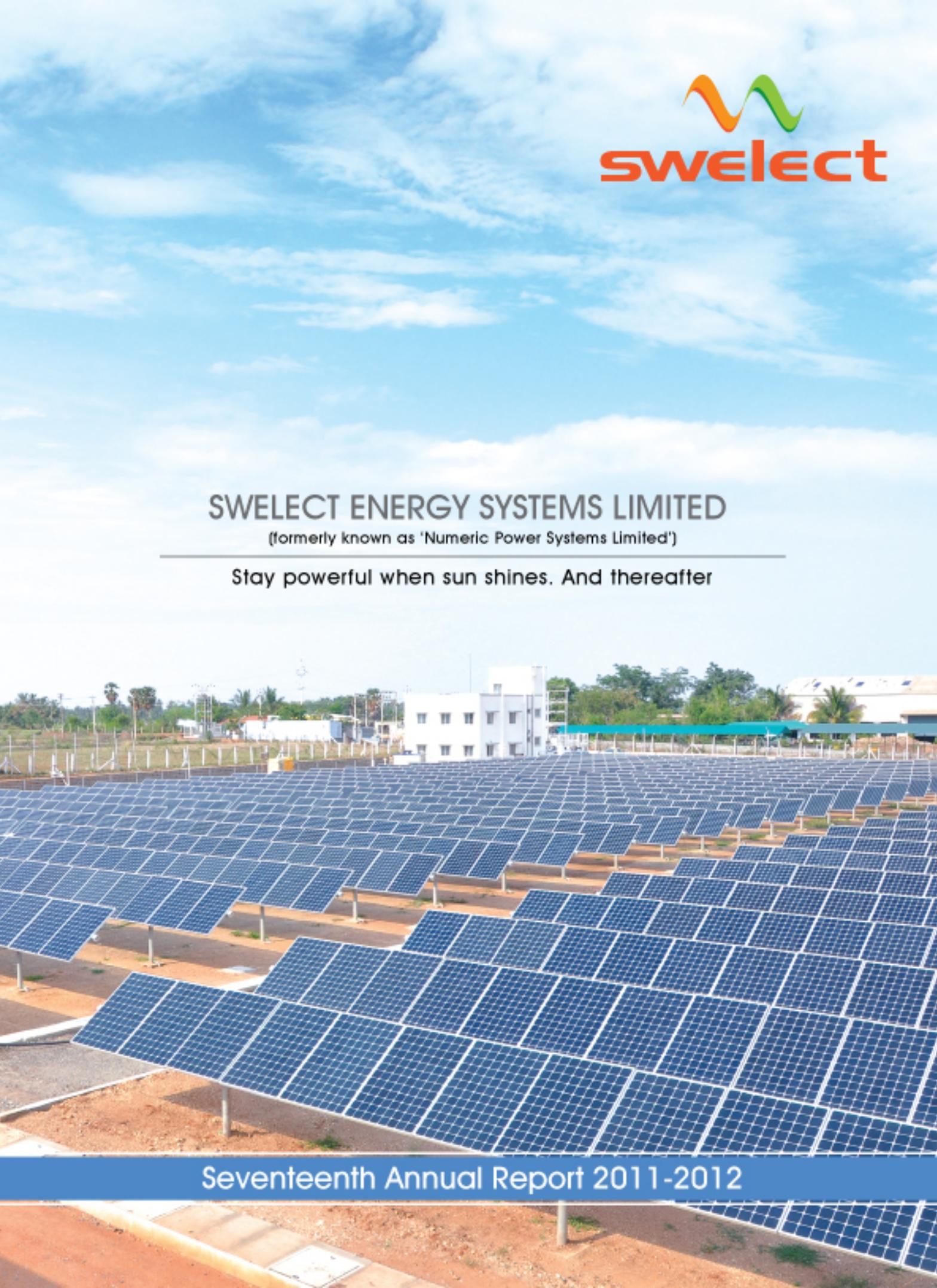




SWELECT ENERGY SYSTEMS LIMITED

(formerly known as 'Numeric Power Systems Limited')

Stay powerful when sun shines. And thereafter



Seventeenth Annual Report 2011-2012

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CORPORATE INFORMATION

CHAIRMAN

Mr. R. VEERAMANI
(up to 02.04.2012)

Mr. V.M. SIVASUBRAMANIAM
(w.e.f., 02.04.2012)

MANAGING DIRECTOR

Mr. R. CHELLAPPAN

DIRECTORS

Mr. A. BALAN
(up to 30.05.2012)

Mr. K.V. NACHIAPPAN
(up to 30.05.2012)

Mr. N. NATARAJAN

Mr. B.G. GIRI

Mr. R. VENKATARAGHAVAN
(up to 30.05.2012)

COMPANY SECRETARY

Mr. B. SRINIVASAN

BANKERS

STATE BANK OF MYSORE
Santhome Branch and Industrial Finance Branch,
Chennai.

BNP PARIBAS
Chennai

STATE BANK OF INDIA
Industrial Finance Branch,
Chennai

THE HONGKONG AND SHANGHAI BANKING
CORPORATION LIMITED
Chennai

YES BANK LIMITED
Chennai

HDFC BANK LIMITED
Mylapore, Chennai.

REGISTERED OFFICE

'NUMERIC HOUSE'
No. 5, Sir P.S. Sivasamy Salai, Mylapore, Chennai – 600 004.

FACTORY

UNIT I [EHTP DIV]
Door No.5/1080, Plot No.154, Industrial Estate, Perungudi, Chennai – 600 096.

UNIT II
33/1, PIPDIC Industrial Estate, Sedarapet, Pondicherry - 605 111.

UNIT III S
S. No.58/3, Nachiyur, Salem Main Road, Veerappan Palayam P.O., Idappadi – 637105, Salem District.

UNIT IV
A-85, VI Cross PIPDIC Industrial Estate, Sedarapet, Pondicherry - 605 111.

UNIT V
EL-101, Electronic Zone, MIDC, Thane, Navi Mumbai - 400 705.

UNIT VI
Plot-17A, Sector-2, Parwanoo-173220, Himachal Pradesh.

FABRICATION, HIGH ENERGY DIVISION, TRANSFORMER & STABILIZER PLANT
122/1, Old Mahabalipuram Road, Semmanchery, Chennai – 600 119.

SWELECT ENERGY SYSTEMS LIMITED DIRECTORS' REPORT

Dear Shareholders,

We have pleasure in presenting the Seventeenth Annual Report together with the Audited Accounts for the year ended March 31, 2012.

GROWTH OF THE COMPANY

During the Year 2011-12, SWELECT with a commitment to achieve a sustainable growth, strived hard and marched successfully through the tough market conditions to put the Company on top of all the Indian UPS Companies for another year in succession. Our Company achieved a growth of 10.41% over the previous financial year on net sales and other income. The EPS for the Financial Year 2011-12 is Rs. 34.27.

FINANCIAL RESULTS

The Abridged stand-alone financial results are as under:

(Rs. in Lakhs)

S.No.	Particulars	for the year ended 31/3/2012	for the year ended 31/3/2011
1	Sales / Income from operations	56258.90	51116.66
	Less: Taxes and duties	2794.69	2538.06
2	Net Sales/Income from Operations	53464.21	48578.60
	Add: Other income	529.62	322.41
3	Total Income from Operations	53993.83	48901.01
4	Total Expenditure	48969.31	43237.03
5	Profit Before Depreciation, Interest & Tax (3-4)	5024.52	5663.98
6	Interest	103.71	92.49
7	Depreciation	564.96	489.74
8	Profit Before Tax (5-6-7)	4355.85	5081.75
9	Tax Expense	892.74	1059.85
10	Profit After Tax (8-9)	3463.11	4021.90
11	Transfer to General Reserve	346.31	402.19
12	Proposed Final Dividend	303.18	303.18
13	Tax on Dividend	49.18	49.18
14	Balance Carried Forward (10-11-12-13)	2764.44	3267.35
15	Equity Capital	1010.58	1010.58
16	Reserves and Surplus	26164.56	23053.80
17	EPS (Rs.)	34.27	39.80

Previous year's figures have been regrouped / reclassified wherever necessary.

DIVIDEND

The Board of Directors have pleasure in recommending a Dividend of Rs. 3/- per equity share (@ 30 % on the equity share capital of the Company), free of tax in the hands of the shareholders, for the year ended 31st March 2012, subject to approval of the shareholders.

PRODUCT LINES OF SWELECT

Green Energy Solutions

SWELECT ENERGY SYSTEMS LIMITED (SWELECT) has ventured into offering Green Energy Solutions like Solar Power Systems, Wind Energy Generation and LED lighting systems. The company offers specialised and standardised solar product range to conserve energy under the Renewable Energy Program combined with Energy Efficient LED Lighting Solutions for a wide range of applications.

SWELECT has set perfect example of going green by being the first UPS Company to have installed a 1.1 kWp solar power generation system at its Fabrication Plant, Chennai in 1995. In addition to this, SWELECT has installed about 1 MWp of solar power generation system commissioned successfully for its captive power generation and over 1000 installations for many Rural Schools, Banks, ATMs, and other Customer needs.

SWELECT currently offers the following products and solutions to Clients.

The product range includes

- Solar PV Panels – Thin Film and Crystalline
- MPPT and PWM Solar Charge Controllers ranging from 12 V to 480 V and 5 A to 140 A
- Grid Tied Inverters ranging from 1 kW to 100 kW and higher rating inverter for Solar Energy farms in MW range
- Bi-directional Grid Interactive Inverter ranging from 1 kW to 100 kW
- Energy Storage Batteries 7.2 Ah to 300 Ah (VRLA, Solar Deep Cycle Gel, Tubular)
- Customized Solar Power Conditioning Units as per the load and customer requirements

The Solar Solutions offered by SWELECT are

- Stand-alone and mini grid solar power converters
- Hybrid and Grid tied power systems
- Solar energy farms

Energy Efficient lighting products from SWELECT Includes

- LED lighting system for office and home applications (Down lights and 2 x 2 lighting)
- LED Street lighting systems
- Solar LED street lighting systems
- LED decorative lighting systems
- Solar LED emergency Lights
- Customized LED Lighting solutions

SWELECT team's in-depth technical knowhow and expansive service capabilities enables it to provide its customers with high-quality standalone or turnkey solutions, and deliver unparalleled global support. The core principles of flexibility, speed, innovation, reliability, trust, transparency, and accountability has been the growth enablers and has helped develop and nurture long-term relationships with its key stakeholders. There have been implementations of solar projects in India and overseas including Japan, Nigeria, Kenya, etc. In India there have been more than 1000 sites in the range 1 kW to 100 kW. With its experience in design, supply and installation of high power systems SWELECT assures a world class implementation using state-of-the-art SPV products and complete solutions.

With continuous technological innovations, rich expertise, and strong customer centric approach, SWELECT's journey in the last 26 years has been a powerful one and will soon set footprints across more countries with its innovative Power Management Solutions.

AWARDS / CREDENTIALS

The winner of ISA Technovation Awards December 2011 in the OEM Enterprise Indian Enterprise category.

Trail Blazer 2011 - Special Achievement Award

"Pathfinders - 2011", A coffee Table Book, was launched by Times of India Group in Chennai and Mr. R Chellappan, Managing Director, is one of the Elite Group of ten outstanding Entrepreneurs in the field of IT and ITES to receive an award from his Excellency, Dr. K Rosaiah, Hon'ble Governor of Tamil Nadu on 28th September 2011, at Darbar Hall of Raj Bhavan, Chennai.

Empanelment with Bureau of Energy Efficiency as an Energy Service Provider.

Accreditation by MNRE (Ministry of New and Renewable Energy) as authorized channel partner for off-grid and decentralised solar applications under JNNSM (Jawaharlal Nehru National Solar Mission) scheme.

No. 1 Solar Power company amongst UPS manufacturers (Source: SD awards 2011)

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate Section forming part of the Annual Report.

Some of the major events which took place during the year 2011-12 are:

1. Acquisition of Amex Irons Private Ltd (AIPL):

Amex Irons Private Ltd-a Foundry unit-situated adjacent to our existing Subsidiary unit-Amex Alloys Private Ltd (AAPL) - in Coimbatore was taken over in full on 14th November, 2011. AIPL currently manufactures SG and Grey iron Foundry Components used in Infrastructure, Automobiles, Electrical Markets, etc. The products of AIPL, as in the case of AAPL offer good export potential. The acquisition of AIPL, with an installed capacity of 3,600 MT per annum gives a perfect synergy with AAPL. The AIPL contributed a sales turnover of Rs 18 Crores during the year. AIPL is expected to add a sales turnover of about Rs. 25 Crores during the full year of operation in 2012-13.

2. Entering into Business Transfer Agreement (BTA) with M/s. Novateur Electricals and Digital Systems Private Limited (Novateur) (formerly known as M/s Indo Asian Electric Private Limited) for sale of UPS business:

SWELECT entered into a Business Transfer Agreement (BTA) on 9th February 2012 with Novateur for transfer of the entire UPS business of the company, including 100% share sale of Numeric Lanka Technologies Private Limited and sale of UPS Business in Singapore for a total consideration of Rs 837.08 Crores the consummation of which took place on 29th May 2012.

Post transfer of UPS business, your Company in the new name of M/s SWELECT ENERGY SYSTEMS LIMITED will aggressively embark upon generation of Solar / Wind energy, manufacture of LED products, etc besides up scaling Foundry business.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
 - (ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the company for the year;
 - (iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- and
- (iv) The directors have prepared the annual accounts on a going concern basis.

DIRECTORS

Reappointment

Mr. N Natarajan and Mr. B G Giri, Directors, retire by rotation and being eligible, offer themselves for reappointment at the ensuing Annual General Meeting.

The resolutions in respect of the above reappointments are placed before the shareholders for their approval at the ensuing Annual General Meeting.

STATUTORY INFORMATION

The information required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 will be provided on request. In terms of Section 219(1)(b)(iv) of the Act, the Report and Accounts are being sent to the shareholders.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings / Outgo

Particulars as required under 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, are annexed.

RESULTS OF SUBSIDIARY COMPANIES

The particulars of subsidiary companies, which are included in consolidation are as under: (Please refer page 99)

Sl. No.	Name of the Subsidiary Company	Place of Incorporation
1.	Numeric Lanka Technologies Pvt. Limited	Colombo, Sri Lanka.
2.	Numeric Power Systems Pte. Limited	Singapore
3.	Numeric Power Systems (Mauritius) Private Ltd	Mauritius
4.	Numeric Solar Energy Private Limited	Chennai, India
5.	Amex Alloys Private Limited	Coimbatore, India
6.	Amex Irons Private Limited	Coimbatore, India
7.	BS Powertech Solution Private Limited	Chennai, India

ACCOUNTS OF SUBSIDIARY COMPANIES

The company undertakes that the annual accounts of the subsidiary companies and the related detailed information will be made available to shareholders seeking such information at any point of time. The annual accounts of the subsidiary companies are being kept for inspection for the shareholders at the Registered Office of the Company. The hard copy of details of accounts of subsidiaries shall be furnished to any shareholder on demand.

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 in consolidated financial statements and AS-27 on Financial Reporting of interests in Joint Ventures, we have attached the consolidated financial statements which form part of the Annual Report and Accounts.

AUDITORS

M/s. S.R. Batliboi & Associates, Chartered Accountants, 6th & 7th Floor, A Block, Tidel Park, No. 4, Rajiv Gandhi Salai, Taramani, Chennai - 600113 retire at the ensuing Annual General Meeting, and are eligible for reappointment

FUTURE PROSPECTS AND BUSINESS

SOLAR ENERGY:

As you are aware, the business of Numeric Power Systems Ltd consisted of three verticals viz, UPS Business, Solar and Wind energy, and LED Lighting business. As the UPS Business having been sold off by virtue of the Business Transfer Agreement with effect from May 29, 2012, your Company under the new name of SWELECT Energy Systems Limited (SWEES), will concentrate and accelerate the growth of business in the green field areas of Solar and Wind energy generation on behalf of the company and undertake Turn-Key Projects for various customers.

With over 27 years of expertise and experience in Power Electronics, power Management Systems SWEES is well positioned to capture sizeable share of Domestic and Global Market. This is evidenced from the fact that SWEES already has more than 1000 Roof-Top installations at Customers' sites in India and abroad.

As a Channel partner of MNRE, SWEES has the distinct advantage of being in close proximity to customers for pre-sale guidance, project implementation, commissioning and post-sale service with least possible lead time, so as to enable the customers to have rich harvest of solar/wind energy.

SWEES fully equipped with the State-of-the Art technology and know-how is looking forward for strategic investment opportunities and Technical Collaborations for taking your Company to greater heights.

WIND POWER:

SWEES has already installed a 1.5 MW wind mill quite successfully and also commissioned an off-grid Solar-Wind Hybrid System. The R&D wing is actively engaged in developing different prototypes to revolutionize generation of alternate renewable and green energy.

LED PRODUCTS:

Globally, the future lighting system is going to be highly eco-friendly, mercury free and cost effective Light Emitting Diode(LED) lighting products SWEES is confident of capturing a good share of LED market.

UPSCALING FOUNDRY PRODUCTS:

The two Foundries at Coimbatore viz: AAPL and AIPL are progressing as per schedule and they are expected to contribute considerably during the current year.

CORPORATE GOVERNANCE

A report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this Report.

A Compliance Certificate from Mr. R. Kannan, Practicing Company Secretary, regarding compliance of conditions of Corporate Governance as stipulated under the aforesaid Clause, is annexed to this report.

ACKNOWLEDGMENT

Your Board places on record its appreciation of the support and co-operation received from the Government of India, State Governments, Financial Institutions, Banks, Suppliers, Customers and Vendors, whom your company looks upon as valued partners in progress. Your Directors also wish to place on record their appreciation for the valuable services rendered by Depositories, Stock Exchanges, and the Registrar and Transfer Agents. Your Directors commend the zeal and zest of employees at all levels culminating in the Company setting yet another new record on its operational performance for the year. Your Directors thank all our valuable Investors who have been with the Company all these years and are also very much pleased to welcome all the new Investors and thank them for their continued patronage and confidence reposed in the Management.

For and on behalf of the Board of Directors

Chennai
May 30, 2012.

A.BALAN
Director

R.CHELLAPPAN
Managing Director

ANNEXURE TO THE DIRECTORS' REPORT

Information under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988.

PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, FOREIGN EXCHANGE ETC.

A.	CONSERVATION OF ENERGY	<ol style="list-style-type: none"> Continuing Implementation of Solar Power Projects in all manufacturing facilities to address Renewable Energy and Energy Savings from Utility / Generator run time and fuel consumption. Progressive installation of Solar Lighting in the place of conventional lights. 	
B.	RESEARCH & DEVELOPMENT		
	1. Specific areas in which R&D carried out by the Company.	Utilisation of Solar Energy with the support of Solar Power Converters.	
	2. Benefits derived as a result of the above	Energy Efficient Systems and Affordable energy alternatives, reduces pollution and green house gas emission from local power plants, combats global warming.	
	3. Future Plan of Action	To enhance the product design to reach the high capacity grid connected invertors and intelligent power monitoring systems.	
	4. Expenditure on R & D	Rs. In Lakhs	
	a. Capital	86.33	
	b. Recurring	124.83	
	c. Total	211.16	
	d. Total R&D expenditure as percentage of total turnover	0.42%	
C.	TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION		
	1. Efforts made towards Technology absorption, adaptation and innovation	<ol style="list-style-type: none"> Solar Power convertors MPPT Change controllers for optimization of Solar Power recovery. Solar Power Converters. 	
	2. Benefits derived as a result of the above	<ol style="list-style-type: none"> Progressive Cost Savings and Lesser Emission of Carbon Foot Print. Enhanced product range and imports substitution. 	
	3. Technology imported	Nil	
D.	External Growth:	More overseas focus for export promotion	
E.	FOREIGN EXCHANGE EARNINGS AND OUTGO:	(Rs. In Lakhs) 2011-2012	(Rs. In Lakhs) 2010-2011
	Foreign Exchange Earnings :		
	Export at F.O.B. value	731.78	920.98
	Royalty and Technical Services	--	5.11
	Dividend	304.17	--
	Foreign Exchange Outflow :		
	Import of Machinery & Advance payments.	1,190.72	1.42
	Raw materials	5,128.54	7346.05
	Traded goods	7,989.94	8588.16
	Travelling	17.95	13.55
	Freight and Insurance	48.99	--
	Interest	31.28	45.56
	Dividend	21.15	21.15
	Others	3.12	34.43

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Company is continuously monitoring the Risks and Concerns and taking adequate measures to ensure high level stability and satisfactory performance in all the major areas and introducing necessary back-up processes also.

1. ASSET MANAGEMENT & LOSS PREVENTION

Asset management has been achieved by bar-coding the Current and Non-current assets as well as the entire work in progress in all the plants. Remote monitoring of the logistics results in loss prevention during transit.

2. RISKS AND CONCERNS

Your Company continuously monitors business and operations risk through an efficient risk management system. All Key functions and divisions are independently responsible to monitor risks associated within their respective areas of operations such as production, insurance, legal and other issues like health, safety and environment.

- RISK MANAGEMENT COMMITTEE

The Risk Management Committee of the Company continuously monitors business and operations risk through an efficient risk management system. All Key functions and divisions are independently responsible to monitor risks associated within their respective areas of operations such as production, insurance, legal and other issues like health, safety and environment.

- FOREX MANAGEMENT COMMITTEE

The Forex Management committee has been reviewing the day to day forex movements and also has been actively taking the forward contracts with specific underlying transactions as per RBI guidelines.

3. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has proper and effective internal control systems commensurate with its nature of business and size of operations to ensure that all controls and procedures function satisfactorily at all times and all policies are duly complied with in this regard. These are considered adequate to safeguard its assets against loss or misappropriation through unauthorized or unintended use.

There is adequate and effective internal control system that employs periodic checks on on-going process. The Audit Committee and the Board of Directors regularly reviews the effectiveness of Internal control system in order to ensure due and proper implementation and due compliance with applicable laws, accounting standards and regulatory guidelines.

4. HUMAN RESOURCES

Employees are vital and most valuable assets. The Company has a favourable work environment that encourages innovation and motivation. The Management continues to invest in people through various Learning & Development initiatives and believe in nurturing leaders from within us as far as possible and provide opportunities for growth across all levels and derive our ability to maintain our No1 position from them. The total staff strength of the Company as on 31.3.2011 was 2369 which increased to 2499 during the year ended 31.03.2012.

5. WELFARE / SOCIAL ACTIVITIES

The Company sponsors several sports and social welfare activities to derive internal team building. EMPLOYEES' WELFARE TRUST is a welfare society with its main object of working towards the welfare of its employees.

6. QUALITY AND ENVIRONMENT MANAGEMENT

The Company has an Environmental Policy, which is read every morning in the Public Announcement System along with the Quality Policy so as to make the employees conscious of their roles and responsibilities in achieving conformity with the requirements of the quality and environment management system. The Environmental Policy goes as under:

Company is committed,

- To minimize the environmental impact of its operations by a fully involved EMS Program, with continual improvement strategies by:
- Providing Products and Services that are environmentally sound throughout their lifecycle,
- Creating Health & Safety Practices and Work environment,
- Strong practices to protect the Natural Resources like Land, Air, Water and conservation of Energy,
- Complying with all the applicable legal and other requirements and reaching higher standards,
- Setting and tracking measurable environmental objectives to mitigate adverse impacts on Environment,
- Evaluating and continually improving our Environmental performance.

7. FINANCIAL PERFORMANCE

The Net Sales and other Income of the Company registered an increase of 10.41% as compared to the previous year (FY 2010–11) and the profit after tax is Rs.3,463.11 lakhs during the current year (FY 2011 – 12).

The Management Discussion and Analysis relates to the Standalone audited financial statements of the Company.

8. CAUTIONARY STATEMENT

Certain statements in this Management Discussion and Analysis Report describing the company may be 'Forward Looking Statements' within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

For and on behalf of the Board of Directors

A.BALAN
Director

R.CHELLAPPAN
Managing Director

Chennai
May 30, 2012.

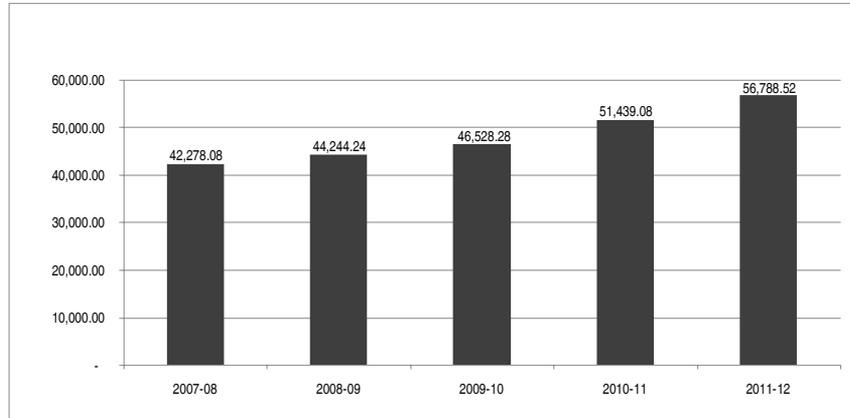
FINANCIAL HIGHLIGHTS OF FIVE YEARS PERFORMANCE (Standalone)

Rs. in lakhs

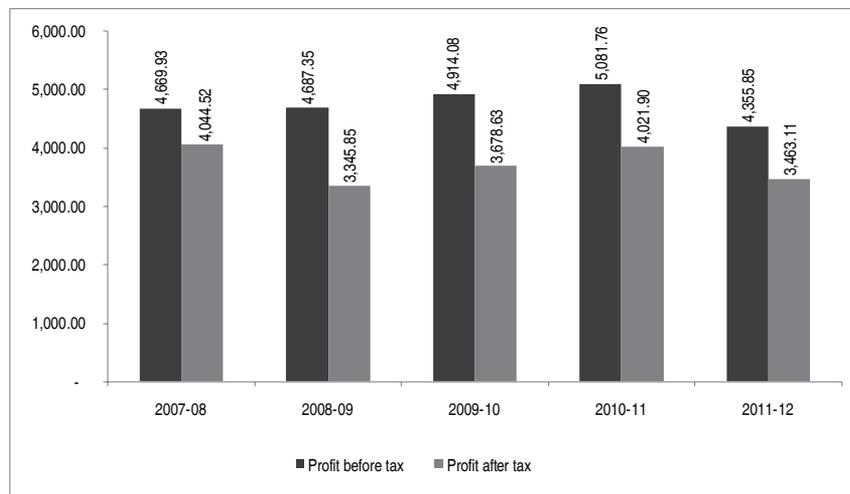
S.No.	Particulars	2007-08	2008-09	2009-10	2010-11	2011-12
	Profit and Loss Account					
1	Sales / Income from Operations	41990.51	43749.73	45751.92	51116.67	56258.90
2	Other Income	287.57	494.51	776.36	322.41	529.62
3	Sales and Other Income (1+2)	42278.08	44244.24	46528.28	51439.08	56788.52
4	Less: Taxes and duties	3333.97	2826.02	1969.12	2538.06	2794.69
5	Net Sales and Other Income (3-4)	38944.11	41418.22	44559.16	48901.02	53993.83
6	Employee Cost	2783.86	3565.54	4108.34	4641.05	5713.50
7	Other Operating Expenditure	30688.93	32944.41	34723.37	38595.99	43255.81
8	Profit before Depreciation, Interest & Tax (5-6-7)	5471.32	4908.27	5727.45	5663.98	5024.52
9	Interest	502.93	500.56	338.95	92.48	103.71
10	Depreciation	323.20	363.96	474.42	489.74	564.96
11	Exceptional Items	24.74	643.60	0.00	0.00	0.00
12	Profit before tax (8-9-10+11)	4669.93	4687.35	4914.08	5081.76	4355.85
13	Profit after tax	4044.52	3345.85	3678.63	4021.90	3463.11
	Balance Sheet					
14	Net Fixed Assets	3643.65	5037.62	6732.07	6883.36	7362.39
15	Capital work-in progress	120.03	443.27	199.26	178.01	2038.32
16	Investments	737.09	471.25	472.25	1455.70	2150.70
17	Net Current Assets	11614.36	12334.04	13914.81	20031.34	18869.72
18	Total:	16115.13	18286.18	21318.39	28548.41	30421.13
19	Share capital	505.29	505.29	1010.58	1010.58	1010.58
20	Reserves & Surplus	13514.20	16564.45	19384.26	23053.81	26164.56
21	Net Worth (19+20)	14019.49	17069.75	20394.84	24064.39	27175.14
22	Loan funds	1670.13	683.42	301.08	3850.70	2591.93
23	Deferred Tax Liability	425.52	533.02	622.47	633.32	654.06
24	Total:	16115.13	18286.18	21318.39	28548.41	30421.13
25	EPS Rs. *	80.04	66.22	36.40	39.80	34.27

* Note: The EPS for 2009-10, 2010-11 and 2011-12 are based on the Increased Capital on account of 1:1 Bonus issue

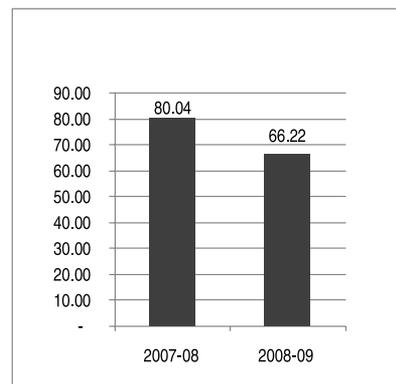
Sales and Other Income (Rs. in Lakhs)



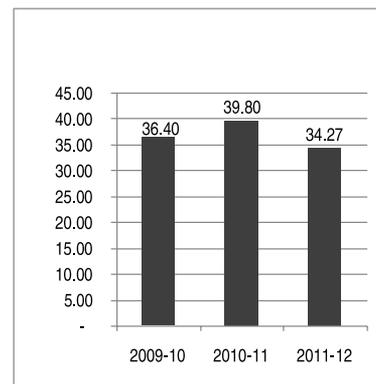
Profit Before and After Tax (Rs. in Lakhs)



Earnings Per Share (Rs.)



Earnings Per Share (Rs.) *



* Note: The EPS for 2009-10, 2010-11 and 2011-12 are based on the Increased Capital on account of 1:1 Bonus issue

CEO and CFO CERTIFICATION
(Pursuant to Clause 49 (V) of the Listing Agreement)

Date: 28.05.2012

The Board of Directors
Numeric Power Systems Limited
'Numeric House'
No.5, Sir. P. S. Sivasamy Salai
Mylapore
Chennai – 600 004

Certification by Chief Executive Officer and Chief Financial Officer

We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2012 and to the best of our knowledge and belief we hereby certify that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year April 2011 – March 2012 which are fraudulent, illegal or in violation of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls and we have evaluated the effectiveness of the internal control systems of the Company. Based on our most recent evaluation, no deficiencies in the design or operation of controls were noted.
5. We have indicated to the auditors and the Audit Committee that:
 - (a) There are no significant changes in internal control over financial reporting during the year.
 - (b) There are no significant changes in accounting policies during the year.
 - (c) There have been no instances of fraud.
6. We further declare that all Board Members and Senior Managerial personnel have affirmed compliance with the code of conduct for the current year.

R. CHELLAPPAN
Managing Director

JAYAKAR SAMUEL
Chief Financial Officer

REPORT ON CORPORATE GOVERNANCE

(As required by Clause 49 of the Listing Agreement with the Stock Exchanges)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company upholds the core values of transparency, integrity and accountability in all facets of its operations and maintains the highest standards of Corporate Governance in its conduct towards the shareholders, customers, suppliers and the Government. The Company believes that good Corporate Governance practices enable the Management to direct and control the affairs of the company in an efficient manner and to achieve the goal of maximizing value for all its stakeholders.

2. BOARD OF DIRECTORS

i) Composition and Category of Directors

Name of Director	Designation	Category	No. of other Directorship		Committee Memberships in other companies	Committee Chairmanships in other companies
			Private Limited Company	Public Limited Company		
Mr. V.M. Sivasubramaniam *	Chairman	Non-Executive, Independent	-	-	-	-
Mr. R. Chellappan	Managing Director	Executive	14	1	-	-
Mr. A. Balan #	Director	Executive	5	-	-	-
Mr. K.V. Nachiappan #	Director	Executive	4	-	-	-
Mr. N. Natarajan	Director	Non-Executive, Independent	-	-	-	-
Mr. B.G. Giri	Director	Non-Executive, Independent	1	-	-	-
Mr. R. Venkataraghavan #	Director	Non-Executive, Independent	-	-	-	-

* Mr. R Veeramani, Non Executive Chairman of the Company resigned from the Board as Chairman and Director effective 2nd April 2012 and the Board appointed Mr. V M Sivasubramaniam as Chairman of the Company.

Three Directors have resigned from the Board with effect from 30th May 2012.

The composition of the Board is in conformity with the Listing Agreement.

ii) Reappointment of Directors Retiring By Rotation.

Pursuant to Sec.255 of the Companies Act, 1956, Mr. N Natarajan, and Mr. B G Giri, Directors, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

Pursuant to Clause 49 IV (G) of the Listing Agreement, a brief resume and names of the companies in which they hold Directorship / Committee membership are given below:

a. Mr. N. Natarajan was appointed as a Director of the Company at the Fifteenth Annual General Meeting held on 7th August 2010, whose period of office is liable to retirement of Directors by rotation and will be proposed for reappointment as a Director of the Company.

Profile of Mr. N Natarajan

Prof. N. Natarajan is 72 years of age and his qualification is B.TECH, MBA and PGDIM. He is a senior professional in the fields of Project Management, Finance, Engineering, Education and Arbitration with vast senior level experience in the Indian and Mauritian Governments, RBI, ANZ Grindlays Bank (Now Standard Chartered Bank) and Loyola Institute of Business Administration. He has carried out assignments on behalf of CFTC, World Bank and was on the roster of UNCHS as an International expert. He has worked with and led teams of multidisciplinary, multinational and multicultural professionals in large government and private organizations and acted as an agent of innovation and change.

He has the Corporate Membership / Fellowship in professional institutions as follows:
MICE (Lond), MCIHT (Lond), C.Eng (UK), FIE (Ind), FIOV (Ind), FIITA, Fellow Madras Science Foundation.

Mr. N. Natarajan does not hold directorship and membership of Board committee in any other Company.

Directorship and Committee position in other companies : None
Relationship between directors inter-se : None

b. Mr. B G Giri was appointed as a Director of the Company at the Fifteenth Annual General Meeting held on 7th August 2010, whose period of office is liable to retirement of Directors by rotation and will be proposed for reappointment as a Director of the Company.

Profile of Mr. B G Giri

Mr. B.G. Giri is 41 years of age and has held a very high professional career for the last 20 years. Mr. B.G. Giri is the Executive Director of Kinship Technologies Private Limited, a leading product (iDERT™) & solution provider for process automation in Drug Discovery for Pharmaceuticals and Clinical Research Organizations. He is an expert in Systems Management and Application of Statistical Techniques in Analysis & Reporting of different types of business data ranging from telecommunication, pharmaceutical, financial, insurance and manufacturing. Mr. B.G. Giri to his credit has been involved with CDISC in standardizing the drug discovery data for efficient review and non-compliance. He has presented technical solutions on automation & analysis papers on behalf of DIA, PhUSE, CDISC in various conferences at Lisbon, Tokyo, Washington D.C., Manchester and Basel.

Prior to joining Kinship, Mr. B.G. Giri has worked in various organizations such as TCS, Eli Lilly, Warner Lambert, GE Medical and CHM2HILL.

Mr. B.G. Giri holds a Masters degree in Mathematics, Statistics & Computer Science from Marquette University, Milwaukee, USA and Bachelors degree in Electronics & Communication Engineering, from Govt. College of Engineering, University of Madras, India.

Mr. B.G. Giri does not hold membership of Board committees in any other company.

Directorship in other companies : Kinship Technologies Private Limited
Relationship between directors inter-se : None

iii) The number of shares held by Non-executive Directors, as on 31.03.2012 is given below.

Name of Director	Category	Number of shares held
Mr. V.M. Sivasubramaniam	Independent Director	200
Mr. N. Natarajan	Independent Director	25
Mr. B.G. Giri	Independent Director	200
Mr. R. Venkataraghavan	Independent Director	20

The Company has not issued any convertible instruments.

iv) Details of Board Meetings:

Board meetings held during the Financial Year 2011-2012

No. of Board meetings held: 13

Date of Meeting			
30.05.2011	29.07.2011	10.09.2011	28.10.2011
11.11.2011	14.11.2011	26.12.2011	31.01.2012
06.02.2012	09.02.2012	24.02.2012	16.03.2012
21.03.2012			

v) Attendance of Directors at the Board Meetings during the year 2011-12 and last AGM

Name	No. of Board Meetings Attended	Attended Last AGM
Mr. R. Veeramani	5	Yes
Mr. R. Chellappan	12	Yes
Mr. A. Balan	12	Yes
Mr. K.V. Nachiappan	11	Yes
Mr. V.M. Sivasubramaniam	13	No
Mr. N. Natarajan	13	Yes
Mr. B.G. Giri	9	Yes
Mr. R. Venkataraghavan	7	No

3. Details of Committees

(A) Audit Committee

i) Composition of Audit Committee

The Audit Committee comprises of three Non-executive Independent Directors.

- 1) Mr. V.M. Sivasubramaniam
- 2) Mr. N. Natarajan
- 3) Mr. B.G. Giri

Mr. V.M. Sivasubramaniam is the Chairman of the Committee, having financial and accounting knowledge.

ii) Terms of Reference:

The functioning and terms of reference of the Audit Committee are as prescribed under Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the Stock Exchanges and they are as under.

- (a) To review financial statements and pre-publication announcements before submission to the Board.
- (b) To ensure compliance of internal control systems and action taken on internal audit reports.
- (c) To apprise the Board on the impact of accounting policies, accounting standards, legislation and Stock Exchange compliance.
- (d) To hold periodical discussions with statutory auditors on the scope and content of the audit.
- (e) To review the Company's financial and risk management policies.
- (f) To review related party transactions of material nature, if any.
- (g) To obtain outside legal or other professional advice.
- (h) To investigate any activity within its terms of reference.

iii) Details of the Audit Committee Meetings

Date of Meeting	No. of Members attended	Date of Meeting	No. of Members attended
27.05.2011	3	30.05.2011	3
28.07.2011	3	29.07.2011	3
09.11.2011	3	11.11.2011	3
30.01.2012	2	31.01.2012	2

The Audit Committee adheres to the SEBI Guidelines in terms of quorum for its meetings, functioning, role and powers as also set out in the Companies Act, 1956.

(B) Shareholders' / Investors' Grievance Committee

(i) The Board of Directors had constituted Shareholders'/Investors' Grievance Committee to redress the shareholders'/investors' complaints. The composition of the Committee as on 31.03.2012, is as follows:-

1. Mr. V.M. Sivasubramaniam, Director
2. Mr. A. Balan, Director
3. Mr. B. Srinivasan, Company Secretary

Details of Meetings held:

Date of Meeting	No. of Members attended	Date of Meeting	No. of Members attended
27.05.2011	2	28.07.2011	3
09.11.2011	3	30.01.2012	3

(ii) Name of non-executive director heading the committee : Mr. V.M. Sivasubramaniam, Director.

(iii) Name and designation of compliance officer : Mr. B. Srinivasan, Company Secretary

(iv) Details of Investor Complaints received and resolved during the year 2011-2012 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	0	0	0

(v) The Company had designated an e-mail ID: cg.ird@swelectes.com for the purpose of registering complaints by investors.

(A) Borrowing Committee

The composition of Borrowing Committee is as follows:-

1. Mr. R. Chellappan, Managing Director
2. Mr. A. Balan, Director
3. Mr. K.V. Nachiappan, Director

Details of Meetings held:

Date of Meeting	No. of Members attended	Date of Meeting	No. of Members attended
20.10.2011	3	03.11.2011	3
28.11.2011	3		

4. Remuneration to Directors

Details of remuneration paid / payable to Directors for the year ended 31st March 2012:

(in Rupees)

Name of Director	Sitting fees	Commission on profits	Salary	Contribution to PF	Perquisites	Total
Mr. R Veeramani	25,000	Nil	Nil	Nil	Nil	25,000
Mr. R. Chellappan	Nil	44,82,517	24,15,000	Nil	5,01,250	73,98,767
Mr. A. Balan	Nil	10,00,000	21,00,000	Nil	5,99,621	36,99,621
Mr. K.V. Nachiappan	Nil	Nil	18,00,000	Nil	4,50,000	22,50,000
Mr. V.M. Sivasubramaniam	1,25,000	Nil	Nil	Nil	Nil	1,25,000
Mr. N. Natarajan	1,05,000	Nil	Nil	Nil	Nil	1,05,000
Mr. B.G. Giri	75,000	Nil	Nil	Nil	Nil	75,000
Mr. R. Venkataraghavan	35,000	Nil	Nil	Nil	Nil	35,000
Total	3,65,000	54,82,517	63,15,000	Nil	15,50,871	1,37,13,388

The executive directors are paid remuneration as determined by the Board of Directors and approved by the Shareholders at the General Meetings.

Every Non-Executive Director is paid an amount of Rs.5,000/- (Rupees Five Thousand only) as sitting fees per meeting of the Board / Committee.

Pecuniary relationship or transactions of the non-executive directors vis-à-vis the company: Nil

The company has not granted stock options to any director or employee of the company or any other person.

5. Code of Conduct

The company's Code of Conduct has been complied with by all the members of the Board and senior management of the company. The declaration signed by the CEO and CFO, affirming compliance with Code of Conduct by all the Board members and Senior Management Personnel, is included in this Annual Report.

6. Details of General Meetings

i. Location and time, where last three AGMs held:

Year	Venue	Day & Date	Time
14 th AGM – 01.04.2008 to 31.03.2009	Savera Hotel No. 146, Dr. Radhakrishnan Road, Chennai - 600 004	Saturday, 22 nd August 2009	11.00 A.M.
15 th AGM – 01.04.2009 to 31.03.2010	Deccan Plaza, No. 36, Royapettah High Road, Chennai - 600 014	Saturday, 7 th August 2010	11.00 A.M.
16 th AGM - 01.04.2010 to 31.03.2011	Savera Hotel No. 146, Dr. Radhakrishnan Road, Chennai - 600 004	Saturday, 6 th August 2011	03.00 P.M.

ii. Whether any special resolutions were passed in the previous 3 Annual General Meetings: Yes

iii. Whether any special resolution was passed last year through postal ballot – details of voting pattern: Yes

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company has conducted voting through Postal Ballot on the following Ordinary Resolution as set out in the notice to shareholders dated 9th February 2012.

Subject matter of the Resolution: Ordinary Resolution under Section 293(1)(a) of the Companies Act - Sale of UPS Business in India and Sale of the Singapore UPS Business.

Details of voting pattern:

Particulars	No. of postal ballot forms	No. of shares	Percentage
(a) Total postal ballot forms received	498	69,36,731	100.00
(b) Less: Invalid postal ballot forms	0	0	0.00
(c) Net valid postal ballot forms	498	69,36,731	100.00
(d) Postal ballot forms with assent for the resolution	460	69,30,234	99.91
(e) Postal ballot forms with dissent for the Resolution	38	6,497	0.09

iv. Person who conducted the postal ballot exercise: Mr. S. Annadurai, Commercial Banker (Retired)

v. Whether any special resolution is proposed to be conducted through postal ballot: No

vi. Procedure for postal ballot:

The procedure prescribed under Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 has been followed for the Postal Ballot conducted during the year for the resolutions mentioned above.

vii. Dividend History:

S.No.	Financial year	Nature of Dividend	Date of Declaration	Class of shares	Percentage of Dividend declared
1	01.10.1996 - 30.09.1997	Final	20.03.1998	Equity	10
2	01.10.1997 - 30.09.1998	Final	27.03.1999	Equity	10
3	01.10.1998 - 30.09.1999	Final	03.03.2000	Equity	10
4	01.10.1999 - 30.09.2000	Final	10.02.2001	Equity	20
5	01.10.2000 - 30.09.2001	Final	16.02.2002	Equity	15
6	01.10.2001 - 30.09.2002	Final	21.12.2002	Equity	20
7	01.10.2002 - 30.09.2003	Final	29.11.2003	Equity	30
8	01.10.2003 - 31.03.2005 (18 months)	Interim	27.10.2004	Equity	20
		Final	28.05.2005	Equity	30
9	01.04.2005 - 31.03.2006	Final	08.07.2006	Equity	40
10	01.04.2006 - 31.03.2007	Final	04.08.2007	Equity	45
11	01.04.2007 - 31.03.2008	Final	14.08.2008	Equity	50
12	01-04.2008 - 31.03.2009	Final	22.08.2009	Equity	50
13	01-04-2009 - 31.03.2010	Final	07.08.2010	Equity	30
14	01-04-2010 - 31.03.2011	Final	06.08.2011	Equity	30

Pursuant to Section 205C of the Companies Act, 1956, the following unclaimed dividend has been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

S.No.	Financial year	Date of Declaration	Amount Rs.	Date of remittance to IEPF
1	1.10.1996 - 30.9.1997	20.03.1998	5,850	29.04.2005
2	1.10.1997 - 30.9.1998	27.03.1999	6,050	27.04.2006
3	1.10.1998 - 30.9.1999	03.03.2000	7,050	09.04.2007
4	1.10.1999 - 30.9.2000	10.02.2001	13,300	12.03.2008
5	1.10.2000 - 30.9.2001	16.02.2002	10,575	17.03.2009
6	1.10.2001 - 30.9.2002	21.12.2002	15,400	22.01.2010
7	1.10.2002 - 30.9.2003	29.11.2003	21,450	03.01.2011
8	2003-2005 (18 Months)	27.10.2004	13,300	29.11.2011

7. Disclosures

- i. Related party transactions during the year have been disclosed as required under Accounting Standard 18 issued by the Institute of Chartered Accountants of India. Details of related party transactions were periodically placed before the Audit Committee. These transactions are not likely to have any conflict with the company's interest.
- ii. In preparation of the financial statements, the company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India. The significant accounting policies which are consistently applied have been set out in the Notes to the Accounts.
- iii. Business risk evaluation and managing such risks is an ongoing process within the organization. The Board is regularly briefed of risks assessed and the measures adopted by the company to mitigate the risks.
- iv. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: NIL
- v. No person has been denied access to the Audit Committee.
- vi. The Company has complied with all mandatory requirements of Corporate Governance as per Clause 49 of the Listing Agreement.

8. Means of Communication

The Quarterly Unaudited financial results and the Audited Financial result is normally published in the newspapers viz. one national daily and vernacular news paper Financial Express / Business Line / Business Standard and Dinamani (Tamil). The Company's website www.swelectes.com contains a separate dedicated section 'Investors' wherein all data related to quarterly financial results, shareholding pattern, Board of directors, Code of conduct for all Board members and senior management of the company, Compliance Report on Corporate Governance, Annual Report 2011-12, and other mandatory information required under listing agreement are available.

Details regarding Products & Solutions, Customer support offered, Business associates & Partners, Official news Releases, presentation made to media, etc., are also placed on the Company's website www.swelectes.com Annual Report containing inter alia Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report, is circulated to Members and others entitled thereto.

The Report on Corporate Governance forms part of the Annual Report while the Management Discussion and Analysis Report forms part of the Director's Report.

Email of the Compliance Officer of the Company : company.secy@swelectes.com
Telephone Number : 044-24993266
E-mail ID for the purpose of registering complaints by investors : cg.ird@swelectes.com

9. GENERAL SHAREHOLDERS' INFORMATION

- | | |
|---------------------------|---|
| i. AGM | SEVENTEENTH ANNUAL GENERAL MEETING |
| Day, Date and time | Saturday the 21 st July 2012 at 4:00 PM |
| Venue | Savera Hotel No. 146, Dr. Radhakrishnan Road, Chennai - 600 004 |
| ii. Financial year | 1.4.2011 to 31.03.2012 |
| iii. Date of Book closure | 19.07.2012 to 21.07.2012 [Both days inclusive] |
| iv. Dividend Payment Date | On or before 18.08.2012. |

v. The equity shares of the Company have been listed on the following Stock Exchanges:

Bombay Stock Exchange Limited

Floor 25, P. J. Towers,
Dalal Street,
MUMBAI 400 001.

National Stock Exchange of India Limited.

Registered Office: "Exchange Plaza",
Bandra – Kurla Complex, BANDRA (E),
MUMBAI – 400 051.

- | | |
|---------------------------------------|---|
| vi. Stock Code | |
| Bombay Stock Exchange Limited: 532051 | National Stock Exchange of India Limited: NUMERICPW |

vii.

a) Market Price Data: High, Low during each month in the last financial year 1.4.2011 - 31.3.2012.

Bombay Stock Exchange Limited			
High		Low	
Date	Company's Market price per share (Rs.)	Date	Company's Market price per share (Rs.)
27.04.2011	290.00	01.04.2011	243.50
02.05.2011	287.90	27.05.2011	225.00
07.06.2011	232.50	24.06.2011	211.25
27.07.2011	247.90	14.07.2011	210.10
01.08.2011	270.00	22.08.2011	197.30
12.09.2011	215.95	26.09.2011	182.60
28.10.2011	211.70	07.10.2011	183.50
08.11.2011	213.00	21.11.2011	176.05
02.12.2011	192.90	27.12.2011	152.00
13.01.2012	195.00	02.01.2012	161.00
13.02.2012	308.25	01.02.2012	181.00
01.03.2012	270.00	03.03.2012	242.25

National Stock Exchange of India Limited			
High		Low	
Date	Company's Market price per share (Rs.)	Date	Company's Market price per share (Rs.)
28.04.2011	293.85	04.04.2011	243.00
04.05.2011	290.00	30.05.2011	223.20
09.06.2011	232.35	23.06.2011	214.00
27.07.2011	248.95	14.07.2011	209.00
02.08.2011	270.00	22.08.2011	196.00
02.09.2011	213.00	26.09.2011	183.00
28.10.2011	210.00	07.10.2011	185.00
14.11.2011	214.00	23.11.2011	179.00
05.12.2011	193.00	27.12.2011	152.00
13.01.2012	195.95	02.01.2012	160.25
13.02.2012	309.65	03.02.2012	178.00
06.03.2012	270.00	19.03.2012	245.20

b) Performance in comparison to BSE Sensex and NSE Nifty:

Date	BOMBAY STOCK EXCHANGE LIMITED		NATIONAL STOCK EXCHANGE OF INDIA LIMITED	
	Company's Market Price (Close) per share Rs.	Sensex points (Close)	Company's Market Price (Close) per share Rs.	Nifty points (Close)
29-Apr-2011	277.95	19,135.96	279.65	5749.50
31-May-2011	229.95	18,503.28	229.95	5560.15
30-Jun-2011	220.00	18,845.87	220.55	5647.40
29-Jul-2011	245.40	18,197.20	245.00	5482.00
30-Aug-2011	209.35	16,676.75	208.75	5001.00
30-Sep-2011	192.75	16,453.76	192.15	4943.25
31-Oct-2011	203.90	17,705.01	204.75	5326.60
30-Nov-2011	189.55	16,123.46	182.80	4832.05
30-Dec-2011	163.00	15,454.92	162.65	4624.30
31-Jan-2012	186.00	17,193.55	184.90	5199.25
29-Feb-2012	259.80	17,752.68	257.20	5385.20
30-Mar-2012	256.65	17,404.20	256.60	5295.55

viii. Registrar and Transfer Agents:

M/s. Cameo Corporate Services Limited, "Subramanian Building", Fifth Floor, No.1, Club House Road, Chennai – 600 002.

ix) Share transfer system:

The share transfer work is being handled by Company's Registrars & Transfer Agents, M/s. Cameo Corporate Services Limited. The Company has established connectivity with the depositories, namely, National Securities Depository Limited, Mumbai and Central Depository Services (India) Limited, Mumbai. The Company has a Share Transfer Committee comprising of the following members:

- 1) Mr. A. Balan, Director 2) Mr. K.V. Nachiappan, Director 3) Mr. B. Srinivasan, Company Secretary

The transfers are approved by the Share transfer Committee and ratified by the Shareholders'/Investors' Grievance Committee and minutes are placed at the Board Meeting. Share transfers are registered and dispatched within a period of 30 days from the date of receipt if the documents are correct and valid in all respects.

x) a) Distribution of Shareholding as on 31.03.2012

Shareholding of nominal value of Rs.	No. of shareholders						Share Amount (Rs.)					
	Physical	%	Demat	%	Total	%	Physical	%	Demat	%	Total	%
10 - 5,000	211	2.27	8302	89.28	8513	91.55	488030	0.48	7937670	7.86	8425700	8.34
5,001 - 10,000	30	0.32	353	3.80	383	4.12	238000	0.24	2738540	2.71	2976540	2.95
10,001 - 20,000	8	0.09	164	1.76	172	1.85	137000	0.14	2486700	2.46	2623700	2.60
20,001 - 30,000	3	0.03	55	0.59	58	0.62	75000	0.07	1426800	1.41	1501800	1.48
30,001 - 40,000	3	0.03	26	0.28	29	0.31	114000	0.11	944700	0.94	1058700	1.05
40,001 - 50,000	1	0.01	19	0.21	20	0.22	50000	0.05	900830	0.89	950830	0.94
50,001 - 1,00,000	4	0.05	50	0.53	54	0.58	271000	0.27	3617550	3.58	3888550	3.85
1,00,001 and above	2	0.02	68	0.73	70	0.75	530000	0.52	79102580	78.27	79632580	78.79
Total:	262	2.82	9037	97.18	9299	100.00	1903030	1.88	99155370	98.12	101058400	100.00

b) Shareholding pattern as on 31.03.2012

Sr. no.	Category of shareholder	Number of share holders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a percentage (IX) = (VIII) / (IV) * 100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(A)	Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals/Hindu Undivided Family	18	5769634	5763234	57.09	57.09	0	0
(b)	Central Government/State Government(s)	0	0	0	0	0	0	0
(c)	Bodies Corporate	1	30	30	0	0	0	0
(d)	Financial Institutions/Banks	0	0	0	0	0	0	0
(e)	Any Other (Total)	0	0	0	0	0	0	0
	Sub-Total (A)(1)	19	5769664	5763264	57.09	57.09	0	0
(2)	Foreign							
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	17	810778	810778	8.02	8.02	0	0
(b)	Bodies Corporate	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0
(d)	Any Other (Total)	0	0	0	0	0	0	0
	Sub-Total (A)(2)	17	810778	810778	8.02	8.02	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	36	6580442	6574042	65.12	65.12	0	0
(B)	Public shareholding							
(1)	Institutions							
(a)	Mutual Funds/UTI	2	156478	156478	1.55	1.55	N.A.	N.A.
(b)	Financial Institutions/Banks	0	0	0	0	0	N.A.	N.A.
(c)	Central Government/State Government(s)	0	0	0	0	0	N.A.	N.A.
(d)	Venture Capital Funds	0	0	0	0	0	N.A.	N.A.
(e)	Insurance Companies	0	0	0	0	0	N.A.	N.A.
(f)	Foreign Institutional Investors	4	198869	198869	1.97	1.97	N.A.	N.A.
(g)	Foreign Venture Capital Investors	0	0	0	0	0	N.A.	N.A.
(h)	Any Other (Total)	0	0	0	0	0	N.A.	N.A.
	Sub-Total (B)(1)	6	355347	355347	3.52	3.52	N.A.	N.A.

Sr. no.	Category of shareholder	Number of share holders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a percentage (IX) = (VIII) / (IV) * 100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(2)	Non-institutions							
(a)	Bodies Corporate	338	626417	625217	6.2	6.2	N.A.	N.A.
(b)	Individuals - i. Individual Shareholders Holding Nominal Share Capital Up To >Rs. 1 Lakh.	8418	1650064	1520362	16.33	16.33	N.A.	N.A.
	Individuals - ii. Individual Shareholders Holding Nominal Share Capital In Excess Of Rs. 1 Lakh	22	631737	578737	6.25	6.25	N.A.	N.A.
(c)	Any Other (Total)	479	261833	261832	2.59	2.59	N.A.	N.A.
(c1)	Clearing Members	29	20771	20771	.21	.21	N.A.	N.A.
(c2)	Directors and thier relatives	4	445	445	0	0	N.A.	N.A.
(c3)	Hindu Undivided Families	270	68930	68929	.68	.68	N.A.	N.A.
(c4)	Non Resident Indians	175	54087	54087	.54	.54	N.A.	N.A.
(c5)	Trusts	1	117600	117600	1.16	1.16	N.A.	N.A.
	Sub-Total (B)(2)	9257	3170051	2986148	31.37	31.37	N.A.	N.A.
	Total Public Shareholding (B)= (B)(1)+(B)(2)	9263	3525398	3341495	34.88	34.88	N.A.	N.A.
	TOTAL (A)+(B)	9299	10105840	9915537	100	100	0	0
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	N.A.	0	N.A.	N.A.
C1	Promoter and Promoter Group	0	0	0	N.A.	0	N.A.	N.A.
C2	Public	0	0	0	N.A.	0	N.A.	N.A.
	GRAND TOTAL (A)+(B)+(C)	9299	10105840	9915537	N.A.	100	0	0

xi) Dematerialisation of Shares:

As on 31.03.2012, 99,15,537 equity shares representing 98.12% in the Equity Share Capital is in dematerialised form. The position regarding dematerialization / rematerialisation of shares, as at 31.03.2012 as reported by the Registrars & Transfer Agents, M/s.Cameo Corporate Services Limited, Chennai, is as under:-

Dematerialisation as on 31.03.2012:

	National Securities Depository Limited	Central Depository Services (India) Limited	Total
Demat	as on 31.3.2012	as on 31.3.2012	as on 31.3.2012
requests	430	79	509
shares	5083203	133700	5216903
certificates	46796	1183	47979

The above dematerialised shares are credited to National Securities Depository Limited, Mumbai and Central Depository Services (India) Limited, Mumbai.

Rematerialisation as on 31.03.2012:

	National Securities Depository Limited	Central Depository Services (India) Limited	Total
Remat	as on 31.3.2012	as on 31.3.2012	as on 31.3.2012
requests	13	1	14
shares	269	50	319
certificates	13	1	14

Shares certificates have been issued for the rematerialised shares.

xii) Outstanding GDR/ADR/Warrants or any convertible instruments, conversion date and impact on equity: NIL

xiii) Plant Locations:

UNIT I [EHTP DIV]	:	Door No.5/1080, Plot No.154 Industrial Estate, Perungudi, Chennai - 600 096.
UNIT II	:	33/1, PIPDIC Industrial Estate, Sedarapet, Pondicherry - 605 111.
UNIT III S	:	S. No.58/3, Nachiyur, Salem Main Road, Veerappan Palayam P.O. Idappadi - 637105. Salem District.
UNIT IV	:	A-85, VI Cross PIPDIC Industrial Estate, Sedarapet, Pondicherry - 605 111.
UNIT V	:	EL-101, Electronic Zone, MIDC, Thane, Navi Mumbai - 400 705.
UNIT VI	:	Plot-17A, Sector-2 Parwanoo-173220. Himachal Pradesh.
FABRICATION, HIGH ENERGY DIVISION, TRANSFORMER & STABILIZER PLANT	:	122/1, Old Mahabalipuram Road, Semmanchery, Chennai - 600 119.
xiv) Address for correspondence	:	'NUMERIC HOUSE' No.5, Sir P.S. Sivasamy Salai, Mylapore, Chennai - 600 004, Tamil Nadu.

For and on behalf of the Board of Directors

Chennai
May 30, 2012

A.BALAN
Director

R.CHELLAPPAN
Managing Director

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of SWELECT ENERGY SYSTEMS LIMITED (formerly known as 'NUMERIC POWER SYSTEMS LIMITED')

I have examined the compliance of conditions of Corporate Governance by SWELECT ENERGY SYSTEMS LIMITED (formerly known as 'NUMERIC POWER SYSTEMS LIMITED') ('the Company'), for the year ended on March 31, 2012, as stipulated in clause 49 of the Listing Agreement executed by the Company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Management. My 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.

I 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.

In my opinion and to the best of my information and according to the explanations, records, given to me during the secretarial audit, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement executed with the Stock Exchanges.

Place: Chennai

Date: May 30, 2012

R.KANNAN

Practicing Company Secretary,

CP No. 3363

Door No.6, Plot 11A,

10th St New Colony,

Adambakkam, Chennai-600 088.

Auditors' Report

To

The Members of SWELECT ENERGY SYSTEMS LIMITED (formerly known as 'NUMERIC POWER SYSTEMS LIMITED')

1. We have audited the attached Balance Sheet of SWELECT ENERGY SYSTEMS LIMITED (formerly known as 'NUMERIC POWER SYSTEMS LIMITED') ('the Company') as at March 31, 2012 and also the Statement of profit and loss and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. 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;
 - iii. 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;
 - iv. In our opinion, the balance sheet, statement of profit and loss and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
 - v. On the basis of the written representations received from the directors, as on March 31, 2012, and taken on record by the Board of Directors, we report that none of the directors are disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
 - a) in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2012;
 - b) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
 - c) in the case of cash flow statement, of the cash flows for the year ended on that date.

For S.R. BATLIBOI & ASSOCIATES

Firm registration number: 101049W

Chartered Accountants

per Subramanian Suresh

Partner

Membership No.:083673

Chennai

May 30, 2012

Annexure referred to in paragraph 3 of our report of even date

Re: SWELECT ENERGY SYSTEMS LIMITED (Formerly known as 'NUMERIC POWER SYSTEMS LIMITED') ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) There was no substantial disposal of fixed assets during the year.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) (a) The Company has granted loan to two firms covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 7,11,54,666 and the year-end balance of loans granted to such parties was Rs. 7,11,54,666.
- (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest of the Company.
- (c) In respect of loans granted, repayment of the principal amount is as stipulated and payment of interest has been regular.
- (d) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (e) According to the information and explanations given to us, the Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 Accordingly, the provisions of sub clauses (f) and (g) of clause 4(iii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company in respect of these areas.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees five lakhs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.

- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size of the company and nature of its business.
- (viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the products of the Company.
- (ix) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to informations and explanations given to us, there are no dues of income tax, wealth tax, customs duty, service tax and cess which have not been deposited on account of any dispute. According to the records of the Company, the dues outstanding of Excise duty and Sales tax on account of any dispute are as follows:

Name of the statute	Nature of dues	Amount (Rs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Cenvat Credit related matters	26 lakhs	1998- 2002	High Court
Kerala Sales Tax Act, 1963*	Penalty	7 lakhs	2000-2001	Deputy Commissioner, Commercial Taxes
Delhi VAT Act, 2004	Disputed turnover	12 lakhs	2006-2007	Commissioner, Appeals
HP VAT Act, 2005#	Benefit under a Notification	109 lakhs	2007 – 2012	High Court

*Excludes amounts paid under protest amounting to Rs.3 lakhs.

#Excludes amounts paid under protest amounting to Rs.42 lakhs.

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a bank. The Company has no dues in respect of financial institutions and has not issued any debentures during the year.
- (xii) According to the information and explanations given to us and based on the documents and records produced before us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has given guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof, in our opinion, are not prima-facie prejudicial to the interest of the Company.
- (xvi) The Company did not have any term loans outstanding during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money through public issue during the year and accordingly, the provisions of clause 4(xx) of Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For S.R. BATLIBOI & ASSOCIATES

Firm registration number: 101049W
Chartered Accountants

per Subramanian Suresh

Partner
Membership No.: 083673

Chennai
May 30, 2012

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')

Balance Sheet as at 31 March 2012

(All amounts are in Indian Rupees, unless otherwise stated)

	Notes	31 March 2012	31 March 2011
Equity and liabilities			
Shareholders' funds			
Share capital	3	10,10,58,400	10,10,58,400
Reserves and surplus	4	261,64,55,638	230,53,80,430
		271,75,14,038	240,64,38,830
Non-current liabilities			
Other long-term liabilities	5	13,23,330	52,395
Deferred tax liabilities (net)	11	6,54,06,055	6,33,32,255
Long-term provisions	7	1,91,90,570	2,63,28,236
		8,59,19,955	8,97,12,886
Current liabilities			
Short-term borrowings	6	25,91,93,170	38,50,69,950
Trade payables	8	31,71,03,641	51,06,79,034
Other current liabilities	8	26,25,09,995	11,05,72,788
Short-term provisions	7	9,31,60,596	7,10,48,008
		93,19,67,402	107,73,69,780
TOTAL		373,54,01,395	357,35,21,496
Assets			
Non-current assets			
Fixed assets			
Tangible assets	9	71,83,27,039	67,41,40,760
Intangible assets	10	1,79,11,770	1,41,94,773
Capital work-in-progress		20,38,32,228	1,78,01,154
Non-current investments	12	21,00,70,198	12,55,70,198
Long-term loans and advances	14	19,81,55,338	9,38,44,989
Trade receivables	15.1	3,82,22,949	2,20,81,912
		138,65,19,522	94,76,33,786
Current assets			
Current investments	16	50,00,000	2,00,00,000
Inventories	13	103,75,52,500	112,15,94,503
Trade receivables	15.1	104,80,40,742	118,46,91,212
Cash and bank balances	17	16,42,05,583	19,82,06,749
Short-term loans and advances	14	9,29,28,711	10,03,97,292
Other current assets	15.2	11,54,337	9,97,954
		234,88,81,873	262,58,87,710
TOTAL		373,54,01,395	357,35,21,496
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S.R Batliboi & Associates
Firm registration number: 101049W
Chartered Accountants

For and on behalf of the board of directors

per Subramanian Suresh
Partner
Membership no.: 083673

A Balan
Director

B.Srinivasan
Company Secretary

R.Chellappan
Managing Director

Place: Chennai
Date: May 30, 2012

Place: Chennai
Date: May 30, 2012

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Statement of profit and loss for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

	Notes	31 March 2012	31 March 2011
Income			
Revenue from operations (net)	18	534,64,21,473	485,78,60,981
Other income	19	5,29,62,113	3,22,40,619
Total revenue		539,93,83,586	489,01,01,600
Expenses			
Cost of raw material and components consumed	20	245,28,69,197	220,33,29,464
Purchase of traded goods	21	121,07,65,110	109,67,50,180
(Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods	21	21,58,143	(5,35,05,008)
Employee benefits expense	22	57,13,50,497	46,41,05,465
Other expenses	23	63,38,54,672	58,47,79,568
Depreciation and amortization expense	24	5,64,96,388	4,89,73,599
Finance costs	25	3,63,04,795	3,74,92,608
Total expenses		496,37,98,802	438,19,25,876
Profit before tax		43,55,84,784	50,81,75,724
Tax expenses			
Current tax		8,72,00,000	10,49,00,000
Deferred tax		20,73,796	10,85,225
Total tax expense		8,92,73,796	10,59,85,225
Profit/(loss) for the year		34,63,10,988	40,21,90,499
Net Profit attributable to discontinuing operations (Net of related Income tax effect for 31st March 2012 : Rs. 8,74,70,348) (31 March 2011: Rs. 10,59,85,225)	26	33,93,15,049	42,00,66,721
Earnings per equity share [nominal value of share Rs.10 (31 March 2011: Rs.10)]			
Basic and Diluted earnings per share		34.27	39.80
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S.R Batliboi & Associates

Firm registration number: 101049W
Chartered Accountants

per Subramanian Suresh
Partner
Membership no.: 083673

For and on behalf of the board of directors

A Balan
Director

B.Srinivasan
Company Secretary

R.Chellappan
Managing Director

Place: Chennai
Date: May 30, 2012

Place: Chennai
Date: May 30, 2012

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Cash Flow Statement for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

	31 March 2012	31 March 2011
A. Cash flow from operating activities:		
Profit before taxation	43,55,84,784	50,81,75,724
Adjustments for:		
Depreciation/Amortization	5,64,96,388	4,89,73,599
(Profit)/Loss on sale of fixed assets	91,198	(1,15,874)
Unrealized foreign exchange (gain) /loss, net	1,29,83,219	(8,04,332)
Loss on discontinuance of Subsidiary	-	5,50,547
Net (gain)/loss from sale of Investment	(11,11,540)	-
Remission and write off of debts	64,49,263	49,02,947
Provision no longer required written back	(68,69,655)	-
Interest expense	1,03,71,177	92,48,052
Interest income	(1,00,18,115)	(20,30,781)
Dividend income	(3,05,66,633)	(1,50,000)
Operating profit before working capital changes	47,34,10,086	56,87,49,882
Movement in working capital :		
(Increase) / Decrease in Trade receivables	11,40,60,170	(18,84,83,043)
(Increase) / Decrease in loans and advances	(6,93,62,466)	(3,74,40,382)
(Increase) / Decrease in inventories	8,40,42,002	(18,14,32,042)
Increase / (Decrease) in Trade payable, current and long term liability	(13,91,51,233)	9,38,55,385
Increase / (Decrease) in provisions	1,48,26,559	54,20,347
Cash generated from /(used in) operations	47,78,25,118	26,06,70,147
Taxes paid, net	(11,46,79,302)	(9,19,95,279)
Net cash flow from operating activities (A)	36,31,45,816	16,86,74,868
B. Cash flow from investing activities:		
Capital expenditure (refer note 1 below)	(19,86,68,917)	(6,70,30,181)
Sale of investment in subsidiary	-	10,75,529
(Investment)/Redemption of current investment	1,61,11,540	(2,00,00,000)
Investment in subsidiaries	(8,45,00,000)	(7,99,71,400)
Proceeds from sale of fixed assets	6,26,213	1,15,874
Investments/(Redemption) in bank deposits (having original maturity of more than three months)	39,75,030	(3,58,44,859)
Interest received	98,61,732	16,33,235
Dividend received	3,05,66,633	1,50,000
Net cash used in investing activities (B)	(22,20,27,769)	(19,98,71,802)

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Cash Flow Statement for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

	<u>31 March 2012</u>	<u>31 March 2011</u>
C. Cash flow from financing activities:		
Proceeds/(Repayment) of short term borrowings (net)	(12,58,76,780)	13,98,96,059
Interest paid	(1,01,79,987)	(92,48,052)
Dividend paid	(3,03,17,520)	(3,04,10,190)
Dividend tax paid	(49,18,260)	(50,35,361)
Net cash flow from/(used in) in financing activities (C)	(17,12,92,547)	9,52,02,456
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(3,01,74,500)	6,40,05,522
Cash and cash equivalents at the beginning of the year	14,99,33,135	8,59,27,613
Closing cash and cash equivalents (Refer Note 2 & 3 below)	11,97,58,635	14,99,33,135

Notes :

1. Increase in capital expenditure include payments for items in capital work in progress and purchase of fixed assets. Adjustments for increase / decrease in current liabilities relating to acquisition of fixed assets have been made to the extent identified.
2. Fixed deposits with banks with maturity period of more than three months including interest accrued thereon. amounting to Rs. 4,34,61,569 (previous year Rs. 4,74,36,599) are not included under Cash and Cash equivalents.
3. Unpaid dividend aggregating to Rs. 9,85,379 (previous year Rs. 8,37,015) are not included under Cash and Cash equivalents.
4. The accompanying notes are an integral part of this statement.

As per our report of even date

For S.R Batliboi & Associates

Firm registration number: 101049W
Chartered Accountants

per Subramanian Suresh
Partner
Membership no.: 083673

For and on behalf of the board of directors

A Balan
Director
R.Chellappan
Managing Director

B.Srinivasan
Company Secretary

Place: Chennai
Date: May 30, 2012

Place: Chennai
Date: May 30, 2012

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees unless otherwise stated)

1. Nature of Operations

SWELECT ENERGY SYSTEMS LIMITED ('the Company') was incorporated as a public limited company on September 12, 1994 and was formerly known as NUMERIC POWER SYSTEMS LIMITED. The Company is engaged in the manufacture, sale and trading of Uninterrupted Power Supply ('UPS') systems and accessories and has its manufacturing facilities in Pondicherry, Chennai, Salem and Himachal Pradesh. The Company provides maintenance and other after sale services in respect of UPS systems through a network of branches situated across the country. The Company's operating activities/investments also include Solar and Wind Power generation, installation and maintenance services, energy efficient lighting services, and manufacture of iron and aluminium alloy foundry castings.

Pursuant to the consummation of transfer of the UPS business on May 29, 2012, as more fully discussed in Note 26 of financial statements, the name of the Company has been changed to SWELECT ENERGY SYSTEMS LIMITED.

2. Statement of Significant Accounting Policies

(a) Basis of preparation and presentation of financial statement

The financial statements of the Company have been prepared to comply in all material respects with the accounting principles generally accepted in India, including mandatory Accounting Standards notified under the Companies (Accounting Standard) Rules, 2006 (as amended) under the historical cost convention and on an accrual basis. The accounting policies, in all material respects, have been consistently applied by the Company and are consistent with those used in the previous year.

(b) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and reported amounts of income and expenses during the year. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future years.

(c) Tangible and Intangible fixed assets

Tangible and intangible fixed assets are stated at cost, less accumulated depreciation/amortisation and impairment loss if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

(d) Depreciation and amortisation

Depreciation is provided using the Straight Line Method as per the useful lives of the assets estimated by the management, or at the rates prescribed under schedule XIV of the Companies Act, 1956 whichever is higher as follows:

Building	3.34%
Plant and machinery (Other than Windmills)	4.75%
Windmills (included under Plant & Machinery)	10.00%
Office equipment, electrical etc	4.75%
Computers	16.21%
Furniture and fittings	6.33%
Vehicles	9.50%

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

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Leasehold improvements are amortized using the straight-line method over their estimated useful lives (5 years) or the remainder of primary lease period, whichever is lower.

Leasehold land is amortized on a straight line basis over the primary lease period of 99 years.

Intangible assets comprising goodwill and software are amortized using the straight-line method over a period of five years.

(e) Impairment of tangible and intangible fixed assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

(f) Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of long term investments.

(g) Inventories

Inventories are valued as follows:

Raw-materials, stores and spares	Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.
Work-in-progress, finished goods and traded goods	Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

(h) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sales

Sales of UPS systems, its accessories and other traded/manufactured goods are recognized when significant risks and rewards of ownership are passed to the buyer, which generally coincides with dispatch of goods. Revenues under composite contracts comprising supply, installation and commissioning are recognized on dispatch as such services are generally considered insignificant to the contract. Sales are net of excise duty and sales tax.

Excise Duty deducted from turnover (gross) is the amount that is included in the amount of turnover (gross) and not the entire amount of liability arising during the year.

Service income

Service income is recognized pro-rata over the period of the contract with customers.

Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

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Dividend

Revenue is recognized when the company's right as a shareholder/unit holder to receive payment is established by the balance sheet date.

(i) Foreign currency transactions

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

Forward Exchange Contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

(j) Retirement and other employee benefits

- i. Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss for the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the regional provident fund.
- ii. Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.
- iii. Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation at the end of each financial year. The actuarial valuation is done as per projected unit credit method.
- iv. Actuarial gains / losses are immediately taken to statement of profit and loss and, are not deferred.

(k) Income taxes

Provision for income tax is made for current and deferred taxes. Provision for current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets, other than those arising from undertakings enjoying tax holiday benefits, are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against the future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

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The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

The Company claims tax holiday benefits under Section 80-IB and Section 80-IC of the Income Tax Act, 1961 with respect to certain undertakings. Deferred tax assets or liabilities relating to such undertakings are recognised in these financial statements for the future tax consequences attributable to differences between taxable income and accounting income for the year, to the extent that such differences are not expected to reverse within the tax holiday period.

(l) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares, if any.

(m) Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of profit and loss on a straight-line basis over the lease term.

(n) Provision

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best 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.

Provision for warranty:

Provision is recognized for expected warranty claims on products sold which are under warranty, based on past experience of level of repairs and returns. It is expected that most of this cost would be incurred over the next five years from the balance sheet date. Assumption used to calculate the provision for warranties are based on current sales level and current information available about returns based on the warranty period for all products sold.

(o) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

(p) Cash and Cash equivalents

Cash and Cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand, including cheques in hand and short-term investments with an original maturity of three months or less.

(q) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

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3 Share capital

	<u>31 March 2012</u>	<u>31 March 2011</u>
Authorized shares		
2,00,00,000 (previous year - 2,00,00,000) equity shares of Rs.10/- each	20,00,00,000	20,00,00,000
Issued, subscribed and fully paid-up shares		
1,01,05,840 (previous year - 1,01,05,840) equity shares of Rs. 10/- each	10,10,58,400	10,10,58,400
Total issued, subscribed and fully paid-up share capital	<u>10,10,58,400</u>	<u>10,10,58,400</u>

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

	31 March 2012		31 March 2011	
	Number of shares	Rupees	Number of shares	Rupees
At the beginning of the period	1,01,05,840	10,10,58,400	1,01,05,840	10,10,58,400
Movement during the period	-	-	-	-
Outstanding at the end of the period	<u>1,01,05,840</u>	<u>10,10,58,400</u>	<u>1,01,05,840</u>	<u>10,10,58,400</u>

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31 March 2012, the amount of per share dividend recognized as distributions to equity shareholders was Rs. 3 (31 March 2011: Rs.3).

In the event of the liquidation of the Company, the holder of equity share will be entitled to receive remaining assets of the Company, after distribution of all preference amounts. The distribution will be proportionate to the number of equity shares held by the shareholders.

c. Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	31 March 2012	31 March 2011
Equity shares allotted as fully paid bonus shares by capitalization of securities premium	50,52,920	50,52,920
Equity shares allotted as fully paid up pursuant to merger of UPS division of SWELECT ELECTRONICS PRIVATE LIMITED (Formerly known as 'NUMERIC ELECTRONICS PRIVATE LIMITED') for consideration other than cash.	52,920	52,920

d. Details of shareholders holding more than 5% shares in the Company

	31 March 2012		31 March 2011	
	Number of shares	% holding in the class	Number of shares	% holding in the class
Equity shares of Rs.10 each fully paid				
R. Chellappan, Managing Director	47,47,054	46.97%	47,47,054	46.97%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

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4. Reserves and surplus

	31 March 2012	31 March 2011
Capital reserve		
Balance as per the last financial statements	1,52,63,880	1,52,63,880
Movement during the year	-	-
Closing Balance	1,52,63,880	1,52,63,880
Securities premium account		
Balance as per the last financial statements	1,82,68,300	1,82,68,300
Movement during the year	-	-
Closing Balance	1,82,68,300	1,82,68,300
General reserve		
Balance as per the last financial statements	23,73,89,929	19,71,70,879
Add: amount transferred from surplus balance in the statement of profit and loss	3,46,31,099	4,02,19,050
Closing Balance	27,20,21,028	23,73,89,929
Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statements	203,44,58,321	170,77,22,652
Profit for the year	34,63,10,988	40,21,90,499
Less: Appropriations		
Proposed final equity dividend (amount per share : Rs. 3 (31 March 2011: Rs. 3))	(3,03,17,520)	(3,03,17,520)
Tax on proposed equity dividend	(49,18,260)	(49,18,260)
Transfer to general reserve	(3,46,31,099)	(4,02,19,050)
Total appropriations	(6,98,66,879)	(7,54,54,830)
Net surplus in the statement of profit and loss	231,09,02,430	203,44,58,321
Total reserves and surplus	261,64,55,638	230,53,80,430

5. Other long-term liabilities

	31 March 2012	31 March 2011
Deferred service income	13,23,330	52,395
	13,23,330	52,395

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6. Short-term borrowings

	<u>31 March 2012</u>	<u>31 March 2011</u>
Working capital demand loans	2,00,00,000	4,00,00,000
Buyer's credit	23,91,93,170	34,50,69,950
	25,91,93,170	38,50,69,950

The above amount includes

Secured borrowings	25,91,93,170	38,50,69,950
Unsecured borrowings	-	-

Working capital demand loans (WCDL) and buyer's credit are taken from banks and are secured by a pari passu charge on inventory, book debts and fixed assets both present and future and Equitable mortgage in respect of immovable properties situated at Pondicherry and Semmancherry.

WCDL and Buyer's credit are repayable over a period of 7-21 days and 90 - 180 days respectively.

7. Provisions

	<u>Long-term</u>		<u>Short-term</u>	
	<u>31 March 2012</u>	<u>31 March 2011</u>	<u>31 March 2012</u>	<u>31 March 2011</u>
Provision for employee benefits				
Provision for gratuity (note 27)	-	-	89,84,826	58,97,852
Provision for leave benefits	-	-	1,66,23,657	99,01,709
Total (A)	-	-	2,56,08,483	1,57,99,561
Other provisions				
Provision for warranties	1,91,90,570	2,63,28,236	3,23,16,333	2,00,12,667
Proposed equity dividend	-	-	3,03,17,520	3,03,17,520
Provision for tax on proposed equity dividend	-	-	49,18,260	49,18,260
Total (B)	1,91,90,570	2,63,28,236	6,75,52,113	5,52,48,447
Total (A) + (B)	1,91,90,570	2,63,28,236	9,31,60,596	7,10,48,008
Provision for warranties (refer note 2n)			31 March 2012	31 March 2011
At the beginning of the year			4,63,40,903	4,02,47,253
Arising during the year			2,55,09,000	2,31,76,000
Utilized during the year			(2,03,43,000)	(1,70,82,350)
At the end of the year			5,15,06,903	4,63,40,903

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8. Other current liabilities

	<u>31 March 2012</u>	<u>31 March 2011</u>
Trade payables (refer note below regarding dues to micro and small enterprises)	<u>31,71,03,641</u>	<u>51,06,79,034</u>
Other liabilities		
Interest accrued but not due on borrowings	6,12,527	8,03,717
Deferred service income	9,04,92,773	5,42,57,776
Investor Education and Protection Fund will be credited by following amounts (as and when due)		
Unpaid dividend	9,85,379	8,37,015
Payables for capital purchases	9,24,79,228	12,62,955
Retention money payable	50,00,000	-
Advances from customers	2,24,53,469	2,07,26,728
Statutory dues payables	5,04,86,619	3,26,84,597
	<u>26,25,09,995</u>	<u>11,05,72,788</u>
	<u>57,96,13,636</u>	<u>62,12,51,822</u>

Note

There is no overdue amount payable to Micro, Small and Medium Enterprises as defined under The Micro Small and Medium enterprises Development Act, 2006. Further, the Company has not paid any interest to any Micro, Small and Medium Enterprises during the year.

9. Tangible assets

Particulars	Land (Refer 9(a))	Buildings (Refer 9(b))	Plant & machinery (Refer 9(c))	Office equipment	Computers	Furniture and fittings	Vehicles	Leasehold improvements	Total
Cost									
At 1 April 2010	11,38,15,764	34,06,02,607	19,46,32,544	4,90,97,973	4,57,02,218	3,82,73,231	4,09,36,067	20,83,295	82,51,43,699
Additions	-	1,87,45,624	90,50,392	72,40,009	52,86,039	93,38,649	1,08,68,633	-	6,05,29,346
Disposals	-	-	-	-	-	-	(6,97,232)	-	(6,97,232)
At 31 March 2011	11,38,15,764	35,93,48,231	20,36,82,936	5,63,37,982	5,09,88,257	4,76,11,880	5,11,07,468	20,83,295	88,49,75,813
Additions	2,30,42,995	14,89,243	3,77,99,277	45,83,769	47,40,980	1,06,97,371	85,24,286	19,64,529	9,28,42,451
Disposals #	-	(4,73,628)	(18,06,798)	(45,92,466)	(78,04,161)	(28,14,939)	(35,16,468)	-	(2,10,08,460)
At 31 March 2012	13,68,58,759	36,03,63,846	23,96,75,415	5,63,29,285	4,79,25,076	5,54,94,312	5,61,15,286	40,47,824	95,68,09,804
Depreciation									
At 1 April 2010	3,27,708	3,44,13,409	5,58,97,500	1,66,93,135	2,60,51,667	1,94,30,549	1,71,61,421	9,36,056	17,09,11,445
Charge for the year	1,09,236	1,12,72,335	1,41,44,399	25,20,471	58,21,962	24,99,721	38,36,057	4,16,659	4,06,20,840
Disposals	-	-	-	-	-	-	(6,97,232)	-	(6,97,232)
At 31 March 2011	4,36,944	4,56,85,744	7,00,41,899	1,92,13,606	3,18,73,629	2,19,30,270	2,03,00,246	13,52,715	21,08,35,053
Charge for the year	1,09,236	1,24,65,116	1,58,97,207	42,16,184	61,76,052	40,65,761	45,92,544	4,16,659	4,79,38,760
Disposals #	-	(4,73,628)	(18,06,797)	(45,92,465)	(78,04,160)	(28,14,939)	(27,99,059)	-	(2,02,91,048)
At 31 March 2012	5,46,180	5,76,77,232	8,41,32,309	1,88,37,325	3,02,45,521	2,31,81,092	2,20,93,731	17,69,374	23,84,82,765
Net Block									
At 31 March 2011	11,33,78,820	31,36,62,487	13,36,41,037	3,71,24,376	1,91,14,628	2,56,81,610	3,08,07,222	7,30,580	67,41,40,760
At 31 March 2012	13,63,12,579	30,26,86,614	15,55,43,106	3,74,91,980	1,76,79,555	3,23,13,220	3,40,21,555	22,78,450	71,83,27,039

Disposal represents fully depreciated assets of Rs. 2,01,71,828 retired from active use.

Particulars	Gross block	Depreciation charge for the year	Accumulated Depreciation	Net book value
9(a). Land includes land held on leasehold basis				
As at March 31, 2012	1,08,15,430	1,09,236	5,46,180	1,02,69,250
As at March 31, 2011	1,08,15,430	1,09,236	4,36,944	1,03,78,486
9(b). Building includes those constructed on leasehold land				
As at March 31, 2012	3,45,42,456	12,30,474	55,67,931	2,89,74,525
As at March 31, 2011	3,45,42,456	12,30,474	43,37,457	3,02,04,999
9(c). Plant and machinery includes assets given on operating lease (Represents plant and machinery leased for a term of 11 months to Amex alloys private limited, subsidiary of the Company).				
As at March 31, 2012	2,61,21,240	8,09,549	8,09,549	2,53,11,691
As at March 31, 2011	(Nil)	(Nil)	(Nil)	(Nil)

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10. Intangible assets

Particulars	Goodwill	Computer software	Total
Gross block			
At 1 April 2010	1,38,16,060	3,29,97,780	4,68,13,840
Additions	-	35,72,800	35,72,800
At 31 March 2011	1,38,16,060	3,65,70,580	5,03,86,640
Additions	-	1,22,74,625	1,22,74,625
At 31 March 2012	1,38,16,060	4,88,45,205	6,26,61,265
Amortization			
At 1 April 2010	1,24,34,454	1,54,04,654	2,78,39,108
Charge for the year	13,81,606	69,71,153	83,52,759
At 31 March 2011	1,38,16,060	2,23,75,807	3,61,91,867
Charge for the year	-	85,57,628	85,57,628
At 31 March 2012	1,38,16,060	3,09,33,435	4,47,49,495
Net block			
At 31 March 2011	-	1,41,94,773	1,41,94,773
At 31 March 2012	-	1,79,11,770	1,79,11,770

11. Deferred tax liabilities (net)

	<u>31 March 2012</u>	<u>31 March 2011</u>
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	7,44,23,960	7,01,92,022
Gross deferred tax liability	<u>7,44,23,960</u>	<u>7,01,92,022</u>
Deferred tax asset		
Provision for doubtful debts and advances	(12,03,565)	(12,32,219)
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	(78,14,340)	(56,27,548)
Gross deferred tax asset	<u>(90,17,905)</u>	<u>(68,59,767)</u>
Deferred tax liabilities (net)	<u>6,54,06,055</u>	<u>6,33,32,255</u>

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12. Non-current investments

	<u>31 March 2012</u>	<u>31 March 2011</u>
Trade investments (valued at cost unless stated otherwise)		
Investment in equity instruments of subsidiaries (unquoted)		
1,04,000 (2011 - 4000) equity shares of SWELECT SOLAR ENERGY PRIVATE LIMITED (Formerly known as 'NUMERIC SOLAR ENERGY PRIVATE LIMITED'), Rs.100 each fully paid	1,04,00,000	4,00,000
100 (2011 - 100) equity shares of Mauritius Rupee 1,000 each fully paid in Numeric Power System (Mauritius) Private Limited	1,46,708	1,46,708
2,00,000 (2011 - 2,00,000) equity shares of Sri Lankan Rupees 100 each fully paid in Numeric Lanka Technologies (Private) Limited	95,60,000	95,60,000
11,41,000 (2011 - 11,41,000) equity shares of Singapore Dollar 1 each fully paid in SWELECT ENERGY SYSTEMS PTE LTD (Formerly known as 'Numeric Power Systems Pte. Limited, Singapore').	3,13,17,090	3,13,17,090
20,00,000 (2011 - Nil) of equity shares of Amex Irons Private Limited, Rs.10 each fully paid (refer note below)	7,45,00,000	-
9,20,000 (2011 - 9,20,000) of equity shares of Amex Alloys Private Limited, Rs.10 each fully paid	4,21,71,400	4,21,71,400
Investment in preference instruments of subsidiaries (unquoted)		
375,000 (2011 - 375,000) of 10% Cumulative redeemable preference shares of Amex Alloys Private Limited, Rs.100 each fully paid	3,75,00,000	3,75,00,000
Investment in joint ventures (unquoted)		
2,500 (2011 - 2,500) equity shares of Rs 100 each fully paid in SWELECT INFRASTRUCTURE SERVICES PRIVATE LIMITED (Formerly known as 'NUMERIC INFRASTRUCTURE SERVICES PRIVATE LIMITED')	2,50,000	2,50,000
	20,58,45,198	12,13,45,198
Non Trade investments (valued at cost unless stated otherwise)		
Investment in equity instruments (unquoted)		
300,000 (2011 - 300,000) equity shares of Rs 10 each fully paid in Gem Sugars Limited	30,00,000	30,00,000
Investment in associates (unquoted)		
12,250 (2011 - 12,250) equity shares of Rs 100 each fully paid in SWELECT - SUNPAC POWER PROTECTION PRIVATE LIMITED (Formerly known as 'NPSL - SUNPAC POWER PROTECTION PRIVATE LIMITED')	12,25,000	12,25,000
	42,25,000	42,25,000
	21,00,70,198	12,55,70,198
Aggregate amount of unquoted investments	21,00,70,198	12,55,70,198

Note

The Company entered into a share purchase agreement on November 14, 2011 with the majority of shareholders of M/s Amex Irons Private Limited, ('Amex Irons' or 'AIPL') for acquisition of 100% equity shares and take over of the management control, the acquisition has been completed on the same date.

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13. Inventories (valued at lower of cost and net realizable value)

	31 March 2012	31 March 2011
Raw materials and components	62,61,31,354	70,80,15,214
Work-in-progress	1,84,37,752	1,41,75,380
Finished goods	8,05,79,473	7,08,99,699
Traded goods	31,24,03,921	32,85,04,210
	103,75,52,500	112,15,94,503

14. Loans and advances

	Non-current		Current	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
Capital advances				
Unsecured, considered good	1,19,62,086	50,53,204	-	-
(A)	1,19,62,086	50,53,204	-	-
Security deposit				
Unsecured, considered good	2,57,43,366	1,91,38,998	1,07,18,129	1,77,39,144
(B)	2,57,43,366	1,91,38,998	1,07,18,129	1,77,39,144
Loan and advances to related parties (note 31)				
Unsecured, considered good	8,65,63,314	3,12,64,075	-	-
(C)	8,65,63,314	3,12,64,075	-	-
Advances recoverable in cash or kind				
Unsecured considered good	-	-	3,05,93,301	2,97,83,848
(D)	-	-	3,05,93,301	2,97,83,848
Other loans and advances				
<u>Unsecured, considered good:</u>				
Advance income-tax (net of provision for taxation)	3,32,08,894	57,29,592	-	-
Prepaid expenses	-	-	1,24,09,305	1,11,85,016
Loans to employees	89,33,035	55,12,843	54,30,860	83,55,945
Balances with government authorities	3,17,44,643	2,71,46,277	3,37,77,116	3,33,33,339
(E)	7,38,86,572	3,83,88,712	5,16,17,281	5,28,74,300
<u>Unsecured, considered doubtful:</u>				
Balances with government authorities	-	-	31,59,000	31,59,000
Provision for doubtful advance	-	-	(31,59,000)	(31,59,000)
(F)	-	-	-	-
Total (A+ B + C + D + E + F)	19,81,55,338	9,38,44,989	9,29,28,711	10,03,97,292

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Loans and advances to related parties include, Dues from Subsidiary Companies in which Managing director is a director

	Non-current		Current	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
-- Amex Alloys Private Limited	5,72,42,626	2,41,70,343	-	-
-- Amex Irons Private Limited	1,39,12,040	-	-	-
-- Numeric Power Systems (Mauritius) Private Limited	15,55,252	12,75,884	-	-
-- Numeric Lanka Technologies (Private) Limited	34,03,220	29,95,774	-	-
-- SWELECT SOLAR ENERGY PRIVATE LIMITED (Formerly known as 'NUMERIC SOLAR ENERGY PRIVATE LIMITED')	92,40,586	17,10,476	-	-
-- SWELECT ENERGY SYSTEMS PTE LTD (Formerly known as 'Numeric Power Systems Pte. Limited, Singapore')	12,09,590	11,11,598	-	-

15. Trade receivables and other assets

15.1 Trade receivables

	Non-current		Current	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
Outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, considered good	-	-	6,89,24,416	3,89,50,144
(A)	-	-	6,89,24,416	3,89,50,144
Other receivables				
Unsecured, considered good	3,82,22,949	2,20,81,912	97,91,16,326	1,14,57,41,068
(B)	3,82,22,949	2,20,81,912	97,91,16,326	1,14,57,41,068
Total (A + B)	3,82,22,949	2,20,81,912	1,04,80,40,742	1,18,46,91,212

Trade receivables include:

	Non-current		Current	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
Included in Trade receivables are:				
Dues from Subsidiary Companies in which Managing director is a director				
Amex Alloys Private Limited	-	-	36,70,780	1,34,01,296
Amex Irons Private Limited	-	-	80,000	-
SWELECT ENERGY SYSTEMS PTE LTD (Formerly known as 'Numeric Power Systems Pte. Limited, Singapore')	-	-	49,23,298	1,24,23,018
Numeric Lanka Technologies (Private) Limited	-	-	-	16,21,229

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15.2 Other assets

Unsecured, considered good unless stated otherwise
Interest accrued on fixed deposits

	Current	
	31 March 2012	31 March 2011
	11,54,337	9,97,954
	11,54,337	9,97,954

16. Current investments

Current investments (valued at lower of cost and fair value, unless stated otherwise)

Quoted mutual funds

9,598 (2011 - 9,598) units of Rs.10 each fully paid of HDFC Prudence Fund - Growth plan

20,00,000 20,00,000

Nil (2011 - 2,32,887) units of Rs. 10 each fully paid of Reliance Regular Savings Fund - Debt Plan - Growth plan

- 30,00,000

2,82,736 (2011 - 2,82,736) units of Rs. 10 each fully paid of Templeton India Income Opportunities Fund - Growth plan

30,00,000 30,00,000

Nil (2011 - 6,00,000) units of Rs. 10 each fully paid of Reliance Fixed Horizon Fund - XV Series 8 Growth plan

- 60,00,000

Nil (2011 - 3,54,032) units of Rs. 10 each fully paid of Birla Sunlife Mip li - Savings 5 Plan - Growth plan

- 60,00,000

50,00,000 **2,00,00,000**

Aggregate market value of quoted investments

54,54,754 2,06,95,101

Aggregate cost of quoted investments

50,00,000 2,00,00,000

17. Cash and bank balances

Cash and cash equivalents

Balances with banks:

On current accounts

10,22,01,159 12,77,68,851

On unpaid dividend accounts

9,85,379 8,37,015

Cheques on hand

1,70,17,491 2,17,78,539

Cash on hand

5,39,985 3,85,745

Total (A)

12,07,44,014 **15,07,70,150**

Other bank balances

Deposits with original maturity for more than 3 months but less than 12 months

4,34,61,569 4,74,36,599

Total (B)

4,34,61,569 **4,74,36,599**

Total Cash and bank balances (A+B)

16,42,05,583 **19,82,06,749**

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18. Revenue from operations (net)

	<u>31 March 2012</u>	<u>31 March 2011</u>
Revenue from operations		
Sale of products		
Manufactured goods	3,27,35,64,525	3,07,52,75,003
Traded goods	1,71,93,24,375	1,47,00,94,191
Sale of services	59,13,40,112	52,50,27,921
Other operating revenue		
Scrap sales	2,38,56,908	1,99,03,092
Other	1,78,04,738	2,13,66,488
Revenue from operations (gross)	<u>5,62,58,90,658</u>	<u>5,11,16,66,695</u>
Less: Excise duty	27,94,69,185	25,38,05,714
Revenue from operations (net)	<u>5,34,64,21,473</u>	<u>4,85,78,60,981</u>

Details of products sold

	<u>31 March 2012</u>	<u>31 March 2011</u>
Manufactured goods sold		
UPS	3,07,70,67,073	3,01,20,43,845
Others	19,64,97,452	6,32,31,158
	<u>3,27,35,64,525</u>	<u>3,07,52,75,003</u>

Traded goods sold

UPS	62,35,04,438	72,72,45,039
Batteries	87,17,06,981	59,64,59,904
Others	22,41,12,956	14,63,89,248
	<u>1,71,93,24,375</u>	<u>1,47,00,94,191</u>
	<u>4,99,28,88,900</u>	<u>4,54,53,69,194</u>

Details of services rendered

Annual maintenance contract services	55,84,30,274	49,43,09,648
Others	3,29,09,838	3,07,18,273
	<u>59,13,40,112</u>	<u>52,50,27,921</u>

19. Other income

	<u>31 March 2012</u>	<u>31 March 2011</u>
Interest income	1,00,18,115	20,30,781
Dividend income from:		
Long term, trade investments (refer note below)	3,04,16,633	-
Long term, Non trade investments	1,50,000	1,50,000
Net gain from the sale of current investments	11,11,540	-
Foreign exchange gains, net	-	2,93,89,122
Rental income	43,96,170	-
Liabilities no longer required, written back	68,69,655	-
Other non-operating income	-	6,70,716
	<u>5,29,62,113</u>	<u>3,22,40,619</u>

Note

Dividend income from long term trade investments represents dividend received from Srilanka, subsidiary.

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20. Cost of raw material and components consumed

	<u>31 March 2012</u>	<u>31 March 2011</u>
Inventory at the beginning of the year	70,80,15,214	58,00,88,180
Add: Purchases	<u>2,37,09,85,338</u>	<u>2,33,12,56,498</u>
	3,07,90,00,552	2,91,13,44,678
Less: inventory at the end of the year	62,61,31,354	70,80,15,214
Cost of raw material and components consumed	<u>2,45,28,69,197</u>	<u>2,20,33,29,464</u>

Details of raw material and components consumed

	<u>31 March 2012</u>	<u>31 March 2011</u>
Batteries	1,28,25,01,263	1,18,26,23,408
Semi-knocked down components	49,85,63,784	44,38,08,664
Others	<u>67,18,04,150</u>	<u>57,68,97,392</u>
	<u>2,45,28,69,197</u>	<u>2,20,33,29,464</u>

Details of inventory

	<u>31 March 2012</u>	<u>31 March 2011</u>
Raw materials and components		
Batteries	10,68,75,979	21,35,16,168
Semi-knocked down components	24,95,30,461	22,38,23,584
Others	<u>26,97,24,914</u>	<u>27,06,75,462</u>
	<u>62,61,31,354</u>	<u>70,80,15,214</u>

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21. (Increase)/decrease in inventories

	<u>31 March 2012</u>	<u>31 March 2011</u>
Inventories at the end of the year		
Traded goods	31,24,03,921	32,85,04,210
Work-in-progress	1,84,37,752	1,41,75,380
Finished goods	8,05,79,473	7,08,99,699
	<u>41,14,21,146</u>	<u>41,35,79,289</u>
Inventories at the beginning of the year		
Traded goods	32,85,04,210	26,57,93,126
Work-in-progress	1,41,75,380	3,01,02,648
Finished goods	7,08,99,699	6,41,78,507
	<u>41,35,79,289</u>	<u>36,00,74,281</u>
	<u>21,58,143</u>	<u>(5,35,05,008)</u>
Details of purchase of traded goods		
	<u>31 March 2012</u>	<u>31 March 2011</u>
Traded UPS Systems	41,73,78,101	50,81,80,650
Batteries	71,29,39,839	52,64,62,020
Others	8,04,47,170	6,21,07,510
	<u>121,07,65,110</u>	<u>109,67,50,180</u>
Details of inventory		
	<u>31 March 2012</u>	<u>31 March 2011</u>
Traded goods		
Traded UPS Systems	6,42,40,211	9,93,22,726
Batteries	8,29,74,243	11,05,18,146
Others	16,51,89,467	11,86,63,338
	<u>31,24,03,921</u>	<u>32,85,04,210</u>
Work-in-progress		
Semi-manufactured UPS Systems	1,84,37,752	1,41,75,380
	<u>1,84,37,752</u>	<u>1,41,75,380</u>
Finished goods		
Manufactured UPS Systems	6,13,30,106	4,56,23,193
Others	1,92,49,367	2,52,76,506
	<u>8,05,79,473</u>	<u>7,08,99,699</u>

22. Employee benefit expense

	<u>31 March 2012</u>	<u>31 March 2011</u>
Salaries, wages and bonus	50,26,39,402	40,81,51,493
Contribution to provident and other funds	3,52,03,033	2,91,89,190
Gratuity expense (also refer note 27)	89,84,826	64,02,374
Staff welfare expenses	2,45,23,236	2,03,62,408
	<u>57,13,50,497</u>	<u>46,41,05,465</u>

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23. Other expenses

	<u>31 March 2012</u>	<u>31 March 2011</u>
Sub-contracting and processing expenses	4,71,51,529	5,21,32,441
Service and maintenance charges	2,02,00,977	68,40,938
(Increase)/decrease of excise duty on inventory	(4,64,302)	14,61,170
Power and fuel	1,55,25,676	1,29,37,762
Freight and forwarding charges	14,22,07,513	12,47,25,956
Rent	3,94,33,663	2,99,43,954
Rates and taxes	2,05,40,355	2,02,12,865
Insurance	63,43,004	69,28,064
Repairs and maintenance		
- Plant & Machinery	26,55,188	12,22,664
- Buildings	11,45,999	10,78,174
- Others	2,63,74,590	2,09,12,343
Sales promotion	8,39,74,676	13,03,46,327
Advertisement	1,20,82,255	1,12,31,352
Travelling and conveyance	10,54,99,511	8,99,22,439
Communication costs	1,68,72,801	1,53,67,051
Printing and stationery	1,06,17,308	94,51,745
Exchange differences (net)	3,83,89,326	-
Legal and professional fees	1,41,15,867	1,32,90,548
Loss on sale of assets	91,198	-
Payment to auditor (Refer details below)	31,00,000	25,98,000
Loss on discontinuance of operations in subsidiary	-	5,50,547
Bad debts/advances written off	64,49,263	49,02,947
Miscellaneous expenses	2,15,48,275	2,87,22,281
	<u>63,38,54,672</u>	<u>58,47,79,568</u>
Payment to auditor		
As auditor:		
Audit fee	21,00,000	16,00,000
Limited review	9,00,000	9,00,000
Reimbursement of expenses	1,00,000	98,000
	<u>31,00,000</u>	<u>25,98,000</u>
24. Depreciation and amortization expense		
Depreciation of tangible assets	4,79,38,760	4,06,20,840
Amortization of intangible assets	85,57,628	83,52,759
	<u>5,64,96,388</u>	<u>4,89,73,599</u>
25. Finance costs		
Interest	1,03,71,177	92,48,052
Bank and other charges	2,59,33,618	2,82,44,556
	<u>3,63,04,795</u>	<u>3,74,92,608</u>

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26. Discontinuing operation

During the year, the Company had entered into a Business Transfer Agreement dated February 9, 2012 to sell its UPS business undertaking. The UPS business undertaking comprising of the operations in India, Singapore and its investment in Srilanka is being transferred as a going concern on a slump sale basis for an aggregate consideration of Rs. 837.08 Crores including, an amount of USD 4.5 Million for the Singapore operations. The shareholders of the Company approved the transaction by way of postal ballot on March 16, 2012 and the Company has, upon fulfillment of the various conditions precedent, transferred the UPS business undertaking subsequent to the year end, on May 29, 2012.

As this transaction would qualify as an initial disclosure event, within the meaning of Accounting Standard 24 Discontinuing operations, the profit attributable to the discontinuing operation net of related income tax expense has been disclosed separately in the statement of profit and loss. The following table summarizes the revenues, profits, assets, liabilities and cash flows attributable to the discontinuing operations

a) Revenues, profits and expenses attributable to discontinuing operations

Particulars	31 March 2012	31 March 2011
Revenue	528,31,64,742	482,77,68,780
Expenses	478,86,32,164	424,36,46,746
Profit/(loss) from operating activities	49,45,32,578	58,41,22,034
Finance costs	3,56,97,533	3,71,75,361
Depreciation/amortization	3,20,49,648	2,08,94,727
Profit/(loss) before tax	42,67,85,397	52,60,51,946
Income-tax expense	8,74,70,348	10,59,85,225
Profit/(loss) after tax	33,93,15,049	42,00,66,721

b) Assets and liabilities attributable to discontinuing operations

Particulars	31 March 2012	31 March 2011
Total liabilities	55,88,34,957	67,94,71,741
Other long-term liabilities	13,23,330	52,395
Long-term provisions	1,91,90,570	2,63,28,236
Trade payables	31,50,78,611	50,96,09,781
Other current liabilities	16,53,17,630	10,76,69,101
Short-term provisions	5,79,24,816	3,58,12,228
Total assets	233,55,94,571	254,65,83,681
Fixed assets	16,77,35,539	14,75,72,381
Non-current investments	95,60,000	95,60,000
Long-term loans and advances	4,08,16,348	3,38,12,417
Trade receivables	3,77,79,476	2,20,81,912
Inventories	102,98,90,331	111,47,46,557
Trade receivables	100,32,11,329	115,23,21,461
Short-term loans and advances	4,66,01,548	6,64,88,953
Net assets	177,67,59,616	186,71,11,940

c) Cashflows attributable to discontinuing operations

Particulars	31 March 2012	31 March 2011
Operating activities	43,71,09,379	20,04,47,863
Investing activities	(38,73,642)	(2,60,64,966)
Financing activities	(1,01,97,700)	(91,69,799)
Net cash inflows/(outflows)	42,30,38,037	16,52,13,098

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27. Employee benefit plans

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

Long term compensated absences are provided for based on actuarial valuation as per projected unit credit method made at the end of each financial year.

The following tables summarise the components of net benefit expense recognised in the profit and loss account and the funded status and amounts recognised in the balance sheet for the gratuity plan.

Net employee benefit expense
(recognised in Personnel Expenses)
Particulars

	31 March 2012	31 March 2011
Current service cost	49,05,992	36,45,912
Interest cost on benefit obligation	28,47,670	23,12,386
Expected return on plan assets	(29,58,250)	(23,95,365)
Net actuarial (gain) / loss recognised in the year	41,89,414	28,39,441
Net benefit expense	89,84,826	64,02,374
Actual return on plan assets	(29,58,250)	(23,95,365)

Details of provision for gratuity
Particulars

	31 March 2012	31 March 2011
Present value of obligation as at the end of the year	4,51,49,623	3,55,95,878
Less : Fair value of plan assets at the end of the year	(3,61,64,797)	(2,96,98,026)
Plan (asset) / liability	89,84,826	58,97,852

Changes in the present value of the defined benefit obligation are as follows:

Particulars	31 March 2012	31 March 2011
Present value of obligation at the beginning of the year	3,55,95,878	2,89,04,822
Interest Cost	28,47,670	23,12,386
Current service cost	49,05,992	36,45,912
Benefits paid	(23,89,331)	(21,06,683)
Actuarial (gain) / loss on obligation	41,89,414	28,39,441
Present value of obligation as at the end of the year	4,51,49,623	3,55,95,878

Changes in the fair value of plan assets are as follows:

Particulars	31 March 2012	31 March 2011
Fair value of planned assets at the beginning of the year	2,96,98,026	2,32,98,833
Expected return on plan assets	29,58,250	23,95,365
Contributions	58,97,852	61,10,511
Benefits paid	(23,89,331)	(21,06,683)
Fair value of plan assets at the end of the year	3,61,64,797	2,96,98,026

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Particulars	31 March 2012	31 March 2011
Defined Benefit Obligation	4,51,49,623	3,55,95,878
Plan Assets	3,61,64,797	2,96,98,026
(Surplus) / deficit	89,84,826	58,97,852
Experience adjustments on plan liabilities	41,89,414	28,39,441

Experience adjustments on:

Year ended	Plan liabilities
March 31st, 2012	41,89,414
March 31st, 2011	28,39,441
March 31st, 2010	22,83,086
March 31st, 2009	52,20,462
March 31st, 2008	29,22,619

The principal assumptions used in determining gratuity benefit obligation for the Company's plan is shown below:

Particulars	31 March 2012	31 March 2011
Discount rate	8.0%	8.0%
Expected return on plan assets (p.a)	8.0%	8.0%
Employee turnover	1% - 3%	1% - 3%
Contribution expected to be paid during the next year	50,00,000	50,00,000

The fund is administered by Life Insurance Corporation of India ("LIC"). The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the year over which the obligation is to be settled.

The estimates of future salary increases and rate of attrition considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

28. Lease commitments - Operating Leases

Particulars	31 March 2012	31 March 2011
Lease payments for the year	3,94,33,663	2,99,43,954
Minimum Lease Payments:		
Not later than one year	62,56,213	80,55,449
Later than one year but not later than five years	95,06,226	56,39,863
Later than five years	1,72,800	5,85,910
	1,59,35,239	1,42,81,222

The lease term ranges between 1 to 6 years. There is no escalation clause in the lease agreement. There are no restrictions imposed by lease agreements. There are no subleases.

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29. Segment information

A. Primary segment information (By Business segments)

The Company's operations predominantly relates to the manufacture and trading in UPS systems and accordingly this is the only primary reportable segment.

B. Secondary segment information (By Geographical segments)

The following table shows the geographical distribution of the Company's segment revenues and additions to tangible and intangible assets for the year ended March 31, 2012 and year ended March 31, 2011. All Fixed and intangible assets are located only in India

Particulars	Geographical segment			
	31 March 2012		31 March 2011	
	Outside India	India	Outside India	India
Revenues	7,31,77,575	527,32,43,898	9,20,98,286	475,78,93,169
Additions to Fixed and Intangible assets	-	10,51,17,076	-	6,70,30,182
Segment assets	8,45,94,068	373,54,01,395	6,45,54,927	350,88,25,501

30. Information in respect of Joint Venture in terms of Accounting Standard 27 - Financial Reporting of Interests in Joint Ventures'

Name of the Joint Venture:	SWELECT INFRASTRUCTURE SERVICES PRIVATE LIMITED (Formerly known as 'NUMERIC INFRASTRUCTURE SERVICES PRIVATE LIMITED')
Nature of business	Providing infrastructure services.
Proportion of Ownership Interest:	50 %
Date of incorporation:	April 2, 2004
Country of Incorporation:	India

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Notes to financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

Summary of assets and liabilities:

(Details given below represent proportionate amount of the Company's share in joint venture)

	31 March 2012	31 March 2011
Equity and liabilities		
Shareholders' funds		
Share capital	2,50,000	2,50,000
Reserves and surplus	6,13,985	5,75,050
	<u>8,63,985</u>	<u>8,25,050</u>
Non-current liabilities		
Deferred tax liabilities (net)	22,549	22,549
Current liabilities		
Trade payables	3,34,173	3,34,173
Other current liabilities	5,63,581	5,64,959
	<u>8,97,754</u>	<u>8,99,132</u>
Total	<u><u>17,84,288</u></u>	<u><u>17,46,731</u></u>
Asset		
Non-current assets		
Fixed assets		
Tangible assets	68,178	78,178
	<u>68,178</u>	<u>78,178</u>
Current assets		
Trade receivables	6,41,399	4,41,661
Cash and bank balances	7,53,141	7,80,533
Short-term loans and advances	3,21,570	4,46,359
	<u>17,16,110</u>	<u>16,68,553</u>
Total	<u><u>17,84,288</u></u>	<u><u>17,46,731</u></u>

Summary of income and expenditure:

(Details given below represent proportionate amount of the Company's share in joint venture)

	31 March 2012	31 March 2011
Expenses		
Personnel expenses	23,625	45,248
Manufacturing and other expenses	2,758	2,758
Depreciation	10,000	-
Financial expenses	2,131	2,672
	<u>38,514</u>	<u>50,678</u>

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

31. Related party transactions

1. Names of related parties

Subsidiaries

Numeric Lanka Technologies (Private) Limited
SWELECT ENERGY SYSTEMS PTE LTD. (Formerly known as 'Numeric Power Systems Pte. Limited, Singapore')
Numeric Power Systems (Mauritius) Private Limited.
SWELECT SOLAR ENERGY PRIVATE LIMITED (Formerly known as 'NUMERIC SOLAR ENERGY PRIVATE LIMITED')
Amex Alloys Private Limited (With effect from January 31, 2011)
Amex Irons Private Limited (With effect from November 14, 2011)
BS Powertech Solution Private Limited

Associates

SWELECT - SUNPAC POWER PROTECTION PRIVATE LIMITED
(Formerly known as 'NPSL - SUNPAC POWER PROTECTION PRIVATE LIMITED')

Joint Ventures

SWELECT INFRASTRUCTURE SERVICES PRIVATE LIMITED
(Formerly known as 'NUMERIC INFRASTRUCTURE SERVICES PRIVATE LIMITED')

Enterprises owned or significantly influenced by
Key management personnel or their relatives

SWELECT ELECTRONICS PRIVATE LIMITED
(Formerly known as 'NUMERIC ELECTRONICS PRIVATE LIMITED')
SWELECT TECHNOLOGIES PRIVATE LIMITED
(Formerly known as 'NUMERIC TECHNOLOGIES PRIVATE LIMITED')

Key management personnel

Mr. R Chellappan - Managing Director
Mr. A Balan - Director (Resigned with effect from May 30, 2012)
Mr. K V Nachiappan - Director (Resigned with effect from May 30, 2012)

Relatives of key management personnel

Mrs. Gunasundari Chellappan
Mr. V.C.Raghunath
Miss V.C.Mirunalini
Miss Aarthi Balan

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

31. Related party transactions

Particulars	Subsidiaries		Associates / Joint Ventures / Enterprises owned or significantly influenced by key management personnel or their relatives		Key Management Personnel		Relatives of key management personnel		Total	
	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11
Sale of goods										
-- Numeric Lanka Technologies (Private) Limited	4,07,65,066	2,56,73,545	-	-	-	-	-	-	4,07,65,066	2,56,73,545
-- SWELECT ENERGY SYSTEMS PTE LTD, Singapore	3,43,484	11,35,621	-	-	-	-	-	-	3,43,484	11,35,621
-- Amex Alloys Private Limited	2,08,90,699	1,11,36,628	-	-	-	-	-	-	2,08,90,699	1,11,36,628
-- Amex Irons Private Limited	1,94,50,883	1,34,01,296	-	-	-	-	-	-	1,94,50,883	1,34,01,296
	80,000	-	-	-	-	-	-	-	80,000	-
Purchases of traded goods										
-- Numeric Lanka Technologies (Private) Limited	3,74,50,214	1,75,21,824	-	-	-	-	-	-	3,74,50,214	1,75,21,824
-- Amex Alloys Private Limited	1,83,97,721	1,75,21,824	-	-	-	-	-	-	1,83,97,721	1,75,21,824
-- SWELECT ENERGY SYSTEMS PTE LTD, Singapore	76,87,257	-	-	-	-	-	-	-	76,87,257	-
	1,13,65,236	-	-	-	-	-	-	-	1,13,65,236	-
Receipt of services										
-- SWELECT TECHNOLOGIES PRIVATE LIMITED	-	-	3,02,400	8,67,600	-	-	-	-	3,02,400	8,67,600
	-	-	3,02,400	8,67,600	-	-	-	-	3,02,400	8,67,600
Rental income										
-- SWELECT TECHNOLOGIES PRIVATE LIMITED	43,96,170	-	6,000	24,000	-	-	-	-	44,02,170	24,000
-- Amex Alloys Private Limited	43,96,170	-	6,000	24,000	-	-	-	-	43,96,170	24,000
Interest income										
-- Amex Alloys Private Limited	45,19,966	2,00,843	-	-	-	-	-	-	45,19,966	2,00,843
-- Amex Irons Private Limited	41,13,577	2,00,843	-	-	-	-	-	-	41,13,577	2,00,843
	4,06,389	-	-	-	-	-	-	-	4,06,389	-
Rent Expense										
-- SWELECT ELECTRONICS PRIVATE LIMITED	-	-	45,00,000	43,50,000	-	-	-	-	45,00,000	43,50,000
	-	-	45,00,000	43,50,000	-	-	-	-	45,00,000	43,50,000
Technical Services Income										
-- Numeric Lanka Technologies (Private) Limited	-	1,70,211	-	-	-	-	-	-	-	1,70,211
	-	1,70,211	-	-	-	-	-	-	-	1,70,211
Royalty Income										
-- Numeric Lanka Technologies (Private) Limited	-	3,40,422	-	-	-	-	-	-	-	3,40,422
	-	3,40,422	-	-	-	-	-	-	-	3,40,422
Remuneration										
-- Mr. R.Chellappan	-	-	1,33,48,388	1,36,71,317	-	-	-	-	1,33,48,388	1,36,71,317
-- Mr. A.Balan	-	-	73,98,767	81,16,317	-	-	-	-	73,98,767	81,16,317
-- Mr. K.V.Nachiappan	-	-	36,99,621	34,40,833	-	-	-	-	36,99,621	34,40,833
-- Mr. V.C.Raghunath	-	-	22,50,000	21,14,167	-	-	-	-	22,50,000	21,14,167
-- Miss V.C.Mirunalini	-	-	-	-	5,32,236	4,85,762	-	-	5,32,236	4,85,762
-- Miss Aarthi Balan	-	-	-	-	3,20,382	2,66,310	-	-	3,20,382	2,66,310
	-	-	-	-	4,87,980	4,55,552	-	-	4,87,980	4,55,552

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

31 . Related party transactions

Particulars	Subsidiaries		Associates / Joint Ventures / Enterprises owned or significantly influenced by key management personnel or their relatives		Key Management Personnel		Relatives of key management personnel		Total	
	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11
Dividend paid										
-- Mr. R. Chellappan	-	-	-	-	1,49,34,540	1,49,34,540	3,17,262	3,17,262	1,52,51,802	1,52,51,802
-- Others	-	-	-	-	1,42,41,162	1,42,41,162	3,17,262	3,17,262	1,42,41,162	1,42,41,162
Dividend received										
-- Numeric Lanka Technologies (Private) Limited	3,04,16,633	-	-	-	6,93,378	6,93,378	-	-	3,04,16,633	-
Non-current investments made										
-- SWELECT SOLAR ENERGY PRIVATE LIMITED	8,45,00,000	7,99,71,400	-	-	-	-	-	-	8,45,00,000	7,99,71,400
-- Amex Alloys Private Limited- Equity	1,00,00,000	3,00,000	-	-	-	-	-	-	1,00,00,000	3,00,000
-- Amex Alloys Private Limited- Preference	-	4,21,71,400	-	-	-	-	-	-	-	4,21,71,400
-- Amex Irons Private Limited	7,45,00,000	3,75,00,000	-	-	-	-	-	-	7,45,00,000	3,75,00,000
Investments discontinued										
-- Numeric Power Systems Proprietary Limited	-	7,49,449	-	-	-	-	-	-	-	7,49,449
Advances made										
-- SWELECT ENERGY SYSTEMS PTE LTD, Singapore	67,603,159	3,65,90,573	-	-	-	-	-	-	6,76,03,159	3,65,90,573
-- SWELECT TECHNOLOGIES PRIVATE LIMITED	-	5,36,850	-	-	-	-	-	-	-	5,36,850
-- Numeric Power Systems (Mauritius) Private Limited	2,244	4,10,297	-	-	-	-	-	-	2,244	4,10,297
-- SWELECT SOLAR ENERGY PRIVATE LIMITED	2,27,446	16,73,926	-	-	-	-	-	-	2,27,446	16,73,926
-- Amex Irons Private Limited	87,13,289	1,39,52,679	-	-	-	-	-	-	87,13,289	1,39,52,679
-- Amex Alloys Private Limited	1,39,52,679	44,70,501	-	-	-	-	-	-	1,39,52,679	44,70,501
Repayment of advances										
-- Amex Alloys Private Limited	19,792,208	1,00,00,000	-	-	-	-	-	-	1,97,92,208	1,00,00,000
Balance outstanding as at the period end:										
Amounts payable to related parties										
Trade payables										
-- SWELECT ELECTRONICS PRIVATE LIMITED	19,602,892	1,26,22,505	1,94,168	27,12,401	-	-	-	-	1,97,97,060	1,53,34,906
-- Numeric Lanka Technologies (Private) Limited	-	-	1,94,168	22,86,975	-	-	-	-	1,94,168	22,86,975
-- SWELECT ENERGY SYSTEMS PTE LTD., Singapore	82,37,656	1,26,22,505	-	-	-	-	-	-	82,37,656	1,26,22,505
-- SWELECT INFRASTRUCTURE SERVICES PRIVATE LIMITED	11,365,236	-	-	-	-	-	-	-	1,13,65,236	-
-- SWELECT TECHNOLOGIES PRIVATE LIMITED	-	-	-	3,68,016	-	-	-	-	-	3,68,016
	-	-	-	57,410	-	-	-	-	-	57,410

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

31. Related party transactions

Particulars	Subsidiaries		Associates / Joint Ventures / Enterprises owned or significantly influenced by key management personnel or their relatives		Key Management Personnel		Relatives of key management personnel		Total	
	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11
Amounts receivable from related parties										
Trade receivables	9,52,37,392	5,87,09,618	14,834	-	-	-	9,52,52,226	-	5,87,09,618	-
-- Numeric Lanka Technologies (Private) Limited	-	16,21,229	-	-	-	-	-	-	16,21,229	-
-- Amex Irons Private Limited	80,000	-	-	-	-	-	80,000	-	-	-
-- Amex Alloys Private Limited	36,70,780	1,34,01,296	-	-	-	-	36,70,780	-	1,34,01,296	-
-- SWELECT ENERGY SYSTEMS PTE LTD., Singapore	49,23,298	1,24,23,018	-	-	-	-	49,23,298	-	1,24,23,018	-
Advances										
-- SWELECT ENERGY SYSTEMS PTE LTD., Singapore	12,09,590	11,11,598	-	-	-	-	12,09,590	-	11,11,598	-
-- Numeric Lanka Technologies (Private) Limited	34,03,220	29,95,774	-	-	-	-	34,03,220	-	29,95,774	-
-- Numeric Power Systems (Mauritius) Private Limited	15,55,252	12,75,884	-	-	-	-	15,55,252	-	12,75,884	-
-- SWELECT TECHNOLOGIES PRIVATE LIMITED	-	-	14,834	-	-	-	-	14,834	-	-
-- SWELECT SOLAR ENERGY PRIVATE LIMITED	92,40,586	17,10,476	-	-	-	-	92,40,586	-	17,10,476	-
ITIED	1,39,12,040	-	-	-	-	-	1,39,12,040	-	-	-
-- Amex Irons Private Limited	5,72,42,626	2,41,70,343	-	-	-	-	5,72,42,626	-	2,41,70,343	-
-- Amex Alloys Private Limited	-	-	-	-	-	-	-	-	-	-

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

32. Directors' Remuneration

	31 March 2012	31 March 2011
Salaries	78,65,871	74,45,000
Commission	54,82,517	62,26,317
	1,33,48,388	1,36,71,317

33. Contingent Liabilities not provided for

	31 March 2012	31 March 2011
Claims against the Company not acknowledged as debts		
a) Excise / CENVAT related matters	26,30,000	26,30,000
b) Sales tax related matters	1,19,36,446	10,00,000
	1,45,66,446	36,30,000

34. Derivative instruments and Foreign currency exposures

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations on payable balance.

The following are the outstanding Forward Exchange Contracts entered into by the Company as at March 31, 2012.

Particulars	31 March 2012	31 March 2011
	USD	USD
Number of contracts	-	8
USD	-	7,38,010
INR Equivalent	-	3,31,82,675

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Particulars	Foreign Currency	31 March 2012		31 March 2011	
		Amount in Foreign Currency	Amount in Indian Rupees	Amount in Foreign Currency	Amount in Indian Rupees
Trade receivables	USD	4,58,660	2,33,32,011	4,07,294	1,81,47,872
	SGD	15,000	6,23,850	-	-
Advances receivable	USD	2,60,568	1,32,55,070	1,80,396	80,36,623
	MUR	8,35,613	15,55,252	8,33,040	12,75,884
	CHF	8,048	4,31,534	-	-
	EUR	30,527	20,72,200	-	-
	GBP	31,600	23,00,354	-	-
Non-current Investments	SLR	2,00,00,000	95,60,000	2,00,00,000	95,60,000
	SGD	11,41,000	3,13,17,090	11,41,000	3,13,17,090
	MUR	1,00,000	1,46,708	1,00,000	1,46,708
Trade payables	USD	66,03,558	33,59,22,976	1,09,66,590	48,94,38,931
	EUR	4,97,803	3,37,90,834	-	-
Balance with banks	USD	8,390	4,26,811	1,02,145	45,50,565
	EURO	2	122	2	118
Buyers credit availed from banks	USD	47,02,048	23,91,93,170	77,31,794	34,50,69,950

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

35. Value of imports calculated on CIF basis

	31 March 2012	31 March 2011
Raw materials	51,28,53,891	73,46,05,363
Traded goods	79,89,94,144	85,88,16,389
Capital goods	11,90,72,448	1,41,704
	143,09,20,483	159,35,63,456

36. Expenditure in foreign currency (on accrual basis)

	31 March 2012	31 March 2011
Travelling	17,95,043	13,54,990
Freight and insurance	48,99,586	-
Interest	31,27,793	45,55,659
Professional and consultancy charges	2,88,539	-
Business Promotion	-	17,61,375
Staff welfare	-	8,82,809
Others	22,849	7,99,320
	1,01,33,810	93,54,153

37. Imported and indigenous raw materials

	% of total consumption		Value	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
Imported	35%	46%	86,49,16,168	1,01,39,37,346
Indigenous	65%	54%	158,79,53,029	118,93,92,118
	100%	100%	245,28,69,197	220,33,29,464

38. Net dividend remitted in foreign exchange

Final	31 March 2012	31 March 2011
Period to which it relates	2010-11	2009-10
Number of non-resident shareholders	14	14
Number of equity shares of Rs 10 each held on which dividend was due	7,04,900	7,04,900
Amount remitted	21,14,700	21,14,700

39. Earnings in foreign exchange (on accrual basis)

	31 March 2012	31 March 2011
Exports at F.O.B. value	7,31,77,575	9,20,98,286
Dividend income	3,04,16,633	-
Royalty	-	3,40,422
Technical service income	-	1,70,211
	10,35,94,208	9,26,08,919

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

40. Capital and other commitments

- a) At 31st March, 2012, the estimated amount of contracts remaining to be executed on capital account and not provided for is Rs. 1,94,53,447 (31st March 2011: Rs 47,44,827)
- b) Commitments relating to lease arrangements, please refer to note 28

41. During the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act 1956, became applicable to the Company, for preparation and presentation of its financial statements. The Company has presented its financial statements in accordance with the requirements of revised Schedule VI and has hence reclassified and regrouped the previous year figures to conform to current year's classification.

For S.R Batliboi & Associates

Firm registration number: 101049W
Chartered Accountants

per Subramanian Suresh
Partner
Membership no.: 083673

Place: Chennai
Date: May 30, 2012

For and on behalf of the board of directors

A Balan
Director

R.Chellappan
Managing Director

B.Srinivasan
Company Secretary

Place: Chennai
Date: May 30, 2012

Auditors' Report

To

The Board of Directors of SWELECT ENERGY SYSTEMS LIMITED (formerly NUMERIC POWER SYSTEMS LIMITED)

1. We have audited the attached consolidated balance sheet of **SWELECT ENERGY SYSTEMS LIMITED (formerly NUMERIC POWER SYSTEMS LIMITED)**, ('the Company') its subsidiaries, joint venture and associate as at 31st March 2012, and also the consolidated profit and loss account and the consolidated cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of certain subsidiaries and joint venture whose financial statements reflect total assets of Rs. 7,779.37 lakhs as at 31st March 2012, the total revenue of Rs. 6,850.74 lakhs and cash outflows amounting to Rs. 75.17 lakhs for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion is based solely on the report of other auditors.
4. Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components, and to the best of our information and according to the explanations given to us, we are of the opinion that the attached 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, its subsidiaries, joint venture and associate as at 31st March 2012;
 - (b) in the case of the consolidated statement of profit and loss, of the profit 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.

For S.R. BATLIBOI & ASSOCIATES

Firm registration number: 101049W
Chartered Accountants

per Subramanian Suresh

Partner
Membership No.: 083673

Chennai
May 30, 2012

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Consolidated Balance Sheet as at 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

	Notes	31 March 2012	31 March 2011
Equity and liabilities			
Shareholders' funds			
Share capital	3	10,10,58,400	10,10,58,400
Reserves and surplus	4	282,35,69,704	245,76,84,349
		292,46,28,104	255,87,42,749
Minority Interest		68,89,547	51,44,459
Non-current liabilities			
Other long-term liabilities	5a	13,23,330	52,396
Long-term borrowings	5b	7,31,72,945	5,55,66,751
Deferred tax liabilities (net)	11	7,14,53,301	6,57,40,606
Long-term provisions	6	1,97,46,010	2,63,28,236
		16,56,95,586	14,76,87,989
Current liabilities			
Short-term borrowings	7	34,71,36,791	43,49,54,934
Trade payables	8	43,37,99,803	57,04,74,609
Other current liabilities	8	28,35,63,039	11,85,74,595
Short-term provisions	6	9,31,77,966	7,22,11,676
		115,76,77,599	119,62,15,814
TOTAL		425,48,90,836	390,77,91,011
Assets			
Non-current assets			
Fixed assets			
Tangible assets	9	107,61,52,480	86,66,72,865
Intangible assets	10	1,79,11,770	1,41,94,773
Capital work-in-progress		21,15,11,696	2,75,34,211
Goodwill on consolidation		5,29,84,784	-
Non-current investments	12	60,78,554	62,67,750
Long-term loans and advances	14	12,20,18,172	6,34,15,648
Trade receivables	15.1	4,38,63,214	2,77,22,177
		153,05,20,670	100,58,07,424
Current assets			
Current investments	16	50,00,000	2,00,00,000
Inventories	13	114,02,78,745	123,22,07,597
Trade receivables	15.1	123,79,02,482	125,85,64,112
Cash and bank balances	17	22,66,87,119	26,81,78,273
Short-term loans and advances	14	11,33,35,138	12,20,35,655
Other current assets	15.2	11,66,682	9,97,950
		272,43,70,166	290,19,83,587
TOTAL		425,48,90,836	390,77,91,011
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For S.R Batliboi & Associates

Firm registration number: 101049W
Chartered Accountants

per Subramanian Suresh
Partner
Membership no.: 083673

For and on behalf of the board of directors

A Balan
Director

B.Srinivasan
Company Secretary

R.Chellappan
Managing Director

Place: Chennai
Date: May 30, 2012

Place: Chennai
Date: May 30, 2012

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Consolidated Statement of profit and loss for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

	Notes	31 March 2012	31 March 2011
Income			
Revenue from operations (net)	18	599,49,00,222	510,22,25,836
Other income	19	94,59,602	3,45,02,710
Total revenue		600,43,59,824	513,67,28,546
Expenses			
Cost of raw material and components consumed	20	267,66,82,729	221,31,46,810
Purchase of traded goods		135,88,08,988	128,91,39,301
(Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods	21	1,91,26,625	(6,34,00,489)
Employee benefits expense	23	62,26,24,087	47,33,96,275
Other expenses	22	75,44,68,410	61,44,94,647
Depreciation and amortization expense	24	6,60,12,366	5,12,69,293
Finance costs	25	4,89,09,862	4,16,14,314
Total expenses		554,66,33,067	461,96,60,151
Share in loss of Associate Company		(1,89,196)	(5,580)
Net Profit before tax, prior period items and minority interest		45,75,37,561	51,70,62,815
Net prior period items	30	(55,94,027)	-
Net profit before tax and minority interest		45,19,43,534	51,70,62,815
Tax expenses			
Current tax		9,81,40,118	10,66,22,185
Deferred tax		43,01,558	8,88,012
Total tax expense		10,24,41,676	10,75,10,197
Net Profit after tax and before minority interest		34,95,01,858	40,95,52,617
Minority interest		(17,21,407)	(38,321)
Net Profit		34,77,80,451	40,95,14,296
Net Profit attributable to discontinuing operations	26	32,71,53,850	42,73,43,562
(Net of related Income tax effect for 31st March 2012 : Rs. 8,94,76,956) (31 March 2011: Rs. 10,76,07,856)			
Earnings per equity share [nominal value of share Rs.10 (31 March 2011: Rs.10)]			
Basic and diluted earnings per share		34.41	40.52
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For S.R Batliboi & Associates

Firm registration number: 101049W

Chartered Accountants

per Subramanian Suresh

Partner

Membership no.: 083673

For and on behalf of the board of directors

A Balan

Director

B.Srinivasan

Company Secretary

R.Chellappan

Managing Director

Place: Chennai

Date: May 30, 2012

Place: Chennai

Date: May 30, 2012

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Consolidated Cash Flow Statement for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

	31 March 2012	31 March 2011
A. Cash flow from operating activities:		
Profit before taxation	45,75,37,561	51,70,62,815
Adjustments for:		
Depreciation/Amortisation	6,60,12,366	5,12,69,293
Share of loss in associate company	1,89,196	5,580
Loss on discontinuance of Subsidiary	-	5,50,547
(Profit)/Loss on sale of fixed assets	91,198	(1,15,874)
Remission and write off of debts	1,00,09,611	49,02,947
Unrealised foreign exchange (gain) /loss, net	1,29,83,219	(3,99,195)
Net (gain)/loss from sale of Investment	(11,11,540)	-
Interest expense	1,94,15,514	1,14,90,651
Interest income	(58,70,954)	(21,97,185)
Dividend income	(1,50,000)	(1,50,000)
Operating profit before working capital changes	55,91,06,171	58,24,19,579
Adjustments for changes in working capital :		
(Increase) / Decrease in trade receivables	(7,97,295)	(15,31,03,800)
(Increase) / Decrease in loans and advances	(2,19,90,354)	(74,94,582)
(Increase) / Decrease in inventories	8,84,60,757	(21,53,35,505)
Increase / (Decrease) in trade payable, current and long term liability	(8,36,99,145)	3,99,80,085
Increase / (Decrease) in provisions	1,40,85,699	50,63,019
Cash generated from /(used in) operations	55,51,65,833	25,15,28,795
Taxes paid net	(12,59,45,368)	(9,22,14,449)
Net cash flow from operating activities (A)	42,92,20,465	15,93,14,346
B. Cash flow from investing activities:		
Capital expenditure (refer note 1 below)	(30,65,42,207)	(15,03,10,801)
Discontinuing operation in Subsidiary	-	(5,50,547)
(Investment) / redemption of current investments	1,61,11,540	(2,00,00,000)
Investment in subsidiaries	(7,46,89,196)	(4,21,71,400)
Proceeds from sale of fixed assets	13,07,376	1,15,874
(Investment) / redemption in bank deposits (having original maturity of more than 3 months)	87,49,226	(2,71,16,242)
Interest received	56,99,822	17,99,639
Dividend received	1,50,000	1,50,000
Net cash used in investing activities (B)	(34,92,13,439)	(23,80,83,477)

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Consolidated Cash Flow Statement for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

	31 March 2012	31 March 2011
C. Cash flow from financing activities:		
Proceeds / (Repayment) of short term borrowings (net)	(8,41,01,912)	11,57,95,721
Proceeds from long term borrowings (net)	1,48,60,965	5,55,66,751
Interest paid	(1,96,06,704)	(1,14,90,651)
Dividend paid	(3,03,17,520)	(3,04,10,190)
Dividend tax paid	(49,18,260)	(50,35,361)
Net cash flow from/(used in) in financing activities (C)	(12,40,83,431)	12,44,26,270
Exchange differences on translation of foreign currency cash and cash equivalents and movement in foreign currency translation reserve	1,10,31,538	61,11,532
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(3,30,44,867)	5,17,68,670
Add: Cash acquired on acquisition of Subsidiary	1,54,575	7,39,320
Cash and cash equivalents at the beginning of the year	19,22,23,763	13,97,15,773
Closing cash and cash equivalents (Refer Note 2 & 3 below)	15,93,33,471	19,22,23,763

Notes :

1. Increase in capital expenditure include payments for items in capital work in progress and purchase of fixed assets. Adjustments for increase / decrease in current liabilities relating to acquisition of fixed assets have been made to the extent identified.
2. Fixed deposits with banks with maturity period of more than three months including interest accrued thereon amounting to Rs. 66,368,269 (previous year Rs. 75,117,495) are not included under Cash and Cash equivalents.
3. Unpaid dividend aggregating to Rs. 985,379 (previous year Rs. 837,015) are not included under Cash and Cash equivalents.
4. The accompanying notes are an integral part of this statement.

As per our report of even date

For S.R Batliboi & Associates
Firm registration number: 101049W
Chartered Accountants

For and on behalf of the board of directors

per Subramanian Suresh
Partner
Membership no.: 083673

A Balan
Director

R.Chellappan
Managing Director

B.Srinivasan
Company Secretary

Place: Chennai
Date: May 30, 2012

Place: Chennai
Date: May 30, 2012

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to Consolidated financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

Company overview

SWELECT ENERGY SYSTEMS LIMITED ('the Company') was incorporated as a public limited company on September 12, 1994 and was formerly known as NUMERIC POWER SYSTEMS LIMITED. The Company, along with its subsidiaries, joint venture and associate, together referred to as ('the Group') is primarily engaged in the manufacture, sale and trading of Uninterrupted Power Supply ('UPS') systems and accessories and has its manufacturing facilities in Pondicherry, Chennai, Salem and Himachal Pradesh. The Group also provides maintenance and other after sale services in respect of UPS systems, solar and wind power generation, installation and maintenance services, energy efficient lighting services, and manufacture of iron and aluminium alloy foundry castings.

Pursuant to the consummation of transfer of the UPS business on May 29, 2012 as more fully discussed in Note 26 of financial statements, the name of the Company has been changed to SWELECT ENERGY SYSTEMS LIMITED.

1. Basis of Preparation and presentation of Financial Statements

The financial statements are prepared in accordance with Indian GAAP under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards prescribed by the Companies (Accounting Standards) Rules, 2006 and relevant requirements under the Companies Act, 1956 / guidelines issued by SEBI. The consolidated financial statements ('CFS') have been prepared in accordance with the requirements of Accounting Standards (AS) 21, Consolidated financial statements, Accounting Standards (AS) 23, Accounting for Investments in Associates in Consolidated Financial Statements and Accounting Standard (AS) 27, Financial Reporting of Interests in Joint Ventures notified pursuant to the Companies (Accounting Standards) Rules, 2006, (as amended). The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

(i) The particulars of subsidiary companies, which are included in consolidation and the Company's holding therein, are as under:

Name	Country of Incorporation	Percentage Holding as at March 31, 2012	Percentage Holding as at March 31, 2011
SWELECT ENERGY SYSTEMS PTE LTD (formerly known as 'Numeric Power Systems Pte Ltd')	Singapore	100 %	100 %
Numeric Lanka Technologies (Private) Ltd. ('Numeric Lanka')	Sri Lanka	100 %	100 %
Numeric Power System (Mauritius) Private Ltd. ('Numeric Mauritius')	Mauritius	100%	100%
SWELECT SOLAR ENERGY PRIVATE LIMITED (Formerly known as 'NUMERIC SOLAR ENERGY PRIVATE LIMITED')	India	100%	100%
Amex Alloys Private Limited	India	92%	92%
Amex Irons Private Limited	India	100%	Nil

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to Consolidated financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

a) Investment in Amex Irons Private Limited

The Company has acquired 100% of Equity share capital of Amex Irons Private Limited ('AIPL') during the year and the group results includes revenues of Rs.6,82,02,224 and loss of Rs.30,78,469 of AIPL for the period November 15, 2011 to March 31, 2012.

b) Investment in BS Powertech Solutions Private Limited

During the year, the Company's wholly owned subsidiary SWELECT SOLAR ENERGY PRIVATE LIMITED (Formerly 'NUMERIC SOLAR ENERGY PRIVATE LIMITED') entered into a Share Purchase Agreement to acquire 76% of the equity share capital of BS Powertech Solutions Private Limited ('BSPSPL'), a company engaged as an implementer to produce Solar Power.

Up to March 31, 2012 SWELECT SOLAR ENERGY PRIVATE LIMITED has acquired 38% of the equity share capital and also obtained majority control over the board of directors of BSPSPL. BSPSPL has not commenced its commercial operations and the consolidated financial statements include the financial position of BSPSPL as of March 31, 2012.

(ii) The particulars of joint venture company, which is included in consolidation and the Company's holding therein, are as under:

Name	Country of Incorporation	Percentage Holding as at March 31, 2012	Percentage Holding as at March 31, 2011
SWELECT INFRASTRUCTURE SERVICES PRIVATE LIMITED (Formerly known as 'NUMERIC INFRASTRUCTURE SERVICES PRIVATE LIMITED')	India	50%	50%

(iii) The particulars of associate company, which is included in consolidation and the Company's holding therein, are as under:

Name	Country of Incorporation	Percentage Holding as at March 31, 2012	Percentage Holding as at March 31, 2011
SWELECT - SUNPAC POWER PROTECTION PRIVATE LIMITED (Formerly known as 'NPSL - SUNPAC POWER PROTECTION PRIVATE LIMITED')	India	49%	49%

- (iv) The financial statements of the subsidiaries, joint venture and associate used for consolidation are drawn for the same reporting period as that of the Company i.e. year ended March 31, 2012.
- (v) The financial statements of the Company and its subsidiaries have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses and after eliminating intra-group balances, intra-group transactions and unrealized profits/losses.
- (vi) The Company has prepared the accompanying CFS by including the Company's proportionate interest in the joint venture's assets, liabilities, income, expenses etc on a line by line basis. Intra-group balances, intra-group transactions and unrealized profits / losses have been eliminated to the extent of the Company's proportionate share.
- (vii) The investment in the associate company has been accounted under the equity method as per Accounting Standard 23 – 'Accounting for Investments in Associates in Consolidated Financial Statements' issued by the Institute of Chartered Accounts of India ('ICAI'). The Company's share in profits / losses of an associate company is accounted for to the extent of the Company's percentage holding in its share capital.
- (viii) The CFS has been prepared using uniform accounting policies, except as stated otherwise, for like transactions and are presented to the extent possible, in the same manner as the Company's separate financial statements.

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to Consolidated financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

(a) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and reported amounts of income and expenses during the year.

Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future years.

(b) Tangible and intangible fixed assets

Tangible and intangible fixed assets are stated at cost, less accumulated depreciation and impairment loss if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

(c) Depreciation and amortisation

Depreciation is provided using the Straight Line Method as per the useful lives of the assets as estimated by the management. The Management estimates the useful lives of fixed assets as follows:

Building	1% - 3.34%
Plant and machinery (Other than Windmills)	4.75%
Windmills (included under Plant & Machinery)	10.00%
Office equipment, electrical etc	4.75%
Computers	16.21%
Furniture and fittings	6.33%
Vehicles	9.50%

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

Leasehold improvements are amortized using the Straight Line Method over their estimated useful lives (5 years) or the remainder of primary lease period, whichever is lower.

Leasehold land is amortized on a straight line basis over the primary lease period of 99 years.

Intangible assets comprising goodwill and software are amortized using the straight-line method over a period of five years.

Where a depreciable asset is revalued, the additional depreciation relatable to revaluation is adjusted against "Revaluation Reserve" by transfer to the Statement of profit and loss from Revaluation Reserve.

(d) Impairment of tangible and intangible fixed assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

(e) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of long-term investments.

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to Consolidated financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

(f) Inventories

Inventories are valued as follows:

Raw materials, stores and spares	Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.
Work-in-progress, finished goods and traded goods	Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a weighted average basis

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

(g) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Sales

Sales of UPS systems, its accessories and other traded/manufactured goods are recognized when significant risks and rewards of ownership are passed to the buyer, which generally coincides with dispatch of goods. Revenues under composite contracts comprising supply, installation and commissioning are recognized on dispatch as such services are generally considered insignificant to the contract. Sales are net of excise duty and sales tax. Excise Duty deducted from turnover (gross) is the amount that is included in the amount of turnover (gross) and not the entire amount of liability arising during the year.

Service income

Service income is recognized pro-rata over the period of the contract with customers.

Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividends

Revenue is recognized when the Company's right as a shareholder / unit holder to receive payment is established by the balance sheet date.

(h) Foreign currency transactions and translations

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to Consolidated financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

Translation of Integral and Non-integral foreign operation

In translating the financial statements of a non-integral foreign operation for incorporation in financial statements, the assets and liabilities, both monetary and non-monetary, of the non-integral foreign operation are translated at the closing rate; income and expense items of the non-integral foreign operation are translated at exchange rates at the dates of the transactions; and all resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment.

On the disposal of a non-integral foreign operation, the cumulative amount of the exchange differences which have been deferred and which relate to that operation are recognised as income or as expenses in the same period in which the gain or loss on disposal is recognised.

Forward exchange contracts, not intended for trading or speculation purposes:

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

(i) Retirement and other employee benefits

- i. A retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of profit and loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to regional provident fund.
- ii. Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.
- iii. Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.
- iv. Actuarial gains / losses are immediately taken to statement of profit and loss and, are not deferred.

(j) Income taxes

- i. Provision for income tax is made for current and deferred taxes. Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to overseas operations is determined in accordance with tax laws applicable in countries where such operations are domiciled. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets, other than those arising from undertakings enjoying tax holiday benefits, are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against the future taxable profits.

The Company claims tax holiday benefits under Section 80-IB and Section 80-IC of the Income Tax Act, 1961 with respect to certain undertakings. Deferred tax assets or liabilities relating to such undertakings are recognised in these financial statements for the future tax consequences attributable to differences between taxable income and accounting income for the year, to the extent that such differences are not expected to reverse within the tax holiday period.

- ii. Deferred tax assets and liabilities across various countries of operation are not set off against each other as the company does not have a legal right to do so.

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

- iii. Provision for income-tax has been determined on the basis of the tax laws of the respective countries in which the companies have been incorporated.

(k) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares, if any.

(l) Leases

Leases where, the lessor effectively retains substantially all the risks and benefits of ownership of the leased term are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

(m) Provision

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best 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.

Provision for warranty:

Provision is recognized for expected warranty claims on products sold which are under warranty, based on past experience of level of repairs and returns. It is expected that most of this cost would be incurred over the next five years from the balance sheet date. Assumption used to calculate the provision for warranties are based on current sales level and current information available about returns based on the warranty period for all products sold.

(n) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

(o) Cash and Cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand, cheques in hand and short-term investments with an original maturity of three months or less.

(p) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to Consolidated financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

3. Share capital

	<u>31 March 2012</u>	<u>31 March 2011</u>
Authorized shares		
2,00,00,000 (previous year - 2,00,00,000) equity shares of Rs.10/- each	<u>20,00,00,000</u>	<u>20,00,00,000</u>
Issued, subscribed and fully paid-up shares		
1,01,05,840 (previous year - 1,01,05,840) equity shares of Rs. 10/- each	<u>10,10,58,400</u>	<u>10,10,58,400</u>
Total issued, subscribed and fully paid-up share capital	<u>10,10,58,400</u>	<u>10,10,58,400</u>

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

	31 March 2012		31 March 2011	
	Number of shares	Rupees	Number of shares	Rupees
At the beginning of the period	1,01,05,840	10,10,58,400	1,01,05,840	10,10,58,400
Movement during the period	-	-	-	-
Outstanding at the end of the period	<u>1,01,05,840</u>	<u>10,10,58,400</u>	<u>1,01,05,840</u>	<u>10,10,58,400</u>

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31 March 2012, the amount of per share dividend recognized as distributions to equity shareholders was Rs.3 (31 March 2011: Rs.3).

In the event of the liquidation of the Company, the holder of equity share will be entitled to receive remaining assets of the Company, after distribution of all preference amounts. The distribution will be proportionate to the number of equity shares held by the shareholders.

c. Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	<u>31 March 2012</u>	<u>31 March 2011</u>
Equity shares allotted as fully paid bonus shares by capitalization of securities premium	50,52,920	50,52,920
Equity shares allotted as fully paid up pursuant to merger of UPS division of SWELECT ELECTRONICS PRIVATE LIMITED (Formerly known as 'NUMERIC ELECTRONICS PRIVATE LIMITED') for consideration other than cash.	52,920	52,920

d. Details of shareholders holding more than 5% shares in the Company

	<u>31 March 2012</u>		<u>31 March 2011</u>	
	Number of shares	% holding in the class	Number of shares	% holding in the class
Equity shares of Rs.10 each fully paid				
R. Chellappan, Managing Director	47,47,054	46.97%	47,47,054	46.97%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

SWELECT ENERGY SYSTEMS LIMITED
(formerly known as 'NUMERIC POWER SYSTEMS LIMITED')
Notes to Consolidated financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

4. Reserves and surplus

	<u>31 March 2012</u>	<u>31 March 2011</u>
Capital reserve		
Balance as per the last financial statements	3,18,13,073	1,52,63,880
Movement during the year	-	1,65,49,194
Closing Balance	<u>3,18,13,073</u>	<u>3,18,13,074</u>
Securities premium account		
Balance as per the last financial statements	1,82,68,300	1,82,68,300
Movement during the year	-	-
Closing Balance	<u>1,82,68,300</u>	<u>1,82,68,300</u>
Revaluation reserve		
Balance as per the last financial statements	-	-
Addition during the year	4,22,74,231	-
Closing Balance	<u>4,22,74,231</u>	<u>-</u>
General reserve		
Balance as per the last financial statements	23,73,89,929	19,71,70,879
Add: amount transferred from surplus balance in the statement of profit and loss	3,46,31,099	4,02,19,050
Closing Balance	<u>27,20,21,028</u>	<u>23,73,89,929</u>
Foreign currency translation reserve		
Balance as per last account	(59,43,780)	(1,17,71,199)
Add: Additions during the year	1,10,66,454	58,27,419
Closing Balance	<u>51,22,674</u>	<u>(59,43,780)</u>
Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statements	217,61,56,826	184,20,97,360
Profit for the year	34,77,80,451	40,95,14,296
<u>Less: Appropriations</u>		
Proposed final equity dividend (amount per share : Rs. 3 (31 March 2011: Rs. 3)	(3,03,17,520)	(3,03,17,520)
Tax on proposed equity dividend	(49,18,260)	(49,18,260)
Transfer to general reserve	(3,46,31,099)	(4,02,19,050)
Total appropriations	<u>(6,98,66,879)</u>	<u>(7,54,54,830)</u>
Net surplus in the statement of profit and loss	<u>245,40,70,398</u>	<u>217,61,56,826</u>
Total reserves and surplus	<u>282,35,69,704</u>	<u>245,76,84,349</u>
5a. Other long-term liabilities		
	<u>31 March 2012</u>	<u>31 March 2011</u>
Deferred service income	13,23,330	52,396
	<u>13,23,330</u>	<u>52,396</u>

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5b. Long term Borrowings	Non-current		Current maturities	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
Secured borrowings				
Term Loans	7,31,72,945	5,55,66,751	1,45,14,898	61,50,996
Less: amount disclosed under the head 'other current liabilities' (note 8B)	-	-	(1,45,14,898)	(61,50,996)
Total	7,31,72,945	5,55,66,751	-	-

1. Term loan represents loans taken from banks, aggregating to Rs. 1,47,98,722 of Amex Irons Private Limited ('AIPL') secured by hypothecation of land, building, plant and machinery and by collateral charge created on remaining fixed assets of AIPL. Term loans are secured by corporate guarantee by M/s.SWELECT ENERGY SYSTEMS LIMITED (formerly known as 'NUMERIC POWER SYSTEMS LIMITED'), the Holding Company.

2. Term loan aggregating to Rs.5,83,74,223 represents loans availed by SWELECT ENERGY SYSTEMS PTE LTD. (Formerly 'Numeric Power Systems Pte Ltd.') ('SESPL') is secured by a legal mortgage of freehold properties, fixed deposit placed with the bank, floating charge over the inventories and receivables of the company and corporate guarantee by M/s.SWELECT ENERGY SYSTEMS LIMITED (formerly known as 'NUMERIC POWER SYSTEMS LIMITED').

6. Provisions	Non-current		Current	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
Provision for employee benefits:				
Provision for gratuity (refer note 27)	5,55,440	-	90,02,194	68,14,852
Provision for leave benefits	-	-	1,66,23,659	99,01,709
Total (A)	5,55,440	-	2,56,25,853	1,67,16,561
Other provisions:				
Provision for warranties	1,91,90,570	2,63,28,236	3,23,16,333	2,02,59,335
Proposed equity dividend	-	-	3,03,17,520	3,03,17,520
Provision for tax on proposed equity dividend	-	-	49,18,260	49,18,260
Total (B)	1,91,90,570	2,63,28,236	6,75,52,113	5,54,95,115
Total (A) + (B)	1,97,46,010	2,63,28,236	9,31,77,966	7,22,11,676

Provision for warranties:
(refer note 2 (m))

	31 March 2012	31 March 2011
At the beginning of the year	4,65,87,571	4,08,51,249
Arising during the year	2,55,09,000	2,25,44,918
Utilized during the year	(2,05,89,668)	(1,68,08,596)
At the end of the year	5,15,06,903	4,65,87,571

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7. Short-term borrowings

	<u>31 March 2012</u>	<u>31 March 2011</u>
Secured borrowings:		
Working capital loans	10,16,33,096	8,98,84,984
Buyer's credit	24,55,03,695	34,50,69,950
	<u>34,71,36,791</u>	<u>43,49,54,934</u>

1. Working capital loans aggregating to Rs. 4,41,99,274 and buyers credit amounting to Rs. 63,10,525 of Amex Alloys Private Limited ('AAPL'), are secured by mortgage of land, building, hypothecation of the entire current assets, plant & machinery and other movable assets of AAPL.

2. Working capital loan aggregating to Rs. 3,74,33,822 of Amex Irons Private Limited ('AIPL') are secured by the hypothecation of stocks and books debts of the AIPL.

3. The above Working capital loans and buyers credit utilized by AAPL and AIPL are further secured by the Corporate Guarantee extended by the SWELECT ENERGY SYSTEMS LIMITED (Formerly 'NUMERIC POWER SYSTEMS LIMITED').

4. Working capital loan aggregating to Rs 2,00,00,000 and buyers credit aggregating to Rs. 23,91,93,170 of SWELECT ENERGY SYSTEMS LIMITED, are secured by a pari passu charge on inventory, book debts, fixed assets both present and future and Equitable mortgage in respect of immovable properties situated at Pondicherry and Semmancherry.

8. Other current liabilities

	<u>31 March 2012</u>	<u>31 March 2011</u>
A. Trade payables	43,37,99,803	57,04,74,609
(refer note below regarding dues to micro and small enterprises)		
B. Other liabilities		
Interest accrued but not due on borrowings	6,12,527	8,03,717
Deferred service income	9,04,92,773	5,42,57,776
Investor Education and Protection Fund will be credited by following amounts (as and when due)	-	-
Unpaid dividend	9,85,379	8,37,015
Current maturities of long-term borrowings (Refer note 5b)	1,45,14,898	61,50,996
Payables for capital purchases	9,78,57,632	12,62,955
Retention money payable	50,00,000	-
Advances from customers	2,27,65,047	2,07,26,728
Statutory dues payables	5,13,34,783	3,45,35,408
Total (B)	<u>28,35,63,039</u>	<u>11,85,74,595</u>
Total (A) + (B)	<u>71,73,62,842</u>	<u>68,90,49,204</u>

Note:

There is no overdue amount payable to Micro, Small and Medium Enterprises as defined under The Micro Small and Medium Enterprises Development Act, 2006. Further, the Company has not paid any interest to any Micro, Small and Medium Enterprises during the year.

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9. Tangible assets

Particulars	Land (Refer note 9 (a))	Buildings (Refer note 9 (a))	Plant and machinery (Refer note 9 (c))	Office equipment	Computers	Furniture and fittings	Vehicles	Leasehold improvements	Total
Cost									
At 1 April 2010	11,38,15,764	36,87,17,094	19,59,71,046	4,92,82,392	4,59,63,651	3,96,53,264	4,09,77,230	20,83,295	85,64,63,736
Additions (Refer note 9(d))	-	10,19,76,825	96,51,766	72,96,038	53,02,058	94,94,976	1,08,70,145	-	14,45,91,808
Asset acquired on acquisition (Refer note 9(f))	4,38,75,000	1,29,78,225	3,22,60,410	18,83,701	14,23,043	25,00,699	33,83,829	-	9,83,04,907
Disposals	-	-	-	-	-	-	(6,97,232)	-	(6,97,232)
At 31 March 2011	15,76,90,764	48,36,72,144	23,78,89,222	5,84,62,131	5,26,88,752	5,16,48,939	5,45,33,972	20,83,295	109,86,63,219
Additions (Refer note 9(d))	2,30,42,996	5,58,52,877	6,32,42,307	71,35,715	60,88,057	1,49,58,643	1,00,55,631	19,64,529	18,23,40,755
Revaluation adjustment (Refer note 9(e))	-	4,22,74,231	-	-	-	-	-	-	4,22,74,231
Asset acquired on acquisition (Refer note 9(f))	25,77,315	1,12,09,027	2,79,26,588	60,70,216	2,20,287	1,70,309	37,58,581	-	5,19,32,323
Disposals #	-	(4,73,628)	(22,91,242)	(45,92,466)	(78,04,161)	(28,14,939)	(47,10,550)	-	(2,26,86,986)
At 31 March 2012	18,33,11,075	59,25,34,651	32,67,60,875	6,70,75,596	5,11,92,935	6,39,62,952	6,36,37,634	40,47,824	135,25,23,542
Depreciation									
At 1 April 2010	3,27,708	3,46,64,971	5,70,44,185	1,68,76,841	2,62,07,843	2,00,63,100	1,71,86,118	9,36,055	17,33,06,821
Charge for the year (Refer note 9(d))	1,09,236	1,25,06,783	1,49,66,760	26,38,468	58,79,149	27,82,373	39,01,215	4,16,659	4,32,00,643
Disposals	-	-	-	-	-	-	(6,97,232)	-	(6,97,232)
Accumulated depreciation on acquired asset	-	16,57,940	1,05,31,707	5,95,216	8,32,936	7,80,791	17,81,532	-	1,61,80,122
At 31 March 2011	4,36,944	4,88,29,694	8,25,42,652	2,01,10,525	3,29,19,928	2,36,26,264	2,21,71,633	13,52,714	23,19,90,354
Charge for the year (Refer note 9(d))	1,09,236	1,54,13,446	2,08,45,499	43,84,463	65,32,340	51,36,123	51,16,981	4,16,659	5,79,54,747
Accumulated depreciation on acquired asset	-	9,03,767	43,72,549	13,95,840	84,888	36,686	9,20,643	-	77,14,373
Deletions	-	(4,73,628)	(21,94,391)	(45,92,465)	(78,04,160)	(28,14,939)	(34,08,829)	-	(2,12,88,412)
At 31 March 2012	5,46,180	6,46,73,279	10,55,66,309	2,12,98,363	3,17,32,996	2,59,84,134	2,48,00,428	17,69,373	27,63,71,062
Net Block									
At 31 March 2011	15,72,53,820	43,48,42,450	15,53,40,570	3,83,51,606	1,97,68,824	2,80,22,675	3,23,62,339	7,30,581	86,66,72,865
At 31 March 2012	18,27,64,895	52,78,61,372	22,11,94,566	4,57,77,233	1,94,59,939	3,79,78,818	3,88,37,206	22,78,451	107,61,52,480

Disposal represents fully depreciated assets of Rs. 2,01,71,828 retired from active use.

9. Notes to Fixed Assets schedule:

Particulars	Gross block	Depreciation charge for the year	Accumulated Depreciation	Net book value
a. Land includes land held on leasehold basis As at March 31, 2012 As at March 31, 2011	1,08,15,430 1,08,15,430	1,09,236 1,09,236	5,46,180 4,36,944	1,02,69,250 1,03,78,486
b. Building includes those constructed on leasehold land As at March 31, 2012 As at March 31, 2011	3,45,42,456 3,45,42,456	12,30,474 12,30,474	55,67,931 43,37,457	2,89,74,525 3,02,04,999
c. Plant and machinery includes plant given on operating lease (Represents plant and machinery leased for a term of 11 months to Amex alloys private limited, subsidiary of the Company). As at March 31, 2012 As at March 31, 2011	2,61,21,240 (Nil)	8,09,549 (Nil)	8,09,549 (Nil)	2,53,11,691 (Nil)

d. Additions and depreciation charge for the period include foreign currency translation adjustment arising on consolidation of a foreign subsidiary aggregating to (Rs.19,707,809) [Previous Year - 18,91,436] and (Rs. 5,00,009) [Previous Year - Rs. 2,84,108] respectively.

e. During the previous year, the Company had prepared its consolidated financial statements based on the unaudited financial statements of SWELECT ENERGY SYSTEMS PTE LTD (formerly known as Numeric Power Systems Pte Ltd) (SWELECT - Singapore). SWELECT Singapore had revalued its buildings located in Singapore as at June 10, 2011. The valuation was undertaken by an independent valuer, on a open market value basis as at March 31, 2011, adjusted for any differences in the nature, location or condition of specific property. The Company had accounted for these revaluation adjustments in the current year.

f. Asset acquired out of acquisition represents asset acquired from Amex Alloys Private Limited on January 31, 2011 and Amex Irons Private Limited on November 14, 2011.

10. Intangible assets

Particulars	Goodwill	Computer software	Total
Gross block			
At 1 April 2010	1,38,16,060	3,29,97,780	4,68,13,840
Additions	-	35,72,800	35,72,800
At 31 March 2011	1,38,16,060	3,65,70,580	5,03,86,640
Additions	-	1,22,74,625	1,22,74,625
At 31 March 2012	1,38,16,060	4,88,45,205	6,26,61,265
Amortization			
At 1 April 2010	1,24,34,454	1,54,04,654	2,78,39,108
Charge for the year	13,81,606	69,71,153	83,52,759
At 31 March 2011	1,38,16,060	2,23,75,807	3,61,91,867
Charge for the year	-	85,57,628	85,57,628
At 31 March 2012	1,38,16,060	3,09,33,435	4,47,49,495
Net block			
At 31 March 2011	-	1,41,94,773	1,41,94,773
At 31 March 2012	-	1,79,11,770	1,79,11,770

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11. Deferred tax liabilities (net)

	31 March 2012	31 March 2011
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	8,04,71,205	7,26,00,369
Gross deferred tax liability	8,04,71,205	7,26,00,369
Deferred tax asset		
Provision for doubtful debts and advances	(12,03,563)	(12,32,215)
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis.	(78,14,341)	(56,27,548)
Gross deferred tax asset	(90,17,904)	(68,59,763)
Deferred tax liabilities (net)	7,14,53,301	6,57,40,606

12. Non-current investments

	31 March 2012	31 March 2011
Non-trade investments (valued at cost unless stated otherwise)		
Investment in associates (unquoted)		
12,250 (2011 - 12,250) equity shares of Rs 100 each fully paid in SWELECT - SUNPAC POWER PROTECTION PRIVATE LIMITED (Formerly known as 'NPSL - SUNPAC POWER PROTECTION PRIVATE LIMITED')	12,25,000	12,25,000
Add: Share of accumulated profit in Associate Company	18,53,554	20,42,750
	30,78,554	32,67,750
Investment in equity instruments (unquoted)		
300,000 (2011 - 300,000) equity shares of Rs 10 each fully paid in Gem Sugars Limited	30,00,000	30,00,000
	30,00,000	30,00,000
	60,78,554	62,67,750
Aggregate amount of unquoted, non-trade investments	60,78,554	62,67,750

13. Inventories (valued at lower of cost and net realizable value)

	31 March 2012	31 March 2011
Raw materials and components	65,36,70,769	74,08,74,740
Work-in-progress	6,67,49,464	6,92,92,527
Finished goods	8,53,60,604	9,35,36,120
Traded goods	33,44,97,908	32,85,04,210
	1,14,02,78,745	1,23,22,07,597

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14. Loans and advances

	Non-Current		Current	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
Capital advances				
Unsecured, considered good	1,31,84,285	50,53,204	-	-
(A)	1,31,84,285	50,53,204	-	-
Security deposit				
Unsecured, considered good	3,08,13,721	2,20,46,149	1,08,71,877	1,83,92,625
(B)	3,08,13,721	2,20,46,149	1,08,71,877	1,83,92,625
Advances recoverable in cash or kind				
Unsecured considered good	58,80,063	-	3,42,96,432	3,92,07,957
(C)	58,80,063	-	3,42,96,432	3,92,07,957
Other loans and advances				
<u>Unsecured considered good:</u>				
Advance income-tax (net of provision for taxation)	3,14,62,425	36,57,175	-	-
Prepaid expenses	-	-	1,28,59,443	1,13,40,681
Loans to employees	89,33,035	55,12,843	54,30,860	84,24,516
Balances with government authorities	3,17,44,643	2,71,46,277	4,98,76,526	4,46,69,876
<u>Unsecured considered doubtful:</u>				
Balances with government authorities			31,59,000	31,59,000
Provision for doubtful advance	-	-	(31,59,000)	(31,59,000)
(D)	7,21,40,103	3,63,16,295	6,81,66,829	6,44,35,073
Total (A+ B + C + D)	12,20,18,172	6,34,15,648	11,33,35,138	12,20,35,655

15. Trade receivables and other assets

15.1 Trade receivables

	Non-current		Current	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
Outstanding for a period exceeding six months from the date they are due for payment				
<u>Unsecured, considered good</u>	-	-	7,05,21,516	4,05,20,095
	-	-	7,05,21,516	4,05,20,095
Other receivables				
Unsecured, considered good	4,38,63,214	2,77,22,177	116,73,80,966	121,80,44,017
	4,38,63,214	2,77,22,177	116,73,80,966	121,80,44,017
Total	4,38,63,214	2,77,22,177	123,79,02,482	125,85,64,112

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15.2 Other current assets

	<u>31 March 2012</u>	<u>31 March 2011</u>
Unsecured, considered good		
Interest accrued on fixed deposits	11,66,682	9,97,950
	<u>11,66,682</u>	<u>9,97,950</u>

16. Current investments

	<u>31 March 2012</u>	<u>31 March 2011</u>
Current investments (valued at lower of cost and fair value, unless stated otherwise)		
Quoted mutual funds		
9,598 (2011 - 9,598) units of Rs.10 each fully paid of HDFC Prudence Fund - Growth plan	20,00,000	20,00,000
Nil (2011 - 232,887) units of Rs. 10 each fully paid of Reliance Regular Savings Fund - Debt Plan - Growth plan	-	30,00,000
282,736 (2011 - 282,736) units of Rs. 10 each fully paid of Templeton India Income Opportunities Fund - Growth plan	30,00,000	30,00,000
Nil (2011 - 600,000) units of Rs. 10 each fully paid of Reliance Fixed Horizon Fund - X v Series 8 Growth plan	-	60,00,000
Nil (2011 - 354,032) units of Rs. 10 each fully paid of Birla Sun life Mip li - Savings 5 Plan - Growth plan	-	60,00,000
	<u>50,00,000</u>	<u>2,00,00,000</u>
Aggregate market value of quoted investments	54,54,754	2,06,95,101
Aggregate cost of quoted investments	50,00,000	2,00,00,000

17. Cash and bank balances

	<u>31 March 2012</u>	Current	<u>31 March 2011</u>
Cash and cash equivalents			
Balances with banks:			
On current accounts	14,09,11,671		16,98,88,614
On unpaid dividend accounts	9,85,379		8,37,015
Cheques on hand	1,70,17,490		2,19,49,404
Cash on hand	14,04,310		3,85,745
Total (A)	<u>16,03,18,850</u>		<u>19,30,60,778</u>
Other bank balances			
Deposits with original maturity for more than 3 months but less than 12 months	6,63,68,269		7,51,17,495
Total (B)	<u>6,63,68,269</u>		<u>7,51,17,495</u>
Total Cash and bank balances (A)+(B)	<u>22,66,87,119</u>		<u>26,81,78,273</u>

Deposits with original maturities of more than 3 months but less than 12 months includes Rs 2,22,39,163, pertaining to SWELECT ENERGY SYSTEMS PTE LTD. (Formerly 'Numeric Power Systems Pte. Ltd. '), which has been pledged with financial institutions for banking facilities.

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18. Revenue from operations (net)	31 March 2012	31 March 2011
Revenue from operations		
Sale of products		
Manufactured goods	3,96,80,90,628	3,33,27,67,784
Traded goods	1,70,79,59,139	1,47,00,94,191
Sale of services	59,13,40,112	52,72,13,377
Other operating revenue		
Scrap sales	2,79,19,389	1,99,03,092
Other	66,90,152	79,65,192
Revenue from operations (gross)	6,30,19,99,420	5,35,79,43,636
Less: Excise duty	30,70,99,198	25,57,17,800
Revenue from operations (net)	5,99,49,00,222	5,10,22,25,836
19. Other income	31 March 2012	31 March 2011
Interest income	58,70,954	21,97,185
Dividend income from Long term, Non trade investments	1,50,000	1,50,000
Net gain from the sale of current investments	11,11,540	-
Foreign exchange gains, net	-	3,04,36,293
Other non-operating income	23,27,108	17,19,232
	94,59,602	3,45,02,710
20. Cost of raw material and components consumed	31 March 2012	31 March 2011
Inventory at the beginning of the year	74,08,74,740	58,93,44,869
Add: Inventories acquired on acquisition	71,26,539	-
Add: Purchases	258,23,52,219	236,46,76,681
	333,03,53,498	295,40,21,550
Less: inventory at the end of the year	65,36,70,769	74,08,74,740
Cost of raw material and components consumed	267,66,82,729	221,31,46,810

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21. (Increase)/decrease in inventories	31 March 2012	31 March 2011
Inventories at the end of the year		
Traded goods	33,44,97,908	32,85,04,210
Work-in-progress	6,67,49,464	6,92,92,527
Finished goods	8,53,60,603	9,31,30,975
	48,66,07,975	49,09,27,712
Inventories, acquired on acquisition		
Work-in-progress	1,48,06,888	4,77,34,871
Finished goods	-	42,23,541
	1,48,06,888	5,19,58,412
Inventories at the beginning of the year		
Traded goods	32,85,04,210	28,16,92,793
Work-in-progress	6,92,92,527	3,01,02,648
Finished goods	9,31,30,975	6,37,73,370
	49,09,27,712	37,55,68,811
	1,91,26,625	(6,34,00,489)
22. Other expenses	31 March 2012	31 March 2011
Sub-contracting and processing expenses	10,22,82,401	5,72,58,888
Service and maintenance charges	2,02,00,977	68,40,938
(Increase)/decrease of excise duty on inventory	(4,64,302)	14,61,170
Power and fuel	5,20,57,758	1,58,44,085
Freight and forwarding charges	15,19,86,661	13,30,00,963
Rent	4,00,46,628	3,08,19,845
Rates and taxes	2,13,23,613	2,39,06,739
Insurance	72,92,056	68,81,189
Repairs and maintenance	-	-
- Plant & Machinery	69,18,710	12,22,664
- Buildings	15,38,647	11,07,651
- Others	3,23,10,367	2,24,84,616
Sales promotion	8,27,97,092	13,23,74,477
Advertisement	1,24,31,368	1,12,69,923
Travelling and conveyance	10,70,71,921	9,00,13,032
Communication costs	1,79,95,489	1,58,34,642
Printing and stationery	1,14,35,098	94,68,289
Exchange differences (net)	3,04,14,247	14,83,306
Legal and professional fees	2,09,25,586	1,76,00,932
Loss on sale of assets	91,198	-
Loss on discontinuance of operations in subsidiary	-	5,50,547
Bad debts/advances written off	1,00,09,610	49,02,947
Miscellaneous expenses	2,58,03,285	3,01,67,804
	75,44,68,410	61,44,94,647

SWELECT ENERGY SYSTEMS LIMITED
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Notes to Consolidated financial statements for the year ended 31 March 2012
(All amounts are in Indian Rupees, unless otherwise stated)

23. Employee benefit expense

	31 March 2012	31 March 2011
Salaries, wages and bonus	54,93,17,113	41,59,48,344
Contribution to provident and other funds	3,70,78,770	2,96,73,246
Gratuity expense (note 27)	89,84,826	72,16,808
Staff welfare expenses	2,72,43,378	2,05,57,877
	62,26,24,087	47,33,96,275

24. Depreciation and amortization expense

	31 March 2012	31 March 2011
Depreciation of tangible assets (Refer note 9(d))	5,74,54,738	4,29,16,534
Amortization of intangible assets	85,57,628	83,52,759
	6,60,12,366	5,12,69,293

25. Finance costs

	31 March 2012	31 March 2011
Interest	1,94,15,514	1,14,90,652
Bank and other charges	2,94,94,348	3,01,23,662
	4,89,09,862	4,16,14,314

26. Discontinuing operation

During the year, the Company had entered into a Business Transfer Agreement dated February 9, 2012 to sell its UPS business undertaking. The UPS business undertaking comprising of the operations in India, Singapore and its investment in Srilanka is being transferred as a going concern on a slump sale basis for an aggregate consideration of Rs. 837.08 Crores including, an amount of USD 4.5 Million for the Singapore operations. The shareholders of the Company have approved the transaction by way of postal ballot on March 16, 2012 and the Company has, upon fulfillment of the various conditions precedent, has transferred the UPS business undertaking subsequent to the year end, on May 29, 2012.

As this transaction would qualify as an Initial disclosure event, within the meaning of Accounting Standard 24 Discontinuing operations, the net profit attributable to the discontinuing operation for the year ended March 31, 2012 net of related income tax expense has been disclosed separately in the statement of profit & loss. The following table summarizes the revenues, profits, assets, liabilities and cash flows attributable to discontinuing operations for the year ended March 31, 2012.

a) Revenues, profits and expenses attributable to discontinuing operations

Particulars	31 March 2012	31 March 2011
Revenue	546,37,84,182	505,52,63,150
Expenses	497,50,72,389	445,78,74,250
Profit/(loss) from operating activities	48,87,11,793	59,73,88,900
Finance costs	3,74,69,178	3,99,78,635
Depreciation/amortization	3,46,11,808	2,24,58,847
Profit/(loss) before tax	41,66,30,807	53,49,51,418
Income-tax expense	8,94,76,956	10,76,07,856
Profit/(loss) after tax	32,71,53,851	42,73,43,562

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b) Assets and liabilities attributable to discontinuing operations

Particulars	31 March 2012	31 March 2011
Total liabilities	57,37,13,672	70,08,87,764
Other long-term liabilities	13,23,330	52,396
Long-term provisions	1,91,90,570	2,63,28,236
Short-term borrowings	-	55,544
Trade payables	32,27,46,496	52,44,98,251
Other current liabilities	17,25,28,458	11,38,94,441
Short-term provisions	5,79,24,818	3,60,58,896
Total assets	238,76,00,204	261,01,09,314
Fixed assets	17,14,13,953	14,80,56,888
Long-term loans and advances	3,36,12,544	2,58,36,266
Non-current trade receivables	3,77,79,476	2,20,81,912
Inventories	104,53,69,681	114,47,26,280
Trade receivables	105,13,81,674	119,76,89,908
Short-term loans and advances	4,80,42,876	7,17,18,060
Net assets	181,38,86,532	190,92,21,550

c) Cashflows attributable to discontinuing operations

Particulars	31 March 2012	31 March 2011
Operating activities	47,47,72,947	21,86,60,952
Investing activities	(3,69,98,788)	(2,71,56,289)
Financing activities	(1,38,52,374)	(1,03,03,898)
Net cash inflows/(outflows)	42,39,21,785	18,12,00,765

27. Employee benefit plans

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

Long term compensated absences are provided for based on actuarial valuation as per projected unit credit method made at the end of each financial year.

The following tables summarise the components of net benefit expense recognised in the profit and loss account and the funded status and amounts recognised in the balance sheet for the gratuity plan.

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Net employee benefit expense (recognised in Personnel

Expenses)

Particulars

	31 March 2012	31 March 2011
Current service cost	49,05,992	45,62,912
Interest cost on benefit obligation	28,47,670	23,12,386
Expected return on plan assets	(29,58,250)	(23,95,365)
Net actuarial (gain) / loss recognised in the year	41,89,414	27,36,875
Net benefit expense	89,84,826	72,16,808

Actual return on plan assets

(29,58,250)

(23,95,365)

Details of provision for gratuity

Particulars

	31 March 2012	31 March 2011
Present value of obligation as at the end of the year	4,60,66,623	3,65,12,878
Less : Fair value of plan assets at the end of the year	(3,61,64,797)	(2,96,98,026)
Plan (asset) / liability	99,01,826	68,14,852

Changes in the present value of the defined benefit obligation are as follows:

Particulars

	31 March 2012	31 March 2011
Present value of obligation at the beginning of the year	3,65,12,878	2,89,04,822
Interest Cost	28,47,670	23,12,386
Obligations on account of acquisition during the year	-	4,71,203
Current service cost	49,05,992	45,62,912
Benefits paid	(23,89,331)	(24,75,320)
Actuarial (gain) / loss on obligation	41,89,414	27,36,875
Present value of obligation as at the end of the year	4,60,66,623	3,65,12,878

Changes in the fair value of plan assets are as follows:

Particulars

	31 March 2012	31 March 2011
Fair value of planned assets at the beginning of the year	2,96,98,026	2,32,98,833
Expected return on plan assets	29,58,250	23,95,365
Contributions	58,97,852	64,79,148
Benefits paid	(23,89,331)	(24,75,320)
Fair value of plan assets at the end of the year	3,61,64,797	2,96,98,026

Particulars

	31 March 2012	31 March 2011
Defined Benefit Obligation	4,60,66,623	3,65,12,878
Plan Assets	3,61,64,797	2,96,98,026
(Surplus) / deficit	99,01,826	68,14,852

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Experience adjustments on:

Year ended	Plan liabilities	Plan assets
March 31st, 2012	41,89,414	-
March 31st, 2011	27,36,875	-
March 31st, 2010	22,83,086	-
March 31st, 2009	52,20,462	-
March 31st, 2008	29,22,619	-

The principal assumptions used in determining gratuity benefit obligation for the Group's plan is shown below:

Particulars	31 March 2012	31 March 2011
Discount rate	8.0%	8.0%
Expected return on plan assets (p.a)	8.0%	8.0%
Employee turnover	1% - 3%	1% - 3%
Contribution expected to be paid during the next year	50,00,000	50,00,000

The fund is administered by Life Insurance Corporation of India ("LIC"). The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the year over which the obligation is to be settled.

The estimates of future salary increases and rate of attrition considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

28. Lease commitments - Operating Leases

Particulars	31 March 2012	31 March 2011
Lease payments for the year	4,00,46,628	3,08,19,845
Minimum Lease Payments:		
Not later than one year	62,56,213	80,55,449
Later than one year but not later than five years	95,06,226	56,39,863
Later than five years	1,72,800	5,85,910
	1,59,35,239	1,42,81,222

The lease term ranges between 1 to 6 years. There is no escalation clause in the lease agreement. There are no restrictions imposed by lease agreements. There are no subleases.

29. Segment information

A. Primary segment information (By Business segments)

The Group operations predominantly relates to the manufacture of UPS, steel and iron castings and trading in UPS systems. Accordingly, revenues based on class of products comprise the primary basis of segmental information set out in the financial statements.

Business (Primary) segments of the Group are:

- Manufacture and trading of UPS systems
- Steel and Iron castings
- Others

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Particulars	31 March 2012	31 March 2011
1. Segment Revenue		
--- Uninterruptible power supply systems	573,55,48,397	527,27,28,739
--- Steel and Iron Castings	48,54,38,887	3,28,00,049
--- Others	10,05,43,019	6,58,16,144
--- Inter Segment Revenue	(1,95,30,883)	(1,34,01,296)
Gross sales and service income	630,19,99,420	535,79,43,636
2. Segment Results		
Segment Profits before finance charges and tax		
--- Uninterruptible power supply systems	43,99,41,160	55,69,53,941
--- Steel and Iron Castings	4,24,25,678	15,65,786
--- Others	1,84,86,558	1,57,402
Finance Charges	(4,89,09,862)	(4,16,14,314)
Total profits before tax	45,19,43,534	51,70,62,815
Income taxes	(10,24,41,676)	(10,75,10,197)
Total profits after tax	34,95,01,858	40,95,52,618
3. Segment Assets		
--- Uninterruptible power supply systems	327,18,17,491	343,94,66,305
--- Steel and Iron Castings	45,11,23,910	23,78,96,419
--- Others	53,19,49,436	23,04,28,292
Total Assets	425,48,90,837	390,77,91,016
4. Segment Liabilities		
--- Uninterruptible power supply systems	89,78,18,631	123,34,99,545
--- Steel and Iron Castings	23,25,89,644	9,85,39,124
--- Others	19,98,54,456	1,70,09,590
Total Liabilities	133,02,62,731	134,90,48,259
5. Addition in Tangible & Intangible Fixed Assets		
--- Uninterruptible power supply systems	12,12,79,469	15,20,90,235
--- Steel and Iron Castings*	13,90,43,814	10,88,19,808
--- Others	21,24,76,116	1,12,000
Total Addition in Tangible & Intangible Fixed Assets	47,27,99,399	26,10,22,043
*including Tangible & Intangible Fixed Assets on acquisition of Amex Irons Private Limited		
6. Depreciation / Amortisation		
--- Uninterruptible power supply systems	4,87,70,633	4,04,73,281
--- Steel and Iron Castings	69,53,818	7,31,573
--- Others	1,02,87,915	1,00,64,439
Total Depreciation / Amortisation	6,60,12,366	5,12,69,293

SWELECT ENERGY SYSTEMS LIMITED
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29. Segment information

B. Secondary segment information (By Geographical segments)

The following table shows the geographical distribution of the Company's segment revenues and additions to tangible and intangible assets for the year ended.

Particulars	Geographical segment			
	31 March 2012		31 March 2011	
	Outside India	India	Outside India	India
Revenues	33,43,75,472	596,76,23,947	31,34,44,704	504,44,98,932
Additions to Fixed and Intangible assets	4,90,21,585	42,37,77,814	8,51,72,053	17,58,49,990
Segment assets	39,33,31,257	386,15,59,579	29,24,33,445	361,57,98,870

30. Prior period items

The Company had in its previous year prepared its consolidated financial statements based on the unaudited financial statements of SWELECT ENERGY SYSTEMS PTE. LTD. (formerly known as 'Numeric Power Systems Pte.Ltd'). Prior period items represents the differences between the unaudited financial results of the Company incorporated in the previous year with the audited financial statements for the year ended March 31,2011. The table below represents the components of prior period items for revenues and expenses and its impact in the statement of profit and loss.

Particulars	31 March 2012
A Revenue from operations (net)	6,05,430
Purchase of traded goods (net)	39,77,047
Other expenses	22,22,410
B Total expenses	61,99,457
Net prior period item (A - B)	(55,94,027)

31. Information in respect of Joint Venture in terms of Accounting Standard 27 - Financial Reporting of Interests in Joint Ventures

Name of the Joint Venture:	SWELECT INFRASTRUCTURE SERVICES PRIVATE LIMITED (Formerly known as 'NUMERIC INFRASTRUCTURE SERVICES PRIVATE LIMITED')
Nature of business	Providing infrastructure services.
Proportion of Ownership Interest:	50 %
Date of incorporation:	April 2, 2004
Country of Incorporation:	India

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Summary of assets and liabilities:

(Details given below represent proportionate amount of the Company's share in joint venture)

	<u>31 March 2012</u>	<u>31 March 2011</u>
Equity and liabilities		
Shareholders' funds		
Share capital	2,50,000	2,50,000
Reserves and surplus	6,13,985	5,75,050
	<u>8,63,985</u>	<u>8,25,050</u>
Non-current liabilities		
Deferred tax liabilities (net)	22,549	22,549
Current liabilities		
Trade payables	3,34,173	3,34,173
Other current liabilities	5,63,580	5,64,959
	<u>8,97,753</u>	<u>8,99,132</u>
Total	<u><u>17,84,287</u></u>	<u><u>17,46,731</u></u>
<hr/>		
Asset		
Non-current assets		
Fixed assets		
Tangible assets	68,178	78,178
	<u>68,178</u>	<u>78,178</u>
Current assets		
Trade receivables	6,41,398	4,41,661
Cash and bank balances	7,53,141	7,80,533
Short-term loans and advances	3,21,570	4,46,359
	<u>17,16,109</u>	<u>16,68,553</u>
Total	<u><u>17,84,287</u></u>	<u><u>17,46,731</u></u>

Summary of income and expenditure:

(Details given below represent proportionate amount of the Company's share in joint venture)

	<u>31 March 2012</u>	<u>31 March 2011</u>
Expenses		
Personnel expenses	23,625	45,248
Manufacturing and other expenses	2,758	2,758
Depreciation	10,000	-
Financial expenses	2,131	2,672
	<u>38,514</u>	<u>50,678</u>

SWELECT ENERGY SYSTEMS LIMITED
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32. Related party transactions

Particulars	Associates / Joint Ventures / Enterprises owned or significantly influenced by key management personnel or their relatives		Key Management Personnel		Relatives of key management personnel		Total	
	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11
Receipt of services								
--SWELECT TECHNOLOGIES PRIVATE LIMITED	3,02,400	8,67,600	-	-	-	-	3,02,400	8,67,600
	3,02,400	8,67,600	-	-	-	-	3,02,400	8,67,600
Rent Received								
--SWELECT TECHNOLOGIES PRIVATE LIMITED	6,000	24,000	-	-	-	-	6,000	24,000
	6,000	24,000	-	-	-	-	6,000	24,000
Rent Expense								
--SWELECT ELECTRONICS PRIVATE LIMITED	45,00,000	43,50,000	-	-	-	-	45,00,000	43,50,000
	45,00,000	43,50,000	-	-	-	-	45,00,000	43,50,000
Remuneration								
-- Mr R Chellappan	-	-	1,33,48,388	1,36,71,317	13,40,598	12,07,624	1,46,88,986	1,48,78,941
-- Mr A Balan	-	-	73,98,767	81,16,317	-	-	73,98,767	81,16,317
-- Mr K V Nachiappan	-	-	36,99,621	34,40,833	-	-	36,99,621	34,40,833
-- Mr V.C.Raghunath	-	-	22,50,000	21,14,167	-	-	22,50,000	21,14,167
-- Miss V.C.Mirunalini	-	-	-	-	5,32,236	4,85,762	5,32,236	4,85,762
-- Miss Aarthi Balan	-	-	-	-	3,20,382	2,66,310	3,20,382	2,66,310
Dividend paid								
-- Mr R Chellappan	-	-	1,49,34,540	1,49,34,540	5,01,462	3,17,262	1,54,36,002	1,52,51,802
-- Others	-	-	1,42,41,162	1,42,41,162	-	-	1,42,41,162	1,42,41,162
	-	-	6,93,378	6,93,378	5,01,462	3,17,262	11,94,840	10,10,640
Balance outstanding as at the period end:								
Amounts payable to related parties								
Creditors								
--SWELECT ELECTRONICS PRIVATE LIMITED	1,94,168	25,28,393	-	-	-	-	1,94,168	25,28,393
--SWELECT INFRASTRUCTURE SERVICES PRIVATE LIMITED	1,94,168	22,86,975	-	-	-	-	1,94,168	22,86,975
--SWELECT TECHNOLOGIES PRIVATE LIMITED	-	1,84,008	-	-	-	-	-	1,84,008
Advances								
Amounts receivable from related parties								
--SWELECT TECHNOLOGIES PRIVATE LIMITED	14,834	-	-	-	-	-	14,834	-
	14,834	-	-	-	-	-	14,834	-

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1. Names of related parties

Associates

SWELECT - SUNPAC POWER PROTECTION PRIVATE LIMITED
(Formerly known as 'NPSL - SUNPAC POWER PROTECTION PRIVATE LIMITED')

Joint Ventures

SWELECT INFRASTRUCTURE SERVICES PRIVATE LIMITED
(Formerly known as 'NUMERIC INFRASTRUCTURE SERVICES PRIVATE LIMITED')

Enterprises owned or significantly influenced by key management personnel or their relatives

SWELECT ELECTRONICS PRIVATE LIMITED
(Formerly known as 'NUMERIC ELECTRONICS PRIVATE LIMITED')

SWELECT TECHNOLOGIES PRIVATE LIMITED
(Formerly known as 'NUMERIC TECHNOLOGIES PRIVATE LIMITED')

Key Management Personnel

Mr R Chellappan - Managing Director

Mr A Balan - Director (resigned with effect from May 30, 2012)

Mr K V Nachiappan - Director (resigned with effect from May 30, 2012)

Relatives of key management personnel

Mrs Gunasundari Chellappan

Mr V.C.Raghunath

Mrs V.C.Mirunalini

Miss Aarthi Balan

SWELECT ENERGY SYSTEMS LIMITED
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33. Capital and other commitments

a) At 31st March, 2012, the estimated amount of contracts remaining to be executed on capital account and not provided for is Rs.19,453,447 (31st March 2011: Rs. 4,744,827)

b) Commitments relating to lease arrangements, please refer to note 28

34. Contingent Liabilities not provided for

	31 March 2012	31 March 2011
Claims against the Group not acknowledged as debts		
a) Excise / CENVAT related matters	30,36,131	26,30,000
b) Sales tax related matters	1,19,36,446	10,00,000
	1,49,72,577	36,30,000

35. Derivative instruments and Foreign currency exposures

The Group uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations on payable balance.

The following are the outstanding Forward Exchange Contracts entered into by the Group as at March 31, 2012.

Particulars	31 March 2012	31 March 2011
	USD	USD
Number of contracts	-	8
USD	-	7,38,010
INR Equivalent	-	3,31,82,675

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Particulars	Foreign Currency	31 March 2012		31 March 2011	
		Amount in Foreign Currency	Amount in Indian Rupees	Amount in Foreign Currency	Amount in Indian Rupees
Receivables	USD	7,84,574	3,99,11,298	3,70,968	1,65,26,643
	EURO	7,47,465	5,07,37,932	-	-
Advances	USD	2,60,568	1,32,55,070	88,198	39,29,251
	CHF	8,048	4,31,534	-	-
	EURO	32,500	20,72,200	-	-
	GBP	31,600	23,00,354	-	-
Payables	USD	62,29,268	31,68,82,886	1,06,83,764	47,68,16,426
	EURO	4,97,803	3,37,90,834	-	-
Bank balances	USD	8,390	4,26,811	1,02,145	45,50,565
	EURO	2	122	2	118
Loans	USD	48,26,100	24,55,03,695	77,31,794	34,50,69,950

SWELECT ENERGY SYSTEMS LIMITED
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36. Information relating to Subsidiaries

Information required pursuant to General Circular No. 2/2011 No: 5/12/2007-CL-III dated February 08, 2011 issued by Ministry of Corporate Affairs.

Sl no.	Name of the Subsidiary	Country	Reporting Currency	Ex- change Rate	Capital	Reserves	Total Assets	Total Liabilities	Details of Investment (except in case of Investment in subsidiary)	Turnover	Profit / (loss) before Taxation	Provision for Taxation	Profit / (loss) after Taxation	Proposed Dividend
1	SWELECT ENERGY SYSTEMS PTE LTD (Formerly known as 'Numeric Power Systems Pte. Limited, Singapore')	Singapore	USD	51.16	3,13,17,090	16,72,49,781	29,49,93,139	9,64,26,268	Nil	24,29,86,509	67,69,415	6,66,063	61,03,352	Nil
2	Numeric Lanka Technologies (Private) Limited	Sri Lanka	SLR	0.40	95,60,000	1,03,17,526	2,40,85,660	42,08,134	Nil	1,81,74,535	93,75,705	13,40,549	80,35,156	Nil
3	Numeric Power Systems (Mauritius) Private Limited	Mauritius	MUR	1.72	1,46,708	(17,24,561)	13,22,623	29,00,476	Nil	36,853	(3,40,146)	Nil	(3,40,146)	Nil
4	Amex Alloys Private Limited	India	INR	1.00	4,75,00,000	7,14,64,795	32,75,70,513	20,86,05,718	Nil	38,96,06,650	3,19,76,810	1,04,59,206	2,15,17,604	37,50,000
5	Amex Irons Private Limited	India	INR	1.00	2,00,00,000	59,17,747	12,92,06,009	10,32,88,262	Nil	6,82,02,224	(23,76,403)	7,02,066	(30,78,469)	Nil
6	SWELECT SOLAR ENERGY PRIVATE LIMITED (Formerly known as 'NUMERIC SOLAR ENERGY PRIVATE LIMITED')	India	INR	1.00	1,04,00,000	(32,06,825)	1,51,56,706	79,63,531	Nil	Nil	(28,69,356)	Nil	(28,69,356)	Nil
7	BS Powertech Solution Private Limited	India	INR	1.00	1,00,000	Nil	34,11,438	33,11,438	Nil	Nil	Nil	Nil	Nil	Nil

Note:

Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, are based on the exchange rates as on 31.03.2012

SWELECT ENERGY SYSTEMS LIMITED
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37. During the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act 1956, became applicable to the Company, for preparation and presentation of its financial statements. The Company has also presented its financial statements in accordance with the requirements of revised Schedule VI and has hence reclassified and regrouped the previous year figures to conform to current year's classification.

For S.R Batliboi & Associates

Firm registration number: 101049W
Chartered Accountants

For and on behalf of the board of directors

per Subramanian Suresh
Partner
Membership no.: 083673

A Balan
Director

R.Chellappan
Managing Director

B.Srinivasan
Company Secretary

Place: Chennai
Date: May 30, 2012

Place: Chennai
Date: May 30, 2012



Numeric House, No. 5, Sir P. S. Sivasamy Salai, Mylapore, Chennai - 600 004, Tamilnadu, India.

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www.swelectes.com

swelect ENERGY SYSTEMS PTE LTD, SINGAPORE.

SWELECT ENERGY SYSTEMS LIMITED

(Formerly known as NUMERIC POWER SYSTEMS LIMITED)

Registered Office: Numeric House, No.5, Sir P.S.Sivasamy Salai, Mylapore, Chennai - 600 004

NOTICE OF THE SEVENTEENTH ANNUAL GENERAL MEETING

The Seventeenth Annual General Meeting of SWELECT ENERGY SYSTEMS LIMITED will be held on Saturday the 21st July 2012 at 4:00 P.M. at Savera Hotel, No. 146, Dr. Radhakrishnan Road, Chennai – 600 004 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Seventeenth Annual Report of the Directors, the audited Balance Sheet as at 31st March 2012, Profit and Loss Account for the year ended 31st March 2012 and the Auditors' Report thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. N Natarajan who retires at this meeting and is eligible for reappointment, offers himself for reappointment.
4. To appoint a Director in place of Mr. B G Giri who retires at this meeting and is eligible for reappointment, offers himself for reappointment.
5. To appoint Auditors:

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

“RESOLVED THAT the retiring Auditors of the Company, M/s. S.R. Batliboi & Associates, Chartered Accountants, (Firm registration No.101049W) 6th & 7th Floor, A Block, Tidel Park, No. 4, Rajiv Gandhi Salai, Taramani, Chennai - 600113, being eligible for reappointment, be and are hereby reappointed as Auditors of the Company, to hold office till the conclusion of the next Annual General Meeting, on such terms and conditions as to remuneration, out-of-pocket expenses etc., as may be fixed by the Board of Directors of the Company.”

NOTES:

1. Mr. N Natarajan and Mr. B G Giri, Directors, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Brief resume of these Directors, nature of their expertise in specific functional areas, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors of the Company commends the respective re-appointments of the aforesaid Directors.

Mr. N Natarajan and Mr. B G Giri are interested in the resolution relating to the respective appointments and hold 25 and 200 equity shares of the Company in their name respectively.

2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. A blank form of proxy is enclosed, which, if used, should be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
3. The Register of Members and the Transfer Books will remain closed from 19th July 2012 to 21st July 2012 both days inclusive.
4. The dividend for the year ended 31.03.2012, as recommended by the Board, if approved by the shareholders at the Meeting shall be payable on or before 18th August 2012 to those members whose names appear on the Company's Register of Members on 19th July 2012.
5. Pursuant to Section 205C of the Companies Act, 1956, the unclaimed interim dividend declared on 27th October 2004 has been transferred by the Company to the Investor Education and Protection Fund established by the Central Government.

By Order of the Board
Sd/-
B Srinivasan
Company Secretary

Chennai
30th May 2012

SWELECT ENERGY SYSTEMS LIMITED

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting place)

Registered Folio: _____

DP and Client I.D. _____

No. of shares: _____

I hereby record my presence at the 17th Annual General Meeting of the Company on Saturday the 21st July 2012 at 4:00 P.M. at Savera Hotel, No. 146, Dr. Radhakrishnan Road, Chennai – 600 004.

Name of the attending member (in block letters)

Name of the proxy

Member's/Proxy's Signature
(To be signed at the time of handing over this slip)

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PROXY FORM

I/We of
..... a member / members of SWELECT ENERGY SYSTEMS LIMITED hereby appoint of
..... or failing him of
..... or failing him of

as my/our proxy to attend and vote for me/our behalf at the 17th Annual General Meeting of the Company to be held on Saturday the 21st July 2012 at 4:00 P.M. at Savera Hotel, No. 146, Dr. Radhakrishnan Road, Chennai – 600 004 and at any adjournment thereof.

Signature

Signed this..... day of..... 2012.



Note : The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.