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STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES

1.	Name of the Subsidiary	Bajaj Aviation Pvt. Ltd.*	Bajaj Eco-Tec Products Ltd.	Bajaj Internacional Participacoes Ltda. Brazil	Bajaj Hindusthan (Singapore) Pvt. Ltd., Singapore	Bajaj Energy Pvt. Ltd.	Bajaj Power Generation Pvt.Ltd.	Lalitpur Power Generation Company Ltd.
2.	The Financial year of the Subsidiary Company ends on	September 30, 2011	March 31, 2011	April 30, 2011	March 31, 2011	March 31, 2011	March 31,2011	March 31, 2011
3.	Holding Company's interest :							
	i) No. of Equity Shares	50,00,000 of ₹ 10/- each	1,15,00,000 of ₹ 10/- each	21,61,462 Quotas of BRL 1/- each	2,70,01,000 Quotas of S\$ 1/- each	1,52,94,118 of ₹ 10/- each	20,000 of ₹ 10/- each	50,000 of ₹ 10/- each
	ii) Percentage of Holding	100%	100%	100%	100%	51%	100%	76%
4.	The Net Aggregate of Profits (Losses) of the Subsidiary Company for its Financial Year so far as they concern members of Bajaj Hindusthan Limited.							
	Dealt with the Accounts of Bajaj Hindusthan Limited for the year ended September 30, 2011 (Amount in ₹ Crore)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Not Dealt with the Accounts of Bajaj Hindusthan Limited for the year ended September 30, 2011 (Amount in ₹ Crore)	(1.53)	(49.53)	0.25	(20.97)	(0.10)	Nil	Nil
5.	The Net Aggregate of Profits (Losses) of the Subsidiary Company up to Previous Financial Year so far as they concern members of Bajaj Hindusthan Limited.							
	Dealt with the Accounts of Bajaj Hindusthan Limited for the year ended September 30, 2011 (Amount in ₹ Crore)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Not Dealt with the Accounts of Bajaj Hindusthan Limited for the year ended September 30, 2011 (Amount in ₹ Crore)	1.41	(124.52)	0.48	(0.12)	₹ (24,243/-)	Nil	Nil

* It is a 100% subsidiary of wholly owned subsidiary namely Bajaj Eco-Tec Products Ltd.

1. Material changes between the end of the financial year of the subsidiaries and the end of the holding company's financial year in respect of:
- Fixed assets (including Capital work in progress):
- In case of Bajaj Energy Pvt. Ltd. increase by ₹ 745.99 crore and in case of Lalitpur Power Generation Company Ltd. increase by ₹ 1,722.33 crore.
 - Money Borrowed:
- In case of Bajaj Energy Pvt. Ltd. increase by ₹ 424.71 crore and in case of Lalitpur Power Generation Company Ltd. increase by ₹ 1,434.07 crore.
 - Share Capital (including share premium received) and share application money:
- In case of Bajaj Energy Pvt. Ltd. increase by ₹ 100.00 crore and in case of Lalitpur Power Generation Company Ltd. increase by ₹ 222.94 crore.

Shishir Bajaj
Chairman & Managing Director

D. S. Mehta
M. L. Apte
D. K. Shukla } Directors

Pradeep Parakh
Group President (GRC) & Company Secretary

Mumbai, November 23, 2011

Bajaj Eco-Tec Products Limited

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the Sixth Annual Report of the Company together with the Audited Statement of Accounts for the financial year ended March 31, 2011.

Particulars	₹ in Million	
	Current Year 2010-11	Previous Year 2009-10
Total Turnover	1,495.22	1,305.22
Other Income	108.53	241.04
Profit/(Loss) (Before Interest, Depreciation and Tax)	(167.31)	(3.90)
Finance Cost	330.62	183.42
Depreciation	207.87	318.37
Profit/(Loss) before tax	(705.80)	(505.69)
Provision for taxation (Wealth Tax)	0.01	0.01
Profit/(Loss) for the year	(705.81)	(505.70)
Balance Brought Forward	(1,245.21)	(739.51)
Excess/(Short) provision for Tax	(8.09)	-
Depreciation on Plant and Machinery for earlier years reversed	218.61	-
Balance carried to Balance Sheet	(1,740.50)	(1,245.21)

OPERATING RESULTS

During the financial year 2010-11, the turnover of the Company recorded a growth of almost 15% over that of the previous year. However despite that, the Company continues to be in losses on account of increase in the cost of raw materials coupled with the increase in cost of power and fuel. Other income includes ₹ 86.98 million (Previous Year ₹ 230.95 million) earned on cancellation of hedging contracts.

BUSINESS

During the year under review, your Company has been able to successfully develop routing grade MDF, which is widely used in handicrafts and doors, shutters and certain high end furniture products. The Company also increased its product range by manufacturing 9mm, 11mm and 15mm MDF boards, which are in huge demand. Besides, your Company has also introduced "suede" and "texture" finish in their entire range of pre-laminated boards. All the products of your Company have been registered/approved by BIS, DGS&D, CPWD, IGBC, Engineer-in-Chief (Defense), DG (Married Accommodation Project – Defense) and various other government and semi government agencies. Your Company's products are now widely used by large furniture manufacturers, architects, interior designers and carpenters/contractors. Your Company has also been able to establish a strong country-wide network of about 300 distributors and dealers and today, your Company's products are available at more than 3,500 outlets across the length and breadth of the country.

In addition to introducing new products, your Company has organized number of Carpenters' Workshops at various locations like Mumbai, Surat, Ahmedabad, Jaipur, Ajmer, Panipat, Delhi, Noida, Indore, Bhopal, Ranchi, Patna, Kolkata, Coimbatore, Chennai, Madurai, etc. to educate the carpenters and promote its products. The Company also participated in exhibitions and seminars like India Wood, Index, Build Mat 2011, ABID, etc. to create awareness and promote our products in elite group like Architects, Interior designers, Engineers, Builders, etc.

During the financial year 2010-11, operating margins of the Company remained under stress on account of increase in the cost of its major raw material – sugarcane bagasse, coupled with increase in costs of power and fuel. However, the Company was not able to fully pass on the impact of these rising costs by increasing prices of its finished products, due to stiff competition from cheaper imports, consequent upon global meltdown and also due to penetrative pricing policy adopted by couple of new entrants in the market.

With the improvement in the overall sentiment over last few months, the demand and consequently prices of all panel products have started moving upwards. Further, in view of ever increasing prices of wood, the cost of producing wood based panel products – Plywood, Block board, Particle board & MDF have gone up substantially. Consequently, the prices of all wood based panels are expected to go up further. Moreover, certain traditional panel products such as Plywood & Block board, being more labour intensive, the increase in cost of manufacturing these and consequently its prices have been even higher. As a result of this, the difference in the prices of Plywood & Block boards on one hand and prices of PB and MDF on other hand, have now further widened, making use of PB & MDF more attractive than ever. The demand of PB & MDF, is expected to only increase further, and the order book of your Company is a testimony to this trend. The increase in demand and consequently prices, coupled with a wider product range, should have a positive impact on the profitability and operations during coming years. And with area under sugarcane cultivation reported to be higher than last year, availability of sugarcane and consequently bagasse should also be higher in coming months. As a result of this, bagasse prices are expected to be lower than last year, which would have a positive impact on the profitability.

DIVIDEND

Your Directors do not recommend any dividend for the year ended March 31, 2011 in view of carried forward loss of the Company.

DIRECTORS

Mr. Kushagra Bajaj and Dr. Sanjeev Kumar, Directors of the Company retire by rotation and being eligible, offer themselves for re-appointment.

All the appointment of Directors of the Company is in compliance with the provisions of Section 274(1)(g) of the Companies Act, 1956.

AUDIT COMMITTEE

The Audit Committee comprises of Mr. Himanshu Shah, Mr. Viral Siddharth Jasubhai and Mr. Purshottam L. Dadheech. Mr. Himanshu Shah is the Chairman of the Committee.

DIRECTORS RESPONSIBILITY STATEMENT

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

- that in preparation of accounts for the financial year ended March 31, 2011 the applicable accounting standards have been followed along with proper explanation relating to material departures;
- that the Directors of the Company have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2011 and loss of the Company for the year ended on that date;
- that the Directors of the Company have taken proper and sufficient care for the maintenance of 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 fraud and other irregularities; and
- that the Directors of the Company have prepared the annual accounts on a going concern basis.

AUDITORS

M/s. Chaturvedi & Shah, Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting of the Company and are eligible, for re-appointment. The Company has received a certificate from the Statutory Auditors that re-appointment if made, would be within the prescribed limits 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 said Act.

The Auditors' Report read along with Notes on Accounts for the year ended March 31, 2011 is self explanatory and therefore, does not call for any further comment under Section 217(3) of the Companies Act, 1956.

SUBSIDIARY COMPANY

During the financial year ended September 30, 2010, Bajaj Aviation Private Limited (BAPL), wholly owned subsidiary Company of your Company, generated an income of ₹ 17.63 million and posted profit after taxation of ₹ 6.75 million.

The Audited Statements of Accounts, the Reports of Board of Directors and Auditors of Bajaj Aviation Private Limited for the year ended September 30, 2010 are annexed as required under Section 212(1) of the Companies Act, 1956.

Statement of subsidiary pursuant to Section 212 of the Companies Act, 1956 containing the details of BAPL forms part of this Annual Report.

PUBLIC DEPOSITS

The Company has not accepted any deposits from members, employees or others.

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

The relevant data regarding the above is given in the Annexure I hereto and forms part of this report.

INDUSTRIAL RELATIONS

The Industrial Relations across the plants at Kunderki, Palia and Kinauni remained cordial during the year.

PARTICULARS OF EMPLOYEES

In pursuance of the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of employees are set out in Annexure II of this report.

ACKNOWLEDGEMENT

The Directors express their appreciation for the sincere cooperation and assistance of the State and Central Government Authorities, Bankers, Financial Institutions, Customers, Suppliers and Business associates. The Directors of your Company also place on record their appreciation for the dedicated and sincere services rendered by the officers and staff at all levels.

Your Directors acknowledge with gratitude the encouragement and support extended by the valued shareholder.

For and on behalf of the Board of Directors

Mumbai
June 27, 2011

Kushagra Bajaj
Director

Himanshu Shah
Managing Director

ANNEXURE - I TO THE DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2011

Disclosure of particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under the Companies Act (Disclosure of Particulars in the report of Board of Directors) Rules, 1988.

A. FORM- A

Conservation of Energy

Disclosure of particulars with respect to conservation of energy (to the extent applicable)

For the year ended March 31	2011		2010	
	Particle Boards	MDF Boards	Particle Boards	MDF Boards
Power and Fuel Consumption				
Electricity Purchased				
Unit	59,89,657	3,99,56,779	70,21,105	3,89,30,000
Total amount (₹ Million)	25.37	183.89	28.63	174.24
Rate/Unit (₹)	4.24	4.60	4.08	4.48
Own Generation through Diesel Generator				
Unit	2,09,752	2,48,486	3,80,790	2,88,540
Unit per litre of diesel oil	3.55	2.99	3.58	3.19
Total amount (₹ Million)	2.31	3.24	3.57	3.12
Rate/Unit (₹)	10.97	13.02	9.38	10.80
Consumption per unit of production				
Electricity (Units/Boards in MT)	448	672	510	746

Measures for conservation of energy:

Company has started using capacitors banks to regulate the power factor loss from 0.98 to 0.99, which will reduce loss of energy.

B. FORM-B

Disclosure of particulars with respect to technology absorption (to the extent applicable)

A. Research & Development (R&D)

- Specific areas in which R&D is carried out by the Company - **N.A.**
- Benefits derived as a result of above R&D - **N.A.**
- Future plan of actions

Company is planning to do R&D in the areas, whereby the cost of product can be reduced further without compromising with the quality. Further steps are also being taken to find out other alternative use of Bagasse boards, besides furniture manufacturing.

- Expenditure on R&D - **NIL**

For the year ended March 31	2011 (₹ Million)
a) Capital	Nil
b) Recurring	Nil
c) Total	Nil
d) Total R&D expenditure as a percentage of total turnover	N.A.

B. Technology Absorption, Adaptation and Innovation

1. Efforts in brief, made towards technology absorption, adaptation and innovation	None
2. Benefit derived as a result of the efforts	None
3. Information regarding technology imported during last 5 years	
a) Technology imported	Yes
b) Year of import	2007-2008
c) Has technology been fully absorbed	Yes
d) If not fully absorbed, areas where this has not taken place, reason therefore and future plan of action	N.A.

C. Foreign Exchange Earnings and Outgo

- Activities relating to exports; initiative taken to increase exports; development of new export markets for products and services; export plans: **None**
- Total Foreign Exchange used & earned:

(₹ in Million)

Particulars	2010-11 (12 months)	2009-10 (12 months)
Foreign Exchange Earnings	-	-
Foreign Exchange Outgo:		
On account of Import of Capital Goods	-	-
On account of Interest Payments	22.66	19.11
On account of Import of Raw Material	9.17	21.28
On account of Import of Spare Parts	11.51	12.49
On account of Foreign Travelling Expenses	-	-
On account of Technical & Professional Consultancy Fees	-	0.21
Total Foreign Exchange Outgo	43.34	53.09

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANY

1. Name of the Subsidiary	Bajaj Aviation Private Limited
2. The Financial Year of the Subsidiary Company ends on	September 30
3. Holding Company's Interest:	
i) No. of Equity Shares	5,000,000 of ₹ 10/- each
ii) Percentage of Holding	100%
iii) Change in the Holding Company's interest from 01.10.2010 to 31.03.2011	No change
4. Material Changes in the subsidiary's books from 01.10.2010 to 31.03.2011 in respect of:	
i) Fixed Assets	No change
ii) Investments	Dividend received ₹ 0.04 million
iii) Moneys lent	No change
iv) Moneys borrowed (except for meeting current liabilities)	No change
5. The Net Aggregate of Profits/(Losses) of the Subsidiary Company for its Financial Year so far as they concern members of Bajaj Eco-Tec Products Limited.	₹ 6.75 million
Dealt with the Accounts of Bajaj Eco-Tec Products Limited for the year ended March 31, 2010	NIL
Not Dealt with the Accounts of Bajaj Eco-Tec Products Limited for the year ended March 31, 2010	₹ 6.75 million
6. The Net Aggregate of Profits/ (Losses) of the Subsidiary Company up to Previous Financial Year so far as they concern members of Bajaj Eco-Tec Products Limited.	₹ 7.38 million
Dealt with the Accounts of Bajaj Eco-Tec Products Limited for the year ended March 31, 2010	NIL
Not Dealt with the Accounts of Bajaj Eco-Tec Products Limited for the year ended March 31, 2010	₹ 7.38 million

Mumbai
June 27, 2011

Kushagra Bajaj
Director

Himanshu Shah
Managing Director

ANNEXURE – II TO THE DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2011

Particulars of Employees as required under Section 217(2A) read with the Companies (Particulars of Employees) Rules, 1975

Sr. No.	Name of Employee	Whether relative of any Director or Manager of Company	Designation/ Nature of Duties	Remuneration (₹)	Qualification	Age (Years)	Experience (No. of years)	Date of Commencement of Employment	Particulars of Previous Employment
1	2	3	4	5	6	7	8	9	10
A. Employees employed throughout the financial year and who were in receipt of the remuneration for that financial year in the aggregate of not less than ₹ 6,000,000									
1.	Mr. Himanshu Shah	No	Managing Director	90,52,333	B. Com. (Hons.), FCA, Diploma in Business Management (IMC) from Davar's College of Commerce	51	28	01/09/2007	Bajaj Hindusthan Ltd.

REPORT OF THE AUDITORS TO THE MEMBERS

We have audited the attached Balance Sheet of **BAJAJ ECO-TEC PRODUCTS LIMITED** ('the Company') as at March 31, 2011, the Profit and Loss Account and the Cash Flow Statement 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.

1. We have conducted our audit in accordance with the 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 the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003 (as amended) 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.
3. 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 Cash Flow Statement dealt with by this report are in agreement with the books of account;

- d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
- e) On the basis of written representations received from the Directors as on March 31, 2011 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2011 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 present 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 March 31, 2011;
 - (ii) in the case of the Profit and Loss Account, of the loss 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 **CHATURVEDI & SHAH**
Firm Registration No.: 101720W
Chartered Accountants

AMIT CHATURVEDI
Partner
Membership No. 103141

Mumbai, June 27, 2011

ANNEXURE REFERRED TO IN PARAGRAPH 2 OF OUR REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2011 OF BAJAJ ECO-TEC PRODUCTS LIMITED

1.
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) Fixed assets have been physically verified by the management in a phased periodical manner as per regular programme of verification, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c) There are no substantial disposals of fixed assets during the year.
2. In respect of its inventories:
 - a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b) The procedures of 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) The Company has maintained proper records of inventory. As explained to us, there were no material discrepancies noticed on physical verification of inventory.
3.
 - a) The Company has granted an advance to one wholly owned subsidiary covered, in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year and the year end balance was ₹ 72,020,000/-.
 - b) In our opinion and according to information and explanations given to us, the rate of interest bearing and the other terms and conditions on which advance has been given to wholly owned subsidiary is not, prima facie prejudicial to the interest of the Company.
 - c) In respect of advance given to wholly owned subsidiary, the advance and interest is repayable on demand.
 - d) In respect of advance given by the Company, these are repayable on demand and therefore the question of overdue amount does not arise.
 - e) The Company has taken loan from a company, covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 1,054,286,404/-. The year end balance was NIL.
 - f) In our opinion the rate of interest and other terms and conditions of loans taken are prima facie not prejudicial to the interest of the Company
 - g) In respect of loan taken, the interest and principal are repayable on demand.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
5. According to information and explanation given to us, we are of the opinion that the contracts or arrangements that need to be entered into the register maintained in pursuance of Section 301 of the Companies Act, 1956, have been properly entered in the said register. The transactions with such party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. The Company has not accepted any deposit from the public.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. To the best of our knowledge and as explained to us, the Central Government has not prescribed the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 for the products of the Company.
9. According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, sales-tax, wealth-tax, service tax, customs duty, cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding, as at March 31, 2011 for a period of more than six months from the date they became payable and there were no unpaid disputed dues outstanding as at the end of the period.
10. The Company has been registered for a period of less than five years and hence we are not required to comment on whether or not the accumulated losses at the end of the financial year is fifty per cent or more of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year.
11. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to banks.
12. In our opinion and according to the explanations given to us and based on the information available, no loans and advances have been granted on the basis of security by way of pledge of shares, and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society. Therefore, the provisions of Clause 4(xiii) of the Companies (Auditor's Report) Order, 2003, (as amended) are not applicable to the Company.
14. In our opinion, the Company is not dealing or trading in shares, securities, debentures and other investments and therefore the provisions of Clause (xiv) of the Companies (Auditor's Report) Order, 2003, (as amended) are not applicable.
15. According to information and explanation given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions. Therefore, the provisions of Clause (xv) of the Companies (Auditor's Report) Order, 2003, (as amended) are not applicable.
16. The term loans raised by the Company were applied for the purpose for which loans were obtained.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the no funds raised on short-term basis have been used for long-term investment.
18. The Company has not made during the year any preferential allotment of shares to parties and companies covered under register maintained under Section 301 of the Companies Act, 1956.
19. The Company did not have any outstanding debenture during the year.
20. The Company has not raised any monies by way of public issue during the year.
21. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we have not come across any instance of material fraud on or by the Company, noted or reported during the course of our audit.

FOR **CHATURVEDI & SHAH**
Firm Registration No.: 101720W
Chartered Accountants

AMIT CHATURVEDI
Partner
Membership No. 103141

Mumbai, June 27, 2011

Balance Sheet as at March 31, 2011

Schedule	As at March 31, 2011 ₹	As at March 31, 2010 ₹
I. Sources of Funds:		
Shareholders' Funds		
Share Capital	1	815,000,000
Reserves and Surplus	2	1,034,100,000
		1,849,100,000
Loan Funds		
Secured Loans	3	1,727,429,058
Unsecured Loans	4	1,050,000,000
		2,777,429,058
Total		4,626,529,058
II. Application of Funds:		
Fixed Assets		
Gross Block	5	3,473,222,806
Less: Depreciation		615,572,910
Net Block		2,857,649,896
Capital work-in-progress		1,772,642
		2,859,422,538
Investments	6	50,000,000
Current Assets, Loans and Advances		
Inventories	7	611,076,248
Sundry Debtors		163,855,500
Cash and Bank Balances		6,256,548
Loans and Advances		111,074,981
		892,263,277
Less: Current Liabilities and Provisions	8	
Current Liabilities		858,835,908
Provisions		56,822,246
		915,658,154
Net Current Assets		(23,394,877)
Profit and Loss Account		1,740,501,397
Total		4,626,529,058
Significant Accounting Policies	15	
Notes forming part of the Accounts	16	

As per our attached report of even date
For and on behalf of
CHATURVEDI & SHAH
Firm Registration No.: 101720W
Chartered Accountants

Kushagra Bajaj
Director

Himanshu Shah
Managing Director

Amit Chaturvedi
Partner
Membership No. 103141

Alok Desai
Company Secretary

Mumbai, June 27, 2011

Profit & Loss Account for the year ended March 31, 2011

Schedule	For the Year ended March 31, 2011 ₹	For the Year ended March 31, 2010 ₹
Income:		
Sales	1,495,217,772	1,305,220,856
Other Income	9	108,530,592
	1,603,748,364	1,546,260,892
Expenditure:		
Raw Material Consumed	10	976,988,970
Manpower Cost	11	179,856,805
Other Expenses	12	647,153,708
Interest and Finance charges	13	330,615,040
Depreciation		207,873,886
(Increase)/Decrease in Stocks	14	(32,941,756)
	2,309,546,653	2,051,952,659
Profit/(Loss) for the year before Taxation	(705,798,289)	(505,691,767)
Provision for Wealth Tax	17,000	10,000
Profit/(Loss) for the year	(705,815,289)	(505,701,767)
Add:		
Balance Brought Forward	(1,245,209,817)	(739,508,050)
Excess/(Short) provision for tax	(8,090,752)	-
Depreciation written back of earlier years	218,614,461	-
Balance carried to Balance Sheet	(1,740,501,397)	(1,245,209,817)
Basic and diluted EPS of face value of ₹ 10 each (refer Note No. 5 of Schedule 16)	(43.07)	(43.97)
Significant Accounting Policies	15	
Notes forming part of the Accounts	16	

As per our attached report of even date
For and on behalf of
CHATURVEDI & SHAH
Firm Registration No.: 101720W
Chartered Accountants

Kushagra Bajaj
Director

Himanshu Shah
Managing Director

Amit Chaturvedi
Partner
Membership No. 103141

Alok Desai
Company Secretary

Mumbai, June 27, 2011

Bajaj Eco-Tec Products Limited

Cash Flow Statement for the year ended March 31, 2011

	2010-2011 ₹	2009-2010 ₹
CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Extra Ordinary Items and Taxation	(705,798,289)	(505,691,767)
Adjustment for:		
Depreciation	207,873,886	318,365,746
Profit on Sale of Fixed Assets	-	(2,000)
Interest accrued and paid	264,217,699	183,415,838
Interest receivable on loans given	(7,800,000)	-
Profit on Unwinding of Option Contract	(87,000,000)	-
	377,291,585	501,779,584
Provision for Direct Taxes	(17,000)	(37,372)
Operating Profit before Working Capital changes	(328,523,704)	(3,949,555)
Adjustment for:		
Trade and Other Receivables	51,495,464	(85,764,357)
Inventories	23,142,294	(96,215,152)
Trade Payables	539,895,443	143,330,552
Cash Generated from Operations	614,533,201	(38,648,957)
Net Cash from/(used in) Operating Activities	286,009,497	(42,598,512)
CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets (including CWIP)	(118,684,933)	(144,825,531)
Loans Given	-	(608,723)
Loans Taken	-	1,492,548
Sale of Fixed Assets	238,902	2,000
Net Cash used in Investing Activities	(118,446,031)	(143,939,706)
CASH FLOW FROM FINANCING ACTIVITIES:		
Loan Received	864,851,433	-
Loan Repaid	(891,006,632)	(220,298,094)
Issue of Shares and Premium thereon:		
Preference Shares	-	600,000,000
Interest Paid	(258,841,279)	(183,415,838)
Profit on Unwinding of Option Contract	87,000,000	-
Net Cash from/(used in) Financing Activities	(197,996,478)	196,286,068
Net Increase/(Decrease) in Cash and Cash Equivalents	(30,433,012)	9,747,850
Cash and Cash Equivalents as at 01/04/2010	36,689,560	26,941,710
Cash and Cash Equivalents as at 31/03/2011	6,256,548	36,689,560

Figures in brackets indicate cash outflow and without brackets indicate cash inflow.

As per our attached report of even date

For and on behalf of

CHATURVEDI & SHAH

Firm Registration No.: 101720W

Chartered Accountants

Kushagra Bajaj
Director

Himanshu Shah
Managing Director

Amit Chaturvedi

Partner

Membership No. 103141

Alok Desai
Company Secretary

Mumbai, June 27, 2011

SCHEDULES FORMING PART OF ACCOUNTS

Schedules 1 to 16 annexed to and forming part of the Balance Sheet as at March 31, 2011 and Profit and Loss Account for the year ended March 31, 2011.

	As at March 31, 2011 ₹	As at March 31, 2010 ₹
SCHEDULE 1 - SHARE CAPITAL		
Authorised:		
Equity		
21,000,000 (21,000,000) Equity Shares of ₹ 10/- each.	210,000,000	210,000,000
Preference		
70,000,000 (70,000,000) Preference Shares of ₹ 10/- each.	700,000,000	700,000,000
	910,000,000	910,000,000
Issued, Subscribed and Paid-up:		
Equity		
11,500,000 (11,500,000) Equity Shares of ₹ 10/- each fully paid-up in Cash	115,000,000	115,000,000
Preference Shares		
10,000,000 (10,000,000) 7% Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid (in cash) redeemable as follows:	100,000,000	100,000,000
a) 7,645,000 shares are redeemable at par on 30/09/2016 and		
b) 2,355,000 shares are redeemable at par on 31/05/2017		
60,000,000 7% Optionally Convertible Cumulative Redeemable Preference Shares of ₹ 10/- each redeemable at par on 28/09/2025	600,000,000	600,000,000
The entire Paid-up (Equity and Preference) Share Capital is held by Bajaj Hindusthan Ltd., the Holding Company	815,000,000	815,000,000
SCHEDULE 2 - RESERVES AND SURPLUS		
Securities Premium	1,034,100,000	1,034,100,000
	1,034,100,000	1,034,100,000
SCHEDULE 3 - SECURED LOANS		
Working Capital Loan from Banks	651,812,415	650,147,417
Term Loan from Banks	1,075,616,643	1,968,288,273
	1,727,429,058	2,618,435,690
1. Working Capital Loans from Banks are secured on first <i>pari-passu</i> charge basis by hypothecation of present and future Inventories, Book Debts and Other Receivables and further secured on a second <i>pari-passu</i> charge basis by hypothecation of the whole of present and future movable Fixed Assets and Properties and also secured on a second <i>pari-passu</i> charge basis by mortgage on whole of present and future Immovable Fixed Assets and Properties of the Company.		
2. Term Loans from Banks are secured/to be secured on first <i>pari-passu</i> charge basis by Hypothecation of the whole of the present and future movable Fixed Assets and Properties including Plant and Machinery, Machinery Spares, Tools and Accessories and other Movables of the Company and also secured/to be secured on First <i>pari-passu</i> charge basis by mortgage (by deposit of title deeds) on whole of the present and future immovable Fixed Assets and Properties. Documentation in respect of certain Properties is under finalisation.		
SCHEDULE 4 - UNSECURED LOANS		
From		
- Bajaj Hindusthan Limited (Holding Company)	-	185,148,567
- Borrowing from Banks	1,050,000,000	-
	1,050,000,000	185,148,567

SCHEDULE 5 - FIXED ASSETS

(₹)

Particulars	GROSS BLOCK (AT COST / BOOK VALUE)				DEPRECIATION				NET BLOCK	
	As at 01/04/2010	Additions	Deductions/ Adjustments	As at 31/03/2011	As at 01/04/2010	For the year	*Deductions/ Adjustments	Upto 31/03/2011	As at 31/03/2011	As at 31/03/2010
Land	18,366,574	1,230,630	-	19,597,204	-	-	-	-	19,597,204	18,366,574
Building	928,454,189	9,610,975	-	938,065,164	163,303,987	74,417,727	-	237,721,714	700,343,450	765,150,202
Plant and Machinery	2,376,572,645	104,031,836	-	2,480,604,481	447,603,890	129,289,168	218,614,461	358,278,597	2,122,325,884	1,928,968,755
Furniture and Fixtures	6,740,271	144,202	-	6,884,473	3,769,007	553,362	-	4,322,369	2,562,104	2,971,264
Office Equipments	12,761,969	227,627	-	12,989,596	6,638,033	1,852,285	-	8,490,318	4,499,278	6,123,936
Vehicles	8,461,083	26,500	692,937	7,794,646	4,416,043	1,043,337	454,035	5,005,345	2,789,301	4,045,040
Electric installation	5,646,721	1,640,521	-	7,287,242	1,036,560	718,007	-	1,754,567	5,532,675	4,610,161
Total	3,357,003,452	116,912,291	692,937	3,473,222,806	626,767,520	207,873,886	219,068,496	615,572,910	2,857,649,896	2,730,235,932
Previous Year Total	3,143,034,495	213,970,957	2,000	3,357,003,452	308,403,774	318,365,746	2,000	626,767,520	2,730,235,932	2,834,630,721
Capital work-in-progress	-	1,772,642	-	1,772,642	-	-	-	-	1,772,642	-
Grand Total	3,357,003,452	118,684,933	692,937	3,474,995,448	626,767,520	207,873,886	219,068,496	615,572,910	2,859,422,538	2,730,235,932
Previous Year Grand Total	3,212,179,921	213,970,957	69,147,426	3,357,003,452	308,403,774	318,365,746	2,000	626,767,520	2,730,235,932	2,834,630,721

(* Refer Note No. 4 of Schedule 16)

Notes:

- Additions during the year includes an amount of ₹ 10.12 crore (Previous Year ₹ 10.59 crore) towards Exchange fluctuation loss on foreign currency loan as per notification dated 31.03.2009
- Particulars of Capital Work-in-Progress:

(₹)

Particulars	As at April 01, 2010	Additions	Deductions/ Adjustments	As at March 31, 2011
Advance to Suppliers/Contractors	-	836,183	-	836,183
Plant & Machinery/ Civil Work-in-Progress	-	936,459	-	936,459
Total	-	1,772,642	-	1,772,642

	As at March 31, 2011	As at March 31, 2010
	₹	₹
SCHEDULE 6 - INVESTMENTS		
Long Term Investments (At Cost)		
Trade		
In Subsidiary Company		
Unquoted, Fully Paid Equity Shares		
50,00,000 (50,00,000) Shares of Bajaj Aviation Pvt. Ltd. of ₹ 10/- each	50,000,000	50,000,000
	<u>50,000,000</u>	<u>50,000,000</u>

SCHEDULE 7 - CURRENT ASSETS, LOANS AND ADVANCES

Current Assets:

a) Inventories (At cost or net realisable value whichever is lower, unless otherwise stated, as certified and valued by the management)		
(i) Stores, Spare Parts and Packing Materials	61,279,118	55,505,763
(ii) Raw Material	240,185,361	302,042,766
(iii) Finished Stock	252,029,277	169,176,061
(iv) Materials-in-Process	57,582,492	107,493,952
	<u>611,076,248</u>	<u>634,218,542</u>
(b) Sundry Debtors (Unsecured, considered good unless otherwise stated)		
Debts outstanding for a period exceeding six months		
Good	4,113,167	5,979,649
Doubtful	1,267,228	-
Less: Provision	1,267,228	-
	<u>-</u>	<u>-</u>
Other Debts	159,742,333	111,020,460
	<u>163,855,500</u>	<u>117,000,109</u>
(c) Cash and Bank Balances		
Cash in hand	314,531	1,147,569
Balance with Scheduled Banks:		
In Current Accounts	5,880,343	35,541,991
* In Fixed Deposits (Including accrued interest ₹ 1,674 /-, (P.Y. Nil) (Given on Security)	61,674	-
	<u>6,256,548</u>	<u>36,689,560</u>

SCHEDULE 7 - CURRENT ASSETS, LOANS & ADVANCES (CONTD.)

(d) Loans and Advances (Unsecured, considered good unless otherwise stated)		
Advance to wholly owned subsidiary*	72,020,000	65,001,721
Advances recoverable in cash or in kind or for value to be received	35,092,811	125,258,630
Deposits	1,846,848	1,584,798
Advance payment of Tax	2,115,322	9,780,687
(*Advance to Company under same Management viz. Bajaj Aviation Pvt. Ltd.)	111,074,981	201,625,836
	<u>892,263,277</u>	<u>989,534,047</u>

SCHEDULE 8 - CURRENT LIABILITIES AND PROVISIONS

A. Current Liabilities:		
Sundry Creditors		
Due to SME*	-	-
Others	826,852,436	277,867,231
(*The Company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, disclosure relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been made)		
Interest Accrued but not due	2,040,165	9,810,153
Other Liabilities	29,943,307	22,867,217
	<u>858,835,908</u>	<u>310,544,601</u>
B. Provisions:		
For Employee Benefits	10,758,523	9,033,972
For Wealth Tax	17,000	10,000
For Fringe Benefit Tax	1,335,322	2,382,608
Other Provision	44,711,401	40,324,358
	<u>56,822,246</u>	<u>51,750,938</u>
	<u>915,658,154</u>	<u>362,295,539</u>

Bajaj Eco-Tec Products Limited

	For the Year ended March 31, 2011 ₹	For the Year ended March 31, 2010 ₹
SCHEDULE 9 - OTHER INCOME		
Surplus on Sale of Assets	-	2,000
Gain due to foreign exchange transaction (net)	86,989,096	230,950,037
Scrap Sales	12,129,925	9,178,759
Miscellaneous Receipts	9,411,571	909,240
	<u>108,530,592</u>	<u>241,040,036</u>
SCHEDULE 10 - RAW MATERIALS CONSUMED		
Opening Stock	302,042,766	223,572,413
Purchases	915,131,565	860,220,469
	<u>1,217,174,331</u>	<u>1,083,792,882</u>
Less: Closing Stock	240,185,361	302,042,766
	<u>976,988,970</u>	<u>781,750,116</u>
SCHEDULE 11 - MANPOWER COST		
Salaries and Wages	139,033,488	144,635,669
Contribution to Provident and other funds and schemes	6,559,034	6,981,958
Employee's Welfare Expenses	10,783,624	11,900,977
Contractor's Labour Charges	23,480,659	22,277,336
	<u>179,856,805</u>	<u>185,795,940</u>
SCHEDULE 12 - OTHER EXPENSES		
Stores, Spares Consumed	31,315,907	20,443,207
Packing Material	15,900,952	13,962,462
Other Operating Expenses	2,308,335	847,900
Power and Fuel	310,901,493	271,673,212
Repairs:		
Building	5,358,201	1,040,696
Machinery	36,365,914	44,031,751
Others	2,048,578	4,466,835
	<u>43,772,693</u>	<u>49,539,282</u>
Payment to Auditors for:		
Audit Fees	110,300	110,300
Tax Audit Fees	44,120	44,120
Certification work	-	102,030
Out of pocket expenses	-	18,740
	<u>154,420</u>	<u>275,190</u>
Insurance	8,665,091	9,833,494
Selling and Distribution	50,106,875	22,267,450
Freight Outward	155,739,836	157,632,162
Miscellaneous Expenses	28,288,106	44,872,987
Prior Period Expenses	-	4,348,356
	<u>647,153,708</u>	<u>595,695,702</u>
SCHEDULE 13 - INTEREST AND FINANCE CHARGES		
Interest:		
Term Loans	97,982,103	81,732,908
Working Capital Loans	86,805,664	59,227,761
Others	81,101,724	5,761,825
	<u>265,889,491</u>	<u>146,722,494</u>
Less: Interest Income Gross:		
On loans (Tax deducted at source ₹ 780,000/-) (P.Y. Nil)	7,800,000	-
	<u>258,089,491</u>	<u>146,722,494</u>
Add: Finance charges	72,525,549	36,693,344
	<u>330,615,040</u>	<u>183,415,838</u>
SCHEDULE 14 - (INCREASE)/DECREASE IN STOCKS		
Opening Stock:		
Finished Goods	169,176,061	122,038,139
Materials in process	107,493,952	141,561,191
	<u>276,670,013</u>	<u>263,599,330</u>
Less: Closing Stock:		
Finished Goods	252,029,277	169,176,061
Materials in process	57,582,492	107,493,952
	<u>309,611,769</u>	<u>276,670,013</u>
	<u>(32,941,756)</u>	<u>(13,070,683)</u>

Schedule 15 - Significant Accounting Policies

1. (i) Basis of preparation of financial statements:

The financial statements are prepared as per historical cost convention on accrual basis and comply with the provisions of the Companies Act, 1956, the generally accepted accounting principles in India and the applicable accounting standards as notified by the Companies (Accounting Standards) Rules, 2006.

(ii) Use of estimates:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of the assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialized.

2. Revenue Recognition:

Revenue is recognised when the significant risks and rewards of ownership of the goods have been passed to the buyers. Sale of goods is exclusive of Sales Tax.

3. Fixed Assets and Depreciation:

(a) Fixed Assets:

(i) Fixed Assets are carried at cost of acquisition or construction cost, less accumulated depreciation (except free hold land) and amortisation.

(ii) Expenditure during construction period incurred on the projects under implementation are treated as pre-operative expenses pending allocation to the assets and are included under the head "Capital Work-in-Progress". These expenses are apportioned to fixed assets on commencement of commercial production. Capital Work-in-Progress is stated at the amount expended upto the date of Balance Sheet.

(b) Depreciation:

Depreciation on all the assets has been provided as under:-

(i) Plant & Machinery:

On Straight-Line Method basis at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.

Based on technical evaluation certain plant & machinery are classified as continuous process plant.

(ii) Other Assets:

On Written Down Value basis at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.

4. Investments:

All long-term investments are stated at cost of acquisition. Diminution in value of such long-term investments is not provided for except where determined to be of permanent nature.

5. Inventories:

(i) Stock of Raw Material is valued at cost or net realisable value whichever is lower. Cost is arrived at on weighted average basis.

(ii) Stock of Material-in-Process and Finished Goods is valued at cost or net realisable value whichever is lower.

(iii) Stores, Spares and Packing Material are valued at cost. Cost is arrived at on weighted average basis.

(iv) Obsolete Stores and Spares when identified and technically determined, are valued at estimated realizable value.

6. Foreign Currency Transactions:

Foreign Currency transactions are recorded at the rates of exchange prevailing on the date of transaction. Monetary Foreign Currency assets and liabilities outstanding at the close of the financial year are revalued at the exchange rates prevailing on the Balance Sheet date. Exchange differences arising on account of fluctuation in the rate of exchange is recognised in the Profit and Loss Account. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. However, in respect of long-term foreign currency monetary items, the exchange difference relating to acquisition of capital assets has been adjusted to the same accordingly.

7. Employee retirement benefits:

A. Short Term Employee Benefits are recognized as expense at the undiscounted value in the Profit and Loss Account of the year in which the related service is rendered.

B. Retirement Benefits:

(i) Retirement benefits in the form of Provident Fund/Family Pension Fund, which are Defined Contribution Plans, are accounted on accrual basis and charged to the Profit and Loss Account of the year.

(ii) Liabilities in respect of retirement benefits in the form of Gratuity and Leave Encashment, which are Defined Benefit Plans, are determined and accrued on the basis of an independent actuarial valuation applying the Projected Unit Credit Method.

(iii) Actuarial gains/losses arising during the year are recognized in the Profit and Loss Account of the year.

8. Borrowing Cost:

Borrowing cost attributable to acquisition and construction of qualifying assets are capitalised as part of the cost of such assets upto the date when such assets are ready for intended use and other borrowing costs are charged to the Profit and Loss Account.

9. Taxation:

- Provision for current tax is made with reference to taxable income computed for the accounting period for which the financial statements are prepared by applying the tax rates relevant to the respective 'Previous Year'.
- Deferred Tax resulting from 'timing difference' between book and taxable profit for the year is accounted for using the current tax rates. The deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be adjusted in future. However, in case of deferred tax assets (representing unabsorbed depreciation or carry forward losses) are recognised, if and only if there is a virtual certainty that there would be adequate future taxable income against which such deferred tax assets can be realised.

10. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognized if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are neither recognised nor disclosed in the financial statements.

SCHEDULE 16 - NOTES TO ACCOUNTS

- The previous year figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosure for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.
- The disclosures pursuant to Accounting Standard-15 (AS-15) 'Employee Benefits' are stated herein below:

A) Defined Contribution Plans:

- Contribution to defined contribution plan, recognised as expense for the year are as under:-

(₹)

Particulars	2010-11	2009-10
Employers contribution to PF	3,225,973	3,500,801
Employers contribution to Pension scheme	2,633,509	2,740,144
Employer's contribution to Deposit Linked Insurance scheme	159,819	165,688

B) Defined Benefit Plans:

Provision for Gratuity has been made in the accounts based on the report of Actuary as at March 31, 2011. Details under the AS-15 to the extent applicable is furnished below:

(₹)

i.	Gratuity:	2010-11	2009-10
(a)	Changes in the Present Value of the Defined Benefits Obligation		
	Present value of Defined Benefit Obligation at the beginning of the year	3,963,714.00	2,405,836.00
	Interest Cost	369,468.32	254,782.00
	Current Service Cost	1,637,596.00	1,837,513.00
	Benefits Paid	197,104.00	-
	Actuarial (Gain)/Loss	(500,680.32)	(534,417.00)
	Present value of Defined Benefit Obligation at the end of the year	5,272,994.00	3,963,714.00
(b)	Balance Sheet Reconciliation		
	Net Liability at the beginning of the year	3,963,714.00	2,405,836.00
	Add: Revised Actuarial Valuation for Previous year	-	-
	Expenses Recognized	1,506,384.00	1,557,878.00
	Benefits Paid	197,104.00	-
	Net Liability at the end of the year	5,272,994.00	3,963,714.00
(c)	Amount recognized in the Profit and Loss Account		
	Current Service Cost	1,637,596.00	1,837,513.00
	Interest Cost Obligation	369,468.32	254,782.00
	Net Actuarial (Gain)/Loss	(500,680.32)	(534,417.00)
	Expenses recognized in the Statement of Profit and Loss Account	1,506,384.00	1,557,878.00

i.	Gratuity:	2010-11	2009-10
(d)	Actuarial Assumption		
	Discount Rate	8.00%	8.00%
	Expected rate of return on Plan Assets	0.00%	0.00%
	Salary	5.00%	5.00%
	Expected Average remaining working lives of employees (years)	21.88	22.32
	Withdrawal Rates		
	Varying between 2% p.a. and 1% p.a. depending on duration and age of the employees		

Provision for leave encashment has been made in the accounts based on the report of Actuary as at March 31, 2011. Details under the AS-15 to the extent applicable is furnished below:

(₹)

ii.	Leave Encashment	2010-11	2009-10
(a)	Changes in the Present Value of the Defined Benefits Obligation		
	Present value of Defined Benefit Obligation at the beginning of the year	5,070,258	3,258,546
	Interest Cost	422,231	333,152
	Current Service Cost	1,263,803	1,330,725
	Benefits Paid	1,119,779	1,075,386
	Actuarial (Gain)/Loss	(150,984)	1,223,221
	Present value of Defined Benefit Obligation at the end of the year	5,485,529	5,070,258
(b)	Balance Sheet Reconciliation		
	Net Liability at the beginning of the year	5,070,258	3,258,546
	Add: Revised Actuarial Valuation for Previous year	-	-
	Expenses Recognized	1,535,050	2,887,098
	Benefits Paid	1,119,779	1,075,386
	Net Liability at the end of the year	5,485,529	5,070,258
(c)	Amount recognized in the Profit and Loss Account		
	Current Service Cost	1,263,803	1,330,725
	Interest Cost Obligation	422,231	333,152
	Net Actuarial (Gain)/Loss	(150,984)	1,223,221
	Expenses recognized in the Statement of Profit & Loss Account	1,535,050	2,887,098
(d)	Actuarial Assumption		
	Discount Rate	8.00%	8.00%
	Expected rate of return on Plan Assets	0.00%	0.00%
	Salary	5.00%	5.00%
	Expected Average remaining working lives of employees (years)	21.91	22.30
	Withdrawal Rates		
	Varying between 2% p.a. and 1% p.a. depending on duration and age of the employees		

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary. The expected rate of return on Plan Assets is determined considering several applicable factors, mainly the composition of Plan Assets held, assessed risks, historical results of return on plan assets and the Company's policy for Plan Assets management.

- Included under the head "Manpower Cost" in the Profit and Loss Account Director remuneration paid/payable to Managing Director and Whole Time Director as under:

(₹)

Particulars	Managing Director		Whole-time Director		Total	
	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10
Salary, etc.	8,010,360	9,430,555	-	1,726,292	8,010,360	11,156,847
Contribution to Provident Fund	332,640	362,880	-	41,574	332,640	404,454
Other Allowances and Perquisites inclusive Superannuation	576,000	453,600	-	98,161	576,000	551,761
Provision for Gratuity	133,333	145,452	-	-	133,333	145,452
Total	9,052,333	10,392,487	-	1,866,027	9,052,333	12,258,514

Government of India, Ministry of Corporate Affairs has vide its letter No. A67634311-CL-VII dated December 23, 2009, approved the payment of managerial remuneration of ₹ 8,14,044/- per month to Managing Director of the Company for the period from April 1, 2008 to March 31, 2011, under Section 310 of the Companies Act, 1956.

Bajaj Eco-Tec Products Limited

4. On the basis of the technical evaluation by an independent Chartered Engineer the Plant & Machinery have been classified as "Continuous Process Plant". Consequently, the depreciation which hitherto was being charged on "shift basis" has now been charged on "continuous process." Accordingly, the excess depreciation of ₹ 21,86,14,461/- provided for the period since beginning to March 31, 2010 has now been reversed.
5. Calculation of Basic and Diluted Earning Per Share

(₹)

Particulars	As at March 31, 2011	As at March 31, 2010
Net Profit after tax attributable to equity share holders	(495,291,579)	(505,701,767)
Weighted average no. of equity shares outstanding during the year	11,500,000	11,500,000
Basic EPS	(43.07)	(43.97)
Diluted shares	11,500,000	11,500,000
Diluted EPS *	(43.07)	(43.97)
Face value per equity share	₹ 10	₹ 10

* The 6 Crore optionally convertible preference shares of ₹ 10/- each would not be considered as potential equity shares in calculation of dilutive earning per share, in view of decrease of loss per share on conversion of the same into equity shares, hence, therefore the basic and dilutive earning per share will be same as reported above.

6. The disclosures in respect of Related Parties as per Accounting Standard-18 (AS-18) 'Related Party Disclosures' are as stated herein below:

A) Related parties and relationships for which disclosure is required under AS-18:

(i) Holding & Subsidiary Companies

Holding Company:
- Bajaj Hindusthan Limited

Subsidiary Company

- Bajaj Aviation Private Limited (Formerly known as Bajaj Hindusthan Holdings Private Limited)

(ii) Director

- Mr. Himanshu Shah - Managing Director (Also a Key Management Personnel)

(₹)

Transactions during the year	Holding Company	Subsidiary Company	Key Managerial personnel	Total
Purchase of Raw Material	304,181,525 (6,016,140)	- (3,855,536)	- (-)	304,181,525 (9,871,676)
Purchase of Power/Steam	209,264,553 (124,238,964)	- (79,476,585)	- (-)	209,264,553 (203,715,549)
Interest Income	- (-)	7,800,000 (-)	- (-)	7,800,000 (-)
Payment of Remuneration to Managerial Personnel	- (-)	- (-)	9,052,333 (12,258,514)	9,052,333 (12,258,514)
Interest paid	80,357,597 (5,720,630)	- (-)	- (-)	80,357,597 (5,720,630)
Investment in Preference Share Capital	- (600,000,000)	- (-)	- (-)	- (600,000,000)
Lease Rent Paid	3 (2)	- (-)	- (-)	3 (2)
Movement in Loans/ Advances (net)	185,148,567 (217,000,000)	1,721 (883,825)	- (-)	185,150,288 (217,883,825)
Balances as at March 31, 2011 debit/credit				
Investment in Equity Shares	- (-)	50,000,000 (50,000,000)	- (-)	50,000,000 (50,000,000)
Creditors	620,746,705 (62,105,879)	- (50,659,483)	- (-)	620,746,705 (112,765,362)
Loans Taken	- (185,148,567)	- (-)	- (-)	- (185,148,567)
Advances Given	- (-)	72,020,000 (65,001,721)	- (-)	72,020,000 (65,001,721)

(The figures of Previous Year are shown in brackets.)

B) The details of Corporate Guarantee provided by Bajaj Hindusthan Ltd. (Holding Company) in favour of our various bankers are as under:

(₹)

Bankers	Corporate guarantee given	O/S against Corporate guarantee given as on 31-03-2011
ICICI Bank Ltd.	740,000,000	-
State Bank of India	200,000,000	150,000,000
State Bank of Patiala	100,000,000	87,500,000

Note: Related Party relationship is as identified by the Company based on the available information and relied upon by the Auditors.

7. Segment reporting

The Company is engaged solely in the business of manufacturing of MDF Boards and Particle Boards from bagasse. The entire operations are governed by the same set of risk and returns and hence the same has been considered as representing a single primary segment. This treatment is in accordance with the guiding principles enunciated in the AS-17 on segment reporting as notified under the Companies (Accounting Standard) Rules, 2006.

8. Contingent Liabilities not provided for

		March 31, 2011	March 31, 2010
(i)	The Company has procured Imported as well as Indigenous Capital Goods under Export Promotion and Capital Goods Scheme (EPCG). The Export Obligation pending against such EPCG licenses is:	281,241,543	281,241,543
	(In respect of said obligation, the accumulated interest @ 15 % for the period from 05-03-07 to 31-03-11, amounts to ₹ 216.11 million)		
(ii)	Dividend on Preference Shares	93,401,000	44,401,000
(iii)	Claims not acknowledged by the Company		
	a) Service Tax	1,425,242	-
	b) Sales Tax	434,040	-
(iv)	Bank Guarantee availed from the Bank	92,125,669	-
(v)	Letter of Credit	3,078,523	-

9. a) Licensed and Installed Capacity (As certified by the management)

Product	Unit	Licensed Capacity As at March 31		Installed Capacity As at March 31		Actual Production As at March 31	
		2011	2010	2011	2010	2011	2010
Medium Density Fibre Boards (MDF)	MT	Not Applicable	Not Applicable	120000	120000	59790	52547
Particle Boards (PB)	MT	Not Applicable	Not Applicable	35000	35000	13826	14525

Detailed Quantitative information

b) Stocks and Sales of Finished Goods

Product	Opening Stock As at April 1, 2010		Production during the Year	Sales/Samples		Closing Stock As at March 31, 2011	
	Quantity (in Nos.)	Amount ₹		Quantity (in Nos.)	Amount ₹	Quantity (in Nos.)	Amount ₹
Medium Density Fibre Boards (MDF)	203,726 (223,901)	138,044,639 (106,982,507)	1,729,594 (2,127,347)	1,624,527 (2,147,522)	1,120,475,689 (1,032,057,322)	308,793 (203,726)	242,023,609 (138,044,639)
Particle Boards (PB)	23,080 (16,303)	31,131,422 (15,055,632)	329,142 (306,958)	346,844 (300,181)	374,742,083 (273,163,534)	5,378 (23,080)	10,005,668 (31,131,422)
TOTAL	226,806 (240,204)	169,176,061 (122,038,139)	2,058,736 (2,434,305)	1,971,371 (2,447,703)	1,495,217,772 (1,305,220,856)	314,171 (226,806)	252,029,277 (169,176,061)

(The figures of Previous Year are shown in brackets.)

c) Consumption of Raw Material

Particulars	Units	2010-2011		2009-10	
		Qty.	Amount in ₹	Qty.	Amount in ₹
- Bagasse	MT	290,635	312,864,754	260,229	251,791,489
- Paper	Kgs	476,849	100,740,589	424,302	85,316,347
- Paper (Agro Based)	Mtrs	29,747	2,143,079	11,800	998,580
- Formaldehyde	Kgs	2,148,279	24,928,237	6,397,910	66,223,968
- Melamine	Kgs	685,350	67,357,246	639,360	50,505,448
- Urea	Kgs	912,000	18,039,144	3,066,940	65,506,518
- Wax	Kgs	576,472	39,679,047	583,272	43,522,259
- Resin (Powder)	Kgs	260,750	11,249,225	334,250	14,367,705
- Resin (Liquid)	MT	35,228	214,444,671	9,198	100,637,771
- Others			185,542,978		102,880,031
TOTAL			976,988,970		781,750,116

10. Value of imported and indigenous Raw Material consumed and percentage to the total consumption

Particulars	2010-2011		2009-10	
	Amount in ₹	%	Amount in ₹	%
- Raw Material (indigenous)	956,971,578	98	750,951,551	96
- Raw Material (imported)	20,017,392	2	30,798,565	4
TOTAL	976,988,970	100	781,750,116	100

11. Value of imported and indigenous Spare Parts & Components and percentage to the total consumption

Particulars	2010-11		2009-10	
	Amount in ₹	%	Amount in ₹	%
- Spare parts and Components (indigenous)	17,565,067	56	9,339,618	46
- Spare parts and Components (imported)	13,750,840	44	11,103,589	54
TOTAL	31,315,907	100	20,443,207	100

12. Value of imports on CIF basis

Particulars	2010-11	2009-10
Raw Material, etc.	9,173,847	21,282,095
Spare parts	11,514,974	12,488,526
TOTAL	20,688,821	33,770,621

13. Deferred Tax Asset comprise of the following:

Deferred Tax Asset comprise of the following:	As at March 31, 2011	As at March 31, 2010
a) Deferred Tax Asset		
Related to Disallowance under the Income Tax Act, 1961	3,324,384	2,791,497
Related to Carry forward loss and unabsorbed depreciation	537,814,932	384,769,833
	541,139,316	387,561,330
b) Deferred Tax Liability		
Related to fixed assets	290,495,997	251,125,083
Net Deferred Tax Asset (a-b)	250,643,319	136,436,247

Total Deferred Tax Asset being higher than total Deferred Tax Liability. The Company recognizes Deferred Tax Asset amount only to the extent of Deferred Tax Liability on a conservative basis, and the balance of Deferred Tax Asset has not been given effect to in the Balance Sheet.

14. Expenditure in Foreign Currency towards

Particulars	2010-11	2009-10
Interest Payments	22,663,693	19,110,842
Technical and Professional Consultancy Fees	-	205,841
TOTAL	22,663,693	19,316,683

15. Disclosure in respect of derivative instruments:

Derivative instruments outstanding are as under:

Particulars	As at March 31, 2011 forward Contract JPY Crore	As at March 31, 2010 option Contract JPY Crore
Loans taken (JPY / USD)	104.27	173.79

(All the derivative instruments have been acquired for hedging purposes.)

As per our attached report of even date

CHATURVEDI & SHAH
Firm Registration No. 101720W
Chartered Accountants

Amit Chaturvedi
Partner
M. No.103141

Kushagra Bajaj
Director

Himanshu Shah
Managing Director

Alok Desai
Company Secretary

Mumbai, June 27, 2011

Balance Sheet Abstract and Company's General Business Profile

I. Registration Details

Registration No. State Code
Balance Sheet Date
Date Month Year

II. Capital Raised During the year (Amount in ₹ Thousands)

Public Issue	Rights Issue
NIL	NIL
Bonus Issue	Private Placement
NIL	NIL

III. Position of Mobilisation and Deployment of Funds (Amount in ₹ Thousands)

Total Liabilities	Total Assets
5,542,187	5,542,187

Sources of Funds

Paid-up Capital	Reserves and Surplus
815,000	1,034,100
Share Application Money	Stock Options Outstanding
NIL	NIL
Secured Loans	Unsecured Loans
1,727,429	1,050,000
	Deferred Tax Adjustments
	NIL

Application of Funds

Net Fixed Assets	Investments
2,859,423	50,000
Net Current Assets	Miscellaneous Expenditure
(23,395)	NIL
Accumulated Loss	
1,740,501	

IV. Performance of Company (Amount in ₹ Thousands)

Turnover	Total Expenditure
1,603,748	2,309,546
+ - Profit /Loss Before Tax	+ - Profit/Loss After Tax
<input type="checkbox"/> - <input type="checkbox"/> 705,798	<input type="checkbox"/> - <input type="checkbox"/> 705,815

(Please tick appropriate box + for Profit - for Loss)

Earning Per Share (Basic) in ₹	Dividend Rate %
(43.07)	0.00

V. Generic Names of Principal Products of Company

Item Code No. (ITC Code)	<input type="text" value="4410"/>
Product Description	<input type="text" value="PARTICLE BOARD"/>
Item Code No. (ITC Code)	<input type="text" value="4411"/>
Product Description	<input type="text" value="FIBRE BOARD"/>

Kushagra Bajaj
Director

Himanshu Shah
Managing Director

Alok Desai
Company Secretary

Mumbai, June 27, 2011

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the Seventh Annual Report together with the Audited Accounts of the Company for the financial year ended September 30, 2011.

OPERATIONS & FINANCIAL RESULTS

During the financial year 2010-11, your Company earned rental income of ₹ 9,600,000/- by continuing the arrangement to lease out its Helicopter- Bell 407. During the year, your Company paid an interest of ₹ 8,298,211/- for the current financial year and ₹ 3,900,000/- for six months ended September 30, 2010 on unsecured loan borrowed from its holding company, Bajaj Eco-Tec Products Limited.

In accordance with arbitration award dated September 27, 2011, certain excess lease rentals pertaining to previous years net of certain operating cost claimed from the Company and an operating revenue aggregating to ₹ 12,886,515/- for previous years were reversed. The lease rentals to be charges by the Company stands revised from ₹ 1,450,000/- per month to ₹ 800,000/- per month.

Consequently, your Company suffered a loss of ₹ 22,721,628/- for the year under review. The loss was adjusted against the accumulated profits of the Company and a loss of ₹ 1,188,808/- was carried forward to Balance Sheet after reversing excess provision made by the Company for tax.

DIVIDEND

Your Directors have not recommended any Dividend for the financial year under review.

DIRECTORS

Mr. K.S. Vaidyanathan, Director of the Company, will retire by rotation and being eligible, offers himself from for re-appointment. The Notice conveying the Annual General Meeting includes proposal for his re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (a) that in preparation of accounts for the financial year ended September 30, 2011, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) that the Directors of the Company have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at September 30, 2011 and loss of the Company for the year ended on that date;
- (c) that the Directors of the Company have taken proper and sufficient care for the maintenance of 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 fraud and other irregularities; and

- (d) that the Directors of the Company have prepared the annual accounts on a going concern basis.

AUDITORS

M/s R. S. Dani & Company, Chartered Accountants, Auditors of the Company hold office till the conclusion of the ensuing Annual General Meeting of the Company and offer themselves for re-appointment. The Company has received a certificate from the Statutory Auditors that reappointment, 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 said Act.

The Auditors' Report read together with Notes on Accounts is self explanatory and therefore, does not call for any comments under Section 217 of the Companies Act, 1956.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

The Company, not having any manufacturing activity, your Directors have nothing to report on "Conservation of Energy, Technology Absorption and Foreign Exchange Transactions".

PARTICULARS OF EMPLOYEES

The provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, are not applicable as the Company does not have any employee as at present.

ACKNOWLEDGEMENT

The Directors express their appreciation for the sincere cooperation and assistance of the Government Authorities, Bankers, Business Associates as well as Directors and Employees of its holding company and Bajaj Hindusthan Limited.

Your Directors acknowledge with gratitude the encouragement and support extended by the valued shareholder.

For and on Behalf of the Board of Directors

K.S. Vaidyanathan
Director

Dr. Sanjeev Kumar
Director

Noida, November 19, 2011

REPORT OF THE AUDITORS TO THE MEMBERS

We have audited the attached Balance Sheet of Bajaj Aviation Private Limited, Bajaj Bhawan, 2nd Floor, 226, Nariman Point, Jammalal Bajaj Marg, Mumbai - 400021 as at 30th September, 2011 and also the Profit and Loss Account & Cash Flow Statement 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.

1. 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 misstatements. 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.
2. As required by the Companies (Auditor's Report) Order, 2003 (CARO, 2003), as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, (together referred as the 'Order') issued by the Central Government of India in terms of sub-Section 227 (4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to in paragraph 2 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 such books.
 - (c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by the report are in agreement with the books of account of the Company.

- (d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement complies with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956, to the extent applicable.
- (e) On the basis of the written representation received from Directors as on 30th September, 2011 and taken on record by the Board of Directors, we report that none of the Directors of the Company, as at 30th September, 2011 is disqualified 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 read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view.
 - i) In the case of Balance Sheet, of the state of affairs of the Company as at 30th September, 2011;
 - ii) In the case of the Profit & Loss Account, of the loss for the year ended on that date;
 - iii) In case of Cash Flow Statements, of the cash flows for the year ended on that date.

FOR **R.S. DANI & CO.**
Firm Registration No. 000243C
Chartered Accountants

C. P. KOTHARI
Partner

Ajmer, November 18, 2011

Membership No. 072229

ANNEXURE REFERRED TO IN PARAGRAPH 2 OF THE AUDITOR'S REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED ON SEPTEMBER 30, 2011 OF BAJAJ AVIATION PRIVATE LIMITED

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us we state that:

- i) (a) As informed and after going through the records, the Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As informed these fixed assets have been physically verified by the management at reasonable intervals, and no material discrepancies were noticed on such verification.
 - (c) As informed and after going through the records the Company had not disposed any fixed asset during the year.
- ii) As the Company does not have inventory, the clauses (ii) (a) to (ii) (c) of paragraph 4 of the Order are not applicable to the Company.
- iii) (a) As informed, the Company has not granted any loan during the year, covered in the register maintained under Section 301 of the Act. Accordingly, the clauses (iii) (a) to (iii) (d) of paragraph 4 of the Order are not applicable to the Company.
 - (b) Based on the information and explanation given to us, the Company has taken unsecured loan, only from its holding company covered in the register maintained under Section 301 of the Act. The closing balance at year end is ₹ 75,978,390/-.
 - (c) The loan taken @ 12% p.a., the rate of interest and other terms & conditions is prima facie not prejudicial to the interest of the Company.
 - (d) The loan and interest is repayable on demand, therefore the clauses (iii) (g) of paragraph 4 of the Order are not applicable to the Company.
- iv) In our opinion and based on information and explanation given to us, the Company has an internal control system commensurate with its size & nature of its business, purchase of inventory & fixed assets and for the sale of goods & services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- v) According to information and explanations provided by the management, there were no transactions during the year pursuant to the contracts or arrangements referred to in Section 301 of the Act. Accordingly, clauses (v) (a) & (v) (b) of paragraph 4 of the Order are not applicable to the Company.
- vi) The Company has not accepted any deposit under the provision of Section 58A and 58AA or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 1975, framed there under.
- vii) The Company does not have a formal Internal Audit System.
- viii) Maintenance of Cost Records under Section 209(1)(d) of the Act, by the Central Government has not been prescribed for the Company.
- ix) (a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including income tax, sales tax, wealth tax, service tax, custom duty, excise duty and cess and other statutory dues applicable to the Company with the appropriate authorities.
 - (b) According to the information and explanation given to us, no undisputed amount payable in respect of provident fund, investor education and protection fund, employees state insurance, income tax, wealth tax, service tax, sales tax, custom duty, excise duty, cess and other undisputed statutory dues were outstanding at the

last day of the financial year for a period of more than six months from the date they became payable.

- (c) According to the records of the Company there are no dues of income tax, sales tax, service tax, excise duty, wealth tax, custom duty and cess which have not been deposited on account of any dispute.
- x) The Company has accumulated losses of ₹ 1,188,808/- after adjusting General Reserve at the end of the Financial Year, but the same are less than fifty percent of its network. The Company has incurred Cash Loss of ₹ 12,327,286/- in the current financial year, but there was no cash loss during the previous financial year.
- xi) The Company has not taken any loan/advance from financial institution or bank, also the Company has not issued any debentures.
- xii) According to the information and explanation given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of share, debenture and other securities.
- xiii) In our opinion, the Company is not chit fund or a nidhi/ mutual benefit fund/ society. Therefore the provisions of clauses (xiii) (a) to (xiii) (d) of paragraph 4 of the Order are not applicable to the Company.
- xiv) In our opinion the Company has maintained proper records and made timely entries in respect of investments made by the Company. The Company's investments are held in its own name except to the extent of the exemption, if any, granted under Section 49 of the Act.
- xv) According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
- xvi) According to the information and explanation given to us, the Company has not obtained any term loan during the year. Accordingly, clause (xvi) of paragraph 4 of the Order is not applicable to the Company.
- xvii) According to the information and explanation given to us, and on an overall examination of the Balance Sheet of the Company, there are no funds raised on short term basis during the year under audit.
- xviii) During the year, the Company has not made preferential allotment of equity shares to parties covered in the register maintained under Section 301 of the Act.
- xix) The Company did not have any outstanding debentures during the year.
- xx) The Company has not raised any money by public issue during the year.
- xxi) As per the information and explanations given to us on our enquiries in this behalf, there were no frauds on or by the Company has been noticed or reported during the period.

FOR **R.S. DANI & CO.**
Firm Registration No. 000243C
Chartered Accountants

C. P. KOTHARI
Partner

Ajmer, November 18, 2011

Membership No. 072229

Bajaj Aviation Private Limited

Balance Sheet as at September 30, 2011

	Schedule	As at September 30, 2011 ₹	As at September 30, 2010 ₹
I. Sources of Funds:			
Shareholders' Funds			
Share Capital	1	50,000,000	50,000,000
Reserves & Surplus	2	-	14,132,820
		<u>50,000,000</u>	<u>64,132,820</u>
Loan Funds			
Unsecured Loans	3	75,978,390	65,000,000
		<u>75,978,390</u>	<u>65,000,000</u>
Deferred Tax Liability (Refer Note 5)		-	4,200,000
Total		<u>125,978,390</u>	<u>133,332,820</u>
II. Application of Funds:			
Fixed Assets			
Gross Block	4	115,970,400	115,970,400
Less: Depreciation		<u>17,859,813</u>	<u>11,365,471</u>
Net Block		<u>98,110,587</u>	<u>104,604,929</u>
Capital work-in-progress		-	-
		<u>98,110,587</u>	<u>104,604,929</u>
Investments (Current Investment in Mutual Funds of PNB, dividend Reinvested)	5	1,088,700	1,016,662
Current Assets, Loans & Advances			
Sundry Debtors	6	-	22,973,294
Cash & Bank Balances		<u>12,044,187</u>	<u>48,732</u>
Loans & Advances		<u>11,142,351</u>	<u>11,781,092</u>
		<u>23,186,538</u>	<u>34,803,118</u>
Less: Current Liabilities & Provisions			
Current Liabilities	7	496,242	2,206,348
Provisions		-	4,885,541
		<u>496,242</u>	<u>7,091,889</u>
Net Current Assets		<u>22,690,296</u>	<u>27,711,229</u>
Profit & Loss Account	2	1,188,808	-
Deferred Tax Asset (Refer Note 5)		<u>2,900,000</u>	-
Total		<u>125,978,390</u>	<u>133,332,820</u>
Notes Forming part of the accounts	11		

As per our attached report of even date

For and on behalf of
R.S. DANI & COMPANY
Firm Registration No. 000243C
Chartered Accountants

C. P. Kothari
Partner
Membership No. 072229

Ajmer, November 18, 2011

Dr. Sanjeev Kumar
Director

Noida, November 9, 2011

K.S. Vaidyanathan
Director

Profit & Loss Account for the year ended September 30, 2011

	Schedule	2010-2011 ₹	2009-2010 ₹
Income:			
Operating Income		9,600,000	17,400,000
Other Income	8	<u>272,037</u>	<u>236,071</u>
		<u>9,872,037</u>	<u>17,636,071</u>
Expenditure:			
Other Expenses	9	1,233,899	1,303,136
Interest & Finance charges	10	8,078,908	328
Earlier Years Income reversed as per Award (Refer Note 7)		<u>12,886,515</u>	-
Depreciation	4	6,494,342	6,478,066
		<u>28,693,665</u>	<u>7,781,530</u>
Profit/(Loss) for the year before Prior Period Item & Taxation		<u>(18,821,628)</u>	<u>9,854,541</u>
Prior Period Item (Refer Note 8)		3,900,000	-
Profit/(Loss) for the year before Taxation		<u>(22,721,628)</u>	<u>9,854,541</u>
Taxation:			
Provision for Current Taxation		-	1,700,000
Provision for current year's Deferred Tax		<u>(7,100,000)</u>	<u>3,100,000</u>
Less: MAT Credit Entitlement		-	(1,700,000)
		<u>(7,100,000)</u>	<u>3,100,000</u>
Profit/(Loss) for the year		<u>(15,621,628)</u>	<u>6,754,541</u>
Add: Balance Brought Forward			
Excess/(short) provision for tax		14,132,820	7,378,279
Balance carried to Balance Sheet		<u>300,000</u>	-
		<u>(1,188,808)</u>	<u>14,132,820</u>
Basic /Diluted Earning per share :			
		<u>Net Profit</u>	<u>6,754,541</u>
		<u>Weighted Average No. of Shares</u>	<u>5,000,000</u>
Basic /Diluted Earning per share in ₹		<u>(3.06)</u>	<u>1.35</u>
(Face Value ₹ 10/- per share)			
Notes forming part of the accounts	11		

As per our attached report of even date

For and on behalf of
R.S. DANI & COMPANY
Firm Registration No. 000243C
Chartered Accountants

C. P. Kothari
Partner
Membership No. 072229

Ajmer, November 18, 2011

Dr. Sanjeev Kumar
Director

Noida, November 9, 2011

K.S. Vaidyanathan
Director

Cash Flow Statement for the year ended September 30, 2011

	2010-2011 ₹	2009-2010 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before extra ordinary items and Taxation	(22,721,628)	9,854,541
Adjustment for:		
Excess Provision of Income Tax	300,000	-
Depreciation	<u>6,494,342</u>	<u>6,478,066</u>
	<u>6,794,342</u>	<u>6,478,066</u>
Operating Profit before working capital changes	<u>(15,927,285)</u>	<u>16,332,607</u>
Adjustment for:		
Trade and other receivables	24,009,799	(18,133,801)
Trade payables	<u>(6,595,647)</u>	<u>1,276,528</u>
Cash generated from operations	<u>1,486,867</u>	<u>(524,666)</u>
Direct taxes paid	<u>(397,764)</u>	<u>(1,163,790)</u>
Cash flow before extraordinary items	<u>1,089,103</u>	<u>(1,688,456)</u>
Net Cash from/(used in) operating activities	<u>1,089,103</u>	<u>(1,688,456)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets (including CWIP)	-	-
Sale/(Purchase) of Investments	<u>(72,038)</u>	<u>(1,016,662)</u>
Net cash used in investing activities	<u>(72,038)</u>	<u>(1,016,662)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from borrowings (Net of repayments)	10,978,390	(892,548)
Net cash from/(used in) financing activities	<u>10,978,390</u>	<u>(892,548)</u>
Net increase/(decrease) in cash and cash equivalents	<u>11,995,455</u>	<u>(3,597,666)</u>
Cash and Cash equivalents as at October 1, 2010 (Opening Balance)	48,732	3,646,398
Cash and Cash equivalents as at September 30, 2011 (Closing Balance)	<u>12,044,187</u>	<u>48,732</u>
Figures in brackets indicate cash outflow and without brackets indicate cash inflow.		

As per our attached report of even date

For and on behalf of
R.S. DANI & COMPANY
Firm Registration No. 000243C
Chartered Accountants

C. P. Kothari
Partner
Membership No. 072229

Ajmer, November 18, 2011

Dr. Sanjeev Kumar
Director

Noida, November 9, 2011

K.S. Vaidyanathan
Director

SCHEDULES FORMING PART OF ACCOUNTS

Schedules 1 to 11 annexed to and forming part of the Balance Sheet as at September 30, 2011 and Profit & Loss Account for the year ended on that date

	As at September 30, 2011 ₹	As at September 30, 2010 ₹
Schedule 1 - Share Capital		
Authorised:		
Equity		
5,000,000 (5,000,000) Equity Shares of ₹ 10/- each	50,000,000	50,000,000
	50,000,000	50,000,000
Issued, Subscribed & Paid up:		
Equity		
5,000,000 (5,000,000) Equity Shares of ₹ 10/- each fully paid-up	50,000,000	50,000,000
(The entire Paid Up Equity Share Capital is held by Bajaj Eco-Tec Products Limited, the Holding Company)		
	50,000,000	50,000,000

	As at September 30, 2011 ₹	As at September 30, 2010 ₹
Schedule 2 - Reserves and Surplus		
	Balance as on 01.10.2010	Additions during the year
	Deductions during the year	
Balance as per Profit & Loss Account	14,132,820	-
	15,321,628	(1,188,808)
	14,132,820	14,132,820
	15,321,628	(1,188,808)
	14,132,820	14,132,820
Schedule 3 - Unsecured Loan		
From Holding Company		
- Bajaj Eco-Tec Products Limited	75,978,390	65,000,000
(Includes interest accrued ₹ NIL (Previous year ₹ NIL))		
	75,978,390	65,000,000

Schedule 4 - Fixed Assets

(₹)

Sr. No.	DESCRIPTION	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
		As at October 1, 2010	Additions during the year	Deduction & Adjustments	As at September 30, 2011	As at September 30, 2010	For the Year	Deduction & Adjustments	Upto September 30, 2011	As at September 30, 2011	As at September 30, 2010
1	Plant & Machinery	115,970,400	-	-	115,970,400	11,365,471	6,494,342	-	17,859,813	98,110,587	104,604,929
	Total	115,970,400	-	-	115,970,400	11,365,471	6,494,342	-	17,859,813	98,110,587	104,604,929
	Previous Year Total	115,970,400	-	-	115,970,400	4,887,405	6,478,066	-	11,365,471	104,604,929	111,082,995

	As at September 30, 2011 ₹	As at September 30, 2010 ₹
Schedule 5 - Investments (At Cost)		
Current Investments (At lower of cost and fair value)		
Investment in Mutual Funds (Unquoted fully paid): (98,475,249 No.'s (Previous Year 94802.660) Unit of Punjab National Bank, Principal Monthly Income Plan-Dividend Reinvestment Monthly) (Market Value ₹ 1,037,752) (Previous Year ₹ 1,011,914)	1,088,700	1,016,662
	1,088,700	1,016,662

Schedule 6 - Current Assets, Loans & Advances

	As at September 30, 2011 ₹	As at September 30, 2010 ₹
Schedule 7 - Current Liabilities and Provisions		
A. Current Liabilities:		
Sundry Creditors	496,242	2,206,348
	496,242	2,206,348
B. Provisions:		
For Taxation	-	4,885,541
	-	4,885,541
	496,242	7,091,889
	2010-2011 ₹	2009-2010 ₹
Schedule 8 - Other Income		
Dividend	72,037	16,663
Interest Income	-	219,408
Miscellaneous Receipts	200,000	-
	272,037	236,071
Schedule 9 - Other Expenses		
Payment to Auditors for Audit fees	22,060	22,060
Insurance	1,144,336	1,193,742
Miscellaneous Expenses	67,503	87,334
	1,233,899	1,303,136
Schedule 10 - Interest and Finance Charges		
Bank charges	405	328
Interest on Loan from Holding Company	8,298,211	-
	8,298,616	328
Less: Interest Income	219,708	-
	8,078,908	328
	23,186,538	34,803,118

Bajaj Aviation Private Limited

Schedule 11

A. SIGNIFICANT ACCOUNTING POLICIES

1. System of Accounting:

- The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis except in case of significant uncertainties.
- Financial Statements are prepared on Historical Cost basis.

2. Fixed Assets and Depreciation:

(a) Fixed Assets:

Fixed Assets are carried at cost of acquisition or construction cost, less accumulated depreciation (except free hold land) and amortisation.

(b) Depreciation:

Depreciation on all the assets has been provided as under:-

Plant & Machinery: On Straight-Line Method basis at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.

3. Taxation :

- Provision for current tax is made with reference to taxable income computed for the accounting period for which the financial statements are prepared by applying the tax rates relevant to the respective 'Previous Year'.
- Deferred Tax resulting from 'timing difference' between book and taxable profit for the year is accounted for using the current tax rates. The deferred tax assets is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be adjusted in future. However, in case of deferred tax assets (representing unabsorbed depreciation or carry forward losses) are recognised, and if only if there is a virtual certainty that there would be adequate future taxable income against which such deferred tax assets can be realised.

4. Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving a substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the Financial Statements. Contingent Assets are neither recognised nor disclosed in the Financial Statements.

B. NOTES TO ACCOUNTS

	2010-2011 ₹	2009-2010 ₹
1. Contingent Liabilities not provided for	NIL	NIL
2. Estimated amount of contracts remaining to be executed on Capital account and not provided for (Net of Advances)	NIL	NIL
3. (a) CIF Value of Import of Capital Goods	NIL	NIL
(b) FOB value of exports	NIL	NIL
(c) Expenditure in Foreign Currency towards: - Repair & Maintenance Expenses	NIL	NIL

4. The disclosures in respect of Related Parties as per Accounting Standard-18 (AS-18) 'Related Party Disclosures' is as stated herein below:

A) Related parties and relationships for which disclosure is required under AS18:

a. Holding & Subsidiary Companies

Holding Company:
- Bajaj Eco-Tec Products Limited
- Bajaj Hindusthan Limited

b. Directors

- Dr. Sanjeev Kumar Director
- Mr. K.S. Vaidyanathan Director

B) Transactions with the related parties

(₹)

Transactions during the year	Holding Company	Total
Loan Taken	13,653,390 (648,768)	13,653,390 (648,768)
Loan Repayment	2,675,000 (1,541,316)	2,675,000 (1,541,316)
Interest Paid	12,198,211 (-)	12,198,211 (-)

(₹)

Amount Outstanding at Balance Sheet date	Holding Company	Total
Loan Taken from Holding Company	75,978,390 (65,000,000)	75,978,390 (65,000,000)

Notes:

- Related Party relationship is as identified by the Company based on the available information and relied upon by the Auditors.

5. Deferred Taxation:

(₹)

	Opening Balance	During the year	Closing Balance
Deferred Tax Liabilities:			
Depreciation	20,586,714	3,156,216	23,742,931
Total	20,586,714	3,156,216	23,742,931
Deferred Tax Assets:			
Carry Forward losses	16,483,370	10,177,199	26,660,570
Total	16,483,370	10,177,199	26,660,570
Net Deferred Tax Liability/(Asset)	4,103,344	(7,020,983)	(2,917,639)
Net Deferred Tax Liability/(Asset), rounded	4,200,000	(7,100,000)	(2,900,000)

6. Detailed Quantitative Information:

The main object of the Company is to establish, maintain, operate and provide air transport services and lines of aerial conveyance (including scheduled and chartered domestic and international services) for the carriage of passengers, baggage, mail and freight, hence the clause is not applicable, being service industry.

	2010-2011 ₹	2009-2010 ₹
Value of Service Provided	9,600,000	17,400,000
7. As on July 31, 2011, an amount of ₹ 34,265,324/- (Rupees Three Crore Forty Two Lacs Sixty Five Thousand Three Hundred Twenty Four only) was due from our Debtor, M/s. Pinnacle Air Private Limited towards Lease Rent of Helicopter. The party was not making entire payment in view of maintenance of Helicopter for a long period of time and bad difficult market conditions in previous years. Accordingly, the matter was referred for Arbitration as per lease agreement dated March 9, 2009. Under arbitration, the Lease Rent is recalculated at ₹ 800,000/- (Rupees Eight Lacs only) per month instead of ₹ 1,450,000/- (Rupees Fourteen Lacs Fifty Thousand only) per month. Therefore, an amount of ₹ 6,500,000/- is reversed towards current year lease rentals. Further, the balance amount of ₹ 12,886,515/- (Rupees One Crore Twenty Eight Lac Eighty Six Thousand Five hundred Fifteen only) is written off as per award.		
8. Interest on Loan taken from Holding Company for the period 01.04.2010 to 30.09.2010 was not provided earlier ₹ 3,900,000/- (Rupees Thirty nine lacs only) now provided.		
9. Previous year figures have been regrouped and rearranged wherever considered necessary.		

As per our attached report of even date

For and on behalf of
R.S. DANI & COMPANY
Firm Registration No. 000243C
Chartered Accountants

C. P. Kothari
Partner
Membership No. 072229

Dr. Sanjeev Kumar
Director

K.S. Vaidyanathan
Director

Ajmer, November 18, 2011

Noida, November 9, 2011

Balance Sheet Abstract and Company's General Business Profile

I. Registration Details

Registration No. U65993MH2005PTC154529

State Code 11

Balance Sheet Date 30/09/2011

Date Month Year

II. Capital Raised During the year (Amount in ₹ Thousands)

Public Issue	Rights Issue
NIL	NIL
Bonus Issue	Private Placement
NIL	NIL

III. Position of Mobilisation and Deployment of Funds (Amount in ₹ Thousands)

Total Liabilities	Total Assets
125,978	125,978
Sources of Funds	Reserves and Surplus
Paid-up Capital	
50,000	NIL
Secured Loans	Unsecured Loans
NIL	75,978

Application of Funds

Net Fixed Assets	Investments
98,111	1,089
Net Current Assets	Miscellaneous Expenditure
22,690	NIL
Accumulated Loss	Deferred Tax Adjustments
1,188	2,900

IV. Performance of Company (Amount in ₹ Thousands)

Turnover	Total Expenditure
9,600	32,594
Profit /Loss Before Tax	Profit/Loss After Tax
22,722	15,622

(Please tick appropriate box + for Profit - for Loss)

Earning Per Share (Basic) in ₹	Dividend Rate %
(3.06)	NIL

V. Generic Name of Principal Product of Company

Item Code (ITC Code) -	-
Product Description -	-
Item Code (ITC Code) -	-
Product Description -	-

Dr. Sanjeev Kumar
Director

K.S. Vaidyanathan
Director

Noida, November 9, 2011

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their Third Annual Report and the Accounts for the financial year of the Company ended on March 31, 2011.

FINANCIAL RESULTS

During the year under review, your Company has reported a net loss of ₹ 10,00,000/- which has been carried to Balance Sheet.

DIVIDEND

As the Company's project is under implementation stage, your Directors did not recommend any dividend for the year 2010-2011.

POWER PROJECTS

During the year, Bajaj Hindusthan Limited (BHL), the holding company, assigned Power Projects having aggregate power generating capacity of 450 MW comprising of 90 MW each Coal based Thermal Power Plants at five locations at Khamberkhera, Barkhera, Maqsoodapur, Kundarkhi and Utraula all located in the State of Uttar Pradesh in favour of the Company. The requisite Memorandum of Understanding (MOU) has been executed with the Government of Uttar Pradesh. Subsequently, Uttar Pradesh Government approved the assignment of the project from BHL in favour of the Company.

The project cost for setting up Power Projects at aforesaid five locations has been estimated at ₹ 2,320 Crore which is to be funded by way of debt to equity mix of 3:1. The financial closure of ₹ 1,740 Crore for the debt portion for the project has been achieved with a consortium of fourteen lenders led by State Bank of India. Almost all of the requisite equity component has been subscribed. Various clearances and approvals including coal linkages and execution of Power Purchase Agreement (PPA) for these five coal based thermal power plants were obtained and are in place. Engineering, Procurement and Commissioning (EPC) contract and order for all the major machinery and equipments for these power plants have been placed and are in final stages of deliveries and executions. The lenders are continuously monitoring the progress of the project. The commercial operation at these five locations is expected to commence as per schedule within next Financial Year i.e. 2011-12.

ALLOTMENT OF EQUITY SHARES TO BAJAJ HINDUSTHAN LIMITED AND TO PROMOTER GROUP COMPANY

During the year, the Company allotted:-

- Additional 69,90,000 fully paid-up equity shares of ₹ 10/- each at a price of ₹ 196/- per share to BHL, the holding company.
- 74,94,118 fully paid-up equity shares of ₹ 10/- each at a price of ₹ 200/- per share to Bajaj Power Ventures Private Limited, a promoter group company.

Post allotment, the paid-up equity share capital of the Company has increased from ₹ 81,00,000 to ₹ 15,29,41,180 divided into 1,52,94,118 equity shares of face value of ₹ 10/- each. The Company has also received share application money amounting to ₹ 292.12 crore upto March 31, 2011. Share Premium account as at March 31, 2011 stood at ₹ 272.40 crore. The entire proceeds of the issue was utilized to meet the cost of project.

DIRECTORS

Mr. Chandresh Chhaya resigned from the Board on January 31, 2011. The Board recorded its appreciation for the contribution made by Mr. Chandresh Chhaya during his tenure of Directorship.

Mr. Pradeep Parakh (DIN # 00008805) will retire by rotation and being eligible, offers himself for re-appointment.

All the appointments of the Directors of the Company are in compliance with the provisions of Section 274 (1) (g) of the Companies Act, 1956.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956 as amended, with respect to the Directors' responsibility statement, it is hereby confirmed:

- that in the preparation of accounts for the year ended March 31, 2011 the applicable Accounting Standards have been followed along with proper explanation relating to the material departures;
- that the Directors of the Company have selected such accounting policies and applied them consistently and made judgements 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, 2011;
- that the Directors of the Company have taken proper and sufficient care for the maintenance of proper accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- that the Directors of the Company have prepared the accounts of the Company for the financial year ended March 31, 2011 on a going concern basis.

AUDITORS

M/s. R.S. Dani & Company, Chartered Accountants, Ajmer, appointed by the Shareholders as Statutory Auditors of the Company will retire at the Third Annual General Meeting of the Company and are eligible for re-appointment. Shareholders are requested to re-appoint the auditors and fix their remuneration.

The Company has received a certificate from M/s. R. S. Dani & Company to the effect that their appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

The Auditors' Report read alongwith notes on accounts is self explanatory and therefore, does not call for any further comment under Section 217(3) of the Companies Act, 1956.

FIXED DEPOSITS

The Company has not accepted any deposits from members or employees.

PARTICULARS OF EMPLOYEES

As required under the provisions of sub-section (2A) of Section 217 of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, particulars of employees are set out in the Annexure A attached hereto and forms part of this Report.

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

As the Company is yet in the project implementation stage, the report as prescribed under sub-section (1)(e) of Section 217 of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 with respect to Conservation of Energy and Technology Absorption are not attached.

There were no Foreign Exchange earnings or outgo during the year under review.

APPRECIATION

Your Directors express their appreciation for the sincere co-operation and assistance of Central Government, State Government and its Bankers. Your Directors acknowledge with gratitude the encouragement and support extended by our valued shareholder and by the staff of its Company.

For and on behalf of the Board of Directors

Kushagra Bajaj **Pradeep Parakh**
Chairman Director

Mumbai, April 30, 2011

ANNEXURE - A TO THE DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2011

Particulars of Employees as required under Section 217(2A) read with the Companies (Particulars of Employees) Rules, 1975

Sr. No.	Name of Employee	Designation/ Nature of Duties	Remuneration (₹)	Qualification	Age (years)	Experience (No. of years)	Date of Commencement of employment	Particulars of previous employment
1	2	3	4	5	6	7	8	9
A. Employees employed throughout the financial year and who was in receipt of the remuneration for that financial year in the aggregate of not less than ₹ 60,00,000 per annum.								
None								
B. Employees employed for a part of the financial year and who were in receipt of the remuneration for that financial year at a rate not less than ₹ 5,00,000 per month.								
1.	Mr. Om Prakash Kalia	President Head (Engineering)	28,47,316	M.S. (Hons) Mech. Engineering	62	37	21st October, 2010	Not Applicable

Note:

- Remuneration includes Salary, bonus, allowances, Company's contribution to Provident Fund, Superannuation etc., taxable value of other perquisites and terminal benefits as may be applicable.

REPORT OF THE AUDITORS TO THE MEMBERS

We have audited the attached Balance Sheet of Bajaj Energy Private Ltd., Bajaj Bhawan 2nd Floor, 226, Nariman Point, Jammalal Bajaj Marg, Mumbai - 400 021 as at March 31, 2011 and also the Profit and Loss Account & Cash Flow Statement 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.

1. 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 misstatements. 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.
2. As required by the Companies (Auditor's Report) Order, 2003 (CARO, 2003), as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, (together referred as the 'Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to in paragraph 2 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 such books.
 - (c) The Balance Sheet, Profit and Loss Account & Cash Flow Statement dealt with by the report are in agreement with the books of account of the Company.

- (d) In our opinion, the Profit and Loss Account and the Balance Sheet complies with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 to the extent applicable.
- (e) On the basis of the written representation received from Directors as on March 31, 2011 and taken on record by the Board of Directors, we report that none of the Directors of the Company, as at March 31, 2011 is disqualified 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 read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:
 - i) In the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2011;
 - ii) In the case of the Profit & Loss Account, of the loss for the year ended on that date;
 - iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

FOR R.S. DANI & CO.
Firm Registration No. 000243C
Chartered Accountants

C. P. KOTHARI
Partner
Membership No. 072229

Mumbai, April 30, 2011

ANNEXURE REFERRED TO IN PARAGRAPH 2 OF THE AUDITOR'S REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED ON MARCH 31, 2011 OF BAJAJ ENERGY PRIVATE LIMITED.

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us we state that:

- i)
 - (a) In our opinion and based on information and explanations given to us, the Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As informed, the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
 - (c) In our opinion and based on information and explanations given to us, no substantial part of fixed assets have been disposed off during the year and the going concern is not affected.
- ii) As the Company does not have inventory, thus the Clauses (ii) (a) to (ii) (c) of paragraph 4 of the Order are not applicable to the Company.
- iii)
 - (a) The Company has taken loans from its Holding Company. In respect of the said loans, the maximum amount outstanding at any point of time during the year is ₹ 6,21,39,84,865/- and the same has been squared off during the year.
 - (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of the loans taken by the Company, are not prima facie prejudicial to the interest of the Company.
 - (c) The principal amounts are repayable on demand and there is no repayment schedule. The interests is payable on demand.
 - (d) In respect of the said loans, the same have been repaid during the year. Therefore, question of repayment overdue amount does not arise.
 - (e) The Company has not taken any loan during the year from Companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act 1956. Consequently, the requirements of Clauses (iii) (f) and (iii) (g) of paragraph 4 of the Order are not applicable.
- iv) In our opinion and based on information and explanations given to us, the Company has an internal control system commensurate with its size and nature of its business, purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit no major weakness has been noticed in the internal control system in respect of these areas.
- v) According to information and explanations provided by the management, there were no transactions during the year pursuant to the contracts or arrangements referred to in Section 301 of the Act. Accordingly, Clauses (v) (a) & (v) (b) of paragraph 4 of the Order are not applicable to the Company.
- vi) The Company has not accepted any deposit under the provision of Sections 58A and 58AA or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 1975, framed thereunder.
- vii) The Company does not have a formal Internal Audit System.
- viii) Maintenance of Cost Records under Section 209 (1)(d) of the Act, by the Central Government has not been prescribed for the Company.
- ix)
 - (a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including income tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess and other statutory dues applicable to the Company with the appropriate authorities.

- (b) According to the information and explanations given to us, no undisputed amount payable in respect of provident fund, investor education and protection fund, employees state insurance, income tax, wealth tax, service tax, sales tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding at the last day of the financial year for a period of more than six months from the date they became payable.
- (c) According to the records of the Company there are no dues of income tax, sales tax, service tax, excise duty, wealth tax, customs duty and cess which have not been deposited on account of any dispute.
- x) As informed, the Company has been registered for a period less than five years, thus Clause (x) of paragraph 4 of the order is not applicable to the Company.
- xi) As informed, the Company has not defaulted in repayment of dues to a financial institution or bank. Also the Company has not issued any debentures.
- xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of share, debenture and other securities.
- xiii) In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society. Therefore, the provisions of Clauses (xiii) (a) to (xiii) (d) of paragraph 4 of the Order are not applicable to the Company.
- xiv) In our opinion, the Company has maintained proper records and made timely entries in respect of investments made by the Company. The Company's investments are held in its own name except to the extent of the exemption, if any, granted under Section 49 of the Act.
- xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
- xvi) According to the information and explanations given to us, the Company has applied the term loans for the purpose for which the loans were obtained by the Company.
- xvii) According to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, there are no funds raised on short-term basis during the year under audit.
- xviii) During the year, the Company has made preferential allotment of equity shares to companies covered in the Register maintained under Section 301 of the Companies Act, 1956. In our opinion, the price at which shares have been issued is prima facie, not prejudicial to the interest of the Company.
- xix) The Company did not have any outstanding debentures during the year.
- xx) The Company has not raised any money by public issue during the year.
- xxi) As per the information and explanations given to us on our enquiries in this behalf, there were no frauds on or by the Company has been noticed or reported during the period.

FOR R.S. DANI & CO.
Firm Registration No. 000243C
Chartered Accountants

C. P. KOTHARI
Partner
Membership No. 072229

Mumbai, April 30, 2011

Balance Sheet as at March 31, 2011

	Schedule	As at March 31, 2011 ₹	As at March 31, 2010 ₹
I. Sources of Funds:			
Shareholders' Funds			
Share Capital	1	152,941,180	8,100,000
Share Application Money		2,921,176,400	-
Reserves and Surplus	2	2,724,022,420	-
		5,798,140,000	8,100,000
Loan Funds			
Secured Loans	3	12,849,200,000	-
Unsecured Loans	4	-	-
		12,849,200,000	-
Total		18,647,340,000	8,100,000
II. Application of Funds:			
Fixed Assets			
Gross Block	5	129,700,607	-
Less: Depreciation		3,850,576	-
Net Block		125,850,031	-
Capital Work-in-Progress		15,291,150,081	6,258,975
		15,417,000,112	6,258,975
Investments			
	6	1,000,206,563	-
Current Assets, Loans & Advances			
Cash and Bank Balances	7	2,357,855,561	482,313
Loans and Advances		5,074,493	1,000,000
		2,362,930,054	1,482,313
Less: Current Liabilities and Provisions			
Current Liabilities	8	136,175,170	13,704
Provisions		2,773,485	11,030
		138,948,655	24,734
Net Current Assets		2,223,981,399	1,457,579
Miscellaneous Expenditure (to the extent not Written off or adjusted)			
	9	5,127,683	359,203
Profit and Loss Account		1,024,243	24,243
Total		18,647,340,000	8,100,000
Significant Accounting Policies and Notes on Accounts			

As per our attached report of even date

For and on behalf of
R. S. DANI & CO.
Firm Registration No. 000243C
Chartered Accountants

Kushagra Bajaj **Pradeep Parakh**
Chairman Director

C. P. KOTHARI
Partner
Membership No. 072229
Mumbai, April 30, 2011

Chandresh Chhaya
Company Secretary

Profit and Loss Account for the year ended March 31, 2011

	Schedule	2010-2011 ₹	2009-2010 ₹
Income:			
		-	-
Expenditure:			
Other Expenses	10	1,000,000	23,313
Interest and Finance charges	11	-	930
		1,000,000	24,243
Profit/(Loss) for the year before Taxation		(1,000,000)	(24,243)
Less: Provision for Taxation		-	-
Profit/(Loss) for the year		(1,000,000)	(24,243)
Add: Balance Brought Forward		(24,243)	-
Balance carried to Balance Sheet		(1,024,243)	(24,243)
Basic/Diluted Earning per Share			
Net Profit/(Loss)		(1,000,000)	(24,243)
Weighted Average No. of Shares		8,270,313	810,000
Basic/Diluted Earning per Share in Rupees (Face Value ₹ 10/- each)		(0.12)	(0.03)
Significant Accounting Policies and Notes Forming parts of the Accounts			
As per our attached report of even date			
For and on behalf of		Kushagra Bajaj	Pradeep Parakh
R. S. DANI & CO.		Chairman	Director
Firm Registration No. 000243C			
Chartered Accountants			
C. P. KOTHARI		Chandresh Chhaya	
Partner		Company Secretary	
Membership No. 072229			
Mumbai, April 30, 2011			

Cash Flow Statement for the year ended March 31, 2011

	2010-2011 ₹	2009-2010 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit/(Loss) before extraordinary items and taxation	(1,000,000)	(24,243)
Operating Profit before working capital changes	(1,000,000)	(24,243)
Net Cash used in operating activities	(1,000,000)	(24,243)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets including Capital work-in-progress	(15,410,741,137)	-
Trade Payables	138,923,921	13,204
Purchase of investments	(1,000,206,563)	-
Loans and Advances	(4,074,493)	-
Net cash from/(used in) investing activities	(16,276,098,272)	13,204
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from borrowings (Net of repayments)	12,849,200,000	-
Share Capital	144,841,180	-
Share Application Money	2,921,176,400	-
Share Premium	2,724,022,420	-
Share issue expenses	(4,768,480)	(18,370)
Net cash from/(used in) financing activities	18,634,471,520	(18,370)
Net increase/(decrease) in cash and cash equivalents	2,357,373,248	(29,409)
Cash and Cash equivalents as at 1st April (Opening Balance)	-	-
Earmarked for specific purposes	-	-
Other Balances	482,313	511,722
	482,313	511,722
Cash and Cash equivalents as at March 31 (Closing Balance)	-	-
Earmarked for specific purposes	222,750,000	-
Other Balances	2,135,105,561	482,313
	2,357,855,561	482,313

Notes:

- The above cash flow statement has been prepared under the "Indirect method" as set out in Accounting Standard -3 on Cash Flow Statement.
 - Figures in brackets indicate cash outflow and without brackets indicate cash inflow.
- As per our attached report of even date

For and on behalf of
R. S. DANI & CO.
Firm Registration No. 000243C
Chartered Accountants

Kushagra Bajaj **Pradeep Parakh**
Chairman Director

C. P. KOTHARI
Partner
Membership No. 072229
Mumbai, April 30, 2011

Chandresh Chhaya
Company Secretary

Bajaj Energy Private Limited

SCHEDULES FORMING PART OF ACCOUNTS

Schedules 1 to 12 annexed to and forming part of the Balance Sheet as at March 31, 2011 and Profit and Loss Account for the year ended on that date.

	As at March 31, 2011 ₹	As at March 31, 2010 ₹		As at March 31, 2011 ₹	As at March 31, 2010 ₹
Schedule 1 - Share Capital			Schedule 3 - Secured Loans		
Authorised:			Loan and Advances from Banks	12,411,300,000	-
3,00,00,000 (30,00,000) Equity Shares of ₹ 10/- each.	300,000,000	30,000,000	Other Loans and Advances	437,900,000	-
	<u>300,000,000</u>	<u>30,000,000</u>		<u>12,849,200,000</u>	<u>-</u>
Issued, Subscribed and Paid up:			Note :		
1,52,94,118 (8,10,000) Equity Shares of ₹ 10/- each.	152,941,180	8,100,000	Rupee Term Loans from Lenders of ₹ 1,284.92 Crore are secured /to be secured, on first <i>pari-passu</i> charge basis, by hypothecation of the whole of the present and future movable fixed assets and properties including plant and machinery, machinery spares, tools & accessories and other movables of the Company and also secured/to be secured on first <i>pari-passu</i> charge basis, by mortgage (by deposit of title deeds) on the whole of present and future fixed assets and properties of the Company. The above is further secured by pledge of 51% of the equity shares of the Company held by the promoters.		
(78,00,000 Equity Shares held by Bajaj Hindusthan Ltd. - Holding Co.)	<u>152,941,180</u>	<u>8,100,000</u>			
			Schedule 4 - Unsecured Loans		
Schedule 2 - Reserves and Surplus			Short Term Loans - From Banks	-	-
Securities Premium Account	2,724,022,420	-		<u>-</u>	<u>-</u>
	<u>2,724,022,420</u>	<u>-</u>			

Schedule 5 - Fixed Assets

(₹)

DESCRIPTION Particulars	GROSS BLOCK (AT COST/BOOK VALUE)				DEPRECIATION				NET BLOCK	
	As at April 1, 2010	Additions	Deduction & Adjustments	As at March 31, 2011	As at April 1, 2010	For the Year	Deduction & Adjustments	Upto March 31, 2011	As at March 31, 2011	As at March 31, 2010
Freehold Land	-	1,386,110	-	1,386,110	-	-	-	-	1,386,110	-
Leasehold Land	-	89,107,979	-	89,107,979	-	2,307,774	-	2,307,774	86,800,205	-
Furniture, Fixtures and Office Equipments	-	28,441,197	-	28,441,197	-	770,729	-	770,729	27,670,468	-
Vehicles	-	2,080,983	-	2,080,983	-	28,281	-	28,281	2,052,702	-
Intangible Assets - Computer Software	-	8,684,338	-	8,684,338	-	743,792	-	743,792	7,940,546	-
Total	-	129,700,607	-	129,700,607	-	3,850,576	-	3,850,576	125,850,031	-
Previous Period Total	-	-	-	-	-	-	-	-	-	-
Capital Work-in-progress	6,258,975	15,284,891,106	-	15,291,150,081	-	-	-	-	15,291,150,081	6,258,975
Total	6,258,975	15,414,591,713	-	15,420,850,688	-	3,850,576	-	3,850,576	15,417,000,112	6,258,975
Previous Period Total	6,258,975	-	-	6,258,975	-	-	-	-	6,258,975	-

(i) Capital work-in-progress includes following:

(₹)

	As at April 1, 2010	Additions	Deduction & Adjustments	As at March 31, 2011
Capital Work-in-Progress				
Advance to Suppliers/Contractors	-	3,707,047,560	-	3,707,047,560
Plant & Machinery/Civil work-in-progress	-	9,770,873,319	-	9,770,873,319
Sub Total	-	13,477,920,879	-	13,477,920,879
Pre-operative Expenses				
Manpower Cost	-	96,092,052	-	96,092,052
Power and Fuel	-	4,003,933	-	4,003,933
Rent	-	6,617,817	-	6,617,817
Rates and Taxes	-	7,724,946	-	7,724,946
Insurance	-	85,284,678	-	85,284,678
Professional charges & Project Monitoring Services	6,245,719	736,720,524	-	742,966,243
Miscellaneous Expenses	13,256	46,977,717	-	46,990,973
Interest on Borrowings	-	732,616,038	-	732,616,038
Finance Charges/Fees etc.	-	125,002,422	-	125,002,422
Depreciation	-	3,850,576	-	3,850,576
Income Tax	-	13,762,340	-	13,762,340
	6,258,975	1,858,653,043	-	1,864,912,018
Less:-				
Dividend from Mutual Fund	-	206,563	-	206,563
Interest received (Gross) on Fixed Deposits	-	42,430,920	-	42,430,920
Interest received (Gross) on Deposits against Margin Money	-	9,045,333	-	9,045,333
Sub-Total Preoperative Expenses	6,258,975	1,806,970,227	-	1,813,229,202
Total	6,258,975	15,284,891,106	-	15,291,150,081

	As at March 31, 2011 ₹	As at March 31, 2010 ₹
Schedule 6 - Investments		
Current investment (At lower of cost or fair market value):		
Investment in Mutual Fund (Unquoted)		
5,97,12,755 Nos. Unit (Previous Year Nil) of SBI Mutual Fund- Magnum Insta Cash Fund, an open-ended liquid fund scheme having Credit Risk Rating of MfA 1+ (by ICRA) & AAf (by CRISIL) (Having Face Value of ₹ 10/- per unit and NAV of ₹ 16.7503)	1,000,206,563	-
	<u>1,000,206,563</u>	<u>-</u>
Schedule 7 - Current Assets, Loans & Advances		
(A) Cash and Bank Balances		
Cash on hand	503,796	1,444
Balance with Scheduled Banks:		
(i) In Current Accounts	36,277,884	480,869
(ii) In Fixed Deposits (₹ 222,750,000/- earmarked for specific purpose)	2,321,073,881	-
	<u>2,357,855,561</u>	<u>482,313</u>
(B) Loans and Advances (Unsecured, considered good unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received	1,669,418	1,000,000
Interest accrued but not due	339,075	-
Security Deposits	3,066,000	-
	<u>5,074,493</u>	<u>1,000,000</u>
Total	<u>2,362,930,054</u>	<u>1,482,313</u>
Schedule 8 - Current Liabilities and Provisions		
(A) Current Liabilities:		
Sundry Creditors	136,175,170	13,704
	<u>136,175,170</u>	<u>13,704</u>
(B) Provisions:		
For Employee Benefits	2,532,300	-
For Income Tax (Net of TDS/Advance Tax)	108,825	-
For Audit Fees etc.	132,360	11,030
	<u>2,773,485</u>	<u>11,030</u>
Total	<u>138,948,655</u>	<u>24,734</u>
Schedule 9 - Miscellaneous Expenditure (to the extent not written off or adjusted)		
Preliminary Expenses	340,833	340,833
Share Issue Expenses	4,786,850	18,370
	<u>5,127,683</u>	<u>359,203</u>
	<u>2010-2011</u>	<u>2009-2010</u>
	₹	₹
Schedule 10 - Other Expenses (Refer Note 2.8)		
Payment to Auditors for:		
Audit fees	-	11,030
Certification work	-	11,030
Miscellaneous Expenses	-	1,253
Doubtful Advances written off	1,000,000	-
	<u>1,000,000</u>	<u>23,313</u>
Schedule 11 - Interest and Finance Charges		
Finance/Bank Charges	-	930
	<u>-</u>	<u>930</u>

Schedule 12 - Statement of Significant Accounting Policies and Notes to Accounts

1. Statement on Significant Accounting Policies

1.1 System of Accounting:

- The Company follows the mercantile system of accounting and recognises income and expenditure on an accrual basis except in case of significant uncertainties and interest on delayed payment by parties.
- Financial statements are based on historical cost except otherwise stated specifically.

1.2 Fixed Assets and Depreciation:

(a) Fixed Assets:

- Fixed assets are carried at cost of acquisition or construction cost, less accumulated depreciation (except freehold land) and amortisation.
- Expenditure during construction period incurred on the projects under implementation are treated as Pre-operative Expenses pending allocation to the assets, and are included under "Capital Work-in-Progress". These expenses are apportioned to fixed assets on commencement of commercial production. Capital Work-in-Progress is stated at the amount expended upto the date of Balance Sheet.

(b) Depreciation:

- Depreciation on all the assets is provided as under:
 - All Assets (except Leasehold land and Computer software): On straight-line method basis at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.
 - Leasehold Land: Amortised equally over the period of Lease.
 - Intangible Assets represented by computer software is being Amortised equally over a period of five years.
- Depreciation on assets added, sold or discarded during the year has been provided on pro-rata basis.

1.3 Leases:

The Company's significant leasing arrangements are in respect of operating leases for the Land and the leasing arrangements are for 29 years and are renewable by mutual consent on the agreed terms. The lease rentals paid are charged and grouped under pre-operative expenses under the "Capital Work-in-Progress."

1.4 Investments:

Long term investments are stated at cost of acquisition. Diminution in value of such long term investments is not provided for except where determined to be of permanent nature. Current investments are stated at lower of cost or fair market value.

1.5 Employee Benefits:

- Short Term Employee Benefits:
Short term employee benefits are recognised as expenditure in the Profit and Loss Account of the year in which the related service is rendered.
- Post Employment Benefits:
 - Defined Contribution Plans:**
Provident Fund: Provident fund contributions are made to Government Provident Fund.
 - Defined Benefit Plans:**
Gratuity liability is unfunded and the present value of the obligation is determined based on an amount determined on accrual basis.
 - Leave Encashment:** Provision for leave encashment is determined based on accrual basis.

1.6 Borrowing Cost:

Borrowing cost attributable to acquisition and construction of assets are capitalised as part of the cost of such assets upto the date when such assets are ready for intended use.

1.7 Provision for Current and Deferred Tax:

- Provision for Current Tax is made with reference to taxable income computed for the accounting period for which the financial statements are prepared by applying the tax rates relevant to the respective 'Previous Year'.
- As the Company has not started its commercial operation and there is no timing difference of depreciation/loss, the provision for deferred tax liability does not arise as per Accounting Standard (AS) 22, notified by the Companies (Accounting Standards) Rules, 2006.

1.8 Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving a substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

1.9 Amortisation:

Preliminary expenses and Share issue expenses grouped under Miscellaneous Expenditure will be amortized equally in five years from the year in which commercial operation starts.

2. Notes to Accounts

	As at March 31, 2011 ₹	As at March 31, 2010 ₹
2.1 Contingent Liabilities not provided for: Guarantees/Letter of Credits provided by Company's Bankers on behalf of Company	890,000,000	-
2.2 Estimated amount of contracts remaining to be executed on capital account and not provided for (net of Advances).	5,527,167,945	-
2.3 The disclosures in respect of Related Parties as required under Accounting Standard 18 (AS-18) 'Related Parties disclosures' is stated herein below/set out in a separate statement annexed hereto.		
a) Related parties and relationships for which disclosure is required under AS-18:		
A. Enterprise having Control Holding Company Bajaj Hindusthan Limited		
Fellow Subsidiary Companies		
1.	Bajaj Aviation Private Limited	
2.	Bajaj Eco-Tec Products Limited	
3.	Bajaj Internacional Participacoes Ltda., Brazil	

Bajaj Energy Private Limited

4. Bajaj Hindusthan (Singapore) Pte. Limited, Singapore
5. Lalitpur Power Generation Company Limited (w.e.f. December 10, 2010)
6. Bajaj Power Generation Private Limited (w.e.f. December 20, 2010)

B. Associates and Joint Ventures

Nil

C. Directors and their relatives

Mr. Kushagra Bajaj - Chairman (w.e.f. May 31, 2010)
Mr. Chandresh Chhaya, Director (upto January 31, 2011)

D. Key Management Personnel

None

E. Enterprises over which any person described in (C) or (D) above is able to exercise significant influence

1. Bajaj Infrastructure Development Company Limited
2. Bajaj Power Venture Private Limited
3. Global World Power Projects Private Limited

b) Disclosure as required under AS-18 in respect of Related Party Transactions: (₹)

Transactions	Holding Co.	Relatives of Directors	Enterprises described in (E) above	Total
1. Transactions during the year				
Capital Purchase	2,843,291	-	9,400,321,348	9,403,164,639
	(-)	(-)	(-)	(-)
Expenses and Services	-	4,000	-	4,000
	(-)	(1,000)	(-)	(1,000)
Lease Rent/Lease Premium of Land	91,060,071	-	-	91,060,071
	(-)	(-)	(-)	(-)
Interest paid	161,557,038	-	-	161,557,038
	(-)	(-)	(-)	(-)
Share Capital issued (including Securities Premium & Share Application Money)	1,370,040,000	-	4,420,000,000	5,790,040,000
	(-)	(-)	(-)	(-)
Loans/advance taken (Project Assignment)	6,213,984,865	-	-	6,213,984,865
	(17,006,252,206)	(-)	(-)	(17,006,252,206)
Loans/advance repaid (Project Assignment)	6,213,984,865	-	-	6,213,984,865
	(17,006,252,206)	(-)	(-)	(17,006,252,206)
Guarantees taken	8,988,227,508	-	-	8,988,227,508
	(-)	(-)	(-)	(-)
2. Amounts Outstanding at Balance Sheet date				
Guarantees taken (Net)	3,188,227,508	-	-	3,188,227,508
	(-)	(-)	(-)	(-)
Advance outstanding	-	-	3,653,807,214	3,653,807,214
	(-)	(-)	(-)	(-)

Notes:

1. Related Party relationship is as identified by the Management based on the available information and relied upon by the Auditors.
2. Figures for previous year are shown in brackets.
3. Capital Purchase of ₹ 9,400,321,348/- (P.Y. ₹ NIL) from Bajaj Infrastructure Development Company Limited
4. Share capital issued (including securities premium and share application money) of ₹ 4,420,000,000/- (P.Y. ₹ NIL) comprises of ₹ 2,940,000,000/- (P.Y. ₹ Nil) from Bajaj Power Ventures Private Limited & ₹ 1,480,000,000/- from Global World Power Projects Private Limited
5. Advance outstanding of ₹ 3,653,807,214/- (P.Y. ₹ NIL) to Bajaj Infrastructure Development Company Limited
- 2.4 The Company is setting up Power Projects (PP) aggregating to total capacity of 450 MW (of 90 MW each) at 5 locations in the State of Uttar Pradesh, viz.

Location	Power Generation capacity
Khambarkhera (Dist. Lakhimpur Kheri)	90 MW
Barkhera (Dist. Pilibhit)	90 MW
Maqsoodapur (Dist. Shahjahanpur)	90 MW
Kunderkhi (Dist. Gonda)	90 MW
Ultraula (Dist. Balrampur)	90 MW
Total	450 MW

During the year, all expenditure incurred related to projects are grouped in pre-operative expenses under Capital Work-in-Progress.

- 2.5 The Company's activities involve setting up the coal based thermal power projects (under implementation). At present there is no reportable segment (business and/or geographical) in accordance with the requirements as per Accounting Standard (AS) 17, 'Segment Reporting' notified by the Companies (Accounting Standards) Rules, 2006.
- 2.6 During the year Company received total interest of ₹ 5,14,76,253/- (comprising of ₹ 4,24,30,920/- on the short-term FDRs on surplus fund & ₹ 90,45,333/- on the deposits for margin money given on L/Cs) which has been adjusted from pre-operative expenses under Capital Work-in-Progress in compliance with Accounting Standard (AS) 16, notified by the Companies (Accounting Standards) Rules, 2006.
- 2.7 There are no micro and small scale Business Enterprises, to whom the Company owes dues which are outstanding for more than 45 days as at March 31, 2011.

2.8 Details of remuneration to Auditors: (₹)

Particulars	Year ended 31-03-2011	Year ended 31-03-2010
Audit fees	110,300	11,030
Certification work	11,000	11,030
Tax audit fees	22,060	-
Total	143,360	22,060

During the current year, remuneration to Auditors is grouped as pre-operative expenses under Capital Work-in-Progress.

2.9 Figures of the previous year have been regrouped/reclassified wherever necessary.

Signatures to Schedules "1" to "12"

As per our attached report of even date

For and on behalf of

R. S DANI & CO.
Firm Registration No. 000243C
Chartered Accountants

Kushagra Bajaj
Chairman

Pradeep Parakh
Director

C. P. KOTHARI
Partner
Membership No. 072229

Chandresh Chhaya
Company Secretary

Mumbai, April 30, 2011

Balance Sheet Abstract and Company's General Business Profile

I. Registration Details

Registration No.	1 8 4 0 6 3
State Code	1 1
Balance Sheet Date	3 1 / 0 3 / 2 0 1 1
	Date Month Year

II. Capital Raised During the year (Amount in ₹ Thousands)

Public Issue	Rights Issue
NIL	NIL
Bonus Issue	Private Placement
NIL	144,841

III. Position of Mobilisation and Deployment of Funds (Amount in ₹ Thousands)

Total Liabilities	Total Assets
18,647,340	18,647,340

Sources of Funds

Paid-up Capital	Reserves and Surplus
152,941	2,724,023
Share Application Money	
2,921,176	
Secured Loans	Unsecured Loans
12,849,200	-

Application of Funds

Net Fixed Assets	Investments
15,417,000	1,000,207
Net Current Assets	Miscellaneous Expenditure
2,223,981	5,128
Accumulated Loss	
1,024	

IV. Performance of Company (Amount in ₹ Thousands)

Turnover	Total Expenditure
-	1,000
+ - Profit/Loss Before Tax	+ - Profit/Loss After Tax
- / 1,000	- / 1,000
(Please tick appropriate box + for Profit - for Loss)	
Earning Per Share (Basic) in ₹	Dividend Rate %
(0.12)	-

V. Generic Name of Principal Product of Company

Item Code (ITC Code) -	N I L
Product Description -	E L E C T R I C I T Y G E N E R A T I O N

Kushagra Bajaj
Chairman

Pradeep Parakh
Director

Chandresh Chhaya
Company Secretary

Mumbai, April 30, 2011

Balance Sheet as at April 30, 2011 and 2010

	2011 In Real	2011 ₹ Million*	2010 In Real	2010 ₹ Million*
Assets				
Current:				
Cash and cash equivalent	2.185.319,10	57.64	2.297.027,05	60.64
Tax Recoverable	42.671,67	1.13	55.385,22	1.46
	<u>2.227.990,77</u>	<u>58.77</u>	<u>2.352.412,27</u>	<u>62.10</u>
Total Assets	<u>2.227.990,77</u>	<u>58.77</u>	<u>2.352.412,27</u>	<u>62.10</u>
Liabilities and Quotaholders' Equity				
Current:				
Tax Payable	9.467,32	0.25	4.710,27	0.12
Accounts Payable	5.034,56	0.14	5.636,51	0.15
	<u>14.501,88</u>	<u>0.39</u>	<u>10.346,78</u>	<u>0.27</u>
Quotaholders' Equity				
Subscribed Capital	21.000.000,00	553.92	21.000.000,00	554.37
(-) Capital to be paid	(18.838.537,86)	(496.90)	(18.838.537,86)	(497.31)
	<u>2.161.462,14</u>	<u>57.02</u>	<u>2.161.462,14</u>	<u>57.06</u>
Retained earnings	52.026,75	1.36	180.603,35	4.77
	<u>2.213.488,89</u>	<u>58.38</u>	<u>2.342.065,49</u>	<u>61.83</u>
Total Liabilities and Quotaholders' Equity	<u>2.227.990,77</u>	<u>58.77</u>	<u>2.352.412,27</u>	<u>62.10</u>

Paulo Schiesari Filho
Accountant
CRC - 1SP140.342/0-8

Bajaj Internacional Participações Ltda.

*** Notes:**

- Figures for the year 2011 are translated at the exchange rate as on 30.09.2011 i.e. BRL 1= ₹ 26.3770
- Figures for the year 2010 are translated at the exchange rate as on 30.09.2010 i.e. BRL 1= ₹ 26.3984

Statement of Income for the year ended on April 30, 2011 and 2010

	2011 In Real	2011 ₹ Million*	2010 In Real	2010 ₹ Million*
Operational Expenses:				
General and Administrative	(90.134,06)	(2.38)	(71.852,17)	(1.90)
Taxes and Contributions	(21.675,82)	(0.57)	(19.467,99)	(0.51)
Financial Income (expenses)	238.955,29	6.30	195.577,55	5.16
Earnings before Income tax and social contribution	<u>127.145,41</u>	<u>3.35</u>	<u>104.257,39</u>	<u>2.75</u>
(-) Income Tax	(19.210,53)	(0.51)	(15.638,60)	(0.41)
(-) Social Contribution	(11.443,09)	(0.30)	(9.383,16)	(0.25)
	<u>(30.653,62)</u>	<u>(0.81)</u>	<u>(25.021,76)</u>	<u>(0.66)</u>
Net Income	<u>96.491,79</u>	<u>2.54</u>	<u>79.235,63</u>	<u>2.09</u>

Paulo Schiesari Filho
Accountant
CRC - 1SP140.342/0-8

Bajaj Internacional Participações Ltda.

*** Notes:**

- Figures for the year 2011 are translated at the exchange rate as on 30.09.2011 i.e. BRL 1= ₹ 26.3770
- Figures for the year 2010 are translated at the exchange rate as on 30.09.2010 i.e. BRL 1= ₹ 26.3984

Bajaj Internacional Participações Ltda.

Statement of Changes In Quotaholders' Equity at April 30, 2011

	Subscribed Capital		Capital to be Paid		Retained Earnings		Total	
	In Real	₹ Million*	In Real	₹ Million*	In Real	₹ Million*	In Real	₹ Million*
Balances at April 30, 2010	21.000.000,00	553.92	(18.838.537,86)	(496.90)	180.603,35	4.76	2.342.065,49	61.78
Dividend Paid	-	-	-	-	(225.068,39)	(5.94)	(225.068,39)	(5.94)
Net Income	-	-	-	-	96.491,79	2.54	96.491,79	2.54
Balances at April 30, 2011	21.000.000,00	553.92	(18.838.537,86)	(496.90)	52.026,75	1.36	2.213.488,89	58.38

Statement of Changes In Quotaholders' Equity at April 30, 2010

	Subscribed Capital		Capital to be Paid		Retained Earnings		Total	
	In Real	₹ Million*	In Real	₹ Million*	In Real	₹ Million*	In Real	₹ Million*
Balances at April 30, 2009	21.000.000,00	554.37	(18.838.537,86)	(497.31)	101.367,72	2.68	2.262.829,86	59.74
Net Income	-	-	-	-	79.235,63	2.09	79.235,63	2.09
Balances at April 30, 2010	21.000.000,00	554.37	(18.838.537,86)	(497.31)	180.603,35	4.77	2.342.065,49	61.83

Paulo Schiesari Filho
Accountant
CRC - 1SP140.342/0-8

Bajaj Internacional Participações Ltda.

*** Notes:**

- Figures for the year 2011 are translated at the exchange rate as on 30.09.2011 i.e. BRL 1= ₹ 26.3770
- Figures for the year 2010 are translated at the exchange rate as on 30.09.2010 i.e. BRL 1= ₹ 26.3984

Statement of Cash Flow for the year ended on April 30, 2011 and 2010

	2011 In Real	2011 ₹ Million*	2010 In Real	2010 ₹ Million*
Cash flow from operating activities				
Net income	96.491,79	2.54	79.235,63	2.09
(Increase)/decrease current or non-current assets				
Tax recoverable	12.713,55	0.34	19.696,45	0.52
Increase/(decrease) current or non-current liabilities				
Withholding taxes	4.757,05	0.13	(1.989,00)	(0.05)
Accounts payable	(601,95)	(0.02)	(1.334,05)	(0.03)
	4.155,10	0.11	(3.323,05)	(0.08)
Net cash flow from operating activities	113.360,44	2.99	95.609,03	2.53
Cash flow from financing activities				
Dividends paid	(225.068,39)	(5.94)	-	-
Net cash flow from financing activities	(225.068,39)	(5.94)	-	-
Net increase/(Decrease) in cash and cash equivalents	(111.707,95)	(2.95)	95.609,03	2.53
Cash and cash equivalents at the beginning of the year	2.297.027,05	60.59	2.201.418,02	58.11
Cash and cash equivalents at the end of the year	2.185.319,10	57.64	2.297.027,05	60.64

Paulo Schiesari Filho
Accountant
CRC - 1SP140.342/0-8

Bajaj Internacional Participações Ltda.

*** Notes:**

- Figures for the year 2011 are translated at the exchange rate as on 30.09.2011 i.e. BRL 1= ₹ 26.3770
- Figures for the year 2010 are translated at the exchange rate as on 30.09.2010 i.e. BRL 1= ₹ 26.3984

DIRECTORS' REPORT

The Directors present their report to the member together with the audited financial statements of the Company for the financial year ended 31 March 2011.

DIRECTORS

The Directors in office at the date of this report are:

Pradeep Parakh
Arangannal s/o Kathamuthu

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

According to the register of directors' shareholdings kept by the Company for the purpose of Section 164 of the Singapore Companies Act, Cap. 50, none of the Directors holding office at the end of the financial year had any interests in shares and debentures of the Company and its related corporations, except as detailed below:

	Holdings registered in the name of director	
	As at 01.04.2010	As at 31.03.2011
<i>Ordinary Shares</i> <i>In related company</i> Bajaj Hindusthan Sugar and Industries Ltd. Pradeep Parakh	5,000	-
<i>Ordinary Shares</i> <i>In holding company</i> Bajaj Hindusthan Ltd. Pradeep Parakh	-	1,000

DIRECTORS' CONTRACTUAL BENEFITS

Since the end of previous financial period, no director has received or become entitled to receive a benefit which is required to be disclosed under Section 201(B) of the Singapore Companies Act, by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the director is a member, or with a company in which the Director has a substantial financial interest.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF BAJAJ HINDUSTHAN (SINGAPORE) PRIVATE LIMITED
(Incorporated in Singapore)

Report on the Financial Statements

We have audited the accompanying financial statements of BAJAJ HINDUSTHAN (SINGAPORE) PRIVATE LIMITED (the "Company") as set out on pages 7 to 26, which comprise the statement of financial position as at 31 March 2011, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair statement of comprehensive income and statement of financial position and to maintain accountability of assets.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial

SHARE OPTIONS

There were no share options granted during the financial year to subscribe for unissued shares of the Company.

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.

INDEPENDENT AUDITOR

The independent auditor, Messrs Shanker Iyer & Co., Certified Public Accountants, Singapore, has expressed its willingness to accept re-appointment.

Pradeep Parakh **Arangannal s/o Kathamuthu**
Director Director

9 November 2011

STATEMENT BY DIRECTORS

In the opinion of the Directors,

- (a) the accompanying financial statements of the Company are drawn up so as to give a true and fair view of the state of affairs of the Company as at 31 March 2011 and of its results, changes in equity and cash flows for the financial year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts when they fall due.

The Directors authorised these financial statements for issue on 9 November 2011.

Pradeep Parakh **Arangannal s/o Kathamuthu**
Director Director

9 November 2011

statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Company as at 31 March 2011 and the results, changes in equity and cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

SHANKER IYER & CO.
Public Accountants and Certified Public Accountants

Singapore
9 November 2011

Bajaj Hindusthan (Singapore) Private Limited

(Incorporated in Singapore)

Statement of Financial Position as at 31 March 2011

	Notes to the Financial Statements No.	31.03.2011 US\$	31.03.2011 ₹ Million	31.03.2010 US\$ (restated)	31.03.2010 ₹ Million
ASSETS					
Current Assets					
Cash and cash equivalents	4	14,546,661	711.70	12,665	0.57
Other Receivables	5	309,866	15.16	7,000	0.31
Deferred tax asset	6	880,101	43.06	-	-
Total Assets		15,736,628	769.92	19,665	0.88
LIABILITIES					
Current Liabilities					
Other Payables	7	151,595	7.42	6,612	0.29
Amount owing to Holding Company	8	-	-	40,393	1.81
Total Liabilities		151,595	7.42	47,005	2.10
Net Assets / (Liabilities)		15,585,033	762.50	(27,340)	(1.22)
Shareholder's Equity					
Share Capital	9	19,899,714	973.59	654	0.03
Accumulated losses		(4,314,681)	(211.09)	(27,280)	(1.22)
Translation reserve		-	-	(714)	(0.03)
Total Equity/(Capital Deficiency)		15,585,033	762.50	(27,340)	(1.22)

Notes:

- Figures for the year 2011 are translated at the exchange rate prevailing as on 30.09.2011 i.e. US\$ = ₹ 48.9253.
- Figures for the year 2010 are translated at the exchange rate prevailing as on 30.09.2010 i.e. US\$ = ₹ 44.9200.

Statement of Comprehensive Income for the financial year ended 31 March 2011

	Notes to the Financial Statements No.	01.04.2010 to 31.03.2011 (12 Months) US\$	01.04.2010 to 31.03.2011 (12 Months) ₹ Million	01.10.2009 to 31.03.2010 (6 Months) US\$ (restated)	01.10.2009 to 31.03.2010 (6 Months) ₹ Million
Revenue					
Sale of goods		72,881,250	3,565.73	-	-
Other income	10	348,249	17.04	-	-
		73,229,499	3,582.77	-	-
Expenses					
Purchases consumed		61,645,000	3,016.00	-	-
Other operating expenses	11	16,751,239	819.55	5,974	0.26
Total Expenses		78,396,239	3,835.55	5,974	0.26
Loss before taxation		(5,166,740)	(252.78)	(5,974)	(0.26)
Income tax benefit	12	880,101	43.06	-	-
Loss for the year/ period		(4,286,639)	(209.72)	(5,974)	(0.26)

Notes:

- Figures of Profit and Loss Account for the period ended 31 March 2011 are converted at the exchange rate prevailing as on 30.09.2011 i.e. US\$ = ₹ 48.9253.
- Figures of Profit and Loss Account for the period ended 31 March 2010 are converted at the exchange rate prevailing as on 30.09.2010 i.e. US\$ = ₹ 44.9200.

Statement of Cash Flows for the financial year ended 31 March 2011

	2011 US\$	2011 ₹ Million	2010 US\$ (restated)	2010 ₹ Million
Cash Flow From Operating Activities				
Loss before taxation	(5,166,740)	(252.78)	(5,974)	(0.26)
Adjustment:				
Interest Income	(19,075)	(0.93)	-	-
Cash flows before changes in working capital	(5,185,815)	(253.71)	(5,974)	(0.26)
Changes in working capital				
Other receivables	(302,866)	(14.82)	(1,984)	(0.09)
Other payables	144,983	7.09	4,497	0.20
Cash used in operations	(5,343,698)	(261.44)	(3,461)	(0.15)
Interest received	19,075	0.93	-	-
Net cash used in operating activities	(5,324,623)	(260.51)	(3,461)	(0.15)
Cash flow from financing activities				
Proceeds from issuance of shares	19,899,000	973.57	-	-
Repayment to/advance from holding company	(40,393)	(1.98)	7,597	0.33
Net effect of change in functional currency	12.00	0.00	(291)	(0.01)
Net cash generated from financing activities	19,858,619	971.59	7,306	0.32
Net increase/(decrease) in cash at bank	14,533,996	711.08	3,845	0.17
Cash at bank at the beginning of the year	12,665	0.62	8,820	0.40
Cash at bank at the end of the year	14,546,661	711.70	12,665	0.57

Notes:

- Figures of Cash Flow Statement for the year ended 31 March 2011 are converted at the exchange rate prevailing as on 30.09.2011 i.e. US\$ = ₹ 48.9253.
- Figures of Cash Flow Statement for the year ended 31 March 2010 are converted at the exchange rate prevailing as on 30.09.2010 i.e. US\$ = ₹ 44.9200.

Statement of changes in Equity for the financial year ended 31 March 2011

2011	Share Capital	Accumulated Losses	Translation reserve	Total	Share Capital	Accumulated Losses	Translation reserve	Total
	US\$	US\$	US\$	US\$	₹ Million	₹ Million	₹ Million	₹ Million
Balance as at April 1, 2010	654	(27,280)	(714)	(27,340)	0.03	(1.23)	(0.03)	(1.23)
Effect of change in functional currency	60	(762)	714	12	-	(0.04)	0.03	(0.01)
Restated balance as at April 1, 2010	714	(28,042)	-	(27,328)	0.03	(1.27)	-	(1.24)
Issuance of shares	19,899,000	-	-	19,899,000	973.56	-	-	973.56
Loss for the period	-	(4,286,639)	-	(4,286,639)	-	(209.72)	-	(209.72)
Foreign Exchange Fluctuation	-	-	-	-	-	-	-	-
Balance as at March 31, 2011	19,899,714	(4,314,681)	-	15,585,033	973.59	(210.99)	-	762.60
2010 (restated)								
Balance as at October 1, 2009	654	(21,306)	(423)	(21,075)	0.03	(0.96)	(0.02)	(0.95)
Loss for the period	-	(5,974)	-	(5,974)	-	(0.27)	-	(0.27)
Effect of change in functional currency	-	-	(291)	(291)	-	-	(0.01)	(0.01)
Balance as at March 31, 2010	654	(27,280)	(714)	(27,340)	0.03	(1.23)	(0.03)	(1.23)

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2011

1. GENERAL INFORMATION

Bajaj Hindusthan (Singapore) Private Limited (Company Registration No.: 200709334R) is incorporated and domiciled in Singapore. The Company's registered office is at 3 Phillip Street, #18-00 Commerce Point, Singapore 048693.

The principal activities of the Company are those relating to investment holding and trading of commodities.

The financial statements of the company for the year ended 31 March 2011 were authorised by the directors for issuance on 9 November 2011.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation

These financial statements have been prepared in accordance with Singapore Financial Reporting Standards ("FRS"). The financial statements, which are expressed in the United States dollars, are prepared in accordance with the historical cost convention, except as disclosed in the accounting policies below.

Change in accounting policy

The accounting policies adopted are consistent with those of previous financial period except for the accounting policy on presentation currency. With effect from 1 April 2010, the company changed its presentation currency to the United States dollars in line with the change in functional currency as discussed in the following paragraph. The change was accounted for retrospectively and prior year financial statements were restated accordingly.

Change in functional currency

During the year, the company started the trading of sugar which is denominated in the United States dollars. In this regard, the directors are of the opinion that the United States dollars reflect the economic substance of the underlying events and circumstances and thus represents the functional currency of the company. Accordingly, the functional currency of the Company has been changed to the United States dollars with effect from 1 April 2010.

The effect of change in functional currency has been accounted for prospectively from 1 April 2010. All items in the financial statements of the Company as at 1 April 2010 were translated into the new functional currency using the exchange rate at the date of change. The resulting translated amounts for non-monetary items are treated as their historical costs.

In the current financial year, the company has adopted all the new and revised FRSs and Interpretations of FRS ("INT FRS") that are mandatory for application from that date. The adoption of these new and revised FRSs and INT FRSs have no material effect on the financial statements.

At the date of authorisation of these financial statements, the company has not applied those FRSs and INT FRSs that have been issued but are effective only in future financial years. The Company expects that the adoption of the standards will have no financial effect on the financial statements in the period of initial application.

b) Currency translation

The financial statements of the company are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The financial statements of the company are presented in the United States dollars, which is the functional currency of the Company.

In preparing the financial statements of the company, monetary assets and liabilities in foreign currencies are translated into the United States dollars at rates of exchange closely approximating to those ruling at the end of the reporting period and transactions in foreign currencies during the financial period are translated at rates ruling on transaction dates. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in the statement of comprehensive income.

c) Financial instrument

Financial assets and financial liabilities are recognised on the company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period. Income and expense is recognised on an effective interest basis for debt instruments.

d) Financial assets

(i) *Classification*

The company classifies its financial assets as loans and receivables. The classification depends on the nature of the asset and the purpose for which the assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the end of the reporting period which are presented as non-current assets. Loans and receivables are presented as "cash and cash equivalents" and "other receivables" on the statement of financial position.

(ii) *Recognition and derecognition*

Regular way purchases and sales of financial assets are recognised on trade-date - the date on which the company commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. On disposal of a financial asset, the difference between the carrying amount and the sale proceeds is recognised in the statement of comprehensive income.

(iii) *Initial measurement*

Financial assets are initially recognised at fair value plus transaction costs.

(iv) *Subsequent measurement*

Loans and receivables are subsequently carried at amortised cost using the effective interest method less allowance for impairment.

(v) *Impairment*

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired and recognises an allowance for impairment when such evidence arises.

Loans and receivables

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy, and default or significant delay in payments are objective evidence that these financial assets are impaired.

Bajaj Hindusthan (Singapore) Private Limited

(Incorporated in Singapore)

The carrying amount of these assets is reduced through the use of an impairment allowance account which is calculated as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. When the asset becomes uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are recognised against the same line item in the statement of comprehensive income.

The allowance for impairment loss account is reduced through the statement of comprehensive income in a subsequent period when the amount of impairment loss decreases and the related decrease can be objectively measured. The carrying amount of the asset previously impaired is increased to the extent that the new carrying amount does not exceed the amortised cost had no impairment been recognised in prior periods.

e) Other payables

Other payables are initially measured at fair value, and subsequently carried at amortised cost, using the effective interest rate method.

The Company derecognises financial liabilities when, and only when, the company's obligations are discharged, cancelled and expired.

f) Provisions

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimation.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised in the statement of comprehensive income as finance expense.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in the statement of comprehensive income when the changes arise.

g) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

h) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the company's activities. Revenue is presented, net of goods and services tax, rebates and discounts.

The Company recognises revenue when the amount of revenue and related cost can be reliably measured, it is probable that the collectability of the related receivables is reasonably assured and when the specific criteria of the company's activities are met as follows:

Revenue from the sale of goods is recognised upon passage of title to the customer, which generally coincides with their delivery and acceptance.

i) Income tax

Income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

A deferred income tax liability is recognised for all taxable temporary differences.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period; and
- (ii) based on the tax consequence that will follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in the statement of comprehensive income.

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

The presentation of financial statements in conforming to FRS requires the use of certain critical accounting estimates, assumptions and judgements in applying the accounting policies. These estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The following are the significant accounting estimates, assumptions and judgements that have the most significant effect for preparation of financial statements:

Income taxes

The Company has exposure to income taxes in countries where it operates. Significant judgement is involved in determining the company's provision for income taxes. The company recognised liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provision in the financial year in which such determination is made. At March 31, 2011, the carrying amounts of the company's current income tax payable and deferred tax liabilities are disclosed in the statement of financial position.

4. CASH AND CASH EQUIVALENTS

	2011 US\$	2011 ₹ Million	2010 US\$ (Restated)	2010 ₹ Million
Cash at bank	1,603,026	78.43	12,665	0.57
Fixed deposits	12,943,635	633.27	-	-
	14,546,661	711.70	12,665	0.57

Fixed deposits at the end of the reporting period have maturity of 1 month to 3 month (2010: Nil) from the end of the financial year with interest rates ranging from 0.17% to 0.62% (2010 : Nil) per annum.

The carrying amounts of cash and cash equivalents approximate their fair values and are denominated in the following currencies:

	2011 US\$	2010 US\$
Singapore dollars	4,780,373	12,665
United States dollars	9,766,288	-
	14,546,661	12,665

5. OTHER RECEIVABLES

	2011 US\$	2011 ₹ Million	2010 US\$ (Restated)	2010 ₹ Million
Deposit	3,572	0.17	3,574	0.16
Prepayments	3,298	0.16	2,873	0.13
Amount owing from holding company	300,028	14.68	-	-
Other receivable	2,968	0.15	553	0.02
	309,866	15.16	7,000	0.31

The amount owing from holding company is non-trade in nature, unsecured, interest-free and is repayable on demand.

The carrying amounts of other receivables approximate their fair values and are denominated in the following currencies:

	2011 US\$	2010 US\$
Singapore dollars	4,540	7,000
United States dollars	305,326	-
	309,866	7,000

6. DEFERRED TAX ASSET

	2011 US\$	2011 ₹ Million	2010 US\$ (Restated)	2010 ₹ Million
Beginning of financial year	-	-	-	-
Credited to statement of comprehensive income (Note 12)	880,101	43.06	-	-
End of financial year	880,101	43.06	-	-

The above represents the unabsorbed tax losses which are expected to be recovered within one year.

7. OTHER PAYABLES

	2011 US\$	2011 ₹ Million	2010 US\$ (Restated)	2010 ₹ Million
Accruals for operating expenses	15,892	0.78	2,513	0.11
Other payables	135,703	6.64	4,099	0.18
	151,595	7.42	6,612	0.29

The carrying amounts of other payables approximate their fair values and are denominated in the following currencies:

	2011 US\$	2010 US\$
Singapore dollars	15,892	6,612
United States dollars	135,703	-
	151,595	6,612

8. AMOUNT OWING TO HOLDING COMPANY

In 2010, the amount owing to holding company was non-trade in nature, unsecured, interest-free and repayable within the next twelve months.

The carrying amount of amount owing to holding company approximates its fair value and is denominated in Singapore dollars.

9. SHARE CAPITAL

	2011 US\$	2011 ₹ Million	2010 US\$ (Restated)	2010 ₹ Million
Issued and fully paid 27,001,000 (P.Y. 1,000) ordinary shares	<u>19,899,714</u>	<u>973.59</u>	654	0.03

All issued ordinary shares are fully paid. There are no par values for these ordinary shares. During the financial year, the company increased its share capital by way of further allotment of 27,000,000 ordinary shares for a total consideration of US\$19,899,000 for working capital.

The holder of ordinary shares is entitled to receive dividends as declared from time to time and is entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the company's residual assets.

10. OTHER INCOME

	2011 US\$	2011 ₹ Million	2010 US\$ (Restated)	2010 ₹ Million
Interest income	19,075	0.93	-	-
Exchange gain	29,146	1.43	-	-
Demurrage income	300,028	14.68	-	-
	<u>348,249</u>	<u>17.04</u>	-	-

11. OTHER OPERATING EXPENSES

	2011 US\$	2011 ₹ Million	2010 US\$ (Restated)	2010 ₹ Million
Accounting fees	5,130	0.25	643	0.03
Bank commission	54,056	2.64	-	-
Contract cancellation costs	16,300,000	797.48	-	-
Demurrage expenses	300,028	14.68	-	-
General expenses	1,070	0.05	665	0.03
Legal and professional fees	81,899	4.01	2,880	0.12
Others	9,056	0.44	1,786	0.08
	<u>16,751,239</u>	<u>819.55</u>	5,974	0.26

Contract cancellation cost represents the compensation paid on the termination of a purchase contract with third parties which were entered during the year.

12. INCOME TAX BENEFIT

	2011 US\$	2011 ₹ Million	2010 US\$ (Restated)	2010 ₹ Million
Deferred tax asset - current financial year (Note 6)	<u>880,101</u>	<u>43.06</u>	-	-

The current year/period's income tax varied from the amount of income tax determined by applicable Singapore statutory income tax rate of 17% (2010: 17%) to the loss before income tax as a result of the following differences:

	01.04.2010 to 31.03.2011 US\$ (Restated)	01.10.2009 to 31.03.2010 US\$ (Restated)
Loss before income tax	<u>(5,166,740)</u>	<u>(5,974)</u>
Income tax benefit at statutory rate	<u>(878,346)</u>	<u>(1,016)</u>
Non-allowable items	-	1,016
Non-taxable income	<u>(1,755)</u>	-
	<u>(880,101)</u>	-

As at 31 March 2011, the Company has unabsorbed tax losses of approximately US\$5,177,000 (2010: Nil), available for offsetting against future taxable income of the company subject to there being no substantial change in the shareholders of the company and their shareholdings within the meaning of Sections 37 of the Singapore Income Tax Act and agreement by the Inland Revenue Authority of Singapore.

13. IMMEDIATE AND ULTIMATE HOLDING COMPANY

The company's immediate and ultimate holding company is Bajaj Hindusthan Limited, a company incorporated in India.

14. RELATED PARTY TRANSACTIONS

An entity is considered a related party of the company for the purpose of the financial statements if:

- (i) it possesses the ability (directly or indirectly) to control or exercise significant influence over the financial and operating decisions of the company or vice versa; or
- (ii) it is subject to common control or common significant influence.

During the financial period/year, the company had significant related party transactions on terms agreed between the parties as follows:

(a) **Sales and Purchases of goods and services**

	2011 US\$	2011 ₹ Million	2010 US\$	2010 ₹ Million
Fund received from holding company	-	-	7,146	0.32
Purchases from holding company	61,645,000	3,016.00	-	-
Demurrage income received from holding company	300,028	14.68	-	-

(b) **Key management personnel compensation**

There are no key management personnel compensation during the financial year.

15. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Company's activities expose it to market risks (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The company's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the company's financial performance.

(a) **Market risks**

(i) **Foreign currency risk**

The Company incurs foreign currency risk on transactions that are denominated in currency other than the United States dollars such as Singapore dollars. However, the Company does not use any hedging instruments to protect against the volatility associated with foreign currency purchases and other assets and liabilities created in the normal course of business.

The Company's currency exposure to the Singapore dollars based on the information provided to key management is as follows:

	2011 US\$	2011 ₹ Million	2010 US\$	2010 ₹ Million
Financial assets				
Cash and cash equivalents	4,780,373	233.88	12,665	0.57
Other receivables	4,540	0.22	7,000	0.31
	<u>4,784,913</u>	<u>234.10</u>	<u>19,665</u>	<u>0.88</u>
Financial liability				
Other payables	15,892	0.78	6,612	0.30
Currency exposure of financial asset	<u>4,769,021</u>	<u>233.32</u>	<u>13,053</u>	<u>0.58</u>

If the Singapore dollars had strengthened/weakened by 11% (2010: 9%) against the United States dollars with all other variables including tax rate being held constant, the company's net loss for the financial year would have been higher/lower by approximately US\$525,000 (2010: US\$1,000) as a result of currency translation gains/losses on the remaining Singapore dollars denominated financial asset and liability.

(ii) **Interest rate risk**

The company has no exposure to market risk for changes in interest rates as it has no borrowings.

(b) **Credit risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. The major classes of financial assets of the company are cash at bank and other receivables. For banks, deposits are placed with regulated banks. For credit exposures to customer, management assesses the credit quality of the customer, taking into account its financial position, past experience and other factors.

As the Company does not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statement of financial position.

There are no other class of financial assets that may be past due and/or impaired except for trade receivables.

As at end of financial period, there are no financial assets that are neither past due nor impaired.

(c) **Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding and the ability to close out market positions at a short notice. At the end of each reporting period, assets held by the company for managing liquidity risk included cash and short-term deposits as disclosed in Note 4.

The Management monitors rolling forecasts of the company's liquidity reserve on the basis of expected cash flow. This is generally carried out in accordance with practice and limits set by the holding company. In addition, the company's liquidity management policy involves projecting cashflows in major currencies and considering the level of liquid assets necessary to meet these; monitoring liquidity ratios; and maintaining debt financing plans.

Bajaj Hindusthan (Singapore) Private Limited

(Incorporated in Singapore)

The table below analyses the Company's non-derivative financial liabilities into relevant maturity grouping based on the remaining period from the end of each reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	On demand or within 1 year US\$
Non interest bearing	
2011	
Other payables	151,595
	<u>151,595</u>
2010	
Other payables	6,612
Amount owing to holding company	40,393
	<u>47,005</u>

(d) Fair value measurement

The carrying amounts of cash at bank, other receivables, other payables and amount owing to holding company approximate their fair values due to their relatively short-term nature.

16. CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard the company's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the company may adjust the amount of dividend payment, return capital to shareholder, issue new shares, buy back issued shares, obtain borrowings or sell assets to reduce borrowings.

The Company is not subject to externally imposed capital requirements and its overall strategies remained unchanged from 2010.

17. SUBSEQUENT EVENTS

On 9 April 2011, the company entered into sale and purchase agreements to acquire the entire shares of PT Batu Bumi Persada and PT Jangkar Prima. Both companies are registered in the Republic of Indonesia and are engaged in the business of owing and conducting coal mining concessions.

18. COMPARATIVE FIGURES

The financial statements for the financial year ended 31 March 2011 cover the financial year from 1 April 2010 to 31 March 2011 while the previous financial statements cover the financial period from 1 October 2009 to 31 March 201. Hence the statement of comprehensive income, the statement of changes in equity, the statement of cash flows and related notes are not comparable.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their Fifth Annual Report and the Audited Statement of Accounts for the financial year ended on March 31, 2011.

During the year under review, Bajaj Hindusthan Limited (BHL) acquired the entire holding in the Company from Bajaj Consumer Care Limited (BCCL), to attain its objective of setting up 1,980 MW (3X660 MW) coal based power project at Bargarh, district Chitrakoot, Uttar Pradesh through the Company.

Consequent to the aforesaid acquisition, the Company ceased to be a wholly owned subsidiary of BCCL and became a wholly owned subsidiary of BHL.

POWER PROJECT

The Government of Uttar Pradesh has declared Energy Policy 2009, which renewed thrust to power generation, transmission and distribution along with simplified procedures and incentives for active private participation. To encourage private participation, power generation projects of 250 MW and above are allowed to be set up through MOU route by Independent Power Producer (IPP).

In accordance with the above said policy, BHL entered into a Memorandum of Understanding with the Government of Uttar Pradesh on December 14, 2010, as a lead member of consortium to develop a 1,980 MW (3X660 MW) coal based power project at Bargarh, district Chitrakoot, Uttar Pradesh.

Further, Government of Uttar Pradesh vide its letter dated January 12, 2011 to Uttar Pradesh Power Corporation Limited granted approval to BHL to implement the aforesaid project through your Company. The cost of the project is estimated at around ₹ 12,000 Crore. The Company is exploring opportunities to raise funds with a suitable debt equity mix.

CHANGE IN NAME OF THE COMPANY

In order to commence new activities of power generation and distribution, the name of the Company has been changed from Kashyap Properties Private Limited to Bajaj Power Generation Private Limited and a fresh Certificate of Incorporation was issued by the Registrar of Companies, Maharashtra, Mumbai on December 20, 2010.

SHIFTING OF REGISTERED OFFICE

The aforesaid approval given by Government of Uttar Pradesh stipulated that the registered office of the Company should be situated in the State of Uttar Pradesh. Consequently, the registered office of the Company was shifted from Mumbai in the State of Maharashtra to Noida in the State of Uttar Pradesh with effect from May 09, 2011.

FINANCIAL RESULTS

During the year under review, your Company had incurred an aggregate expenditure of ₹ 60,026/- for administrative purpose. Pending commencement of commercial activities by the Company, these have been considered as pre-operative expenses.

DIVIDEND

Your Directors have not recommended any dividend on equity shares for the financial year under review.

DIRECTORS

Mr. V. C. Nagori and Mr. D.K. Maloo resigned from Directorship of the Company with effect from December 14, 2010. The Board places on record its sincere appreciation for the valuable advice provided by Mr. V. C. Nagori and Mr. D.K. Maloo during their tenure as Director of the Company.

Mr. Manoj Maheshwari (DIN 02581704), Dr. Sanjeev Kumar (DIN 00364416), Mr. Pradeep Parakh (DIN 00008805) and Mr. S. N. M. Tripathi (DIN 03350006) were appointed as Additional Directors on the Board of the Company. The aforesaid Additional Directors would hold office up to the date of the ensuing Annual General Meeting and have offered themselves for appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956 as amended, with respect to the directors' responsibility statement, it is hereby confirmed:

- that in the preparation of accounts for the year ended March 31, 2011 the applicable Accounting Standards have been followed along with proper explanation relating to the material departures;
- that the Directors of the Company have selected such accounting policies and applied them consistently and made judgements 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, 2011;
- that the Directors of the Company have taken proper and sufficient care for the maintenance of proper accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- that the Directors of the Company have prepared the annual accounts of the Company for the financial year ended March 31, 2011 on a going concern basis.

AUDITORS & AUDITORS' REPORT

M/s. Hemant Panpalia & Co., Chartered Accountants, Statutory Auditors will retire at the ensuing Annual General Meeting of the Company and have given a notice in writing expressing their intention not to seek re-appointment as Statutory Auditors of the Company at the ensuing Annual General Meeting. Special Notice has been received by the Company from a member proposing the appointment of M/s. R. S. Dani & Company, Chartered Accountants, Ajmer as Auditors of the Company from conclusion of 5th Annual General Meeting till conclusion of 6th Annual General Meeting. The Company has received certificate from M/s. R. S. Dani & Company to the effect that their appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956. The Board of Directors recommends to the shareholders the appointment of M/s. R. S. Dani & Company, Chartered Accountants as Auditors of the Company.

The comments on the statement of account referred to in the report of the auditors are self explanatory and therefore do not call for any further explanations/comments.

STATUTORY DISCLOSURES

The provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, are not applicable as the Company does not have any employee as at present.

The provisions of Section 217(1)(e) of the Companies Act, 1956 relating to "Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo" are not applicable for the year ended March 31, 2011.

APPRECIATION

Your Directors express their appreciation for the sincere co-operation and assistance of the Government. Your directors acknowledge with gratitude the encouragement and support extended by our valued shareholder and by the staff of the holding company.

For and on behalf of the Board of Directors

Mumbai
May 11, 2011

Dr. Sanjeev Kumar
Director

Pradeep Parakh
Director

Bajaj Power Generation Private Limited

(Formerly Kashyap Properties Private Limited)

REPORT OF THE AUDITORS TO THE MEMBERS

1. We have audited the attached Balance Sheet of BAJAJ POWER GENERATION PRIVATE LIMITED as on March 31, 2011 and also the annexed Profit and Loss Account for the period ended on that date. 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 the auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from any material misstatement. An audit includes examining on test basis evidence supporting the amounts and disclosures in the financial statements. An audit also includes, assessing the accounting principals used and significant estimates made by management, as well as evaluating then overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, the said Order is not applicable to the Company.
4. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit. In our opinion proper books of account have been kept by the Company as required by law so far as appears from our examination of these books and the aforementioned Balance Sheet, Profit and Loss Account are in agreement therewith.
5. In our opinion, these accounts have been prepared in compliance with the applicable accounting standards referred to in Section 211 (3C) of the Act.
6. On the basis of written representations received from the Directors as on March 31, 2011 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2011 from being appointed as a Director in terms of Clause (g) of sub-Section (1) of Section 274 of the Companies Act, 1956.
7. In our opinion and to the best of our information and according to the explanations given to us, the said accounts together with the notes accounting policies, give in the prescribed manner the information required by the Companies Act, 1956 and also give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) In the case of the Balance Sheet of the state of affairs of the Company as at March 31, 2011; and
 - b) In the case of the Profit and Loss Account of the Loss for the period ended on that date.

FOR HEMANT PANPALIA & CO.
Firm Registration No. 118015W
Chartered Accountants

HEMANT PANPALIA
Proprietor
Membership No. 102426

Mumbai, May 11, 2011

ANNEXURE REFERRED TO IN PARAGRAPH '3' OF OUR AUDITORS' REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2011 OF BAJAJ POWER GENERATION PRIVATE LIMITED

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that:

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) These fixed assets has been physically verified by the management at reasonable intervals.
- (c) The Company has not disposed any part of fixed assets during the year.
2. (a) The Company does not have any inventories.
- (b) In view of the forgoing, the question of reporting on Clauses 4(ii)(b) and 4(ii)(c) of the said Order does not arise.
3. (a) The Company has neither granted any loans to, nor taken any loans from companies covered in the register maintained under Section 301 of the Companies Act.
- (b) In view of the forgoing, the question of reporting on Clauses 4(iii)(b), 4(iii)(c) and 4(iii)(d) of the said Order does not arise.
4. In our opinion, and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and inventory. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control procedures.
5. (a) In our opinion and according to the information and explanations given to us, there are no transactions of purchase of goods and material and sale of services made in pursuance of contract or agreement entered in the registered maintain the transactions that need to be entered into the register in pursuance of Section 301 of Act, have been so entered.
- (b) Sub-clause (b) is not applicable.
6. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
7. The Company has internal audit system commensurate with its size and nature of its business.
8. The Central Government of India has not prescribed the maintenance of cost records under Clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the Company.
9. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including, income-tax, sales-tax, wealth tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales tax, income-tax, customs duty, wealth-tax, excise duty and cess which have not been deposited on account of any dispute.
10. The Company has not incurred any cash loss during the year, also it had not incurred cash losses in the immediately preceding financial year. The Company does not have accumulated losses during the year.
11. The Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
12. Clause (x) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
13. The Company has not raised any loans from financial institution or bank or by issue of debentures.
14. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
15. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/ society. Therefore, the provisions of Clause 4(xiii) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
16. To the best of our knowledge and belief and according to the information and explanations given to us, in our opinion, the Company has not taken any term loan during the year.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, funds raised on short-term basis have prima facie, not been used during the year for long-term investment and no long-term funds have been used to finance short-term assets other than temporary deployment pending application.
18. According to the information and explanations given to us, the Company has made preferential allotment of preference shares to existing shareholders and the price at which shares have been issued is not prejudicial to the interest of the Company.
19. According to the information and explanations given to us, during the period covered by our audit report, the Company had not issued any debentures. Hence the Clause 4(xix) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
20. The Company has not raised any money by public issues during the year.
21. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

FOR HEMANT PANPALIA & CO.
Firm Registration No. 118015W
Chartered Accountants

HEMANT PANPALIA
Proprietor
Membership No. 102426

Mumbai, May 11, 2011

Bajaj Power Generation Private Limited

(Formerly Kashyap Properties Private Limited)

Balance Sheet as at March 31, 2011

	Schedule	As at March 31, 2011 ₹	As at March 31, 2010 ₹
I. Sources of Funds:			
Shareholders' Funds			
Capital	1	200,000	200,000
Total		200,000	200,000
II. Application of Funds:			
Fixed Assets			
Capital Work-in-Progress	2	60,026	-
		60,026	-
Investments		-	-
Current Assets, Loans and Advances			
Cash & Bank Balances		100,469	171,738
Loans and Advances		2,219	2,219
		102,688	173,957
Less : Current Liabilities & Provisions			
Current Liabilities	4	-	15,841
Provisions		2,758	-
		2,758	15,841
Net Current Assets		99,930	158,116
Miscellaneous Expenditure (to the extent not Written off or adjusted)			
Preliminary Expenses	5	-	1,840
Profit and Loss Account		40,044	40,044
Total		200,000	200,000
Significant Accounting Policies and Notes	8		

As per our attached report of even date

For and on behalf of

HEMANT PANPALIA & CO.
Firm Registration No. 118015W
Chartered Accountants

Pradeep Parakh
Director

HEMANT PANPALIA
Proprietor
Membership No. 102426

Dr. Sanjeev Kumar
Director

Mumbai, May 11, 2011

Profit and Loss Account for the year ended March 31, 2011

	Schedule	2010-2011 ₹	2009-2010 ₹
Income:			
Other Income	6	-	102
		-	102
Expenditure:			
Administrative Expenses	7	-	13,029
		-	13,029
Profit/(Loss) for the year before Taxation			
		-	(12,927)
Less: Provision for Taxation:			
		-	-
Profit/(Loss) for the year			
		-	(12,927)
Add: Balance Brought Forward			
		(40,044)	(27,117)
Balance carried to Balance Sheet			
		(40,044)	(40,044)
Basic/Diluted Earning per Share:			
Net Profit/(Loss)			
		-	(40,044)
Weighted Average No. of Shares			
		20,000	20,000
Basic/Diluted Earning per Share in Rupees (Face Value ₹ 10/- each)			
		-	(2.00)
Significant Accounting Policies and Notes	8		

As per our attached report of even date

For and on behalf of

HEMANT PANPALIA & CO.
Firm Registration No. 118015W
Chartered Accountants

Pradeep Parakh
Director

HEMANT PANPALIA
Proprietor
Membership No. 102426

Dr. Sanjeev Kumar
Director

Mumbai, May 11, 2011

Bajaj Power Generation Private Limited

(Formerly Kashyap Properties Private Limited)

Cash Flow Statement for the year ended March 31, 2011

	2010-11 ₹	2009-10 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit/(Loss) before extra ordinary items and taxation	-	(12,927)
Adjustment for:		
Preliminary Expenses Written Off	-	1,840
	-	1,840
Operating Profit/(Loss) before working capital changes	-	(11,087)
Adjustment for:		
Trade and Other Payables	(13,083)	(4,669)
Net Cash used in operating activities	(13,083)	(15,756)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Pre-Operative Expenses	(58,186)	-
Net cash used in investing activities	(58,186)	-
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from borrowings (Net of repayments)	-	-
Net cash from financing activities	-	-
Net increase/(decrease) in cash and cash equivalents	(71,269)	(15,756)
Cash and Cash equivalents as at April 01 (Opening Balance)		
Earmarked for specific purposes	-	-
Other Balances	171,738	187,494
	171,738	187,494
Cash and Cash equivalents as at March 31 (Closing Balance)		
Earmarked for specific purposes	-	-
Other Balances	100,469	171,738
	100,469	171,738

Notes:

- The above cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement
- Figures in brackets indicate cash outflow and without brackets indicate cash inflow.

As per our attached report of even date

For and on behalf of

HEMANT PANPALIA & CO.
Firm Registration No. 118015W
Chartered Accountants

Pradeep Parakh
Director

HEMANT PANPALIA
Proprietor
Membership No. 102426

Dr. Sanjeev Kumar
Director

Mumbai, May 11, 2011

Schedules forming part of Accounts

Schedules 1 to 8 annexed to and forming part of the Balance Sheet as at March 31, 2011 and Profit and Loss Account for the year ended on that date.

	As at March 31, 2011 ₹	As at March 31, 2010 ₹
Schedule 1 - Capital		
Authorised:		
20,000 (20,000) Equity Shares of ₹ 10/- each.	200,000	200,000
	<u>200,000</u>	<u>200,000</u>
Issued, Subscribed & Paid up:		
20,000 (20,000) Equity Shares of ₹ 10/- each fully paid up [20,000 (P.Y. Nil) shares held by Bajaj Hindusthan Ltd. - Holding Co.]	200,000	200,000
	<u>200,000</u>	<u>200,000</u>

Schedule 2 : Capital work-in-progress

	As at April 1, 2010	Additions	Deduction & Adjustments	As at March 31, 2011 (₹)
Preoperative Expenses				
Miscellaneous Expenses	-	56,869	-	56,869
Finance Charges	-	3,157	-	3,157
Total	-	60,026	-	60,026

	As at March 31, 2011 ₹	As at March 31, 2010 ₹

Schedule 3 - Current Assets, Loans & Advances

Current Assets :

A. Cash and Bank Balances

Cash on hand	330	-
Balance with Scheduled Banks:		
In Current Accounts	100,139	171,738
	<u>100,469</u>	<u>171,738</u>

B. Loans and Advances:

Loans and Advances (Unsecured, considered good unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received		
Tax paid in advance (Net of Provisions)	2,219	2,219
	<u>2,219</u>	<u>2,219</u>
Total	102,688	173,957

Schedule 4 - Current Liabilities and Provisions

A. Current Liabilities:

Sundry Creditors	-	15,841
	-	<u>15,841</u>

B. Provisions:

Provision for Audit Fees	2,758	-
	<u>2,758</u>	-
Total	2,758	15,841

Schedule 5 - Miscellaneous Expenditure (to the extent not written off or adjusted)

Opening Balance	1,840	3,680
Miscellaneous Expenses written off	1,840	1,840
Closing Balance	-	<u>1,840</u>

	2010-11 ₹	2009-10 ₹

Schedule 6 - Other Income

Balance written back	-	102
	-	<u>102</u>

Schedule 7 - Administrative Expenses

Audit Fees	-	2,758
Legal and Professional Expenses	-	8,431
Preliminary Expenses W/off	-	1,840
	-	<u>13,029</u>

Schedule 8 : Significant Accounting Policies and Notes on Accounts

1. Statement on Significant Accounting Policies

1.1 System of Accounting:

- (i) Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.
- (ii) Mercantile System of Accounting is followed and Income and Expenditure are accounted on accrual basis.
- (iii) Financial statements are based on historical cost convention on an accrual basis and comply with the accounting standards referred to in Section 211 (3C) of the Companies Act, 1956. These costs are not adjusted to reflect the impact of the changing value in purchasing power of money.

1.2 Preliminary Expenses:

1/5th of Preliminary expenses has been written off during the year.

1.3 Contingent Liabilities:

There are no known contingent liabilities during the year.

1.4 Retirement Benefits:

Since the Company does not have any employee, question of making provision of retirement benefits does not arise.

1.5 Earning per Share:

Earning Per Share have been calculated on the basis of the weighted average of the number of equity shares of ₹ 10 each that are outstanding as at the Balance Sheet date.

2. Notes on Accounts

- 2.1 In the opinion of the Board, Current Assets have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated. Balances in respect of creditors and debtors are subject to confirmation/reconciliation, wherever required.
- 2.2 The Company follows the policy of including the financing cost incurred up to the date of the asset is ready to use in the cost of the asset. All other borrowing costs are treated as revenue expenses. During the year, the Company incurred no borrowing cost.
- 2.3 During the year, no amounts have been paid beyond the appointed day in terms of the MSME registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME) and there are no amounts paid towards interest. Further, there is no interest accrued/payable under the said Act at the close of the year.
- 2.4 Significant Accounting Policies followed by the Company are as stated in Part 1 of this schedule.
- 2.5 Provision for Current and Deferred Tax:
- (i) Provision for Current tax is made with reference to taxable income computed for the accounting period for which the financial statements are prepared by applying the tax rates relevant to the respective 'Previous Year'.
 - (ii) Deferred Tax provision are not applicable as per the Guidelines specified in AS 22 issued by the Institute of Chartered Accountants of India.
- 2.6 Payment to and Provision for Auditors:
- | | 2010-11 | 2009-10 |
|--------------------------|---------|---------|
| Statutory Audit Fees (₹) | 2758 | 2758 |
- 2.7 The previous year's figures have been regrouped, rearranged and reclassified wherever necessary and are to be read in relation to the amounts and other disclosures relating to the current year.

Signatures to Schedules "1" to "8"

As per our attached report of even date

For and on behalf of

HEMANT PANPALIA & CO.
Firm Registration No. 118015W
Chartered Accountants

Pradeep Parakh
Director

HEMANT PANPALIA
Proprietor
Membership No. 102426

Dr. Sanjeev Kumar
Director

Mumbai, May 11, 2011

Balance Sheet Abstract and Company's General Business Profile

I. Registration Details

Registration No. U40102MH2006PTC162671 State Code 11

Balance Sheet Date 31 03 2011
Date Month Year

II. Capital Raised During the year (Amount in ₹ Thousands)

Public Issue	Rights Issue
NIL	NIL
Bonus Issue	Private Placement
NIL	NIL

III. Position of Mobilisation and Deployment of Funds (Amount in ₹ Thousands)

Total Liabilities	Total Assets
200	200

Sources of Funds

Paid-up Capital	Reserves and Surplus
200	-
Share Application Money	
-	
Secured Loans	Unsecured Loans
-	-

Application of Funds

Net Fixed Assets	Investments
60	-
Net Current Assets	Miscellaneous Expenditure
100	-
Accumulated loss	
40	

IV. Performance of Company (Amount in ₹ Thousands)

Turnover	Total Expenditure
-	-
+ - Profit /Loss Before Tax	+ - Profit/Loss After Tax
+ -	+ -

(Please tick appropriate box + for Profit - for Loss)

Earning Per Share in ₹	Dividend Rate %
-	-

V. Generic Name of Principal Product of Company

Item Code No. (ITC Code) N I L

Product Description E L E C T R I C I T Y
G E N E R A T I O N

Pradeep Parakh
Director

Dr. Sanjeev Kumar
Director

Mumbai, May 11, 2011

Lalitpur Power Generation Company Limited

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present their Second Annual Report and the Accounts for the financial year of the Company ended on March 31, 2011.

FINANCIAL RESULTS

As of March 31, 2011, the Company incurred pre-operative expenses amounting to ₹ 10,78,73,088/-

DIVIDEND

As the Company had no profits, your Board does not recommend any dividend for the year 2010-11.

PROGRESS ON POWER PROJECT

Out of the total estimated land requirement of 1,320 acres, the Company has acquired 1,190 acres. The Company expects to acquire balance of land shortly. Meanwhile, area grading and boundary wall work are in progress at site.

The Company has awarded contract for Balance of Plant (BoP) to Carbery Infrastructure Pte. Ltd., Singapore as per ICB guidelines. Certain onshore activities such as procurement and supply of equipment, complete civil and structural work and erection, installation and commissioning etc. has been assigned by Carbery Infrastructure Pte. Ltd., Singapore, in favour of its holding company, i.e., Bajaj Infrastructure Development Company Limited.

The Company obtained approval for drawl of 80 cusecs of water from Rajghat Dam (Betwa Canal) from Irrigation Department, Lucknow. Similarly, the Company obtained Environmental Clearance from Ministry of Environment and Forest (MoEF), No Objection Certificate from Uttar Pradesh Pollution Control Board (UPPCB) and clearance from Dakshin Viduyut Vitran Nigam Limited for construction power requirements at sites upto 5 Mega Volt Ampere (MVA).

The Company's application for domestic coal has been recommended by Central Electricity Authority and Ministry of Power to Ministry of Coal, and it is expected that Company's application for the Domestic Coal Linkage shall be taken up in the next Standing Linkage Committee meeting. The Company has also made arrangements for procuring imported coal from Indonesian Coal Mine.

FINANCIAL ARRANGEMENTS

The Company has entered into a facility agreement dated August 24, 2011 with State Bank of India as the facility agent, and the syndicate of lenders comprising of Allahabad Bank, Bank of Baroda, Bank of India, Canara Bank, Central Bank of India, Federal Bank, IDBI Bank Limited, Indian Overseas Bank, Oriental Bank of Commerce, Punjab National Bank, Punjab & Sind Bank, PTC India Financial Services Limited, State Bank of India, State Bank of Bikaner & Jaipur, State Bank of Hyderabad, State Bank of Patiala, UCO Bank, Union Bank of India and United Bank, for term loan financing of ₹ 8,886 crore. The Company was able to mobilise equity component of ₹ 460 Crore from the holding Company as well as from Promoter.

SHARE CAPITAL

On July 13, 2011, the Company had issued and allotted 6182500 equity shares of ₹ 10/- each at a premium of ₹ 490/- per share by way of Rights Issue in the ratio of 12365 new equity shares for every 100 equity shares held. Post Issue the paid-up share capital of the Company has increased from ₹ 5,00,000/- to ₹ 6,23,50,000/-. The proceeds of the issue were utilised for the purpose of funding towards capital expenditure involved in the setting up of the thermal power projects of the Company.

DIRECTORS

Dr. Sanjeev Kumar (DIN 00364416), Mr. Suratnarayan Mani Tripathi (DIN 03350006), Mr. Pradeep Parakh (DIN 00008805), Mr. Manoj Maheshwari (DIN 02581704) and Mr. Anant Swaroop (DIN 03357049) who were appointed as Additional Directors on the Board of the Company w.e.f. December 10, 2010 would hold office up to the date of the Second Annual General Meeting and offer themselves for appointment.

Mr. Suratnarayan Mani Tripathi has vast experience in the industry. The Board after considering the same, decided to elevate him as Whole-time Director of the Company with effect from April 01, 2011 for a period of 5 years.

All the appointments of the Directors of the Company are in compliance with the provisions of Section 274(1)(g) of the Companies Act, 1956.

AUDIT COMMITTEE

The Audit Committee of the Company was constituted on July 13, 2011. In terms of Section 292A (4) of the Companies Act, 1956, we report that the members of audit committee as on the date of this report are as under:

- (i) Dr. Sanjeev Kumar;
- (ii) Mr. Manoj Maheshwari; and
- (iii) Mr. Pradeep Parakh.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956 as amended, with respect to the Directors' responsibility statement, it is hereby confirmed:

- (a) that in the preparation of annual accounts for the year ended March 31, 2011 the applicable Accounting Standards have been followed along with proper explanation relating to the material departures;
- (b) that the Directors of the Company had selected such accounting policies and applied them consistently and made judgements 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, 2011;
- (c) that the Directors of the Company had taken proper and sufficient care for the maintenance of proper accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (d) that the Directors of the Company had prepared the accounts of the Company for the financial year ended March 31, 2011 on a going concern basis.

AUDITORS AND AUDITORS' REPORT

As the Company was a wholly owned subsidiary of Uttar Pradesh Power Corporation Limited till December 10, 2010, in terms of sub-section (2) of Section 619 of the Companies Act, 1956, the Comptroller And Auditor General of India vide their order dated March 22, 2011 have appointed M/s. S S D C AND ASSOCIATES, Chartered Accountants, Sitapur, as Statutory Auditors of the Company for the financial year 2010-11. However, on representation made by the Company regarding change of ownership, the Office of Comptroller and Auditor General of India vide their letter No. 40/CA-V/69-2010 dated May 30, 2011, waived the requirement of supplementary audit of the accounts of the Company for the year 2010-11.

The observations and comments given in the report of the Auditors read together with notes to accounts are self explanatory and hence do not call for any further information and explanations under Section 217(3) of the Companies Act, 1956.

M/s. S S D C AND ASSOCIATES, Chartered Accountants, retiring auditors of the Company have expressed their unwillingness to be appointed as Auditors of the Company. Special Notice has been received by the Company from a member proposing the appointment of M/s. R. S. Dani & Company, Chartered Accountants and M/s. L. B. Jha & Company, Chartered Accountants as Auditors of the Company from conclusion of 2nd Annual General Meeting till conclusion of 3rd Annual General Meeting. The Company has received certificates from M/s. R. S. Dani & Company and M/s. L. B. Jha & Company, respectively, to the effect that their appointments, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

The Board of Directors recommends to the shareholders the appointment of M/s. R. S. Dani & Company, Chartered Accountants and M/s. L. B. Jha & Company, Chartered Accountants as Auditors of the Company.

FIXED DEPOSITS

The Company has not accepted any deposits from members or employees.

STATUTORY DISCLOSURES

The provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, are not applicable for the year ended March 31, 2011 as the Company had no employees drawing remuneration in excess of limits prescribed under the said rules.

As the Company is yet in the project implementation stage, the report as prescribed under sub-section (1)(e) of Section 217 of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 with respect to Conservation of Energy and Technology Absorption are not attached.

There were no Foreign Exchange Earnings or Outgo during the year under review.

APPRECIATION

Your Directors express their appreciation for the sincere co-operation and assistance of Central Government, State Government and its Bankers. Your Directors acknowledge with gratitude the encouragement and support extended by our valued shareholders and by the staff of the Company.

For and on behalf of the Board of Directors

Dr. Sanjeev Kumar
Director

Manoj Maheshwari
Director

Noida, September 02, 2011

REPORT OF THE AUDITOR'S TO THE MEMBERS

We have audited the attached Balance Sheet of LALITPUR POWER GENERATION COMPANY LIMITED as at March 31, 2011. 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.

1. We have conducted our audit in accordance with the 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.
2. As required by the Companies (Auditor's Report) Order, 2003 (CARO, 2003), (as amended) issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, we annex hereto a Statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to in paragraph 2 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 such books;
 - (c) The Balance Sheet dealt with by the report are in agreement with the books of account of the Company;

- (d) In our opinion, the Balance Sheet comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act 1956, to the extent applicable;
- (e) On the basis of written representations received from the Directors, as on 31 March 2011 and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on 31 March 2011 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 read together with the notes thereon, 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:
 - (a) In the case of the Balance Sheet, of the state of the affairs of the Company as at 31 March 2011.

For and on behalf of
S S D C AND ASSOCIATES
 Firm Registration No. 09558C
 Chartered Accountants

S. K. GUPTA
 Partner
 Membership No. 076896

Camp Noida
 September 02, 2011

ANNEXURE REFERRED TO IN PARAGRAPH 2 OF THE AUDITORS REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2011 OF LALITPUR POWER GENERATION COMPANY LIMITED

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such physical verification.
- c) In our opinion, the Company has not disposed off substantial part of its fixed assets during the year and the going concern status of the Company is not affected.
2. In respect of its Inventories: Not Applicable.
3. According to explanations and information given to us, the Company has not granted any loans, secured or unsecured to companies/ firms/ other parties covered under Section 301 of the Companies Act, 1956 for the period.
4. In our opinion and according to the information and explanations given to us, there is generally adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of fixed assets. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. Since, there are no transactions referred to Section 301 of the Companies Act, therefore Clause 4(v) of the order is not applicable.
6. According to the records examined by us and the information and explanations given to us, the Company has not accepted any deposit from the public.
7. The Company is in its second accounting year since incorporation. In accordance with the information and explanations given to us, the Company does not have an aggregate of Paid-up Capital and reserve exceeding Rupees Fifty lac as at the beginning of the period. Hence, a comment under this clause is not required.
8. As per the information and explanations furnished to us, maintenance of Cost Records and Accounts has not been prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956.
9. According to the records examined by us and the information and explanations given to us, the Company has no undisputed statutory dues payable during the period.
10. The Company was incorporated on 4th September, 2009, since a period of five years has not elapsed since the date of incorporation, in our opinion, accordingly, provisions of Clause (x) of the Companies (Auditor's Report) Order, 2003 are not applicable.
11. Based on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to Banks during the period.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society. Therefore, the provision of Clause 4(xii) of the Companies (Auditor's Report) Order, 2003, (as amended) are not applicable to the Company.
14. As per the information and explanations given to us, the Company is not dealing or trading in shares, debentures and other investments.
15. According to the information and explanations provided to us, the Company has not given any guarantee for loans taken by others from bank and financial institutions.
16. Based on the information and explanations given to us by the management, the short-term loans were applied for the purpose for which the loans were obtained.
17. According to information and explanations given to us and on overall examination of the balance sheet of the Company, we found that no funds on short-term basis have been used for long-term investment.
18. The Company has not made any preferential allotment of shares to companies/ firms/ parties covered in the register maintained under Section 301 of the Companies Act, 1956.
19. In our opinion and according to information and explanations given to us, the Company has not issued any secured debentures during the period covered by our report. Accordingly, provision of Clause (xix) of the Companies (Auditor's Report) Order, 2003, are not applicable.
20. The Company has not raised any money from public issues during the period.
21. During the course of examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to information and explanations given to us, we have neither come across any instance of fraud on or by the Company, notices or reported during the year, nor have we been informed of such case by the management.

For and on behalf of
S S D C AND ASSOCIATES
 Firm Registration No. 09558C
 Chartered Accountants

S. K. GUPTA
 Partner
 Membership No. 076896

Camp Noida
 September 02, 2011

Lalitpur Power Generation Company Limited

Balance Sheet as at March 31, 2011

Schedule	As at		As at	
	March 31, 2011	₹	March 31, 2010	₹
I. Sources of Funds:				
Shareholders' Funds				
Capital	1	500,000	500,000	
Share Application Money		4,100,000,000	-	
		<u>4,100,500,000</u>	<u>500,000</u>	
Loan Funds				
Unsecured Loans	2	2,752,253,151	-	
		<u>2,752,253,151</u>	<u>-</u>	
Total		<u>6,852,753,151</u>	<u>500,000</u>	
II. Application of Funds:				
Fixed Assets				
Gross Block	3	530,406,783	159,499	
Less: Depreciation		47,610	9,028	
Net Block		<u>530,359,173</u>	<u>150,471</u>	
Capital Work-in-Progress		<u>5,752,640,021</u>	<u>4,604,655</u>	
		<u>6,282,999,194</u>	<u>4,755,126</u>	
Investments				
		-	-	
Current Assets, Loans and Advances				
Cash and Bank Balances	4	575,477,536	-	
Loans and Advances		3,631,315	-	
		<u>579,108,851</u>	<u>-</u>	
Less : Current Liabilities and Provisions				
Current Liabilities	5	16,216,539	11,116,771	
Provisions		-	-	
		<u>16,216,539</u>	<u>11,116,771</u>	
Net Current Assets		<u>562,892,312</u>	<u>(11,116,771)</u>	
Miscellaneous Expenses (to the extent not Written off or adjusted)				
	6	6,861,645	6,861,645	
Total		<u>6,852,753,151</u>	<u>500,000</u>	
Significant Accounting Policies and Notes on Accounts	7			

As per our attached report of even date

For and on behalf of
S.S.D.C. & Associates
 Firm Registration No. 09558C
 Chartered Accountants

S. K. GUPTA
 Partner
 Membership No. 076896

Dr. Sanjeev Kumar
 Director

Manoj Maheshwari
 Director

Camp Noida,
 September 02, 2011

Noida, September 02, 2011

Schedules forming part of Accounts

Schedules 1 to 7 annexed to and forming part of the Balance Sheet as at March 31, 2011

Schedule	As at		As at	
	March 31, 2011	₹	March 31, 2010	₹
Schedule 1 - Capital				
Authorised:				
15,00,00,000 (15,00,00,000) Equity Shares of ₹ 10/- each.				
		<u>1,500,000,000</u>	<u>1,500,000,000</u>	
		<u>1,500,000,000</u>	<u>1,500,000,000</u>	
Issued, Subscribed and Paid-up:				
50,000 (50,000) Equity Shares of ₹ 10/- each				
		500,000	500,000	
(38,000 Equity shares held by Bajaj Hindusthan Ltd. - Holding Co.)				
		<u>500,000</u>	<u>500,000</u>	
		<u>500,000</u>	<u>500,000</u>	
Schedule 2 - Unsecured Loans				
Short Term Loans - from Banks				
		2,752,253,151	-	
		<u>2,752,253,151</u>	<u>-</u>	
		<u>2,752,253,151</u>	<u>-</u>	

Schedule 3 - Fixed Assets

DESCRIPTION	GROSS BLOCK (AT COST/BOOK VALUE)					DEPRECIATION				NET BLOCK	
	As at April 1, 2010	Additions	Deduction & Adjustments	Inter Unit Transfer	As at March 31, 2011	Upto April 1, 2010	For the year	Deduction & Adjustments	Upto March 31, 2011	As at March 31, 2011	As at March 31, 2010
Land	-	528,820,135	-	-	528,820,135	-	-	-	-	528,820,135	-
Furniture, Fixures and Office Equipments	159,499	1,427,149	-	-	1,586,648	9,028	38,582	-	47,610	1,539,038	150,471
Total	159,499	530,247,284	-	-	530,406,783	9,028	38,582	-	47,610	530,359,173	150,471
Previous Year Total	-	159,499	-	-	159,499	-	9,028	-	9,028	150,471	-
Capital Work-in-progress	4,604,655	5,748,035,366	-	-	5,752,640,021	-	-	-	-	5,752,640,021	4,604,655
Total	4,764,154	6,278,282,650	-	-	6,283,046,804	9,028	38,582	-	47,610	6,282,999,194	4,755,126
Previous Year Total		4,764,154	-	-	4,764,154	-	9,028	-	9,028	4,755,126	-

	(₹)			
	As at April 1, 2010	Additions	Deduction & Adjustments	As at March 31, 2011
Capital Work-in-Progress:				
Advance to Suppliers/Contractors	-	5,644,566,787	-	5,644,566,787
Plant & Machinery/Civil work in progress	-	200,146	-	200,146
Pre-operative Expenses				
Manpower Cost	1,749,117	18,811,516	-	20,560,633
Rent	80,780	1,695,320	-	1,776,100
Rates and Taxes	500,000	20,821,650	-	21,321,650
Repairs - others	-	48,814	-	48,814
Professional charges	487,361	37,729,860	-	38,217,221
Miscellaneous Expenses	1,778,369	14,677,120	-	16,455,489
Interest	-	2,253,151	-	2,253,151
Less: Interest Received	-	(166,801)	-	(166,801)
Finance Charges	-	7,359,221	-	7,359,221
Depreciation	9,028	38,582	-	47,610
Total	4,604,655	5,748,035,366	-	5,752,640,021

	As at March 31, 2011 ₹	As at March 31, 2010 ₹
--	------------------------------	------------------------------

Schedule 4 - Current Assets, Loans and Advances

(a) Cash and Bank Balances

Cash on hand	8,600	-
Balance with Scheduled Banks:		
(i) In Current Accounts	565,318,816	-
(ii) In Fixed Deposits	10,150,120	-
	<u>575,477,536</u>	<u>-</u>

(b) Loans and Advances:

(Unsecured, considered good unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received	543,484	-
Security Deposits Paid	3,071,150	-
TDS Recoverable	16,681	-
	<u>3,631,315</u>	<u>-</u>
Total	<u>579,108,851</u>	<u>-</u>

Schedule 5 - Current Liabilities and Provisions

A. Current Liabilities:

Sundry Creditors	483,112	10,913,646
Due to Govt. Authorities	15,533,427	3,125
Deposits from Others	200,000	200,000
	<u>16,216,539</u>	<u>11,116,771</u>

B. Provisions

	-	-
	-	-
Total	<u>16,216,539</u>	<u>11,116,771</u>

Schedule 6 - Miscellaneous Expenses (to the extent not written off or adjusted)

Preliminary Expenses	6,861,645	6,861,645
	<u>6,861,645</u>	<u>6,861,645</u>

Schedule 7 - Significant Accounting Policies and Notes on Accounts

1. Statement on Significant Accounting Policies

1.1 System of Accounting:

- The Company follows the mercantile system of accounting and recognises income and expenditure on an accrual basis except in case of significant uncertainties (and interest on delayed payment by parties).
- Financial statements are based on historical cost.

1.2 Fixed Assets and Depreciation:

- Fixed Assets:
 - Fixed assets are carried at cost of acquisition or construction cost, less accumulated depreciation (except free hold land) and amortisation.
 - Expenditure during construction period incurred on the projects under implementation are treated as Pre-operative Expenses pending allocation to the assets, and are included under "Capital Work in Progress". These expenses are apportioned to fixed assets on commencement of commercial production. Capital Work-in-Progress is stated at the amount expended upto the date of Balance Sheet.

(b) Depreciation:

(i) Depreciation on all the assets is provided as under:

- All Assets (except Land): On straight-line method basis at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.
- Depreciation on assets added, sold or discarded during the year has been provided on pro-rata basis.

1.3 Borrowing Cost:

- Borrowing cost attributable to acquisition and construction of assets are capitalised as part of the cost of such assets upto the date when such assets are ready for intended use.

1.4 Provision for Current and Deferred Tax:

- Provision for Current tax is made with reference to taxable income computed for the account for the accounting period for which the financial statements are prepared by applying the tax rates relevant to the respective 'Previous Year'. Minimum Alternate Tax (MAT) eligible for set-off in subsequent years (as per tax laws), is recognised as an asset by way of credit to the Profit and Loss Account only if there is convincing evidence of its realisation. At each Balance Sheet Date, the carrying amount of MAT Credit Entitlement receivable is reviewed to reassure realisation.
- Deferred Tax resulting from 'timing difference' between book and taxable profit for the year is accounted for using the current tax rates. The deferred tax asset is recognised and carried forward only to the extent that there is as reasonable certainty that the assets will be adjusted in future. However, in case of deferred tax assets (representing unabsorbed depreciation or carry forward losses) are recognised, if and only if there is as virtual certainty that there would be adequate future taxable income against which such deferred tax assets can be realised.

1.5 Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving a substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the Financial Statements. Contingent Assets are neither recognised nor disclosed in the Financial Statements.

1.6 Amortisation:

Preliminary expenses and Share issue expenses grouped under Miscellaneous Expenditure (to the extent not written off or adjusted) will be amortised in five yearly instalments starting from the year in which commercial operations starts.

2. Notes on Accounts

	As at March 31, 2011 ₹	As at March 31, 2010 ₹
2.1 Contingent Liabilities not provided for:		
(a) In respect of disputed demands/claims against the Company not acknowledged as debts:		
(i) Central Excise Matters	-	-
(ii) Trade Tax matters	-	-
(iii) Income-tax matters	-	-
(iv) Other Claims	-	-
(b) Guarantees provided by Company's Bankers on behalf of the Company	-	-
2.2 Estimated amount of contracts remaining to be executed on capital account and not provided for (net of Advances).	55,279,612,713	-
2.3 Related Parties disclosures as required under Accounting Standard 18 (AS-18) is stated herein below.		

a) Related parties and relationships:

A. Enterprise having Control Holding Company

- Bajaj Hindusthan Ltd.

Fellow Subsidiary Companies

- Bajaj Energy Private Limited
- Bajaj Aviation Private Limited
- Bajaj Eco-Tec Products Ltd.
- Bajaj Internacional Participações Ltda., Brazil
- Bajaj Hindusthan (Singapore) Pte Ltd., Singapore
- Bajaj Power Generation Pvt. Ltd.

B. Associates and Joint Ventures Nil

C. Individual owning directly or indirectly, an interest in the voting power of the enterprise.

- Mr. Shishir Bajaj
Mr. Kushagra Bajaj
Mrs. Minakshi Bajaj
Mr. Apoorv Bajaj

D. Key Management Personnel None

Lalitpur Power Generation Company Limited

E. Enterprises over which any person described in (C) or (D) above is able to exercise significant influence

Bajaj Power Ventures Pvt. Ltd.

(₹)

Transactions	Holding Co.	Fellow Subsidiary company	Directors	Relatives of Directors	Key Management Personnel	Relatives of Key Management Personnel	Enterprises described in (E) above	Total
1. Transactions during the year								
Contribution received towards Equity	1,850,000,000	-	-	-	-	-	2,250,000,000	4,100,000,000
	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Capital Purchase	48,814	-	-	-	-	-	-	48,814
	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Expenses and Services	12,254,585	2,354,936	-	-	-	-	-	14,609,521
	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Guarantees taken	3,990,000,000	-	-	-	-	-	-	3,990,000,000
	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
2. Amounts Outstanding at Balance Sheet date								
Loan given outstanding	-	-	-	-	-	-	-	-
Deposit outstanding	-	-	-	-	-	-	-	-
Advance outstanding	-	-	-	-	-	-	-	-

Note: Related Party relationship is as identified by the Management based on the available information and relied upon by the Auditors.

- 2.4 During the year, a Memorandum of Understanding (MOU) has been entered on 22nd April, 2010 between Government of Uttar Pradesh (GoUP) and Bajaj Hindusthan Ltd. (BHL) whereby GoUP has decided in line with their Energy Policy 2009 to transfer their Special Purpose Vehicle (thru UPPCL) i.e. **M/s. Lalitpur Power Generation Company Ltd.** for the development of 3x660 MW Coal based Thermal Power Project to the Consortium led by BHL. Thereafter a Share Purchase Agreement (SPA) has been executed between UPPCL, BHL and LPGCL on 10th December, 2010 for transfer of 100% shares of LPGCL held by UPPCL and/or its nominees in favour of BHL and/or its nominees as required vide Clause 20 of aforesaid MOU. In honour of the aforesaid MOU and SPA, BHL and its associates acquired 100% shares of LPGCL and reimbursed 100% expenses amounting to ₹ 1,25,33,215/- incurred by UPPCL on the project upto 10th December, 2010.
- 2.5 The Company is setting up Independent Power Projects (IPP) aggregating to total capacity of 1980 MW (660 MW X 3 each) at Village Mirchwara & Burogaon, Tehsil Mahroni, District Lalitpur, Uttar Pradesh.
- 2.6 The Company's activities involved setting up its power project. Considering the nature of Company's business and operation, there is/are no reportable segments business and/or geographical in accordance with the Accounting Standards - 17 (AS-17), 'Segment Reporting', notified by the Companies (Accounting Standards) Rules, 2006.
- 2.7 There are no Micro and Small Scale Business Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2011. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.
- 2.8 During the year Company received total interest of ₹ 1,66,801/- (on the short term project related FDR) which has been adjusted from Pre-operative expenses under Capital Work-in-Progress in compliance with Accounting Standard - 16 (AS-16), notified by the Companies (Accounting Standards) Rules, 2006.
- 2.9 Figures of the previous year have been regrouped/reclassified wherever necessary.

Signatures to Schedules "1" to "7"

As per our attached report of even date

For and on behalf of

S.S.D.C. & Associates

Firm Registration No. 09558C

Chartered Accountants

S. K. GUPTA

Partner

Membership No. 076896

Camp Noida,
September 02, 2011

Dr. Sanjeev Kumar

Director

Noida, September 02, 2011

Manoj Maheshwari

Director

Balance Sheet Abstract and Company's General Business Profile

I. Registration Details

Registration No. State Code
 Balance Sheet Date
 Date Month Year

II. Capital Raised During the year (Amount in ₹ Thousands)

Public Issue	Rights Issue
<input type="text" value="NIL"/>	<input type="text" value="NIL"/>
Bonus Issue	Private Placement
<input type="text" value="NIL"/>	<input type="text" value="NIL"/>

III. Position of Mobilisation and Deployment of Funds (Amount in ₹ Thousands)

Total Liabilities	Total Assets
<input type="text" value="6,868,970"/>	<input type="text" value="6,868,970"/>
Sources of Funds	Reserves and Surplus
<input type="text" value="500"/>	<input type="text" value="NIL"/>
<input type="text" value="4,100,000"/>	<input type="text" value="NIL"/>
<input type="text" value="NIL"/>	<input type="text" value="2,752,253"/>
	<input type="text" value="NIL"/>
Application of Funds	Investments
<input type="text" value="6,282,999"/>	<input type="text" value="NIL"/>
<input type="text" value="562,892"/>	<input type="text" value="6,862"/>
<input type="text" value="NIL"/>	

IV. Performance of Company (Amount in ₹ Thousands)

Turnover	Total Expenditure
<input type="text" value="NIL"/>	<input type="text" value="NIL"/>
Profit/Loss Before Tax	Profit/Loss After Tax
<input type="text" value="NIL"/>	<input type="text" value="NIL"/>
(Please tick appropriate box + for Profit - for Loss)	
Earning Per Share (Basic) in ₹	Dividend Rate %
<input type="text" value="NIL"/>	<input type="text" value="NIL"/>

V. Generic Names of Principal Products of Company

Item Code No. (ITC Code)
 Product Description

Dr. Sanjeev Kumar
Director

Manoj Maheshwari
Director

Noida, September 02, 2011

