



Veer Energy & Infrastructure Ltd.

“NATURE-AL DIRECTION TO ENERGY”

ISO 9001-2008 Certified Company

ANNUAL REPORT

2012-2013

For further details please log in to www.veerenergy.net or E-mail us at info@veerenergy.net

VEER ENERGY & INFRASTRUCTURE LIMITED

BOARD OF DIRECTORS

NAME	DESIGNATION
Mr. Yogesh M Shah	Chairman & Managing Director
Mr. Prakashchandra C Shah	Executive Director
Mr. Nilay P Shah	Executive Director
Mr. Dhimant J Shah	Independent Director
Mr. Joseph J Tauro	Independent Director
Mr. Chetan H Mehta	Independent Director
Mr. Mitesh J Kuwadia	Independent Director

AUDITORS

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

REGISTERED OFFICE

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

VEER ENERGY & INFRASTRUCTURE LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **M/s. VEER ENERGY & INFRASTRUCTURE LIMITED** will be held on Monday the 30th September, 2013 at the 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (E), Mumbai- 400 093.at 11.00 A.M. to transact the following business :

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Balance Sheet of the Company as at **31st March, 2013**, the Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
- 2) To declare a dividend.
- 3) To appoint a Director in place of Mr. Dhimant Shah, who retires by rotation and being eligible, offer him for reappointment.
- 4) To appoint a Director in place of Mr. Prakash C Shah, who retires by rotation and being eligible, offer him for reappointment.
- 5) To appoint Statutory Auditors of the Company 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 Jayesh R. Shah & Co. Chartered Accountants (Registration No. 104182W), be and hereby appointed as a auditors of the company, to hold the office from the conclusion of this annual general meeting to the conclusion of the next annual general meeting of the company to audit the accounts for the financial year 2013-2014 on such a remuneration as shall be fixed by the Board of Directors.”

For Veer Energy & Infrastructure Limited

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

**Place: Mumbai
Date: 14th August, 2013**

NOTES:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of him and a proxy need not be a member. Proxies in order to be effective must be received by the company not less than 48 hours before the time for holding the meeting.
- 2) The Register of Members and the Share Transfer Books of the Company will remain closed from 27th September, 2013 to 30th September, 2013 (both days inclusive).
- 3) The dividend, as recommended by the Board, if sanctioned at the Annual General Meeting, will be paid to those members or their mandates whose names stand registered on the Company's Register of Members.
- 4) Members/proxies should bring the attendance slip duly filled in for attending the meeting.
- 5) Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the Meeting so that the answers may be made readily available at the Meeting.
- 6) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report at the Meeting.

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

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

**Place: Mumbai
Date: 14th August, 2013**

DIRECTORS REPORT

To,

The Members

M/s. Veer Energy & Infrastructure Ltd.

Your Directors have pleasure in presenting their 33rd Annual Report of the Company for the year ended 31st March, 2013.

FINANCIAL RESULT

PARTICULARS	AS ON 31/03/2013 (AMOUNT. IN "000")	AS ON 31/03/2012 (AMOUNT. IN "000")
Total Income (A)	8,18,765	7,24,155
Net Profit/ (loss) before tax (B)	72,502	72,086
Less: Provision for Taxation	14,203	29,856
Prior year adjustments	878	(4,205)
(B -C)	57,421	46,435
Add: Profit/(Loss) Brought forward from Last Year	94,074	54,599
	1,51,494	1,01,034
Less: <u>Appropriation</u>	-	2,000
Transfer to General Reserve		
Proposed Dividend & Tax	4,960	4,960
Balance carried to Balance Sheet	1,46,534	94,074

DIVIDEND

Your Directors are pleased to recommend a dividend @ 6 paise on Equity Share of Re.1/- each for the year ended 31st March, 2013, subject to approval of Members of the Company at the ensuing Annual General Meeting.

OPERATIONS

The main Business of the Company is to create infrastructure development facilities for the installation of Wind Turbine Generator. As one of the pioneer in this field, Your Company is very well positioned to take advantage of ever increasing demand for the renewable energy resources. In view of this development, Your Directors are hopeful to achieve better results in the coming years. Your Directors are also exploring the possibilities of starting operations in the state of Maharashtra, Gujarat and Rajasthan. During the current year, the company has commissioned 28.90 MW in Rajasthan. Total MW commissioned till date is 59.30 MW out of 79.5MW of total order in Rajasthan by March 2013. The balance shall be commissioned in the year 2013-14

CORPORATE GOVERNANCE

Your Company has complied with the mandatory requirements of clause 49 of the listing agreement entered into with the Stock Exchange regarding the Corporate Governance for the Financial Year 2012-2013. The compliance report along with Auditors Certificate is provided in the Corporate Governance Report annexed to this report.

PERFORMANCE

The turnover of the Company for the year under review is Rs. 81.24 Crores as against Rs.72.19 Crores in the previous year which in the opinion of the Directors are satisfactory as the power purchase policy by Gujarat State Government is favorable and encouraging to the industry, your Directors are hopeful to improve the growth rate in turnover and profitability in current year.

Net Profit before tax for the year under review is Rs 7.25Crores as against Rs. 7.21 Crores in the previous year. Net Profit after tax and other provisions is higher at Rs.5.83 Crores as against Rs. 4.22 Crores in the previous year.

FUTURE PROSPECTS

India is one of the developing country, and the scope for improvement in India's energy system is vast. Renewable energy currently makes up a negligible share (0.36%) of total primary commercial energy supply while 96.9% of such supplies come from fossil fuels and 2.76% from hydro and nuclear resources. The non-commercial combustible biomass and wastes which contributes to the extent of 24.5% of the total energy supplies are excluded in this balance.

Wind Energy is where India competes globally in manufacturing and deployment in the present scenario. With these the market grew to be third largest in the world riding on the success of strong policy and regulatory framework. In 2011, India surpassed 3,000 MW in annual installations. This marked a 138% growth over a two year horizon; a remarkable achievement in times of global economic depression.

Today, it is well known fact that the people of Gujarat are the happiest when it comes to electricity. Anyone visiting Gujarat appreciates the stark difference in the quality of the electricity supply between Gujarat and rest of the country.

Gujarat's total installed wind power generation capacity stood at 3,010 MW in 2012-13. "Gujarat has the benefit of plenty of land available for wind power generation mainly in the Kutch region. Industry experts said wind velocity in the range of 6-7 meters per second is best suitable for the wind power generation. This is available in Gujarat due to winds blowing from Arabian Sea and in desert area of Kutch.

PUBLIC DEPOSITS

The Company has not accepted any deposits from public during the year ended on 31st March 2013, in terms of the provisions of Section 58 A of the Companies Act, 1956.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting Standard AS-23 on Accounting for Investments in Associates and AS-27 on Financial Reporting of Interest in Subsidiaries, the audited Consolidated Financial Statements are provided in the Annual Report.

SUBSIDIARIES

The Balance Sheet, Statement of Profit and Loss and other documents of the subsidiary company is being attached with the Balance Sheet of the Company. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary company Veer Enterprise GmbH.

DIRECTORS' RESPONSIBILITY STATEMENT

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

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

AUDITORS & AUDITORS' REPORT

Mr. Jayesh R. Shah & Co., Chartered Accountants, Mumbai, retire at the conclusion of the ensuing Annual General Meeting, and being eligible, has consented to act as the Statutory Auditors of the Company, if re-appointed. You are requested to appoint the Statutory Auditors for the Financial Year 2013-2014 and fix their remuneration.

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

CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

Foreign exchange outgo - Rs. 13, 97,600/- on account of investment in Subsidiary

Foreign exchange outgo - Rs. 1,92,29,738/- on account of purchase of machineries for engineering division.

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

PARTICULARS OF EMPLOYEES

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

LISTING OF THE COMPANY'S SHARES

The Equity Shares of your Company are listed at The Stock Exchange - Mumbai. The Company has paid annual listing fees for the financial year 2013-14.

DEMATERIALISATION

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

ACKNOWLEDGMENTS

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

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

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

**Place: Mumbai
Date: 14th August, 2013**

CORPORATE GOVERNANCE (ANNEXURE TO DIRECTORS' REPORT)

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

BOARD OF DIRECTORS

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

A BRIEF PROFILE OF THE DIRECTORS IS GIVEN BELOW:

Mr. Yogesh M. Shah (54 years) is the managing Director and Chairman of the Company, is a tax and Financial consultant.

Mr. Prakash C. Shah (61 years) is a businessman residing at Ahmadabad having a reach experience of 35 years in the business.

Mr. Dhimant J. Shah (49 years) is B.Com and doing his own business in Trading in Paper & Packing Products from last 27 years.

Mr. Joseph J. Tauro (63 years) is a B. Com, CA IIB and retired after 32 years of service in IDBI Bank ltd as a Dep. General Manager.

Mr. Nilay P Shah (39 years) is a Mechanical Engineer with a 18 years of experience in the same field.

Mr. Chetan H. Mehta (30 years) is a Practising Chartered Accountant.

Mr. Mitesh J Kuwadia (22 years) is a B Com. And doing its own business.

BOARD MEETINGS

Sri Yogesh M. Shah, Executive Director of the Company, generally chairs the Board Meeting, during the financial year ended 31st March, 2013. Seven (7) Board Meetings were held i.e. on 30/04/2012, 04/06/2012, 16/07/2012, 23/08/2012, 29/10/2012, 14/02/2013 & 14/03/2013.

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

DIRECTORS	NO. OF BOARD MEETINGS ATTENDED	WHETHER ATTENDED LAST AGM
Mr. Yogesh M. Shah	6	Yes
Mr. Bhavin S. Shah	4	No
Mr. Prakashchandra C. Shah	2	No
Mr. Arvind M. Shah	6	No
Dr. Dharnendra B. Shah	4	No
Mr. Dhimant J. Shah	4	Yes
Mr. Prakash A Patel	1	No
Mr. Joseph J. Tauro	6	No

COMMITTEES OF THE BOARD / AUDIT COMMITTEE

The Company has re-constituted an Audit Committee which is comprised of three Directors majority of them being Independent. The members of the audit committee are Mr. Dhimant Shah, Mr. Chetan Mehta & Mr. Mitesh Kuwadia.

Terms of reference to the Audit Committee is primarily to Supervise the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct,

sufficient and credible, to appoint and fix the remuneration of internal auditors, to review the internal and external audit reports, the adequacy of internal control systems and to review the Company's financial and risk management policies.

Four (4) such Meetings of the committee were held during the period under review. The meetings were held on 30/04/2012, 16/07/2012, 29/10/2012 & 14/02/2013. Meetings and Attendance of members of the Audit Committee during the Financial Year 2012 - 2013

MEMBER	NO. OF MEETINGS ATTENDED
Mr. Arvind M. Shah	4
Mr. Dhimant J. Shah	4
Mr. Bhavin S Shah	2

REMUNERATION COMMITTEE

The Company has re-constituted the remuneration committee. The committees decide and review the Managerial Remuneration. The members of the remuneration committee are Mr. Dhimant Shah, Mr. Chetan Mehta & Mr. Mitesh Kuwadia.

REMUNERATION TO DIRECTORS:

Shri Yogesh M. Shah (Managing Director) and Shri Prakash C. Shah & Shri Bhavin S. Shah were the executive directors on the Board, rest were Non - Executive Independent Directors. Salary Drawn by Shri Yogesh M. Shah for the financial year 2012 - 2013 is Rs. 1,00,000/- per month and Salary Drawn by Shri Prakash C. Shah for the financial year 2012 - 2013 is Rs. 50,000/- per month and Salary Drawn by Shri Bhavin S. Shah for the financial year 201-2013 is Rs. 50,000/- per month

SHAREHOLDER GRIEVANCE COMMITTEE

The Board has re-constituted a committee comprising of Three Directors Mr. Dhimant Shah, Mr. Chetan Mehta & Mr. Mitesh Kuwadia.

Analysis of Shareholders Correspondence during the year under consideration:

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

DETAILS OF THE LAST THREE GENERAL MEETINGS:

MEETING	DATE AND TIME OF A. G. M.	PLACE	SPECIAL RESOLUTION PASSED
30th AGM	28-5-2010at 10.00 am	Shri Halali Bhatia Mahajanwadi,398,Kalbadevi Road , Shrinatji Chowk, Mumbai-400002	Yes. To appoint directors
31st AGM	23-08-2011at 10.00 am	Regd. Office	Yes. To appoint directors
32 nd AGM	23-08-2011at 10.00 am	6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai- 400093	Yes. To re-appoint directors

DISCLOSURE:

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

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

INTERNAL CONTROLS:

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

MEANS OF COMMUNICATION

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

GENERAL SHAREHOLDERS INFORMATION

33rd ANNUAL GENERAL MEETING

Date & Time	Monday, 30 th September, 2013 at 11:00 A.M
Venue	6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (E), Mumbai - 400 093.
Date of Book Closure	27 th September, 2013 To 30 th September, 2013 (Both days inclusive)

LISTING ON STOCK EXCHANGE:

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

LISTING FEE

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

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

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

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

DEMATERIALIZATION OF SHARES:

Over 99.999% of the Company's paid-up equity share capital has been Dematerialized upto 31st March, 2013. Trading in Equity Shares of the Company is permitted only in Dematerialization form as per notification issued by the Securities Exchange Board of India (SEBI)

Accordingly the Company has entered into an agreement with the following Depositories, which are providing the services of dematerialization of equity shares.

NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL)

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

And

CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL)

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

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

DETAILS OF THE DEMATERIALIZATION OF SHARES COMPLETED UPTO 31ST MARCH, 2013

NUMBER OF SHARES DEMATERIALIZED

NSDL	CDSL	TOTAL
36303864	34828486	71132350

SHAREHOLDING PATTERN :

Share holding pattern of the Company as on 31st March, 2013 is as follows

CATEGORY	PHYSICAL		ELECTRONIC		TOTAL	
	No. of share	%	No. of share	%	No. of share	%
A. Promoters' holding						
- Indian Promoters	Nil.		2,46,65,454	34.675	2,46,65,454	34.675
- NRI Promoters	Nil		32,342	0.045	32,342	0.045
- Bodies Corporate	Nil		Nil		Nil	
B. Non-Promoters Holding						
Institutions	Nil		Nil		Nil	
Non Institutions	150	0.00	3,33,09,554	46.828	3,33,09,704	46.828
Banks, FIIs	Nil		1,31,25,000	18.451	1,31,25,000	18.451
GRAND TOTAL	150	0.00	71132350	100.00	71132500	100.00

DISTRIBUTION SCHEDULE ON NUMBER OF SHARES (AS ON 31ST MARCH, 2013)

SHARES (1)	NO. OF HOLDERS (2)	% OF HOLDERS (3)	TOTAL SHARES (4)	% OF SHARES (5)
UPTO 100	4996	29.34	346947	0.49
101 200	2818	16.55	523263	0.74
201 500	4262	25.03	1730760	2.43
501 1000	2480	14.56	2174664	3.06
1001 5000	1983	11.64	4603474	6.47
5001 10000	244	1.43	1854563	2.61
10001 100000	203	1.19	5497508	7.73
100001 AND ABOVE	44	0.26	54401321	76.48
Total	17030	100.00	71132500	100.00

STOCK MARKET DATA

Monthly closing high and low quotation of shares traded on the Stock Exchange, Mumbai (BSE) for the year 2012-13

MONTH	HIGH	LOW
April 2012	4.00	3.13
May 2012	4.18	2.78
June 2012	3.88	2.90
July 2012	5.05	3.02
August 2012	7.20	4.25
September 2012	10.21	6.05
October 2012	16.10	9.56
November 2012	17.00	12.50
December 2012	15.93	12.15
January 2013	19.45	12.95
February 2013	14.25	8.09
March 2013	8.94	6.01

DECLARATION - CODE OF CONDUCT

In pursuant to Clause 49 of the Listing Agreement, All board Members and senior Management Personnel have affirmed the compliance with the Code of Conduct for the year ended on 31st March, 2013.

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

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

Place: Mumbai

Date: 14th August, 2013

DECLARATION BY THE MD/CFO- PURSUANT TO CLAUSE 49(V)

We have reviewed the Financial Statements and the Cash Flow Statements for the year ended 31st March, 2013 and certify, to the best of our knowledge and belief, that;

- I. These statements present a true and fair view of the company's affairs, and are in compliance with existing accounting standards, applicable laws and regulations;
- II. These statements do not contain any materially untrue statements, or omit any material facts or contain statements that might be misleading;
- III. No transactions entered into by the Company during the year were fraudulent, illegal or violative of the Company's Code of conduct and no instances of fraud took place;
- IV. We accept the responsibility for establishing and maintaining internal controls for financial reporting;
- V. We have evaluated the effectiveness of the internal control systems of the Company, and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we were aware and have taken a steps to rectify the same; wherever found;
- VI. Significant changes in internal control over financial reporting, as well as significant changes in accounting policies, if any, have been intimated to the auditors and the Audit Committee, and have been disclosed in the notes to the financial statements.

For Veer Energy & Infrastructure Limited

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

Place: Mumbai

Date: 14th August, 2013

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
M/s. Veer Energy & Infrastructure Limited,

We have examined the compliance of conditions of Corporate Governance of M/s. VEER ENERGY & INFRASTRUCTURE LIMITED, for the year ending 31st March, 2013, as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchanges. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders / Investors Grievance Committee.

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

For Jayesh R. Shah & Co

**Chartered Accountants
Firm Regn. No. 104182W**

**Jayesh Shah
Proprietor
Membership No. 033864**

**Place: Mumbai
Date: 14th August, 2013**

MANAGEMENT DISCUSSIONS & ANALYSIS REPORT

Forward-looking statements:

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. All statements that address expectations or projections about the future, but not limited to the Company's strategy for growth, product development, market position, expenditures, and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized. The Company's actual results, performance or achievements could thus differ from those projected in any forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events.

Overview:

By definition, renewable energy is abundant and constantly replenished. It includes energy from the sun, earth and wind. Most renewable energy comes either directly or indirectly from the sun, wind. Wind energy has been the fastest growing source of energy in the world since 1990, increasing at an average rate of over 25 percent per year. It's a trend driven largely by dramatic improvements in wind technology. Currently, the company is active in providing infrastructure services for Wind Energy & Other infrastructures as well, but now company is planning for backward integration by setting up of Engineering unit at Ahmedabad for which company has already acquired land, building & Machinery and company expect to start production by 13-14.

For the financial year your company has performed reasonably well and is expecting a better result, in spite of bearish trend, in the next year.

SWOT Analysis

Strengths

- It is one of the most environment friendly, clean and safe energy resources.
- It has the lowest gestation period as compared to conventional energy.
- Equipment erection and commissioning involve only a few months.
- There is no fuel consumption, hence low operating costs.
- Maintenance costs are low.
- The capital cost is comparable with conventional power plants. For a wind farm, the capital cost ranges between 4.5 crores to 5.5 crores, depending on the site and the wind electric generator (WEG) selected for installation.

Weaknesses

- Intermittent resource (difficult to predict when wind will blow)
- Less efficient than fossil fuels
- Integration into the grid at scale requires institutional change among utilities and grid operators (and, in many cases, these organizations are not accommodating)
- Higher cost than fossil fuels in most markets
- Market is driven in large part by policy, making it subject to sudden political changes
- Scale-up of wind means increased "Not-in-my backyard" (NIMBY) issues that need to be dealt with on a case-by-case basis

- Lack of long-term policy in India for spurring investor confidence
- Limited knowledge about technology, application and financing in the society.

Opportunities

- Larger, more efficient turbines to generate larger amounts of wind at lower cost
- Direct drive wind turbines that could potentially reduce O&M costs
- Offshore wind
- Expansion into China, Latin America, Eastern Europe, and other emerging markets
- Pairing with natural gas to address intermittency issue
- Unique storage techniques and technologies

Threats

- Double-dip recession and/or return of credit freeze prevents projects from being developed
- Offshore wind deemed too difficult or too expensive
- Rare earth metals required for direct drive turbines become even more scarce as technology gains acceptance and hits scale, causing delays and driving up costs
- Raw material prices soar as economies come out of recession
- Public loses concern about carbon emissions, making it more difficult to maintain supportive policies and incentives.

Internal control systems and their adequacy

Our governance and compliance processes, which include the review of internal control over financial reporting ensure that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorized, recorded and reported. It also conducts regular internal audits to test compliance with the statutory requirements. Audits are led by professional audit managers and supported by experienced personnel drawn from across the organization. Audit results are used by management to create detailed action plans where the businesses have not yet achieved full compliance with the requirements. Key findings are reported to senior management and summary reports are considered by the Audit Committee of the Board. The nature of the industries in which the company operates means that many of its activities are highly regulated by health, safety and environmental norms while maintaining operational integrity.

AUDITORS REPORT

To,
The Members of
VEER ENERGY & INFRASTRUCTURE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Veer Energy & Infrastructure Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with 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 auditor's 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion 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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) In the case of the Statement of Profit and Loss, of the profit/ loss for the year ended on that date; and
- (c) 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") 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.
- 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 subsection (3C) of section 211 of the Companies Act, 1956;
- e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, 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 at 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.

For Jayesh R. Shah & Co
Chartered Accountants
Firm Registration No.104182W

Jayesh Shah
Proprietor
Membership No. 033864

Place: Mumbai
Date: 29th May, 2013

Annexure referred to in paragraph (1) under “Report on Other Legal and Regulatory Requirements” of Independent Auditors Report of even date.

- 1) (i) The Records of fixed assets showing full particulars including quantitative details and situation of fixed assets is prepared by the Company.
(ii) As explained to us, the assets have been physically verified by the management, which, in our opinion, is reasonable, considering the size and nature of the business. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification.
(iii) During the year, the Company has not disposed off any substantial/major part of fixed assets.
- 2) (i) As per the information furnished, the inventories have been physically verified by the management during the year at reasonable intervals, having regard to the nature of stocks, the frequency of the physical verification is reasonable.
(ii) In our opinion, and according to the information and explanation given to us, the procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
(iii) The Company has maintained proper records of inventories. In our opinion and according to the information, there were no major discrepancies noticed on such verification. Minor discrepancies noticed at the year end with actual stock were adjusted with the consumption in the accounts.
- 3) The Company has neither granted nor taken any loans secured or unsecured, to or from Companies, firm or other Parties covered in the register maintained under section 301 of Companies Act, 1956. As the Company has not granted /taken any loans, clauses (iii) (b), (iii) (c), (iii) (d), (iii) (e), (iii) (f) and (iii) (g) of paragraph 4 of the said order are not applicable to the Company.

- 4) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and Sale of goods & services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanation given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control System.
- 5) (i) In our opinion and according to the information and explanations given to us, the Company has maintained a proper records for the Contracts or arrangements referred to in section 301 of the Companies Act 1956 that need to be entered in the register required to be maintained under that section.
(ii) According to the information and explanation given to us, on verification of the records, we are of the opinion that the transaction of purchase and sale of goods, materials and services made in pursuance of contracts arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 aggregating during the year to Rs. 5, 00,000/- or more in respect of each parties have been recorded properly.
- 6) The company has not accepted any deposits from public within the meaning of section 58A and 58AA of the Companies Act, 1956 and the rules framed there under.
- 7) In our opinion, the Company has adequate internal audit system commensurate with its size and nature of its business.
- 8) The Company is not covered under section 209(1) (d) of the Companies Act, 1956 hence, not required to maintain cost records.
- 9) According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance Fund, Income Tax, Sales Tax, wealth tax, service tax, Custom Duty, Excise Duty, Cess and other statutory dues with appropriate authorities. According to the records of the company and information and explanation given to us, there are no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Customs Duty, Sales Tax, Excise Duty, PF, ESIC and any other statutory dues outstanding as at 31st March, 2013- for a period of more than six months from the date they became payable. According to the information and Explanation given to us there are no dues of income tax, sales tax, wealth tax, and service tax, which have not been deposited with the appropriate authorities on account of any dispute.
(b)According to the records of the Company and information and explanation given to us, the dues of Sales-tax, Custom Duty, Excise Duty, Income tax, wealth tax, cess which have not deposited, on account of disputes and the forum where the dispute is pending are as under.
- | Name of Statutes | Nature of Dues | Amount (Rs.) | Forum where dispute is pending |
|----------------------|--------------------------------|-----------------|--------------------------------|
| Income tax Act, 1961 | Income Tax, Interest A.Y.10-11 | 447270/- | |
| | Penalty A.Y.2010-11 | Not Ascertained | CIT (Appeal) VI |
- 10) The Company does not have any accumulated business loss as at the end of the financial year and has not incurred Cash losses in the financial year and in the immediately preceding financial year.
- 11) The Company did not have any outstanding dues to any financial Institution, or debentures holder during the year.
- 12) The Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) The provisions of any special statute applicable to chit fund/Nidhi/mutual benefit fund/Societies are not applicable to the Company.
- 14) The Company has not dealt or traded in shares, securities and debentures during the year under record. However, as per the information & explanation given to us, proper records have been maintained by the Company for the investments made in the past.

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

For Jayesh R. Shah & Co
Chartered Accountants
Firm Regn.No.104182W

Place: Mumbai
Date: 29th May, 2013

Jayesh Shah
Proprietor
Membership No. 033864

VEER ENERGY AND INFRASTRUCTURE LIMITED			
Balance Sheet as at 31st March, 2013			
Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	71132500	71132500
(b) Reserves and Surplus	3	343126611	290666555
(c) Money Received against share warrants	4	0	0
(2) Share application money pending allotment	5	0	0
(3) Non-Current Liabilities			
(a) Long-term borrowings	6	26107900	0
(b) Deferred tax liabilities (Net)	7	34952633	35254954
(c) Other Long term liabilities	8	0	0
(d) Long term provisions	9	960386	574913
(4) Current Liabilities			
(a) Short-term borrowings	10	73576177	6718802
(b) Trade payables	11	314892298	183152444
(c) Other current liabilities	12	4136397	3975741
(d) Short-term provisions	13	20158143	19383106
Total		889043045	610859015
II. Assets			
(1) Non-current assets			
(a) Fixed assets	14		
(i) Tangible assets		143983856	113174181
(ii) Intangible assets			
(iii) Capital work-in-progress		13299769	
(iv) Intangible assets under development			
(b) Non-current investments	15	6462497	5064897
(c) Deferred tax assets (net)	16	0	0
(d) Long term loans and advances	17	15090120	26021000
(e) Other non-current assets	18	1259621	1889432
(2) Current assets			
(a) Current investments	19	41696601	10676596
(b) Inventories	20	72322835	151035629
(c) Trade receivables	21	556188593	277651614
(d) Cash and cash equivalents	22	779199	298852
(e) Short-term loans and advances	23	37959955	25046814
(f) Other current assets	24	0	0
Total		889043045	610859015
Notes Financial Statements and Significant Accounting Policies			
The note No. 1 to 51 forms an integral part of these Financial Statements			
As per our Report of Even date Attached For Jayesh R. Shah & Co. Chartered Accountants Firm Regn. No. 104182W		For and on behalf of the Board	
Jayesh Shah Proprietor M.No. 033864 Place: Mumbai Date: 29th May, 2013	Yogesh Shah Managing Director	Bhavin Shah Executive Director	
	Prakash Shah Executive Director		

VEER ENERGY AND INFRASTRUCTURE LIMITED			
Statement of Profit and Loss for the year ended 31st March, 2013			
Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from operations	25	812368037	721866339
II. Other Income	26	6397470	2288951
III. Total Revenue (I + II)		818765507	724155290
IV. Expenses:			
Cost of materials consumed	27	0	0
Purchase of Stock-in-Trade	28	623784341	702383379
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	29	78712794	-132301441
Employee benefit expense	30	9369376	5893284
Financial costs	31	8266703	1846677
Depreciation and amortization expense	14	6664446	6014925
Other expenses	32	19465576	68232458
Total Expenses		746263237	652069282
V. Profit before exceptional and extraordinary items and tax	(III - IV)	72502270	72086008
VI. Exceptional Items	33	0	0
VII. Profit before extraordinary items and tax (V - VI)		72502270	72086008
VIII. Extraordinary Items	34	0	0
IX. Profit before tax (VII - VIII)		72502270	72086008
X. Tax expense:			
(1) Current tax		14505457	14422788
(2) Deferred tax		-302321	15433383
		14203136	29856171
XI. Profit(Loss) from the period from continuing operations	(IX - X)	58299134	42229837
XII. Profit/(Loss) from discontinuing operations	35	0	0
XIII. Tax expense of discontinuing operations		0	0
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		0	0
XV. Profit/(Loss) for the period (XI + XIV)		58299134	42229837
XVI. Earning per equity share of Rs.1/- face value:			
(1) Basic		0.82	0.59
(2) Diluted		0.82	0.69
Notes Financial Statements and Significant Accounting Policies			
The note No. 1 to 51 forms an integral part of these Financial Statements			
As per our Report of Even date Attached For Jayesh R. Shah & Co. Chartered Accountants Firm Regn. No. 104182W		For and on behalf of the Board	
Jayesh Shah Proprietor M.No. 033864 Place: Mumbai Date: 29th May, 2013		Yogesh Shah Managing Director	Bhavin Shah Executive Director
		Prakash Shah Executive Director	

VEER ENERGY AND INFRASTRUCTURE LIMITED		
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013		
PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT		
	Rupees For the year ended March 31, 2013	Rupees For the year ended March 31, 2012
A	Cash Flow from Operating Activities	
	72502270	72086008
	Net Profit before tax	
	<u>Adjustments for :</u>	
	6664446	6014925
	Depreciation/Amortisation	
	629811	629811
	Share Issue Expenses w ritten off	
	-878759	4205796
	Right Issue Expenses w ritten off	
	-6397470	-2288951
	Other Income	
	72520298	80647589
	Operating Profit before Working Capital Changes	
	<u>Adjustments for :</u>	
	10930880	-9321000
	(Increase) / Decrease in Long term loans and advances	
	0	0
	(Increase) / Decrease in Other non current assets	
	78712794	-132301441
	(Increase) / Decrease in Inventories	
	-278536979	-48766652
	(Increase) / Decrease in Trade Receivable	
	-12913141	21251958
	(Increase) / Decrease in short term loans and Advances	
	0	0
	(Increase) / Decrease in Other Current Assets	
	-31020005	-10605960
	(Increase) / Decrease in Current Investments	
	0	0
	Increase /(Decrease) in other long term liabilities	
	385473	574913
	Increase /(Decrease) in Long term provisions	
	66857375	-234290
	Increase /(Decrease) in Short Term Borrowings	
	131739854	125796054
	Increase /(Decrease) in Trade Payables	
	160656	416929
	Increase /(Decrease) in Other Current Liabilities	
	775037	-1335492
	Increase /(Decrease) in Short Term Provisions	
	-32908056	-54524981
	Cash generated from Operations	
	14505457	14422788
	Current and Deferred Tax Adjustment	
	25106785	11699820
	Net Cash (used) / from Operating Activities	
B	Cash flow from Investing Activities	
	-50773889	-4843571
	Sale/(Purchase) of Fixed Assets	
	-1397600	-4184903
	Sale/(Purchase) of Non Current Investments	
	Increase/(Decrease) in Share Capital	
	0	0
	Increase/(Decrease) in Reserves	
	26107900	-15796
	Increase/(Decrease) of Long Term Borrowings	
	Loss on Sale of Leased Assets	
	6397470	2288951
	Interest & Other Income	
	-19666119	-6755319
	Net Cash (used in) / from Investing Activities	
C	Cash flow from Financial Activities	
	4960318	4960318
	Dividend Paid	
	0	0
	Interest Paid	
	4960318	4960318
	Net Cash (used in)/ from Financing Activities	
	480348	-15817
	Net changes in cash & cash equivalents (A + B + C)	
	298852	314672
	Cash & cash equivalents - Opening Balance	
	779200	298855
	Cash & cash equivalents - Closing Balance	
	Yogesh Shah	Bhavin Shah
	Managing Director	Executive Director
	Prakash Shah	
	Executive Director	
Place : Mumbai		
Date: 29th May, 2013		

AUDITORS CERTIFICATE

We have examined the attached Cash Flow Statement Of Veer Energy & Infrastructure Limited for the year ended 31st March 2013. The Statement has been prepared by the Company in accordance with the requirements of the listing agreement clause 32 with the Stock exchange and is based on and in agreement with the corresponding statement of Profit and Loss and balance Sheet of the company covered by our report of even date to the members of the company .

For Jayesh R. Shah & Co.
Chartered Accountants
Firm Regn.No. 104182W

(Jayesh Shah)
Proprietor
M. No. 033864
Place : Mumbai
Date: 29th May, 2013

VEER ENERGY & INFRASTRUCTURE LIMITED			
Notes to the Financial Statements for the year ended 31st March, 2013			
Note No.	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	<u>Significant Accounting Policies</u>		
(a)	<u>Basis of Accounting:</u> The financial statement are Prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention, on the accruals basis. Except in respect of assets classified as Non Performing Assets (NP)		
(b)	<u>Use of Estimates</u> The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that may affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and the reported amount of revenues and expenses during the reported period. Actual results could differ from those of estimated.		
(c)	<u>Revenue Recognition:</u> (i) Sale of goods: Revenue from the sale of goods is recognized when significant risks and rewards in respect of ownership of the goods are transferred to the customer, as per the terms of the respective Sales Order. (ii) Interest Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable (iii) Dividend Dividend Income from investments are recognized when the right to receive payment established.		
(d)	<u>Fixed Assets</u> Fixed Assets are stated at cost, less accumulated depreciation and impairment losses. Cost includes all expenditure necessary to bring the assets to its working conditions for its intended use.		
(e)	<u>Depreciation and Amortisation</u> Depreciation is provided on the straight line method based as per the rate specified in Schedules XIV of the Companies Act, 1956.		
(f)	<u>Investments</u> Long-term investments are carried at cost. However, Provision is made to recognize, other than temporary, in the value of long-term investments. Current Investments are carried at lower of cost and fair values, determined on individual basis.		
(g)	<u>Inventories</u> Inventories are at lower of cost and net realizable value. Stock of land is valued at lower of cost and net realizable value. Cost is determined on the weighted average basis, net realizable value is determined by management using technical estimates.		
(h)	<u>Borrowing Costs</u> Borrowing cost that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A quality asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.		
(i)	<u>Retirement and other employee benefits</u> The Company has adopted the policy to provide for the Liability for gratuity and leave encashment benefits on actuarial valuation. Acturial Valuation report has been obtained for the liabilities for gratuity and leave encashment benefits and provision has been made accordingly.		
(j)	<u>Provisions, Contingent liabilities and contingent Assets.</u> A Provision is recognized when the Company has a Present obligation as a result of past events and it is probable that an out flow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to their present value and are determined based on estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed by way of Notes to the account. Contingent assets are not recognized.		
(k)	<u>Provision for current and deferred tax</u> Provision for current income tax is made in accordance with the Income Tax Act, 1961. Deferred tax liabilities and assets are recognized at substantively enacted tax rates, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that original in one period are capable of reversal in one or more subsequently period.		
(l)	<u>Foreign Currency Transaction</u> a) Transaction denominated in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. b) Monetary items denominated in foreign currency at the year end are restated at year end rates. c) Non monetary foreign currency items are carried at cost.		

VEER ENERGY & INFRASTRUCTURE LIMITED				
Notes to the Financial Statements for the year ended 31st March, 2013				
Note No.	Particulars	Figures as at the end of current reporting period		Figures as at the end of previous reporting period
(m)	<u>Impairments</u> Impairment loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the statement of Profit and Loss and carrying amount of the asset is reduced to its recoverable amount.			
(n)	<u>Earning Per Share</u> Basic earnings per Share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the year and also after the balance sheet date but before the date the financial statements are approved by the Board of Directors. For the purpose of calculating diluted earnings per share, the net profit for period attributed to equity shareholders and the weighted average number of share outstanding during the period adjusted for the effects of all dilative potential equity shares. The number of equity shares and potential dilative equity shares are adjusted for bonus as appropriate.			
(o)	<u>Share Issue Expenses</u> Share issue expenses are redemption premium are adjusted against the Securities Premium Account as permissible under Section 78(2) of the Companies Act, 1956, to the extent balance is available for utilisation in the Securities Premium Account. The balance of share issue expenses is carried as an asset and is amortised over a period of 5 years			
2	<u>Share Capital</u>			
	<u>Authorised</u>			
	15,00,00,000 Equity shares of Rs. 1/- each	150000000		150000000
	(Previous year 15,00,00,000 Equity shares of Rs.1/- each			
	<u>Issued, Subscribed and Paid up</u>			
	71132500 Equity shares of Rs. 1/- each fully paid up	71132500		71132500
	(Previous year 71132500 Equity shares of Rs.1/- each			
		71132500		71132500
	Of the above 45400000 equity shares of Rs. 1 each were allotted as fully paid bonus shares by capitalisation of reserve in last five years.			
	Details of shares held by each share holders holding more than 5% shares			
	Name	Number of Shares	%	Number of Shares
	Yogesh M. Shah	16456583	23.14	16256583
	Cresta Fund Ltd.	6500000	9.14	6500000
	Sparrow Asia Diversified Opportunity	5000000	7.03	5000000
3	<u>Reserves and Surplus</u>			
		As at 31st March, 2012	Addition during the year	Deduction during the year*
		As at 31st March, 2013		
	Security Premium Reserve	186592500	0	0
	General Reserve	10000000	0	0
	Surplus in statement of profit and loss	94074055	53338816	878760
		290666555	53338816	0
	* Profit for the period		2013	2012
	Profit for the period		58299134	42229837
	Less: Dividend on Equity Shares	4267950		4267950
	Tax on Distributed Profits on Equity Shares	692368		692368
	Transfer to General Reserve	0	4960318	2000000
			53338816	35269519
4	Money Received against share warrants	0		0
5	Share Application Money pending allotment	0		0
6	<u>Long Term Borrowings</u>			
	Secured	0		0
	HDFC Bank Term loan	26107900		0
	Overdraft from Canara Bank	0		0
	Term loan is against setting up the new engineering division at base rate+3.30% interest rate for 5 years.			
	Unsecured	0		0
		26107900		0

VEER ENERGY & INFRASTRUCTURE LIMITED			
Notes to the Financial Statements for the year ended 31st March, 2013			
Note No.	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
7	Deferred tax liabilities		
	Deferred Tax Liabilities	35279068	35450367
	Deferred Tax Assets	326435	195413
	Deferred Tax Liabilities (Net)	<u>34952633</u>	<u>35254954</u>
8	Other Long term liabilities	<u>0</u>	<u>0</u>
9	Long term provisions		
	Provision for Gratuity	<u>960386</u>	<u>574913</u>
10	Short-term borrowings		
	Secured		
	Bank OD from Yes Bank	0	0
	HDFC Bank CC	0	6693802
	HDFC Bank OD A/c.	28575000	
	CC Limit and OD against stock and debtors @ base rate plus 3% interest rate	13219177	
	Unsecured		
	From Directors	0	25000
	Intercorporate Deposits	31782000	0
		<u>73576177</u>	<u>6718802</u>
11	Trade payables		
	Trade payables due to Micro, Small and Medium Ent.	0	0
	Trade Payable Others (net of Advances)	314892298	183152444
	Due from Related parties	0	0
	Others	0	0
		<u>314892298</u>	<u>183152444</u>
12	Other current liabilities		
	Current maturities of long term debts	0	0
	Other payables-employees	0	0
	Trade deposits and Advances		
	VAT, TDS, Service tax and Withholding tax payable	3788177	3681441
	Interest accrued and due		
	Interest accrued but not due		
	Unpaid matured deposits and interest accrued thereon		
	Other payables	348220	294300
		<u>4136397</u>	<u>3975741</u>
13	Short-term provisions		
	Dividends on Equity shares (Including Div.Dis.Tax Income Tax and Wealth Tax	5652686	4960318
	Employees benefits	14505457	14422788
	Others (Including provision for MTM on forward contracts)		
		<u>20158143</u>	<u>19383106</u>
14	Fixed assets		
	Capital work in progress	<u>143983856</u>	<u>113174181</u>
		<u>13299769</u>	<u>0</u>
15	Non-current investments		
	(All unquoted unless otherwise specified)		
	Veer Enterprise GmbH- 100% subsidiaries in Germany Euro 25000 as Capital and Euro 70000 as loan.	6432497	5034897
	Trade Investments - NSC-VIII issue	30000	30000
		<u>6462497</u>	<u>5064897</u>
16	Deferred Tax Assets (Net)	<u>0</u>	<u>0</u>
17	Long term loans and advances		
	Business advances-Considered good		
	Sindhu Ottur Vinodkumar	0	0
	GETCO- Advance	90120	0
	Office/Residence Deposits	15000000	26021000
		<u>15090120</u>	<u>26021000</u>
18	Other non-current assets		
	Share issue expenses c/fd.	1259621	1889432
		<u>1259621</u>	<u>1889432</u>

VEER ENERGY & INFRASTRUCTURE LIMITED												
FIXED ASSETS : Note No. 14												
DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK			
	As At 1.4.2012	ADD DURING THE YR.	DEDUC. DURING THE YR.	AS AT 31.3.2013	Up To 1.4.2012	On Op.Bal	On Add. Deduction	For the Year 2012-13	Up To 31.3.2013	As at 31.3.2013	As at 31.3.2012	
Factory Land & Building at Changodar	0	12708400	0	12708400	0	0	251258	251258	251258	12457142	0	
Air Conditioner - Mumbai	394400	0	0	394400	47772	18734	0	18734	66506	327894	346628	
Air Conditioner - Ahmedabad	181587	20000	0	201587	2032	8625	942	9568	11600	189987	179555	
Epbax - Mumbai	49154	0	0	49154	7501	2335	0	2335	9836	39318	41653	
Epbax - Ahmedabad	25200	0	0	25200	82	1197	0	1197	1279	23921	25118	
Office Equipments	151641	0	0	151641	12044	7203	0	7203	19247	132394	139597	
Computer - Mumbai	500490	0	0	500490	313280	81129	0	81129	394409	106081	187210	
Computer - Ahmedabad	133220	55202	0	188422	1006	21595	6987	28582	29588	158834	132214	
Furniture & Fixtures - Mumbai	1789106	0	0	1789106	214006	113250	0	113250	327256	1461850	1575100	
Furniture & Fixtures - Ahmedabad	342807	7464	0	350271	892	21700	434	22133	23025	327246	341915	
Projector-Mumbai	68625	0	0	68625	23017	4344	0	4344	27361	41264	45608	
Ahmedabad - Office	2205000	0	0	2205000	21791	73647	0	73647	95438	2109562	2183209	
Three Phase Transformer	393819	0	0	393819	76414	18706	0	18706	95120	298699	317405	
Coil Winding Machine	237518	0	0	237518	37424	11282	0	11282	48706	188812	200094	
CT Testing Panel	1060875	0	0	1060875	131397	50392	0	50392	181789	879086	929478	
Vacuum Pump	172950	0	0	172950	24510	8215	0	8215	32725	140225	148440	
Air Compressor	0	226800	0	226800	0	2125	0	2125	224675	0	0	
Automatic Voltage Regulator	0	243600	0	243600	0	2042	0	2042	2042	241558	0	
CNC Tools/holders	0	234430	0	234430	0	0	796	796	796	233634	0	
CNC Turning Center - Haas - FIC	0	3179699	0	3179699	0	0	24664	24664	24664	3155035	0	
CNC VMC - 1000 A/ VF - 3 - Haas	0	3356218	0	3356218	0	0	26033	26033	26033	3330185	0	
CNC VTL - Youtji - YV - 1200ATC	0	14977264	0	14977264	0	0	91782	91782	91782	14885482	0	
Crane at Fact 20 Ton	0	1400000	0	1400000	0	0	29515	29515	29515	1370485	0	
WTG- Gujarat 1	12000000	0	0	12000000	2182358	570000	0	570000	2752358	9247642	9817642	
WTG- Gujarat 2	12000000	0	0	12000000	2111928	570000	0	570000	2681928	9318072	9888072	
WTG- Gujarat 3	10800000	0	0	10800000	1368937	513000	0	513000	1881937	8918063	9431063	
WTG- Gujarat 4	10800000	0	0	10800000	1368937	513000	0	513000	1881937	8918063	9431063	
WTG- Gujarat 5	10800000	0	0	10800000	1368937	513000	0	513000	1881937	8918063	9431063	
WTG- Gujarat 6	10800000	0	0	10800000	1368937	513000	0	513000	1881937	8918063	9431063	
WTG- Gujarat -850	47865415	0	0	47865415	2273607	2273607	0	2,273,607	4547214	43318201	45591808	
Wind Mast	1840625	1065043	0	2905668	7426	87430	24750	112,180	119605	2786063	1833199	
Car Chevrolet	1012388	0	0	1012388	378120	96177	0	96,177	474297	538091	634268	
Car Swift	664040	0	0	664040	217942	63084	0	63,084	281025	383015	446098	
Maruti Wagnore	454000	0	0	454000	68809	43130	0	43,130	106939	347061	390191	
Activa	56172	0	0	56172	746	5336	0	5,336	6082	50090	55426	
	126799032	50773889	0	177572921	13624851	6203119	461327	6,664,446	20289297	143983856	113174181	
Capital Work in progress												
New Factory Building at Changodar	0	7968101	0	7968101	0	0	0	-	0	7968101	0	
Factory Shed at Changodar	0	5331668	0	5331668	0	0	0	-	0	5331668	0	
Less: Capital Work in progress	0	13299769	0	13299769	0	0	0	0	0	13299769	0	
Previous Year	121955461	4843571	0	126799032	7609926	5977453	37472	6,014,925	13624851	113174181	114345535	

VEER ENERGY & INFRASTRUCTURE LIMITED			
Notes to the Financial Statements for the year ended 31st March, 2013			
Note No.	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
19	Current investments		
	In mutual Fund		
	Name No. Face Value		
	Reliance Liquid Fund 46.558 1001.371408	46622	43543
	<u>Trade Investments</u>		
	HDFC Bank FD-For Bank guarantee facility	5094935	
	Yes Bank FD- For bank guarantee facility	36555044	10633053
		<u>41696601</u>	<u>10676596</u>
20	Inventories		
	Raw Material		
	Solar Panel	560022	560022
	<u>Work in Progress</u>		
	Land for Wind farm	54608700	65709200
	Erection and commissioning product	0	410000
	Foundation material	2213200	463687
	Power Evacuation Facilities	6783270	13454900
	Bhavnagar Sub-station	0	65587820
	Job Work	0	4850000
	Electrical Material	707643	0
	WTG	7450000	0
		<u>71762813</u>	<u>150475607</u>
	Total	<u>72322835</u>	<u>151035629</u>
21	Trade receivables		
	Secured	0	0
	Unsecured		
	More than 6 months considered good	120614030	3477833
	Less than 6months considered good	435574563	274173781
		<u>556188593</u>	<u>277651614</u>
	Less : Provision for doubtful debts	0	0
		<u>556188593</u>	<u>277651614</u>
22	Cash and cash equivalents		
	Cash in hand and as Imprest	604506	143592
	Cheques/ Drafts in hand	0	0
	On Current Account	174693	155260
	On Dividend Account		
	On Deposit Account		
	As Margin money		
		<u>779199</u>	<u>298852</u>
23	Short-term loans and advances		
	Loans and Advances to Related Parties	0	0
	Loans and Advances to Others		
	Unsecured, considered good	2749715	1910650
	Deposits- Intercorporate	0	0
	Deposits/Balances with Excise/VAT authorities	945298	1277827
	Advance payment of Income Tax/Wealth Tax/TDS	14633480	16820278
	Advance payment of VAT/Service tax	19631462	5038059
		<u>37959955</u>	<u>25046814</u>
24	Other current assets	0	0
25	Revenue from operations		
	Sales of Infrastructure Products	784229959	696889425
	Sales of Services	16840763	14722516
	Other Operating Income	11297315	10254398
		<u>812368037</u>	<u>721866339</u>
	Less: Excise Duty	0	0
	Net Sales	<u>812368037</u>	<u>721866339</u>
	Particulars of Sale of Products & Services		
	Sale of Infrastructure under works contract	784229959	696889425
	Sale of Services is O & M of WTG Infrastructure	16840763	14722516
	Other operative income - power generation	11297315	10254398

VEER ENERGY & INFRASTRUCTURE LIMITED			
Notes to the Financial Statements for the year ended 31st March, 2013			
Note No.	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
26	Other Income		
	Interest from Others	1934392	1515571
	Dividend	3078	2908
	Net Gain/Loss on sale of current Investments	0	0
	Other Non operating Income	4460000	770472
		6397470	2288951
27	Cost of materials consumed	0	0
28	Purchase of Stock-in-Trade		
	Purchase of Infrastructure under W/C	570131222	559571697
	Purchase of Materials/Land	42604872	133439802
	Purchase of Services-O & M Charges	11048247	9371880
		623784341	702383379
29	Change in Inventories of finished goods, WIP and Stock in Trade		
	Stock at close		
	Lans for windfarm	54608700	65709200
	Erection and commissioning products	0	410000
	Foundation materials	2213200	463687
	Power evacuation facilities	6783270	13454900
	Sub station at Bhavnagar	0	65587820
	Job Work	0	4850000
	Electrical Material	707643	0
	WTG	7450000	
	Solar Panel	560022	560022
		72322835	151035629
	Stock at commencement		
	Lans for windfarm	65709200	950000
	Erection and commissioning products	410000	4670143
	Foundation materials	463687	5601716
	Power evacuation facilities	13454900	6618182
	Sub station at Bhavnagar	65587820	
	Job Work	4850000	
	O & M products	0	334125
	Solar Panel	560022	560022
		151035629	18734188
		78712794	-132301441
30	Employee benefit expense		
	Salaries, Wages, Bonus, Gratuities & Allowances	8332659	5680797
	Contribution to Provident & Superannuation Fund	0	0
	Staff Welfare Expenses	1036717	212487
		9369376	5893284
31	Financial costs		
	Interest expenses on overdrafts and other borrowings	5643778	239290
	Bank Charges	2622925	1607387
		8266703	1846677
32	Other expenses		
	Other Direct Expenses-A		
	Consumables	48535	0
	Compensation Charges	89000	1272761
	Getco/GEDA/MEDA Liasoning Fees	1074200	17655725
	Gujarat Energy Development Agency Fees	40340	3758772
	Rajasthan Renewable Energy Fees	1000	22067213
	Labour & Securities at sites		2201414
	Land Survey Expenses		4335530
	Lease rent and taxation	3743081	7909839
	Petroleum & Fuel		19046
	Security Charges	1852800	0
	Wind Research expenses		330900
	Other Direct Expenses	79193	749908
		6928149	60301108

VEER ENERGY & INFRASTRUCTURE LIMITED				
Notes to the Financial Statements for the year ended 31st March, 2013				
Note No.	Particulars	Figures as at the end of current reporting period		Figures as at the end of previous reporting period
	Admn. and Establishment Exp.-B			
	Rent			0
	Rates & taxes			0
	Insurance	1122455		903624
	Advertisement publicity & sales promotion	2932905		80084
	Travelling & other incidental expenses	1219890		1201533
	Office maintenance	582226		189081
	Vehicle running & maintenance	383445		134645
	Printing & stationery	835181		226176
	Communication expenses	421981		334128
	Staff recruitment & training			0
	Donation	200000		0
	Auditors remuneration As auditors	285000		275000
	for tax audit	25000		25000
	for certification/limited review	40000		15000
	out of pocket expenses	0		12000
	Repairs Others	50285		83473
	Machineries	47023		25978
	Office building	94775		241642
	Legal, professional & consultancy charges	2896307		2308394
	Freight & forwarding (including ocean freight)	0		0
	Director's sitting fees	20000		17000
	Director's commission	0		0
	Discount	151830		0
	Listing Fees	247086		217733
	Miscellaneous expenses*	352227		582490
	Share issue expenses w/Off	629811		629811
	Bad debts/irrecoverable advances written off			428558
		12537427		7931350
	Total A + B	19465576		68232458
33	VI. Exceptional Items	0		0
34	VIII. Extraordinary Items	0		0
35	XII. Profit/(Loss) from discontinuing operations	0		0
36	<u>Value of Imports on CIF basis in respect of :</u>	2012-13		2011-12
	Raw Material	Nil		Nil
	Components and Spare Parts	Nil		Nil
	Capital Goods	19858782		Nil
37	<u>Expenditure in Foreign Currency on account of:</u>			
	a) Royalty, know how, professional, consultation fees, interest and other matters	1397600		4184903
	b) Travelling	Nil		Nil
38	<u>Dividend Remitted in foreign currency</u>	Nil		Nil
39	<u>Value of Imported and Indigenous material consumed & percentage there of</u>			
		Value	%	Value
	Value of Imported material consumed	0	0	0
	Value of Indigenous material consumed	702497135	100	570081938
	Total	702497135	100	570081938
40	<u>Earning in foreign exchange</u>			
	FOB Value of exports	0	0	0
	Royalty, know how Professional and consultancy fees	0	0	0
	Interest and dividends	0	0	0
	Other Income	0	0	0

VEER ENERGY & INFRASTRUCTURE LIMITED			
Notes to the Financial Statements for the year ended 31st March, 2013			
Note No.	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
41	Earning per share (EPS)		
i)	Net Profit after tax as per statement of Profit and Loss	58299134	42229837
ii)	Weighted Average number of equity shares used as denomination for calculating EPS	71132500	71132500
iii)	Basic and Diluted Earning per share	0.82	0.59
iv)	Face Value per equity share	1.00	1.00
42	Payment to Auditors		
a)	As Auditor :	285000	275000
b)	As Advisor, or in any other capacity		
i)	Taxation matters (Tax Audit)	25000	25000
ii)	Company Law matters;	-----	-----
iii)	management services	-----	-----
c)	In any other manner- Limited Review Report	40000	27000
43	a) Employees Retirement Benefits:		
	As required by the mandatory accounting standard -15 regarding "Accounting for Retirement Benefits in the Financial Statements of Employer" . Acturial Valuation Report has been obtained for the liabilities for gratuity and leave encashment benefits. The amount as per report is Rs.385473/- for the year which has been provided in the accounts but investments of the total amount till date Rs. 960386/- has not been made so far.		
44	Segment Reporting as required by Accounting Standard 17		
	Primary Segment Energy & Infrastructure	100%	
	Secondary Segment Trading	Nil	
	Geographical Segment 100% Revenue from India only.		
45	Related parties disclosure in accordance with the accounting standard 18		
	List of Related Parties : Enterprise owned or significantly controlled by the Directors of the Company:		
	The name of the Company/Firm	Director Interested	Capacity
	1 M/s. Niyati Industries Limited	Yogesh M. Shah	Director
	2 M/s Pan India & Drugs Chemicals Ltd.	Yogesh M. Shah	Director
	3 M/s. Shruti Power Projects Pvt. Ltd.	Yogesh M. Shah	Director
	4 M/s. Krupa Wind tech Pvt. Ltd.	Yogesh M. Shah	Director
	5 M/s. Ruchi Windfarm Pvt. Ltd.	Yogesh M. Shah	Director
	6 M/s Arpan Housing Company	Yogesh M. Shah	Proprietor
	7 M/s. Niyati Industries Limited	Arvind M. Shah	Director
	8 M/s Pan India & Drugs Chemicals Ltd.	Prakash C. Shah	Director
	9 M/s. Danish Engineering	Prakash C. Shah	Proprietor
	10 M/s. Kunal Traders	Prakash C. Shah	Proprietor
	11 M/s V K Enterprise	Dhimant Shah	Partner
	12 M/s. Vithaldas Kalidas	Dhimant Shah	Partner
	13 M/s Arvind Shah & Co.	Arvind Shah	Proprietor
	Key Managerial Person		
	Mr. Yogesh M. Shah	Mnaging Director	
	Mr. Bhavin Shah	Executive Director	
	Mr. Prakash Shah	Executive Director	
	Transaction with related party		
	M/s Niyati Industries Limited	Factory Deposit recd.	30000000
	M/s Pan India Drugs & Chemicals Ltd	Int. Corporate Deposit Recd.	1782000
	Mr. Yogesh M. Shah	Remuneration Paid	1100000
	Mr. Bhavin Shah	Remuneration Paid	650000
	Mr. Prakash Shah	Remuneration Paid	650000
	Details of outstandings with Related Party at the end of the year		31-3-2013 31-3-2012
	Niyati Industries Limited (Cr.)		30000000 0
	Pan India Drugs & Chemicals Limited (Cr.)		1782000 0
	Yogesh M. Shah (Cr.)		0 25000
46	There are no pending capital commitments.		
47	Contingent Liabilities		
	The Company has a 100% subsidiary in Germany named " Veer Enterprise - GMBH" Subsidiary has incurred a loss of INR 2125745/- equivalent to Euro 30567/- during the year 2012-13. The accumulated loss is INR 7866864/- equivalent to Euro 113121/- The The investment of the Company so far is Euro 25000/- in equity and Euro 70000/- as loan totalling to Euro 95000/- Hence ther is a contingent liability to the tunr of Euro 18121/- equivalent to INR 1260203/- as on 31st March, 2013 considering the exchange rate of 1 Euro = INR 69.5438 as per RBI reference rate. The management is hopeful to recover the losses of subsidiary in future.		
48	The Company has no liability under Micro, Small and Medium Enterprises Development Act,2006 (The Act) and hence disclosure regarding:		
	(a) Amount due and outstanding to suppliers as the end of accounting year;		
	(b) Interest paid during the year;		
	(c) Interest payable at the end of the accounting year, and		
	(d) Interest accrued and unpaid at the end of the accounting year, has not been provided.		

VEER ENERGY & INFRASTRUCTURE LIMITED			
Notes to the Financial Statements for the year ended 31st March, 2013			
Note No.	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
49	The Company has floated a 100% subsidiary " Veer Enterprise-GMBH" in Germany to explore the possibility of expansion in the field of non conventional energy with the help of colloberation with any company in this field with a wide experience and capital resources. The main idea is to make development in India only at a later stage. The subsidiary is incurring losses, but the management is hopeful to recover the same in future. The management has taken care to minimise the expenses.		
50	The Company is required to appoint a Whole time Company Secretary as per Section 383A of the Companies Act, 1956. The Company had advertised for the proper candidate, but the Company being small and medium size company, could not get proper candidate hence the Company is getting work done from practicing Company Secretary on retainership basis..		
51	Previous year figures have been regrouped & rearranged wherever necessary.		
	As per our report of even date attached For JAYESH R SHAH & CO. Chartered Accountants Firm Regn.No.104182W	For and on Behalf of the Board	
	Jayesh Shah Proprietor Membership No.033864	Yogesh Shah Managing Director	Bhavin Shah Executive Director
		Prakash Shah Executive Director	
	Place : Mumbai Date: 29th May, 2013		

CONSOLIDATED FINANCIAL STATEMENTS AND NOTES FOR MARCH 2013

INDEPENDENT AUDITORS REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To,
The Board of Directors
Veer Energy & Infrastructure Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Veer Energy & Infrastructure Limited (“the Company”) and its subsidiaries, which comprise the consolidated Balance Sheet as at March 31, 2013, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management’s Responsibility for the Consolidated Financial Statements

1. Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India including Accounting Standards referred to in Section 211(3C) 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

1. Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free from material misstatement.
2. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated 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 presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

1. In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) In the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
 - (b) In the case of the consolidated Statement of Profit and Loss, of the loss for the year ended on that date; and

(c) In the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matters

We have relied on the unaudited financial statements of subsidiary duly certified by the management, whose total assets is Rs. 68,501 as on 31st March, 2013, total revenue of Rs. Nil and total expenses of Rs. 21,25,745/-. These unaudited financial statements as approved by the Board of Directors have been furnished to us by the management and our report in so far as it relates to the amounts included in respect of the subsidiary is based solely on such approved unaudited financial statement.

For Jayesh R. Shah & Co.
Chartered Accountants
Firm's Regn.No.104182W

Jayesh Shah
Proprietor
Membership No.033864
Place: Mumbai
Date: 29th May, 2013

VEER ENERGY AND INFRASTRUCTURE LIMITED			
Consolidated Balance Sheet as at 31st March, 2013			
Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	71132500	71132500
(b) Reserves and Surplus	3	335433911	285118986
(c) Money Received against share warrants	4	0	0
(2) Share application money pending allotment	5	0	0
(3) Non-Current Liabilities			
(a) Long-term borrowings	6	26107900	0
(b) Deferred tax liabilities (Net)	7	34952633	35254954
(c) Other Long term liabilities	8	0	0
(d) Long term provisions	9	960386	574913
(4) Current Liabilities			
(a) Short-term borrowings	10	73576177	6718802
(b) Trade payables	11	314892298	183152444
(c) Other current liabilities	12	5465101	5262577
(d) Short-term provisions	13	20158143	19383106
Total		882679049	606598282
II.Assets			
(1) Non-current assets			
(a) Fixed assets	14		
(i) Tangible assets		144021271	113218702
(ii) Intangible assets			
(iii) Capital work-in-progress		13299769	
(iv) Intangible assets under development			
(b) Non-current investments	15	30000	30000
(c) Deferred tax assets (net)	16	0	0
(d) Long term loans and advances	17	15090120	26021000
(e) Other non-current assets	18	1259621	1889432
(2) Current assets			
(a) Current investments	19	41696601	10676596
(b) Inventories	20	72322835	151035629
(c) Trade receivables	21	556188593	277651614
(d) Cash and cash equivalents	22	810285	1028495
(e) Short-term loans and advances	23	37959955	25046814
(f) Other current assets	24	0	0
Total		882679049	606598282
Notes Financial Statements and Significant Accounting Policies			
The note No. 1 to 51 forms an integral part of these Financial Statements			
As per our Report of Even date Attached For Jayesh R. Shah & Co. Chartered Accountants Firm Regn. No. 104182W		For and on behalf of the Board	
Jayesh Shah Proprietor M.No. 033864 Place: Mumbai Date: 29th May, 2013	Yogesh Shah Managing Director	Bhavin Shah Executive Director	
	Prakash Shah Executive Director		

VEER ENERGY AND INFRASTRUCTURE LIMITED			
Consolidated Statement of Profit and Loss for the year ended 31st March, 2013			
Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from operations	25	812368037	721866339
II. Other Income	26	6397470	2288951
III. Total Revenue (I + II)		818765507	724155290
IV. Expenses:			
Cost of materials consumed	27	0	0
Purchase of Stock-in-Trade	28	623784341	702383379
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	29	78712794	-132301441
Employee benefit expense	30	11048442	10465042
Financial costs	31	8266703	1846677
Depreciation and amortization expense	14	6672652	6026395
Other expenses	32	19923435	69196799
Total Expenses		748408368	657616851
V. Profit before exceptional and extraordinary items and tax	(III - IV)	70357139	66538439
VI. Exceptional Items	33	0	0
VII. Profit before extraordinary items and tax (V - VI)		70357139	66538439
VIII. Extraordinary Items	34	0	0
IX. Profit before tax (VII - VIII)		70357139	66538439
X. Tax expense:			
(1) Current tax		14505457	14422788
(2) Deferred tax		-302321	15433383
		14203136	29856171
XI. Profit(Loss) from the period from continuing operations	(IX-X)	56154003	36682268
XII. Profit/(Loss) from discontinuing operations	35	0	0
XIII. Tax expense of discontinuing operations		0	0
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		0	0
XV. Profit/(Loss) for the period (XI + XIV)		56154003	36682268
XVI. Earning per equity share of Rs.1/- face value:			
(1) Basic		0.79	0.52
(2) Diluted		0.79	0.60
Notes Financial Statements and Significant Accounting Policies			
The note No. 1 to 51 forms an integral part of these Financial Statements			
As per our Report of Even date Attached For Jayesh R. Shah & Co. Chartered Accountants Firm Regn. No. 104182W		For and on behalf of the Board	
Jayesh Shah Proprietor M.No. 033864 Place: Mumbai Date: 29th May, 2013		Yogesh Shah Managing Director	Bhavin Shah Executive Director
		Prakash Shah Executive Director	

VEER ENERGY AND INFRASTRUCTURE LIMITED			
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2013			
PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT			
		Rupees For the year ended March 31,2013	Rupees For the year ended March 31,2012
A	Cash Flow from Operating Activities		
	Net Profit before tax	70357139	66538439
	<u>Adjustments for :</u>		
	Depreciation/Amortisation	6672652	6014925
	Share Issue Expenses w ritten off	629811	629811
	Right Issue Expenses w ritten off		
	Prior year adjustment	-878759	4205796
	Other Income	-6397470	-2288951
	Operating Profit before Working Capital Changes	70383373	80647589
	<u>Adjustments for :</u>		
	(Increase) / Decrease in Long term loans and advances	10930880	-9321000
	(Increase) / Decrease in Other non current assets	0	0
	(Increase) / Decrease in Inventories	78712794	-132301441
	(Increase) / Decrease in Trade Receivable	-278536979	-48766652
	(Increase) / Decrease in short term loans and Advances	-12913141	21251958
	(Increase) / Decrease in Other Current Assets	0	0
	(Increase) / Decrease in Current Investments	-31020005	-10605960
	Increase /(Decrease) in other long term liabilities	0	0
	Increase /(Decrease) in Long term provisions	385473	574913
	Increase /(Decrease) in Short Term Borrow ings	66857375	-234290
	Increase /(Decrease) in Trade Payables	131739854	125796054
	Increase /(Decrease) in Other Current Liabilities	202524	416929
	Increase /(Decrease) in Short Term Provisions	775037	-1335492
	Cash generated from Operations	-32866188	-54524981
	Current and Deferred Tax Adjustment	14505457	14422788
	Net Cash (used) / from Operating Activities	23011728	11699820
B	Cash flow from Investing Activities		
	Sale/(Purchase) of Fixed Assets	-50774989	-4843571
	Sale/(Purchase) of Non Current Investments	0	-9732472
	Increase/(Decrease) in Share Capital		
	Increase/(Decrease) in Reserves	0	0
	Increase/(Decrease) of Long Term Borrow ings	26107900	-15796
	Loss on Sale of Leased Assets		
	Interest & Other Income	6397470	2288951
	Net Cash (used in) / from Investing Activities	-18269619	-6755319
C	Cash flow from Financial Activities		
	Dividend Paid	4960318	4960318
	Interest Paid	0	0
	Net Cash (used in)/ from Financing Activities	4960318	4960318
	Net changes in cash & cash equivalents (A + B + C)	-218209	-15817
	Cash & cash equivalents - Opening Balance	1028495	1044312
	Cash & cash equivalents - Closing Balance	810286	1028495
		Yogesh Shah Managing Director	Bhavin Shah Executive Director
		Prakash Shah Executive Director	
	Place : Mumbai		
	Date: 29th May, 2013		

VEER ENERGY & INFRASTRUCTURE LIMITED																																																																
Notes on consolidated Financial Statements for the year ended 31st March, 2013																																																																
Note No.	Particulars	Figures as at the end of current reporting period		Figures as at the end of previous reporting period																																																												
1	<p>Significant Accounting Policies on consolidation</p> <p>A. Principles of Consolidation</p> <p>The consolidation financial statement relate to M/s. Veer Energy & Infrastructure Limited (the Company) and its subsidiary company. The consolidated financial statement have been prepared on the following basis:</p> <p>I. The financial statement of the Company and its subsidiary company are combined on a line to line basis by adding together the book value of like items of assets, liabilities, income and expenses after fully eliminating intergroup balance and intragroup transactions in accordance with Accounting Standard AS-21- "Consolidated Financial Statements"</p> <p>II. In case of foreign subsidiary, being non integral foreign operations, all items of revenue, expenses, assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the statement of profit and loss.</p> <p>III. The difference between the cost of investments in the subsidiary over the net assets at the time of acquisitions of shares in subsidiary is recognised in the financial statement in the statement of profit and loss.</p> <p>IV. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statement.</p> <p>B Other Significant Accounting Policies</p> <p>These are set out under "Significant Accounting Policies" as given in the Company's separate financial statement.</p>																																																															
2	<p>Share Capital</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="width: 20%; text-align: right;"></th> <th style="width: 20%; text-align: right;"></th> </tr> </thead> <tbody> <tr> <td>Authorised</td> <td></td> <td></td> </tr> <tr> <td>15,00,00,000 Equity shares of Rs. 1/- each</td> <td style="text-align: right;">150000000</td> <td style="text-align: right;">150000000</td> </tr> <tr> <td>(Previous year 15,00,00,000 Equity shares of Rs.1/- each</td> <td></td> <td></td> </tr> <tr> <td>Issued, Subscribed and Paid up</td> <td></td> <td></td> </tr> <tr> <td>71132500 Equity shares of Rs. 1/- each fully paid up</td> <td style="text-align: right;">71132500</td> <td style="text-align: right;">71132500</td> </tr> <tr> <td>(Previous year 71132500 Equity shares of Rs.1/- each</td> <td style="text-align: right;">71132500</td> <td style="text-align: right;">71132500</td> </tr> </tbody> </table> <p>Of the above 45400000 equity shares of Rs. 1 each were allotted as fully paid bonus shares by capitalisation of reserve in last five years.</p> <p>Details of shares held by each share holders holding more than 5% shares</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 40%;">Name</th> <th style="width: 10%;">Number of Shares</th> <th style="width: 10%;">%</th> <th style="width: 10%;">Number of Shares</th> <th style="width: 10%;">%</th> </tr> </thead> <tbody> <tr> <td>Yogesh M. Shah</td> <td style="text-align: right;">16456583</td> <td style="text-align: right;">23.14</td> <td style="text-align: right;">16256583</td> <td style="text-align: right;">22.85</td> </tr> <tr> <td>Cresta Fund Ltd.</td> <td style="text-align: right;">6500000</td> <td style="text-align: right;">9.14</td> <td style="text-align: right;">6500000</td> <td style="text-align: right;">9.14</td> </tr> <tr> <td>Sparrow Asia Diversified Opportunity</td> <td style="text-align: right;">5000000</td> <td style="text-align: right;">7.03</td> <td style="text-align: right;">5000000</td> <td style="text-align: right;">7.03</td> </tr> </tbody> </table>							Authorised			15,00,00,000 Equity shares of Rs. 1/- each	150000000	150000000	(Previous year 15,00,00,000 Equity shares of Rs.1/- each			Issued, Subscribed and Paid up			71132500 Equity shares of Rs. 1/- each fully paid up	71132500	71132500	(Previous year 71132500 Equity shares of Rs.1/- each	71132500	71132500	Name	Number of Shares	%	Number of Shares	%	Yogesh M. Shah	16456583	23.14	16256583	22.85	Cresta Fund Ltd.	6500000	9.14	6500000	9.14	Sparrow Asia Diversified Opportunity	5000000	7.03	5000000	7.03																			
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VEER ENERGY & INFRASTRUCTURE LIMITED			
Notes on consolidated Financial Statements for the year ended 31st March, 2013			
Note No.	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
4	Money Received against share warrants	0	0
5	Share Application Money pending allotment	0	0
6	Long Term Borrowings		
	Secured	0	0
	HDFC Bank Term loan	26107900	0
	Overdraft from Canara Bank	0	0
	Term loan is against setting up the new engineering division at base rate+3.30% interest rate for 5 years.		
	Unsecured	0	0
		26107900	0
7	Deferred tax liabilities		
	Deferred Tax Liabilities	35279068	35450367
	Deferred Tax Assets	326435	195413
	Deferred Tax Liabilities (Net)	34952633	35254954
8	Other Long term liabilities	0	0
9	Long term provisions		
	Provision for Gratuity	960386	574913
10	Short-term borrowings		
	Secured	0	0
	Bank OD from Yes Bank	0	6693802
	HDFC Bank CC	28575000	
	HDFC Bank OD A/c.	13219177	
	CC Limit and OD against stock and debtors @ base rate plus 3% interest rate		
	Unsecured		
	From Directors	0	25000
	Intercorporate Deposits	31782000	0
		73576177	6718802
11	Trade payables		
	Trade payables due to Micro, Small and Medium Ent.	0	0
	Trade Payable Others (net of Advances)	314892298	183152444
	Due from Related parties	0	0
	Others	0	0
		314892298	183152444
12	Other current liabilities		
	Current maturities of long term debts	0	0
	Other payables-employees	0	0
	Trade deposits and Advances		
	VAT, TDS, Service tax and Withholding tax payable	3788177	3681441
	Interest accrued and due		
	Interest accrued but not due		
	Unpaid matured deposits and interest accrued thereon		
	Other payables	348220	294300
	Veer Enterprises GMBH	1328704	1286836
		5465101	5262577
13	Short-term provisions		
	Dividends on Equity shares (Including Div.Dis.Tax	5652686	4960318
	Income Tax and Wealth Tax	14505457	14422788
	Employees benefits		
	Others (Including provision for MTM on forward contracts)		
		20158143	19383106
14	Fixed assets	144021271	113218702
	Capital work in progress	13299769	0

VEER ENERGY & INFRASTRUCTURE LIMITED												
Note-14												
FIXED ASSETS :	GROSS BLOCK						DEPRECIATION				NET BLOCK	
	As At 1.4.2012	ADD DURING THE YR.	DEDUC. DURING THE YR.	AS AT 31.3.2013	Up To 1.4.2012	On Op.Bal	On Add. Deduction	For the Year 2012-13	Up To 31.3.2013	As at 31.3.2013	As at 31.3.2012	
Factory Land & Building at Changodar	0	12708400	0	12708400	0	0	251258	251258	251258	12457142	0	
Air-Conditioner - Mumbai	394400	0	0	394400	47772	18734	0	18734	66506	327894	346628	
Epbox - Ahmedabad	181587	20000	0	201587	2032	8625	942	9568	11600	189987	179555	
Epbox - Mumbai	49154	0	0	49154	7501	2335	0	39318	98316	41653	41653	
Epbox - Ahmedabad	25200	0	0	25200	82	1197	0	1197	1279	23921	25118	
Office Equipments	151641	0	0	151641	12044	7203	0	7203	19247	132394	139597	
Computer - Mumbai	500490	0	0	500490	0	0	0	-	0	0	0	
Computer - Ahmedabad	133220	55202	0	188422	1006	21595	6987	28582	394409	106081	187210	
Furniture & Fixtures - Mumbai	1789106	0	0	1789106	214006	113250	0	113250	29588	158834	132214	
Furniture & Fixtures - Ahmedabad	342807	7464	0	350271	892	21700	434	22133	327256	1461850	1575100	
Projector-Mumbai	68625	0	0	68625	23017	4344	0	4344	27361	41264	45608	
Ahmedabad - Office	2205000	0	0	2205000	21791	73647	0	73647	95438	2109562	2183209	
Three Phase Transformer	393819	0	0	393819	76414	18706	0	18706	95120	298699	317405	
Coil Winding Machine	237518	0	0	237518	37424	11282	0	11282	48706	188812	200094	
C/T Testing Panel	1060875	0	0	1060875	131397	50392	0	50392	181789	879086	929478	
Vacuum Pump	172950	0	0	172950	24510	8215	0	8215	32725	140225	148440	
Air Compressor	0	226800	0	226800	0	0	2125	2125	224675	224675	0	
Automatic Voltage Regulator	0	243600	0	243600	0	0	2042	2042	2042	241558	0	
CNC Tools/holders	0	234430	0	234430	0	0	796	796	796	236334	0	
CNC Turning Center - Haas - FTC	0	3179699	0	3179699	0	0	24664	24664	24664	315035	0	
CNC VMC - 1000 A/VF - 3 - Haas	0	3356218	0	3356218	0	0	26033	26033	26033	3330185	0	
CNC VTL - Yoji - YV - 1200ATC	0	14977264	0	14977264	0	0	91782	91782	91782	14885482	0	
Crane at Hact 20 Ton	0	1400000	0	1400000	0	0	29515	29515	29515	1370485	0	
WTG - Gujarat 1	12000000	0	0	12000000	2182358	570000	0	570000	2752358	9247642	9817642	
WTG - Gujarat 2	12000000	0	0	12000000	2111928	570000	0	570000	2681928	9318072	9888072	
WTG - Gujarat 3	10800000	0	0	10800000	1368937	513000	0	513000	1881937	8918063	9431063	
WTG - Gujarat 4	10800000	0	0	10800000	1368937	513000	0	513000	1881937	8918063	9431063	
WTG - Gujarat 5	10800000	0	0	10800000	1368937	513000	0	513000	1881937	8918063	9431063	
WTG - Gujarat 6	10800000	0	0	10800000	1368937	513000	0	513000	1881937	8918063	9431063	
WTG-Gujarat -850	47865415	0	0	47865415	2273607	2273607	0	2,273,607	4547214	43318201	45591808	
Wind Mast	1840625	1065043	0	2905668	7426	87430	24750	112,180	119605	2786063	1833199	
Car Chevrolet	1012388	0	0	1012388	378120	96177	0	96,177	474297	538091	634268	
Car Swift	664040	0	0	664040	217942	63084	0	63,084	281025	383015	446098	
Maruti Wagnore	454000	0	0	454000	63809	43130	0	43,130	106939	347061	390191	
Activa	56172	0	0	56172	746	5336	0	5,336	6082	50090	55426	
	126799032	50773889	0	177572921	13624851	6203119	461327	6,664,446	20289297	143983856	113174181	
Less: Capital Work in progress												
New Factory Building at Changodar		7968101	0	7968101						7968101	0	
Factory Shed at Changodar		5331668	0	5331668						5331668	0	
	0	13299769	0	13299769	0	0	0	0	0	13299769	0	
Veer Enterprise - GMBH												
Other Assets	55991	0	0	55991	11470	8206	0	8206	19676	37415	44521	
	5991	0	0	5991	11470	8206	0	8206	19676	37415	44521	
Total Assets	126659023	64073658	0	190938681	1366321	6211325	461327	667262	20389973	157321040	113218702	
Previous Year	121955461	4843571	0	126799032	7609926	5974653	37472	6014925	13624851	113174181	114845535	

VEER ENERGY & INFRASTRUCTURE LIMITED			
Notes on consolidated Financial Statements for the year ended 31st March, 2013			
Note No.	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
15	Non-current investments (All unquoted unless otherwise specified) Veer Enterprise GmbH- 100% subsidiaries in Germany Euro 25000 as Capital and Euro 70000 as loan.(Pr. Year Euro 50000 Loan) Less: Loss of Subsidiary	1397600 1397600 0	5034897 5034897 0
	Trade Investments - NSC-VIII issue	30000	30000
		<u>30000</u>	<u>30000</u>
16	Deferred Tax Assets (Net)	0	0
17	Long term loans and advances Business advances-Considered good Sindhu Ottur Vinodkumar GETCO- Advance Office/Residence Deposits	0 90120 15000000 15090120	0 0 26021000 26021000
18	Other non-current assets Share issue expenses c/fd.	1259621 1259621	1889432 1889432
19	Current investments In mutual Fund Name No. Face Value Reliance Liquid Fund 46.558 1001.371408 <u>Trade Investments</u> HDFC Bank FD-For Bank guarantee facility Yes Bank FD- For bank guarantee facility	46622 5094935 36555044 41696601	43543 10633053 10676596
20	Inventories Raw Material Solar Panel <u>Work in Progress</u> Land for Wind farm Erection and commissioning product Foundation material Power Evacuation Facilities Bhavnagar Sub-station Job Work Electrical Material WTG	560022 54608700 0 2213200 6783270 0 0 707643 7450000 71762813	560022 65709200 410000 463687 13454900 65587820 4850000 0 0 150475607
	Total	<u>72322835</u>	<u>151035629</u>
21	Trade receivables Secured Unsecured More than 6 months considered good Less than 6months considered good Less : Provision for doubtful debts	0 120614030 435574563 556188593 0 556188593	0 3477833 274173781 277651614 0 277651614

VEER ENERGY & INFRASTRUCTURE LIMITED			
Notes on consolidated Financial Statements for the year ended 31st March, 2013			
Note No.	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
22	Cash and cash equivalents		
	Cash in hand and as Imprest	604506	143592
	Cheques/ Drafts in hand	0	0
	On Current Account	174693	155260
	On Dividend Account		
	On Deposit Account		
	As Margin money		
	Veer Enterprises GMBH	31086	729643
		<u>810285</u>	<u>1028495</u>
23	Short-term loans and advances		
	Loans and Advances to Related Parties	0	0
	Loans and Advances to Others		
	Unsecured, considered good	2749715	1910650
	Deposits- Inter- corporate	0	0
	Deposits/Balances with Excise/VAT authorities	945298	1277827
	Advance payment of Income Tax/Wealth Tax/TDS	14633480	16820278
	Advance payment of VAT/Service tax	19631462	5038059
		<u>37959955</u>	<u>25046814</u>
		<u>0</u>	<u>0</u>
24	Other current assets		
25	Revenue from operations		
	Sales of Infrastructure Products	784229959	696889425
	Sales of Services	16840763	14722516
	Other Operating Income	11297315	10254398
		<u>812368037</u>	<u>721866339</u>
	Less: Excise Duty	0	0
	Net Sales	<u>812368037</u>	<u>721866339</u>
	Particulars of Sale of Products & Services		
	Sale of Infrastructure under works contract	784229959	696889425
	Sale of Services is O & M of WTG Infrastructure	16840763	14722516
	Other operative income - power generation	11297315	10254398
26	Other Income		
	Interest from Others	1934392	1515571
	Dividend	3078	2908
	Net Gain/Loss on sale of current Investments	0	0
	Other Non operating Income	4460000	770472
		<u>6397470</u>	<u>2288951</u>
27	Cost of materials consumed	<u>0</u>	<u>0</u>
28	Purchase of Stock-in-Trade		
	Purchase of Infrastructure under W/C	570131222	559571697
	Purchase of Materials/Land	42604872	133439802
	Purchase of Services-O & M Charges	11048247	9371880
		<u>623784341</u>	<u>702383379</u>
29	Change in Inventories of finished goods, WIP and Stock in Trade		
	Stock at close		
	Lans for windfarm	54608700	65709200
	Erection and commissioning products	0	410000
	Foundation materials	2213200	463687
	Power evacuation facilities	6783270	13454900
	Sub station at Bhavnagar	0	65587820
	Job Work	0	4850000
	Electrical Material	707643	0
	WTG	7450000	
	Solar Panel	560022	560022
		<u>72322835</u>	<u>151035629</u>

VEER ENERGY & INFRASTRUCTURE LIMITED			
Notes on consolidated Financial Statements for the year ended 31st March, 2013			
Note No.	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
	Stock at commencement		
	Lans for windfarm	65709200	950000
	Erection and commissioning products	410000	4670143
	Foundation materials	463687	5601716
	Power evacuation facilities	13454900	6618182
	Sub station at Bhavnagar	65587820	
	Job Work	4850000	
	O & M products	0	334125
	Solar Panel	560022	560022
		151035629	18734188
		78712794	-132301441
30	Employee benefit expense		
	Salaries, Wages, Bonus, Gratuities & Allowances	8332659	5680797
	Contribution to Provident & Superannuation Fund	0	0
	Staff Welfare Expenses	1036717	212487
	Veer Enterprises - GMBH	1679066	4571758
		11048442	10465042
31	Financial costs		
	Interest expenses on overdrafts and other borrowings	5643778	239290
	Bank Charges	2622925	1607387
		8266703	1846677
32	Other expenses		
	Other Direct Expenses - A		
	Consumables	48535	0
	Compensation Charges	89000	1272761
	Getco/GEDA/MEDA Liasoning Fees	1074200	17655725
	Gujarat Energy Development Agency Fees	40340	3758772
	Rajasthan Renewable Energy Fees	1000	22067213
	Labour & Securities at sites		2201414
	Land Survey Expenses		4335530
	Lease rent and taxation	3743081	7909839
	Petroleum & Fuel		19046
	Security Charges	1852800	0
	Wind Research expenses		330900
	Other Direct Expenses	79193	749908
		6928149	60301108
	Admn. and Establishment Exp. - B		
	Rent		0
	Rates & taxes		0
	Insurance	1122455	903624
	Advertisement publicity & sales promotion	2932905	80084
	Travelling & other incidental expenses	1219890	1201533
	Office maintenance	582226	189081
	Vehicle running & maintenance	383445	134645
	Printing & stationery	835181	226176
	Communication expenses	421981	334128
	Staff recruitment & training		0
	Donation	200000	0
	Auditors remuneration As auditors	285000	275000
	for tax audit	25000	25000
	for certification/limited review	40000	15000
	out of pocket expenses	0	12000
	Repairs		
	Others	50285	83473
	Machineries	47023	25978
	Office building	94775	241642
	Legal, professional & consultancy charges	2896307	2308394
	Freight & forwarding (including ocean freight)	0	0
	Director's sitting fees	20000	17000

VEER ENERGY & INFRASTRUCTURE LIMITED					
Notes on consolidated Financial Statements for the year ended 31st March, 2013					
Note No.	Particulars	Figures as at the end of current reporting period		Figures as at the end of previous reporting period	
	Director's commission		0		0
	Discount		151830		0
	Listing Fees		247086		217733
	Miscellaneous expenses*		352227		582490
	Share issue expenses w/Off		629811		629811
	Bad debts/irrecoverable advances written off				428558
	Veer Enterprises GMBH		457859		964341
			<u>12995286</u>		<u>8895691</u>
	Total A + B		<u>19923435</u>		<u>69196799</u>
	*Rs. 19385/- on account of exchange difference in investment and fixed asset value has been added to Veer Enterprise - GMBH Expenses.				
33	VI. Exceptional Items		0		0
34	VIII. Extraordinary Items		0		0
35	XII. Profit/(Loss) from discontinuing operations		0		0
36	<u>Value of Imports on CIF basis in respect of :</u>		2012-13		2011-12
	Raw Material		Nil		Nil
	Componets and Spare Parts		Nil		Nil
	Capital Goods		19858782		Nil
37	Expenditure in Foreign Currency on accont of:				
	a) Royalty, know how, professional, consultation fees, interest and other matters		1397600		4184903
	b) Travelling		Nil		Nil
38	Dividend Remitted in foreign currency		Nil		Nil
39	<u>Value of Imported and Indigenous material consumed & percentage there of</u>				
		Value	%	Value	%
	Value of Imorted material consumed	0	0	0	0
	Value of Indigenous material consumed	702497135	100	570081938	100
	Total	<u>702497135</u>	<u>100</u>	<u>570081938</u>	<u>100</u>
40	<u>Earning in foreign exchange</u>				
	FOB Value of exports	0	0	0	0
	Royalty, know how Professional and consultanc	0	0	0	0
	Interest and dividends	0	0	0	0
	Other Income	0	0	0	0
41	<u>Earning per share (EPS)</u>				
	i) Net Profit after tax as per statement of Profit and Loss		42229837		42229837
	ii) Weighted Average number of equity shares used as denomination for calculating EPS		71132500		71132500
	iii) Basic and Diluted Earning per share		0.59		0.59
	iv) Face Value per equity share		1.00		1.00
42	<u>Payment to Auditors</u>				
	a) As Auditor :		285000		275000
	b) As Advisor, or in any other capacity				
	i) Taxation matters (Tax Audit)		25000		25000
	ii) Company Law matters;		-----		-----
	iii) management services		-----		-----
	c) In any other manner- Limited Review Report		40000		27000

VEER ENERGY & INFRASTRUCTURE LIMITED			
Notes on consolidated Financial Statements for the year ended 31st March, 2013			
Note No.	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
43	a) Employees Retirement Benefits: As required by the mandatory accounting standard -15 regarding "Accounting for Retirement Benefits in the Financial Statements of Employer". Actuarial Valuation Report has been obtained for the liabilities for gratuity and leave encashment benefits. The amount as per report is Rs.385473/- for the year which has been provided in the accounts but investments of the total amount till date Rs. 960386/- has not been made so far.		
44	Segment Reporting as required by Accounting Standard 17 Primary Segment Energy & Infrastructure 100% Secondary Segment Trading Nil Geographical Segment 100% Revenue from India only.		
45	Related parties disclosure in accordance with the accounting standard 18 List of Related Parties : Enterprise owned or significantly controlled by the Directors of the Company: The name of the Company/Firm Director Capacity Interested		
	1 M/s. Niyati Industries Limited	Yogesh M. Shah	Director
	2 M/s Pan India & Drugs Chemicals Ltd.	Yogesh M. Shah	Director
	3 M/s. Shruti Power Projects Pvt. Ltd.	Yogesh M. Shah	Director
	4 M/s. Krupa Wind tech Pvt. Ltd.	Yogesh M. Shah	Director
	5 M/s. Ruchi Windfarm Pvt. Ltd.	Yogesh M. Shah	Director
	6 M/s Arpan Housing Company	Yogesh M. Shah	Proprietor
	7 M/s. Niyati Industries Limited	Arvind M. Shah	Director
	8 M/s Pan India & Drugs Chemicals Ltd.	Prakash C. Shah	Director
	9 M/s. Danish Engineering	Prakash C. Shah	Proprietor
	10 M/s. Kunal Traders	Prakash C. Shah	Proprietor
	11 M/s V K Enterprise	Dhimant Shah	Partner
	12 M/s. Vithaldas Kalidas	Dhimant Shah	Partner
	13 M/s Arvind Shah & Co.	Arvind Shah	Proprietor
	Key Managerial Person		
	Mr. Yogesh M. Shah	Mnaging Director	
	Mr. Bhavin Shah	Executive Director	
	Mr. Prakash Shah	Executive Director	
	Transaction with related party		
	M/s Niyati Industries Limited	Factory Deposit recd.	30000000
	M/s Pan India Drugs & Chemicals Ltd	Int.Corporate Deposit Recd.	1782000
	Mr. Yogesh M. Shah	Remuneration Paid	1100000
	Mr. Bhavin Shah	Remuneration Paid	650000
	Mr. Prakash Shah	Remuneration Paid	650000
	Details of outstandings with Related Party at the end of the year		
	Niyati Industries Limited (Cr.)		30000000 0
	Pan India Drugs & Chemicals Limited (Cr.)		1782000 0
	Yogesh M. Shah (Cr.)		0 25000
46	There are no pending capital commitments.		
47	Contingent Liabilities The Company has a 100% subsidiary in Germany named " Veer Enterprise - GMBH" Subsidiary has incurred a loss of INR 2125745/- equivalent to Euro 30567/- during the year 2012-13. The accumulated loss is INR 7866864/- equivalent to Euro 113121/- The The investment of the Company so far is Euro 25000/- in equity and Euro 70000/- as loan totalling to Euro 95000/- Hence ther is a contingent liability to the tunr of Euro 18121/- equivalent to INR 1260203/- as on 31st March, 2013 considering the exchange rate of 1 Euro = INR 69.5438 as per RBI reference rate. The management is hopeful to recover the losses of subsidiary in future.		
48	The Company has no liability under Micro, Small and Medium Enterprises Development Act,2006 (The Act) and hence disclosure regarding: (a) Amount due and outstanding to suppliers as the end of accounting year; (b) Interest paid during the year; (c) Interest payable at the end of the accounting year, and (d) Interest accrued and unpaid at the end of the accounting year, has not been provided.		

VEER ENERGY & INFRASTRUCTURE LIMITED			
Notes on consolidated Financial Statements for the year ended 31st March, 2013			
Note No.	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
49	The Company has floated a 100% subsidiary " Veer Enterprise-GMBH" in Germany to explore the possibility of expansion in the field of non conventional energy with the help of colloberation with any company in this field with a wide experience and capital resources. The main idea is to make development in India only at a later stage. The subsidiary is incurring losses, but the management is hopeful to recover the same in future. The management has taken care to minimise the expenses.		
50	The Company is required to appoint a Whole time Company Secretary as per Section 383A of the Companies Act,1956.The Company had advertised for the proper candidate, but the Company being small and medium size company, could not get proper candidate hence the Company is getting work done from practicing Company Secretary on retainership basis..		
51	Previous year figures have been regrouped & rearranged wherever necessary.		
	As per our report of even date attached For JAYESH R SHAH & CO. Chartered Accountants Firm Regn.No.104182W	For and on Behalf of the Board	
	Jayesh Shah Proprietor Membership No.033864	Yogesh Shah Managing Director	Bhavin Shah Executive Director
		Prakash Shah Executive Director	
	Place : Mumbai Date: 29th May, 2013		

VEER Enterprise GmbH					
Balance Sheet as at 31st March, 2013					
Particulars	Note No	Figures as at the end of current reporting period in INR	Figures as at the end of current reporting period in EURO	Figures as at the end of Previous reporting period in INR	Figures as at the end of Previous reporting period in EURO
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds					
(a) Share Capital		1738595	25000	1696688	25000
(b) Reserves and Surplus		- 7866864	- 113121	- 5602734	- 82554
(3) Non-Current Liabilities					
(a) Long-term borrowings					
From Holding Company		4868066	70000	3393375	50000
From Others		1027162	14770	1002403	14770
(4) Current Liabilities					
(c) Other current liabilities		301542	4336	284433	4191
Total		68501	985	774165	11407
II.Assets					
(1) Non-current assets					
(a) Fixed assets					
(i) Tangible assets		37415	538	44521	656
(2) Current assets					
(d) Cash and cash equivalents		31086	447	729643	10751
Total		68501	985	774165	11407
VEER Enterprises GmbH					
Statement of Profit & Loss for the period ended 31st March, 2013					
Particulars	Note No			Figures as at the end of current reporting period in INR	Figures as at the end of current reporting period in EURO
I. Revenue from operations		0	0	0	0
II. Other Income		0	0	0	0
		0	0	0	0
III. Expenses:					
Employee benefit expense		1679066	24144	4571758	67363
Depreciation and amortization expense		8206	118	11470	169
Other expenses		438474	6305	1019506	15022
		2125745	30567	5602734	82554
Loss to be c/fd.		2125745	30567	5602734	82554
1. The subsidiary follows calander year as accounting year					
2.The above unaudited accounts of 100% subsidiary are considered in the meeting of the Board of Directors of Veer Energy & Infrastructure Ltd. and certified for consolidation.					
2. Exchange rate as on 31st March, 2013 is 1 Euro= INR 69.5438 as per RBI reference rate					
For and on behalf of the Board Veer Energy & Infrastructure Ltd.					
Yogesh Shah Managing Director		Bhavin Shah Executive Director			
Prakash Shah Executive Director					

VEER ENERGY & INFRASTRUCTURE LIMITED

Regd.Office : 629-A, 1st Flr, Gazdar House, J.S.S. Marg, Near Kalbadevi Post Office , Mumbai : 400 002.

ATTENDANCE SLIP

THE 33rd ANNUAL GENERAL MEETING held on Monday 30th September 2013 at 11.00 AM. at
6,New Nandu Industrial Estate, Mahakali Caves Road, Andheri (E), Mumbai : 400 093.

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

Joint Shareholder may obtain additional Attendance Slips on request

NAME ADDRESS OF THE SHAREHOLDER	L.F. NO.

I hereby record my presence at the 33rd ANNUAL GENERAL MEETING of the company at
6,New Nandu Industrial Estate, Mahakali Caves Road, Andheri (E), Mumbai : 400 093.

SIGNATURE OF THE SHAREHOLDER OR THE PROXY ATTENDING THE MEETING

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

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

(TEAR HERE)

VEER ENERGY & INFRASTRUCTURE LIMITED
PROXY FORM

L.F. NO.

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

or failing him/her _____ OF _____
as my/our proxy to vote for me/us and on my/our behalf at the 33rd Annual General Meeting of
the Company to be held at as witness my/our hand(s) this _____ day
of _____

(SIGNATURE OF THE SHAREHOLDER)

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

To, _____



Mumbai Office:

629-A, Gazdar House, 1st Floor,

Nr. Kalbadevi Post Office,

J. S. S. Road, Mumbai - 400002

Tel: +91 22 22072641/42

Fax: +91 22 22072644

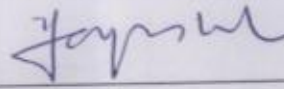
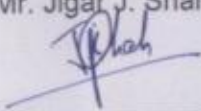
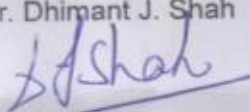
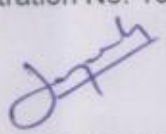
Email: info@veerenergy.net



CIN : L65990MH1980PLC023334

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the Company	VEER ENERGY AND INFRASTRUCTURE LIMITED
2.	Annual financial statements for the year ended	31 st March, 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	To be signed by	
	<ul style="list-style-type: none">Managing Director	Mr. Yogesh M. Shah 
	<ul style="list-style-type: none">CFO	Mr. Jigar J. Shah 
	<ul style="list-style-type: none">Audit Committee Chairman	Mr. Dhimant J. Shah 
	<ul style="list-style-type: none">Auditor of the Company	For Jayesh R. Shah & Co. Chartered Accountants (Registration No. 104182W)  Jayesh R. Shah Proprietor (Membership No. 033864)