
   a. Banana screen upto 3500 TPH, sizes upto 4000X12000 mm
   b. Liner motion screen upto 2000 TPH
   c. Multi Deck sizers, sizes upto 2500X5000mm
   d. Dewatering screens
   e. Rinse and dense screens
2. With M/s Krusnohorske Strojirny Komoran, Czech Republic for –
   a. Paddle Feeder
   b. Stacker Reclaimers
   c. Twin Rotor Sizers

Foreign Exchange Earnings & Out Go

Particulars of Foreign Exchange Earnings and outgo are given in Schedule 14-Revised Notes to the accounts under Note No. 12, 13 and 14.

Annexure B

Statement pursuant to Section 217(2A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1975.

S. No.	Name	Designation	Remuneration received (Rs.)	Nature of employment	Other terms & conditions	Nature of duties of the Employee	Quali cation & Experience	Date of commencement of the employment	Age	Last employment held	Percentage of equity shares held
1	Ajay Kumar Bishnoi	Chairman & Managing Director	40,404,000	Non Contractual	Appointed for 5 years	Overall control over the affairs of the management of the Company	MBA, DMM, 30 years	06.04.2002	53 years	Chief Executive of Material Handling Division of Fenner (India) Limited	20.40
2	Amul Gabrani	Vice Chairman & Managing Director	40,404,000	Non Contractual	Appointed for 5 years	Overall control over the affairs of the management of the Company	BE, MBA, 28 years	07.11.1990	50 years	Regional Sales Manager of Fenner (India) Limited	21.07
3	Goldie Gabrani	Whole-time Director	9,619,992	Non Contractual	Appointed for 5 years	General administrative activities of the Company	Ph.D., M.E., B.E. 25 years	16.03.2007	47 years	Professor and Head of the Department of Computer Engineering and Information Technology in Delhi College of Engineering	0.23
4	Arvind Kumar Bishnoi	Whole-time Director	9,619,992	Non Contractual	Appointed for 3 years	Heading the Marketing Division of the Company	BE (Electronics & Communication), MBA	01.04.2009	25 years	Not Applicable	1.06
5	Kulbhushan Arora	Chief Financial Of cer	4,373,004	Non Contractual	Appointed upto the date of superannuation unless otherwise terminated	Accounts & Finance	B.Sc., C.A., LLB. 23 years	06.05.2006	47 years	Partner, K. Bhushan & Company, Chartered Accountants	Nil
6	Ajoy Das Gupta	Executive Director (Marketing)	3,586,596	Non Contractual	Appointed upto the date of superannuation unless otherwise terminated	Overall marketing of Material Handling Projects and execution of projects in Eastern India.	B.Sc. Mech. Eng., MBA, 36 years	01.11.2001	60 years	Deputy General Manager (Product Division) of Fenner (India) Limited	Nil
7	Alok Kapur*	Vice President	380,175	Non Contractual	Appointed upto the date of superannuation unless otherwise terminated	Marketing	BE Mech, 30 years	15.02.2010	51 years	Head-Marketing Division of Nuchem Limited	Nil
8	G. Palanikumar	Senior Vice President (Operations)	3,488,460	Non Contractual	Appointed upto the date of superannuation unless otherwise terminated	Operations of the company including Project Management, Procurement, Logistics & Construction Activities	PGDMM, BE Mech, 22 years	01.11.2001	44 years	Manager (Purchase) of Fenner (India) Limited	Nil
9	S.K. Mukherjee	Executive Director (Product Division)	3,611,604	Non Contractual	Appointed upto the date of superannuation unless otherwise terminated	Development of Product Division	BE, B.Sc., MBA, 34 years	25.08.2003	63 years	McNally Bharat Engineering Co. Ltd.	Nil
10	Sanjay Kumar	Senior Vice President (Technical)	3,439,320	Non Contractual	Appointed upto the date of superannuation unless otherwise terminated	Design and engineering activities of the company	B.Tech Mech., 15 years	01.02.2002	40 years	FLS-Fuller Bulk Handling India Limited	Nil
11	D.K. Pashine*	Additional Vice President-Project	2,455,680	Non Contractual	Appointed upto the date of superannuation unless otherwise terminated	Project execution at sites	BE Mech., 23 years	08.09.2008	46 years	General Manager Projects of Vestas India, Chennai	Nil
12	Sarat Suba*	AVP-Engineering	1,315,098	Non Contractual	Appointed upto the date of superannuation unless otherwise terminated	Project Engineering at sites	B.Tech, 28 years	05.10.2009	50 years	General Manager-Engineering of SRM Energy Limited	Nil
13	Vijaya Bhaskara Rao*	Additional Vice President	181,529	Non Contractual	Appointed upto the date of superannuation unless otherwise terminated	Project Execution	BE, 25 years	03.03.2010	43 years	Chief Engineer in Engineering Consultancy Wing of Design Private Limited	Nil
14	Chander Bhan Wadhwa	Senior Vice President-Manufacturing	3,705,192	Non Contractual	Appointed upto the date of superannuation unless otherwise terminated	Heading Manufacturing facilities at Bhiwadi	35 years	01.08.2005	57 years	Not Applicable	Nil
15	C.B. Chattopadhyay	Senior Vice President-Works	2,676,576	Non Contractual	Appointed upto the date of superannuaton unless otherwise terminated	Heading Manufacturing facilities at Bawal	DME, 43 years	10.01.2005	63 years	McNally Bharat Engineering Co. Ltd.	Nil

Notes:

1. Mr. Ajay Kumar Bishnoi, Chairman & Managing Director is father of Mr. Arvind Kumar Bishnoi, Whole-time Director and Mr. Amul Gabrani, Vice Chairman & Managing Director is husband of Dr. Goldie Gabrani, Whole-time Director

2. Remuneration includes Employers' contribution to Provident Fund and Superannuation

*Employed for part of the year

MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT

Industry Structure and Developments

Following the slowdown triggered by the global financial crisis, emerging Asia is leading the economic revival and is on a remarkable growth trajectory. Amongst Asian economies, the Indian economy has taken an elevated route through the global financial turmoil. India's ability to recover from the global slowdown and its own domestic liquidity crunch has been chiefly driven by the country's domestic consumption mechanism supported by large domestic savings particularly retained earnings of large corporate houses. Additionally, the Government's fiscal and monetary policies implemented by the Reserve Bank of India have also provided the much required impetus to our domestic economic recovery. The Government as part of its fiscal stimulus package undertook a broad two-pronged initiative to promote consumption in the economy - through an increase in Government expenditure especially on infrastructure – a core focus area and reduced taxes to spur consumption.

The Government stimulus brought the desired impact and the turnaround in the growth momentum was evident in the financial year 2009-10 as the economy recorded a GDP growth of 7.4% compared to 6.7% in the financial year 2008-09. The recovery was broad based with, steel, cement, mining and quarrying, manufacturing, and electricity, gas and water supply industries recording impressive growth rates. Core industries like power, coal and other infrastructure like ports and roads have all reported encouraging growth of 5.5 % for the 2009-10 fiscal, against 3% last year. Further, the Government of India has outlined ambitious infrastructure investment targets in the 11th and 12th Five Year Plans to realize its development potential and spur a GDP growth of over 9%.

Business Sector Overview

The market prospects for material & ash handling industry looks promising and the industry is expected to grow over the next 10 years at a rate linked to the growth expected in the core industries such as coal, steel, cement, fertilizers, mining, ports, power and petrochemicals. India is in the midst of a substantial overhaul in infrastructure, with large investments required to maintain its targeted GDP growth of over 9% .The strong resurgence seen in investment demand has driven India's industrial growth which rose to 10.4% for April-March, 2009-10 against 2.8% during the same period in the previous year *(Source: www.finmin.nic.in)*. At the same time, the high power deficit in the country, coupled with increased consumption of electricity, has led power generation targets to be higher than ever, presenting a huge opportunity for companies with expertise in material handling and ash handling along with the ability to undertake BoP and EPC projects.

The growth prospects of the material handling industry are directly dependent on the growth in core industries such as power, steel and cement, which are likely to see huge investment from both the public and private sectors in the next few years and would ultimately result in increased demand of the Company's product and services.

Our in-house capabilities in Design & engineering, Manufacturing and Execution have been the driving force in providing turnkey solutions in areas of material handling solutions, ash handling solutions, BoP and EPC contracts for thermal power projects. As of the end of 2009-10 your company has executed 1,007 material handling orders and has 225 orders in material handling under execution. Our skill in bulk material handling has enabled us to be an integral part of 684 projects up to March 31, 2010 across India – serving an august clientele including Reliance Energy, Mecon, Punj Lloyd, JSW, NTPC, Lanco, Tata Projects, to name a few.

Opportunities and Threats

India remains one of the fastest growing economies in the world – that evidently opens up several opportunities for indian and international companies. We believe that a growth-oriented environment in the infrastructure sector, a continuous thrust on infrastructure development, together with scheduled commissioning of projects therefore, ensures an encouraging inflow of orders for the Company.

There are multiple opportunities for the company across various sectors covered under the infrastructure umbrella:

Power Sector

We believe that the power sector is expected to remain a key market for material handling and ash handling sectors over the next two decades in view of the following facts that are indicative of the opportunities presented by the Indian power sector:

- India's per capita power demand at 612kWH is low against a global average of 3,000 kWH; current peak supply deficit is ~13%
- Coal has proven to be India's most important energy source and will continue to remain so till 2032 and possibly beyond

- 59,693 MW of thermal capacity addition is targeted in the Eleventh Plan and 76,500 MW in the Twelfth Plan
- It is estimated that India needs to increase its primary energy supply to nearly 800,000 MW by 2031-32

Steel Sector

We believe that the opportunities for material handling industry are poised to increase in Steel Sector in view of following:

- India is currently the fifth largest producer of crude steel in the world and is expected to become the second largest producer by 2015-16
- Present per-capita consumption of Steel in the country at 47 kg (2008) against the world average of 190 kg and that of 400 kg in the developed economies
- Mega expansion plans announced by leading domestic producers in the form of greenfield and/or brownfield projects in different parts of the country
- As per CMIE estimates, the steel companies will add 10.3 MT of capacity in 2010-11
- In response to favourable Government policies and considering the huge domestic potential, several domestic and foreign firms have shown a great deal of interest for setting up steel capacities in the country

Cement Sector

We believe that the factors which are likely to drive the demand for the Company's products and services in the Cement Sector are:

- The cement industry in India has grown at a CAGR of over 10% over the last three years
- With the Government of India giving boost to various infrastructure projects, housing facilities and road networks, the cement consumption in India is expected to continue growing in the coming years.

Threats

While the domestic and international economies present significant growth opportunities, we believe challenges in course of business and expansion will continue to be addressed by us in order to grow our operations successfully.

- Capacity constraints in terms of physical infrastructure and human resources and financial resources can inhibit your company's ability to successfully grow its operations
- Non availability of long term project funding and easy access to long term debt financing needs to be addressed with most of the large infrastructure projects being done in public private partnership.
- Risk associated with project delays and cost overruns mainly caused by the delay in land acquisition, multiplicity and lack of coordination between different Government agencies etc. need to be addressed urgently.
- Suitable regulatory mechanism with fair and transparent policies and guidelines is required to be put in place to attract private investments.
- Financial viability of the projects to attract lenders.
- Contract designs mechanism to ensure projects are optimally designed to reduce the project cost.
- Stiff competition from Indian and international engineering companies.
- Technical and technological developments in the engineering and material handling industry.
- Political instability or changes in the Government adversely affecting the economic conditions

Outlook

The market prospect for capital goods industry of which your company is a part, appears encouraging. The industry is expected to grow over the next 10 years at a rate which is linked to the growth expected in core industries such as power, coal, steel, cement, fertilizers, mining, ports and petrochemicals. The setting up of green field and brown field expansions in power, steel and cement sectors provide significant opportunities for large size contracts. Other sectors like coal mining, sugar, cogeneration and paper are also expanding their existing facilities and setting up new plants. Capacity creation in Power, Steel, Cement, Port, Sugar & Co-generation and Paper Sectors will be the driving force for the growth of your Company in the coming years.

We will continue to pursue opportunities by expanding our scope of activities and enhancing our presence in the Indian infrastructure sector with a vision to create a leading material handling, ash handling, BoP and EPC company and generate high financial returns and shareholder value, as we transform into a listed entity.

During the year, the amalgamation of Tecpro Power Systems Limited and Tecpro Ashtech Limited with your Company enabled the integration of capabilities of all three companies, thereby expanding your company's scope of services and expertise in the field of coal and ash handling and in undertaking EPC contracts for captive power projects. Our ability to provide coal handling and ash handling solutions in-house, which forms a substantial part of the BoP contracts, thus provides us with great competitive advantages in terms of restricting cost escalation, providing hight quality and ensuring timely execution.

Our technological alliances with world leaders through 8 collaborations for various material handling equipment and technologies and 3 collaborations for ash handling operations and a joint venture for manufacture of critical equipment of air and gas pollution control systems ensure that the best technology is sourced for the project being executed.

We intend to target specific project segments and industries where we believe there is high potential for growth and can enjoy competitive advantages. Given the businesses we are in, supported by a conducive operating environment, our competencies, skills and growth plans, we remain fairly confident of achieving sustained growth in the future.

Risk and concerns

Recent global market and economic conditions have been unprecedented and challenging with tighter credit conditions and recession in most major economies continuing into 2009 and 2010. Continued concerns about the systemic impact of potential long-term and wide-spread recession, energy costs, geopolitical issues, the availability and cost of credit, and the global housing and mortgage markets have contributed to increase market volatility and diminished expectations for western and emerging economies. These conditions, combined with volatile oil prices, declining business and consumer confidence and increased unemployment, have contributed to volatility of unprecedented levels.

These factors have led to a decrease in spending by businesses and consumers alike and corresponding decreases in global infrastructure spending and commodity prices. Continued turbulence in the international economies and prolonged declines in business consumer spending may adversely affect your Company's liquidity and financial condition, and the liquidity and financial condition of customers of the Company, including Company's ability to refinance maturing liabilities and access the capital markets to meet liquidity needs. These global market and economic conditions have had, and continue to have, an adverse effect on the Indian financial markets and the Indian economy in general, which has had, and may continue to have, a material adverse effect on Company's business and financial performance.

Internal control systems and their adequacy

The Company has put in place adequate and effective internal control systems to ensure that all the assets and interests of the Company are safeguarded, transactions are authorised, recorded and reported properly, and reliability of accounting data and its accuracy are ensured with proper checks and balances. The Company has continued its efforts to align all its processes and controls with best practices. Further, the internal control system is supplemented by extensive internal audits, regular review by the Audit Committee and standard policies and guidelines to ensure the reliability of financial and all other records.

Financial performance

The financial performance of the Company during the financial year 2009-10 has been commendable. The company achieved a turnover of Rs. 1475.84 crore during the financial year 2009-10. During the year under report, the Company made a profit after tax of Rs. 109.64 crore.

Material developments in Human Resources/Industrial Relations front, including number of people employed

The Company strongly believes that its success depends upon the ability to recruit, train and retain high quality professionals. Being a Company engaged in serving the core infrastructure sector and an organisation with passion to help build world class national assets, we realize the importance of technical and functional expertise. Further, technical leadership is also a key requirement for us to keep pace with our exponential growth in projects and operating assets. Keeping this in mind as well the requirements of our clients, we have been able build up a team of experts having expertise in areas of Design, Engineering, Procurement, Manufacturing, Construction and Execution. We believe that our management team is well qualified with significant industry experience and has been responsible for the growth in our operations. The experience and relationships that our management team has, have extended our operating capabilities, improved the quality of our services and facilitated access to our clients.

As of March 31, 2010, we had 1,157 employees and the relationship between the Company and the employees has been cordial during the reporting period.

Auditors' Report

To the Members of
Tecpro Systems Limited

We have audited the attached Balance Sheet of Tecpro Systems Limited ('the Company') as at 31 March 2010, the Profit and Loss Account and the 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 ('the Order') issued by the Central Government of India in terms 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:

(a) 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;

(b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

(c) the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;

(d) 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 prescribed under the Companies (Accounting Standards) Rules, 2006 and referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable;

(e) on the basis of the written representations received from the Directors, as on 31 March 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31 March 2010 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;

(f) 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 the Balance Sheet, of the state of affairs of the Company as at 31 March 2010;

(ii) in the 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 for the year ended on that date.

For **B S R & Co.**
Chartered Accountants
Registration no. 101248W

Sd/-
Vikram Advani
Partner
Membership No. 091765

Place : Gurgaon
Date : 14 July 2010

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in our report of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) According to the information and explanations given to us, the Company has physically verified its fixed assets during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As informed to us no material discrepancies were noticed on such verification.

(c) The fixed assets disposed off during the year were not substantial, and therefore, do not affect the going concern assumption.

(ii) (a) Inventories, except goods-in-transit and stocks lying with third parties, have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. For stocks lying with third parties at the year-end, written confirmations have been obtained.

(b) In our opinion, the procedures for the physical verification of inventories and of seeking confirmation for stocks lying with third parties followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) In our opinion, the Company is maintaining proper records of inventory. As informed to us, the discrepancies noticed on verification between the physical stocks and the book records were not material.

(iii) (a) The Company has during the previous year, granted unsecured interest bearing loan, repayable on demand, to a company covered under section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was Rs. 1,324,996 (including interest). The year end balance of the loan (including interest) is Rs. Nil.

(b) In our opinion, the rate of interest and other terms and conditions on which loan has been granted by Company to another company covered under section 301 of the Companies Act, 1956, are not, prima facie, prejudicial to the interest of the Company.

(c) As mentioned in para (iii) (a) above, there are no stipulations on the payment of principal, as the loan is repayable on demand. Hence, we are unable to comment on the regularity and payment of principal, interest and overdue amount, if any, outstanding from the company covered in the register maintained under section 301 of the Companies Act, 1956.

(d) According to the information and explanations given to us, the Company has not granted any other loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

(e) The Company has during the year, taken unsecured interest free loans repayable on demand, from two directors. The maximum loan amounts outstanding during the year were Rs. 7,600,000 and Rs. 86,828,000 respectively from the above two directors. The year end balances of the loans are Rs. Nil respectively from the two directors.

(f) The Company has also taken unsecured interest bearing loans and interest free loan, repayable on demand, from two companies covered under section 301 of the Companies Act, 1956. The maximum amount outstanding during the year (including interest) was Rs. 44,798,832 (interest bearing), Rs. 88,772,329 (interest bearing) and Rs. 20,000,000 (interest free) respectively. The year end balance of the interest bearing loan (including interest) is Rs. 5,785,134 and for other loans is Rs. Nil.

(g) In our opinion, the rate of interest and other terms and conditions on which loans have been taken by the Company from the directors and other companies as mentioned in (iii) (e) and (iii) (f) respectively, are not, prima facie, prejudicial to the interest of the Company.

(h) As mentioned in para (iii)(e) and para (iii)(f) above, there are no stipulations on repayment of principal as the loans are repayable on demand. Hence, we are unable to comment on the regularity of payment of principal, interest and the over due amount, if any, due to the companies/ parties covered in the register maintained under section 301 of the Companies Act, 1956.

(i) According to the information and explanations given to us, the Company has not taken any other loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

(iv) In our opinion and according to the information and explanations given to us and having regard to the explanation that purchases of certain items of inventories and fixed assets are for the Company's specialised requirements and similarly goods sold and services rendered are for the specialised requirements of the buyers and suitable alternative sources are not available to obtain comparable quotations, 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 inventories and fixed assets and with regard to the sale of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.

(v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.

(b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (a) above and exceeding the value of Rs 5 lakh with any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time except for sale of certain goods which are for the specialised requirements of the buyer and for which suitable alternative sources are not available to obtain comparable quotations. However, on the basis of information and explanations provided, the same appear reasonable.

(vi) The Company has not accepted any deposits from the public during the year.

(vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business *except operations of erstwhile Tecpro Ashtech Limited, which amalgamated with the Company with effect from 1 April 2009, for which no internal audit was carried out during the current year.*

(viii) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records by the Company under section 209(1)(d) of the Companies Act, 1956.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Income tax, Provident Fund, Employees' State Insurance, Sales tax, Wealth tax, Service tax, Customs duty, Excise duty, Cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities, *except, there were certain instances of delay in depositing undisputed advance income tax dues, service tax dues and sales tax dues during the year.* As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund.

There were no dues on account of cess payable under section 441A of the Companies Act, 1956, since the aforesaid provisions have not yet been made effective.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Wealth tax, Service tax, Customs duty, Excise duty, Cess and other material statutory dues were in arrears as at 31 March 2010 for a period of more than six months from the date they became payable *except, Income tax dues amounting to Rs. 6,425,810 which has been outstanding for a period of more than six months as at the year end.*

(b) According to the information and explanations given to us, there are no dues in respect of Income-tax, Wealth Tax, Excise duty, Customs duty and Cess which have not been deposited with the appropriate authorities on account of any dispute. According to the information and explanations given to us, the following dues of Sales tax and Service tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of dues	Amount (Rs.)	Period to which amount relates	Forum where dispute is pending
Central Sales tax Act, 1956	Sales tax	12,406,839	1 April 2001 to 31 March 2002	Joint Commissioner of Sales tax (Appeals), Pune
		5,201,545	1 April 2002 to 31 March 2003	Joint Commissioner of Sales tax (Appeals), Pune
Central Sales tax Act, 1956	Sales tax	581,000	1 April 2001 to 31 March 2002	Commercial tax Officer, Lucknow
		2,025,000	1 April 2000 to 31 March 2001	Commercial tax Officer, Lucknow
West Bengal Sales Tax Act, 1994	Sales tax	1,404,585	1 April 2005 to 31 March 2006	Joint Commissioner Commercial Taxes, West Bengal
Central Sales Tax Act, 1956	Sales tax	3,708,448	1 April 2005 to 31 March 2006	Joint Commissioner Commercial Taxes, West Bengal
		18,543,395	1 April 2006 to 31 March 2007	Joint Commissioner Commercial Taxes, West Bengal
Central Sales Tax Act, 1956	Sales tax	28,333	1 April 2002 to 31 March 2003	Deputy Commissioner Commercial Taxes, West Bengal
West Bengal Sales Tax Act, 1994	Sales tax	1,337,318	1 April 2003 to 31 March 2004	Sales tax Officer Commercial Taxes, West Bengal
Central Sales Tax Act, 1956	Sales tax	170,121	1 April 2003 to 31 March 2004	Sales tax Officer Commercial Taxes, West Bengal
Central Sales Tax Act, 1956	Sales tax	3,221,156	1 April 2003 to 31 March 2004	Joint Commissioner, Sales tax (Appeals) II, Mumbai
Chapter V of the Finance Act, 1994	Service tax	8,976,817	1 July 2003 to 31 May 2007	Additional Commissioner of Excise

(x) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers. The Company did not have any outstanding debentures or dues to financial institutions during the year.

(xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) In our opinion and according to the information and explanations given to us, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society.

(xiv) According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.

(xv) 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.

(xvi) In our opinion and according to the information and explanations given to us, the term loans taken by the Company have been applied for the purpose for which they were raised.

(xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that the funds raised on short-term basis have not been used for long-term investment.

(xviii) The Company has made preferential allotment of shares to parties covered in the register maintained under Section 301 of the Companies Act, 1956. In our opinion and according to the information and explanations given to us, read with the agreements entered by the Company prior to these transactions, the price at which these shares have been issued by the Company are not prima facie prejudicial to the interest of the Company.

According to the information and explanations given to us, the Company has not made any other preferential allotment of shares to firms/parties/companies (other than above) covered in the register maintained under Section 301 of the Companies Act, 1956.

(xix) The Company did not have any outstanding debentures during the year.

(xx) The Company has not raised any money by way of public issue during the year.

(xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For **B S R & Co.**
Chartered Accountants
Registration no. 101248W

Sd/-
Vikram Advani
Partner
Membership No. 091765

Place : Gurgaon
Date : 14 July 2010

TECPRO SYSTEMS LIMITED

Balance Sheet as at 31 March 2010

(All amounts are in Rupees)

	Schedule No.	As at 31 March 2010	As at 31 March 2009
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	1	442,237,910	276,975,000
Reserves and surplus	2	3,079,558,758	1,324,001,822
		3,521,796,668	1,600,976,822
Loan funds			
Secured loans	3(a)	4,857,932,574	905,670,923
Unsecured loans	3(b)	10,003,014	91,908,311
		4,867,935,588	997,579,234
Deferred tax liability (net)	4	—	5,746,282
		8,389,732,256	2,604,302,338
APPLICATION OF FUNDS			
Fixed assets	5		
Gross block		1,396,754,413	341,753,445
Less: Accumulated depreciation		188,414,550	74,508,085
Net block		1,208,339,863	267,245,360
Capital work in progress (including capital advances)		110,060,334	544,689,499
		1,318,400,197	811,934,859
Investments	6	94,180,942	228,078,246
Deferred tax assets (net)	4(a)	11,911,362	—
Current assets, loans and advances			
Inventories	7(a)	1,061,457,195	793,151,572
Sundry debtors	7(b)	9,175,852,251	3,874,859,920
Cash and bank balances	7(c)	1,820,127,762	955,032,500
Loans and advances	7(d)	741,097,312	196,226,529
Other current assets	7(e)	1,985,401,688	316,271,421
		14,783,936,208	6,135,541,942
Less: Current liabilities and provisions	8		
Current liabilities		7,374,202,681	4,149,165,900
Provisions		444,493,772	422,086,809
		7,818,696,453	4,571,252,709
Net current assets/(liabilities)		6,965,239,755	1,564,289,233
		8,389,732,256	2,604,302,338
Significant accounting policies and notes to the accounts	14		

The accompanying schedules form an integral part of the financial statements

As per our report attached

For **B S R & Co.**
Chartered Accountants
Registration no. 101248W
Sd/-
Vikram Advani
Partner
Membership No.: 091765

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of Tecpro Systems Limited

Sd/-
Ajay Kumar Bishnoi
Chairman & Managing Director

Sd/-
Amul Gabrani
Vice Chairman & Managing Director

Sd/-
Pankaj Tandon
Company Secretary

Place : Gurgaon
Date : 14 July 2010

TECPRO SYSTEMS LIMITED

Profit and Loss Account for the year ended 31 March 2010

(All amounts are in Rupees)

	Schedule No.	For the year ended 31 March 2010	For the year ended 31 March 2009
INCOME			
Gross sales		7,894,706,748	6,027,532,999
Less: Excise duty		181,946,017	209,915,901
Net sales		7,712,760,731	5,817,617,098
Contract Revenue		6,311,780,091	759,011,546
Service income		524,734,657	493,199,233
Other income	9	209,168,987	90,682,015
		14,758,444,466	7,160,509,892
EXPENDITURE			
Cost of goods sold	10	10,876,290,606	5,336,616,861
Personnel costs	11	628,280,885	370,305,148
Administrative and selling expenses	12	782,809,876	472,811,323
Finance charges	13	714,272,178	130,783,086
Depreciation and amortisation	5	73,282,751	31,197,925
		13,074,936,296	6,341,714,343
Profit before taxes		1,683,508,170	818,795,549
Provision for taxation:			
- Income tax for current year		600,000,000	304,000,000
- Income tax for prior years		4,434,238	3,756,045
- Deferred tax charge/(credit)	4	(17,442,464)	(1,257,891)
- Fringe benefit tax		—	5,161,000
- Fringe benefit tax for prior year		66,795	263,000
Profit after taxes		1,096,449,601	506,873,395
Profit /(Loss) brought forward of the transferor company for the year ended 31 March 2009 Refer note 2 (g) of schedule 14		2,099,218	—
Balance brought forward		431,977,114	137,814,510
Profit available for appropriation		1,530,525,933	644,687,905
Appropriations :			
- Interim dividend		—	138,487,500
- Dividend tax		—	23,535,951
- Proposed dividend		132,671,373	—
- Proposed dividend tax		22,547,500	—
- Transfer to general reserve		109,644,960	50,687,340
Profit and loss account balance carried forward to the Balance Sheet		1,265,662,100	431,977,114
Earnings per share at face value Rs. 10 each :	14(16)		
Basic		25.22	18.86
Diluted		25.19	18.62
Significant accounting policies and notes to the accounts	14		

The accompanying schedules form an integral part of the financial statements

As per our report attached

For **B S R & Co.**
Chartered Accountants
Registration no. 101248W
Sd/-
Vikram Advani
Partner
Membership No.: 091765

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of Tecpro Systems Limited

Sd/-
Ajay Kumar Bishnoi
Chairman & Managing Director

Sd/-
Amul Gabrani
Vice Chairman & Managing Director

Sd/-
Pankaj Tandon
Company Secretary

Place : Gurgaon
Date : 14 July 2010

TECPRO SYSTEMS LIMITED

Cash Flow Statement for the year ended 31 March 2010

(All amounts are in Rupees)

		For the year ended 31 March 2010	For the year ended 31 March 2009
A	**Cash flow from operating activities**		
	Net profit before tax	1,683,508,170	818,795,549
	Adjustments for:		
	Depreciation and amortisation	73,282,751	31,197,925
	Miscellaneous expenses written off	525,000	—
	Profit on sale of fixed assets	—	(55,682)
	Loss on sale of fixed assets	288,601	104,589
	Dividend income	(41,141)	(27,853)
	Interest income	(126,136,472)	(50,937,780)
	Finance charges	714,272,178	130,783,086
	Investment written off	6,450,000	
	Bad debts written off	35,380,865	67,079,739
	Provisions written back	(10,853,784)	—
	Creditor balances written back	(3,634,997)	(2,647,830)
	Provision for estimated losses on contract in progress	9,642,000	—
	Provision for bad and doubtful debts	8,719,054	—
	Fixed assets written off	897,920	80,542
	Operating profit before working capital changes	2,392,300,145	994,372,284
	Decrease/ (Increase) in working capital		
	(Increase)/Decrease in inventories	(226,748,610)	(464,194,382)
	(Increase)/Decrease in sundry debtors	(3,688,600,169)	(1,634,406,416)
	(Increase)/Decrease in loans and advances	(361,183,031)	(81,291,345)
	(Increase)/Decrease in other current assets	(1,607,920,889)	(307,646,445)
	Increase/(Decrease) in current liabilities and provisions	2,119,644,343	2,246,614,505
	Cash generated from operations	(1,372,508,211)	753,448,202
	Direct taxes paid	(626,295,981)	(265,413,574)
	Direct taxes refund	651,468	1,643,200
	Fringe benefit tax paid	(263,935)	(5,263,000)
	Net cash (used in) / generated from operating activities	(1,998,416,659)	484,414,827
B	**Cash flow from investing activities**		
	Sale of fixed assets	493,332	380,311
	Purchase of fixed and intangible assets	(433,656,488)	(419,445,539)
	Purchase of investments	(49,429,275)	(63,437,317)
	Advance for share purchases	(35,000,000)	—
	Share application money pending allotment	(563,210)	(5,575,421)
	Dividend received	41,141	27,853
	Interest received	135,468,643	50,162,085
	Net cash used in investing activities	(382,645,857)	(437,888,028)
C	**Cash flows from financing activities**		
	Issue of equity share capital	90,272,000	10,000,000
	Receipt of share application money pending allotment	—	230,000,000
	Loans/advances to subsidiaries	(4,269,522)	—
	Loans/advances from subsidiaries	1,670,708	—
	Proceeds from long-term borrowings	674,592,586	100,315,999
	Share issue expenses	(3,666,987)	—

Cash Flow Statement Contd...

(All amounts are in Rupees)

	For the year ended 31 March 2010	For the year ended 31 March 2009
Increase in short term borrowings	3,056,391,279	425,459,729
Loans received from a director	161,828,000	126,000,000
Repayment of loans to directors	(211,428,000)	(76,400,000)
Loans given to other company	—	91,694,512
Repayment of loans from other company	—	(51,694,512)
Repayment of loans to other company	(371,058,215)	—
Loan received from other company	369,367,000	—
Interim dividend paid	(138,487,500)	(186,882,500)
Preference dividend paid	(20,758)	
Dividend taxes paid	(23,539,479)	(31,760,681)
Finance charges paid	(707,914,415)	(128,471,590)
Net cash (used in) / generating from financing activities	2,893,736,697	508,260,957
Net increase in cash and cash equivalents (A+B+C)	512,674,181	554,787,757
Cash and cash equivalents at the beginning of the year	955,032,500	400,244,744
Cash and cash equivalents acquired on amalgamation*	352,421,081	—
Cash and cash equivalents at the end of the year	1,820,127,762	955,032,501
Components of cash and cash equivalents:		
Cash in hand	1,815,847	1,038,130
Balances with scheduled banks:		
- On current accounts	144,112,604	11,106,280
- In other accounts	1,674,199,311	942,888,090
	1,820,127,762	955,032,500

* Refer note 2 of Schedule 14.

Notes:-

1. The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard - 3 "Cash Flow Statement" prescribed by the Companies (Accounting Standards) Rules, 2006.
2. Cash and cash equivalents include Rs. 1,137,152,767 (previous year Rs. 941,238,164) on account of margin money deposits which are not available for use by the Company and further include fixed deposit agregating Rs. 150,052,521 (previous year Nil) duly lien marked in favour in bank, which also is not available for use by the Company.

As per our report attached

For **B S R & Co.**
Chartered Accountants
Registration no. 101248W
Sd/-
Vikram Advani
Partner
Membership No.: 091765

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of Tecpro Systems Limited

Sd/-
Ajay Kumar Bishnoi
Chairman & Managing Director

Sd/-
Amul Gabrani
Vice Chairman & Managing Director

Sd/-
Pankaj Tandon
Company Secretary

Place : Gurgaon
Date : 14 July 2010

Schedules forming part of the accounts

(All amounts are in Rupees)

Schedule 1 : Share capital

	As at 31 March 2010	As at 31 March 2009
Authorised		
127,900,000 (previous year 40,000,000) equity shares of Rs 10 each	1,279,000,000	400,000,000
	1,279,000,000	400,000,000
Issued, subscribed and paid up		
44,223,791 (previous year 27,697,500) equity shares of Rs.10 each fully paid up	442,237,910	276,975,000
[Of this, 140,000 shares (previous year 140,000 shares) have been allotted as fully paid up pursuant to a contract without payments being received in cash]		
[Of this, 22,437,750 shares (previous year 22,437,750 shares) have been allotted as fully paid up by way of bonus shares out of share premium account]		
[Of this, 16,526,291 shares (previous year Nil shares) have been allotted as fully paid up pursuant to the scheme of amalgamation] #		
	442,237,910	276,975,000

Also refer to note 2 (c) of schedule 14

Schedule 2 : Reserves and surplus

	As at 31 March 2010		As at 31 March 2009	
General reserve				
Balance at the beginning of the year	343,187,340		292,500,000	
Adjustments on account of amalgamation *	285,338,090		—	
Additions during the year	109,644,960	738,170,390	50,687,340	343,187,340
Capital Reserve				
Balance at the beginning of the year	—		—	
Additions on account of amalgamation *	38,855,552		—	
Additions during the year	—	38,855,552	—	—
Share premium				
Balance at the beginning of the year	548,837,368		318,837,368	
Additions on account of amalgamation *	432,698,400		—	
Share issue expenses incurred during the year **	(3,666,987)		—	
Additions during the year	—	977,868,781	230,000,000	548,837,368
Revaluation reserve				
Balance at the beginning of the year	—		—	
Additions on account of amalgamation *	74,083,924		—	
Utilised during the year 1 April 2008 to 31 March 2009	(1,001,134)		—	
Utilised during the current year	(1,001,134)	72,081,656	—	—
Profit and loss account				
Balance at the beginning of the year	431,977,114		137,814,510	
Adjustments on account of amalgamation *	(13,079,721)		—	
Transferred from Profit and Loss Account	833,684,986	1,252,582,379	294,162,604	431,977,114
		3,079,558,758		1,324,001,822

* Refer to note 2 of schedule 14

** Refer to note 20 of schedule 14

Schedules forming part of the accounts

(All amounts are in Rupees)

Schedule 3 : Loan funds

	As at 31 March 2010	As at 31 March 2009
a) Secured loans		
- From banks		
Term loan	**874,632,224**	215,701,628
Export packing credit	**240,795,163**	60,958,489
Cash credit	**1,750,347,487**	477,167,781
Short term loans (repayable within one year)	**250,000,000**	—
Buyer's credit (repayable within one year)	**117,250,785**	—
Bills discounting	**1,585,546,348**	130,912,402
Car loans	**5,318,183**	10,231,126
- From others		
Car loan	**34,042,384**	10,699,497
	4,857,932,574	905,670,923

Notes:

1. Term Loans includes loan taken from State Bank of India amounting to Rs. 174,358,251 (previous year Rs. 214,701,628) for new office of the Company at Siruseri, Chennai is secured by way of equitable mortgage over the leasehold rights of the Company's land and building constructed thereon for new office and also further secured by the current assets of the Company. Amount repayable within a year Rs. 40,800,000 (previous year Rs. 44,200,000).
2. Term Loans include Corporate Loan from State Bank of India amounting to Rs. 400,273,973 (previous year Rs. Nil) for part funding of escalation in cost of construction of Company's new office at Chennai and for meeting the working capital requirements is secured by way of charge on the entire current assets of the company on a pari passu basis. Amount repayable within a year Rs. 133,400,000 (previous year Rs. Nil).
3. Term loan and Corporate loan from State Bank of India mentioned in note no. 1 and 2 above are also collaterally secured by:
   a) Hypothecation of movable fixed assets owned by the Company and equitable mortgage over certain assets of certain directors (includes a relative of a director) of the Company.
   b) Equitable mortgage over factory land and building at Bawal, Haryana and Bhiwadi, Rajasthan at SP 496 and 497, Industrial area belonging to the Company. Corporate loan is further collaterally secured by equitable mortgage over land on which new office is constructed at Siruseri, Chennai, alongwith building contructed thereon belonging to the Company.
4. Term loans include loans taken from Yes Bank Limited amounting to Rs. 300,000,000 (previous year Rs. Nil) which is secured by subservient charge on all current assets (present and future) of the Company; Amount repayable within a year Rs. 80,000,000 (previous year Rs. Nil).
5. Cash credit amounting to Rs. 1,234,950,473 (previous year Rs. 477,167,781), export packing credit amounting to Rs. 240,795,163 (previous year Rs. 60,958,489), short term loans amounting to Rs. 250,000,000 (previous year Rs. Nil) and buyers credit amounting to Rs. 117,250,785 (previous year Rs. Nil) are secured by first charge on the current assets of the Company on pari passu basis. The charge on the current assets have further been extended to bills discounting amounting to Rs. 1,585,546,348 (previous year Rs. 130,912,402).
   Of the above:
   Cash credit, short term loans and buyers credit from certain banks are further primarily / collaterally secured by way of hypothecation of moveable fixed assets of the Company on a pari passu basis other than those specifically funded through term loans and charged to State Bank of India.
6. Cash credit, short term loans, export packing credit, buyers credit and bills discounting mentioned in note 5 above are further secured by first charge in favour of all the banks under multiple banking arrangement* along with State Bank of India on pari passu basis over factory land and building at Bawal, Haryana and Bhiwadi, Rajasthan belonging to the Company and further collaterally secured by equitable mortgage over certain assets of certain directors (includes a relative of a director) of the Company.
7. Cash credit from banks also include an amount of Rs. 515,397,014 (previous year Rs. Nil) taken by erstwhile Tecpro Ashtech Limited secured by a pari-passu charge on present and future goods, books debts, all other moveable assets, outstanding monies, claims, Investments etc. of erstwhile Tecpro Ashtech Limited in terms of the deed of hypothecation and further secured by corporate guarantee given by Fusion Fittings (I) Limited, holding company of erstwhile Tecpro Ashtech Limited and pledge of certain shares by certain directors of the Company and collaterally secured by hypothecation of movable fixed assets owned by the Company and equitable mortgage over certain assets of certain directors (includes a relative of a director) of the Company.
8. Car loans are secured by way of hypothecation of the respective vehicles.
9. All the above loans except car loans are also guaranteed by certain directors either by themselves and / or together with a relative of a director.

*Secured loans mentioned in note 5 and 6 above are under multiple banking arrangement alongwith State Bank of India for which equitable mortgage over the immovable properties belonging to the Company was created on 29 March 2010 by State Bank of India by way of deposit of title deeds and was confirmed by State Bank of India by issue of Memorandum of Entry dated 10 May 2010.

	As at 31 March 2010	As at 31 March 2009
b) Unsecured loans		
Short term loans and advances (repayable within one year)		
- From bank	**10,003,014**	—
- From directors	—	49,600,000
- From others	—	42,308,311
	10,003,014	91,908,311

Schedule 4 : Deferred tax liabilities (net)

	2010	As at 31 March 2010	2009	As at 31 March 2009
Balance at the beginning of the year	—		7,004,173	
Additions/(deletion) during the year	—	—	(1,257,891)	5,746,282
		—		5,746,282

Schedule 4(a) : Deferred tax assets (net)

	2010	As at 31 March 2010	2009	As at 31 March 2009
Balance at the beginning of the year	(5,746,282)			—
Additions on account of amalgamation *	215,180			—
Additions/(deletion) during the year	17,442,464	11,911,362		—
		11,911,362		—

* Refer to note 2 of schedule 14

\# Refer to note 18 of schedule 14

Schedules forming part of the accounts

(All amounts are in Rupees)

Schedule 5 : Fixed assets

Description	Gross block (at cost)						Accumulated depreciation						Net block	
	As at 1 April 2009	Added on Amalgamation as at 1 April 2008 (Note 1)	Added on Amalgamation as at 1 April 2009 (Note 2)	Additions during the year	Deletions / adjustments during the year	As at 31 March 2010	As at 1 April 2009	Amalgamation adjustments from 1 April 2008 (Note 1 and 3)	Added on Amalgamation as at 1 April 2009 (Note 2)	For the year	Deletions / adjustments during the year	As at 31 March 2010	As at 31 March 2010	As at 31 March 2009
Tangible assets														
Freehold land #	14,003,168	-	-	-	-	14,003,168	-	-	-	-	-	-	14,003,168	14,003,168
Leasehold land @	25,920,680	114,314,000	-	-	-	140,234,680	67,009	4,512,393	-	811,141	**1,001,134	6,391,677	133,843,003	25,853,671
Buildings	67,627,239	4,143,152	5,108,938	576,774,376	15,000	653,638,705	8,117,385	691,077	3,348,542	14,141,599	1,250	26,297,353	627,341,352	59,509,854
Leasehold Improvement	14,483,304	-	5,950,151	9,509,198	-	29,942,653	4,828,291	-	3,450,184	4,859,392	-	13,137,867	16,804,786	9,655,013
Plant and machinery	88,690,270	-	27,505,695	183,371,986	691,238	298,876,713	13,045,829	-	14,668,467	21,354,574	114,755	48,954,115	249,922,598	75,644,441
Furniture and fittings	21,309,534	-	7,978,566	38,713,947	1,539,555	66,462,492	11,665,690	-	3,336,284	9,424,971	950,728	23,476,217	42,986,275	9,643,844
Vehicles	62,140,025	-	9,246,995	42,268,133	690,965	112,964,188	10,815,898	-	2,365,208	8,566,481	281,090	21,466,497	91,497,691	51,324,127
Computers	17,785,924	-	12,799,980	7,558,421	107,920	38,036,405	6,752,879	-	7,810,869	4,672,004	17,002	19,218,751	18,817,654	11,033,045
Intangible assets														
Computers software	18,854,747	-	2,712,516	10,089,592	-	31,656,855	9,406,625	-	804,378	8,322,516	-	18,533,519	13,123,336	9,448,122
Technical know-how	10,938,554	-	-	-	-	10,938,554	9,808,481	-	-	1,130,073	-	10,938,554	-	1,130,073
	341,753,445	118,457,152	71,302,841	868,285,653	3,044,678	1,396,754,413	74,508,087	5,203,470	35,783,932	73,282,751	2,365,959	188,414,550	1,208,339,863	267,245,358
Previous year	251,758,339	-	-	90,810,791	815,685	341,753,445	43,616,085	-	-	31,197,925	305,925	74,508,085	267,245,358	-
Capital work in progress* (including capital advances)													110,060,334	544,689,499

Notes :-

1. Relates to assets acquired from Blossom Automotive Private Limited. There have been no additions in the gross block during the period 1 April 2008 to 31 March 2009. ##
2. Relates to assets acquired from Tecpro Ashtech Limited and Tecpro Power Systems Limited. ##
3. Amalgamation adjustments as at 1 April 2009 includes :

Depreciation aggregating to Rs. 641,378 for the year 1 April 2008 to 31 March 2009 is included in the profit/loss brought forward of the transferor Company for the year ended 31 March 2009. Refer 2 (g) of Schedule 14.

Depreciation aggregating to Rs. 1,001,134 for the year 1 April 2008 to 31 March 2009 has been utilised through revaluation reserve. (Refer to Schedule 2)

* Includes borrowing cost capitalised during the year aggregating to Rs. 21,776,388 (previous year Rs. 35,924,143).

** Depreciation aggregating to Rs. 1,001,134 for the current year has been utilised through revaluation reserve.@

Refer to note 3 (iv) of schedule 14

Refer to note 2 of schedule 14

@ Refer to note 21 of schedule 14

Schedule 6: Investments

(Non-trade, long - term, at cost)

	As at 31 March 2010	As at 31 March 2009
Mutual funds		
a. Principal Growth Fund [14,355.55 (previous year 14,355.55) units of face value Rs. 10 each]	313,206	313,206
b. Principal Large Cap Fund [19,559.90 (previous year 19,559.90) units of face value Rs. 10 each]	200,000	200,000
c. Principal Dividend Yield Fund [5,287.68 (previous year 5,287.68) units of face value Rs. 10 each]	71,740	71,740
d. Principal Personal Tax Saver Fund [470.06 (previous year 470.06) units of face value Rs. 100 each]	70,000	70,000
e. Principal Emerging Blue Chip Fund (formerly known as Principal Junior Cap Fund) [19361.16 (previous year 25,000) units of face value Rs. 10 each]	250,000	250,000
f. Principal Monthly Income Fund [9,884.45 (previous year 9,884.45) units of face value Rs. 10 each]	100,000	100,000
g. Ultra Short Term Fund [Short term] [3,000,000 (previous year Nil) units of face value Rs. 10 each]	30,000,000	—
Shares - Quoted		
Vijaya Bank [600 (previous year 600) equity shares of Rs.10 each fully paid up]	14,400	14,400
Government Securties - Unquoted		
National Savings Certificate *	20,000	—
Shares - Unquoted		
Investment in subsidiaries - Unquoted		
Tecpro Power Systems Limited @ [Nil (previous year 5,527,200) equity shares of Rs.10 each fully paid up]	—	55,272,000
Tecpro International FZE [2 (previous year 1) equity share of AED 1,000,000 each fully paid up] [1 (previous year Nil) equity share of AED 1,000,000 each fully paid up acquired during the year]	25,676,105	12,695,000

Schedules forming part of the accounts

Schedule 6 : Investments (Contd..)

(All amounts are in Rupees)

	As at 31 March 2010	As at 31 March 2009
Blossom Automotive Private Limited @	—	127,200,000
[Nil (previous year 400,000) equity shares of Rs.10 each fully paid up]		
Tecpro Energy Limited	6,450,000	6,450,000
[645,000 (previous year 645,000) equity shares of Rs.10 each fully paid up]		
Tecpro Systems (Singapore) Pte. Ltd.	30,564,851	18,541,260
[985,000 (previous year 626,000) equity shares of 1 Singapore dollar each fully paid up]		
(359,000 (previous year 586,000) equity shares of 1 Singapore dollar each fully paid up acquired during the year)		
Ajmer Waste Processing Company Private Limited	490,000	490,000
[49,000 (previous year 49,000) equity shares of Rs.10 each fully paid up]		
Tecpro Trema Limited	6,110,640	6,110,640
[76,500 (previous year 76,500) equity shares of Rs.10 each fully paid up]		
Bikaner Waste Processing Company Private Limited	300,000	300,000
[30,000 (previous year 30,000) equity shares of Rs.10 each fully paid up]		
	100,630,942	228,078,246
Less: Diminution in the value of investments	6,450,000	—
	94,180,942	228,078,246

* Pledged as security deposit with the Sales Tax Authorities

@ Refer to note 2 of schedule 14

Aggregate book value and market value of quoted investments and book value of unquoted investments:		
Mutual Funds		
- Aggregate book value	31,004,946	1,004,946
- Aggregate net asset value	31,403,925	808,890
Quoted investments		
- Aggregate book value	14,400	14,400
- Aggregate market value	28,410	13,980
Unquoted investments		
- Aggregate book value (net of diminution in the value of investments)	63,161,596	227,058,900

Schedule 7 : Current assets, loans and advances

a) Inventories #		
Raw material	450,511,875	337,517,360
Contract work in progress (raw material)	—	50,300,770
Work in progress	391,406,660	369,656,101
Finished goods (purchased for resale) - project supplies	22,885,584	—
Goods in transit - Raw material	70,336,601	8,503,240
- Finished goods (purchased for resale) - project supplies	95,301,475	27,174,101
- Finished goods (manufactured)	31,015,000	—
	1,061,457,195	793,151,572
# At cost or net realisable value, whichever is less.		
b) Sundry debtors (unsecured)/#*		
Considered good		
- debts outstanding for a period exceeding six months	2,839,601,378	1,081,992,654
- other debts	6,336,250,873	2,792,867,266
Considered doubtful		
- debts outstanding for a period exceeding six months	68,713,518	—
	9,244,565,769	3,874,859,920
Less: Provision for doubtful debts	68,713,518	—
	9,175,852,251	3,874,859,920

* Includes retention money amounting to Rs. 3,228,871,180 (previous year Rs. 1,415,293,245)

Includes Rs. 12,389,112 (previous year Rs. Nil) due from Hythro Power Corporation Limited ,which is a Company under the same management as defined under section 370(1-B) of the Companies Act,1956. Includes Rs. Nil (previous year Rs. 7,611,120) from erstwhile Tecpro Power Systems Limited, which is a company under the same management as defined under section 370(1-B) of the Companies Act, 1956.

Schedules forming part of the accounts

(All amounts are in Rupees)

Schedule 7 : Current assets, loans and advances (Contd..)

	As at 31 March 2010	As at 31 March 2009
c) Cash and bank		
Cash in hand	**1,815,847**	1,038,130
Balances with scheduled banks:		
- On current accounts	**144,112,604**	11,106,280
- In other accounts*	**1,674,199,311**	942,888,090
	1,820,127,762	955,032,500

* Other accounts comprises the following :

Fixed deposit accounts Rs. 1,674,199,311 (previous year Rs. 942,888,090). Out of these:

(a) Fixed deposits aggregating Rs. 1,137,152,767 (previous year Rs. 941,238,164) are held as margin money against guarantee issued by the bank on behalf of the Company and are not available for use by the Company.

(b) Fixed deposit agregating Rs. 150,052,521 (previous year Nil) duly lien marked in favour in bank, which are not available for use by the Company.

	As at 31 March 2010	As at 31 March 2009
d) Loans and advances		
(Unsecured and considered good)		
Advances recoverable in cash or in kind or for value to be received */**	**529,073,345**	117,464,215
Security deposits	**31,482,195**	17,345,896
Share application money pending allotment #	**563,210**	5,575,421
Loans/advances to subsidiaries ***	**19,962,149**	21,130,175
Advance for share purchases ##	**35,000,000**	—
Balances with Government authorities	**125,016,413**	34,710,822
(Unsecured and considered doubtful)		
Security deposits	**2,246,092**	—
Balances with Government authorities	**5,485,815**	—
	748,829,219	196,226,529
Less: Provision for doubtful advances	**7,731,907**	—
	741,097,312	196,226,529

* Includes amount due from the directors of the Company Rs. 2,420 (previous year Rs. 20,794). Maximum amount due during the year Rs. 1,304,741 (previous year Rs.763,435)

/* Includes the following amounts due from companies under the same management as defined under section 370 (1-B) of the Companies Act, 1956:-

Rs. 14,854,548 (previous year Rs. 11,554,227) from Ajmer Waste Processing Company Private Limited. Maximum amount due during the year Rs. 14,854,548 (previous year Rs. 11,554,227).

Rs. 5,107,601 (previous year Rs. 4,586,163) from Bikaner Waste Processing Company Private Limited. Maximum amount due during the year Rs. 5,107,601 (previous year Rs. 4,586,163).

Rs. 16,612,131 (previous year Rs.Nil) from Tecpro Engineers Private Limited. Maximum amount due during the year Rs. 188,901,746 (previous year Rs. Nil)

Rs. 2,350,866 (previous year Rs.Nil) from Tecpro Infrastructures Private Limited. Maximum amount due during the year Rs. 8,045,677 (previous year Rs. Nil)

Rs. Nil (previous year Rs.1,222,945) from Tecpro Trema Limited. Maximum amount due during the year Rs. 1,324,996 (previous year Rs. 5,075,000)

\# Share application money aggregating to Rs. 78,210 (previous year Rs. 985,886) relates to application made for equity shares in Tecpro Systems (Singapore) Pte. Ltd., Rs. 485,000 (previous year Rs. Nil) relates to application made for equity shares in Bikaner Waste Processing Company Private Limited and Rs. Nil (previous year Rs. 4,589,535) relates to application money towards equity shares in Tecpro International FZE.

\#\# Refer to note 28 of schedule 14

	As at 31 March 2010	As at 31 March 2009
e) Other current assets		
Unbilled revenue on contracts in progress	**1,971,151,335**	307,646,445
Accrued interest on fixed deposits	**14,250,353**	8,624,976
	1,985,401,688	316,271,421

Schedules forming part of the accounts

(All amounts are in Rupees)

Schedule 8 : Current liabilities and provisions

	As at 31 March 2010	As at 31 March 2009
Current liabilities		
Sundry creditors		
- Total outstanding dues of micro and small enterprises #	123,378,842	66,309,233
- Total outstanding dues of creditors other than micro and small enterprises	6,015,384,740	3,630,221,462
Other liabilities	205,837,944	121,624,492
Book overdraft	36,559,777	72,117
Advances from customers	656,032,868	206,346,612
Advance billing to customers	230,305,948	96,106,683
Amount due to subsidiaries	95,600,810	28,354,594
Interest accrued but not due on loans	10,357,752	130,707
Foreign currency payable (net of foreign currency receivable amounting to Rs. 11,251,000)	744,000	—
	7,374,202,681	4,149,165,900
Provisions		
Provision for taxation [net of advance tax and tax deducted at source Rs. 1,099,432,684 (previous year Rs. 428,590,055)]	244,575,721	243,141,397
Provision for gratuity @	11,501,932	4,734,123
Provision for leave encashment	21,799,246	12,026,838
Provision for interim dividend		138,487,500
Provision for corporate dividend tax on interim dividend	—	23,535,951
Provision for proposed dividend	132,671,373	—
Provision for corporate dividend tax on proposed dividend	22,547,500	—
Provision for estimated losses on incomplete contracts ##	11,398,000	—
Provision for fringe benefit tax [net of advance fringe benefit tax Rs. 11,870,273 (previous year Rs. 11,617,273)]	—	161,000
	444,493,772	422,086,809

* Includes salaries and bonus payable Rs. 25,251,788 (previous year Rs. 34,395,456)

** Includes Provident Fund and Employee State Insurance payable Rs. 4,958,059 (previous year Rs. 3,062,665)

Refer to note 4 of schedule 14

@ Refer to note 23(b) of schedule 14

Refer to note 19 of schedule 14

Schedule 9 : Other Income

	For the year ended 31 March 2010	For the year ended 31 March 2009
Interest income		
- On fixed deposits [gross of tax deducted at source Rs. 15,494,856 (previous year Rs. 11,997,828)]	104,853,058	48,813,097
- From others [gross of tax deducted at source Rs. 2,078,780 (previous year Rs. 466,485)]	21,283,413	2,124,683
Sales of scrap	13,745,328	23,871,789
Dividend income from non trade investment	41,141	27,853
Creditor balances written back	3,634,997	2,647,830
Insurance Claim received	2,594,367	—
Duty drawback	32,609,226	—
Provisions/liabilities no longer required, written back	10,853,784	—
Profit on sale of fixed assets	—	55,682
Exchange gain (net)	15,018,256	13,135,312
Miscellaneous income	4,535,417	5,769
	209,168,987	90,682,015

Schedules forming part of the accounts

(All amounts are in Rupees)

Schedule 10 : Cost of goods sold

	For the year ended 31 March 2010		For the year ended 31 March 2009	
A. Manufacturing and other related expenses				
Cost of raw material consumed				
Opening stock of raw material	174,459,250		136,239,204	
Add: Additions on account of amalgamation	21,987,686		—	
Add: purchases during the year	1,398,558,440		1,656,165,745	
Less: closing stock of raw material	276,207,038	1,318,798,338	174,459,250	1,617,945,699
(Increase)/ decrease in finished goods and work in progress - manufacturing *		(44,952,581)		(250,659,690)
Excise duty expense	187,440,514		209,915,901	
Less: Excise duty recovered	181,946,017	5,494,497	209,915,901	—
Fabrication charges		71,645,507		47,511,253
Power and fuel - manufacturing		12,522,453		6,636,484
Freight and forwarding		26,959,820		6,634,543
Equipment charges		1,571,592		2,292,686
Testing charges		307,216		—
Other direct expenses		9,472,022		—
Repairs and maintenance - manufacturing				
-plant and machinery		1,998,319		1,880,056
-buildings		549,388		15,552
Sub total (A)		1,404,366,571		1,432,256,583
* Includes adjustment of opening work in progress of Rs. 7,812,978 of a transferor Company pursuant to the scheme of amalgamation. (Refer to note 2 of Schedule 14)				
B. Cost of goods purchased for resale - project supplies, cost of goods supplied to fabricators/sites for fabrication and other related expenses				
Cost of goods purchased for resale - project supplies				
Opening stock of goods purchased for resale - project supplies	27,174,101		9,032,952	
Add: purchases during the year	4,474,122,405		2,374,137,058	
Less: closing stock of goods purchased for resale - project supplies	75,286,409	4,426,010,097	27,174,101	2,355,995,908
Cost of goods supplied to fabricators /sites for fabrication				
Opening stock of raw material lying with fabricators/sites	171,561,350		64,688,623	
Add: Additions on account of amalgamation	3,304,000		—	
Add: purchases during the year	490,854,246		849,952,639	
Less: closing stock of raw material lying with fabricators/sites	244,641,438	421,078,158	171,561,350	743,079,912
(Increase)/ decrease in finished goods and work in progress - others		—		—
Fabrication charges		187,836,831		202,522,384
Drawing and design charges		19,371,913		12,281,707
Professional charges		25,071,616		24,181,551
Freight and forwarding		33,531,146		4,126,526
Testing charges		903,505		—
Site development and other related expenses		15,435,088		7,859,557
Equipment charges		168,977,952		84,641,051
Sub total (B)		5,298,216,306		3,434,688,596
C. Cost of contract				
Cost of civil work and sub contract expenses		1,579,438,331		85,523,080
Cost of raw material consumed				
Opening stock of raw material	50,300,770		—	
Add: Additions on account of amalgamation	1,690,835		—	
Add: purchases during the year	1,423,684,433		346,435,117	
Less: closing stock of raw material	—	1,475,676,038	50,300,770	296,134,347
Cost of goods purchased for resale - project supplies				
Opening stock of goods purchased for resale - project supplies	—		—	
Add: Additions on account of amalgamation	6,761,515		—	
Add: purchases during the year	927,577,280		7,694,404	
Less: closing stock of goods purchased for resale - project supplies	42,900,650	891,438,145	—	7,694,404

Schedules forming part of the accounts

(All amounts are in Rupees)

Schedule 10 : Cost of good sold (Contd..)

	For the year ended 31 March 2010	For the year ended 31 March 2009
Freight and forwarding	110,588,277	13,411,291
Professional charges	33,562,319	63,942,667
Equipment charges	63,883,803	172,895
Site expenses	9,289,298	1,433,738
Provision for estimated losses on contract in progress	9,642,000	—
Inspection charges	189,518	1,359,260
Sub total (C)	4,173,707,729	469,671,682
Total (A+B+C)	10,876,290,606	5,336,616,861

Schedule 11 : Personnel costs

Employee cost		
- salaries, wages and bonus	566,898,256	339,532,234
- contribution to provident and other funds	36,512,085	19,498,488
- staff welfare	24,870,544	11,274,426
	628,280,885	370,305,148

Schedule 12 : Administrative and selling expenses

Travel and conveyance	91,719,068	52,452,653
Rent	54,491,723	33,734,927
Electricity	13,016,414	4,286,954
Communication	19,807,395	10,749,981
Advertising and marketing	11,365,354	8,322,577
Sales commission	113,980,625	65,556,131
Printing and stationery	10,840,152	7,546,204
Rates and taxes	18,714,102	1,248,872
Legal and professional	76,284,657	36,151,970
Loss on sale of fixed assets	288,601	104,589
Royalty	2,716,060	1,834,673
Tender fees	1,870,203	975,185
Freight and forwarding #	201,544,828	152,472,385
Charity and donation	45,744,504	1,484,107
Repairs and maintenance		
-buildings	14,247,461	5,873,239
-others	20,680,054	12,028,156
Diminution in value of Investment	6,450,000	—
Bad debts written off *	35,380,865	67,079,739
Provision for doubtful debts	8,719,054	—
Fixed assets written off	897,920	80,542
Insurance	21,454,120	6,750,215
Liquidated Damages	1,027,421	—
Miscellaneous expenditure written off	660,320	—
Miscellaneous expenses	10,908,975	4,078,224
	782,809,876	472,811,323

Includes reimbursement for freight expenses Rs. 67,364,227 (previous year Rs. 55,089,280).

* Includes amount of Rs. 1,011,696 (previous year Rs. Nil) utilised from opening provision for doubtful debts.

Schedule 13 : Finance charges

Interest		
- On term loans (fixed period) #	14,772,156	—
Interest (others)		
- On short term loans (fixed period) #/*	292,132,313	55,462,592
- Others	49,223,027	19,533,872
Bank charges	358,144,682	55,786,622
	714,272,178	130,783,086

Borrowing cost aggregating 21,776,388 (previous year Rs. 35,924,143) has been capitalised during the year.

* Includes interest on various facilities taken by the Company.

Schedule 14: Significant Accounting Policies and Notes to the Accounts

Background

Tecpro Systems Limited is an engineering company primarily engaged in designing, engineering, manufacturing, supply, installation and erection of material handling systems.

Pursuant to the Schemes of amalgamation, Company's wholly owned subsidiary, Blossom Automotive Private Limited has been amalgamated with the Company effective 10 September 2009. Further, Tecpro Ashtech Limited and Tecpro Power Systems Limited have also been amalgamated with the Company effective 31 March 2010. (also refer note 2 of schedule 14)

Consequently, these financial statements comprise the financial statements of the above mentioned entities.

Consequent to such amalgamations, the Company is also engaged in the business of :

(a) Manufacture of ash handling equipments and undertaking turnkey projects for ash handling systems.

(b) Erection, Procurement and Construction contracts for setting up the power plants and also undertaking design and engineering services for power sector projects.

1. Significant Accounting Policies

(a) *Basis of accounting*

The financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the Indian Generally Accepted Principles and accounting standards as notified under the Companies (Accounting Standards) Rules, 2006, and the presentation requirements of the Companies Act, 1956 to the extent applicable.

(b) *Use of estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future years.

(c) *Revenue recognition*

Revenue from sale of goods is recognised on transfer of all significant risks and rewards of ownership in the goods to the customer.

Revenue from services is recognised on rendering of services to customers.

Interest income is recognised using the time proportion method, based on underlying interest rates.

Revenue from long-term construction contracts in accordance with Accounting Standard-7 on "Construction Contracts" is recognized using the percentage of completion method. Percentage of completion method is determined as a proportion of cost incurred to date to the total estimated contract cost. Where the total cost of the contract, based on technical and other estimates, is expected to exceed the corresponding contract value, such excess is provided during the year.

Duty drawback available under prevalent scheme is accrued in the year when the right to receive credit as per the terms of scheme are established and these are accounted to the extent there is no significant uncertainty about the measurability and ultimate utilization of such duty credit.

(d) *Fixed assets and capital work-in-progress*

Fixed assets, including capital work in progress are stated at cost of acquisition or construction less accumulated depreciation. Cost comprises the purchase price and any directly attributable costs of bringing the asset to its working condition for the intended use.

(e) *Borrowing Cost*

Financing costs relating to borrowed funds attributable to construction or acquisition of qualifying assets for the period up to the completion of construction or acquisition of such assets are included in the cost of the assets.

(f) *Impairment*

The carrying values of assets are reviewed at each reporting date to determine whether there any indication of impairment. If such indication exists, the amount recoverable towards such asset is estimated. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Profit and Loss Account. An impairment loss is reversed if there has been been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss has been recognised.

(g) *Depreciation*

Depreciation is provided on a pro-rata basis under the straight line method. The rates of depreciation prescribed in Schedule XIV to the Companies Act, 1956 are considered as the minimum rates. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/ remaining useful life. Rates of depreciation (where different from the rates prescribed in Schedule XIV to the Companies Act,

Schedule 14: Significant Accounting... (Continued)

1956) have been derived on the basis of the following estimated useful lives:

	Estimated useful life (in years)
Office equipments	6
Furniture and fixtures	5
Vehicles	2-10
Temporary sheds at project sites (To coincide with the project period)*	1-5
Patterns	3
Shuttering and Scaffolding **	4
Office building *	28.44

*Included in Buildings in Schedule 5 of the financial statements

**Included in Plant and Machinery in Schedule 5 of the financial statements

Leasehold land is amortised over the period of the lease. Leasehold improvements are depreciated over the period of lease or the useful life of the underlying asset, whichever is less.

Depreciation on additions is being provided on a pro rata basis from the date of such additions. Similarly, depreciation on assets sold/disposed off during the year is being provided up to the date on which such assets are sold/disposed off.

Assets costing individually Rs. 5,000 or less are depreciated fully in the year of purchase.

(h) *Intangible assets*

Intangible assets comprise computer software and technical know-how and are stated at cost, including taxes, less accumulated amortisation. Computer software is amortised on a straight line basis over three years. Technical know-how is amortised on a straight line basis over its estimated useful life of approximately 50 months, being the period over which the Company expects to derive economic benefits from the use of the technical know-how.

(i) *Inventories*

Inventories are valued at the lower of cost and net realisable value. Cost includes all applicable costs incurred in bringing goods to their present location and condition, determined on a first in first out basis.

In determining the cost of inventories, fixed production overheads are allocated on the basis of normal capacity of production facilities.

Contract work in progress includes contract costs that relate to future activity on the long term construction contract, such as costs of materials that have been delivered to a contract site or set aside for use in a contract but not yet installed, used or applied during contract performance and excludes the materials which have been made specially for such contracts.

(j) *Foreign currency transactions*

Foreign currency transactions are recorded at the exchange rate prevailing on the date of the respective transactions. Monetary foreign currency assets and liabilities remaining unsettled at the balance sheet date are translated at exchange rates prevailing on that date. Gains/losses arising on account of realisation/settlement of foreign currency transactions and on translation of foreign currency assets and liabilities are recognised in the Profit and Loss Account.

The premium or discount that arises on entering into a forward exchange contract for hedging underlying assets and liabilities is measured by the difference between the exchange rate at the date of inception of the forward exchange contract and the forward rate specified in the contract and is amortised as expense or income over life of the contract. Exchange difference on forward exchange contract is the difference between:

(a) the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and;

(b) the same foreign currency amount translated at the latter of the date of inception of the forward exchange contract and the last reporting date.

These exchange differences are recognised in the statement of profit and loss in the reporting period in which the exchange rates change.

(k) *Provisions and contingencies*

A provision is created when there is a present obligation as a result of a past event that entails a probable outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure of a contingent liability is made when there is a possible but not probable obligation or a present obligation that may, but probably will not, entail an outflow of resources. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(l) *Taxation*

Income-tax expense comprises current tax/fringe benefit tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year). The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward losses under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and are written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

Schedule 14: Significant Accounting... (Continued)

(m) *Employee benefits*

1. All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the Profit and Loss Account in the year in which the employee renders the related service.
2. Provident fund is a defined contribution scheme. Contributions payable to the provident fund are charged to the Profit and Loss Account.
3. Superannuation fund is a defined contribution scheme. The Company contributes to schemes administered by the Life Insurance Corporation of India ('LIC') to discharge its superannuation liabilities. The Company's contribution paid/payable under the scheme is recognised as an expense in the Profit and Loss Account during the period in which the employee renders the related service.
4. Gratuity costs are defined benefits plans. The present value of obligations under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

   The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.

   Annual contributions are made to the employee's gratuity fund, established with the LIC based on an actuarial valuation carried out by the LIC as at 31 March each year. The fair value of plan assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis. Actuarial gains and losses are recognised immediately in the profit and loss account. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.
5. Benefits under the Company's leave encashment scheme constitute other long term employee benefits. The obligation in respect of leave encashment is provided on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

   The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.

   Annual contributions are made to the employee's leave encashment fund, established with the LIC based on an actuarial valuation carried out by the LIC as at 31 March each year. The fair value of plan assets is reduced from the gross obligation, to recognise the obligation on net basis. Actuarial gains and losses are recognised immediately in the profit and loss account.

(n) *Investments*

Long term investments are valued at cost. Any decline other than temporary, in the value of long-term investments, is adjusted in the carrying value of such investments. Diminution, if any, is determined individually for each long-term investment. Current investments are valued at the lower of cost and fair value of individual scrips.

(o) *Earnings per share*

Basic earnings per share are computed by dividing the net profit/(loss) for the year attributable to the equity shareholders with the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity and dilutive potential equity shares outstanding during the year, except where the results would be anti-dilutive.

(p) *Leases*

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are classified as operating leases. Lease rents under operating leases are recognized in the Profit and Loss Account on a straight line basis over the lease term.

(q) *Events occurring after the balance sheet date*

Adjustment to assets and liabilities are made for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amount of assets and liabilities relating to condition existing at the balance sheet date.

2. Amalgamation

(a) Background and nature of business

First Scheme

The Hon'ble High Court of Delhi and the Hon'ble High Court of Rajasthan have approved the Scheme of Amalgamation of Company's wholly owned subsidiary Blossom Automotive Private Limited (Transferor company or Blossom) with Tecpro Systems Limited ("Transferee Company or Company or TSL") on 22 May 2009 and 10 July 2009 respectively. The Orders of the Hon'ble High Courts of Delhi and Rajasthan were duly filed with the respective Registrar of Companies and the Scheme of Amalgamation became effective on 10 September 2009.

Schedule 14: Significant Accounting... (Continued)

Prior to amalgamation Blossom owned the factory premises at Bhiwadi in Rajasthan which had been exclusively let out to Tecpro Systems Limited for carrying out manufacturing operations.

Second Scheme

The Hon'ble High Court of Bombay at Mumbai and the Hon'ble High Court of Delhi have approved the Scheme of Amalgamation of Tecpro Ashtech Limited (the First Transferor Company or TAL) and Tecpro Power Systems Limited (the Second Transferor Company or TPSL) with the Tecpro Systems Limited (the "Transferee Company" or "Company" or "TSL") vide their order dated 20 November 2009 and 4 March 2010 respectively. The First Transferor Company and the Second Transferor Company are hereinafter jointly referred to as "the Transferor Companies". The effective date of amalgamation being the last of the dates on which the certified copies of the orders of the High Courts have been filed with the Registrar of Companies at Mumbai and Delhi is 31 March 2010.

The First Transferor Company was engaged in the business of manufacture of ash handling equipments and undertakes turnkey projects for ash handling systems. The Second Transferor Company was engaged in the business undertaking the Erection, Procurement and Construction contracts for setting up the power plants and also undertakes design and engineering services for power sector projects.

(b) Salient features of the Schemes

The salient features of the first scheme of amalgamation of Blossom with the Company are as follows:

- The Appointed Date for the amalgamation is 1 April 2008.
- On and from the Appointed Date, authorised share capital of the Transferor Company has been merged with those of the Transferee Company.
- The undertaking of the Transferor Company to vest in the Company subject to encumbrances, charges if any.
- All suits, claims, actions and proceedings by or against the Transferor company pending and / or arising on or before the effective date shall be continued and be enforced by or against the Transferee company as effectually as the same had been instituted by or pending against the Transferee Company.
- Upon the scheme becoming effective, any loan or other obligation due between or amongst the Transferor Company and the Transferee Company, if any, shall stand discharged and there shall be no liability in that behalf.

The salient features of the second scheme of amalgamation of TAL and TPSL with the Company are as follows:

- The Appointed Date for the amalgamation is 1 April 2009.
- On and from the Appointed Date, authorised share capital of both the Transferor Companies have been reclassified and merged with authorised share capital of the Transferee Company.
- With effect from the Appointed Date, the whole of the undertakings of both the Transferor Companies, shall pursuant to provisions of Sections 394(2) and other applicable provisions of the Act, without any further act, instrument or deed be transferred to and be vested in the Transferee Company as a going concern so as to become the undertakings of the Transferee Company by virtue of and in the manner provided in this Scheme.
- All suits, claims, actions and proceedings by or against the Transferor company pending and / or arising on or before the effective date shall be continued and be enforced by or against the Transferee company as effectually as the same had been instituted by or pending against the Transferee Company.

(c) Consideration

First Scheme

Transferor Company (Blossom Automotive Private Limited) was a wholly owned subsidiary of the Transferee Company. On the appointed date, the entire equity share capital of the Transferor Company was held by the Transferee Company.

On amalgamation of the Transferor company and the Transferee company, the share capital of the Transferor Company will be extinguished since all the shares of the Transferor company are held by the Transferee company. Since, the Transferor company is a wholly owned subsidiary of the Transferee company; no shares will be issued by the Transferee company to the shareholders of the Transferor company as a result of amalgamation.

Second Scheme

Pursuant to the Scheme, the shareholders of Transferor Companies are entitled to the equity shares of the Transferee Company in the following ratio:

The shareholders of TAL:

a. Equity shareholders - 100 Equity Shares of Rs.10 each of TSL, for every 299 equity shares of Rs.10 each held by such equity shareholders or their respective heirs, executors or, as the case may be, successors in TAL, on the effective date.

b. Preference shareholders - 16,570 Equity Shares of Rs.10 each of TSL for every 100 0.01% compulsorily convertible preference shares of Rs.100 each held by such preference shareholders or their respective heirs, executors or, as the case may be, successors in TAL, on the effective date.

The shareholders of TPSL:

a. Equity shareholders - 100 Equity Shares of Rs. 10 each of TSL for every 349 equity shares of Rs. 10 each held by such equity shareholders or their respective heirs, executors or, as the case may be, successors in TPSL on the effective date.

Schedule 14: Significant Accounting... (Continued)

b. Investments of TSL in TPSL appearing in the books of account of TSL will stand cancelled.

c. Preference shareholders - 100 Equity Shares of Rs. 10 each of TSL, for every 280 0.01% compulsorily convertible cumulative preference shares of Rs. 100 each held by such preference shareholders or their respective heirs, executors or, as the case may be, successors in TPSL on the effective date.

d. The equity shares of the Transferee Company issued to the members of each of the Transferor companies shall be subject to the provisions of Articles of Association of the Transferee company and shall rank pari-passu, in all respects with the existing equity shares of Transferee Company.

Equity shares issued pursuant to the schemes of amalgamation:

	TPSL		TAL		Total	
	Number of shares	Rupees	Number of shares	Rupees	Number of shares	Rupees
Nominal value of equity shares outstanding as on 1 April 2009 (Face value Rs. 10 each)	8,741,000	87,410,000	24,900,100	249,001,000	33,641,100	336,411,000
Issued during the year on 16 July 2009	13,700,000	137,000,000	-	-	13,700,000	137,000,000
Shareholding as on 31 March 2010	22,441,000	224,410,000	24,900,100	249,001,000	47,341,100	473,411,000
Shares held by TSL cancelled	10,200,000	102,000,000	-	-	10,200,000	102,000,000
Shares held by outsider as on 31 March 2010	12,241,000	122,410,000	24,900,100	249,001,000	37,141,100	371,411,000
Equity shares issued pursuant to the scheme of amalgamation(A)	**3,507,448**	**35,074,480**	**8,327,793**	**83,277,930**	**11,835,241**	**118,352,410**
Nominal value of compulsorily convertible preference shares outstanding as on 1 April 2009 and as on 31 March 2010 (Face value of Rs. 100 each)	1,999,900	199,990,000	24,000	2,400,000	2,023,900	202,390,000
Equity shares issued pursuant to the scheme of amalgamation(B)	**714,250**	**7,142,500**	**3,976,800**	**39,768,000**	**4,691,050**	**46,910,500**
Total equity shares issued pursuant to the scheme of amalgamation (A+B)	**4,221,698**	**42,216,980**	**12,304,593**	**123,045,930**	**16,526,291**	**165,262,910**

(d) Accounting treatment

The Company has accounted for the amalgamation in its books as per the Pooling of Interest Method of Accounting prescribed under the Accounting Standard 14 – "Accounting for Amalgamation" in respect of both the schemes.

- All the assets and liabilities recorded in the books of the Blossom, TAL, TPSL (collectively referred to as Transferor companies hereafter) have been transferred to and vested in Tecpro Systems Limited (the Company / the Transferee company) pursuant to the Scheme and have been recorded by the Transferee Company at their book values as appearing in the books of the Transferor Companies;
- On and from the Appointed Date, the reserves and the balance in the Profit and Loss Account of the Transferor Companies have been merged with those of the Transferee Company in the same form as they appear in the financial statements of the Transferor Companies.
- In relation to the First scheme of amalgamation, the difference between the amount recorded as investments in the Transferee Company and the amount of share capital of Blossom, on amalgamation, has been adjusted in the reserves in the books of the Transferee Company.

Schedule 14: Significant Accounting... (Continued)

- In relation to the Second scheme of amalgamation, the difference between the share capital to be issued pursuant to the scheme of amalgamation and the amount of share capital of the Transferor companies has been adjusted in the reserves in the books of the Transferee Company.

(e) Computation of amount adjusted in General Reserves pursuant to the schemes of amalgamation

Particulars	Amount in Rupees
Adjustments in General reserve pursuant to first scheme of amalgamation	
Shareholding of Blossom as at 1 April 2008 held by TSL	4,000,000
Investments in TSL books as at 1 April 2008	127,200,000
Adjustment in General reserves (A)	**(123,200,000)**
Adjustments in General reserve pursuant to second scheme of amalgamation	
Nominal value of share capital (equity and preference) outstanding in the books of the Transferor Companies:	
TAL	251,401,000
TPSL (after elimination of Rs. 102,000,000 equity share capital held by TSL)	322,400,000
Total (B)	**573,801,000**
Nominal value of shares to be issued by the Company to the shareholders of the Transferor Companies #	
TAL (12,304,593 equity shares of Rs. 10 each)	123,045,930
TPSL (4,221,698 equity shares of Rs. 10 each)	42,216,980
Total (C)	**165,262,910**
Adjustment in General reserves D= (B-C)	**408,538,090**
Net adjustment in General reserves pursuant to the schemes of amalgamation (D+A)	**285,338,090**

refer to note 2 c of Schedule 14

(f) Computation of adjustment to profit and loss account pursuant to schemes of amalgamation

Particulars	Amount in Rupees
Adjustments in Profit and (Loss) Account pursuant to first scheme of amalgamation	
Balance in Profit and Loss account of Blossom as at 1 April 2008 (E)	2,209,191
Adjustments in Profit and (Loss) pursuant to second scheme of amalgamation	
Balance in Profit and Loss account as at 1 April 2009	
TAL	(83,906,263)
TPSL	68,617,350
(F)	(15,228,912)
Net adjustment in Profit and (Loss) Account on account of amalgamation G= E+F	**(13,079,721)**

(g) Profit and loss account of the Transferor Company (Blossom Automotive Private Limited) for the year ended 31 March 2009

	For year ended 31 March 2009
Income	
Other income	3,600,000
	3,600,000
Expenditure	
Administrative and selling expenses	38,552
Finance charges	205
Depreciation and amortisation	641,378
	680,135
Profit before taxes	**2,919,865**
Provision for taxation:	
- Income tax for current year	778,680
- Income tax of earlier year written back	(23,471)
- Deferred tax charge	65,438
Profit carried forward to the balance sheet	**2,099,218**

Schedule 14: Significant Accounting... (Continued)

3 Contingent liabilities

(All amounts are in Rupees)

		As at 31 March 2010	As at 31 March 2009
(i)	Guarantee given by the Company on behalf of others**	—	3,550,000,000
(ii)	Claims against the company not acknowledged as debt : Sales tax matters	**48,707,442**	12,187,272
(iii)	Claims against the company not acknowledged as debt : Labour matters	**1,200,000**	—
(iv)	Demand for additional price/ enhancement cost in respect of factory plots situated in Bawal *	**7,851,378**	6,157,216
(v)	Sales tax liability against pending forms	**1,169,181,783**	257,651,596

(vi) The erstwhile Tecpro Ashtech Limited (TAL) has received a show cause cum demand notice from "The Additional Commissioner of Central Excise (Adjudication Cell, Pune 1) for Rs 4,635,888 for Service Tax pertaining to erection, commissioning and installation activities upto 31 May 2005. TAL has, based on legal advice, responded to the show cause notice stating that long term contracts entered into by TAL, which include the aforesaid activities, do not attract Service tax for the period prior to 1 June 2007. Thereafter TAL registered itself under works contracts services with effect from 1 June, 2007 and has provided for the liability.

A personal hearing in respect of the show cause notice was granted by "The Additional Commissioner of Central Excise (Adjudication Cell, Pune 1) whereby he confirmed the demand of Rs 4,340,929 and further imposed a penalty of Rs 4,635,888 u/s 78 of Chapter V of Finance Act, 1994. TAL has, based on legal advice contested the order in appeal before the Commissioner (Appeals), Central Excise and Customs, Pune-1. The Commissioner Appeals has remanded the matter back to Adjudicating Authority for re examination.

(vii) The Company is contemplating filing a Writ with the Rajasthan High Court challenging the constitutional validity of the Rajasthan Tax on Entry of Goods into Local Areas Act, 1999 and the Rules made there under. Where the Writ is filed and the High Court holds the said Act as ultra vires the Constitution, the Company would not be liable to pay the disputed Entry tax. In the alternative, in case the said Writ is dismissed the Company would be liable to pay the disputed Entry tax. Accordingly, since at this stage the outcome of the Writ cannot be predicted, the same has been shown as part of the Contingent liabilities.

*The factory plots belonging to the Company, situated at Bawal were allotted by the Haryana State Industrial and Infrastructure Development Corporation Limited (HSIIDCL) in favour of the Company through Regular Letters of Allotment (RLA) letter dated 23 January 2004 and 9 July 2004.

The Company has received notices dated 4 December 2007 and 29 December 2007 from HSIIDCL for additional price/ enhancement cost amounting to Rs.7,851,378 {including interest} (previous year Rs. 6,157,216 {excluding interest}), in respect of factory plots situated in Bawal. The Company has filed a writ petition in the Punjab and Haryana High Court on 8 January 2008 and has obtained a stay order on 9 January 2008. This matter is under adjudication. Pursuant to above, Rs. 7,851,378 (previous year Rs.6,157,216) has been disclosed as 'Contingent liability' in the notes to the accounts.

**In the previous year the guarantees were given by the Company to banks on behalf of Tecpro Ashtech Limited and Tecpro Power Systems Limited. As a result of amalgamation in the current year as explained in note 2 of schedule 14 of notes to accounts, the amount has been disclosed as nil.

4 The Company had sought comfirmation from its vendors on their status under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") which came into force from 2 October 2006. Based on the confirmations received till date, the disclosure as required by section 22 of the MSMED Act are given below :-

		As at 31 March 2010	As at 31 March 2009
a)	Principal amount payable to suppliers as at year-end	**123,378,842**	66,309,233
b)	Interest due thereon as at year-end	—	—
c)	Interest amount for delayed payments to suppliers pursuant to provisions of MSMED Act actually paid during the year, irrespective of the year to which interest relates	—	—
d)	Amount of delayed payments actually made to suppliers during the year	**215,113,465**	75,642,705
e)	Amount of interest due and payable for the year of delay in making payment (which has been paid, but beyond the appointed day during the year) but without adding interest specified under the MSMED Act.	—	—
f)	Interest accrued and remaining unpaid at the end of year	—	—

5 Estimated amount of contracts remaining to be executed on capital account and not provided for [net of advances of Rs. 35,893,456 (previous year Rs. 2,498,964)] are Rs. 202,582,017 (previous year Rs. 125,637,658).

Schedule 14: Significant Accounting... (Continued)

(All amounts are in Rupees)

6 Payment to auditors (excluding service tax)

	Year ended 31 March 2010	Year ended 31 March 2009
As auditor -		
Statutory audit fee	5,600,000	2,700,000
Tax audit fee *	665,000	400,000
Audit reports issued in connection with proposed public offering	1,750,000	900,000
Other matters	—	150,000
Out of pocket expenses	142,128	113,026
	8,157,128	4,263,026

* Represents amount payable to other than Statutory auditor.

7 Net dividend remitted in foreign currency

For the financial year 2008-09 to three shareholders on 7,425,306 equity shares of Rs. 10 each	37,126,530	—
For the financial year 2007-08 to three shareholders on 6,525,306 equity shares of Rs. 10 each	—	45,677,142
	37,126,530	45,677,142

8 Licenced capacity, installed capacity and production

Licensed capacities are not applicable to the Company as all the products manufactured are delicensed.

The annual installed capacities and production are as follows:

Description	Units of Measurement	Installed capacity * For the year ended 31 March 2010	Installed capacity * For the year ended 31 March 2009	Production #@ For the year ended 31 March 2010	Production #@ For the year ended 31 March 2009
Idlers	Nos.	120,000	170,000	76,783	143,020
Pulley	Nos.	2,500	4,500	1,971	3,767
Structure	Nos.	2,400	2,400	1,406	1,915
Crusher	Nos.	50	50	46	38
Crusher Component	Nos.	1,000	900	929	735
Conveyor Systems	Nos.	5	5	—	4
Conveyor Component	Nos.	14,300	14,300	8,858	12,045
Feeder	Nos.	150	150	83	124
Feeder Components	Nos.	130	30	129	26
Screen	Nos.	90	90	62	76
Screen Components	Nos.	4,200	2,000	3,917	1,768
Iron and steel casting	MT.	1200	—	514	—
Ash Handling Plants (See Note (A) below)	Nos.	7**	—	21,316	—
	Mtr.	—	—	6	—
	Sets	—	—	692	—
	MT.	—	—	196	—
Travelling Water Screens, Trash Cleaning Machines (mechanical cleaning rakes) allied equipment and accessories (See note (B) below)	Nos.	20***	—	3,229	—
	Sets	—	—	402	—

*As certified by management and relied upon by the auditors, as this is a technical matter.

\# Excluding production capacities of job workers.

@ Actual production includes production for captive consumption.

** Depending on the size of the plant according to the Customers Specification

*** Depending on the size as per Customers Specification and application

A) The manufacture, supply, erection, commissioning of a complete Ash handling Plant as per Customer's specification is spread over several years. The Company simultaneously manufactures individual component part and equipment for several plants. The manufactured as well as bought out components and equipment are invoiced on delivery and are reflected in the turnover/income of the year in which they are delivered. Hence it is not possible to state in which accounting year a complete plant is manufactured. Therefore the Company has given quantitative details of manufactured components and equipments only under actual production, opening stock and similar details of both manufactured and bought out components and equipment in respect of turnover/income.

B) In respect of Travelling Water Screens, whilst the components are invoiced on delivery, and the value is reflected in the turnover of the year of delivery, for the purpose of quantitative information, a Travelling Water Screen is treated as having been produced/sold during the year in which all the critical components required for such assembly are produced/sold respectively.

Schedule 14: Significant Accounting... (Continued)

9 **Details of imported and indigenous raw material, components, stores and spares consumed**

(All amounts are in Rupees)

Description	Year ended 31 March 2010 Value	Percentage (%)	Year ended 31 March 2009 Value	Percentage (%)
Raw material and components				
- Imported	177,973,559	6	118,983,847	4
- Indigenous	3,037,578,975	94	2,538,176,111	96
	3,215,552,534	100	2,657,159,958	100

Particulars in respect of raw materials and components consumed #

Description	Units	Year ended 31 March 2010 Quantity	Value	Year ended 31 March 2009 Quantity	Value
1. Iron and steel	Kg.	36,378,750	1,494,172,062	31,543,252	1,579,370,440
2. Pipes and tubes	Kg.	1,799,603	81,599,617	3,399,202	168,537,162
3. Others*		—	1,639,780,855	-	909,252,356
			3,215,552,534		2,657,159,958

Includes raw materials consumed by fabricators appointed by the Company.

* Grouped as 'Others' are those class of goods which are not identical in nature and individually do not form 10% or more of the total consumption.

10 **Purchase of finished goods for projects supplies dealt with by the Company**

Description	Units	Year ended 31 March 2010 Quantity	Value	Year ended 31 March 2009 Quantity	Value
Conveyor Belts #	Mtr.	121,669	383,445,240	114,477	337,389,005
Components for Ash Handling Systems	N.A.	—	1,484,729,641	—	—
Purchased for project supplies- others *			3,533,524,804		2,044,442,457
			5,401,699,685		2,381,831,462

Goods purchased for project supplies.

* As the goods purchased for project supplies-others are not identical in nature and individually do not form 10% or more of the total purchases break up of quantities and values is not being given.

11 **Particulars in respect of sales turnover, opening stock and closing stock for each class of goods dealt with by the Company (excluding excise duty recovered)**

Sales Turnover-Finished Goods

Description	Units	Year ended 31 March 2010 Quantity	Value	Year ended 31 March 2009 Quantity	Value
Idlers	Nos.	76,651	597,801,110	143,020	720,097,421
Pulley	Nos.	1,963	459,549,814	3,767	458,217,028
Structure**	Nos.	1,390	652,437,171	1,915	480,817,772
Crusher	Nos.	45	154,486,707	38	96,494,926
Crusher Component	Nos.	929	23,820,244	735	16,369,407
Conveyor Systems	Nos.	—	—	4	4,011,000
Conveyor Component	Nos.	8,858	69,768,344	12,045	85,650,412
Feeder	Nos.	68	29,686,447	124	81,337,241
Feeder Components	Nos.	126	7,005,827	26	3,042,963
Screen	Nos.	58	101,795,502	77	124,803,815
Screen Components	Nos.	3,894	45,996,028	1,768	20,244,370
Iron and steel casting	MT	11	327,740		—
Conveyor Belts #	Mtr.	121,349	897,281,693	114,981	693,852,444
Components for Ash Handling Systems	Lots.	1	2,709,635,002	—	—
Other project supplies*		—	6,745,643,568	—	3,580,150,083
Accrual/(reversal) of turnover as per accounting on percentage of completion method		—	1,529,305,625	—	211,539,762
			14,024,540,822		6,576,628,644

Goods purchased for project supplies

* As the goods purchased for project supplies - others are not identical in nature and individually do not form 10% or more of the total sales / stock, break up of quantities and values have not being given.

** Structure includes Structure Components also.

Schedule 14: Significant Accounting... (Continued)

(All amounts are in Rupees)

Opening stock - Finished goods

Description	Units	As at 31 March 2010 Quantity	As at 31 March 2010 Value	As at 31 March 2009 Quantity	As at 31 March 2009 Value
Screens	Nos.	—	—	1	1,497,500
Conveyor Belts #	Mtr.	142	386,371	646	1,018,471
Components for Ash Handling Systems@	MT	187	6,761,515	—	—
Purchase for project supplies - others *	Nos.	—	26,787,730	—	8,014,481
			33,935,616		10,530,452

Goods purchased for project supplies

* As the goods purchased for project supplies - others are not identical in nature and individually do not form 10% or more of the total sales / stock, break up of quantities and values have not been given.

@ Opening stock added pursuant to scheme of amalgamation.

Closing stock - Finished goods

Description	Units	As at 31 March 2010 Quantity	As at 31 March 2010 Value	As at 31 March 2009 Quantity	As at 31 March 2009 Value
Screen	Nos.	3	9,084,200	—	—
Feeder	Nos.	15	16,168,000	—	—
Structure**	Nos.	4	3,639,500	—	—
Screen Components	Nos.	23	2,123,300	—	—
Conveyor Belts #	Mtr.	3,500	970,965	142	386,371
Components for Ash Handling Systems	MT	583	22,885,584	—	—
Purchase for project supplies- others *		—	94,330,510	—	26,787,730
			149,202,059		27,174,101

Goods purchased for project supplies

* As the goods purchased for project supplies-others are not identical in nature and individually do not form 10% or more of the total sales / stock, break up of quantities and values have not being given.

		Year ended 31 March 2010	Year ended 31 March 2009
12	**CIF value of imports**		
	Raw material and components	251,734,333	88,878,460
	Capital goods	43,560,334	15,818,156
		295,294,667	104,696,616
13	**Earnings in foreign currency**		
	FOB value of exports*	256,274,085	213,835,303
	Drawing and designing	37,202,883	—
		293,476,968	213,835,303

* Includes Rs. 140,836,333 (previous year Rs. Nil) on account of deemed exports.

		Year ended 31 March 2010	Year ended 31 March 2009
14	**Expenditure in foreign currency**		
	Travel	5,509,660	2,558,690
	Royalty	2,586,724	1,747,308
	Professional fees	1,159,465	2,808,789
	Commission	10,044,364	22,640,088
	Drawing and designing charges	8,699,731	4,534,896
	Others	8,319,730	4,659,077
		36,319,674	38,948,848
15	**Managerial remuneration ***		
	Salary	87,360,000	52,920,000
	Contribution to provident and other funds	7,488,000	4,536,000
	Commission	—	30,000,000
	Perquisites	5,199,984	3,222,941
		100,047,984	90,678,941

Schedule 14: Significant Accounting... (Continued)

(All amounts are in Rupees)

	Year ended 31 March 2010	Year ended 31 March 2009
Computation of Managerial remuneration :		
Profit before taxation	1,683,508,170	818,795,549
Add: Depreciation as per books	73,282,751	31,197,925
Add: Managerial remuneration	100,047,984	90,678,941
	1,856,838,905	940,672,415
Less: Depreciation as envisaged under Section 350 of the Companies Act,1956 **	73,282,751	31,197,925
Net Profit for Section 198 of the Companies Act, 1956	1,783,556,154	909,474,490
Maximum remuneration payable to Directors :		
- Managing / Wholetime Directors @ 10% of Net Profit	178,355,615	90,947,449

** The Company depreciates fixed assets based on estimated useful life that are lower / same as those implicit in Schedule XIV of Companies Act 1956. Accordingly, the rates of depreciation used by the Company are higher than / same as the minimum rates prescribed by Schedule XIV of Companies Act, 1956

*Excludes provision for gratuity and leave encashment (where applicable) determined on actuarial basis, as these are determined for the Company as a whole.

16 Earnings per share

	Year ended 31 March 2010	Year ended 31 March 2009
Net profit after tax as per Profit and Loss Account (A)	1,096,449,601	506,873,395
Profit attributable to equity shareholders (B)	1,096,449,601	506,873,395
Shares outstanding as at the beginning of the year (C)	27,697,500	26,870,103
Weighted average number of equity shares issued pursuant to scheme of amalgamation effective 1 April 2009 (D)	15,775,119	—
Weighted average number of equity shares outstanding during the year (E= C+D)	43,472,619	26,870,103
Weighted average number of potential dilutive equity shares (F)	54,990	350,320
Nominal value of equity shares	10	10
Basic earnings per share (Rs.) (B)/ (E)	25.22	18.86
Diluted earnings per share (Rs.) {(B)/ (E)+(F)}	25.19	18.62

17 Disclosure in respect of operating leases under Accounting Standard (AS) – 19 "Leases" prescribed by the Companies (Accounting Standards) Rules, 2006.

a) General description of the Company's operating lease arrangements:
The Company enters into operating lease arrangements for leasing area offices, factory building, equipments and residential premises for its employees.
Some of the significant terms and conditions of the arrangements are:
- agreements for most of the premises may generally be terminated by the lessee or either party by serving one to three to six month's notice or by paying the notice period rent in lieu thereof.
- the lease arrangements are generally renewable on the expiry of lease period subject to mutual agreement.
- the Company shall not sublet, assign or part with the possession of the premises without prior written consent of the lessor.

b) Lease rent charged to the Profit and Loss Account on account of Minimum lease rentals Rs. 269,299,905 (previous year Rs. 118,979,417).

c) Company also enters into non- cancellable operating leases. The total of future minimum lease payments under non-cancellable operating leases is given below :

	As at 31 March 2010	As at 31 March 2009
Payable not later than one year	10,051,168	3,388,500
Payable later than one year and not later than five years	32,481,415	54,000
Payable later than five years	3,729,450	—
Total	46,262,033	3,442,500

18 Deferred tax

The composition of deferred tax assets and liabilities is as follows:

	As at 31 March 2010	As at 31 March 2009
a) Deferred tax assets		
Provision for employee benefits	13,622,143	5,697,051
Provision for estimated losses on incomplete contracts	3,786,131	—
Provision for bad and doubtful debts	22,824,913	—
Others	4,615,603	—
b) Deferred tax liability		
Depreciation	32,937,428	11,443,333
Net deferred tax liability/(assets)	(11,911,362)	5,746,282

Schedule 14: Significant Accounting... (Continued)

(All amounts are in Rupees)

19 The schedule of provisions as required to be disclosed in compliance with Accounting Standard 29, "Provisions, Contingent Liabilities and Contingent Assets" is as under:

Provision relating to	Opening balance as at 1 April 2009	Added on amalgamation	Created during the year	Write back during the year	Closing balance as at 31 March 2010
Estimated losses on incomplete contracts	—	1,756,000	9,642,000	—	11,398,000

Provision for estimated losses on incomplete contracts relates to provision made for expected losses wherein, the total cost of the incompleted construction contract, based on the technical and other estimates, is expected to exceed the corresponding contract value. Accordingly, such excess is provided during the year.

20 Share issue expenses incurred during the financial year ending 31 March 2010 amounting to Rs. 3,666,987 (previous year Rs. Nil) pertain to expenses incurred in connection with the proposed public issue of equity shares of the Company. In accordance with the provisions of Section 78 of the Companies Act, 1956, these expenses were charged off against the available balance in the 'Share premium' account.

21 The gross block of leasehold land includes Rs. 76,086,192 (previous year Rs. Nil) on account of revaluation of leasehold land belonging to erstwhile Blossom Automotive Private Limited which has been transferred to the Company on amalgamation with effect from 1 April 2008. Consequent to the same, there is an additional charge of depreciation of Rs. 1,001,034 (previous year Rs. Nil) and an equivalent amount has been withdrawn from revaluation reserve. This has no impact on profit for the year.

22 Segment reporting

The Segment reporting policy is in conformity with Accounting Standard-17 on "Segment Reporting", prescribed by the Companies (Accounting Standards) Rules, 2006.

For the year ended 31 March 2010

Tecpro Ashtech Limited and Tecpro Power Systems Limited have been amalgamated with the Company with effect from 1 April 2009 (also refer note 2 of schedule 14), consequent to such amalgamation, the Company is also engaged in the businesses of:

(a) Manufacture of ash handling equipments and undertaking turnkey projects for ash handling systems.

(b) Erection, Procurement and Construction contracts for setting up the power plants and also undertaking design and engineering services for power sector projects.

Pursuant to same, the following primary segmentation is based on the amalgamated business in which the Company operates.

Primary segment (Business segment)

A Material handing systems

This segment is primarily engaged in manufacturing and supply of material handling systems, viz;

a. Supply of conveyor belt, slat conveyors, bucket elevators;

b. Manufacture and / or supply of crushers, screens, conveyor components like idlers and pulleys (rollers);

c. Fabricated steel structures ;

d. Providing the services of design, engineering, procurement, construction and maintenance for air and gas pollution control systems attached to the industrial plants;

e. Manufacture of ash handling equipments and undertakes turnkey projects for ash handling system.

B Setting up/ supply of power plants/equipments

This segment is primarily engaged in purchasing, selling, producing, trading, manufacturing or otherwise dealing in all aspects of research, design, engineering, installation, commissioning, construction, operation and maintenance of power generation plants and power systems.

Secondary segment (Geographical segment)

The businesses are organized into two key geographic segments (reportable secondary segment) i.e. domestic and exports. Revenues are attributable to individual geographic segments based on the location of the customer within India (domestic) and outside India (exports).

The following specific accounting policies have been followed for segment reporting-:

a. Segment revenue includes sales of manufactured goods, sales of traded goods and service income directly identifiable to the segment.

b. Expenses (excluding interest expenses, charity and donation, dimunition in value of investment) that are directly identifiable with the segments are considered for determining segment results.

c. Other income including interest income (excluding sale of scrap, commission, creditor balance written back, provision no longer required written back and duty drawback) that are not identifiable to segments is included in unallocable other income.

d. Segment assets and segment liabilities include those directly identifiable with the respective segments. Unallocated assets include cash and bank, loans and advances to subsidiaries, accured interest on fixed deposits, share application money pending allotment, deferred tax assets, advance for share purchase and investments. Unallocated liabilities include secured loans, unsecured loans, bank overdraft, interest accured but not due, provision for proposed dividend and income tax liabilities.

Schedule 14: Significant Accounting... (Continued)

A. Primary segment (Business Segments) (All amounts are in Rupees)

	Material handling system	Setting up/ supply of power plant/ equipments	Inter segment elimination	Total
	For the year ended 31 March 2010	For the year ended 31 March 2010	For the year ended 31 March 2010	For the year ended 31 March 2010
Revenue				
External sales (net)	14,249,621,219	299,654,260	—	14,549,275,479
Inter segment sales	16,266,281	—	(16,266,281)	—
Total	14,265,887,500	299,654,260		14,549,275,479
Results				
Segment results profit/(loss (before interest and taxes)	2,066,247,461	(139,009,224)	16,266,281	1,943,504,518
Unallocable other income (excluding interest income)				22,189,181
Interest income				126,136,471
Interest expenses				(356,127,496)
Charity and donation				(45,744,504)
Dimunition in value of investment				(6,450,000)
Profit before taxes				1,683,508,170
Income taxes				
- Current tax				604,434,238
- Deferred tax				(17,442,464)
- Fringe benefit tax				66,795
Profit after taxation				1,096,449,601
Other Information				
Segment assets	13,923,745,833	288,687,096		14,212,432,929
Unallocated assets				1,995,995,780
Total assets				16,208,428,709
Liabilities				
Segment liabilities	7,304,089,549	67,894,780		7,371,984,329
Unallocated liabilities				5,314,647,712
Share capital (including reserves and surplus)				3,521,796,668
Total liabilities				16,208,428,709
Other Information				
Capital expenditure	433,150,508	505,980		433,656,488
Depreciation and amortisation	72,147,419	1,135,332		73,282,751
Non-cash expenses other than depreciation and amortisation included in segment expenses	61,903,440	—		61,903,440

B Secondary segment (Geographical segment)

	Domestic	Export	Total
Revenue	14,396,261,264	153,014,215	14,549,275,479
Sundry debtors #	9,075,219,545	100,632,706	9,175,852,251
Capital expenditure	433,656,488	—	433,656,488

For the year ended 31 March 2009

Based on the nature of activities performed, which primarily relate to design, engineering, manufacture, supply, installation and erection of material handling equipments and the dominant source and nature of risks and returns, business segment is the primary segment. However as the Company does not operate in more than one business segment, disclosures for primary segment as required under Accounting Standard 17 - "Segment Reporting" have not been given.

The geographical segment considered for secondary segment disclosures are as follows:-

	Domestic	Export	Total
Revenue	6,851,436,283	218,391,594	7,069,827,877
Sundry debtors #	3,770,051,591	104,808,329	3,874,859,920
Capital expenditure	419,445,539	—	419,445,539

Other assets except sundry debtors cannot be allocated to the secondary segments.

Schedule 14: Significant Accounting... (Continued)

23 Disclosure in respect of employee benefits under Accounting Standard (AS) – 15 (Revised) "Employee Benefits" prescribed by the Companies (Accounting Standards) Rules, 2006.

a) Defined Contribution Plans: Amount of Rs. 36,512,085 (previous year Rs. 19,498,488) pertaining to employers' contribution to Provident Fund, Employees State Insurance fund and superannuation fund is recognised as an expense and included in "Personnel costs" in Schedule 11.

b) The discloures for gratuity cost is given below:

(i) The changes in the present value of obligation representing reconciliation of opening and closing balances thereof are as follows:

(All amounts are in Rupees)

Particulars	As at 31 March 2010	As at 31 March 2009
1 Present value of obligation at the beginning of the year	**12,405,254**	5,468,253
2 Add: Present value of obligation at the beginning of year added on account of amalgamation #	**5,306,545**	—
3 Interest cost	**1,284,296**	382,778
4 Past service cost	**2,254,075**	—
5 Currents service cost	**6,662,407**	4,447,657
6 Benefits paid	**(1,346,892)**	—
7 Actuarial (gain)/loss on obligation	**(119,923)**	2,106,566
8 Present value of obligation at the end of the year	**26,074,523**	12,405,254

(ii) The changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

Particulars	As at 31 March 2010	As at 31 March 2009
1 Fair value of plan assets at the beginning of the year	**7,671,131**	2,392,052
2 Add :Fair value of plan assets at the beginning of the year added on account of amalgamation #	**5,763,059**	—
3 Expected return on plan assets	**1,085,349**	227,245
4 Contributions	**6,054,353**	5,058,938
5 Benefits paid	**(5,547,931)**	—
6 Actuarial gain/(loss) on plan assets	**(82,131)**	(7,104)
7 Fair value of plan assets at the end of the year	**14,943,830**	7,671,131

(iii) Actuarial gain/ loss recognised are as follows:-

Particulars	For the year ended 31 March 2010	For the year ended 31 March 2009
1 Actuarial gain/(loss) for the year - obligation	**119,923**	(2,106,566)
2 Actuarial gain/(loss) for the year - plan assets	**(82,131)**	(7,104)
3 Total gain/(loss) for the year	**37,792**	(2,113,670)
4 Actuarial gain/(loss) recognised in the year	**37,792**	(2,113,670)
5 Unrecognized actuarial gains (losses) at the end of year	**—**	—

(iv) The amounts recognised in Balance Sheet are as follows:-

Particulars	As at 31 March 2010	As at 31 March 2009
1 Present value of obligation as at the end of the year	**26,445,762**	12,405,254
2 Fair value of plan assets as at the end of the year	**14,943,830**	7,671,131
3 Funded/(unfunded) status	**(11,501,932)**	(4,734,123)
4 Excess of actual over estimated	**(82,131)**	(7,104)
5 Net assets/(liability) recognized in balance sheet	**(11,501,932)**	(4,734,123)

refer to note 2 of schedule 14

Schedule 14: Significant Accounting... (Continued)

(All amounts are in Rupees)

(v) The amounts recognised in Profit and Loss Account are as follows

Particulars	For the year ended 31 March 2010	For the year ended 31 March 2009
1 Current service cost	**6,662,407**	4,447,657
2 Past service cost	**2,254,075**	—
3 Interest cost	**1,284,296**	382,778
3 Expected return on plan assets	**(1,085,349)**	(227,245)
4 Net actuarial (gain)/loss recognized in the year	**(37,792)**	2,113,670
5 Expenses recognised in the statement of profit and losses *	**9,077,637**	6,716,860

* Included in the "Personnel Costs" in Schedule 11

(vi) Principal actuarial assumptions at the balance sheet date are as follows:

A. Economic Assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yield available on the Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate takes account of inflation, seniority, promotion and other relevant factors on long term basis.

Particulars		For the year ended 31 March 2010	For the year ended 31 March 2009
1	Discount rate	**8.00%**	7.00%
2	Expected rate of return on plan assets	**9.25%**	9.50%
3	Salary growth rate	**7.00%**	7.00%

B. Demographic Assumption

1 Retirement Age	60 Years	
2 Mortality table	LIC (1994-96) duly modified	
3 Withdrawal Rates	Ages	Withdrawal Rate (%)
	Upto 30 Years	3.00
	Upto 44 Years	2.00
	Above 44 Years	1.00

(vi) General description of gratuity plan:

Gratuity Plan (Defined benefit plan)

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days salary (includes dearness allowance) last drawn for each completed year of service. The same is payable on termination of service, or retirement, or death whichever is earlier. The benefits vests after five years of continuous service. The Company has set a limit of Rs. 1,000,000 (previous year Rs. 350,000) per employee.

24 Related party disclosures

a) Related party and nature of relationship where control exists.

Subsidiary	Tecpro Energy Limited
	Tecpro International FZE
	Tecpro Trema Limited
	Ajmer Waste Processing Company Private Limited
	Tecpro Systems (Singapore) Pte. Ltd.
	Bikaner Waste Processing Company Private Limited
	Tecpro Power Systems Limited (upto year ended 31 March 2009)*
Key management personnel	Ajay Kumar Bishnoi
	Amul Gabrani
	Goldie Gabrani
	Arvind Kumar Bishnoi

Related party and nature of the related party relationship with whom transactions have taken place during the year

Subsidiaries	Tecpro Trema Limited
	Ajmer Waste Processing Company Private Limited
	Tecpro International FZE
	Tecpro Systems (Singapore) Pte. Ltd.
	Bikaner Waste Processing Company Private Limited
	Tecpro Power Systems Limited (upto year ended 31 March 2009)*
	Tecpro Energy Limited

Schedule 14: Significant Accounting... (Continued)

Key management personnel	Ajay Kumar Bishnoi Amul Gabrani Goldie Gabrani Arvind Kumar Bishnoi
Relatives of key management personnel	Bhagwanti Gabrani Amita Bishnoi Manju Bishnoi Rashmi Singh Aditya Gabrani
Enterprises over which key management personnel exercise significant influence	Tecpro Energy Limited* Tecpro Trema Limited * Tecpro International FZE* Tecpro Systems (Singapore) Pte. Ltd.* Vasundhra Technologies (India) Private Limited Tecpro Engineers Private Limited Tecpro Paints Private Limited Hythro Power Corporation Limited Tecpro Stones Private Limited Tecpro Ashtech Limited (upto year ended 31 March 2009) Tecpro Power Systems Limited (upto year ended 31 March 2009)* Tecpro Infrastructures Private Limited (upto 20 December 2009) Fusion Fittings (I) Limited
Individuals owing directly or indirectly, an interest in voting power and significant influence over the enterprise (including relatives of such individuals)	Achal Ghai Sonia Ghai
Enterprises over which such individuals exercise significant influence	Avigo Venture Investments Limited

* Transactions with these enterprises have been disclosed under subsidiaries

b)Transactions during the current year

(All amounts are in Rupees)

	Subsidiaries	Key management personnel (Including relatives)	Enterprises over which Key management personnel (including relatives) exercise significant influence	Individuals owing directly or indirectly an interest in voting power and significant influence over the enterprise and enterprises over which such individuals exercise significant influence. (including relatives of such individuals)
Remuneration	-	100,047,984	-	-
	(-)	(90,678,941)	(-)	(-)
Dividend on equity shares	-	56,933,268	22,575,252	24,400,059
	(-)	(90,137,500)	(-)	(19,321,030)
Rent expenses	-	9,796,100	-	-
	(3,600,000)	(6,210,400)	(-)	(-)
Rent income	28,387	-	240,903	-
	(-)	(-)	(-)	(-)
Interest expenses on loan taken	-	-	7,772,330	-
	(-)	(-)	(3,202,395)	(-)
Sales commission expenses	10,044,364	-	36,627,321	-
	(2,847,011)	(-)	(-)	(-)
Investment in equity shares	25,004,696	-	-	-
	(72,227,816)	(-)	(-)	(-)
Equity shares issued during the year	-	-	-	-
	(-)	(-)	(-)	(9,000,000)
Share premium received	-	-	-	-
	(-)	(-)	(-)	(207,000,000)

Schedule 14: Significant Accounting... (Continued)

(All amounts are in Rupees)

	Subsidiaries	Key management personnel (Including relatives)	Enterprises over which Key management personnel (including relatives) exercise significant influence	Individuals owing directly or indirectly an interest in voting power and significant influence over the enterprise and enterprises over which such individuals exercise significant influence. (including relatives of such individuals)
Share application money paid, pending allotment	485,000	-	-	-
	(5,575,421)	(-)	(-)	(-)
Equity shares issued pursuant to the scheme of amalgamation #	-	25,902,580	75,250,840	42,691,470
	(-)	(-)	(-)	(-)
Amount paid on behalf of other parties	261,816	-	245,000	-
	(-)	(-)	(-)	(-)
Loans/advances received and repaid	-	-	20,000,000	-
	(-)	(-)	(51,694,512)	(-)
Loans taken	-	161,828,000	95,500,000	-
	(-)	(126,000,000)	(40,000,000)	(-)
Repayment of loans taken	-	211,428,000	137,091,215	-
	(-)	(76,400,000)	(-)	(-)
Loan / advance given	1,860,000	-	213,967,000	-
	(8,440,000)	(-)	(-)	(-)
Interest income on loan	2,329,821	-	16,766,837	-
	(2,054,211)	(-)	(-)	(-)
Recovery of loan / advance given	1,075,000	-	253,867,000	-
	(4,000,000)	(-)	(-)	(-)
Amount received on behalf of other Company	-	-	245,000	-
	(-)	(-)	(1,489,955)	(-)
Purchase of goods	139,190,541	-	44,838,356	-
	(22,932,742)	(-)	(16,545,131)	(-)
Purchase of fixed assets	-	-	178,500	-
	(-)	(-)	(775,000)	(-)
Sale of goods	-	-	37,928,480	-
	(32,480,344)	(-)	(-)	(-)
Amount received against advance recoverable on account of payment made on behalf of other parties	-	-	-	-
	(-)	(-)	(328,127)	(-)
Equipments hire charges	-	-	4,387,734	-
	(-)	(-)	(-)	(-)
Sub Contract expenses	-	-	13,491,401	-
	(-)	(-)	(-)	(-)
Testing and Inspection Charges	-	-	37,014	-
	(-)	(-)	(-)	(-)
Investment written off	6,450,000	-	-	-
	(-)	(-)	(-)	(-)
Guarantee given by Company on behalf of other party	-	-	-	-
	(950,000,000)	(-)	(2,600,000,000)	(-)
Comfort letter given by Company on behalf of other party	-	-	#	-
	(-)	(-)	(#)	(-)
Guarantees/security given by other parties on behalf of the Company	-	##	-	-
	(-)	(##)	(-)	(-)
Shares pledged by certain directors for credit facilities taken by Company	-	@	-	-
	(-)	(-)	(-)	(-)

Schedule 14: Significant Accounting... (Continued)

(All amounts are in Rupees)

c) Outstanding balance as at year-end

	Subsidiaries	Key management personnel (Including relatives)	Enterprises over which Key management personnel (including relatives) exercise significant influence	Individuals owing directly or indirectly an interest in voting power and significant influence over the enterprise and enterprises over which such individuals exercise significant influence. (including relatives of such individuals)
Share application money, pending allotment	563,210	-	-	-
	(5,575,421)	(-)	(-)	(-)
Amount receivable on account of payments made on behalf of these parties	-	-	-	-
	(3,766,840)	(-)	(-)	(-)
Loan/ Advance recoverable	16,514,400	-	2,350,866	-
	(15,729,400)	(-)	(-)	(-)
Interest recoverable on loan	3,447,749	-	16,612,131	-
	(1,633,935)	(-)	(-)	(-)
Business advances payable	-	2,420	-	-
	(-)	(-)	(-)	(-)
Loan payable	-	-	-	-
	(-)	(49,600,000)	(40,000,000)	(-)
Expenses payable	-	-	4,928,148	-
	(-)	(4,000)	(-)	(-)
Interest payable	-	-	5,785,134	-
	(-)	(-)	(2,308,311)	(-)
Rent payable	-	1,615,583	-	-
	(6,506,852)	(-)	(-)	(-)
Rent receivable	28,387	-	226,709	-
	(-)	(-)	(-)	(-)
Sales commission payable	2,894,527	-	-	-
	(-)	(-)	(-)	(-)
Remuneration payable	-	-	-	-
	(-)	(19,803,000)	(-)	(-)
Dividend payable on equity shares	-	56,933,268	22,575,252	24,400,059
	(-)	(90,137,500)	(-)	(19,321,030)
Debtors	-	-	12,389,112	-
	(7,611,120)	(-)	(-)	(-)
Creditors	92,706,283	-	-	-
	(21,847,742)	(-)	(-)	(-)
Amount payable on account of payment received on behalf of other Company	-	-	-	-
	(-)	(-)	(1,489,955)	(-)
Amount receivable on account of payment made on behalf of other Company	261,816	-	-	-
	(-)	(-)	(-)	(-)
Comfort letter given by Company on behalf of other party	-	-	#	-
	(-)	(-)	(#)	(-)
Guarantees/security given by other parties on behalf of the Company	-	##	-	-
	(-)	(##)	(-)	(-)
Shares pledged by certain directors for credit facilities taken by Company	-	@	-	-
	(-)	(-)	(-)	(-)

Company has given a letter of comfort for various facilities taken by Hythro Power Corporation Limited from a Bank with a limit of Rs. 1,000,000,000 (previous year Rs. 400,000,000)

Guarantees and collateral security given by Ajay Kumar Bishnoi, Amul Gabrani and Bhagwanti Gabrani (relative of a director) for various facilities taken by the Company from a bank with a limit of Rs.17,463,200,000 (previous year Rs. 5,700,000,000) *

@ Ajay Kumar Bishnoi and Amul Gabrani have pledged their shares in the Company with a bank for credit facilities taken by erstwhile Tecpro Ashtech Limited with a limit of Rs. 2,600,000,000 (previous year Rs. Nil)*

* Also refer to schedule 3 of the financial statements

Figures in bracket refer to previous year 31 March 2009

Schedule 14: Significant Accounting... (Continued)

d) Details of related parties with whom transactions exceed 10% of the class of transaction. (All amounts are in Rupees)

Name of Related Party	Nature of Transaction	Year ended 31 March 2010	Year ended 31 March 2009
Blossom Automotive Private Limited	Rent expenses	—	3,600,000
Ajay Kumar Bishnoi	Rent expenses	4,644,551	2,985,200
Amul Gabrani	Rent expenses	4,644,549	2,985,200
Ajay Kumar Bishnoi	Loans taken during the year	—	60,000,000
Amul Gabrani	Loans taken during the year	161,828,000	66,000,000
Amul Gabrani	Repayment of loan taken	203,828,000	24,000,000
Vasundhra Technologies (India) Private Limited	Loans taken during the year	—	40,000,000
Tecpro Engineers Private Limited	Loans received and repaid	—	51,694,512
Ajay Kumar Bishnoi	Repayment of loan taken	—	52,400,000
Hythro Power Corporation Limited	Loans taken during the year	95,000,000	—
Hythro Power Corporation Limited	Repayment of loan taken	95,000,000	—
Tecpro Trema Limited	Loan / advance given	—	5,075,000
Ajmer Waste Processing Company Private Limited	Loan / advance given	—	3,160,000
Tecpro Engineers Private Limited	Loan / advance given	208,967,000	—
Tecpro Trema Limited	Recovery of Loan / advance given	—	4,000,000
Tecpro Engineers Private Limited	Recovery of loan/advance given	248,867,000	—
Ajay Kumar Bishnoi	Remuneration	40,404,000	41,935,992
Amul Gabrani	Remuneration	40,404,000	41,935,992
Goldie Gabrani	Remuneration	—	6,806,957
Tecpro Engineers Private Limited	Sales commission expenses	36,627,321	—
Vasundhra Technologies (India) Private Limited	Repayment of loan taken	40,000,000	—
Vasundhra Technologies (India) Private Limited	Interest expenses on loan taken	4,000,001	2,853,699
Hythro Power Corporation Limited	Interest expenses on loan taken	3,772,329	—
Tecpro Energy Limited	Investment written off	6,450,000	—
Ajmer Waste Processing Company Private Limited	Interest income	—	1,283,965
Bikaner Waste Processing Company Private Limited	Interest income	—	578,954
Tecpro Engineers Private Limited	Rent income	141,935	—
Tecpro Engineers Private Limited	Sub contract expenses	2,316,300	—
Tecpro Engineers Private Limited	Interest income	16,612,170	—
Ajay Kumar Bishnoi	Dividend on equity shares	27,059,526	42,750,000
Amul Gabrani	Dividend on equity shares	27,958,026	44,247,500
Avigo Venture Investments Limited	Dividend on equity shares	20,457,459	12,750,030
Tecpro Systems (Singapore) Pte. Ltd.	Investment in equity shares	12,023,591	17,477,816
Tecpro Power Systems Limited	Investment in equity shares	—	50,500,000
Tecpro International FZE	Investment in equity shares	12,981,105	—
Ajay Kumar Bishnoi	Investment in equity shares	45,136,000	—
Amul Gabrani	Investment in equity shares	45,136,000	—
Avigo Venture Investments Limited	Share Premium received	—	207,000,000
Tecpro Systems (Singapore) Pte. Ltd.	Sales commission expenses	10,044,364	—
Tecpro Systems (Singapore) Pte. Ltd.	Share application money paid, pending allotment	—	985,886
Tecpro International FZE	Share application money paid, pending allotment	—	4,589,535
Avigo Venture Investments Limited	Equity shares issued during the year	—	9,000,000
Tecpro International FZE	Amount paid on behalf of other Company	261,816	—
Tecpro International FZE	Sales commission expenses	—	2,847,011
Tecpro Power Systems Limited	Guarantee given by Company on behalf of other party	—	950,000,000
Tecpro Ashtech Limited	Guarantee given by Company on behalf of other party	—	2,600,000,000
Tecpro Power Systems Limited	Sale of goods	—	32,480,344
Hythro Power Corporation Limited	Sale of goods	37,928,480	—
Tecpro Paints Private Limited	Purchase of Fixed assets	178,500	—
Tecpro Trema Limited	Rent income	28,387	—
Tecpro Trema Limited	Purchase of goods	139,190,541	22,932,742
Tecpro Paints Private Limited	Purchase of goods	44,606,332	16,545,131
Tecpro Stones Private Limited	Purchase of Fixed assets	—	775,000
Tecpro Stones Private Limited	Rent Income	28,000	—
Tecpro Stones Private Limited	Equipment hire charges	4,387,734	—
Tecpro Stones Private Limited	Amount received against advance recoverable on account of payment made on behalf of other parties	—	328,127
Tecpro Engineers Private Limited	Interest expenses on loan taken	—	348,696
Tecpro Engineers Private Limited	Amount paid on behalf of other Company	245,000	—
Tecpro Engineers Private Limited	Amount received on behalf of other Company	245,000	2,213
Hythro Power Corporation Limited	Loans/advance received and repaid	20,000,000	—

Schedule 14: Significant Accounting... (Continued)

(All amounts are in Rupees)

Name of Related Party	Nature of Transaction	Year ended 31 March 2010	Year ended 31 March 2009
Tecpro Infrastructures Private Limited	Rent income	70,968	—
Tecpro Infrastructures Private Limited	Sub contract expenses	11,175,101	—
Tecpro Infrastructures Private Limited	Testing and Inspection Charges	37,014	—
Fusion Fittings (I) Limited	Dividend on equity shares	22,575,252	—
Fusion Fittings (I) Limited	Equity shares issued pursuant to the scheme of amalgamation	75,250,840	—
Avigo Venture Investments Limited	Equity shares issued pursuant to the scheme of amalgamation	42,691,470	—

25 The Company had executed a contract in respect of which debts amounting to Rs.56,634,416 are outstanding as at the year end. The Company has made a provision of Rs. 37,397,090, as the management believes the same is doubtful of recovery. The balance Rs. 19,237,326 are considered recoverable by the management since the Company has received performance guarantee certificates from the customer.

Further, the Company has issued bank guarantees amounting to Rs. 47,700,000 towards liquidated damages for the aforesaid contract. These bank guarantees were issued to recover amounts withheld by the customer including claims for rectification. The customer has not till date released or utilized any of the bank guarantees provided by the Company. Accordingly, management believes that there will be no claims on account of liquidated damages and hence has not provided for the same.

26 The Company's exposure in respect of foreign currency denominated assets and liabilities not hedged by derivative instruments or otherwise are as follows-:

Particulars	As at 31 March 2010	As at 31 March 2009
Assets		
US $ 2,385,350(previous year US $736,252)	**107,350,286**	38,413,480
Euro 638,641(previous year Euro 1,154,503)	**38,665,795**	79,556,513
AED Nil (previous year AED 23)	**—**	327
Liabilities		
US $5,731,733 (previous year US $ 1,236)	**257,950,912**	64,495
Euro 4,674,609 (previous year Euro 1,193,030)	**283,019,041**	82,211,397
SEK 11,268,200 (previous year SEK Nil)	**69,838,163**	—

The Company's exposure in respect of foreign currency denominated assets and liabilities hedged by derivative instruments or otherwise are as follows-:

Particulars	As at 31 March 2010	As at 31 March 2009
Liabilities		
US $250,000 (previous year US $ Nil)	**11,251,000**	—

27 Disclosures pursuant to Accounting standard (AS) 7 "Construction Contracts" (Revised) are given below :-

	As at 31 March 2010	As at 31 March 2009
Contract revenue recognised for the year	**6,311,780,091**	759,011,546
Aggregate amount of contract costs incurred and recognised profits (less recognised losses) upto the Balance sheet date for all contracts in progress as at that date.	**9,787,947,579**	809,312,316
Amount of customer advances outstanding for contracts in progress as at Balance sheet date	**1,317,432,159**	217,928,830
Retention amounts due from customers for contracts in progress	**924,652,016**	70,197,896
Gross amount due from customers for contract work	**1,941,401,567**	331,075,556
Gross amount due to customers for contract work	**255,223,717**	69,235,024

28 Amount of Rs. 35,000,000 has been paid as advance consideration towards acquisition of share capital of Microbase Infosolution Private Limited (MIPL). Subsequent to the year end, the Company has purchased 100% shares of MIPL for Rs. 209,100,000 that is 10,200 equity shares @ Rs. 20,500 per equity share. As a result, MIPL has become wholly owned subsidiary of the Company with effect from 15 April 2010.

29 Previous year figures in balance sheet have been regrouped / recast wherever necessary to conform to the current year's classification/presentation. Further, the current year figures are not comparable with previous year on account of amalgamation.

For and on behalf of the Board of Tecpro Systems Limited

	Sd/-	Sd/-	Sd/-
	Ajay Kumar Bishnoi	**Amul Gabrani**	**Pankaj Tandon**
Place : Gurgaon	*Chairman &*	*Vice Chairman &*	*Company Secretary*
Date : 14 July 2010	*Managing Director*	*Managing Director*	

TECPRO SYSTEMS LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(As per Schedule VI, Part (iv) of the Companies Act, 1956)

I. Registration details

Registration no.	41985	State code	55
Balance Sheet date	31 (Date) 03 (Month) 2010 (Year)		

II. Capital raised during the year (Amount in Rs. thousands)

Public Issue	-	Rights issue	-
Bonus Issue	-	Private placement	90,272
Share application money, pending allotment	-		

III. Position of mobilization and deployment of funds (Amount in Rs. thousands)

Total liabilities	16,208,429	Total assets	16,208,429
Sources of funds			
Paid - up capital	442,238	Reserves & surplus	3,079,558
Secured loans	4,857,933	Unsecured loans	10,003
Deferred tax liability (net)	-	Share application money, pending allotment	-
Application of funds			
Net fixed assets	1,318,400	Investments	94,181
Net current assets	6,965,240	Miscellaneous expenditure	-
Accumulated losses	-	Deferred tax assets (net)	11,911

IV. Performance of Company (Amount in Rs. thousands)

Turnover*	14,758,444	Total expenditure	13,074,936
Profit before tax	1,683,508	Profit after tax	1,096,450
Basic earning per share in Rs.	25.22	Dividend rate %	30
Diluted earning per share in Rs.	25.19		

* including other income

V. Generic names of three principal products / Services of Company (As per monetary terms)

Item code (ITC code)	Product description
84313910	Idlers and pulleys
73089090	Structures
84742010	Crusher components

For and on behalf of the Board of Tecpro Systems Limited

	Sd/-	*Sd/-*	*Sd/-*
	Ajay Kumar Bishnoi	**Amul Gabrani**	**Pankaj Tandon**
Place: Gurgaon	*Chairman &*	*Vice Chairman &*	*Company Secretary*
Date: 14 July 2010	*Managing Director*	*Managing Director*	

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO COMPANY'S INTEREST IN THE SUBSIDIARY COMPANIES

Name of the Subsidiary Companies	Tecpro Energy Limited	Tecpro Trema Limited	Ajmer Waste Processing Company Private Limited	Bikaner Waste Processing Company Private Limited	Tecpro Systems (Singapore) Pte Ltd	Tecpro International FZE
1 Financial Year of the Subsidiary Company ended on	31.03.2010	31.03.2010	31.03.2010	31.03.2010	31.03.2010	31.03.2010
2 Number of Shares, held by Tecpro Systems Limited in its Subsidiary Companies at the end of the financial year of each of the Subsidiary Company.						
i) Equity Shares (Nos.)	645,000	76,500	49,000	30,000	985,000	2
ii) Extent of holding (%)	98.02	51	49	100	100	100
iii) Share Application Money (Rs.)	0	10,000	0	485,000	78,210	0
3 Date from which it became Subsidiary Company	24.03.2006	18.06.2007	04.05.2007	04.01.2008	13.07.2007	19.08.2006
4 The net aggregate of Profit/(Loss) of the Subsidiary Company as far as it concerns the members of the Holding Company:						
i) Not dealt with in the Holding Company's Accounts:						
a) For the Financial Year of the Subsidiaries (Rs.)	(111,024)	2,198,775	(1,036,666)	(769,752)	(5,508,208)	(12,369,006)
b) For the Previous Financial Years since they became the Holding Company's Subsidiaries(Rs.).	(3,689,743)	312,414	(3,993,972)	(2,017,568)	(21,423,111)	(15,160,175)
ii) dealt with in the Holding Company's Accounts:						
a) For the Financial Year of the Subsidiaries	-	-	-	-	-	-
b) For the Previous Financial Years since they became the Holding Company's Subsidiaries.	-	-	-	-	-	-

For and on behalf of the Board of Tecpro Systems Limited

Sd/-	*Sd/-*	*Sd/-*
Ajay Kumar Bishnoi	**Amul Gabrani**	**Pankaj Tandon**
Chairman & Managing Director	*Vice Chairman & Managing Director*	*Company Secretary*

Place: Gurgaon
Date: 14 July 2010

Directors' Report

Dear Members,

The Directors have immense pleasure in presenting the Fifth Annual Report together with the Audited Annual Accounts for the financial year ending 31st March, 2010.

FINANCIAL HIGHLIGHTS AND REVIEW OF OPERATION

During the financial year ended March 31, 2010 the Company has reported a loss of Rs. 16,13,267 (Rupees Sixteen Lakhs Thirteen Thousand Two Hundred Sixty Seven Only) as compared to previous year's loss of Rs. 86,353 (Rupees Eighty Six Thousand Three Hundred and Fifty Three Only) The aforestated losses are mainly because the Company has not yet commenced its commercial operations.

The Haryana Renewable Energy Development Authority (HAREDA) has cancelled in May 2010, the Letter of Intent (LOI) dated November 22, 2006 and Memorandum of Understanding (MOU) dated February 22, 2007 for setting up two 7.5 MW Biomass Power Projects in the District of Panipat and Karnal due to non fulfillment of conditions stipulated in the MOU. The Company is taking appropriate steps for restoration of LOI & MOU.

DIVIDEND

In view of the loss during the year, the Board do not propose any dividend for the financial year ended 31 March, 2010.

DIRECTORS

Mr. Ajay Kumar Bishnoi and Mr. Amul Gabrani, Directors of the Company retire by rotation on the date of this Annual General Meeting and being eligible offer themselves for re-appointment.

AUDIT REPORT

The observations of the Auditors are self-explanatory and do not require any comment from directors.

AUDITORS

M/s B S R & Co., Chartered Accountants retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. A certificate has been received from the Auditors to the effect that their appointment, if made would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

COMPLIANCE CERTIFICATE

The company has obtained a compliance certificate from M/s Rajesh Sharma & Co., Company Secretaries for the financial year ended on 31st March, 2010 to comply with the provisions contained under Section 383A of the Companies Act,1956 read with Companies (Compliance Certificate) Rules, 2001. The aforementioned certificate is being attached with this report.

PARTICULARS OF EMPLOYEES

None of the employee of the Company was in receipt of remuneration exceeding the limits provided in the Companies (Particulars of Employees) Rules, 1975. Therefore, particulars required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 are not applicable.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to the Director's Responsibility Statement, it is hereby confirmed:

(i) that in the preparation of the Annual Accounts for the financial year ended March 31, 2010, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) that the directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for the year ended March 31, 2010 and of the profit or loss of the company for that period;

(iii) that the directors had taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities;

(iv) that the directors had prepared the accounts for the financial year ended March 31, 2010 on a going concern basis.

CONSERVATION OF ENERGY, R & D AND TECHNOLOGY ABSORPTION

Since the Company has not started any commercial activity, provisions with respect to conservation of energy as per Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Reports of the Board of Directors) Rules, 1988, are not applicable.

FOREIGN EXCHANGE EARNING & OUTGO

There was no foreign exchange earnings and outgo during the year under review.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation and thanks to Government Authorities, Bank and other business associates for the support given by them to the Company.

For and on behalf of the Board of Tecpro Energy Limited

Sd/-	Sd/-
Ajay Kumar Bishnoi	**Amul Gabrani**
(Director)	(Director)

Compliance Certificate

Tecpro Energy Ltd.
106, Vishwadeep Towers
Plot No. 4, District Centre,
Janakpuri, New Delhi -110058

We have examined the registers, records, books and papers of Tecpro Energy Ltd. (CIN U29150DL2005PLC137436) as required to be maintained under the Companies Act, 1956 and the rules made there-under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2010. In our opinion and to the best of our information and according to the examination carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the above said financial year:

1. The Company has kept and maintained all registers as stated in Annexure-'A' to this certificate as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure-'B' to this certificate, with the Registrar of Companies, Regional Directors, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company, being a public limited Company, has the minimum prescribed paid-up capital.
4. The board of directors duly met 4 (Four) times on 06.04.2009, 16.07.2009, 15.12.2009 and 31.03.2010 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company was not required to close its Register of Members or debenture holders during the financial year.
6. The annual general meeting for the financial year ended on 31-3-2009 was held on 22.9.2009 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in minutes book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year under review.
8. The Company has not advanced any loan to its directors and/or persons or firms or companies referred in the section 295 of the Act.
9. The Company has not entered into any such contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the Register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government, as the case may be.
12. The Board of Directors has not issued any duplicate certificate during the financial year.
13. The Company has:
    (i) not allotted and transfer/transmission of securities during the year under review.
    (ii) not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
    (iii) not posted warrant to any members of the Company as no dividend was declared during the financial year.
    (iv) not transferred any amounts in unpaid dividend account, application money due for refund, matured deposited, matured debentures and the interest accrued thereon to Investor Education and Protection Fund since no such amounts remained unclaimed for a period of seven years.
    (v) duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and there was no appointment of directors has been made during the year under review.
15. The Company has not appointed any whole time/managing director during the financial year.
16. The Company has not appointed sole-selling agent(s) during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Directors, Registrar or such other authorities prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any equity shares during the financial year under review.
20. The Company has not bought back any share during the financial year.
21. There was no redemption of preference shares/debentures during the financial year.
22. There were no transaction necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited /accepted any deposits including any unsecured loans falling within the purview of sections 58A during the financial year.
24. The Company has not made any borrowing during the financial year 31st March 2010.
25. The Company has not made loans and investments, or given guarantees or provided securities to other bodies corporate.
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's

registered office from one state to another during the year under scrutiny.

27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.

28. The Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.

29. The Company has not altered the provisions of the memorandum with respect of share capital of the Company during the year under scrutiny and complied with the provisions of the Act.

30. The Company has not altered its articles of association during the financial year.

31. There was no prosecution initiated against the Company or show cause notices received by the Company, during the financial year, for offences under the Act.

32. The Company has not received any money as security from its employees during the year.

33. The Company was not required to deduct any contributions towards Provident Fund during the financial year.

RAJESH SHARMA & Co.
Company Secretaries
Sd/-
Rajesh Sharma
Prop.
C. P. 3529

Place: New Delhi
Date: 14.07.2010

Annexure-'A'
LIST OF REGISTER MAINTAINED BY THE COMPANY

- Members Register/ Directors Register
- Register of Directors Shareholding
- Register of Share Transfer
- Minutes of the Board Meeting
- Minutes of the General Meeting
- Register under section 301

Annexure-'B'
FORMS AND RETURNS AS FILED BY THE COMPANY WITH THE REGISTRAR OF COMPANIES, REGIONAL DIRECTOR, CENTRAL GOVERNMENT OR OTHER AUTHORITIES DURING THE FINANCIAL YEAR ENDED 31st MARCH, 2010

Sl. No.	Form No.	Date of Filing	Date of Event	Receipt No.
1	20B	16.11.2009	22.09.2009	P40948713
2	23AC & ACA	16.10.2009	22.09.2009	P36280931
3	66	12.10.2009	22.09.2009	P35807445

Auditors' Report

To the Board of Directors
Tecpro Energy Limited

We have audited the attached Balance Sheet of Tecpro Energy Limited ('the Company') as at 31 March 2010, the Profit and Loss Account and the 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 ('the Order') issued by the Central Government of India in terms 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:

(a) 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;

(b) in our opinion, proper books of account have been kept by the Company so far as appears from our examination of those books;

(c) the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;

(d) 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 prescribed under the Companies (Accounting Standards) Rules, 2006 and referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 to the extent applicable;

(e) on the basis of the written representation received from the Directors, as on 31 March 2010 and taken on record by the Board of directors, we report that none of the directors is disqualified as on 31 March 2010 from being appointed as Director in terms of clause (g) of sub-section (1) of Section 274 of Companies Act, 1956;

(f) in our opinion and to the best of our information and according to the explanations given to us, the said accounts give a true and fair view in conformity with the accounting principles generally accepted in India:

(i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2010;

(ii) in the case of the Profit and Loss Account, of the loss of the Company 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 B S R & Co.
Chartered Accountants
Registration number : 101248W

Sd/-
Vikram Advani
Partner
Membership No. 091765

Place: Gurgaon
Date: 14 July 2010

Annexure to the Auditors' report

(Referred to in our report of even date)

(i) The Company does not have any fixed assets. Accordingly, provisions of clauses 4 (i) (a), 4 (i) (b) and 4 (i) (c) of the Order are not applicable to the Company.

(ii) As commercial operations have not yet commenced, the Company does not hold any inventories. Accordingly, clauses 4 (ii) (a), 4 (ii) (b) and 4 (ii) (c) are not applicable during the current year.

(iii) (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

(b) According to the information and explanations given to us, the Company has not taken any other loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

(iv) The activities of the Company, currently, do not involve purchase of inventory and fixed assets and sale of goods and services. Accordingly, clause 4 (iv) of the Order is not applicable to the Company during the current year.

(v) In our opinion, and according to the information and explanations given to us, there are no contracts and arrangements the particulars of which need to be entered in the register maintained under section 301 of the Companies Act, 1956.

(vi) The Company has not accepted any deposits from the public.

(vii) As commercial operations have not commenced, *the Company does not have an internal audit system.*

(viii) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records by the Company under section 209(1)(d) of the Companies Act, 1956.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Income tax has been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Provident Fund, Employees' State Insurance, Sales-tax, Wealth tax, Service tax, Customs duty, Excise duty, Cess and Investor Education and Protection Fund.

According to the information and explanations given to us, no undisputed amounts payable in respect of Income tax and other material statutory dues were in arrears as at 31 March 2010 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues in respect of Income-tax, Wealth Tax, Service tax, Sales tax, Customs duty, Excise duty and Cess which have not been deposited with the appropriate authorities on account of any dispute.

(x) The Company has been registered for a period of less than five years. Accordingly, provisions of clause 4 (x) are not applicable to the Company.

(xi) The Company did not have any outstanding dues to any financial institution, banks or debenture holders during the year.

(xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) According to the information and explanations given to us, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society.

(xiv) According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.

(xv) 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.

(xvi) The Company did not have any term loans outstanding during the year.

(xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that the funds raised on short-term basis have not been used for long-term investment.

(xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares to firms/parties/companies covered in the register maintained under Section 301 of the Companies Act, 1956.

(xix) The Company did not have any outstanding debentures during the year.

(xx) The Company has not raised any money by way of public issue during the year.

(xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For B S R & Co.
Chartered Accountants
Registration number : 101248W

Sd/-
Vikram Advani
Partner
Membership No. 091765

Place: Gurgaon
Date: 14 July 2010

Balance Sheet as at 31 March 2010

(All amounts are in Rupees)

	Schedule No.	As at 31 March 2010	As at 31 March 2009
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	1	**6,580,000**	6,580,000
		6,580,000	6,580,000
APPLICATION OF FUNDS			
Current assets, loans and advances			
Cash and bank balances	2(a)	**1,128,434**	1,154,882
Loans and advances	2(b)	**12,918**	1,597,216
Other current assets	2(c)	**236**	—
		1,141,588	2,752,098
Less: Current liabilities and provisions	3		
Current liabilities		**107,783**	105,026
		107,783	105,026
Net current assets/(liabilities)		**1,033,805**	2,647,072
Profit and Loss Account		**5,546,195**	3,932,928
		6,580,000	6,580,000
Significant accounting policies and notes to the accounts	4		

The accompanying schedules form an integral part of the financial statements

As per our report attached

For **B S R & Co.**
Chartered Accountants
Registration no. 101248W

Sd/-
Vikram Advani
Partner
Membership No.: 091765

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of Tecpro Energy Limited

Sd/-
Ajay Kumar Bishnoi
Director

Sd/-
Amul Gabrani
Director

Place : Gurgaon
Date : 14 July 2010

Profit and Loss Account for the year ended 31 March 2010

(All amounts are in Rupees)

	Schedule No.	For the year ended 31 March 2010	For the year ended 31 March 2009
INCOME			
Interest on fixed deposits [gross of tax deducted at source Rs. 10,712 (previous year Rs. 12,624)]		70,770	61,279
Interest on refund of income tax		467	340
		71,237	61,619
EXPENDITURE			
Finance charges		36,130	37,306
Printing and stationery		—	520
Audit fees		114,196	100,000
Legal and professional		19,412	5,360
Security deposit written off (refer note 7 of schedule 4)		15,00,000	—
Rates and taxes		1,560	4,224
Miscellaneous		1,206	562
		1,672,504	147,972
Profit (Loss) before taxes		(1,601,267)	(86,353)
Provision for taxation		12,000	—
Profit (Loss) after taxes		(1,613,267)	(86,353)
Balance brought forward		(3,932,928)	(3,846,575)
Profit and loss account balance carried forward to the Balance Sheet		(5,546,195)	(3,932,928)
Earnings per share at face value Rs. 10 each :	4(4)		
Basic		(2.45)	(0.28)
Diluted		(2.45)	(0.28)
Significant accounting policies and notes to the accounts	4		

The accompanying schedules form an integral part of the financial statements

As per our report attached

For **B S R & Co.**
Chartered Accountants
Registration no. 101248W

Sd/-
Vikram Advani
Partner
Membership No.: 091765

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of Tecpro Energy Limited

Sd/-
Ajay Kumar Bishnoi
Director

Sd/-
Amul Gabrani
Director

Place : Gurgaon
Date : 14 July 2010

Cash Flow Statement for the year ended 31 March 2010

(All amounts are in Rupees)

	For the year ended 31 March 2010	For the year ended 31 March 2009
A Cash flow from operating activities		
Net profit / (loss) before tax	(1,601,267)	(86,353)
Adjustments for:		
Security deposit written off	1,500,000	-
Interest income	(70,770)	(61,279)
Operating profit / (loss) before working capital changes	(172,037)	(147,632)
Decrease/ (Increase) in working capital		
(Increase)/ Decrease in loans and advances	77,537	(1,539,948)
Increase/ (Decrease) in current liabilities and provisions	2,757	(26,839)
Cash used in operations	(91,743)	(1,714,419)
Direct tax paid *	(10,712)	(12,624)
Refund of income tax	5,473	4,010
Net cash (used in) / generated from operating activities	(96,982)	(1,723,033)
B Cash flow from investing activities		
Interest income received	70,534	61,279
Net cash generated from investing activities	70,534	61,279
C Cash flow from financing activities		
Net cash (used in) / generated from financing activities	—	2,400,000
Net decrease in cash and cash equivalents (A+B+C)	(26,448)	738,246
Cash and cash equivalents at the beginning of the year	1,154,882	416,636
Cash and cash equivalents at the end of the year	1,128,434	1,154,882
Components of cash and cash equivalents:		
Cash in hand	30,257	5,812
Balances with scheduled banks:		
- On current accounts	284,746	395,461
- On fixed deposit accounts	813,431	753,609
	1,128,434	1,154,882

Note:-

The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard - 3 "Cash Flow Statement" prescribed by the Companies (Accounting Standards) Rules, 2006.

* Pertains to tax deducted at source on interest on fixed deposit

As per our report attached

For **B S R & Co.**
Chartered Accountants
Registration no. 101248W

Sd/-
Vikram Advani
Partner
Membership No.: 091765

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of Tecpro Energy Limited

Sd/-
Ajay Kumar Bishnoi
Director

Sd/-
Amul Gabrani
Director

Place : Gurgaon
Date : 14 July 2010

Schedules forming part of the accounts

(All amounts are in Rupees)

	As at 31 March 2010	As at 31 March 2009
Schedule 1 : Share capital		
Authorised		
20,000,000 (previous year 20,000,000) equity shares of Rs 10 each	200,000,000	200,000,000
	200,000,000	200,000,000
Issued, subscribed and paid up		
658,000 (previous year 658,000) equity shares of Rs.10 each fully paid up [Of the above, 645,000 equity shares (previous year 645,000 shares) are held by Tecpro Systems Limited, the holding company]	6,580,000	6,580,000
	6,580,000	6,580,000
Schedule 2 : Current assets, loans and advances		
(a) *Cash and bank balances*		
Cash in hand	30,257	5,812
Balances with scheduled banks:		
- On current accounts	284,746	395,461
- On fixed deposit accounts	813,431	753,609
	1,128,434	1,154,882
(b) *Loans and advances*		
(Unsecured and considered good)		
Advance recoverable in cash or in kind	1,582	79,119
Security deposit	-	1,500,000
Advance tax [net of provision for tax of Rs. 12,000 (previous year Nil)]	11,336	18,097
	12,918	1,597,216
(c) *Other current assets*		
Accrued interest on fixed deposits	236	—
	236	—
Schedule 3 : Current liabilities and provisions		
Current liabilities		
Sundry creditors		
- other creditors (refer note 6 of schedule 4)	97,783	93,696
Other liabilities	10,000	11,330
	107,783	105,026

Schedule 4: Significant Accounting Policies and Notes to the Accounts

Background

Tecpro Energy Limited is an engineering Company formed with an objective of generation, production, manufacturing, transmission, supply and distribution of electric power to different categories of consumers. The Company has not yet commenced commercial operations.

The Company was incorporated as a private limited company on 9 June 2005 under the name of "Tecpro Manufacturing Private Limited". The name of the Company was changed to "Tecpro Energy Private Limited" *vide* fresh Certificate of Incorporation dated 27 June 2006. On 30 May 2007, the Company was converted into a public limited company and the name was changed to "Tecpro Energy Limited" *vide* a 'fresh certificate of incorporation consequent upon change of name on conversion to public limited company'.

1. Significant Accounting Policies
   (a) *Basis of accounting*

   The financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the Indian Generally Accepted Principles and accounting standards as notified under the Companies (Accounting Standards) Rules, 2006, to the extent applicable.

   As at year end, the Company has significant accumulated losses which have resulted in the erosion of a substantial portion of the shareholders' funds. However, the directors consider that it is appropriate to prepare these accounts on the going concern basis in view of the continued financial support from Tecpro Systems Limited, the step up holding company. Accordingly, these accounts are being prepared on the going concern basis, that is the assets and liabilities are recorded on the basis that the Company will be able to use or realise its assets and discharge its liabilities in the normal course of business.

(b) *Use of estimates*
The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates. Differences between the estimates and actual results are recognised. Any revision to accounting estimates is recognised prospectively in current and future periods.

(c) *Revenue recognition*
Interest income is recognised using the time proportion method based on underlying interest rate.

(d) *Fixed Assets including capital work in progress*
Fixed assets including capital work in progress are stated at cost of acquisition or construction less accumulated depreciation. Cost comprises the purchase price and any directly attributable costs of bringing the asset to its working condition for the intended use.

(e) *Taxation*
Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year). The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward losses under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

(f) *Foreign currency transactions*
Foreign currency transactions are recorded at the exchange rate prevailing on the date of the respective transactions. Monetary foreign currency assets and liabilities remaining unsettled at the balance sheet date are translated at the rates of exchange prevailing on that date. Gains / losses arising on account of realisation / settlement of foreign currency transactions and on translation of foreign currency assets and liabilities are recognised in the Profit and Loss Account.

(g) *Provision and contingencies*
A provision is created when there is a present obligation as a result of a past event that entails a probable outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure of a contingent liability is made when there is a possible but not probable obligation or a present obligation that may, but probably will not, entail an outflow of resources. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(h) *Earnings per share*
Basic earnings per share are computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity and dilutive potential equity shares outstanding during the year, except where the results would be anti-dilutive.

(i) *Events occurring after the balance sheet date*
Adjustment to assets and liabilities are made for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amount of assets and liabilities relating to condition existing at the balance sheet date.

(All amounts are in Rupees)

2 Auditor's remuneration (excluding service tax)

	Year ended 31 March 2010	Year ended 31 March 2009
Statutory audit fee	100,000	100,000
	100,000	100,000

3 Segment reporting
As the Company has not commenced its commercial operations, disclosure required under Accounting Standard -17 on " Segment Reporting " have not been given.

4 Earnings per share

	Year ended 31 March 2010	Year ended 31 March 2009
Net profit / (loss) after tax as per Profit and Loss Account (A)	(1,613,267)	(86,353)
Profit / (loss) attributable to equity shareholders (B)	(1,613,267)	(86,353)
Weighted average number of equity shares outstanding during the year (C)	658,000	304,041
Weighted average number of potential dilutive equity shares (D)	—	—
Nominal value of equity shares	10	10
Basic earnings per share (Rs) (B)/ (C)	(2.45)	(0.28)
Diluted earnings per share (Rs) {(A)/ (C)+(D)}	(2.45)	(0.28)

5 Related party disclosures (All amounts are in Rupees)

a) Related party and nature of relationship where control exists.

Holding Company	Tecpro Systems Limited
Key management personnel	Ajay Kumar Bishnoi
	Amul Gabrani

b) Transactions during the current year

	Key management personnel	Holding Company
Equity shares issued during the year		-
Loan taken and repaid	(-)	(4,050,000)
	-	-
	(10,000)	(-)
Figures in bracket refer to previous year		

c) Details of related parties with whom transactions exceed 10% of the class of transaction

Name of Related Party	Nature of Transaction	**Year ended 31 March 2010**	Year ended 31 March 2009
Tecpro Systems Limited	Equity shares issued during the year	-	4,050,000
Amul Gabrani	Loan taken and repaid	-	10,000

6 The Company had sought comfirmation from its vendors on their status under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") which came into force from 2 October 2006. Based on the confirmations received till date, there are no suppliers identified as per provisions of MSMED Act as on 31 March 2010.

7 The Company, was issued two separate Letters of Intent (LOI) on 22 November 2006 by Haryana Renewable Energy Development Agency (HAREDA), Chandigarh for setting up of two 7.5 MW Biomass Power Projects in block Israna, District Panipat and in block Nilokheri, District Karnal for which Memorandum of Understanding (MoU) with HAREDA were executed on 20 February 2007. For the same purpose, the Haryana Electricity Regulatory Commission (HERC) pursuant to its order dated 15 May 2007 fixed the tariff for biomass power producers at Rs. 4 per unit with an annual escalation at 2% for the financial year 2007-2008. Aggrieved by the tariff fixed by HERC, the Company and others filed an appeal in 2007 before the Appellate Tribunal for Electricity, New Delhi (ATE) which remanded back the matter to HERC directing to decide the issue. The HERC by its order dated 6 November 2009 rejected the remanded petition. Consequently, the Company and others filed an appeal on 21 December 2009 with ATE, New Delhi, challenging the order dated 6 November 2009 which is currently pending for disposal. Meanwhile, the approval of the Detailed Project Report (DPR) of above projects was conveyed to the Company by HAREDA on 18 March 2008. As per clause 12 of the MoU, The Company was required to enter into Power Purchase Agreement (PPA) with the concerned power utilities within two months from the approval of DPR. Also, the Company was required to purchase land for setting up of the projects and inform HAREDA in this respect. Inspite of its best efforts, the Company has been unable to purchase the land required for the projects due to refusal to sell land by the land owners in that area. Consequently, HAREDA vide its letter dated 4 May 2010 cancelled the above said LOI and MoU and forfeited security deposit of Rs. 1,500,000 due to non fulfillment of conditions stipulated in MoU accordingly this security deposit is written off in the books of accounts in the current year. The Company is taking appropriate steps for restoration of above said LOI and MoU.

8 Previous year's figures have been regrouped and recast wherever necessary, to conform to the current year's classification.

For and on behalf of the Board of Tecpro Energy Limited

Place : Gurgaon	Sd/- **Ajay Kumar Bishnoi** *Director*	Sd/- **Amul Gabrani** *Director*
Date : 14 July 2010		

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(As per Schedule VI, Part (iv) of the Companies Act, 1956)

I. Registration details

Registration no.	137436	State code	55
Balance Sheet date	31 (Date) 03 (Month) 2010 (Year)		

II. Capital raised during the year
(Amount in Rs. thousands)

Public Issue	-	Rights issue	-
Bonus Issue	-	Private placement	-
Share application money, pending allotment	-		

III. Position of mobilization and deployment of funds (Amount in Rs. thousands)

Total liabilities	6,688	Total assets	6,688
Sources of funds			
Paid - up capital	6,580	Reserves & surplus	-
Secured loans	-	Unsecured loans	-
Deferred tax liability (net)	-	Share application money, pending allotment	-
Application of funds			
Net fixed assets	-	Investments	-
Net current assets	1,034	Miscellaneous expenditure	-
Accumulated losses	5,546	Deferred tax asset (net)	-

IV. Performance of Company
(Amount in Rs. thousands)

Turnover*	71	Total expenditure	1,673
Profit before tax	(1601)	Profit after tax	(1,613)
Basic earning per share in Rs.	(2.45)	Dividend rate %	-
Diluted earning per share in Rs.	(2.45)		

* Pertains to interest on fixed deposits and interest on refund of income tax

V. Generic names of three principal products /
Services of Company (As per monetary terms)

Item code (ITC code)	N.A	Product description	N.A
	N.A		N.A
	N.A		N.A

For and on behalf of the Board of Tecpro Energy Limited

Place : Gurgaon Date : 14 July 2010	Sd/- **Ajay Kumar Bishnoi** *Director*	Sd/- **Amul Gabrani** *Director*

Directors' Report

Dear Members,

Your Directors have immense pleasure in presenting the 11th Annual Report together with the Audited Annual Accounts for the financial year ended March 31, 2010.

FINANCIAL HIGHLIGHTS

The financial results of the Company for the year ended March 31, 2010 and March 31, 2009 are set forth below:

(Amount in Rupees)

Particulars	**March 31, 2010**	March 31, 2009
Income	**139,189,335**	28,996,943
Expenditure	**132,652,482**	27,347,220
Profits/(Loss) before tax	**6,536,853**	1,649,723
Less: Provision for tax	**2,225,529**	590,651
Profit/(Loss) after tax	**4,311,324**	1,059,072
Balance brought forward	**1,438,217**	379,145
P & L balance carried forward to the Balance Sheet	**5,749,541**	1,438,217

DIVIDEND

To meet the working capital requirements of the Company your Board of Directors decided to plough back the profit earned during the year. Therefore, the Board does not propose any dividend for the financial year 2009-10.

DIRECTORS

Mr. Amul Gabrani, Director, retires by rotation at the forthcoming Annual General Meeting, and being eligible, offers himself for re-appointment.

AUDITORS' REPORT

The observations made in the Auditors' Report, read together with the relevant notes thereon, are self-explanatory and hence do not call for any comments under section 217 of the Companies Act, 1956.

AUDITORS

M/s. R. G. Luthra & Co., Chartered Accountants, the Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and being eligible for reappointment, have signified their willingness to act in that capacity if re-appointed. A certificate has been received from them to the effect that their appointment, if made, would be within the prescribed limits under section 224(1B) of the Companies Act, 1956.

COMPLIANCE CERTIFICATE

As required under section 383A of the Companies Act, 1956 read with Companies (Compliance Certificate) Rules, 2001, the Company has obtained a certificate from M/s. Rajesh Sharma & Co., Company Secretaries which is attached with the Directors' Report.

EMPLOYEE

Particulars required under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are attached as **Annexure A.**

CONSERVATION OF ENERGY, R & D AND TECHNOLOGY ABSORPTION

Your Company is not engaged in any activity requiring disclosure under this clause. Hence, provisions with respect to conservation of energy as per 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.

FOREIGN EXCHANGE EARNING(S) & OUTGO

Particulars of Foreign Exchange Earnings and outgo are given hereinbelow:

(Amount in Rs. Lakh)

Particulars	**For the year ended on March 31, 2010**	For the year ended on March 31, 2009
Foreign exchange earnings	**NIL**	57.95
Foreign exchange outgo	**3.16**	0.28

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to the Directors' Responsibility Statement, it is hereby confirmed:-

(i) that in the preparation of the Annual Accounts for the financial year ended March 31, 2010, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) that the directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for the year ended March 31, 2010 and of the profit or loss of the company for that period;

(iii) that the directors had taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; and

(iv) that the directors had prepared the accounts for the financial year ended March 31, 2010 on a going concern basis.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation and thanks to Government Authorities, Bank, all the Company's employees and other business associates for the support given by them to the Company.

For and on behalf of the Board of
Tecpro Trema Limited

	Sd/-	Sd/-
Place : Gurgaon	Ajay Kumar Bishnoi	Amul Gabrani
Date : 14.07.2010	Director	Director

Annexure A

Statement pursuant to section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975

S. No	Particulars of the Employee	
1	Name	*Mr. K . A. Khan
2	Designation	Chief Executive Officer
3	Remuneration received	Rs. 21,29,896
4	Nature of Employment	Regular
5	Other terms & conditions	N.A.
6	Nature of duties of the Employee	Overall Control and Administration of Operations and Marketing
7	Qualification & Experience	BE Mechanical, MBA (Marketing)
8	Date of commencement of the employment	05.05. 2008
9	Age	53 Years
10	Last employment held	President, M/s. Minimax India Limited
11	Perçentage of equity shares held	NIL
12	Whether related to any director or manager of the Company	No

*Resigned with effect from November 30, 2009

Compliance Certificate

Tecpro Trema Limited
106, Vishwadeep Tower, Plot no. 4,
District Centre, Janak Puri, New Delhi-110058.

We have examined the registers, records, books and papers of **Tecpro Trema Limited (CIN U74999DL1999PLC188351)** as required to be maintained under the Companies Act, 1956 and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2010. In our opinion and to the best of our information and according to the examination carried out by us and explanations furnished to us by the Company, its officers and agents. We certify that in respect of the above said financial year:

1. The Company has kept and maintained all registers as stated in **Annexure-'A'** to this certificate as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure-'B'** to this certificate, with the Registrar of Companies, Regional Directors, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company, being a public limited company, has the minimum prescribed paid-up capital.
4. The board of directors duly met 6 (Six) times on 18.06.2009; 16.07.2009; 03.08.2009; 01.12.2009; 15.12.2009; 31.03.2010 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company was not required to close its Register of Members or debenture holders during the financial year.
6. The annual general meeting for the financial year ended on 31-3-2009 was held on 22nd September, 2009 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in minutes book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year under review.
8. The Company has not advanced any loan to its directors and/ or persons or firms or companies referred in the section 295 of the Act.
9. The Company has not entered into any such contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the Register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government, as the case may be.
12. The Board of Directors has not issued any duplicate certificate during the financial year.
13. The Company has:
    i. not allotted/ transferred/transmitted during the year under review.
    ii. not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
    iii. not posted warrant to any members of the Company as no dividend was declared during the financial year.
    iv. not transferred any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon to Investor Education and Protection Fund since no such amounts remained unclaimed for a period of seven years.
    v. duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of director has been duly made during the year under review.
15. The Company has not appointed any whole-time/managing director during the financial year.
16. The Company has not appointed sole-selling agent(s) during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Directors, Registrar or such other authorities prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any share or debentures or other securities during the financial year.
20. The Company has not bought back any share during the financial year.
21. There was no redemption of preference shares/debentures during the financial year.
22. There were no transaction necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited /accepted any deposits including any unsecured loans falling within the purview of sections 58A during the financial year.
24. The Company has not made any borrowing during the financial year 31st March 2009.
25. The Company has not given any guarantees or provided securities to other bodies corporate in compliance of section 372A of the Companies Act, 1956.
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.

27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
29. The Company hasn't altered the provisions of the memorandum with respect of share capital of the Company during the year under scrutiny and complied with the provisions of the Act.
30. The Company has not altered its articles of association during the financial year.
31. There was no prosecution initiated against the Company or show cause notices received by the Company, during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the year.
33. The Company was not required to deduct any contributions towards Provident Fund during the financial year.

RAJESH SHARMA & Co.
Company Secretaries
Sd/-
Rajesh Sharma
Prop.
C. P. 3529

Place: New Delhi
Date: 14.07.2010

Annexure-'A'

LIST OF REGISTER MAINTAINED BY THE COMPANY

- Members' Register/ Directors Register
- Register of Directors Shareholding
- Register of Share Transfer
- Minutes of the Board Meeting
- Minutes of the General Meeting
- Register under section 301

Annexure-'B'

FORMS AND RETURNS AS FILED BY THE COMPANY WITH THE REGISTRAR OF COMPANIES, REGIONAL DIRECTOR, CENTRAL GOVERNMENT OR OTHER AUTHORITIES DURING THE FINANCIAL YEAR ENDED 31st MARCH, 2010

Sl. No.	Form No.	Date of Filing	Receipt No.
1	66	14.10.2009	P36120483
2	23AC & ACA	19.10.2009	P36405157
3	32	21.10.2009	A71191068
4	20B	16.11.2009	P41033085

Auditors' Report

To the Members of
Tecpro Trema Limited

We have audited the attached Balance Sheet of Tecpro Trema Limited ('the Company') as at 31 March 2010, the Profit and Loss Account and the 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 ('the Order') issued by the Central Government of India in terms 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:

(a) 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;

(b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

(c) the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;

(d) 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 prescribed under the Companies (Accounting Standards) Rules, 2006 and referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable;

(e) on the basis of the written representations received from the Directors, as on 31 March 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31 March 2010 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;

(f) 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 the Balance Sheet, of the state of affairs of the Company as at 31 March 2010;

(ii) in the 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 for the year ended on that date.

For R.G.Luthra & Co.
Chartered Accountants
Sd/-

Place : Gurgaon Himanshu Kumar
Date : 14 July 2010 *Partner*
Membership No. 099953

Annexure to the Auditors' report
(Referred to in our report of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) According to the information and explanations given to us, the Company has physically verified its fixed assets during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As informed to us no material discrepancies were noticed on such verification.

(c) The fixed assets disposed off during the year were not substantial, and therefore, do not affect the going concern assumption.

(ii) (a) Inventories, except goods-in-transit have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.

(b) In our opinion, the procedures for the physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) In our opinion, the Company is maintaining proper records of inventory. As informed to us, the discrepancies noticed on verification between the physical stocks and the book records were not material.

(iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

(b) According to the information and explanations given to us, the Company has not taken any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

(iv) 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 inventories and fixed assets and with regard to the sale and purchase of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.

(v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.

(b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (a) above and exceeding the value of Rs 5 lakh with any party during the year have been made at prices which are reasonable having regard to the prevailing market prices.

(vi) The Company has not accepted any deposits from the public during the year.

(vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(viii) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records by the Company under section 209(1)(d) of the Companies Act, 1956.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Sales tax, Wealth tax, Service tax, Customs duty, Excise duty, Cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund.

There were no dues on account of cess payable under section 441A of the Companies Act, 1956, since the aforesaid provisions have not yet been made effective.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Wealth tax, Service tax, Customs duty, Excise duty, Cess and other material statutory dues were in arrears as at 31 March 2009 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues in respect of Income-tax, Wealth Tax, Service tax, Excise duty, Customs duty, and Cess which have not been deposited with the appropriate authorities on account of any dispute.

(x) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers. The Company did not have any outstanding debentures or dues to financial institutions during the year.

(xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) In our opinion and according to the information and explanations given to us, the Company is not a chit fund or a *nidhi/* mutual benefit fund/ society.

(xiv) According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.

(xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from financial institutions.

(xvi) According to the information and explanations given to us, the Company has not taken any term loan, therefore this clause is not applicable.

(xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that the funds raised on short-term basis have not been used for long-term investment.

(xviii) The Company has not made any preferential allotment of shares to the parties covered in the register maintained under Section 301 of the Companies Act, 1956.

(xix) The Company did not have any outstanding debentures during the year.

(xx) The Company has not raised any money by way of public issue during the year.

(xxi) 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 R.G.Luthra & Co.
Chartered Accountants
Sd/-
Himanshu Kumar
Partner
Membership No. 099953

Place : Gurgaon
Date : 14 July 2010

Balance Sheet as at 31 March 2010

(All amounts are in Rupees)

	Schedule No.	As at 31 March 2010	As at 31 March 2009
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	1(a)	1,500,000	1,500,000
Share application money	1(b)	10,000	10,000
		1,510,000	1,510,000
Reserve and surplus	1(c)	6,499,541	2,188,217
Loan Funds			
Unsecured loans	2		1,075,000
Deferred tax liability (net)	3	62,077	3,880
		8,071,618	4,777,097
APPLICATION OF FUNDS			
Fixed assets	4		
Gross block		843,727	532,885
Less: Accumulated depreciation		204,223	63,635
		639,504	469,250
Investments	5	5,000	5,000
Current assets, loans and advances			
Cash and bank	6(a)	1,140,450	895,989
Sundry Debtors	6(b)	93,007,333	22,196,788
Loans and advances	6(c)	420,134	506,293
Other current asset	6(d)	66,484	9,044
		94,634,401	23,608,114
Less: Current liabilities and provisions	7		
Current liabilities		84,990,695	19,135,796
Provisions		2,216,592	169,471
		87,207,287	19,305,267
Net current assets/(liabilities)		7,427,114	4,302,847
		8,071,618	4,777,097
Significant accounting policies and notes to the accounts	13		

The accompanying schedules form an integral part of the financial statements

As per our report attached

For **R.G.Luthra & Co.**
Chartered Accountants
Registration No. 006080N

Sd/-
Himanshu Kumar
Partner
Membership No.: 099953

Place: Gurgaon
Date: 14 July 2010

For and on behalf of the Board of Tecpro Trema Limited

Sd/-
Ajay Kumar Bishnoi
Director

Sd/-
Amul Gabrani
Director

Place: Gurgaon
Date: 14 July 2010

Profit and loss account for the year ended 31 March 2010

(All amounts are in Rupees)

	Schedule No	For the year ended 31 March 2010	For the year ended 31 March 2009
INCOME			
Sales and Other income	8	139,189,335	28,996,943
		139,189,335	28,996,943
EXPENDITURE			
Cost of sales	9	120,910,289	18,075,579
Employees cost	10	7,089,493	5,394,921
Administrative and selling expenses	11	4,322,934	3,520,364
Interest and bank charges	12	165,598	292,721
Depriciation	4	164,168	63,635
		132,652,482	27,347,220
Profit before taxes		6,536,853	1,649,723
Provision for taxation:			
- Income tax for current year		2,123,000	353,000
- Income tax for prior year		41,832	129,871
- Fringe Benefit tax for current year		—	103,800
- Fringe Benefit tax for prior year		2,500	100
- Deferred tax charge		58,197	3,880
Profit after taxes		4,311,324	1,059,072
Balance brought forward		1,438,217	379,145
Profit and loss account balance carried forward to the Balance Sheet		5,749,541	1,438,217
Earnings per Share at face value Rs. 10 each :	13(7)		
Basic		28.74	7.06
Diluted		28.55	7.01
Significant accounting policies and notes to the accounts	13		

The accompanying schedules form an integral part of the financial statements

As per our report attached

For **R.G.Luthra & Co.**
Chartered Accountants
Registration No. 006080N

Sd/-
Himanshu Kumar
Partner
Membership No.: 099953

Place: Gurgaon
Date: 14 July 2010

For and on behalf of the Board of Tecpro Trema Limited

Sd/-
Ajay Kumar Bishnoi
Director

Sd/-
Amul Gabrani
Director

Place: Gurgaon
Date: 14 July 2010

Cash Flow Statement for the year ended 31 March 2010

(All amounts are in Rupees)

		For the year ended 31 March 2010	For the year ended 31 March 2009
A	**Cash flow from operating activities**		
	Net profit before tax	6,536,853	1,649,723
	Adjustments for:		
	Depriciation	164,168	63,635
	Loss on sale of fixed assets	19,420	—
	Interest and bank charges	165,598	292,721
	Interest income	(117,987)	(106,201)
	Operating profit / (loss) before working capital changes	6,768,052	1,899,878
	Decrease/ (Increase) in working capital		
	(Increase)/decrease in inventories	—	
	(Increase)/decrease in sundry debtors	(70,810,545)	(22,196,788)
	(Increase) in Loans and advances	(27,497)	(185,059)
	Increase/(decrease) in current liabilities and provisions	65,995,912	17,323,781
	Cash generated from operations	1,925,922	(3,158,188)
	Direct tax paid	(410,000)	(92,759)
	Income tax refund	410,377	—
	Net cash (used in) / generated from operating activities	1,926,299	(3,250,947)
B	**Cash flow from investing activities**		
	Interest received	60,547	234,849
	Purchase of fixed and intangible assets	(395,842)	(532,885)
	Sale of fixed assets	42,000	—
	Net cash used in investing activities	(293,295)	(298,036)
C	**Cash flows from financing activities**		
	Receipt of share application money pending allotment	—	—
	Interest and bank charges paid	(165,598)	(144,776)
	Interest paid to holding company	(147,945)	—
	Loan received from holding company	—	5,075,000
	Loan repaid to holding company	(1,075,000)	(4,000,000)
	Net cash (used in) / generating from financing activities	(1,388,543)	930,224
	Net increase in cash and cash equivalents (A+B+C)	244,461	(2,618,759)
	Cash and cash equivalents at the beginning of the year	895,989	3,514,748
	Cash and cash equivalents at the end of the year	1,140,450	895,989
	Components of cash and cash equivalents:		
	Cash in hand	65,638	26,139
	Balances with scheduled banks :		
	- On current accounts	414,812	209,850
	- In other accounts	660,000	660,000
		1,140,450	895,989

Note:-
The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard - 3 "Cash Flow Statement" prescribed by the Companies (Accounting Standards) Rules, 2006.

As per our report attached

For **R.G.Luthra & Co.**
Chartered Accountants
Registration No. 006080N
Sd/-
Himanshu Kumar
Partner
Membership No.: 099953

Place: Gurgaon
Date: 14 July 2010

For and on behalf of the Board of Tecpro Trema Limited

Sd/-
Ajay Kumar Bishnoi
Director

Sd/-
Amul Gabrani
Director

Place: Gurgaon
Date: 14 July 2010

Schedules forming part of the accounts

(All amounts are in Rupees)

		As at 31 March 2010		As at 31 March 2009
Schedule 1 : Shareholder's fund				
(a) Share capital				
Authorised				
200,000 (previous year 200,000) equity shares of Rs 10 each		2,000,000		2,000,000
		2,000,000		2,000,000
Issued, subscribed and paid up				
150,000 (previous year 150,000) equity shares of Rs. 10 each fully paid up [of the above, 76,500 (previous year 76,500) equity shares are held by Tecpro Systems Limited,the holding company)		1,500,000		1,500,000
		1,500,000		1,500,000
(b) Share Application Money 1,000 (previous year 1,000) equity shares of Rs 10 each, to be issued at par.		10,000		10,000
		10,000		10,000
(c) Reserves and surplus				
General reserve				
Balance at the beginning of the year	750,000		750,000	
Additions during the year	—	750,000	—	750,000
Profit and loss account				
Balance at the beginning of the year	1,438,217		379,145	
Additions during the year	4,311,324	5,749,541	1,059,072	1,438,217
		6,499,541		2,188,217

Schedule 2 : Unsecured Loan

	As at 31 March 2010	As at 31 March 2009
Loan from Holding Company (Tecpro Systems Limited)	—	1,075,000
	—	1,075,000

Schedule 3 : Deferred tax liabilities (net) *

	As at 31 March 2010	As at 31 March 2009
Balance at the beginning of the year	3,880	—
Add: Additions/(deletion) during the year	58,197	3,880
	62,077	3,880

* Refer to note 9 of schedule 13

Schedule 4 : Fixed Assets

(Amount in Rupees)

S.No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As At 1.4.09	Additions	Sale/ Deletions	As At 31.3.10	As At 1.4.09	For the Year	Adjust- ments	As At 31.3.10	As At 31.3.10	As At 31.3.09
	Tangible Assets										
1	Office Equipment	28,700	-	28,700	-	4,208	3,945	8,153	-	-	24,492
2	Computer	402,315	153,600	56,300	499,615	35,567	76,278	15,427	96,418	403,197	366,748
	Intangible Assets										
3	Computer Software	101,870	242,242	-	344,112	23,860	83,945	-	107,805	236,307	78,010
	Total	532,885	395,842	85,000	843,727	63,635	164,168	23,580	204,223	639,504	469,250
	Previous Year	-	532,885	-	532,885	-	63,635	-	63,635	469,250	-

Schedules forming part of the accounts

(All amounts are in Rupees)

	As at 31 March 2010	As at 31 March 2009
Schedule 5 : Investments		
(Non -trade, long term, at cost)		
National saving certificate (Pledged with sales tax department)	5,000	5,000
	5,000	5,000
Schedule 6 : Current assets, loans and advances		
a) Cash and bank		
Cash in hand	65,638	26,139
Balances with scheduled banks:		
- On current accounts	414,812	209,850
- In other accounts *	660,000	660,000
	1,140,450	895,989
* Other accounts includes fixed deposit accounts Rs. 660,000 (previous year Rs.660,000).		
b) Sundry debtors (unsecured)		
Considered good		
- debts outstanding for a period exceeding six months	301,050	—
- other debts *	92,706,283	22,196,788
	93,007,333	22,196,788
* Includes Rs. 92,706,283 (previous year Rs.22,196,788) due from Tecpro Systems Limited, which is a company under the same management as defined under section 370 (1-B) of the Companies Act, 1956. Maximum amount due during the year Rs. 92,706,283 (previous year Rs. 21,847,742).		
c) Loans and advances		
Advance recoverable in cash or in kind or for value to be received	79,334	51,837
Advance Income Tax (Net of provision Rs. Nil (Previous year Rs.492,871)	—	136,156
Advance fringe benefit tax (Net of provision Rs. Nil (Previous year Rs. 105,100)	168,300	145,800
Security deposits	172,500	172,500
	420,134	506,293
d) Other current assets		
Accrued interest on fixed deposits	66,484	9,044
	66,484	9,044
Schedule 7 : Current liabilities and provisions		
Current liabilities		
Sundry creditors		
- Dues of micro and small enterprises #	—	—
- Dues of creditors other than micro and small enterprises *	84,913,297	19,054,173
Other liabilities	77,399	81,623
	84,990,695	19,135,796
Provisions		
Provision for taxation [net of advance tax and tax deducted at source Rs. 10,000 (previous year Rs. Nil)]	2,054,053	—
Provision for leave encashment	109,270	65,027
Provision for gratuity	53,269	104,444
	2,216,592	169,471

* Includes salaries payable Rs.280,407 (previous year Rs.449,095)

* Includes interest on loan payable Rs. Nil (previous year Rs. 1,47,945) to Tecpro Systems Ltd., Holding Company

\# Refer to note 6 of schedule 13

Schedules forming part of the accounts

(All amounts are in Rupees)

Schedule 8 : Sales & Other Income

	For the year ended 31 March 2010	For the year ended 31 March 2009
Sales*	139,070,844	28,890,742
Interest on fixed deposites [Gross of tax deducted at source Rs. Nil (Previous year Rs.24,719)]	57,440	106,201
Interest received on Income tax refund	60,547	—
Balances write off	504	—
	139,189,335	28,996,943

* Refer to note 3 of schedule 13

Schedule 9 : Cost of Sales

		For the year ended 31 March 2010		For the year ended 31 March 2009
Opening Stock	—		—	
Purchases*	120,910,289		18,075,579	
Less:- Closing Stock	—	120,910,289	—	18,075,579
		120,910,289		18,075,579

* Refer to note 3 of schedule 13

Schedule 10 : Employees Cost

	For the year ended 31 March 2010	For the year ended 31 March 2009
Salary and other allowances	6,746,606	4,828,802
Contribution to provident fund	342,379	322,027
Staff welfare	508	244,092
	7,089,493	5,394,921

Schedule 11 : Adminstrative and selling expenses

	For the year ended 31 March 2010	For the year ended 31 March 2009
Auditors' remuneration	99,270	90,000
Communication	188,144	169,261
Legal and professional	2,088,988	1,034,319
Printing and stationery	19,548	47,207
Rent	114,637	155,250
Rates and taxes	2,018	74,843
Travel and conveyance	1,517,997	1,312,351
Electricity expenses	21,971	21,561
Loss on sale of fixed assets	19,420	—
Advertisement and marketing	20,856	207,045
Repair and maintenance	154,133	23,692
Insurance	12,537	5,539
Freight and forwarding	—	187,655
Exchange loss	50,449	154,562
Miscellaneous expenses	12,966	37,079
	4,322,934	3,520,364

Schedule 12 : Interest and bank charges

	For the year ended 31 March 2010	For the year ended 31 March 2009
Bank charges	15,510	101,429
Interest	150,088	191,292
	165,598	292,721

Schedule 13: Significant Accounting Policies and Notes to Accounts

1. Significant Accounting Policies

(a) *Basis of accounting*

The financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting and comply with the Companies (Accounting Standards) Rules 2006, to the extent applicable.

(b) *Use of estimates*

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Differences between the estimates and actual results are recognised. Any revision to accounting estimates is recognised prospectively in current and future periods.

(c) *Revenue recognition*

Revenue from sale of goods is recognised on transfer of all significant risks and rewards of ownership in the goods to the customer.

Revenue from services is recognised on rendering of services to customers.

Interest income is recognized using the time proportion method, based on underlying interest rates.

(d) *Fixed Assets including capital work in progress*

Fixed assets including capital work in progress are stated at cost of acquisition or revalued cost plus installation cost wherever applicable less accumulated depreciation. Cost comprises the purchase price and any directly attributable costs of bringing the asset to its working condition for the intended use.

(e) *Borrowing Cost*

Financing costs relating to borrowed funds attributable to construction or acquisition of qualifying assets for the period up to the completion of construction or acquisition of such assets are included in the cost of the assets.

(f) *Impairment*

The carrying values of assets are reviewed at each reporting date to determine if there is indication of any impairment. If any indication exists, the assets' recoverable amount is estimated. For assets that are not yet available for use, the recoverable amount is estimated at each reporting date. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Profit and Loss Account. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss has been recognised.

(g) *Depreciation*

Depreciation is provided on a pro-rata basis under the straight line method. The rates of depreciation prescribed in Schedule XIV to the Companies Act, 1956 are considered as the minimum rates. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/ remaining useful life. Rates of depreciation (where different from the rates prescribed in Schedule XIV to the Companies Act, 1956) have been derived on the basis of the following estimated useful lives:

	Estimated useful life (in years)
Office equipments	6

Depreciation on additions is being provided on a pro rata basis from the date of such additions. Similarly, depreciation on assets sold/disposed off during the year /period is being provided up to the date on which such assets are sold/disposed off.

Assets costing individually Rs. 5,000 or less are depreciated fully in the year of purchase.

(h) *Provision and contingencies*

A provision is created when there is a present obligation as a result of a past event that entails a probable outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure of a contingent liability is made when there is a possible but not probable obligation or a present obligation that may, but probably will not, entail an outflow of resources. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(i) *Taxation*

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward losses under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and the written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

(j) *Leases*

Lease arrangements where the risks and rewards incident to ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rents under operating leases are recognized in the profit and loss account on a straight line basis over the lease term.

(k) *Earnings per share*

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of equity and dilutive potential equity shares outstanding during the period, except where the results would be anti-dilutive.

(l) *Employee benefit*

1. All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the Profit and Loss Account in the period in which the employee renders the related service.
2. Provident fund is a defined contribution scheme. Contributions payable to the provident fund are charged to the Profit and Loss Account.
3. Gratuity costs are defined benefits plans. The present value of obligations under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

   The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.
4. Benefits under the Company's leave encashment scheme constitute other employee benefits. The obligation in respect of leave encashment is provided on the basis on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

   The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.

(m) *Intangible assets*

Intangible assets comprise computer software. Computer software is amortised on a straight line basis over three years.

(n) *Inventories*

Inventories are valued at the lower of cost and net realisable value. Cost includes all applicable costs incurred in bringing goods to their present location and condition, determined on a first in first out basis.

(o) *Foreign currency transactions*

Foreign currency transactions are recorded at the exchange rate prevailing on the date of the respective transactions. Monetary foreign currency assets and liabilities remaining unsettled at the balance sheet date are translated at exchange rates prevailing on that date. Gains / losses arising on account of realisation / settlement of foreign currency transactions and on translation of foreign currency assets and liabilities are recognised in the Profit and Loss Account.

(p) *Events occurring after the balance sheet date*

Adjustment to assets and liabilities are made for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amount of assets and liabilities relating to condition existing at the balance sheet date.

2 Payment to auditors (excluding service tax)

(All amounts are in Rupees)

	Year ended 31 March 2010	Year ended 31 March 2009
As auditor -		
Statutory audit fee	**50,000**	50,000
Tax audit fee	**40,000**	40,000
	90,000	90,000

3 Particulars in respect of sales and purchases (All amounts are in Rupees)

Sales

Description	Units	Year ended 31 March 2010 Quantity	Year ended 31 March 2010 Value	Year ended 31 March 2009 Quantity	Year ended 31 March 2009 Value
DE Systems	Nos.	10	47,882,728	3	16,787,799
DS Systems	Nos.	8	38,960,741	2	5,894,470
Scrubber	Nos.	-	0	2	4,840,875
Compressors and receivers	Nos.	11	17,762,080	-	0
Ventilation System	Nos.	4	26,391,909	-	0
Others			8,073,386	-	1,367,598
			139,070,844		28,890,742

Purchase

Description	Units	Year ended 31 March 2010 Quantity	Year ended 31 March 2010 Value	Year ended 31 March 2009 Quantity	Year ended 31 March 2009 Value
DE Systems	Nos.	10	29,749,611	3	12,073,859
DS Systems	Nos.	8	38,223,209	2	3,660,370
Scrubber	Nos.	-	-	2	1,010,000
Compressors and receivers	Nos.	11	17,429,195	-	-
Ventilation System	Nos.	4	26,076,461	-	-
Others			9,431,813	-	1,331,350
			120,910,289		18,075,579

4 Earnings and Expenditure in foreign currency

	Year ended 31 March 2010	Year ended 31 March 2009
FOB value of exports	—	5,795,031
Expenditure (Travelling)	315,534	28,234

5 Segment reporting

Based on the nature of activities performed, which primarily relate to supply of engineering products and the dominant source and nature of risks and returns, business segment is the primary segment. However as the Company does not operate in more than one business segment, disclosures for primary segment as required under Accounting Standard 17 - "Segment Reporting" have not been given.

The geographical segment considered for secondary segment disclosures are as follows:

	Year ended 31 March 2010 Domestic	Year ended 31 March 2010 Export	Year ended 31 March 2010 Total	Year ended 31 March 2009 Domestic	Year ended 31 March 2009 Export	Year ended 31 March 2009 Total
Revenue by Geographical Market	139,070,844	-	139,070,844	22,932,742	5,958,000	28,890,742
Capital expenditure	395,842	-	395,842	532,885	-	532,885
Sundry debtors #	92,706,283	301,050	93,007,333	21,847,742	349,046	22,196,788

Other assets except sundry debtors cannot be allocated to the secondary segments

6 The Company had sought confirmation from its vendors on their status under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") which came into force from 2 October 2006. Based on the confirmations received till date, there are no suppliers identified as per provisions of MSMED Act as on 31 March 2010.

7 Earnings per share

	Year ended 31 March 2010	Year ended 31 March 2009
Net profit after tax as per Profit and Loss Account (a)	4,311,324	1,059,072
Profit attributable to equity shareholders (b)	4,311,324	1,059,072
Weighted average number of equity shares outstanding during the year (c)	150,000	150,000
Weighted average number of potential dilutive equity shares (d)	1,000	1,000
Nominal value of equity shares	10	10
Basic earnings per share (Rs) (b/c)	28.74	7.06
Diluted earnings per share (Rs) {b/(c+d)}	28.55	7.01

8 Related party disclosures

a) Related party and nature of relationship where control exists.

Holding Company	Tecpro Systems Limited
Key management personnel	Ajay Kumar Bishnoi
	Amul Gabrani

b) Related party and nature of the related party relationship with whom transactions have taken place during the year

Holding Company	Tecpro Systems Limited

c) Transactions during the current year

	Year ended 31 March 2010	Year ended 31 March 2009
Holding Company		
Sales	**139,070,844**	22,932,742
Reimbursement of cartage outwards	**69,697**	—
Loan taken	—	5,075,000
Loan repaid	**1,075,000**	4,000,000
Interest on loan taken	**150,088**	191,292
Rent expenses	**28,387**	—

d) Outstanding balance as at year end

Loan payable	—	1,075,000
Inrterest on loan payable	—	147,945
Debtors	**92,706,283**	21,847,742
Rent payable	**28,387**	—

e) Details of related parties with whom transactions exceed 10% of the class of transaction

Name of Related Party	Nature of Transaction	Year ended 31st March 2010	Year ended 31st March 2009
Tecpro Systems Limited	Sales	**139,070,844**	22,932,742
	Loan taken	—	5,075,000
	Loan repaid	**1,075,000**	4,000,000
	Interest on above loan	**150,088**	191,292
	Rent expenses	**28,387**	—

9 Deferred tax

The composition of deferred tax assets and liabilities is as follows:

	As at 31 March 2010	As at 31 March 2009
a) Deferred tax assets		
Provision for gratuity and leave encashment	**50,225**	52,367
b) Deferred tax liability		
Depreciation	**112,302**	56,247
Net deferred tax liability	**62,077**	3,880

10 Leases

Disclosure in respect of operating leases under Accounting Standard (AS) – 19 "Leases" issued by the Companies (Accounting standards) Rules,2006.

General description of the Company's operating lease arrangements:

a) The Company enters into operating lease arrangements for leasing office premises. Some of the significant terms and conditions of the arrangements are:
- agreements for premises may be terminated by either party by serving three months notice.
- the lease arrangements are renewable on the expiry of lease period.
- the Company shall not sublet, assign or part with the possession of the premises without prior written consent of the lessor.

b) Lease rent charged to the Profit and Loss Account for the period ended 31 March 2010 is Rs.1,14,637 (previous year Rs. 155,250)

11 Disclosure in respect of employee benefits under Accounting Standard (AS) – 15 (Revised) "Employee Benefits" prescribed by the Companies (Accounting Standards) Rules, 2006.

a) Defined Contribution Plans: Amount of Rs. 342,379 (previous year Rs. 322,027) pertaining to employers' contribution to Provident Fund is recognised as an expense and included in " Employee costs" in Schedule 10.

b) The discloures for gratuity cost is given below:

(i) The changes in the present value of obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	As at 31 March 2010	As at 31 March 2009
1 Present value of obligation at the beginning of the year	**104,444**	—
2 Interest cost	**8,356**	—
3 Currents service cost	**34,663**	104,444
4 Benefits paid	—	—
5 Actuarial (gain) / loss on obligation	**(94,194)**	—
6 Present value of obligation at the end of the year	**53,269**	104,444

(ii) The changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

Particulars	As at 31 March 2010	As at 31 March 2009
1 Fair value of plan assets at the beginning of the year	—	—
2 Expected return on plan assets	—	—
3 Contributions	—	—
4 Actuarial gain / (loss) on plan assets	—	—
5 Fair value of plan assets at the end of the year	—	—

(iii) Actuarial gain/ loss recognised are as follows:-

(All amounts are in Rupees)

Particulars	For the year ended 31 March 2010	For the year ended 31 March 2009
1 Actuarial gain / (loss) for the year - obligation	94,194	—
2 Actuarial gain / (loss) for the year - plan assets	—	—
3 Total gain / (loss) for the year	94,194	—
4 Actuarial gain / (loss) recognised in the year	94,194	—
5 Unrecognized actuarial gains (losses) at the end of year	—	—

(iv) The amounts recognised in Balance Sheet are as follows:-

Particulars	As at 31 March 2010	As at 31 March 2009
1 Present value of obligation as at the end of the year	53,269	104,444
2 Fair value of plan assets as at the end of the year	—	—
3 Funded / (unfunded) status	(53,269)	(104,444)
4 Excess of actual over estimated	—	
5 Net assets / (liability) recognized in balance sheet	(53,269)	(104,444)

(v) The amounts recognised in Profit and Loss Account are as follows

Particulars	For the year ended 31 March 2010	For the year ended 31 March 2009
1 Current service cost	34,663	104,444
2 Interest cost	8,356	—
3 Expected return on plan assets		—
4 Net actuarial (gain)/loss recognized in the year	(94,194)	—
5 Expenses recognised in the statement of profit and losses	(51,175)	104,444

(vi) Principal actuarial assumptions at the balance sheet date are as follows:

A. Economic Assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yeild available on the Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate takes account of inflation, seniority, promotion and other relevant factors on long term basis.

Particulars	For the year ended 31 March 2010	For the year ended 31 March 2009
1. Discount rate	8.00%	7.00%
2. Salary growth rate	7.00%	7.00%

B. Demographic Assumption

1. Retirement Age	60 Years	
2. Mortality table	LIC (1994-96) duly modified	
3. Withdrawal Rates	Ages	Withdrawal Rate (%)
	Upto 30 Years	3%
	Between 31-44 Years	2%
	Above 44 Years	1%

(vi) General description of gratuity plan:

Gratuity Plan (Defined benefit plan)

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days salary (includes dearness allowance) last drawn for each completed year of service. The same is payable on termination of service, or retirement, or death whichever is earlier. The benefits vests after five years of continuous service. The Company has set a limit of Rs. 350,000 per employee.

12 The Company's exposure in respect of foreign currency denominated assets and liabilities not hedged by derivative instruments or otherwise are as follows-:

Particulars	As at 31 March 2010	As at 31 March 2009
Assets		
US $ 6,690 (previous year US $ 6,690)	301,050	349,046

13 Previous year's figures have been regrouped or rearranged, wherever found necessary.

For and on behalf of the Board of
Tecpro Trema Limited

Place : Gurgaon	Sd/-	Sd/-
Date : 14 July 2010	**Ajay Kumar Bishnoi**	**Amul Gabrani**
	Director	*Director*

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(As per Schedule VI, Part (iv) of the Companies Act, 1956)

I. Registration details

Registration no.	188351	State code	55
Balance Sheet date	31 (Date) 03 (Month) 2010 (Year)		

II. Capital raised during the year (Amount in Rs. thousands)

Public Issue	-	Rights issue	-
Bonus Issue	-	Private placement*	-

III. Position of mobilization and deployment of funds (Amount in Rs. thousands)

Total liabilities	95,279	Total assets	95,279
Sources of funds			
Paid - up capital	1,500	Reserves & surplus	6,500
Secured loans	-	Unsecured loans	-
Deferred tax liability (net)	62	Share application money, pending allotment	10
Application of funds			
Net fixed assets	640	Investments	5
Net current assets	7,427	Miscellaneous expenditure	-
Accumulated losses	-	Deferred tax asset (net)	-

IV. Performance of Company (Amount in Rs. thousands)

Turnover	139,189	Total expenditure	132,652
Profit before tax	6,537	Profit after tax	4,311

V. Generic names of three principal products / Services of Company (As per monetary terms)

Item code (ITC code)	-	Product description	-
	-		-
	-		-

For and on behalf of the Board of
Tecpro Trema Limited

Sd/-	Sd/-
Ajay Kumar Bishnoi	**Amul Gabrani**
Director	*Director*

Place : Gurgaon
Date : 14 July 2010

Directors' Report

Dear Members,

Your Directors have immense pleasure in presenting the Third Annual Report together with the Audited Annual Accounts for the financial year ending March 31, 2010.

OPERATIONS

During the financial year 2009-10, the Company has not been able to fetch any income as the Company was not operational. During the said period, the Company incurred a net loss of Rs. 769,752/- as against net loss of Rs. 1,113,228/- incurred during the Financial Year 2008-09.

DIVIDEND

Since the company has incurred losses during the year, the Board of Directors of your Company does not propose any dividend for the financial year ended March 31, 2010.

DIRECTORS

Mr. G. Palani Kumar, Director retires by rotation at the forthcoming Annual General Meeting, and being eligible, offers himself for re-appointment.

AUDIT REPORT

The observations of the Auditors are self-explanatory and do not require any comment from directors.

AUDITORS

M/s R. G. Luthra & Co., Chartered Accountants, the Statutory Auditors, hold office until the conclusion of the Annual General Meeting and being eligible, offer themselves for re-appointment. A certificate has been received from the Auditors to the effect that their appointment, if made would be within the limit prescribed under Section 224(1B) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

None of the employee of the Company was in receipt of remuneration exceeding the limits provided in Companies (Particulars of Employees) Rules, 1975. Therefore, particulars required to be disclosed under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 are not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:-

(i) that in the preparation of the Annual Accounts for the financial year ended March 31, 2010, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) that the directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for the year ended March 31, 2010 and of the profit or loss of the company for that period;

(iii) that the directors had taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act,1956 for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; and

(iv) that the directors had prepared the accounts for the financial year ended March 31, 2010 on a going concern basis.

CONSERVATION OF ENERGY, R & D AND TECHNOLOGY ABSORPTION

Your Company is not engaged in any activity requiring disclosure under this clause. Hence, provisions with respect to conservation of energy as per 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.

FORIEGN EXCHANGE EARNING & OUTGO

There was no foreign exchange earnings and outgo during the year under review.

ACKNOWLEDGEMENT

Your Directors take this opportunity to offer their sincere thanks to the various Departments of Central and State Government, Banks and suppliers for their continued valuable support and cooperation.

For and on behalf of the Board of
Bikaner Waste Processing Company Private Limited

Place : Gurgaon	Sd/- P. V. Krishnakumar Director	Sd/- G. Palani Kumar Director
Date : July 14, 2010		

Auditors' Report

To the Members of
Bikaner Waste Processing Company Private Limited

We have audited the attached Balance Sheet of Bikaner Waste Processing Company Private Limited ('the Company') as at 31 March 2010, the Profit and Loss Account and the 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.

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

(a) 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;

(b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

(c) the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;

(d) 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 prescribed under the Companies (Accounting Standards) Rules, 2006 and referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable;

(e) on the basis of the written representations received from the Directors, as on 31 March 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31 March 2010 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;

(f) 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 the Balance Sheet, of the state of affairs of the Company as at 31 March 2010;

    (ii) in the case of the Profit and Loss Account, of the loss of the Company 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 R.G.Luthra & Co.
Chartered Accountants
Registration No. 006080N
Sd/-
CA Himanshu Kumar
Partner
Membership No. 099953

Place : Gurgaon
Date : 14 July 2010

Balance Sheet as at 31 March 2010

(All amounts are in Rupees)

	Schedule No.	As at 31 March 2010	As at 31 March 2009
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	1	300,000	300,000
Share application money	2	485,000	—
Loan funds			
Unsecured loans	3	5,127,601	4,591,163
		5,912,601	4,891,163
APPLICATION OF FUNDS			
Current assets, loans and advances			
Cash and bank	4(a)	93,361	84,116
Loans and advances	4(b)	16,329	6,667
		109,690	90,783
Less: Current liabilities and provisions			
Current liabilities	5	123,612	356,391
		123,612	356,391
Net current assets/(liabilities)		(13,922)	(265,608)
Profit & Loss Account		5,926,523	5,156,771
		5,912,601	4,891,163
Significant accounting policies and notes to accounts	8		

The accompanying schedules form an integral part of the financial statements

As per our report attached

For **R.G.Luthra & Co.**
Chartered Accountants
Registration No. 006080N

Sd/-
CA Himanshu Kumar
Partner
Membership No.: 099953

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of
Bikaner Waste Processing Company Private Limited

Sd/-
P.V.K. Kumar
Director

Sd/-
G. Palani Kumar
Director

Place : Gurgaon
Date : 14 July 2010

Profit and loss account for the year ended 31 March 2010

(All amounts are in Rupees)

	Schedule No	For the year ended 31 March 2010	For the year ended 31 March 2009
INCOME		—	—
		—	—
EXPENDITURE			
Administrative and selling expenses	6	189,596	533,424
Finance charges	7	580,156	579,804
		769,752	1,113,228
Profit / (loss) before taxes		(769,752)	(1,113,228)
Profit / (loss) after taxes		(769,752)	(1,113,228)
Balance brought forward		(5,156,771)	(4,043,543)
Profit and loss account balance carried forward to the Balance Sheet		(5,926,523)	(5,156,771)
Earnings per Share at face value Rs. 10 each	8(5)		
Basic		(25.66)	(110.11)
Diluted		(25.66)	(110.11)
Significant accounting policies and notes to accounts	8		

The accompanying schedules form an integral part of the financial statements

As per our report attached

For **R.G.Luthra & Co.**
Chartered Accountants
Registration No. 006080N

Sd/-
CA Himanshu Kumar
Partner
Membership No.: 099953

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of
Bikaner Waste Processing Company Private Limited

Sd/-
P.V.K. Kumar
Director

Sd/-
G. Palani Kumar
Director

Place : Gurgaon
Date : 14 July 2010

Cash Flow Statement for the year ended 31 March 2010

(All amounts are in Rupees)

		For the year ended 31 March 2010	For the year ended 31 March 2009
A	**Cash flow from operating activities**		
	Net profit before tax	(769,752)	(1,113,228)
	Adjustments for:		
	Interest expense	580,156	578,954
	Operating profit / (loss) before working capital changes	(189,596)	(534,274)
	Decrease/ (Increase) in working capital		
	(Increase)/decrease in loans and advances	(9,662)	(6,667)
	Increase/(decrease) in current liabilities and provisions	(232,779)	345,155
	Cash generated from operations	(432,037)	(195,786)
	Net cash (used in) / generated from operating activities	(432,037)	(195,786)
B	**Cash flow from investing activities**		
	Net cash used in investing activities	—	—
C	**Cash flows from financing activities**		
	Issue of equity share capital	—	200,000
	Share application money pending allotment	485,000	—
	Proceeds from long-term borrowings	—	210,000
	Proceed of loan from others	15,000	—
	Interest paid	(58,718)	(131,191)
	Net cash (used in) / generating from financing activities	441,282	278,809
	Net increase in cash and cash equivalents (A+B+C)	9,245	83,023
	Cash and cash equivalents at the beginning of the year	84,116	1,093
	Cash and cash equivalents at the end of the year	93,361	84,116
	Components of cash and cash equivalents:		
	Cash in hand	8,383	9,943
	Balances with scheduled banks:		
	- On current accounts	84,978	74,173
		93,361	84,116

Note:

The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard - 3 "Cash Flow Statement" prescribed by the Companies (Accounting Standards) Rules, 2006.

As per our report attached

For **R.G.Luthra & Co.**
Chartered Accountants
Registration No. 006080N

Sd/-
CA Himanshu Kumar
Partner
Membership No.: 099953

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of
Bikaner Waste Processing Company Private Limited

Sd/-
P.V.K. Kumar
Director

Sd/-
G. Palani Kumar
Director

Place : Gurgaon
Date : 14 July 2010

Schedules forming part of the accounts

(All amounts are in Rupees)

	As at 31 March 2010	As at 31 March 2009
Schedule 1 : Share capital		
Authorised		
500,000 (Previous year 500,000) equity shares of Rs 10 each	5,000,000	5,000,000
	5,000,000	5,000,000
Issued, subscribed and paid up		
30,000 (Previous year 30,000) equity shares of Rs. 10 each fully paid up	300,000	300,000
	300,000	300,000
Schedule 2 : Share Application Money		
Equity share application money pending allotment in respect of 48,500 (previous year Nil shares) shares of face value Rs. 10 each to be issued at par [All the above received from Tecpro Systems Limited, the holding company]	485,000	—
	485,000	—
Schedule 3 : Unsecured Loan		
Loan from Holding Company (Tecpro Systems Limited) *	5,107,601	4,586,163
Loan from Directors	5,000	5,000
Loan from Others#	15,000	—
	5,127,601	4,591,163

* Includes interest on loan amounting Rs. 969,201 (Previous year Rs. 447,763) to Holding Company (i.e. Tecrpo Systems Ltd.). Maximum amount due during the year Rs. 5,107,601 (Previous year Rs. 4,586,163)

Includes Rs. 15,000 (Previous Year Rs. Nil) taken from fellow subsidiary, Ajmer Waste Processing Company Private Limited. Maximum amount due during the year Rs. 15,000 (Previous year Rs. Nil)

	As at 31 March 2010	As at 31 March 2009
Schedule 4 : Current assets, loans and advances		
(a) Cash and bank		
Cash in hand	8,383	9,943
Balances with scheduled banks:		
- On current accounts	84,978	74,173
	93,361	84,116
(b) Loans and advances		
(Unsecured and considered good)		
Advances recoverable in cash or in kind or for value to be received	16,329	6,667
	16,329	6,667
Schedule 5 : Current liabilities and provisions		
Current liabilities		
Sundry creditors		
- Total outstanding dues of micro and small enterprises #	—	—
- Total outstanding dues of creditors other than micro and small enterprises	109,326	225,200
Other Liabilities	14,286	131,191
	123,612	356,391

Refer to note 4 of schedule 9

Schedules forming part of the accounts

(All amounts are in Rupees)

Schedule 6 : Administrative and selling expenses

	For the year ended 31 March 2010	For the year ended 31 March 2009
Auditors' remuneration	16,030	10,000
Advertisement and publicity	17,600	—
Conveyance charges	3,532	—
Telephone expenses	25	—
Printing and stationery	2,855	900
Rates and taxes	5,110	128,627
Legal and professional	105,888	360,564
Travelling expenses	8,218	—
Lease rental charges	30,338	33,333
	189,596	533,424

Schedule 7 : Finance charges

Bank charges	780	850
Other Interest	579,376	578,954
	580,156	579,804

Schedule 8 : Significant Accounting Policies and Notes to the Accounts

Background

Bikaner Waste Processing Company Private Limited is primarily engaged to promote, own, acquire, construct, erect, maintain, improve, manage, operate, alter, carry on, control, take on lease and render assistance in the construction, erection and maintenance, improvement or working of any industry, company, venture and systems or scheme; in the area of processing of municipal waste by technologies such as refused derived fuel, clean development mechanism, composting, biomethanation, sewage treatment plant or any other technology available at the time in the renewable sector, and produce power.

During the period, the Company has no income from commercial operation.

1. **Significant Accounting Policies**

(a) *Basis of accounting*

The financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting and comply with the Companies (Accounting Standards) Rules 2006, to the extent applicable.

(b) *Use of estimates*

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Differences between the estimates and actual results are recognised. Any revision to accounting estimates is recognised prospectively in current and future periods.

(c) *Revenue recognition*

During the period neither any sales were made nor any services rendered to the customers.

(d) *Fixed Assets including capital work in progress*

Fixed assets including capital work in progress are stated at cost of acquisition or revalued cost plus installation cost wherever applicable less accumulated depreciation. Cost comprises the purchase price and any directly attributable costs of bringing the asset to its working condition for the intended use. However, the Company does not own any fixed asset.

(e) *Borrowing Cost*

Financing costs relating to borrowed funds attributable to construction or acquisition of qualifying assets for the period up to the completion of construction or acquisition of such assets are included in the cost of the assets. However, as per information and explanation given to us, the company did not borrow any fund for qualifying assets.

(f) *Impairment*

The carrying values of assets are reviewed at each reporting date to determine if there is indication of any impairment. If any indication exits, the assets' recoverable amount is estimated. For assets that are not yet available for use, the recoverable amount is estimated at each reporting date. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Profit and Loss Account. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss has been recognised.

(g) Depreciation

Depreciation is provided on a pro-rata basis under the straight line method at rates of depreciation prescribed in Schedule XIV to the Companies Act, 1956. However, nil depreciation was charged during the period.

(h) Foreign currency transactions

Foreign currency transactions are recorded at the exchange rate prevailing on the date of the respective transactions. Monetary foreign currency assets and liabilities remaining unsettled at the balance sheet date are translated at the rates of exchange prevailing on that date. Gains / losses arising on account of realisation / settlement of foreign currency transactions and on translation of foreign currency assets and liabilities (except gains / losses in respect of foreign currency liabilities relating to imported fixed assets) are recognised in the Profit and Loss Account. Gains / losses arising on translation of foreign currency liabilities relating to imported fixed assets are adjusted in the cost of the respective fixed assets. However, no foreign currency transaction was recognised.

(i) Provision and contingencies

A provision is created when there is a present obligation as a result of a past event that entails a probable outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure of a contingent liability is made when there is a possible but not probable obligation or a present obligation that may, but probably will not, entail an outflow of resources. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(j) Taxation

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward losses under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Since, as per management, there is no reasonable certainity of reversal of deferred tax asset/liability, no deferred tax asset/liability is recognised during the period. Deferred tax assets are reviewed as at each balance sheet date and the written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

(k) Leases

Lease arrangements where the risks and rewards incident to ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rents under operating leases are recognized in the profit and loss account on a straight line basis over the lease term.

(l) Earnings per share

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of equity and dilutive potential equity shares outstanding during the period, except where the results would be anti-dilutive.

(m) Retirement benefits

Retirement benefits to employees comprise provident fund, superannuation fund, gratuity and leave encashment, which are not payable as on 31.03.2010 and the company has not provided for the same.

(n) Events occurring after balance sheet date

Adjustment to assets and liabilities are made for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amount of assets and liabilities relating to condition existing at the balance sheet date.

(All amounts are in Rupees)

		Year ended 31 March 2010	Year ended 31 March 2009
2	**Payment to auditors (excluding service tax)**		
	As auditor -		
	Audit fees	**15,000**	10,000
		15,000	10,000

3 **Segment reporting**

As the Company has not started its commercial production, disclosure required under AS-17 "Segment Reporting" have not been given.

4 The Company had sought comfirmation from its vendors on their status under Micro, Small and Medium Enterprises Development

Act, 2006 ("MSMED Act") which came into force from 2 October 2006. Based on the confirmations received till date, there are no suppliers identified as per provisions of MSMED Act as on 31 March 2010.

5 **Earnings per share** (All amounts are in Rupees)

	Year ended 31 March 2010	Year ended 31 March 2009
Net profit after tax as per Profit and Loss Account (a)	(769,752)	(1,113,228)
Profit attributable to equity shareholders (b)	(769,752)	(1,113,228)
Weighted average number of equity shares outstanding during the period (c)	30,000	10,110
Weighted average number of potential dilutive equity shares (d)	39,860	12,329
Nominal value of equity shares	10	10
Basic earnings per share (Rs.)	(25.66)	(110.11)
Diluted earnings per share (Rs.)	(25.66)	(110.11)

6 **Related party disclosures**

a) Related party and nature of relationship where control exists.

Holding Company

Tecpro Systems Limited

Fellow Subsidiary

Ajmer Waste Processing Company Private Limited

Key management personnel

T K Gunasekaran

G Palani Kumar

P.V.K.Kumar

b) Related party and nature of the related party relationship with whom transactions have taken place during the year

Holding Company	Tecpro Systems Limited
Fellow Subsidiary	Ajmer Waste Processing Company Private Limited
Key management personnel	G. Palani Kumar

c) Transactions during the current year

	Holding Company	Fellow subsidiary	Key management personnel
Interest expenses	579,376	-	-
	(578,954)	(-)	(-)
Loan taken	-	15,000	-
	(-)	(-)	(5,000)
Share application money pending allotment received	485,000	-	-
	(-)	(-)	(-)

d) Outstanding balance as at year end

	Holding Company	Fellow subsidiary	Key management personnel
Loan payable	4,138,400	15,000	5,000
	(4,138,400)	(-)	(5,000)
Interest on loan payable	969,201	-	-
	(447,763)	(-)	(-)
Share application money pending allotment	485,000	-	-
	(-)	(-)	(-)

Figures in bracket refer to previous year

e) Details of related parties with whom transactions exceed 10% of the class of transaction.

Name of Related Party	**Nature of Transaction**	**Year ended 31 March 2010**	Year ended 31 March 2009
Tecpro Systems Limited	Loan taken	—	205,000
Tecpro Systems Limited	Interest expenses	579,376	578,954
Ajmer Waste Processing Company Private Limited	Loan taken	15,000	—
Tecpro Systems Limited	Share application money pending allotment	485,000	—

7 Previous year's figures have been regrouped or rearranged, wherever found necessary.

For and on behalf of the Board of
Bikaner Waste Processing Company Private Limited

Place : Gurgaon	Sd/- **P.V.K. Kumar** *Director*	Sd/- **G.Palani Kumar** *Director*
Date : 14 July 2010		

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(As per Schedule VI, Part (iv) of the Companies Act, 1956)

I. Registration details

Registration no.	23981	State code	17
Balance Sheet date	31 (Date) 03 (Month) 2010 (Year)		

II. Capital raised during the year (Amount in Rs. thousands)

Public Issue	-	Rights issue	-
Bonus Issue	-	Private placement	-

III. Position of mobilization and deployment of funds (Amount in Rs. thousands)

Total liabilities	6,036	Total assets	6,036
Sources of funds			
Paid - up capital	300	Reserves & surplus	-
Secured loans	-	Unsecured loans	5,128
Deferred tax liability (net)		Share application money, pending allotment	485
Application of funds			
Net fixed assets	-	Investments	-
Net current assets	(14)	Miscellaneous expenditure	-
Accumulated losses	5,927	Deferred tax asset (net)	-

IV. Performance of Company (Amount in Rs. thousands)

Turnover	-	Total expenditure	770
Profit before tax	(770)	Profit after tax	(770)
Basic earning per share in Rs.	(25.66)	Dividend rate %	-
Diluted earning per share in Rs.	(25.66)		

V. Generic names of three principal products / Services of Company (As per monetary terms)

Item code	-	Product description	
(ITC code)	-		-
	-		-

For and on behalf of the Board of
Bikaner Waste Processing Company Private Limited

Place : Gurgaon	Sd/- **P.V.K. Kumar** *Director*	Sd/- **G.Palani Kumar** *Director*
Date : 14 July 2010		

Directors' Report

Dear Members,

Your Directors have immense pleasure in presenting the Fourth Annual Report together with the Audited Annual Accounts for the financial year ending March 31, 2010.

FINANCIAL HIGHLIGHTS

The financial results of the Company for the year ended March 31, 2010 and March 31, 2009 are set forth below:

(Amount in Rupees)

Particulars	March 31, 2010	March 31, 2009
Income	**38,336**	35,833
Expenditure	**2,153,780**	2,042,894
Profit/(Loss) before tax	**(2,115,444)**	(2,007,061)
Less: Provision for tax	**—**	—
Fringe Benefit Tax	**200**	5,680
Profit/(Loss) after tax	**(2,115,644)**	(2,012,741)
Balance brought forward	**(8,740,949)**	(6,728,208)
P & L Balance carried forward to the Balance Sheet	**(10,856,593)**	(8,740,949)

DIVIDEND

Since the Company has incurred losses during the year, the Board of Directors of your Company does not propose any dividend for the financial year ended March 31, 2010.

DIRECTORS

Mr. Sharad Tikamdas Kabra, Director retires by rotation at the forthcoming Annual General Meeting, and being eligible, offers himself for re-appointment.

AUDIT REPORT

The observations of the Auditors are self-explanatory and do not require any comment from directors.

AUDITORS

M/s R. G. Luthra & Co., Chartered Accountants, the Statutory Auditors, hold office until the conclusion of the Annual General Meeting and being eligible, offer themselves for re-appointment. A certificate has been received from the Auditors to the effect that their appointment, if made would be with in the limit prescribed under section 224(1B) of the Companies Act, 1956.

COMPLIANCE CERTIFICATE

As required under section 383A of the Companies Act, 1956 read with Companies (Compliance Certificate) Rules, 2001, the Company has obtained a Compliance Certificate from Suresh Gupta & Associates, Company Secretaries, which is attached with the Directors' Report.

PARTICULARS OF EMPLOYEES

None of the employee of the Company was in receipt of remuneration exceeding the limits provided in the Companies (Particulars of Employees) Rules, 1975. Therefore, particulars required to be disclosed under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 are not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:-

(i) that in the preparation of the Annual Accounts for the financial year ended 31st March 2010, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) that the directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for the year ended 31st March, 2010 and of the profit or loss of the company for that period;

(iii) that the directors had taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act,1956 for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; and

(iv) that the directors had prepared the accounts for the financial year ended 31st March, 2010 on a going concern basis.

CONSERVATION OF ENERGY, R & D AND TECHNOLOGY ABSORPTION

Your Company is not engaged in any activity requiring disclosure under this clause. Hence, provisions with respect to conservation of energy as per 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.

FOREIGN EXCHANGE EARNINGS & OUTGO

There was no foreign exchange earnings and outgo during the year under review.

ACKNOWLEDGEMENT

Your Directors take this opportunity to offer their sincere thanks to the various Departments of Central and State Government, Banks and suppliers for their continued valuable support and cooperation.

On behalf of the Board of Directors

	Sd/-	Sd/-
Place : Gurgaon	P.V. Krishnakumar	G. Palani Kumar
Date : 14.07.2010	Director	Director

Compliance Certificate

The Members,
Ajmer Waste Processing Company Pvt. Ltd.,
Sanderiya Landfill Site, Municipal Grounds,
Ajmer-Jaipur Road, Jaipur Byepass Road,
Sanderiya Village, Ajmer,
Rajasthan-305 001

We have examined the registers, records, books and papers of **Ajmer Waste Processing Company Private Ltd. (CIN U90002RJ2006PTC023441)** as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there-under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2010. In our opinion and to the best of our information and according to the examination carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the above said financial year:

1. The Company has kept and maintained all registers as stated in **Annexure-'A'** to this certificate as per the provisions and the rules made there-under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure-'B'** to this certificate, with the Registrar of Companies, Regional Directors, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there-under.
3. The Company, being a private limited Company, has the minimum prescribed paid-up capital.
4. The Board of Directors duly met 6 (Six) times on 11.06.2009, 16.07.2009, 03.08.2009, 30.09.2009, 30.11.2009 and 30.03.2010 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed.
5. The Company was not required to close its Register of Members during the financial year.
6. The Annual General Meeting for the financial year ended on 31.03.2009 was held on 15.09.2009 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in minutes book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. The Company has not advanced any loan to its directors and/or persons or firms or companies referred in the section 295 of the Act.
9. The Company has not entered into any such contracts falling within the preview of section 297 of the Act.
10. The Company has made necessary entries in the Register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government, as the case may be.
12. The Board of Directors has not issued any duplicate certificate during the financial year.
13. The Company has:
    (i) not received any request for share transfer/transmission;
    (ii) not deposited any amount in a separate Bank Account as no dividend was declared during the financial year;
    (iii) not posted warrant to any members of the Company as no dividend was declared during the financial year;
    (iv) not transferred any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon to Investor Education and Protection Fund since no such amounts remained unclaimed for a period of seven years;
    (v) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted.
15. The Company has not appointed any whole time/managing director during the financial year.
16. The Company has not appointed sole-selling agent(s) during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, and Regional Directors, Registrar or such other authorities prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there-under.
19. The Company has not issued any shares/debentures/other securities during the financial year.
20. The Company has not bought back any share during the financial year.
21. There was no redemption of preference shares/debentures during the financial year.
22. There were no transaction necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of sections 58A during the financial year.

24. the amount borrowed by the Company from directors, members, public, financial institutions, banks and others during the financial year ending March 2010 is/are within the borrowing limits of the company and that necessary resolutions as per section 293(1)(d) of the Act have been passed in duly convened annual/extraordinary general meeting.
25. The Company has not made loans and investments, or given guarantees or provided securities to other bodies corporate.
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against the Company or show cause notices received by the Company, during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the year.
33. The Company has not deducted any contributions towards Provident Fund during the financial year.

Sd/-
For Suresh Gupta & Associates
Company Secretaries

Place : New Delhi
Date : 14.07.2010

Suresh Gupta
C. P. 5204

Annexure-A

Registers as maintained by the Company

Statutory Registers

Records Maintained

- Members Register/Directors Register
- Register of Directors Shareholding
- Register of Share Transfer
- Minutes of the Board Meeting
- Minutes of General Meeting
- Register under Section 301

Annexure-B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the Financial year ending on 31st March, 2010.

Sl. No.	Form No.	Date of Filing	Receipt No. (SRN)
1	23AC & 23ACA	14.10.2009	P36097475
2	66	14.10.2009	P36080166
3	32	06.11.2009	P72197627
4	32	07.11.2009	A72249741
5	20B	10.11.2009	P40375693

Auditors' Report

To the Members of
Ajmer Waste Processing Company Private Limited

1 We have audited the attached Balance Sheet of Ajmer Waste Processing Company Private Limited ('the Company') as at 31 March 2010, the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date ('financial statements'), 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.

2 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.

3 Further, we report that:

(a) 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;

(b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

(c) the Balance Sheet , the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;

(d) 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 prescribed under the Companies (Accounting Standards) Rules, 2006 and referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable;

(e) on the basis of written representations received from the directors, as on 31 March 2010 and taken on records by the Board of Directors, we report that none of the directors is disqualified as on 31 March 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

(f) 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 the Balance Sheet, of the state of affairs of the Company as at 31 March 2010;

(ii) in the case of the Profit and Loss Account, of the loss of the Company 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 **R.G.Luthra & Co.**
Chartered Accountants
Registration No. 006080N
Sd/-
CA Himanshu Kumar
Partner
Membership No.: 099953

Place : Gurgaon
Date : 14 July 2010

AJMER WASTE PROCESSING COMPANY PRIVATE LIMITED

Balance Sheet as at 31 March 2010

(All amounts are in Rupees)

	Schedule No.	As at 31 March 2010	As at 31 March 2009
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	1	**1,000,000**	1,000,000
Loan funds			
Unsecured loans	2	**14,854,548**	11,554,227
		15,854,548	12,554,227
APPLICATION OF FUNDS			
Fixed assets			
Capital work in progress		**4,553,911**	3,079,657
		4,553,911	3,079,657
Current assets, loans and advances			
Cash and bank	3(a)	**533,646**	479,127
Loans and advances	3(b)	**189,130**	306,175
Other current assets	3(c)	**72,095**	39,583
		794,871	824,885
Less: Current liabilities and provisions			
Current liabilities	4(a)	**350,827**	89,964
Provisions	4(b)		1,300
		350,827	91,264
Net current assets/(liabilities)		**444,044**	733,621
Profit & Loss Account		**10,856,593**	8,740,949
		15,854,548	12,554,227
Significant accounting policies and notes to accounts	9		

The accompanying schedules form an integral part of the financial statements

As per our report attached

For **R.G.Luthra & Co.**
Chartered Accountants
Registration No. 006080N

Sd/-
CA Himanshu Kumar
Partner
Membership No.: 099953

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of
Ajmer Waste Processing Company Private Limited

Sd/-
P.V.K.Kumar
Director

Sd/-
G.Palani Kumar
Director

Place : Gurgaon
Date : 14 July 2010

Profit and loss account for the year ended 31 March 2010

(All amounts are in Rupees)

	Schedule No.	For the year ended 31 March 2010	For the year ended 31 March 2009
INCOME			
Other income	5	38,336	35,833
		38,336	35,833
EXPENDITURE			
Personnel costs	6	313,200	283,500
Administrative and selling expenses	7	189,170	408,750
Finance charges	8	1,651,410	1,350,644
		2,153,780	2,042,894
Profit / (loss) before taxes		(2,115,444)	(2,007,061)
- Fringe benefit tax			5,500
- Fringe benefit tax for prior year		200	180
Profit / (loss) after taxes		(2,115,644)	(2,012,741)
Balance brought forward		(8,740,949)	(6,728,208)
Profit and loss account balance carried forward to the Balance Sheet		(10,856,593)	(8,740,949)
Earnings per Share at face value Rs. 10 each :	9(6)		
Basic		(21.16)	(20.13)
Diluted		(21.16)	(20.13)
Significant accounting policies and notes to accounts	9		

The accompanying schedules form an integral part of the financial statements

As per our report attached

For **R.G.Luthra & Co.**
Chartered Accountants
Registration No. 006080N

Sd/-
CA Himanshu Kumar
Partner
Membership No.: 099953

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of
Ajmer Waste Processing Company Private Limited

Sd/-
P.V.K.Kumar
Director

Sd/-
G.Palani Kumar
Director

Place : Gurgaon
Date : 14 July 2010

Cash Flow Statement for the year ended 31 March 2010

(All amounts are in Rupees)

		For the year ended 31 March 2010	For the year ended 31 March 2009
A	**Cash flow from operating activities**		
	Net profit before tax	**(2,115,444)**	(2,007,061)
	Adjustments for:		
	Finance charges	**1,651,410**	1,350,644
	Interest income	**(38,336)**	(35,833)
	Operating profit / (loss) before working capital changes	**(502,370)**	(692,250)
	Decrease/ (Increase) in working capital		
	(Increase) / Decrease in loans and advances	**123,869**	(126,394)
	Increase / (Decrease) in current liabilities and provisions	**260,863**	(201,269)
	Cash (used in) / generated from operations	**(117,638)**	(1,019,913)
	Direct tax paid	**(6,824)**	(7,382)
	Fringe benefit tax paid	**(1,500)**	(5,000)
	Net cash (used in) / generated from operating activities	**(125,962)**	(1,032,295)
B	**Cash flow from investing activities**		
	Purchase of fixed assets (including capital work in progress)	**(1,474,254)**	(2,057,644)
	Interest received	**5,824**	7,382
	Net cash used / generated in investing activities	**(1,468,430)**	(2,050,262)
C	**Cash flow from financing activities**		
	Share application money pending allotment	**—**	(5,000)
	Proceeds from long-term borrowings	**1,860,000**	3,165,000
	Finance charges paid	**(211,089)**	(357,626)
	Net cash (used in) / generating from financing activities	**1,648,911**	2,802,374
	Net increase in cash and cash equivalents (A+B+C)	**54,519**	(280,183)
	Cash and cash equivalents at the beginning of the year	**479,127**	759,310
	Cash and cash equivalents at the end of the year	**533,646**	479,127
	Components of cash and cash equivalents:		
	Cash in hand	**3,176**	3,376
	Balances with scheduled banks:		
	- On current accounts	**130,470**	75,751
	- In other accounts	**400,000**	400,000
		533,646	479,127

Note:-

1. The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard - 3 "Cash Flow Statement" prescribed by the Companies (Accounting Standards) Rules, 2006.
2. Cash and cash equivalent Rs. 400,000 on account of margin money deposit which are not available for use by the Company.

As per our report attached

For **R.G.Luthra & Co.**
Chartered Accountants
Registration No. 006080N

Sd/-
CA Himanshu Kumar
Partner
Membership No.: 099953

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of
Ajmer Waste Processing Company Private Limited

Sd/-
P.V.K.Kumar
Director

Sd/-
G.Palani Kumar
Director

Place : Gurgaon
Date : 14 July 2010

Schedules forming part of the accounts

(All amounts are in Rupees)

	As at 31 March 2010	As at 31 March 2009

Schedule 1 : Share capital

Authorised		
100,000 (previous year 100,000) equity shares of Rs 10 each	1,000,000	1,000,000
	1,000,000	1,000,000
Issued, subscribed and paid up		
100,000 (previous year 100,000) equity shares of Rs.10 each fully paid up	1,000,000	1,000,000
[Of the above, 51,000 (previous year 51,000) equity shares are held by Zoom Developers Private Limited, the holding company]		
[Of the above, 49,000 (previous year 49,000) equity shares are held by Tecpro Systems Limited, the holding company, by virtue of controlling the composition of Board of Directors]		
	1,000,000	1,000,000

Schedule 2 : Unsecured Loan

Loan from Holding Company (Tecpro Systems Limited)*	14,854,548	11,554,227
	14,854,548	11,554,227

*Includes Interest on loan payable to holding company i.e Tecpro Systems Limited of Rs. 2,478,548 (previous year Rs. 1,038,227). Maximum amount due during the year Rs. 14,854,548 (previous year Rs. 11,554,227)

Schedule 3 : Current assets, loans and advances

(a) Cash and bank		
Cash in hand	3,176	3,376
Balances with scheduled banks:		
- On current accounts	130,470	75,751
- In other accounts *	400,000	400,000
	533,646	479,127

* Other accounts comprises of margin money accounts Rs 4,00,000 (previous year Rs.4,00,000) Margin money is against a guarantee issued by the bank on behalf of the Company.

(b) Loans and advances		
(Unsecured and considered good)		
Advance recoverable in cash or in kind or for value to be received*	54,635	178,504
Security deposits	119,010	119,010
Advance tax and tax deducted at source	15,485	8,661
[Net of provision for tax Rs. Nil (previous year Rs. Nil)]		
	189,130	306,175

* Includes Loan amounting Rs. 15,000 (Previous year Rs. Nil) given to fellow subsidiary to Bikaner Waste Processing Company Private Limited. Maximum amount due during the year Rs. 15,000 (previous year Rs. Nil)

(c) Other current assets		
Accrued interest on fixed deposits	72,095	39,583
	72,095	39,583

Schedules forming part of the accounts

(All amounts are in Rupees)

Schedule 4 : Current liabilities and provisions

	As at 31 March 2010	As at 31 March 2009
(a) Current liabilities		
Sundry creditors		
- Total outstanding dues of micro and small enterprises #	—	—
- Total outstanding dues of creditors other than micro and small enterprises*	304,393	57,677
Other liabilities	46,434	32,287
	350,827	89,964

Refer to note 5 of schedule 9

*includes salary payable Rs. 25,875 (previous year Rs. 23,715).

	As at 31 March 2010	As at 31 March 2009
(b) Provisions		
Provisons for fringe benefit tax (net of Advance tax Rs. Nil)	—	1,300
	—	1,300

Schedule 5 : Other Income

	For the year ended 31 March 2010	For the year ended 31 March 2009
Interest on fixed deposits [Gross of tax deducted at source Rs. 5,824 (previous year Rs.7,382)]	38,336	35,833
	38,336	35,833

Schedule 6 : Personnel costs

	For the year ended 31 March 2010	For the year ended 31 March 2009
Salary and other benefits	313,200	283,500
	313,200	283,500

Schedule 7 : Administrative and selling expenses

	For the year ended 31 March 2010	For the year ended 31 March 2009
Auditor's remuneration	22,060	31,236
Printing and stationery	525	1,726
Rates and taxes	2,220	6,813
Legal and professional	3,409	188,735
Conveyance expenses	900	1,681
Lease rental charges	40,109	42,111
Communication expenses	50,068	63,848
Travelling expenses	9,780	3,637
Maintenance charges	60,099	68,963
	189,170	408,750

Schedule 8 : Finance charges

	For the year ended 31 March 2010	For the year ended 31 March 2009
Bank charges	51,053	52,402
Other Interest	1,600,357	1,298,242
	1,651,410	1,350,644

Schedule 9: Significant Accounting Policies and Notes to the Accounts

Background

Ajmer Waste Processing Company Private Limited is primarily engaged to promote, own, acquire, construct, erect, maintain, improve, manage, operate, alter, carry on, control, take on lease and render assistance in the construction, erection and maintenance, improvement or working of any industry, company, venture and systems or scheme; in the area of processing of municipal waste by technologies such as refused derived fuel, clean development mechanism, composting, biomethanation, sewage treatment plant or any other technology available at the time in the renewable sector, and produce power.

During the year, the Company has no income from commercial operation.

1. Significant Accounting Policies

(a) *Basis of accounting*

The financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting and comply with the Companies (Accounting Standards) Rules 2006, to the extent applicable.

(b) *Use of estimates*

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates. Differences between the estimates and actual results are recognised. Any revision to accounting estimates is recognised prospectively in current and future periods.

(c) *Revenue recognition*

During the year neither any sales were made nor any services rendered to the customers.

During the year, interest income was recognized on time basis.

(d) *Fixed Assets including capital work in progress*

Fixed assets including capital work in progress are stated at cost of acquisition or revalued cost plus installation cost wherever applicable less accumulated depreciation. Cost comprises the purchase price and any directly attributable costs of bringing the asset to its working condition for the intended use.

(e) *Borrowing Cost*

Financing costs relating to borrowed funds attributable to construction or acquisition of qualifying assets for the period up to the completion of construction or acquisition of such assets are included in the cost of the assets.

(f) *Impairment*

The carrying values of assets are reviewed at each reporting date to determine if there is indication of any impairment. If any indication exists, the assets recoverable amount is estimated. For assets that are not yet available for use, the recoverable amount is estimated at each reporting date. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Profit and Loss Account. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss has been recognised.

(g) *Depreciation*

Depreciation is provided on a pro-rata basis under the straight line method at rates of depreciation prescribed in Schedule XIV to the Companies Act, 1956. However, no depreciation was charged during the year.

(h) *Foreign currency transactions*

Foreign currency transactions are recorded at the exchange rate prevailing on the date of the respective transactions. Monetary foreign currency assets and liabilities remaining unsettled at the balance sheet date are translated at the rates of exchange prevailing on that date. Gains / losses arising on account of realisation / settlement of foreign currency transactions and on translation of foreign currency assets and liabilities (except gains / losses in respect of foreign currency liabilities relating to imported fixed assets) are recognised in the Profit and Loss Account. Gains / losses arising on translation of foreign currency liabilities relating to imported fixed assets are adjusted in the cost of the respective fixed assets. However, no foreign currency transaction was recognised.

(i) *Provision and contingencies*

A provision is created when there is a present obligation as a result of a past event that entails a probable outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure of a contingent liability is made when there is a possible but not probable obligation or a present obligation that may, but probably will not, entail an outflow of resources. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(j) *Taxation*

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward losses under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Since, as per management, there is no reasonable certainity of reversal of deferred tax asset/liability, no deferred tax asset/liability is recognised during the year. Deferred tax assets are reviewed as at each balance sheet date and the written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

(k) *Leases*

Lease arrangements where the risks and rewards incident to ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rents under operating leases are recognized in the profit and loss account on a straight line basis over the lease term.

(l) *Earnings per share*

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity and dilutive potential equity shares outstanding during the year, except where the results would be anti-dilutive.

(m) *Retirement benefits*

Retirement benefits to employees comprise provident fund, superannuation fund, gratuity and leave encashment, which are not payable as on 31.03.2010 and the company has not provided for the same.

(n) *Events occurring after balance sheet date*

Adjustment to assets and liabilities are made for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amount of assets and liabilities relating to condition existing at the balance sheet date.

2 Payment to auditors

(All amounts are in Rupees)

	Year ended 31 March 2010	Year ended 31 March 2009
As auditor -		
Auditor's Remuneration	**22,060**	31,236
	22,060	31,236

3 Estimated amount of contracts remaining to be executed on capital account and not provided for net of advances of Rs. Nil (previous year Rs.Nil) are Rs. 20,033,172 (previous year Rs. 16,186,229).

4 Segment reporting

As the Company has not started its commercial production, disclosure required under AS-17 " Segment Reporting" has not been given.

5 The Company had sought confirmation from its vendors on their status under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") which came into force from 2 October 2006. Based on the confirmations received till date, there are no suppliers identified as per provisions of MSMED Act as on 31 March 2010.

6 Earnings per share

	Year ended 31 March 2010	Year ended 31 March 2009
Net profit after tax as per Profit and Loss Account (a)	**(2,115,644)**	(2,012,741)
Profit attributable to equity shareholders (b)	**(2,115,644)**	(2,012,741)
Weighted average number of equity shares outstanding during the year (c)	**100,000**	100,000
Weighted average number of potential dilutive equity shares (d)	**—**	—
Nominal value of equity shares	**10**	10
Basic earnings per share (Rs) (b/c)	**(21.16)**	(20.13)
Diluted earnings per share (Rs) {b/(c+d)}	**(21.16)**	(20.13)

7 Related party disclosures

a) Related party and nature of relationship where control exists.

Holding Company	Tecpro Systems Limited	by virtue of Controlling the composition of its Board of Directors.
	Zoom Developers Private Limited	by virtue of holding more than half in nominal value of its equity shares.
Key management personnel	T.K. Gunasekaran	
	G. Palani Kumar	
	P.V.K. Kumar	

Related party and nature of the related party relationship with whom transactions have taken place during the year

Holding Company	Tecpro Systems Limited
Fellow subsidiary	Bikaner Waste Processing Company Private Limited

b) Transactions during the current year (All amounts are in Rupees)

	Year ended 31 March 2010	Year ended 31 March 2009
Holding Company		
Loans taken	**1,860,000**	3,165,000
Interest expenses	**1,600,357**	1,283,965
Equity shares application money refunded / adjusted during the year	—	5,000
Fellow subsidiary		
Loans given	**15,000**	—
c) Outstanding balance as at year end		
Holding Company		
Loan payable	**12,376,000**	10,516,000
Inrterest on loan payable	**2,478,548**	1,038,227
Fellow subsidiary		
Loans recoverable	**15,000**	—

d) Details of related parties with whom transactions exceed 10% of the class of transaction.

Name of Related Party	**Nature of Transaction**	**Year ended 31 March 2010**	Year ended 31 March 2009
Tecpro Systems Limited	Loans received	**1,860,000**	3,165,000
Tecpro Systems Limited	Interest expenses	**1,600,357**	1,283,965
Tecpro Systems Limited	Equity shares application money refunded /adjusted during the year	—	5,000
Bikaner Waste Processing Company Private Limited	Loan given	**15,000**	—

8 Previous year's figures have been regrouped or rearranged, wherever found necessary.

For and on behalf of the Board of
Ajmer Waste Processing Company Private Limited

Sd/-
P.V.K.Kumar
Director

Sd/-
G.Palani Kumar
Director

Place : Gurgaon
Date : 14 July 2010

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(As per Schedule VI, Part (iv) of the Companies Act, 1956)

I. Registration details

Registration no.	023441	State code	17
Balance Sheet date	31 (Date) 03 (Month) 2010 (Year)		

II. Capital raised during the year (Amount in Rs. thousands)

Public Issue	-	Rights issue	-
Bonus Issue	-	Private placement	-

III. Position of mobilization and deployment of funds (Amount in Rs. thousands)

Total liabilities	16,205	Total assets	16,205
Sources of funds			
Paid - up capital	1,000	Reserves & surplus	-
Secured loans	-	Unsecured loans	14,855
Deferred tax liability (net)	-	Share application money	-
Application of funds			
Net fixed assets	4,554	Investments	-
Net current assets	444	Miscellaneous expenditure	-
Accumulated losses	10,857	Deferred tax asset (net)	-

IV. Performance of Company (Amount in Rs. thousands)

Turnover	38	Total expenditure	2,154
Profit before tax	(2,115)	Profit after tax	(2,116)
Basic earning per share in Rs.	(21.16)	Dividend rate %	—
Diluted earning per share in Rs.	(21.16)		

V. Generic names of three principal products / Services of Company (As per monetary terms)

Item code	N.A	Product description	N.A
(ITC code)	N.A		N.A
	N.A		N.A

For and on behalf of the Board of
Ajmer Waste Processing Company Private Limited

Sd/-
P.V.K.Kumar
Director

Sd/-
G.Palani Kumar
Director

Place : Gurgaon
Date : 14 July 2010

Auditors' Report

To the Board of Directors
Tecpro Systems (Singapore) PTE Limited

1 We have audited the attached Balance Sheet of Tecpro Systems (Singapore) PTE Limited ('the Company') as at 31 March 2010, the Profit and Loss Account and also the Cash Flow Statement of the Company for the year ended on that date, annexed thereto, prepared in accordance with the Accounting Standard -11 on the 'Effects of Changes in Foreign Exchange Rates'. 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.

2 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.

3 These financial statements have been prepared by the company for the purpose of consolidation and attaching with the financial statements of its ultimate holding company, Tecpro Systems Limited.

4 As mentioned in Note No.2 schedule 9, the accounts of the company have been prepared on a going concern basis, which is in view of the heavy losses incurred and erosion of net worth is dependent on future profitability and availability of finance support from Holding Company.

5 Further, we report that:

(a) 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;

(b) in our opinion, proper books of account have been kept by the Company so far as appears from our examination of those books;

(c) 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;

(d) 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 prescribed under the Companies (Accounting Standards) Rules, 2006 and referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable;

(e) in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information and give a true and fair view in conformity with the accounting principles generally accepted in India:

(i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2010;

(ii) in the case of the Profit and Loss Account, of the loss of the Company for the year ended on that date.

(iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For R.G.Luthra & Co.
Chartered Accountants
Registration No.006080N

Sd/-
CA Himanshu Kumar
Partner
Membership No.: 099953

Place: Gurgaon
Date: 14 July 2010

Balance Sheet as at 31 March 2010

(All amounts are in Rupees)

	Schedule No.	As at 31 March 2010	As at 31 March 2009
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	1	30,564,851	18,541,260
Share application money	2	78,210	985,886
		30,643,061	19,527,146
APPLICATION OF FUNDS			
Fixed assets	3		
Gross block		1,114,654	1,114,654
Less: Accumulated depreciation		953,894	582,342
Net block		160,760	532,312
Current assets, loans and advances			
Sundry debtors	4(a)	2,832,082	—
Cash and bank	4(b)	1,434,429	6,107
Loans and advances	4(c)	200,165	228,782
		4,466,676	234,889
Less: Current liabilities and provisions			
Current liabilities	5	1,672,207	3,419,679
		1,672,207	3,419,679
Net current assets/(Liabilities)		2,794,469	(3,184,790)
Profit and Loss Account		27,687,832	22,179,624
		30,643,061	19,527,146
Significant accounting policies and notes to the accounts	9		

The accompanying schedules form an integral part of the financial statements

As per our report attached

For **R.G.Luthra & Company**
Chartered Accountants
Registration No. 006080N

Sd/-
Himanshu Kumar
Partner
Membership No.: 099953

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of
TECPRO SYSTEMS (SINGAPORE) PTE LIMITED

Sd/-
Ajay Kumar Bishnoi
Director

Sd/-
Amul Gabrani
Director

Place : Gurgaon
Date : 14 July 2010

Profit and loss account for the year ended 31 March 2010

(All amounts are in Rupees)

	Schedule No.	For the year ended 31 March 2010	For the year ended 31 March 2009
INCOME			
Turnover	6	10,062,732	—
Other Income		241,118	621
		10,303,850	621
EXPENDITURE			
Administrative and selling expenses	7	15,415,829	14,812,470
Finance Charges	8	24,678	60,958
Depreciation and amortisation	3	371,551	356,346
		15,812,058	15,229,774
Profit/(Loss) before Tax		(5,508,208)	(15,229,154)
Provision for taxation:		—	—
Profit/(Loss) after Tax		(5,508,208)	(15,229,154)
Balance brought forward		(22,179,624)	(6,950,471)
Profit and Loss Account balance carried forward to the Balance Sheet		(27,687,832)	(22,179,624)
Earnings per Share	9(4)		
Basic		(7.23)	(62.83)
Diluted		(7.23)	(62.83)
Significant accounting policies and notes to the accounts	9		

The accompanying schedules form an integral part of the financial statements

As per our report attached

For **R.G.Luthra & Company**
Chartered Accountants
Registration No. 006080N

Sd/-
Himanshu Kumar
Partner
Membership No.: 099953

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of
TECPRO SYSTEMS (SINGAPORE) PTE LIMITED

Sd/-
Ajay Kumar Bishnoi
Director

Sd/-
Amul Gabrani
Director

Place : Gurgaon
Date : 14 July 2010

Cash Flow Statement for the year ended 31 March 2010

(All amounts are in Rupees)

		For the year ended 31 March 2010	For the year ended 31 March 2009
A	**Cash flow from operating activities**		
	Net profit / (loss) before tax	**(5,508,208)**	(15,229,154)
	Adjustments for:		
	Depreciation and amortisation	**371,551**	356,346
	Finance Charges	**24,678**	60,958
	Interest income	**-**	(621)
	Operating profit /(loss) before working capital changes	**(5,111,979)**	(14,812,471)
	Decrease/ (Increase) in working capital		
	(Increase)/Decrease in sundry debtors	**(2,832,082)**	2,004,122
	(Increase)/Decrease in loans and advances	**28,618**	47,070
	Increase/(Decrease) in current liabilities and provisions	**(1,747,472)**	1,433,205
	Cash generated / (used in) from operations	**(9,662,915)**	(11,328,074)
	Net cash (used in) / generated from operating activities	**(9,662,915)**	(11,328,074)
B	**Cash flow from investing activities**		
	Interest received	**-**	621
	Purchase of fixed assets	**-**	(23,367)
	Net cash used in investing activities	**-**	(22,746)
C	**Cash flow from financing activities**		
	Issue of equity share capital	**11,037,705**	10,342,317
	Receipt of share application money pending allotment	**78,210**	985,886
	Finance Charges Paid	**(24,678)**	(60,958)
	Net cash (used in) / generating from financing activities	**11,091,237**	11,267,245
	Net increase/(Decrease) in cash and cash equivalents (A+B+C)	**1,428,322**	(83,575)
	Cash and cash equivalents at the beginning of the year	**6,107**	89,682
	Cash and cash equivalents at the end of the year	**1,434,429**	6,107
	Components of cash and cash equivalents:		
	Cash in hand	**5,556**	5,922
	Balances with scheduled banks:		
	- On current accounts	**1,428,873**	185
		1,434,429	6,107

Notes:

The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard - 3 "Cash Flow Statement" prescribed by the Companies (Accounting Standards) Rules, 2006.

As per our report attached

For **R.G.Luthra & Company**
Chartered Accountants
Registration No. 006080N

Sd/-
Himanshu Kumar
Partner
Membership No.: 099953

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of
TECPRO SYSTEMS (SINGAPORE) PTE LIMITED

Sd/-
Ajay Kumar Bishnoi
Director

Sd/-
Amul Gabrani
Director

Place : Gurgaon
Date : 14 July 2010

Schedules forming part of the accounts

(All amounts are in Rupees)

	As at 31 March 2010	As at 31 March 2009

Schedule 1 - Share capital

	As at 31 March 2010	As at 31 March 2009
Authorised		
9,85,000 (previous year 6,26,000) equity shares of SGD 1 each.	30,564,851	18,541,260
	30,564,851	18,541,260
Issued, subscribed and paid up		
9,85,000 (previous year 6,26,000) equity shares of SGD 1 each.	30,564,851	18,541,260
[All the above, 9,85,000 equity shares (previous year 6,26,000 shares) are held by Tecpro Systems Limited, the holding company]		
	30,564,851	18,541,260

Schedule 2 : Share application money

	As at 31 March 2010	As at 31 March 2009
Equity share application money pending allotment in respect of 2,429 (previous year 30,822) shares of face value SGD 1 each to be issued at par [All the above received from Tecpro Systems Limited, the holding company]	78,210	985,886
	78,210	985,886

Schedule 3 : Fixed assets

Description	Gross block (at cost)				Accumulated depreciation				Net block	
	As at 1 April 2009	Additions during the period	Deletions / adjustments during the period	As at 31 March 2010	As at 1 April 2009	For the year	Deletions / adjustments during the period	As at 31 March 2010	As at 31 March 2010	As at 31 March 2009
Tangible assets										
Furniture and fittings (Including renovation work)	550,030	-	-	550,030	311,890	183,343	-	495,234	54,796	238,140
Computers	437,210	-	-	437,210	196,870	145,737	-	342,607	94,603	240,340
Office Equipements	127,414	-	-	127,414	73,582	42,471	-	116,053	11,361	53,832
	1,114,654	-	-	1,114,654	582,342	371,551	-	953,894	160,760	532,312
Previous year	1,091,287	23,367	-	1,114,654	225,996	356,346	-	582,342	532,312	-

Schedule 4 : Current assets, loans and advances

	As at 31 March 2010	As at 31 March 2009
(a) *Sundry debtors (unsecured)*		
Considered good		
- debts outstanding for a period exceeding six months		—
- other debts *	2,832,082	—
	2,832,082	—
* All the above Rs. 2,832,082 (previous year Rs. Nil) due from Tecpro Systems Limited, the holding Company.		
(b) *Cash and bank*		
Cash in hand	5,556	5,922
Balances with banks:		
- On current account	1,428,873	185
	1,434,429	6,107
(c) *Loans and advances*		
(Unsecured and considered good)		
Advances recoverable in cash or in kind or for value to be received	20,477	21,827
Security deposits	179,688	206,955
	200,165	228,782

(All amounts are in Rupees)

Schedule 5 : Current liabilities and provisions

	As at 31 March 2010	As at 31 March 2009
Current liabilities		
Book overdraft	—	66,233
Sundry creditors	1,672,207	3,353,446
	1,672,207	3,419,679

Schedule 6 : Other income

	For the year ended 31 March 2010	For the year ended 31 March 2009
Turnover	10,062,732	—
Other Income	241,118	621
	10,303,850	621

Schedule 7 : Administrative and selling expenses

	For the year ended 31 March 2010	For the year ended 31 March 2009
Employee costs		
- salaries, wages and bonus	2,034,819	2,707,445
Director's remuneration	6,724,319	5,913,546
Conference and training	—	629,055
Auditor's remuneration	174,973	66,955
Membership & Subscription	20,347	—
Staff Welfare	1,335	—
Business promotion	576,825	170,089
Rent, Rates and taxes	1,109,992	1,152,762
Travel and conveyance	2,431,959	3,170,774
Repair and maintenance	724,441	90,794
Communication	427,532	384,428
Printing and stationery	172,623	52,511
Legal and professional	317,310	324,420
Exchange Loss (Net)	81,030	37,438
Medical expenses	248,985	—
Insurance	36,264	17,534
Miscellaneous expenses	333,075	94,719
	15,415,829	14,812,470

Schedule 8 : Finance Charges

	For the year ended 31 March 2010	For the year ended 31 March 2009
Bank charges	24,678	60,958
	24,678	60,958

Schedule 9: Significant Accounting Policies and Notes to Accounts

Background

Tecpro Systems (Singapore) PTE Limited ("the Company") is incorporated and domiciled in the Republic of Singapore. The Company is fully owned by Tecpro Systems Limited, a limited liability company incorporated in India.

The principal activities of the Company are those relating to the marketing and supply of material handling systems, relating engineering services and import and export of related equipments.

1. Significant Accounting Policies

(a) *Basis of accounting*

The financial statements are prepared and presented under the historical cost convention.

The financial statements of the company have been prepared on a going – concern basis as the holding Company has confirmed that it will continue to provide an adequate financial support to the Company to meet its liabilities as and when they fall due.

(b) *Use of estimates*

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates. Differences between the estimates and actual results are recognised. Any revision to accounting estimates is recognised prospectively in current and future periods.

(c) *Revenue recognition*

Revenue represents the invoiced value of services rendered during the year.

(d) *Purpose of preparation of financial statements*

The financial statements have been prepared for the purpose of compliance with the provisions of section 212 of the Indian Companies Act, 1956 and consolidation of its accounts by the ultimate holding company i.e. Tecpro Systems Limited. Accordingly, these financial statements will be attached to the financial statements of Tecpro Systems Limited as prescribed under section 212 of the Indian Companies Act, 1956. The Balance Sheet and Profit and Loss Account of the Company have been drawn up in terms of SGD $ representing the functional currency of the Company. However, for purposes of compliance with the requirements of section 212 of the Indian Companies Act 1956, these financial statements have been translated into Indian Rupees in accordance with the methodology prescribed for conversion of financial statements of an integral operation in the revised Accounting Standard 11 on Accounting for the effects of changes in foreign exchange rates.

(e) *Fixed Assets including capital work in progress*

Fixed assets including capital work in progress are stated at cost of acquisition or construction less accumulated depreciation. Cost comprises the purchase price and any directly attributable costs of bringing the asset to its working condition for the intended use.

(f) *Impairment*

The carrying values of assets are reviewed at each reporting date to determine if there is indication of any impairment. If any indication exists, the assets' recoverable amount is estimated. For assets that are not yet available for use, the recoverable amount is estimated at each reporting date. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in the Profit and Loss Account. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined; if no impairment loss has been recognised. Reversal of impairment loss is recognized in the profit and loss account.

(g) *Depreciation*

Depreciation is provided on a pro- rata basis under the straight-line method to write off the cost of fixed assets over their estimated life of assets given below:-

Furniture and fittings	5 Years
Computers and office equipments	3 Years
Renovation	3 years

Computers and office equipment are being depreciated at 33.33 % under the straight line method.

The rates of depreciation used reflect the useful lives of the assets.

(h) *Foreign currency transactions*

The accounting policy in respect of the foreign currency transaction, is in accordance with Accounting Standard AS – 11 on "Accounting for the effects of changes in foreign exchange rates," is given below:

(i) Foreign currency monetary items are translated at the closing rates and the resulting exchange difference is reflected in the Profit and Loss Account. Monetary items include Cash, bank balances, loans and advances and current liabilities.

(ii) Non-monetary items which are carried in terms of historical cost denominated in foreign currency are translated using the exchange rate at the date of transaction. Non-monetary items include fixed assets, share application money and investment in equity shares.

(iii) Income and expenses items in foreign currency are recorded at the rates of exchange prevailing on the date of transaction.

(iv) Exchange differences arising on settlement and transaction of foreign currency assets and liabilities at the end of the year on 31st March 2010 are recognized as income or expenses in the period in which they arise.

(i) Provision and contingencies

A provision is created when there is a present obligation as a result of a past event that entails a probable outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure of a contingent liability is made when there is a possible but not probable obligation or a present obligation that may, but probably will not, entail an outflow of resources. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(j) Taxation

No provision for taxation is made as the Company is in a tax loss position.

The Company has unabsorbed tax loss of Rs. 27,687,832 available for set off against future taxable income. The deferred assets arising from these losses have not been accounted for in these financials statements, as there are no certainties that there will be sufficient future income for these to be set off.

(k) Earnings per share

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity and dilutive potential equity shares outstanding during the year, except where the results would be anti-dilutive.

(l) Employee benefits

The company makes contributions to central provident fund scheme, a defined contribution pension scheme. These contributions are recognized as an expense in the period in which the related service is performed.

Schedule 9-Notes to the accounts

(All amounts are in Rupees)

2 The accounts of the company are prepared on a going concern basis, which is dependent on the availbility of future profitability and continued finance. The Company is confident of financial support from its Holding Company and future profitability based on its business plan.

		For the year ended 31 March 2010	For the year ended 31 March 2009
3	**Payment to auditors**		
	As auditor -		
	Audit fee	**174,973**	66,955
		174,973	66,955
4	**Earnings per share**		
	Net profit after tax as per Profit and Loss Account (A)	**(5,508,208)**	(15,229,154)
	Profit attributable to equity shareholders (B)	**(5,508,208)**	(15,229,154)
	Weighted average number of equity shares outstanding during the period (C)	**762,269**	242,400
	Weighted average number of potential dilutive equity shares (D)	**122,981**	259,289
	Basic earnings per share (Rs) (B)/ (C)	**(7.23)**	(62.83)
	Diluted earnings per share (Rs) {(B)/(C+D)}	**(7.23)**	(62.83)

5 **Related party disclosures**

a) **Related party and nature of relationship where control exists.**

Holding Company	Tecpro Systems Limited
Key management personnel	Ajay Kumar Bishnoi
	Amul Gabrani
	Ajoy Kumar Dasgupta

	Holding	Enterprises over which Key management personnel (including relatives) exercise significant influence
b) **Transactions during the current year**		
Equity shares issued during the year	12,023,591	-
	(17,477,816)	(-)
Share application money, pending allotment	78,210	-
	(985,886)	(-)
Remuneration		6,724,319
	(-)	(5,913,546)
Commission income	10,062,732	-
	(-)	(-)
figure in bracket refer to previous year		
c) **Outstanding balance as at 31 March 2010**		
Share application money, pending allotment	78,210	-
	(985,886)	(-)
Commission payable	2,832,082	-
	(-)	(-)
Business advance payable		402,369
	(-)	(247,110)
Figures in bracket refer to previous year		

d) **Details of related parties with whom transactions exceed 10% of the class of transaction.**

Name of Related Party	**Nature of Transaction**	**For the year ended 31 March 2010**	For the year ended 31 March 2009
Tecpro Systems Limited	Equity shares issued during the year	**12,023,591**	17,477,816
Tecpro Systems Limited	Share application money, pending allotment	**78,210**	985,886
Ajoy Kumar Dasgupta	Remuneration	**6,724,319**	5,913,546
Tecpro Systems Limited	Commission income	**10,062,732**	-

6 **Corresponding figures**

Previous years figures have been regrouped and recast wherever necessary to cofirm to the current years' classification.

For and on behalf of the Board of Directors
TECPRO SYSTEMS (SINGAPORE) PTE LIMITED

	Sd/-	Sd/-
Place: Gurgaon	**Ajay Kumar Bishnoi**	**Amul Gabrani**
Date: 14 July 2010	*Director*	*Director*

Auditors' Report

To the Board of Directors
Tecpro International FZE

1 We have audited the attached Balance Sheet of Tecpro International FZE ('the Company') as at 31 March 2010, the Profit and Loss Account and also the Cash Flow Statement of the Company for the year ended on that date, annexed thereto, prepared in accordance with the Accounting Standard -11 on the 'Effects of Changes in Foreign Exchange Rates'. 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.

2 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.

3 These financial statements have been prepared by the company for the purpose of consolidation and attaching with the financial statements of its ultimate holding company, Tecpro Systems Limited.

4 As mentioned in Note No.2 schedule 8, the accounts of the company have been prepared on a going concern basis, which is in view of the heavy losses incurred and erosion of net worth is dependent on future profitability and availability of financial support from Holding Company.

5 Further, we report that:

(a) 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;

(b) in our opinion, proper books of account have been kept by the Company so far as appears from our examination of those books;

(c) 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;

(d) 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 prescribed under the Companies (Accounting Standards) Rules, 2006 and referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable;

(e) in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information and give a true and fair view in conformity with the accounting principles generally accepted in India:

(i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2010;

(ii) in the case of the Profit and Loss Account, of the loss of the Company for the year ended on that date.

(iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For R. G. Luthra & Co.
Chartered Accountants
Registration No. 006080N

Sd/-
CA Himanshu Kumar
Partner
Membership No.: 099953

Place : Gurgaon
Date : 14 July 2010

Balance Sheet as at 31 March 2010

(All amounts are in Rupees)

	Schedule No.	As at 31 March 2010	As at 31 March 2009
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	1	25,676,105	12,695,000
Share application money	2	—	4,589,535
		25,676,105	17,284,535
APPLICATION OF FUNDS			
Fixed assets	3		
Gross block		2,119,307	2,119,307
Less: Accumulated depreciation		791,651	255,228
Net block		1,327,656	1,864,079
Current assets, loans and advances			
Cash and bank	4(a)	376,577	1,251,212
Loans and advances	4(b)	2,826,000	3,654,236
		3,202,577	4,905,448
Less: Current liabilities and provisions			
Current liabilities	5	2,747,456	1,009,314
		2,747,456	1,009,314
Net current assets		455,121	3,896,134
Profit and Loss Account		23,893,328	11,524,322
		25,676,105	17,284,535
Significant accounting policies and notes to the accounts	8		

The accompanying schedules form an integral part of the financial statements.

As per our report attached

For **R.G.Luthra & Company**
Chartered Accountants
Registration No. 006080N

Sd/-
Himanshu Kumar
Partner
Membership No.: 099953

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of
TECPRO INTERNATIONAL FZE

Sd/-
Ajay Kumar Bishnoi
Director

Sd/-
Amul Gabrani
Director

Place : Gurgaon
Date : 14 July 2010

Profit and loss account for the year ended 31 March 2010

(All amounts are in Rupees)

	Schedule No.	For the year ended 31 March 2010	For the year ended 31 March 2009
INCOME			
Professional income		—	2,847,011
Other Income (exchange gain)		—	1,791,758
		—	4,638,769
EXPENDITURE			
Administrative and selling expenses	6	11,814,634	13,155,771
Finance charges	7	17,949	84,752
Depreciation and amortisation	3	536,423	220,210
		12,369,006	13,460,733
Profit/(Loss) before tax		(12,369,006)	(8,821,964)
Profit/(Loss) after tax		(12,369,006)	(8,821,964)
Balance brought forward		(11,524,322)	(2,702,358)
Profit and loss account balance carried forward to the Balance Sheet		(23,893,328)	11,524,322)
Earnings per Share	8(4)		
Basic		(8,329,681)	(8,821,964)
Diluted		(8,329,681)	(8,821,964)
Significant accounting policies and notes to the accounts	8		

The accompanying schedules form an integral part of the financial statements

As per our report attached

For **R.G.Luthra & Company**
Chartered Accountants
Registration No. 006080N

Sd/-
Himanshu Kumar
Partner
Membership No.: 099953

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of
TECPRO INTERNATIONAL FZE

Sd/-
Ajay Kumar Bishnoi
Director

Sd/-
Amul Gabrani
Director

Place : Gurgaon
Date : 14 July 2010

Cash Flow Statement for the year ended 31 March 2010

(All amounts are in Rupees)

		For the year ended 31 March 2010	For the year ended 31 March 2009
A	**Cash flow from operating activities**		
	Net profit / (loss) before tax	(12,369,006)	(8,821,964)
	Adjustments for:		
	Depreciation and amortisation	536,423	220,210
	Finance charges	17,949	84,752
	Operating profit /(loss) before working capital changes	(11,814,634)	(8,517,002)
	Decrease/ (Increase) in working capital		
	(Increase) / Decrease in sundry debtors	—	6,991,795
	(Increase) / Decrease in loans and advances	828,237	(1,366,651)
	Increase / (Decrease) in current liabilities and provisions	1,738,141	790,310
	Cash generated / (Used in) from operations	(9,248,256)	(2,101,548)
	Net cash (used in) / generated from operating activities	(9,248,256)	(2,101,548)
B	**Cash flow from investing activities**		
	Purchase of fixed assets	—	(2,006,727)
	Net cash used in investing activities	—	(2,006,727)
C	**Cash flow from financing activities**		
	Share issued during the period	8,391,570	4,589,535
	Finance charges paid	(17,949)	(84,752)
	Net cash (used in) / generating from financing activities	8,373,621	4,504,783
	Net increase in cash and cash equivalents (A+B+C)	(874,635)	396,508
	Cash and cash equivalents at the beginning of the year	1,251,212	854,704
	Cash and cash equivalents at the end of the year	376,577	1,251,212
	Components of cash and cash equivalents:		
	Cash in hand	—	25,312
	Balances with scheduled banks:		
	- On current accounts	376,577	1,225,900
		376,577	1,251,212

Notes:-

1. The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard - 3 "Cash Flow Statement" prescribed by the Companies (Accounting Standards) Rules, 2006.
2. Cash and cash equivalents include Rs. 212,155 (Previous year Rs. 245,799) on account of margin money deposits which are not available for use by the Company.

As per our report attached

For **R.G.Luthra & Company**
Chartered Accountants
Registration No. 006080N

Sd/-
Himanshu Kumar
Partner
Membership No.: 099953

Place : Gurgaon
Date : 14 July 2010

For and on behalf of the Board of
TECPRO INTERNATIONAL FZE

Sd/-
Ajay Kumar Bishnoi
Director

Sd/-
Amul Gabrani
Director

Place : Gurgaon
Date : 14 July 2010

Schedules forming part of the accounts

	As at 31 March 2010	As at 31 March 2009
	(All amounts are in Rupees)	

Schedule 1: Share capital

	As at 31 March 2010	As at 31 March 2009
Authorised		
2 (previous year 1) equity share of Rs. 25,676,105 (equivalent AED 2,000,000)	25,676,105	12,695,000
	25,676,105	12,695,000
Issued, subscribed and paid up		
2 (previous year 1) equity shares of Rs. 25,676,105 (equivalent AED 2,000,000) [All the above, 2 (previous year 1) equity shares are held by Tecpro Systems Limited, the holding company]	25,676,105	12,695,000
	25,676,105	12,695,000

Schedule 2 : Share application money

	As at 31 March 2010	As at 31 March 2009
Equity share application money pending allotment [All the above received from Tecpro Systems Limited, the holding company]	—	4,589,535
	—	4,589,535

Schedule 3 : Fixed assets

Description	Gross block (at cost)				Accumulated depreciation				Net block	
	As at 1 April 2009	Additions during the period	Deletions / adjustments during the period	As at 31 March 2010	As at 1 April 2009	For the year	Deletions / adjustments during the period	As at 31 March 2010	As at 31 March 2010	As at 31 March 2009
Tangible assets										
Furniture and fittings	308,757			308,757	104,865	85,319	-	190,184	118,573	203,892
Car	1,810,550			1,810,550	150,363	451,104	-	601,467	1,209,083	1,660,187
	2,119,307	-	-	2,119,307	255,228	536,423	-	791,651	1,327,656	1,864,079
Previous year	112,580	2,006,727	-	2,119,307	35,018	220,210	-	2,255,228	1,864,079	

(All amounts are in Rupees)

Schedule 4 : Current assets, loans and advances

	As at 31 March 2010	As at 31 March 2009
(a) Cash and bank		
Cash in hand	—	25,312
Balances with bank:		
- On current account	164,422	980,101
- In Margin money account	212,155	245,799
	376,577	1,251,212
(b) Loans and advances (Unsecured and considered good)		
Advances recoverable in cash or in kind or for value to be received	2,764,585	2,921,714
Security deposits	61,415	732,522
	2,826,000	3,654,236

Schedule 5 : Current liabilities and provisions

	As at 31 March 2010	As at 31 March 2009
Current liabilities		
Sundry creditors *	2,313,530	1,009,314
Other liabilities	433,926	—
	2,747,456	1,009,314

* Includes salaries payable Rs. 630,623 (previous year Rs. 592,047)

Schedules forming part of the accounts

(All amounts are in Rupees)

Schedule 6 : Administrative and selling expenses

	For the year ended 31 March 2010	For the year ended 31 March 2009
Employee costs		
- salaries, wages and bonus	7,149,849	8,722,147
Rent	2,140,561	1,195,978
Travel and conveyance	1,010,718	1,773,425
Communication	298,127	784,163
Printing and stationery	62,348	277,697
Legal and professional	479,751	242,326
Selling and marketing	6,943	44,013
Exchange loss (net)	401,394	—
Insurance	35,187	11,684
Office maintenance expense	196,401	74,731
Miscellaneous expenses	33,355	29,607
	11,814,634	13,155,771

Schedule 7 : Finance charges

	For the year ended 31 March 2010	For the year ended 31 March 2009
Bank charges	17,949	84,752
	17,949	84,752

Schedule 8 : Significant Accounting Policies and Notes to Accounts

Background

Tecpro International FZE ("the Company") is a limited liability company registered in the Jebel Ali Free Zone, Dubai pursuant to Dubai Law No. (9) of 1992 and the Implementing Regulations No. 1/92 issued there under by the Jebel Ali Free Zone Authority. The company is fully owned by Tecpro Systems Limited, a limited liability company incorporated in India.

The principal activity of the Company is dealing in turnkey projects, material handling systems, crushing and screening plants, industrial products and all engineering and non engineering goods. The principal place of business of the company is located at Jebel Ali Free Zone, Dubai.

The Company has not carried out any business operations during the year.

1. **Significant Accounting Policies**

(a) *Basis of accounting*

The financial statements are prepared and presented under the historical cost convention, modified to incorporate the movements on carrying values of assets and liabilities and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and the presentation requirements of the Companies Act, 1956, to the extent applicable.

(b) *Use of estimates*

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates. Differences between the estimates and actual results are recognised. Any revision to accounting estimates is recognised prospectively in current and future periods.

(c) *Revenue recognition*

During the year neither any sales were made nor any services rendered to the customers.

(d) *Purpose of preparation of financial statements*

The financial statements have been prepared for the purpose of compliance with the provisions of section 212 of the Indian Companies Act, 1956 and consolidation of its accounts by the ultimate holding company i.e. Tecpro Systems Limited. Accordingly, these financial statements will be attached to the financial statements of Tecpro Systems Limited as prescribed under section 212 of the Indian Companies Act, 1956. The Balance Sheet and Profit and Loss Account of the Company have been drawn up in terms of AED representing the functional currency of the Company. However, for purposes of compliance with the requirements of section 212 of the Indian Companies Act, 1956, these financial statements have been translated into Indian Rupees in accordance with the methodology prescribed for conversion of financial statements of an integral operation in the revised Accounting Standard 11 on Accounting for the effects of changes in foreign exchange rates.

(e) *Fixed Assets including capital work in progress*

Fixed assets including capital work in progress are stated at cost.

(f) *Impairment*

Financial assets

At each reporting date, the Company assesses if there is any objective evidence indicating impairment of financial assets or non collectability of receivables.

An impairment loss, if any , arrived at as a difference between the carrying amount and the recoverable amount, is recognized in the statement of comprehensive Income (profit and loss account). The recoverable represents the present value of expected future cash flows discounted at original effective interest rate.

Non financial assets

At each reporting date, the Company assesses if there is any indication of impairment of non financial assets. If an indication exists, the Company estimates the recoverable amount of the assets and recognizes an impairment loss in the statement of comprehensive Income (profit and loss account). The Company also assesses if there is any indication that an impairment loss recognized in prior years no longer exists or has reduced. The resultant impairment loss or reversals are recognized immediately in the statement of comprehensive Income (profit and loss account).

(g) *Depreciation*

Depreciation is provided on a pro- rata basis under the straight-line method at the rates of depreciation prescribed in schedule XIV of Companies Act, 1956, except in respect of furniture and fixtures and equipments on which depreciation is being provided at rates higher than those prescribed in schedule XIV to the Companies Act,1956.

The useful life of fixed assets being followed by the company is 4 years.

Furniture and fixtures, office equipment and motor car are being depreciated at 25 % under the straight line method. The rates of depreciation used, reflect the useful lives of the assets.

(h) *Foreign currency transactions*

The accounting policy in respect of the foreign currency transaction is in accordance with Accounting Standard AS – 11 on "Accounting for the effects of changes in foreign exchange rates" is given below:

(i) Foreign currency monetary items are translated at the closing rates and the resulting exchange difference is reflected in the Profit and Loss Account. Monetary items include Sundry debtors, Cash, bank balances, loans and advances and current liabilities.

(ii) Non-monetary items which are carried in terms of historical cost denominated in foreign currency are translated using the exchange rate at the date of transaction. Non-monetary items include fixed assets and investment in equity shares.

(iii) Income and expenses items in foreign currency are recorded at the rates of exchange prevailing on the date of transaction.

(iv) Exchange differences arising on settlement and transaction of foreign currency assets and liabilities at the end of the year on 31 March 2010 are recognized as income or expenses in the year in which they arise.

(i) Provision and contingencies

A provision is created when there is a present obligation as a result of a past event that entails a probable outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure of a contingent liability is made when there is a possible but not probable obligation or a present obligation that may, but probably will not, entail an outflow of resources. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(j) Taxation

As the company falls in the tax free zone in U.A.E., no tax liability is provided in the books.

(k) Leases

Lease arrangements where the risks and rewards incident to ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rents under operating leases are recognized in the profit and loss account on a straight line basis over the lease term.

(l) Earnings per share

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity and dilutive potential equity shares outstanding during the year, except where the results would be anti-dilutive.

(m) Employees' benefits

Provision is made for employees' terminal benefits in accordance with the labour rules of the Jebel Ali Free Zone Authority, based on employees' salaries and number of years of service. The terminal benefits are paid to employees' on their termination or leaving employment. Accordingly, the Company has no expectation of setting its employees' terminal benefits obligation in the near future. The cost of providing these benefits is charged as an expenses on an annual basis and the charge for the year ended 31 March 2010 amounting to Rs.433,925(previous year Rs Nil).

2 The accounts of the company are prepared on a going concern basis, which is dependent on the availability of future profitability and continued finance. The Company is confident of financial support from its Holding Company and future profitability based on its business plan.

(All amounts are in Rupees)

3 Payment to auditors	Year ended 31 March 2010	Year ended 31 March 2009
As auditor -		
Auditor remuneration	212,010	171,971
	212,010	171,971

4 Earnings per share		
Net profit after tax as per Profit and Loss Account (A)	(12,369,006)	(8,821,964)
Profit attributable to equity shareholders (B)	(12,369,006)	(8,821,964)
Weighted average number of equity shares outstanding during the year (C)	1.48	1
Weighted average number of potential dilutive equity shares (D)		—
Basic earnings per share (Rs) (B)/ (C)	(8,329,681)	(8,821,964)
Diluted earnings per share (Rs) {(A)/ (C)+(D)}	(8,329,681)	(8,821,964)

5 Related party disclosures

a) Related party and nature of relationship where control exists.

Holding Company	Tecpro Systems Limited
Key management personnel	Ajay Kumar Bishnoi Amul Gabrani Achal Ghai

b) Transactions during the year	Holding	Enterprises over which Key management personnel (including relatives) exercise significant influence
Share capital issued	12,981,105	-
	(-)	(-)
Share application money received	8,391,570	-
	(-)	(-)
Professional charges received	-	-
	(2,487,011)	(-)
Amount paid on behalf of other parties	249,784	-
	(-)	(-)

c) Outstanding balance as at year-end		
Amount payable on account of amount paid by other parties on behalf of Company	249,784	-
	(-)	(-)
Professional charges receivable	-	-
	(7,042,353)	(-)

Figures in bracket refer previous year

d) Details of related parties with whom transactions exceed 10% of the class of transaction.

Name of Related Party	Nature of Transaction	For the year ended 31 March 2010	For the year ended 31 March 2009
Tecpro Systems Limited	Professional charges received	-	2,487,011
Tecpro Systems Limited	Share capital issued	12,981,105	-
Tecpro Systems Limited	Share application money received	8,391,570	-
Tecpro Systems Limited	Amount paid on behalf of other parties	249,784	-

6 Previous year figures have been regrouped and recast wherever necessary to conform to the current year's classification.

For and on behalf of the Board of
TECPRO INTERNATIONAL FZE

Place : Gurgaon	Sd/- **Ajay Kumar Bishnoi** *Director*	Sd/- **Amul Gabrani** *Director*
Date : 14 July 2010		

TECPRO SYSTEMS LIMITED

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