

S. E. Power Limited

ANNUAL REPORT 2013-14



the
power
of **green**

BOARD OF DIRECTORS

Dr. Arun Gopal Agarwal
Chairman

Mr. Ravindra Agrawal
Managing Director

Mr. Rupinder Singh
Independent Director

Mr. Naresh Kumar Jain
Independent Director

Mrs. Anshu Gupta
Independent Director

COMPANY SECRETARY

Mr. Manendra Singh

BANKERS

Andhra Bank

AUDITORS

M/s P M S & Co.,
Chartered Accountants

CORPORATE IDENTIFICATION NUMBER (CIN)

L40106DL2010PLC206937

LISTING OF EQUITY SHARES

- i) National Stock Exchange of India Limited
- ii) BSE Limited

REGISTERED OFFICE

S-547, 2nd Floor, Main Road,
Shakarpur, Delhi-110092
Tel No.: 011 22485032,
Fax: 011 22481340

WORKS

Survey No. 54/B, Pratapnagar,
Savli Jarod road, Samlaya,
Vadodara-391520 Gujarat
Tel.: 02667 251566

WEBSITE & E-MAIL

www.sepower.in
ir@sepower.in

4th ANNUAL GENERAL MEETING OF S. E. POWER LIMITED

30th September, 2014

At 11:00 A.M.

At Auditorium ISKCON Complex,
Hare Krishna Hill, Sant Nagar,
Main Road, East of Kailash,
New Delhi-110065

REGISTRAR AND SHARE TRANSFER AGENT

Alankit Assignments Limited
Alankit House, 2E/21,
Jhandewalan Extension,
New Delhi – 110055

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the Meeting.



CONTENTS	PAGE NO.
Chairman's Letter	1
Notice of Annual General Meeting	2
Notes	6
Explanatory Statement Pursuant to Section 102(2) of the Companies Act, 2013	11
Directors' Report	14
Report on Corporate Governance	17
Management Discussion and Analysis	26
Certificate on Corporate Governance	30
Managing Director & Chief Finance Officer Certification	31
Compliance with Code of Conduct	31
Independent Auditors' Report	32
Balance Sheet	36
Statement of Profit & Loss	37
Cash Flow Statement	38
Accounting Policies	39
Notes to the Account	42
Attendance Slip	53
Proxy Form	55



Dear Shareholders,

CHAIRMAN'S LETTER

It's the time to share with you the details of Company's performance and the path forward. The year 2013-14 was ended with mix experience of happiness and hard time for the Company. In March, 2014, our Company has started the commercial production from its Reclaimed Rubber unit in Vadodara, Gujarat and expanded its business area from non conventional energy generation to recycling of waste tyres, this was the moment of happiness for the Company.

In terms of micro economic trend, the last fiscal was not as good as the previous year. With the limited resources of revenue in financial year 2013-14, the Company has earned income of ₹ 377.34 Lacs. Detailed financial performance of the Company is shown in the Balance sheet, Statement of Profit & Loss and Notes thereto in the Account section of this Annual Report. Management of the Company are searching new buyers in the International Market and is confident about the good performance in upcoming years and also hope that in the coming years, financial statement of the Company will display healthy financial figures. Added to this, in the past decade the tyre recycling industry has experienced a tremendous growth, thanks to our legal framework which requires a safe disposal of scrap tyres. The reliable size reduction technologies and innovative, economically viable applications for recycled rubber have been introduced and still this field has huge potential to explore which will be advantageous for your Company.

It is my pleasure to share with you that in March 2014, our Company has moved forward to serve the society and started recycling of waste tyres, which will help in curing our environment. In Company's Reclaimed Rubber plant, Company is manufacturing rubber sheet and rubber product through various processes, by following the principle of 4 R's of Reduction, Recycling, Reusage and Recovery of waste tyres and other rubber material. Thus, safe recycling is the need for our environment and this recycling of waste tyres will also reduce the requirement of natural rubber which will help in making the Company a profitable venture keeping in mind the responsibility towards the stakeholders.

I am thankful to our Promoters, Shareholders and Other Stakeholders for their continuous support and trust in the Company. For us, this trust is the biggest motivational factor. With your trust and support, our Company will do all possible effort for delivering value and satisfaction to the society at large. I also believe and is confident that you will show same trust in our Company as you have showed previously.

I, once again would like to convey my sincere thanks to all our shareholders for their continued trust and confidence in the Management of the Company. I wish to express my gratitude to all my colleagues on behalf of the Board of Directors for their valuable guidance, support and encouragement.

I also convey my sincere thanks to Governments, our bankers, lenders, suppliers, auditor, legal advisors, consultants and all other business associates and various authorities for their support.

As an organization, S. E. Power cares for its employees and has taken several initiatives that are spearheaded for their development. To embark on a journey which promises to be exciting and rewarding to every stakeholder, we look forward for your continuing support.

Thank you,

Dr. Arun Gopal Agarwal
Chairman

Place : Delhi
Date : 22.08.2014

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 4th Annual General Meeting of Members of S. E. Power Limited will be held on 30th September, 2014 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065 to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Balance Sheet as on 31st March 2014, Profit and Loss Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Arun Gopal Agarwal (holding DIN 00374421), who retires by rotation and being eligible, offers himself for re-appointment.
3. To reappoint M/s P M S & Co., Chartered Accountants, the retiring Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s P M S & Co., Chartered Accountants (Firm Regn. No. 013398C), be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 6th Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors on the recommendation of Audit Committee.”

Special Business:

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

“RESOLVED THAT in supersession of the earlier resolution passed at the 3rd Annual General Meeting of the members of the Company held on 30th September, 2013, the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013, to the Board of Directors to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from Company’s bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; Provided that the total amount to be borrowed at any given point of time shall not exceed the sum of ₹ 500 crores (Rupees Five Hundred Crores only) and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things to execute all documents and writing as may be necessary, proper, desirable or expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages, hypothecation and floating charges, including existing mortgages, charges and hypothecation created by the Board on behalf of the Company, on such movable and immovable properties of the Company, both present and future, and in such form and manner as the Board may deem fit, to secure any Indian Rupees or Foreign Currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or rupee/foreign currency convertible bonds and/or advances and/or all other moneys payable by the Company to its lender (hereinafter collectively referred to as “Loans”), provided that the total amount of loans, already obtained or to be obtained from any Financial Institution, Bank, Body Corporate, Company or any other person(s), together with interest thereon, liquidated damages, commitment charges, premia on pre-payment and other cost and charges expenses and all other monies payable by the Company in respect of said Loans, shall not, at any time exceed ₹ 500 crores (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect to create charges, mortgages, hypothecation and floating charges aforesaid and further to do all such acts, deeds and things to execute all documents and writing as may be necessary, proper, desirable or expedient to give effect to this resolution.”

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

“RESOLVED THAT Mr. Naresh Kumar Jain (holding DIN 01281538), who was appointed by the Board of Directors as an Additional Director of the Company (and categorized as ‘Independent Director’) with effect from 14th August, 2014, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”), and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as an Independent Director of the Company for a period of five years, such five years computed from the date of his first appointment, i.e. 14th August, 2014 subject to his compliance with the requirements as prescribed under the Act with regard to an Independent Director and such other provisions as may be applicable, if any, from time to time, and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation pursuant to Section 152 of the Act.”

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

“RESOLVED THAT Mrs. Anshu Gupta (holding DIN 06942076), who was appointed by the Board of Directors as an Additional Director of the Company (and categorized as ‘Independent Director’) with effect from 14th August, 2014, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”), and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director

of the Company, be and is hereby appointed pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as an Independent Director of the Company for a period of five years, such five years computed from the date of her first appointment, i.e. 14th August, 2014 subject to her compliance with the requirements as prescribed under the Act with regard to an Independent Director and such other provisions as may be applicable, if any, from time to time, and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation pursuant to Section 152 of the Act.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rupinder Singh (holding DIN 01836312), who was appointed as a Director, whose period of office is liable to retire by rotation at Annual General Meeting and in respect of whom the Company has received notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for five consecutive years for a term upto 31st March, 2019.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modification(s) or re-enactment(s) thereof for the time being in force) and rules thereunder, the consent of the members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company, by substituting the present Article No. 130 (b) (i) and Article No. 133 (a) and (b) with the following new Articles:

130 (b) (i) by way of monthly, quarterly or annual payment with the approval of shareholders by way of special resolution; or

133 (a) Increase in remuneration of Directors within the limits prescribed in the applicable provisions of the Companies Act, 2013, read with Schedule V thereto and rules made thereunder.

Any provisions related to the remuneration of any Director including a Managing Director or Joint Managing or Whole Time Director or appointment thereof, which purports to increase or has the effect of increasing, whether directly or indirectly, the amount thereof, whether that provision is contained in the Company’s Memorandum or Articles, or in an agreement entered into by it, or any resolution, passed shall be subjected to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Schedule V thereto and rules made thereunder. The Company may increase remuneration within the limits prescribed under Companies Act, 2013 read with Schedule V thereto and rules made thereunder.

The Company in General Meeting may, with the approval of Central Government, authorize the payment of remuneration in excess of limits prescribed under Section 197 of Companies Act, 2013 subject to the provisions of Schedule V to Companies Act 2013. If any Director draws or receives, by way of remuneration any such sums in excess of the limit prescribed or without the prior sanction of the Central Government, where it is required, he shall refund such sums to the Company.

133 (b) Increase in remuneration of Managing Director or Joint Managing or Whole Time Director on appointment or re-appointment within the limits prescribed in the applicable provisions of the Companies Act, 2013 read with Schedule V thereto and rules made thereunder.

If the terms of any appointment or re-appointment of a Managing Director or Joint Managing or Whole Time Director, purports to increase or has the effect of increasing, whether directly or indirectly, the remuneration which Managing Director or Joint Managing or Whole Time Director or the previous Managing Director or Joint Managing or Whole Time Director, as the case may be, was receiving immediately before such re-appointment or appointment shall be within the limits prescribed in Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors, hereinafter referred to as “the Board” (which shall also include its duly authorized Committee or individual Director or the Company Secretary) to accept such terms & conditions, alteration, suggestions, stipulation, amendments or modifications as may be required by Registrar of Companies or any other Statutory Authorities in this regard and the Board be and is hereby authorized to file necessary documents with Registrar of Companies and to do all such acts, deeds and things, as may be necessary to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to Companies Act, 2013 and rules made thereunder (including statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to any approval of Central Government and such other approval(s) and/or sanction(s), if necessary and in partial modification of the Resolution passed by the Shareholders in 3rd Annual General Meeting of the Company held on 30th September, 2013 consent and approval of the Members of the Company be and is hereby accorded for payment of remuneration of ₹ 45,000/- per month or ₹ 5,40,000/- per annum, as minimum remuneration in the event of loss or inadequacy of profits, in any financial year, to Mr. Ravindra Agrawal during the initial period of 3 (three) years i.e. from 15th July, 2013 to 14th July, 2016 out of his present tenure of appointment as Managing Director of the Company, for 5 (five) years commencing from 15th July, 2013 to 14th July, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the actions and steps desirable for the purpose of this resolution in confirmity with the applicable provisions of the Companies Act, and also to settle any question, difficulty or doubt that may arise in this regard with requiring to secure any further consent or approval of the Shareholders of the Company.”

Place : Delhi
Date : 22.08.2014

By Order of the Board of Directors
For S. E. Power Limited

Sd/
(Manendra Singh)
Company Secretary

NOTES

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 4 to 10 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No. 2 and Item Nos. 6 to 8 of the Notice, are also annexed.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed from 24th September, 2014 to 30th September, 2014, both days inclusive.
4. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Alankit Assignments Limited (Alankit) to provide efficient and better services. Members holding shares in physical form are requested to intimate about such changes to Alankit.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Alankit for assistance in this regard.
7. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Alankit, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
8. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

9. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Alankit/Depositories.
12. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through e-voting services provided by NSDL, on all resolutions set forth in this Notice. The instructions for e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
 - i. Open the e-mail and also open PDF file namely "SEPOWER e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the Internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of S. E. Power Limited. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sepower.scrutinizer@gmail.com, with a copy marked to evoting@nsdl.co.in.

xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

i. The e-voting period commences on 25th September, 2014 (9.00 a.m. IST) and ends on 26th September, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of 22nd September, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 22nd September, 2014.

iii. Mr. Satish Kumar Jadon, Practicing Company Secretary (Membership No. ACS 23580), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

v. Members who do not have access to e-voting facility may have the option to request for physical copy of the Ballot Form by sending an e-mail to cs@sepower.in by mentioning their Folio / DP ID and Client ID No. and send duly completed Ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Satish Kumar Jadon, Practicing Company Secretary, (Membership No. ACS 23580), at the Registered Office of the Company not later than 26th September, 2014 (6.00 p.m. IST). Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sepower.in and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the forth AGM of the Company on 30th September, 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(In pursuant of Clause 49 IV(G) of Listing Agreement)

Name of Director	Dr. Arun Gopal Agarwal
Date of Birth	2nd April, 1946
Nationality	Indian
Date of Appointment	4th August, 2011
Qualification	CS, CWA, Ph. D (Commerce)
Expertise in Specific Functional Areas	Having a rich experience of financial and corporate related advisory. He is also member of Board of Directors of Government Companies.
Shareholding in the Company as on the date of this Notice	Nil
List of other public limited companies in which directorship held on the date of this Notice	<ul style="list-style-type: none"> • Wapcos Limited • S. E. Investments Limited
Chairman/ Member of the Committees of the Board across all other public Companies of which he is a Director as on the date of this Notice	Wapcos Limited:- <ul style="list-style-type: none"> • Audit Committee - Chairman • Remuneration Committee - Chairman S. E. Investments Limited:- <ul style="list-style-type: none"> • Audit Committee - Member
Relationships between Directors inter-se	Nil

Name of Director	Mr. Rupinder Singh
Date of Birth	21st April, 1947
Nationality	Indian
Date of Appointment	4th August, 2011
Qualification	Graduate in Arts and Diploma in Human Resource
Expertise in Specific Functional Areas	Having rich experience in the field of Finance and Human Resource Management
Shareholding in the Company as on the date of this Notice	Nil
List of other public limited companies in which directorship held on the date of this Notice	Spring Infradev Limited
Chairman/ Member of the Committees of the Board across all public Companies of which he is a Director as on the date of this Notice	Spring Infradev Limited: <ul style="list-style-type: none"> • Audit Committee • Shareholder/ Investors Grievance Redressal Committee • Remuneration Committee
Relationships between Directors inter-se	Nil

Name of Director	Mrs. Anshu Gupta
Date of Birth	1st July, 1980
Nationality	Indian
Date of Appointment	14th August, 2014
Qualification	Law Graduate
Expertise in Specific Functional Areas	Having experience in corporate consultancy and associated with a Chartered Accountants Firm.
Shareholding in the Company as on the date of this Notice	Nil
List of other public limited companies in which directorship held on the date of this Notice	S. E. Investments Limited Spring Infradev Ltd.
Chairman/ Member of the Committees of the Board across all public Companies of which he is a Director as on the date of this Notice	Nil
Relationships between Directors inter-se	Nil

Name of Director	Mr. Naresh Kumar Jain
Date of Birth	1st January, 1953
Nationality	Indian
Date of Appointment	14th August, 2014
Qualification	B.Sc., LLB, DCL, FCS, FCPS
Expertise in Specific Functional Areas	Having a rich experience in Company law matters, strategy formulation and its execution. He was also the Secretary and CEO of the Institute of Company Secretaries of India
Shareholding in the Company as on the date of this Notice	Nil
List of other public limited companies in which directorship held on the date of this Notice	S. E. Investments Limited
Chairman/ Member of the Committees of the Board across all public Companies of which he is a Director as on the date of this Notice	Nil
Relationships between Directors inter-se	Nil

EXPLANATORY STATEMENT

(Pursuant to Section 102(2) of the Companies Act, 2013)

Item No. 4

The Members of the Company at 3rd Annual General meeting held on 30th September, 2013 have approved by way of Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 for borrowing over and above the aggregate of paid up share capital and free reserve of the Company provided that the total amount of such borrowing together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 500 Crore (Rupees Five Hundred Crores Only).

However, as per provisions of Section 180 (1) (c) of Companies Act, 2013 (effective from 12th September, 2013), the Board of Directors of the Company cannot, except with the consent of the Members by way of Special Resolution, borrow money, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate paid up capital and the free reserves of the Company. Further, as per the clarification issued by Ministry of Corporate Affairs, approval granted by the Members by way of an ordinary resolution shall be valid for one year from the date of Section 180 become effective.

Therefore, the consent of the Members by way of Special Resolution under Section 180 (1) (c) of Companies Act, 2013 is required, in supersession of the earlier resolution passed at the 3rd Annual General Meeting of the Members of the Company, for the purpose of authorizing the Board to borrow money in excess of the aggregate paid up capital and free reserves of the Company but not exceed ₹ 500 Crore from firms, bodies corporate, bankers, financial institutions and any others persons.

The Directors recommend the resolution set out at Item No. 4 of the accompanying notice for approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives, are concerned or interested, financial or otherwise, in said resolution.

Item No. 5

As per the provisions of Section 180 (1) (a) of Companies Act, 2013 (the Act), it is required that a Special Resolution to be passed by Members for enabling the Board of Directors of the Company to create charges, mortgages, hypothecations and floating charges on immovable or movable properties of the Company to secure its borrowings.

It is therefore, the Board of Directors of the Company seeks the consent of the Members by way of Special Resolution under Section 180(1)(a) of the Act, to enable the Board for creation of charges, mortgages, hypothecations and floating charges on the immovable and movable properties of the Company to secure the borrowing of the Company upto the overall limit of ₹ 500 crores (Rupees Five Hundred Crores Only).

The Directors recommend the resolution set out at Item No. 5 of the accompanying notice for approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives, are concerned or interested, financial or otherwise, in said resolution.

Item No. 6 to 8

Mr. Naresh Kumar Jain and Mrs. Anshu Gupta were appointed as an Additional Directors by the Board of Directors w.e.f. 14th August, 2014 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("Act") and Articles of Association of the Company. Pursuant to Section 161 of the Act, said Additional Directors hold office up to the date of this Annual General Meeting.

Mr. Rupinder Singh is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in August 2011. Under the Act, it is required that Independent Directors are not liable to retire by rotation rather be appointed for a fixed term.

Further, as per provisions of the Act and Clause 49 of the Listing Agreement, as amended time to time inter alia stipulating the conditions for the appointment of the Independent Directors by the Listed Company.

Therefore, in terms of section 149 and other applicable provisions of the Act, Mr. Naresh Kumar Jain, Mrs. Anshu Gupta and Mr. Rupinder Singh, being eligible for appointment, are proposed to be appointed as an Independent Directors for five consecutive years. In this regard the Company has received request in writing proposing their candidature for the appointment as Directors of the Company in accordance with the provisions of Section 160.

In the opinion of the Board, Mr. Naresh Kumar Jain, Mrs. Anshu Gupta and Mr. Rupinder Singh fulfils the conditions specified in the Act and rules made thereunder for their appointment as an Independent Directors of the Company.

Copy of the draft letters for appointment of Mr. Naresh Kumar Jain, Mrs. Anshu Gupta and Mr. Rupinder Singh as Independent Directors, setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday upto and including the date the Annual General Meeting.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Naresh Kumar Jain, Mrs. Anshu Gupta and Mr. Rupinder Singh as an Independent Directors. Accordingly, the Board recommends the resolution set out at Item No. 6 to 8 of the accompanying notice for approval of the Members.

Except above appointee Directors, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives, are concerned or interested, financial or otherwise, in said resolutions.

Item 9

To simplify the strict provisions related to the fixation or increase in remuneration of the Directors including Managing or Joint Managing or Whole time Directors under existing Article No.130 (b) (i) and 133 (a) & (b), according to which the approval of Central Government is required to every increase in remuneration of Directors of the Company, amendment is required in said articles of Articles of Association of Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 alteration of Articles of Association requires approval of the Members of the Company by way of passing a Special Resolution at a General Meeting. Therefore, the Board of Directors recommend passing of the resolution as Special Resolution for substituting the articles of Articles of Association as set out in the resolution under Item No. 9 of the accompanying notice for approval of the members.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto and including the date the Annual General Meeting.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise.

Item 10

The Members of the Company at 3rd Annual General Meeting held on 30th September, 2013 have confirm the appointment and remuneration of Mr. Ravindra Agrawal, as Managing Director of the Company and through the said resolution Members have also approved that in any financial year during the currency of the tenure of the Managing Director, if the Company has no profit or its profits are inadequate, the Company may pay to the Managing Director remuneration of ₹ 45,000/- per month by way of salary as minimum remuneration subject to provisions of Schedule XIII of Companies Act, 1956. Accordingly, in terms of provisions of sub-clause (A) of clause 1 of Section II of part II of Schedule XIII of Companies Act, 1956 Company is paying above mentioned remuneration to Managing Director.

However, as per the provisions of Schedule V of Companies Act, 2013 (effective from 1st April, 2014) in any financial year during the currency of tenure of managerial person if a Company has no profits or its profits are inadequate, it may pay remuneration for a period of 3 year upto the limit as specified in the sub-clause (A) of clause 1 of Section II of part II of said Schedule V with the permission of the Members of the Company by way of Special Resolution in general meeting.

Mr. Ravindra Agrawal, who has Engineering background with more than 35 years of industrial experience in different fields and also has experience in business processes like operation, quality, procurement, management and marketing, is acting as Managing Director of the Company. Our Company is engaged in power generation through non conventional sources since its formation and recently in March 2014, commenced commercial production of reclaimed rubber through waste tyres but production of reclaimed rubber is not streamline according to strength of installed machines, due to which Company is presently incurring losses. However Company is taking help of consultants to get best performance and in result of that it is getting positive response. Further, the remuneration being paid by the Company to Mr. Ravindra Agrawal is much less than what other companies, in the same industry, are paying to their Managing Directors

Therefore, the consent of the Members by way of Special Resolution under Section 197 of Companies Act, 2013 read with Schedule V thereto and in partial modification of the earlier resolution passed at the 3rd Annual General Meeting of the members of the Company, for the purpose of authorizing the Company for payment of remuneration to Mr. Ravindra Agrawal, Managing Director, up to an amount of ₹45,000 per month, Board of Directors recommend resolution as specified in Item No. 10 of the accompanying notice for approval of the Members

Except Mr. Ravindra Agrawal upto the extent of his remuneration, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives, are concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

Place : Delhi
Date : 22.08.2014

By Order of the Board of Directors
For S. E. Power Limited

Sd/-
(Manendra Singh)
Company Secretary

DIRECTORS' REPORT

DEAR MEMBERS,

The Directors are presenting this 4th Directors' Report of the Company alongwith the Audited Financial Statement for the year ended 31st March, 2014.

FINANCIAL RESULT

The financial performance of the Company for the financial year ended 31st March, 2014 is summarized below:

(₹ In Lacs)

Particulars	Year Ended on 31st March, 2014	Year Ended on 31st March, 2013
Total Income	377.34	648.91
Less: Expenditure		
(other than Depreciation and Amortization)	156.05	260.86
Profit before depreciation, exceptional and extraordinary items and tax	221.29	388.05
Less: Depreciation and amortization	215.63	274.83
Profit before exceptional and extraordinary items and tax	5.66	113.22
Less: Exceptional items	246.75	-
Profit(Loss) before extraordinary items and tax	(241.09)	113.22
Add: Extraordinary items	-	-
Profit before tax	(241.09)	113.22
Less: Provision for Tax	1.70	2.18
Profit after Tax	(242.79)	111.04
Add: Balance brought forward from previous year	135.33	24.28
Balance to be carried forward to the balance sheet	(107.46)	135.32

DIVIDEND

In the financial year under review, Company has not earned profit, therefore, the Board of Directors regret their inability to recommend any dividend for the year.

DIRECTORS

During the year under review, Mr. Sunil Agarwal, Director of the Company resigned from the Directorship of the Company with effect from 16th December, 2013.

On 14th August, 2014, Mr. Naresh Kumar Jain and Mrs. Anshu Gupta, have been appointed as Additional Directors (Independent) of the Company and resignation of Mr. Suresh Chand Sharma has been accepted by the Board of Directors.

In accordance with the provisions of the Companies Act, 2013 and as per the Article of Association Dr. Arun Gopal Agarwal, Director of the Company retires by rotation at this Annual General Meeting and being eligible, offer himself for re-appointment.

FIXED DEPOSITS

Company has not accepted any public deposits within the meaning of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposit) Rules, 1975 and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of balance sheet.

AUDITORS & AUDITORS' REPORT

M/s P M S & Co., Chartered Accountants, Statutory Auditor of the Company retire at ensuing Annual General Meeting are eligible for re-appointment and has given their consent for re-appointment.

The Company has obtained a written confirmation from the Statutory Auditors proposed to be reappointed to the effect that their re-appointment if made, would be within the limits prescribed. The Statutory Auditors have also confirmed that they hold a valid certificate issued by the "Peer Review Board" of The Institute of Chartered Accountants of India.

The observations of Auditor in their report read with notes to the accounts are self explanatory and do not call for any further explanation.

PARTICULARS OF EMPLOYEES

There are no employees who was in receipt of remuneration of ₹ 5,00,000/- or more per month or ₹ 60,00,000/- or more per annum in terms of Section 217(2A) of Companies Act, 1956 read with the Companies (particulars of Employees) rules, 1975 as amended from time to time.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Directors' responsibility statements as required under Section 217(2AA) of the Companies Act, 1956, Directors of Company confirm:

- i) that in preparation of the financial statements for the year ended 31st March, 2014, the Generally Accepted Accounting Principles (GAAP) of India and applicable Accounting Standards issued by Institute of Chartered Accountants of India have been followed;
- ii) that the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2014 and of the Profit & Loss account and cash flow of the Company for the year ended on that date;
- iii) that the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities and;
- iv) that the Directors have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

To comply with conditions of Corporate Governance, pursuant to Clause 49 of Listing Agreement entered with Stock Exchanges (BSE & NSE) on listing of equity shares of the Company, Management

Discussion and Analysis, Report on Corporate Governance and Auditors' Certificate, are included in this Annual Report.

DISCLOSURE OF PARTICULARS AS PER SECTION TO 217(1)(e) OF COMPANIES ACT, 1956

The particulars pursuant to Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 to the extent applicable are as under:

A. CONSERVATION OF ENERGY

1. Energy conservation measures taken
Company has made its efforts and adopted relevant measures for conservation of the energy.
2. Additional investments and proposals, if any, being implemented for reduction of consumption of energy
There are no significant proposals.
3. Impact of the measures taken in (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods.
There is a marginal reduction in energy costs.
4. Total energy consumption per unit of production
Not applicable to the Company

B. TECHNOLOGY ABSORPTION : RESEARCH & DEVELOPMENT

During the financial year 2013-14, the Company has imported the machinery for its rubber reclamation project. The Company has continued to conduct development work for the improvement in the quality of its product and for the acceptance in the international market, Company is also trying to develop new applications for the high quality specialised reclaimed rubber. However, the expenditure incurred on the same is not significant.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

(Amount in 00,000 ₹)

Particulars	Current year	Previous year
Total Foreign Exchange Earnings	Nil	Nil
Total Foreign Exchange Outgo	2,973.82	Nil

ACKNOWLEDGMENT

On behalf of the Directors of the Company, we would like to place on record our sincere appreciation to our Shareholders, Customers, Business Partners, Bankers, Financial Institutions and Government Authorities.

We also appreciate and value the contributions made by all our employees in Company's growth.

Place : Delhi
Date : 22.08.2014

For and On Behalf of the Board

Sd/-
(Dr. Arun Gopal Agarwal)
Chairman

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the commitment of an organization to follow ethics, fair practices and transparency in all its dealing with its various stakeholders such as Customers, Employees, Investors, Government and the Society at large. Sound Corporate Governance is the result of external market place commitment and legislation plus a healthy board culture which directs the policies and philosophy of the organization. Our Company is committed to good Corporate Governance in all its activities and processes.

Company's philosophy on Corporate Governance

Corporate governance at M/s S. E. Power Ltd. is a value-based framework to manage our Company affairs in a fair and transparent manner. As a responsible corporation, we use this framework to maintain accountability in all our affairs and employ democratic and open processes. We have evolved guidelines and best practices to ensure timely and accurate disclosure of information regarding our financial performance and corporate governance of the Company.

Our corporate governance philosophy is based on the following principles:

- Satisfy the spirit of the law and not just the letter of the law. Corporate governance standards should go beyond the law.
- Be transparent and maintain a high degree of disclosure levels.
- Make a clear distinction between personal conveniences and corporate resources.
- Communicate externally, in a truthful manner, about how the Company is running internally.
- Have a simple and transparent corporate structure driven solely by business needs.
- The Management is the trustee of the shareholders' capital and is not the owner.

The Board of Directors ('the Board') is at the core of our Corporate Governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholder. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance.

The disclosure requirements of Clause 49 of the Listing Agreement entered on the listing of equity shares of the Company on stock exchanges are given below:

BOARD OF DIRECTORS

Composition of the Board

According to the provisions of the Companies Act and Listing Agreement, currently Company has three Independent Directors and maintained the independence of the Board with majority of Director as Independent Directors. Other than Independent Directors Company has two Non-Independent Directors.

During the year ended 31st March, 2014, the Composition of the Board, meeting attended by the directors and directorship and membership/chairmanship hold by directors in other Companies are as follows;

Name & Designation of the Director	Category of Director-ship	Meetings held during the tenure of Directors in F/Y 2013-14	No. of Board Meeting attended during year	No. of Director-ship held in other Companies #	No. of Committees Membership held in other Companies #@	No. of Board Committees Chairmanships held in all public Company #@	Attendance at the 3rd Annual General Meeting held on 30/09/2013
Mr. Ravindra Agrawal (Managing Director) *	Executive	17	16	---	---	---	Yes
Dr. Arun Gopal Agarwal (Chairman)	Non-Independent, (Non-Executive)	25	25	2	3	2	Yes
Mr. Sunil Agarwal (Director)**	Non-Independent, (Non-Executive)	19	16	2	3	0	Yes
Mr. Suresh Chand Sharma (Director)	Independent, (Non-Executive)	25	25	1	3	2	Yes
Mr. Rupinder Singh (Director)	Independent, (Non-Executive)	25	25	1	3	2	Yes

None of the Directors holds directorship in more than 15 Public Limited Companies.

No Director holds membership of more than 10 committees of Board nor is any Director Chairman of more than 5 Committees of Board.

Excluding private limited Company, foreign Company and section 25 Company.

@ Includes Audit, Remuneration & Shareholder's Grievance Committee.

* Mr. Ravindra Agarwal, has joined Board of Directors with effect from 15th July, 2013.

** With effect from 16th December 2013, Mr. Sunil Agarwal has resigned from Board of Directors of the Company.

During the financial year 2013-14 twenty five (25) times Board Meetings were held and gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

11th April, 2013, 30th April, 2013, 10th May, 2013, 20th May, 2013, 29th May, 2013, 25th June, 2013, 29th June, 2013, 12th July, 2013, 15th July, 2013, 6th August, 2013, 2nd September, 2013, 30th September, 2013, 10th October, 2013, 28th October, 2013, 7th November, 2013, 12th November, 2013, 15th November, 2013, 28th November, 2013, 16th December, 2013, 7th January, 2014, 20th January, 2014, 11th February, 2014, 19th February, 2014, 8th March, 2014 and 10th March, 2014.

The Board periodically reviews and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company.

Details of shareholding of Directors

Sr. No.	Name of Directors	No. of shares held as on 31st March, 2014	In terms of percentage to the total no. of shares
1.	Mr. Ravindra Agrawal	Nil	N.A.
2.	Dr. Arun Gopal Agarwal	Nil	N.A.
3.	Mr. Sunil Agarwal*	12,20,000	3.00
4.	Mr. Suresh Chand Sharma	44,500	0.11
5.	Mr. Rupinder Singh	Nil	N.A.

* With effect from 16th December, 2013, Mr. Sunil Agarwal has resigned from the Board of Directors of the Company.

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT

The Board has laid down separate Codes of Conducts for Directors and Senior Management personnel of the Company and all Board Members and Senior Management personnel have affirmed compliance with Code of Conduct. The Managing Director has also confirmed and certified the same. The certificate is enclosed with this Annual Report.

CONSTITUTION OF COMMITTEES

In compliance with Clause 49 of Listing Agreement entered with Stock Exchanges on listing of equity shares of the Company and for better governance, currently the Company has three committees namely Audit Committee, Shareholders/Investors' Grievance Committee and Remuneration Committee. Further, in compliance with the provisions of Companies Act, 2013 and amended listing agreement Company is in the process to constitute/reconstitute the committees. The details of existing committees are as follows;

1. AUDIT COMMITTEE

Composition of Audit Committee and details of meeting attended by the Directors during the period under review.

Sr. No.	Name of the Director	Category	No. of Meetings attended (From 1st April, 2013 to 31st March, 2014)
1	Mr. Suresh Chand Sharma	Chairman	5
2	Dr. Arun Gopal Agarwal	Member	5
3	Mr. Rupinder Singh	Member	5

The Audit Committee met five times during F/Y 2013-14 (1st April, 2013 to 31st March, 2014) on 17th May, 2013, 24th June, 2013, 5th August, 2013, 11th November, 2013 and 10th February, 2014.

The terms of reference, role and scope are in line with those prescribed by Clause 49 of the Listing Agreements. The Company also compliance with the provisions of Section 292A Companies Act, 1956 pertaining to Audit Committee and its functioning.

The Audit Committee is entrusted with following responsibilities:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal and other professional advice.
- To secure attendance of outsiders with relevant expertise, if considered necessary.

2. SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE

Composition of Shareholders'/Invertors' Grievance Committee and details of meeting attended by the Directors during the period under review

Sr. No.	Name of the Director	Category	No. of Meetings attended (From 1st April, 2013 to 31st March, 2014)
1	Mr. Rupinder Singh	Chairman	4
2	Mr. Sunil Agarwal*	Member	3
3	Dr. Arun Gopal Agarwal	Member	4
4	Mr. Suresh Chand Sharma*	Member	1

* Mr. Suresh Chand Sharma was introduced as the new member of the Committee w. e. f. 16th December, 2013, due to the resignation of Mr. Sunil Agarwal from the directorship of the Company.

The Shareholders'/Investors' Grievance Committee met four times during F/Y 2013-14 (1st April, 2013 to 31st March, 2014) on 17th May, 2013, 5th August, 2013, 11th November, 2013 and 10th February, 2014.

No transfer/ transmission were pending on 31st March, 2014.

Complaint received and resolved during the year ended on 31st March, 2014 = Nil

Complaint pending on 31st March, 2014 = Nil

3. REMUNERATION COMMITTEE

Composition of Remuneration Committee and details of meeting attended by the Directors during the period under review

Sr. No.	Name of the Director	Category	No. of Meetings attended (From 1st April, 2013 to 31st March, 2014)
1	Mr. Rupinder Singh	Chairman	4
2	Mr. Suresh Chand Sharma	Member	4
3	Dr. Arun Gopal Agarwal	Member	4

The Remuneration Committee met four times during F/Y 2013-14 (from 1st April, 2013 to 31st March, 2014) on 17th May, 2013, 15th July, 2013, 11th November, 2013 and 10th February, 2014.

The terms of reference of the Committee includes recommending specific remuneration package for Directors, to the Board of Directors.

4. GENERAL BODY MEETINGS

Annual General Meeting

Year	Date	EGM/AGM	Time	Venue
2010-11	Monday, 26th September, 2011	1st AGM	1.00 P.M.	S-547, IInd Floor, Main Road, Shakarpur, Delhi-110092
2011-12	Thursday, 27th September, 2012	2nd AGM	11:00 A.M.	Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065
2012-13	Monday, 30th September, 2013	3rd AGM	11:30 A.M.	Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065

- No Special Resolution passed in previous Annual General Meetings

DISCLOSURES

- There were no materially significant related party transactions i.e. transactions of the material nature, with its promoters, Directors or the management, their relatives etc. during the year, that may have potential conflict with the interest of the Company at large.
- There has neither been any non compliance of any legal provision nor any penalty, stricture imposed by the SEBI or Stock Exchange or any other authorities since incorporation of the Company.
- The Board has received disclosures from key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There were no materially significant related party transactions which have potential conflict with the interest of the Company at large.

- The Board of Directors of the Company has adopted a Whistle Blower policy* for establishing a mechanism for employee to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. They affirm that no employee has been denied access to the Audit Committee.
- All mandatory requirement as per Clause 49 of the Listing Agreement have been complied with by the Company.
- The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and there is no statutory audit qualification in this regard.

* WHISTLE BLOWER POLICY

We have established a mechanism for employees to report concerns about behavior, actual or suspected fraud or violation of our code of conduct or ethics policy. It provides for adequate safeguards against victimization of employees who avail of the mechanism and also allow direct access to the Chairperson of the Audit Committee in exceptional cases. We further affirm that no employee has been denied access to the Audit Committee.

MEANS OF COMMUNICATION

Half yearly report sent to each household of shareholders : No

Quarterly results of the Company normally published in : Business Standard (English)
Business Standard (Hindi)

Any website where displayed : www.sepower.in
www.bseindia.com
www.nseindia.com

Whether any advertisement also displayed officials news releases And presentations made to institutions or investors/analysts : No presentation made

Whether management discussions and analysis forms part of Annual Report : Yes

Whether shareholders information section forms part of Annual Report : Yes

General Shareholder Information

- The AGM is scheduled to be held on 30th September, 2014 at 11:00 AM at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065.

Financial Year : 1st April, 2013 to 31st March 2014

Book Closure : 24th September, 2014 to
30th September, 2014
(Both Days Inclusive)

Listing of Equity Shares on Stock Exchanges : National Stock Exchange of India Limited (NSE)
BSE Limited (BSE)

Registrar and Transfer Agents : Alankit Assignments Limited
Alankit House, 2E/21,
Jhandewalan Extension,
New Delhi – 110055
Tel No. 011 42541234
Email- info@alankit.com
Website-www.alankit.com

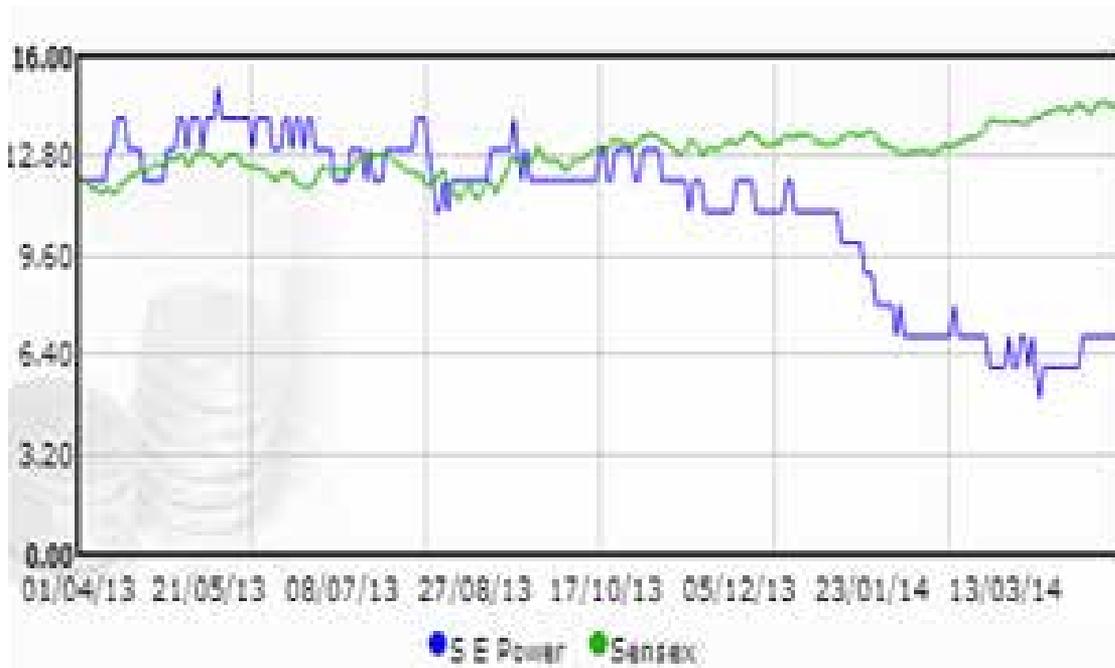
Company Secretary & Compliance Officer Share Transfer System	: CS Manendra Singh : Share Transfer in physical form can be lodged with Alankit Assignments Limited at abovementioned address or at registered office of the Company.
Scrip Symbol	: BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) - 'SEPOWER'
Scrip Code International Securities Identification Number (ISIN)	: BSE Limited-'534598' : Under the Depository system, the ISIN allotted to the Company's shares in dematerialized form - 'INE735M01018'.

Market Price Data/ Performance

Monthly high and low prices of equity shares of S. E. Power Limited at the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) during the year under review in comparison to BSE (Sensex) and NSE (Nifty) are given hereunder:

Month*	Price at BSE		Price at NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2013	14.5	11.5	17.00	11.60
May, 2013	14.94	11.05	14.60	11.15
June, 2013	14.25	12.45	14.60	12.45
July, 2013	13.65	11.17	14.30	11.05
August,2013	14.25	11.00	13.95	12.00
September,2013	14.20	11.8	14.05	12.00
October,2013	13.35	11.57	12.65	11.45
November, 2013	13.25	11.00	12.40	10.90
December, 2013	11.80	10.40	11.90	09.70
January, 2014	11.15	07.33	10.60	07.10
February, 2014	07.84	06.55	07.50	06.35
March, 2014	07.25	04.94	06.95	04.65

SEPOWER V/s SENSEX



SEPOWER V/s NIFTY



• **Shareholding Pattern as on 31st March 2014**

Sr. No.	Category	No. of Equity Shares	Percentage of Shareholding
A	Promoter Holding		
	Individuals	73,78,640	18.17
	Bodies Corporate	31,05,866	7.65
B	Non Promoter Holding		
(1)	Institutions		
	FII	65,61,404	16.16
	Financial Institution/ Banks	2,00,000	0.49
	Custodian for GDRs of Demerged Company	1,66,53,227	41.01
(2)	Non-Institutions		
	Bodies Corporate	52,39,019	12.90
	Individuals	14,17,754	3.49
	Non Resident Indian	20,739	0.05
	Clearing Member	33,351	0.08
C	Others		
	Nil	0	0
	Grand Total (A+B+C)	4,06,10,000	100.00

• **Distribution of Shareholding as on 31st March, 2014:**

Range (In ₹)	Total Holders		Total Holding in Rupees	
	Number	% to Total	In ₹	% to Total
1-5,000	3,897	89.73	25,18,910	0.62
5,001-10,000	156	3.59	12,33,070	0.30
10,001-20,000	105	2.42	15,85,540	0.39
20,001-30,000	34	0.78	8,50,480	0.21
30,001-40,000	25	0.58	9,34,870	0.23
40,001-50,000	12	0.27	5,34,140	0.13
50,001-100,000	32	0.74	23,78,320	0.59
100,001 and above	82	1.89	39,60,64,670	97.53
Total	4,343	100.00	40,61,00,000	100.00

• **Outstanding GDR's/ADR's/Warrant or any Convertible instruments** : Not Applicable

• **Dematerialisation of Shares as on 31st March, 2014:**

Particulars of Shares	Shares of ₹ 10/- each		Members	
	Number	% to Total	Number	% to Total
Dematerialised form				
NSDL	220,76,965	54.36	2,658	61.20
CDSL	184,97,629	45.55	1,672	38.50
Sub total	4,05,54,594	99.91	4,330	99.70
Physical form	35,406	0.09	13	0.30
Total	40610000	100.00	4,343	100.00

• The Annual Custodial fees for the FY 2014 were paid to NSDL and CDSL.

Plant Location

- Wind Mills at District Chitradurga, Karnataka and District Jaisalmer, Rajasthan.
- Rubber Reclaimed Unit located at Vadodara, Gujarat.

Address for Correspondence : **S. E. Power Limited**
S-547, 2nd Floor, Main Road
Shakarpur, Delhi - 110092
Tel: 011 22485032
Fax: 011 43518816

Compliance with Non-Mandatory Requirements of Listing Agreement:

- The Chairman of the Company is entitled to seek any advice and consultancy in relation to the performance of his duties and is also entitled to claim reimbursement of the expenses incurred in this regard and other office facilities.
- The Board has set up a Remuneration Committee. Please see details in para on Remuneration Committee.
- Presently, Quarterly/ Half yearly financial performance is not being sent to each shareholders.
- The Company believes and maintains its accounts in transparent manner and aims at receiving unqualified report from the Auditors on the financial statement of the Company.
- As regard training of Board members, the Directors on the Board are professionals having wide range of expertise in diverse fields. They keep themselves abreast with the latest developments in the field of Management, Technology and Business Environment through various symposiums, seminars, etc.
- The Company has adopted a Whistle Blower policy. Please refer to the para under the head 'Disclosures'.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Our Company's main motto is balancing the Earth's ecosystem integrated with sustainability & industrial growth. With this motto, the Company carrying on its business activity of generation of energy through renewal resources and recycling of waste tyre.

Generation of energy through wind mills helps in saving earth's fragile resources and reclaiming rubber from waste tyres protects our environment, as otherwise disposal of waste tyres cause harms to our environment and society. Along with protecting environment, these activities will also enhance Company's profitability and strength in the market.

Overview

The rapid growth in the usage of automobile in the developing world, has increased the demand and use of rubber tyres and resulted in waste tyres. Accumulation of waste and discarded tyres is a worldwide issue and matter of concern for Governments and Industries producing it. There are alternative ways to dispose of waste tyres like landfills, burn by fires and recycling & reusing. Waste tyres are not biodegradable and can last 100 years or more if proper handling is not carried out and disposal of these waste tyres through burning emits many hazardous gases. Further, waste tyre disposal and handling is guided by legislation of the different countries which has also prohibited landfill, globally. However, by recycling and reusing these waste tyres we can get a solution for disposal of waste tyres in a environment friendly manner.

In last five years, automobile industries had produced approx 10 crores commercial and passenger vehicles this shows that the market of automobiles is growing rapidly and this lead to increased usages of tyres. Like all other things, tyres too have an end, when it needs to be discarded and recycled. Out of other recycling method of tyres, reclaim rubber has carved out an important role. Now a day's reclaim rubber is a key ingredient in majority of tyre and non tyre products.

Similarly, World-wide demand for energy is increasing. The electricity sector in India has an installed capacity of 249.488 GW as at the end of June 2014. India became the world's third largest producer of electricity in the year 2013 with 4.8% global share in electricity generation surpassing Japan and Russia. Captive power plants have an additional 39.375 GW capacity. Non Renewable Power Plants constitute 87.55% of the installed capacity, and Renewable Power Plants constitute the remaining 12.45% of total installed Capacity. India generated around 967 TWh (967,150.32 GWh) of electricity (excluding electricity generated from renewable and captive power plants) during the 2013-14 fiscal year. The International Energy Agency estimates that India will add between 600 GW to 1200 GW of additional new power generation capacity before 2050. As of December 2013, India had an installed capacity of about 29.5 GW of renewal technologies-based electricity, exceeding the total installed electricity capacity in Austria by all technologies.

Source.- http://en.wikipedia.org/wiki/Electricity_sector_in_India

India's electricity and waste sector is amongst the world's most active players in renewal energy utilization and tyre rubber recycling. Our country has a huge potential to generate electricity by non conventional means and recycling of waste materials.

Operations

Generation of waste tyre has direct linkage with the tyres produced and consumed within a given geography. The uses of tyres have further linkage with the population of automobiles running on the road. The automobile sector in India is growing very rapidly due to huge demand and usage of vehicle by the Indian people. This use of vehicles produced scrap/waste tyres in large amount and handling of such waste tyres is great cause of concern for Government and Society. Recycling and reusing of these tyres is one of the best way to resolving this problem. In India reclaim rubber consumption is estimated to be around 3% to 4%. Currently only one- third of the scrap tyres are being used by the Indian Reclaim Rubber Industry. There are very few government and non government player in the field of recycling of waste tyres.

Added to this, in the past decade the tyre recycling industry has experienced a tremendous growth, thanks to our legal framework which requires a safe disposal of scrap tyres. The reliable size reduction technologies and innovative, economically viable applications for recycled rubber have been introduced and still this field has huge potential to explore.

Harnessing the power of the wind has become one of the fastest growing sources of global electricity generation. As countries strive to develop clean and secure energy systems, more scientists, policy makers and communities are looking forward to wind power as an important part of the solution. The global wind power industry which has seen a 40-fold increase in electricity production over the last 15 years, is facing a period of slowdown due to a weak global economy.

India's annual electricity generation capacity has increased in last 20 years by about 120 GW. India's Power Finance Corporation Limited projects that current and approved electricity capacity addition projects in India are expected to add about 1,64,508.80 MW of installed capacity between 2012 and 2017. This growth makes India one of the fastest growing markets for electricity infrastructure equipment. India's installed capacity needed to ensure universal availability of electricity throughout by 2017.

In India, efforts to add electricity generation capacity and proper waste management, both Central Government and State Government, have repeatedly failed to add the capacity targets because of issue with procurement of equipment and poor project management.

Outlook, Opportunities and Threats

Over the last few decades, reclaim rubber has carved out an important role for itself as a main ingredient in majority of rubber products –tyres as well as non tyre like hoses, flooring and roofing, civil engineering etc. Rubber waste has attractive widespread attention in India particularly due to the indiscriminate littering on open lands, drains, landfills sites etc. Dumping of waste tyres has made land infertile and unsafe recycling may cause health hazards in the environment as well as to humans. Thus, safe recycling is need for our environment and this recycling of waste tyres will also reduce the requirement of natural rubber.

India needs to substantially bridge the gap between demand and supply of electricity for sustained economic growth and to kindle hope in the lives of people. Clean energy obtained from renewable sources is not only an environmental friendly source of power but can also significantly contribute to India's power need. The potential for generating energy from renewable sources in India is enormous.

Though there have been policies and guidelines from Government, the availability of good sites for setting up of wind farm has become scarce as most of the sites are now falling under Forest Area which makes the procedure of obtaining approvals quite lengthy and expensive.

Similarly, Indian Rubber Industry is expected to grow at over 8% per annum in this decade, as, the per capita consumption of rubber is at 0.8 kg against 12-14 kg in Japan, USA, and Europe. Thus, there exists a huge scope for expansion, development and exports in the coming years. The

prospect of growth is further enhanced by sharp rise in natural rubber prices. These factors lead to tremendous growth prospects of this industry in the years to come.

Our Company is claiming to manufacture Reclaim Rubber that will have a tensile of (100-140)kg/Sqcm as compared to the normal reclaim rubber available in the market with a tensile of 40kg/Sqcm. This quality difference will stand the final product of the Company near to the quality of Natural Rubber with a tensile of 200 kg/Sqcm. Such good quality difference will help the Company to achieve its target quantity sales.

Further, the quality of reclaimed rubber produced by our Company shall be priced at a market rate like other reclaimed rubber. Same price with better quality will help the Company to progress in future.

However restricted imports of waste tyre will increase the demand for domestic waste tyres which will lead to increase in raw material price and decrease in sales price of finished goods is expected to have a significant adverse impact on the industry. Further, competition with well established and experienced players in the Reclaimed Rubber manufacturing, will be a threat to the Company.

To explore the opportunities present in renewal power sector and rubber reclamation sector, Company is taking various initiatives. For this, the Company has established a project for deriving energy from waste. Currently Company is engaged in enhancing the project of Rubber Reclamation at Gujarat, India.

Risk and Concerns

1. Lack of Skilled manpower.
2. Need for speeding up rural electrification.
3. Limitation of process know-how/technology by currently operating units.
4. Installation of any new unit with similar or better technology.
5. Availability of good sites for wind projects which can generate higher plant load has become a major constraint, coupled with high capital cost of equipment and interest cost.
6. Moving parts required maintenance and upkeep.
7. Power output is variable and needs overall system integration
8. No proper support from the state and national Governments.
9. Limited Customer.
10. Quality of finished goods.

Internal Control Systems and their Adequacy

The Company has implemented a comprehensive system of internal controls, which is commensurate with the size and nature of its business and complexity of its operations. The Company strives to maintain a dynamic system of internal controls and procedures — including internal control over financial reporting which is designed to ensure reliable record-keeping, transparent financial reporting and disclosure and protection of physical as well as intellectual property. Audits are led by professional internal auditor and supported by experienced personnel drawn from across the organization. They provide reports on various activities covering observations and pertinent comments on adequacy of internal controls and their recommendations. The management duly

considers and takes appropriate action on the recommendations made by the statutory auditors, internal auditors and the independent Audit Committee of the Board of Directors.

The Company has supporting communication networks and applications to support its business activities. Its manufacturing facilities endorse the highest health, safety, security and environmental standards and at the same time maintains operational efficiency.

Human Resource Development And Industrial Relations

At SEPOWER, people are our most important asset and a source of competitive advantage. SEPOWER is committed to creating an open and transparent organization that is focused on people and their capability and fostering an environment that enables them to deliver superior performance. The Human Resource strategy is aimed at talent acquisition, development, motivation and retention.

Following the philosophy of congenial work environment, performance oriented work culture along with knowledge, skill building and creativity, we have started to aim higher, execute our plans seamlessly and sustain the growth momentum. This has helped us to touch the lives of our fellow citizens and laid the foundation for a long-term relation with them. The HR policy acts as an effective lever for driving the Company's strategic initiatives and helps in integrating and aligning all people practices to Company's business priorities.

The Company has also been deliberately hiring employees from different cultural backgrounds, ideas, perspectives and business experiences. Though business of the Company does not call for large manpower but as a policy, the Company lays great emphasis on manpower rationalization and efficiency improvement.

Addressing the aspirations of the Indian populace, our businesses are intrinsically linked to India's growth Trajectory. Innovation and enterprise forms the essence of this surge of opportunities. This drives us towards continuous efforts in enterprise and innovation which act as catalysts in realising these aspirations.

Cautionary Statement

Statements in the management discussion and analysis describing the Company's objectives, projections, estimates, expectations may be forward-looking statements within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Factors that could make a difference to the Company's operations, inter-alia, include the economic conditions, government policies and other related/incidental factors.

CERTIFICATE ON CORPORATE GOVERNANCE

**TO
THE MEMBERS OF
M/S S. E. POWER LIMITED,
DELHI**

We have examined the compliance of conditions of Corporate Governance by S. E. Power Limited for the year ended 31st March, 2014 as stipulated in clause 49 of Listing Agreement of the said Company with Stock Exchanges along with the relevant records and documents maintained by the Company and furnished to us.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to the review of the procedure and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

**Place : Delhi
Date : 22.08.2014**

**FOR P M S & Co.
Chartered Accountants
Firm Reg. No. 013398C**

**Sd/-
(CA. SHILPI AGARWAL)
Partner
Membership No. 405692**

MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER'S CERTIFICATION

We have reviewed the financial statements and cash flow statements for the year 2013-14 and of the best to our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
2. These statements present a true & fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. To the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of the Company's code of conduct.
4. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies
5. We have indicated to auditors and audit committee that:
 - There have been no significant changes in internal control during the year.
 - There have been no significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - There have been no instances of significant fraud of which we become aware, involving management or any employee having a significant role in the Company's internal control system.

Place : Delhi
Date : 22.08.2014

Sd/-
(Ravindra Agrawal)
Managing Director

Sd/-
(CA. Nikhil Bansal)
Chief Financial Officer

COMPLIANCE WITH CODE OF CONDUCT

The Company has adopted "Code of Conduct for Directors and Senior Management Personnel" In accordance with clause 49 (1)(d) of the Listing Agreement, we hereby certify that all the Directors and Senior Management personnel of the Company have affirmed with the code of conduct applicable to all the Directors and Senior Management, for the year ended 31st March, 2014.

Place : Delhi
Date : 22.08.2014

Sd/-
(Ravindra Agrawal)
Managing Director

Sd/-
(Dr. Arun Gopal Agarwal)
Director

INDEPENDENT AUDITORS' REPORT

**To
The Members of
M/s S. E. POWER LIMITED
DELHI**

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of M/S S. E. POWER LIMITED which comprise the Balance Sheet as at 31st March 2014, the Statement of Profit and Loss, the Cash Flow Statement for the year 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 these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-Section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements 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 the accounting estimates made by the 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 and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and

give a true and fair view in conformity with the accounting principles generally accepted in India:

1. In the case of the balance sheet, of the state of affairs of the Company as at 31st March 2014;
2. In the case of the statement of profit and loss, of the loss for the year ended on that date; and
3. In the case of the cash flow statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-Section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, 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 purpose 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;
 - bb. There is no branch of the company, hence clause 228(3) (c) is not applicable.
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956; and
 - e. On the basis of written representations received from the directors as on 31st March 2014, and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2014, from being appointed as a director in terms of clause (g) of sub-Section (1) of Section 274 of the Companies Act, 1956.
 - f. Since the Central Government has not issued any notification as to the rate which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

Place : Delhi
Date : 30.05.2014

For P M S & Co.
Chartered Accountants
Firm Reg. No. 013398C

Sd/-
(CA. SHILPI AGARWAL)
Partner
Membership No. 405692

ANNEXURE TO THE AUDITORS' REPORT IN THE CASE OF M/S S. E. POWER LIMITED

(Referred to our report of even date for F.Y. 2013-14)

- (i) In respect of fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
 - (b) As explained to us, all the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such physical verification.
 - (c) During the year, the Company has disposed off a substantial part of its fixed assets but the going concern status of the company is not affected.
- (ii) In respect of Inventories:
 - (a) The inventories have been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
 - (b) In our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
 - (c) On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventories.
- (iii) In respect of the loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered under section 301 of the Companies Act, 1956:
 - (a) The Company has not taken loan secured or unsecured from the companies, firms or other parties listed in the register maintained U/s 301 of the Companies Act, 1956.
 - (b) The Company has not granted loan secured or unsecured to companies, firms or other parties listed in the register maintained U/s 301 of the Companies Act, 1956 as on the year end.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and nature of its business for the purchase of fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) In respect of contracts or arrangements referred to in Section 301 of the Companies Act, 1956, in our opinion and according to the information and explanations given to us, the transactions that need to be entered in the register in pursuance of the section 301 of the Act have been so entered and the transactions have been made at price, which are reasonable with regard to the prevailing market price at the relevant time.
- (vi) According to information and explanations given to us, the company has not accepted any deposits from the public. Therefore the provisions of Clause (VI) of paragraph 4 of the order are not applicable to the Company.
- (vii) In our opinion, the Company has an adequate Internal Audit System commensurate with nature and size of its business.
- (viii) According to the information provided, the Cost records have been prescribed by the Central Government under section 209 (1) (d) of the Companies Act, 1956 and all such records

are being made and maintained by the Company.

- (ix) In respect of Statutory dues:
 - (a) According to the information and explanations given to us, the Company has been regular in depositing with appropriate authorities undisputed statutory dues and there are no undisputed amounts of Income Tax, Service Tax, Cess, Investor Education and Protection fund, Employees State Insurance, Wealth Tax, Sales Tax, Custom Duty, Excise Duty, Provident Fund etc. outstanding as at the last day of financial year concerned for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no dues of Income tax, Sales tax, Wealth tax, Service tax, Customs duty, Excise duty and Cess, which have not been deposited on account of any dispute.
- (x) The Company does not have any accumulated losses at the end of the financial year. However, the Company has incurred cash losses during the current financial year but has not incurred cash losses in the preceding financial year.
- (xi) According to records of Company examined by us and information and explanations given to us, we are of the opinion that the Company has not defaulted in the repayment of dues to any financial institution, bank or debenture holder.
- (xii) In our opinion and according to the explanations given to us and based on the information available, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund /nidhi /mutual benefit fund /society. Therefore, the clause (xiii) of paragraph 4 of the Order is not applicable to the Company.
- (xiv) According to the information and explanation given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.
- (xv) According to the information given to us the Company has not given corporate guarantee for loans taken by other from banks/financial institutions.
- (xvi) In our opinion and according to information and explanations given to us, the company has applied the term loan for the purpose for which the loans were obtained.
- (xvii) According to the information and explanations given to us, on an overall basis during the year funds raised on short term basis prima facie, have not been used for long term investments.
- (xviii) The Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained U/s 301 of the Companies Act, 1956.
- (xix) The Company has not issued debentures during the year.
- (xx) The Company has not raised any fund by way of public issue during the year.
- (xxi) In our opinion and according to information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

Place : Delhi
Date : 30.05.2014

For P M S & Co.
Chartered Accountants
Firm Reg. No. 013398C

Sd/-
(CA. SHILPI AGARWAL)
Partner
Membership No. 405692

BALANCE SHEET AS AT 31ST MARCH 2014

Particulars	Note No.	Figures as at the end of current reporting year ₹	Figures as at the end of previous reporting year ₹
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	40,61,00,000	40,61,00,000
(b) Reserves and Surplus	2	6,05,43,518	8,48,22,369
(c) Money received against share warrants		-	-
(2) Share Application money pending allotment			
		-	-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	3	30,77,44,219	2,05,00,000
(b) Deferred Tax Liabilities	4	1,23,475	5,100
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
(4) Current Liabilities			
(a) Short-Term Borrowings	5	1,67,38,176	1,01,84,000
(b) Trade Payables	6	33,44,475	-
(c) Other Current Liabilities	7	1,22,94,034	10,09,472
(d) Short-Term Provisions	8	27,15,999	26,64,535
Total Equity & Liabilities		80,96,03,896	52,52,85,476
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	9		
(i) Tangible Assets		72,22,62,998	42,12,84,571
(ii) Intangible Assets		-	-
(iii) Capital work in progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-Current Investments		-	-
(c) Deferred Tax Assets		-	-
(d) Long Term Loans and Advances	10	1,21,62,390	3,84,00,000
(e) Other Non-Current Assets	11	9,08,772	13,65,455
(2) Current Assets			
(a) Current Investments		-	-
(b) Inventories	12	1,09,79,091	-
(c) Trade Receivables	13	34,15,890	9,58,085
(d) Cash and Cash Equivalents	14	3,57,83,888	5,82,84,795
(e) Short-Term Loans and Advances	15	2,20,42,137	29,43,840
(f) Other Current Assets	16	20,48,730	20,48,730
Total Assets		80,96,03,896	52,52,85,476

Notes referred to above form an integral part of the Financial Statements

As per our Report of even date attached

For P M S & Co.

Chartered Accountants

Firm Reg. No. 013398C

Sd/-

(CA. SHILPI AGARWAL)

Partner

Membership No. 405692

Place: Delhi

Dated : 30.05.2014

For and on behalf of the Board

Sd/-

(RAVINDRA AGRAWAL)

Managing Director

Sd/-

(DR. ARUN GOPAL AGARWAL)

Director

Sd/-

(MANENDRA SINGH)

Company Secretary

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2014

Sr. No.	Particulars	Note No.	Figures as at the end of current reporting year	Figures as at the end of previous reporting year
			₹	₹
I	Revenue from operations	17	3,62,96,253	6,31,57,726
	Other Income	18	14,37,861	17,33,223
	Total Revenue (I)		3,77,34,114	6,48,90,949
II	Expenses:			
	Cost of operations	19	36,02,528	16,35,180
	Increase/Decrease in stock	20	(15,64,360)	-
	Employee Benefit Expenses	21	39,53,044	36,68,891
	Financial Costs	22	40,13,128	34,64,746
	Depreciation and Amortization Expenses	23	2,15,63,130	2,74,82,584
	Other Expenses	24	56,00,500	1,73,16,684
	Total Expenses (II)		3,71,67,970	5,35,68,085
III	Profit before exceptional and extraordinary items and tax	(I-II)	5,66,144	1,13,22,864
IV	Exceptional Items		(2,46,75,156)	-
V	Profit before extraordinary items and tax	(III-IV)	(2,41,09,012)	1,13,22,864
VI	Extraordinary Items		-	-
VII	Profit before tax	(V-VI)	(2,41,09,012)	1,13,22,864
VIII	Tax expense:			
	Current tax		51,464	2,16,720
	Deferred tax	4	1,18,375	1,690
IX	Profit/(Loss) for the period from continuing operations	(VIII-IX)	(2,42,78,851)	1,11,04,454
X	Profit/(Loss) from discontinuing operations		-	-
XI	Tax Expense of discontinuing operations		-	-
XII	Profit/(Loss) from Discontinuing operations	(X-XI)	-	-
XIII	Profit/(Loss) for the period	(IX+XII)	(2,42,78,851)	1,11,04,454
XIV	Earning per equity share:			
	Basic		(0.60)	0.27
	Diluted		(0.60)	0.27

Notes referred to above form an integral part of the Financial Statements
As per our Report of even date attached

For P M S & Co.
Chartered Accountants
Firm Reg. No. 013398C

Sd/-
(CA. SHILPI AGARWAL)
Partner
Membership No. 405692
Place : Delhi
Dated : 30.05.2014

For and on behalf of the Board

Sd/-
(RAVINDRA AGRAWAL)
Managing Director

Sd/-
(DR. ARUN GOPAL AGARWAL)
Director

Sd/-
(MANENDRA SINGH)
Company Secretary

CASH FLOW STATEMENT

(Amount in ₹)

Particulars		Current Year		Previous Year
Cash Flows from Operating Activities :				
Net Profit before taxation, and extraordinary items		(2,41,09,012)		1,13,22,864
Adjustments for: -				
Depreciation	2,11,06,447		2,70,25,901	
Preliminary Expenses W/O	4,56,683		4,56,683	
Interest Income	(13,58,146)		(17,33,223)	
Interest expenses	39,96,617		33,71,273	
Operating Profit before working capital changes		92,589		4,04,43,498
Adjustments for: -				
Trade & Other Receivable	(24,57,805)		8,27,881	
Loans & Advances (Assets)	77,37,849		(77,98,575)	
Inventories	(1,09,79,091)		-	
Trade Payable & other Current Liabilities	1,46,29,037		7,86,311	
Short-Term Provisions	51,464		19,40,261	
Cash generated from operations		90,74,043		3,61,99,376
Income Taxes paid		6,50,000		23,50,000
Cash flow before extraordinary item		84,24,043		3,38,49,376
Extraordinary items		(2,46,75,156)		-
Net Cash from / (used) Operating activities		3,30,99,199		3,38,49,376
Cash Flows from Investing Activities:-				
Interest Income	13,58,146		17,33,223	
Purchase of Fixed Assets	(45,50,90,030)		(25,725)	
Sale of Fixed Assets	10,83,30,000		-	
Net Cash from / (used) Investing activities		(34,54,01,884)		17,07,498
Net Cash from Financing activities:-				
Repayment of long-term borrowings	-		(1,01,84,000)	
Proceeds from Long Term Borrowings	28,72,44,219		-	
Proceeds from Short Term Borrowings	65,54,176		-	
Interest expenses	(39,96,617)		(33,71,273)	
Net Cash from / (used) Financing activities		28,98,01,778		(1,35,55,273)
Net Increase in cash & cash equivalents		(2,25,00,907)		2,20,01,601
Cash & Cash equivalents at beginning of period		5,82,84,795		3,62,83,194
Cash & Cash equivalent at end of period		3,57,83,888		5,82,84,795

As per our Report of even date attached

For and on behalf of the Board

For P M S & Co.
Chartered Accountants
Firm Reg. No. 013398C

Sd/-
(RAVINDRA AGRAWAL)
Managing Director

Sd/-
(CA. SHILPI AGARWAL)
Partner
Membership No. 405692
Place : Delhi
Dated : 30.05.2014

Sd/-
(DR. ARUN GOPAL AGARWAL)
Director

Sd/-
(MANENDRA SINGH)
Company Secretary

ACCOUNTING POLICIES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS

A. Basis of Preparation of Financial Statements

The financial statements have been prepared under the historical cost convention method, in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956, as adopted consistently by the Company and comply in all material respect with the Accounting Standards modified by Companies Accounting Standards (Rules) 2006, to the extent applicable.

The Company has followed Mercantile System of Accounting and the accounts have been made consistently on accrual basis as a going concern.

B. Revenue Recognition:

- a) Sales are recognized on generation of sale bill or clearance of goods from factory whichever is earlier and are recorded exclusive of excise duty, service tax and sales tax.
- b) Export benefits are recognized on accrual basis.
- c) Scrap, salvaged/waste materials and sweepings are recognized on actual realization basis.

C. Cash Flow Statement

As required by Accounting Standard-3 “Cash Flow Statement” issued by “The Institute of Chartered Accountants of India” the Cash Flow Statement for the period is reported using indirect method.

D. Fixed Assets

All assets held with the intention of being used for the purpose of producing or providing goods or services and are not held for sale in the normal course of business, are accounted as Fixed Assets and are stated at cost less accumulated depreciation after considering lease adjustment account. All costs including finance cost attributable to fixed assets till assets are ready for intended use are capitalized.

E. Lease Assets

Assets taken on lease are accounted for in accordance with AS-19 “Leases” issued by “The Institute of Chartered Accountants of India”.

F. Depreciation

- Depreciation on all assets is provided on “straight line basis” in accordance with the rates prescribed in Schedule XIV of the Companies Act, 1956:
- Depreciation on additions is being provided on prorata basis from the date of such addition.
- Depreciation on assets sold, discarded or demolished during the year is being provided upto the date on which such assets are sold, discarded or demolished.

G. Investments

Current investments are carried at lower of cost or realisable value. Long term investments are stated at cost.

H. Borrowing Costs

Borrowing costs, which are directly attributable to the acquisition/construction of qualifying assets, till the time such assets are ready for intended use, are capitalized as part of the cost of the assets. Other borrowing costs are recognized as an expense in the year in which they are incurred.

I. Expenditure during Construction (EDC)

All pre-operative costs incidental to set up of new projects are accumulated as EDC.

J. Inventories

Inventories are stated at the lower of cost or net realizable value.

K. Exchange Fluctuation:

- a) Foreign currency transactions are accounted at the exchange rates prevailing at the date of the transaction and gain or loss on account of exchange is recognized in the Statement of Profit and Loss in the period in which they arise.
- b) Exchange differences arising in relation to acquisition of a fixed asset are capitalized.
- c) Outstanding liabilities and assets are restated at exchange rate prevailing at the end of the year.

L. Impairment of Assets

An asset is treated as impaired, when carrying cost of asset exceeds its recoverable amount.

At each Balance Sheet Date, it is seen that whether there is any indication that an asset may be impaired, if any such indication exist, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss; if any. Such impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired.

When an impairment loss is subsequently reversed, the carrying amount of the asset is increased to its revised estimate of its recoverable amount. However this increased amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for that asset in prior period. A reversal of an impairment loss is recognized as income immediately in the Profit & Loss Account.

M. Employee / retirement Benefits:

The Company has taken a workmen Compensation policy for all the workers to meet the requirement in case of any accident or death of the worker. This amount is charged to Profit & Loss account. The company has no further obligation beyond its contribution to plan.

N. Related Parties

Parties are considered to be related if at any time during the reporting period one party has the ability to control the other party or exercise significant influence over the other party in making financial and/or operating decisions.

As required by AS-18 “Related Party Disclosure” only following related party relationships are covered:—

- (a) Enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise (this includes holding Companies, subsidiaries and fellow subsidiaries);
- (b) Associates and joint ventures of the reporting enterprise and the investing party or venture in respect of which the reporting enterprise is an associate or a joint venture;
- (c) Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual;
- (d) Key management personnel (KMP) and relatives of such personnel; and
- (e) Enterprises over which any person described in (c) or (d) is able to exercise significant influence

O. Provision for Current Tax and Deferred Tax

Income tax expenses comprise current tax (i.e. amount of tax for the period determined in accordance with the Income Tax law) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future: however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is virtual certainty of realization of such assets, deferred tax assets/ liabilities are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized/incurred. Provisions of AS 22 ‘Accounting for Taxes on income’ issued by Institute of Chartered Accountants of India have been complied with as far as possible.

P. Provisions, Contingent Liabilities and Contingent Assets

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

Q. Earning per Share (EPS)

The Earning per Share (Basic as well as Diluted) is calculated based on the net profit or loss for the period attributable to equity shareholders computed in accordance with Accounting Standard 20, i.e. the net profit or loss for the period after deducting Proposed Preference Dividend and any attributable tax thereto.

For the purpose of calculating (Basic and Diluted EPS), the number of equity shares taken are the weighted average number of equity shares outstanding during the period.

R. Segment Reporting

The Segment report of the Company has been prepared in accordance with the Accounting Standard-17 “Segment Reporting” issued by The Institute of Chartered Accountants of India.

NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS

Note : 1 Share Capital		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	AUTHORIZED CAPITAL		
	"4,06,10,000 Equity Shares of ₹ 10/- each "	40,61,00,000	40,61,00,000
		40,61,00,000	40,61,00,000
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL		
	"4,06,10,000 Equity Shares of ₹ 10/- each fully paid up"	40,61,00,000	40,61,00,000
	No. of Shares		
	Opening Bal. (Face Value ₹ 10/- each) 4,06,10,000		
	Add: Allotment during the year -		
	Closing Bal. (Face Value ₹ 10/- each) 4,06,10,000		
	Total in ₹	40,61,00,000	40,61,00,000
List of Shareholders holding more than 5% Shares of the Company			
Sr. No.	Name of Shareholders	No. of Shares	% of Shareholding
1	The Bank of New York Mellon Dr	1,66,53,227	41.01
2	Davos International Fund	27,29,449	6.72
3	Elara India Opportunities Fund Ltd.	21,44,704	5.28
Note : 2 Reserves & Surplus		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Capital Reserve	7,72,090	7,72,090
2	General Reserve	7,05,17,546	7,05,17,546
3	Surplus (Profit & Loss Account)	(1,07,46,118)	1,35,32,733
	Balance brought forward from previous year	1,35,32,733	24,28,279
	Add: Profit for the year	(2,42,78,851)	1,11,04,454
	Total in ₹	6,05,43,518	8,48,22,369
Note : 3 Long Term Borrowings		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Secured Term Loan		
	From Bank		
	Andhra Bank	24,51,44,219	-
	From Other Parties		
	Indian Renewable Energy Development Agency	-	2,05,00,000
2	Unsecured Loan		
	From Others	6,26,00,000	-
	Total in ₹	30,77,44,219	2,05,00,000

-(Refer Note No. 31)

Note : 4 Deferred Tax Liabilities		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Deferred Tax Liabilities	1,23,475	5,100
	Less : Provision made up to last year	5,100	3,410
2	Provision required to be made through current year Profit & Loss A/c	1,18,375	1,690
Note : 5 Short Term Borrowings		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Secured Term Loan		
	From Bank		
	Andhra Bank	1,06,23,863	-
	From Other Parties		
	Indian Renewable Energy Development Agency	-	1,01,84,000
2	Secured Cash Credit Limits		
	Andhra Bank	61,14,313	-
	Total in ₹	1,67,38,176	1,01,84,000
-	(Refer Note No. 30 & 31)		
Note : 6 Trade Payable		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Trade Payable	33,44,475	-
	Total in ₹	33,44,475	-
Note : 7 Other Current Liabilities		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Other Current Liabilities	1,22,94,034	10,09,472
	Total in ₹	1,22,94,034	10,09,472
Note : 8 Short Term Provisions		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Provision For Employees Benefit	-	-
2	Others		
	Provision for Taxation	27,15,999	26,64,535
	Total in ₹	27,15,999	26,64,535

Note : 9 Fixed Asset (Figures in ₹)

Sr No.	Particulars	Gross Block			Depreciation			Net Block		
		Value at the beginning	Value at the end		Value at the beginning	Current Addition	Year Deduction	Value at the end	WDV as on 31.03.2014	WDV as on 31.03.2013
			Current Addition	Year Deduction						
1	Tangible Assets									
	Land	-	5,48,18,878	-	5,48,18,878	-	-	5,48,18,878	-	
	Building	-	6,80,56,160	-	6,80,56,160	-	1,05,748	6,79,50,412	-	
	Plant & Machinery	56,01,95,974	33,17,99,380	21,08,55,353	68,11,40,001	13,89,65,309	7,78,50,197	59,90,34,605	42,12,30,665	
	Furniture & Fittings	25,285	2,02,812	-	2,28,097	4,210	2,200	2,21,687	21,075	
	Computer Peripheral & Software	40,765	2,12,800	-	2,53,565	7,934	8,215	2,37,416	32,831	
	Total	56,02,62,024	45,50,90,030	21,08,55,353	80,44,96,701	13,89,77,453	7,78,50,197	72,22,62,998	42,12,84,571	
	(Current Year)	56,02,62,024	45,50,90,030	21,08,55,353	80,44,96,701	13,89,77,453	7,78,50,197	72,22,62,998	42,12,84,571	
	(Previous Year)	56,02,36,299	25,725	-	56,02,62,024	11,19,51,552	2,70,25,901	42,12,84,571	44,82,84,747	

Note : 10 Long Term Loans and Advances		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Security Deposits		
	a) Secured, Considered Good	-	-
	b) Unsecured, Considered Good	12,62,390	
	c) Doubtful	-	-
2	Loans & Advances to related parties		
	a) Secured, Considered Good	-	-
	b) Unsecured, Considered Good	-	-
	c) Doubtful	-	-
3	Other Loans & Advances		
	a) Secured, Considered Good	-	-
	b) Unsecured, Considered Good	1,09,00,000	3,84,00,000
	c) Doubtful	-	-
	Total in ₹	1,21,62,390	3,84,00,000
Note : 11 Other Non Current Assets		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Preliminary Expenses	9,08,772	13,65,455
	Total in ₹	9,08,772	13,65,455
-	Preliminary Expenses are written off over a period of five years.		
Note : 12 Inventories		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Raw Material	92,86,298	-
2	Work In Process	13,71,860	-
3	Finished Goods	1,92,500	-
4	Others	1,28,433	-
	Total in ₹	1,09,79,091	-
Note : 13 Trade Receivable		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Trade Receivables		
	a) Secured, Considered Good	-	-
	b) Unsecured, Considered Good :	34,15,890	9,58,085
	(With in Six Months from the date they become due for Payment)		
	c) Doubtful	-	-
	Total in ₹	34,15,890	9,58,085

Note : 14 Cash & Cash Equivalent		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Cash-in-Hand		
	Cash Balances	13,80,156	1,08,457
	Sub Total (A)	13,80,156	1,08,457
2	Bank Balance		
	Current a/c with scheduled banks (Subject to reconciliation)	67,36,264	4,74,36,712
	Sub Total (B)	67,36,264	4,74,36,712
3	Bank Deposits		
	FDR with Banks	2,76,67,468	1,07,39,626
	Sub Total (C)	2,76,67,468	1,07,39,626
	Total in ₹ [A + B + C]	3,57,83,888	5,82,84,795
Note : 15 Short Term Loans and Advances		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Loans & Advances to related parties	-	-
2	Others		
	(Advance Recoverable in cash or in kind or for value to be received, considered good)		
	Income Tax and TDS	35,18,453	28,26,776
	Prepaid Expenses	4,62,662	41,197
	Other loan and advances	1,80,61,022	75,867
	Total in ₹	2,20,42,137	29,43,840
Note : 16 Other Current Assets		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	MAT Credit Entitlement	20,48,730	20,48,730
	Total in ₹	20,48,730	20,48,730
Note : 17 Revenue from Operations		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Income from Non Conventional Energy Division	3,38,04,253	6,31,57,726
	Sub Total (A)	3,38,04,253	6,31,57,726
2	Sale from Reclaimed Rubber Division		
	Sale of Goods	25,03,371	-
	Less: Excise Duty	11,371	-
	Sub Total (B)	24,92,000	-
	Total in ₹ [A + B]	3,62,96,253	6,31,57,726
Note : 18 Other Incomes		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Interest Income	13,58,146	17,33,223
2	Foreign Exchange Fluctuation	79,715	
	Total in ₹	14,37,861	17,33,223

Note : 19 Cost of operations		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Operational cost	15,28,064	16,35,180
2	Cost of Material Consumed:		
	Raw Material Consumed		
	Opening Inventory	-	
	Add: Purchases	88,37,039	
	Add: Custom Duty & Freight	18,03,192	
	Less: Inventory at the end of the year	<u>92,68,698</u>	-
	Packing Material Consumed		
	Opening Inventory	-	
	Add: Purchases	31,777	
	Less: Inventory at the end of the year	<u>17,600</u>	-
	Consumables Consumed		
	Opening Inventory	-	
	Add: Purchases	5,17,580	
	Less: Inventory at the end of the year	<u>1,28,433</u>	-
3	Purchases of Spares	10,426	-
4	Direct Expenses	2,89,181	-
	Total in ₹	36,02,528	16,35,180

Note : 20 Change in Inventory of Finished Goods and Work in process

		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Stock at the end of the year		
	Finished Goods	1,92,500	
	Work in process	<u>13,71,860</u>	
	Less: Stock at the beginning of the year	-	(15,64,360)
	Total in ₹	(15,64,360)	-

Note : 21 Employment Benefit Expenses

		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Salary & Establishment Expenses	33,90,216	29,39,601
2	Managing Directors' Remuneration	4,54,250	2,46,000
3	Staff Welfare Expenses	1,08,578	4,83,290
	Total in ₹	39,53,044	36,68,891

-There is no employee who has drawn more than ₹ 60,00,000/- per annum or ₹ 5,00,000/- per month during the year. The Remuneration paid to Managing Director is less than that permitted under Section 309 read with Schedule XIII of the Companies Act, 1956.

Note : 22 Financial Cost		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Interest & Bank Charges	40,13,128	34,64,746
	Total in ₹	40,13,128	34,64,746
Note : 23 Depreciation & Amortised Cost		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Depreciation	2,11,06,447	2,70,25,901
2	Preliminary Expenses W/O	4,56,683	4,56,683
	Total in ₹	2,15,63,130	2,74,82,584
Note : 24 Other Expenses		₹	₹
Sr. No.	Particulars	Current Year	Previous Year
1	Travelling & Conveyance Expenses	8,03,770	31,71,627
2	Repair & Maintenance Expenses	4,55,695	3,74,158
3	Insurance Expenses	89,029	97,408
4	Professional Expenses	6,05,414	19,55,208
5	Printing & Stationery Expenses	68,716	1,49,619
6	Postage & Telephone Expenses	49,154	1,63,183
7	Auditors' Remuneration	5,00,000	5,61,800
8	Office and General Expenses	4,37,870	13,63,681
9	Business Promotion Expenses	8,72,925	94,80,000
10	Rent, Rates & Taxes	15,98,678	-
11	Freight Outward	72,000	-
12	Security Expenses	47,249	-
	Total in ₹	56,00,500	1,73,16,684
25. Remuneration to Auditors:-		₹	₹
Particulars		Current year 31.03.2014	Previous year 31.03.2013
For Statutory Audit		2,50,000	2,80,900
For Tax Audit Report U/s 44AB of IT Act 1961		2,25,000	2,52,810
For Certification work / Other services		25,000	28,090
Total		5,00,000*	5,61,800

* Current year figures are excluding Service Tax

26. Figures of the previous year have been regrouped/rearranged/reclassified wherever considered necessary.
27. During the year, the Company has revalued part of its Fixed Asset on the basis of market value and relevant effect has been taken in the financial statements.

28. Disclosure of related party transactions:-

A. Parties where control Exists ----

B. List of related parties and relationship:

RELATED PARTY RELATION

Key Managerial Personnel	
Mr. Ravindra Agrawal*	Managing Director
Mr. Sunil Agarwal#	Director
Dr. A. G. Agarwal@	Director

* Mr. Ravindra Agarwal was appointed as Managing Director on 15th July 2013.

Mr. Sunil Agarwal has resigned from the directorship of the Company on 16th December, 2013.

@ With Effect from 15th July, 2013 Dr. A. G. Agarwal has resigned from the position of Managing Director.

C. Enterprises over which significant influence exercised by Key Managerial Personnel/Directors/Relatives of key Management Personnel during the year:

- | | |
|---|---|
| 1. Siyaram Motors Pvt. Ltd. | 2. S. E. Investments Ltd.. |
| 3. Siyaram Shelters Pvt. Ltd. | 4. Helios Aviation Pvt. Ltd. |
| 5. Spring Education Ventures Pvt. Ltd. | 6. S.E. Micro Housing Finance Pvt. Ltd. |
| 7. Osprey E- Commerce Pvt. Ltd. | 8. Spring Communication Pvt. Ltd. |
| 9. Stellar Constellation Projects Pvt. Ltd. | 10. Eastern Star Infradev Pvt. Ltd. |
| 11. Aerotech Aviation India Pvt. Ltd. | 12. Athens Computer Technologies Pvt. Ltd. |
| 13. S. E. Homefin Pvt. Ltd. | 14. Spring Infradev Ltd. |
| 15. Stellar Spring Projects Pvt. Ltd. | 16. Spring Trading Pvt. Ltd. |
| 17. Aanjanya Motor Pvt. Ltd. | 18. Nupur Finvest Pvt. Ltd. |
| 19. Sarin & Sarin Investments Pvt. Ltd. | 20. Superking Manufactures (Tyre) Pvt. Ltd. |
| 21. Spring City Centre (TRV) Pvt. Ltd. | 22. Deepesh Consultancy Pvt. Ltd. |
| 23. Ujala Securities Pvt. Ltd. | 24. Natansh Finlease Pvt. Ltd. |
| 25. Spring Resorts Pvt. Ltd. | 26. Blessings Builders Pvt. Ltd. |

D. Disclosures required for related party transaction:

(Figures in Lacs)

Particulars	KMP & Relative	Enterprise over which significant influence exercised by KMP/ Directors	Total
Transactions made during the year			
Interest Paid	-	15.96	15.96
Remuneration paid	4.54	-	4.54
Rendering of Services (Professional Fees)	1.74	-	1.74
Amount outstanding at Balance Sheet date			
- Amount Payable	0.48	-	0.48
- Amount Receivable	-	-	-

Notes:

- (1) Related party relationship is as identified by the Company on the basis of information available with them and accepted by the auditors as correct.
- (2) Company has entered into transactions with certain parties as listed above during the year under consideration. Full disclosures have been made and

the Board considers such transaction to be in normal course of business and at rates agreed between the parties.

- (3) No amount has been written off or written back during the year in respect of debt due from or to related parties.

30. Working Capital Borrowings:-

The facilities from Andhra Bank are secured by hypothecation of stock of Raw Material, Stock in process, stores & Spares, Finished goods, Packing material, Book Debts, Bill discounted, etc. The credit facilities are secured by equitable mortgage of land belonging to the Company and other personal guarantees.

31. Term Loans:-

Term loan facilities from Andhra Bank are secured by hypothecation of Plant & Machinery and equitable mortgage of land belonging to the Company and other personal guarantees. The same are repayable in quarterly installments as per terms of sanction.

32. Details of Bank FDR held as on 31.03.2014:-

(Figures in Lacs)

Sr. No.	Name of the Bank	Purpose	Amount
1	United Bank of India	Custom Deptt.	118.30
2	Corporation Bank	Electricity Deptt.	41.00
3	HDFC Bank Ltd.	Unencumbered	111.59
	Total		270.89

33. Earning Per Share:-

(Figures in Lacs)

Particulars	2013-2014	2012-2013
Net Profit after tax	₹ (242.79)	₹ 111.04
Profit available to equity share holders (A)	₹ (242.79)	₹ 111.04
Number of Equity Shares:		
Weighted average number of Equity Shares outstanding (Face Value of ₹10/- each) (B)	406.10	406.10
Basic Earning per Share (A / B) (Basic & diluted)	(0.60)	0.27

- 34.** The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Act, 2006 and hence disclosures, if any relating to amounts unpaid at the year end together with interest paid/payable as required under the Act can not be furnished.

35. Additional Information

Additional information in respect of value of imports calculated on CIF basis, expenditure in foreign currency during the year, consumption of raw material during the year, earnings in foreign exchange, etc. is as follows:

A. Expenditure in Foreign Currency:

(Figures in Lacs)

Sr. No.	Particulars	2013-14
1	Foreign Travelling Exp.	9.25
2	Business Promotion Exp.	1.69
	Total	10.94

B. Value of Imports on Cost, Insurance and Freight Basis:

(Figures in Lacs)

Sr. No.	Particulars	2013-14
1	Raw Material	61.73
2	Capital Goods	2,981.38
	Total	3,043.11

C. Details of Value of imported and indigenous material consumed:

(Figures in Lacs)

Sr. No.	Particulars	2013-14
1	Imported	2.25
2	Indigenous	15.50
	Total	17.75

36. Segment Reporting:-

(Figures in Lacs)

Sr. No.	Particulars	Year Ended	
		31.03.2014	31.03.2013
1	Segment Revenue		
a	Non Conventional Energy Division	338.04	631.58
b	Reclaimed Rubber Division	24.92	-
	Net Income from Operations	362.96	631.58
2	Segment Results: Profit/(Loss) before tax, interest and Exceptional Items		
a	Non Conventional Energy Division	29.31	130.55
b	Reclaimed Rubber Division	2.10	-
	Total	31.41	130.55
	Less: Finance cost	40.13	34.65
	Add: Other Un-allocable Income	14.38	17.33
	Total Profit/(Loss) Before Tax and Exceptional Items	5.66	113.23
3	Capital Employed (Segment assets- Segment Liabilities)		
a	Non Conventional Energy Division	2,599.41	4,909.22
b	Reclaimed Rubber Division	2,067.03	-
	Total	4,666.44	4,909.22
4	Depreciation		
a	Non Conventional Energy Division	202.72	270.26
b	Reclaimed Rubber Division	8.34	-
	Total	211.06	270.26



S. E. POWER LIMITED

CIN : L40106DL2010PLC206937

Registered Office: S-547, IInd Floor, Main Road, Shakarpur, Delhi-110092

Phone: 91 11 22485032, Fax: 91 11 22481340

Website: www.sepower.in, E-mail: cs@sepower.in

ATTENDANCE SLIP

(To be presented at the entrance)

4th Annual General meeting on 30th September, 2014 at 11:00 A.M.
at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar,
Main Road, East of Kailash, New Delhi-110065

I hereby record my presence at the 4th Annual General Meeting of the Company to be held on 30th September, 2014 at 11:00 a.m. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065.

Full Name of the Member (In BLOCK LETTERS) :

Folio No.

DP ID No. Client ID No.

No. of Shares held

Full Name of Proxy (In BLOCK LETTERS) :

Signature of Member/Proxy:

Date:





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FORM NO. MGT 11

PROXY FORM

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No. / Client Id :

DP ID :

I/We, being the member(s) ofShares of the S. E. Power Limited, hereby appoint.

1. Name :

Email Id :

Address :

Signature : or failing him;

2. Name :

Email Id :

Address :

Signature : or failing him;

3. Name :

Email Id :

Address :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4th Annual General Meeting of the Company, to be held on 30th September, 2014 at 11:00 a.m. at Auditorium



ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such resolutions as are indicated below:

RES. NO.	DESCRIPTION	FOR*	AGAINST*
1.	Adoption of Balance Sheet, Statement of Profit and Loss Account, Report of Board of Director and Auditors for the financial year ended 31st March, 2014		
2.	Re-appointment of Dr. Arun Gopal Agarwal, who retires by rotation.		
3.	Appointment of M/s P M S & Co. as Statutory Auditors and fixing their remuneration.		
4.	Consent to Board of Directors to borrow money up to ₹ 500 crores.		
5.	Consent to Board of Directors to create charges, mortgages, hypothecations on the immovable or movable properties of the Company up to Rs. 500 crores.		
6.	Appointment of Mr. Naresh Kumar Jain, as an Independent Director for a term of upto 5 years.		
7.	Appointment of Mrs. Anshu Gupta, as an Independent Director for a term of upto 5 years.		
8.	Appointment of Mr. Rupinder Singh, as an Independent Director for a term of upto 5 years.		
9.	Alteration in Articles No. 130 (b) (i) and Article No. 133 (a) and (b) of Articles of Association of the Company.		
10.	Payment of remuneration, as minimum remuneration in the event of loss or inadequacy of profits, in any financial year, to Mr. Ravindra Agrawal during the initial period of 3 (three) years.		

* Please Tick (✓) in the appropriate column against the respective resolution. If you leave "For or Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed on this day of 2014.

Signature of Shareholder:

Signature of Proxy holder(s).....

Affix ₹ 1/-
Revenue
Stamp

Notes:

1. This Form in order to be effective should be duly completed and deposited at the Registered office of the Company at S-547, IInd Floor, Main Road, Shakarpur, Delhi-110092, not less than 48 hours before the commencement of the meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

S. E. Power Limited

Registered Office: S-547, 2nd Floor, Main Road, Shakarpur, Delhi-110092, India
Phone: +91 11 22485032

Camp Office: 17, Kamal Kunj Society, Behind Bank of Baroda, Deluxe Crossroad
Nizampura, Vadodara-390002, Gujarat, India
Phone + 91 265 2785566

Works: Survey No. 54/B, Pratapnagar, Savli Jarod Road, Samlaya, Vadodara-391520,
Gujarat, India
Phone +91 2667 251566

