

Sahyadri Industries Limited

Annual Report 2008-09

Board of Directors

Mr. P. L. Patel Chairman
Mr. V. L. Patel Managing Director
Mr. J. P. Patel Executive Director
Mr. S. V. Patel Director Commercial
Mr. D. B. Kasad Director
Mr. S. U. Joshi Director
Mr. M. P. Kulkarni Director
Mr. S. U. Koshti Director
Mr. J. G. Awate Director
Mr. S. Y. Mestry* Director
* Appointed on May 29, 2009

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Company Secretary

Abhijit Barje

Registered Office

'Swastik House' 39/D,
Gultekadi, J. N. Road,
Pune - 411037

Auditors

M/s. Parag Patwa & Associates,
Chartered Accountants,
Pune

Bankers

Cosmos Co-Op Bank Limited
Oriental Bank of Commerce
Indian Overseas Bank
Central Bank of India
HDFC Bank Limited
ICICI Bank Limited
Corporation Bank

Registrar & Share Transfer Agent

M/S Sharex Dynamic (India) Pvt. Ltd.
Unit 1, Luthra Industrial Premises,
Safed Pool, Andheri (E)
Mumbai - 400 072
Phone No (022) – 28515606/44
Fax No (022) 28512885
www.sharexindia.com

Factory**Chinchwad**

Plot No. 39, 44, 46 to 49
Block No. D III,
MIDC, Chinchwad,
Pune - 411 019

Kedgaon

Gat No.322/323,
Village Kedgaon,
Taluka: Daund,
District: Pune.

Perundurai

Plot No. KK2(N) & KK2(S),
SIPCOT Industrial Growth
Centre, Perundurai - 638052
Erode District, Tamilnadu

Website

www.silworld.in

Notice

NOTICE is hereby given that the Fifteenth Annual General Meeting of the members of Sahyadri Industries Limited will be held on Wednesday, 30th September 2009 at 3.30 p.m. at Plot No.39, Block No. D-III, MIDC, Chinchwad, Pune - 411 019, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March 2009 and the Profit & Loss Account for the year ended on that date and Reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To re-appoint Mr. J. G. Awate as a director, who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint Mr. S. V. Patel as a Director, who retires by rotation and being eligible offers himself for re-appointment.
5. To re-appoint Mr. J. P. Patel as a Director, who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Mr. D. B. Kasad as a Director, who retires by rotation and being eligible offers himself for re-appointment.
7. To appoint Auditors of the Company.

SPECIAL BUSINESS:

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

“**RESOLVED THAT** Mr. S. Y. Mestry, who was appointed as an Additional Director of the Company on May 29, 2009 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to section 198, 269 & 309 and all other applicable provisions, if any, schedule XIII to the Companies Act, 1956, approval of shareholders be and is hereby accorded for the reappointment of Mr. P. L. Patel as a Executive Chairman of the Company for a period 5 years with effect from July 1, 2009 and he be paid the following remuneration:

Remuneration

a) **Basic Salary** : Rs. 2,00,000/- (Rs. Two lac only) per month.

b) **Allowances:**

- 1) House rent : House rent allowance of Rs. 80,000/- (Rs. Eighty thousand only) per month.
- 2) Leave travel allowance : Once in a year for self & family in accordance with Rules of the Company not exceeding one month salary.
- 3) Medical expenses : Actuals

c) **Perquisites:**

- i) Payment of Bonus/ex-gratia amount as may be declared by the Company.
- ii) Provident fund and Superannuation fund or Annuity fund in accordance with Rules of the Company.
- iii) Free use of car with driver for business of the Company.
- iv) Free telephone facility at residence for official purpose.
- v) Gratuity in accordance with Rules of the Company.
- vi) Mediclaim Insurance coverage for self and family as per Rules of the Company.
- vii) Group Personal Accident Insurance cover as per Rules of the Company.
- viii) Leave encashment in accordance with Rules of the Company.
- ix) Fees of the clubs subject to maximum of two clubs. This will not include admission or life membership fees.

Notice (contd.)

d) Commission:

Such remuneration by way of commission not exceeding 1%, in addition to the salary, allowances and perquisites payable, calculated with reference to the net profits of the Company in a financial year, as may be determined by the Board of Directors of the Company at the end of each financial year.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the said Act be in force.

e) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of the Whole Time Director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary, perquisites as specified above, after ensuring compliance with the requirements of Section II of Part II of Schedule XIII appended to the Companies Act, 1956.

FURTHER RESOLVED THAT the Board or Managing Director shall have discretion and authority to modify the foregoing terms of remuneration agreeable to Mr. P. L. Patel within, however, the maximum limit prescribed under Schedule XIII of the Companies Act, 1956.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

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

“**RESOLVED THAT** pursuant to section 198, 269 & 309 and all other applicable provisions, if any, schedule XIII to the Companies Act, 1956, approval of shareholders be and is hereby accorded for the reappointment of Mr. V. L. Patel as a Managing Director of the Company for a period 5 years with effect from July 1, 2009 and he be paid the following remuneration:

Remuneration

a) **Basic Salary** : Rs. 2,00,000/- (Rs. Two lac only) per month.

b) Allowances:

- 1) House rent : House rent allowance of Rs. 80, 000/- (Rs. Eighty thousand only) per month.
- 2) Leave travel allowance : Once in a year for self & family in accordance with Rules of the Company not exceeding one month salary.
- 3) Medical expenses : Actuals

c) Perquisites:

- i) Payment of Bonus/ex-gratia amount as may be declared by the Company.
- ii) Provident fund and Superannuation fund or Annuity fund in accordance with Rules of the Company.
- iii) Free use of car with driver for business of the Company.
- iv) Free telephone facility at residence for official purpose.
- v) Gratuity in accordance with Rules of the Company.
- vi) Medclaim Insurance coverage for self and family as per Rules of the Company.
- vii) Group Personal Accident Insurance cover as per Rules of the Company.
- viii) Leave encashment in accordance with Rules of the Company.
- ix) Fees of the clubs subject to maximum of two clubs. This will not include admission or life membership fees.

d) Commission:

Such remuneration by way of commission not exceeding 1%, in addition to the salary, allowances and perquisites payable, calculated with reference to the net profits of the Company in a financial year, as may be determined by the Board of Directors of the Company at the end of each financial year.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the said Act be in force.

Notice (contd.)

e) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of the Whole Time Director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary, perquisites as specified above, after ensuring compliance with the requirements of Section II of Part II of Schedule XIII appended to the Companies Act, 1956.

FURTHER RESOLVED THAT the Board or Managing Director shall have discretion and authority to modify the foregoing terms of remuneration agreeable to Mr. V. L. Patel within, however, the maximum limit prescribed under Schedule XIII of the Companies Act, 1956.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

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

“**RESOLVED THAT** pursuant to section 198, 269 & 309 and all other applicable provisions, if any, schedule XIII to the Companies Act, 1956, approval of shareholders be and is hereby accorded for the reappointment of Mr. J. P. Patel as a Executive Director of the Company for a period 5 years with effect from July 1, 2009 and he be paid the following remuneration:

Remuneration

a) **Basic Salary** : Rs. 2,00,000/- (Rs. Two lac only) per month.

b) Allowances:

- 1) House rent : House rent allowance of Rs. 80,000/- (Rs. Eighty thousand only) per month.
- 2) Leave travel allowance : Once in a year for self & family in accordance with Rules of the Company not exceeding one month salary.
- 3) Medical expenses : Actuals

c) Perquisites:

- i) Payment of Bonus/ex-gratia amount as may be declared by the Company.
- ii) Provident fund and Superannuation or Annuity fund in accordance with Rules of the Company.
- iii) Free use of car with driver for business of the Company.
- iv) Free telephone facility at residence for official purpose.
- v) Gratuity in accordance with Rules of the Company.
- vi) Mediclaim Insurance coverage for self and family as per Rules of the Company.
- vii) Group Personal Accident Insurance cover as per Rules of the Company.
- viii) Leave encashment in accordance with Rules of the Company.
- ix) Fees of the clubs subject to maximum of two clubs. This will not include admission or life membership fees.

d) Commission:

Such remuneration by way of commission not exceeding 1%, in addition to the salary, allowances and perquisites payable, calculated with reference to the net profits of the Company in a financial year, as may be determined by the Board of Directors of the Company at the end of each financial year.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the said Act be in force.

e) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of the Whole Time Director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary, perquisites as specified above, after ensuring compliance with the requirements of Section II of Part II of Schedule XIII appended to the Companies Act, 1956.

FURTHER RESOLVED THAT the Board or Managing Director shall have discretion and authority to modify the foregoing terms of remuneration agreeable to Mr. J. P. Patel within, however, the maximum limit prescribed under Schedule XIII of the Companies Act, 1956.

Notice (contd.)

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

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

“**RESOLVED THAT** pursuant to section 198, 269 & 309 and all other applicable provisions, if any, schedule XIII to the Companies Act, 1956, approval of shareholders be and is hereby accorded for reappointment of Mr. S. V. Patel as a Director Commercial of the Company for a period 5 years with effect from July 1, 2009 and he be paid the following remuneration:

Remuneration

a) Basic Salary : Rs. 2,00,000/- (Rs. Two lac only) per month.

b) Allowances:

- 1) House rent : House rent allowance of Rs. 80,000/- (Rs. Eighty thousand only) per month.
- 2) Leave travel allowance : Once in a year for self & family in accordance with Rules of the Company not exceeding one month salary.
- 3) Medical expenses : Actuals

c) Perquisites:

- i) Payment of Bonus/ex-gratia amount as may be declared by the Company.
- ii) Provident fund and Superannuation fund or Annuity fund in accordance with Rules of the Company.
- iii) Free use of car with driver for business of the Company.
- iv) Free telephone facility at residence for official purpose.
- v) Gratuity in accordance with Rules of the Company.
- vi) Mediclaim Insurance coverage for self and family as per Rules of the Company.
- Vii) Group Personal Accident Insurance cover as per Rules of the Company.
- Viii) Leave encashment in accordance with Rules of the Company.
- ix) Fees of the clubs subject to maximum of two clubs. This will not include admission or life membership fees.

d) Commission:

Such remuneration by way of commission not exceeding 1%, in addition to the salary, allowances and perquisites payable, calculated with reference to the net profits of the Company in a financial year, as may be determined by the Board of Directors of the Company at the end of each financial year.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the said Act be in force.

e) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of the Whole Time Director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary, perquisites as specified above, after ensuring compliance with the requirements of Section II of Part II of Schedule XIII appended to the Companies Act, 1956.

FURTHER RESOLVED THAT the Board or Managing Director shall have discretion and authority to modify the foregoing terms of remuneration agreeable to Mr. S. V. Patel within, however, the maximum limit prescribed under Schedule XIII of the Companies Act, 1956.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

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

“**RESOLVED THAT** pursuant to the section 314(1B) read with Director's Relatives(Office or Place of Profit) Rules, 2003 and other applicable provisions, if any, of the Companies Act, 1956, approval of shareholders be and is hereby accorded to appoint Mr. Chetan Patel as the Manager(Exports) of the Company with effect from July 1, 2009 on the gross salary of Rs. 45,000/- per month

Notice (contd.)

with annual increment to the extent of 15% as approved by the Managing Director at appropriate time subject to limit prescribed in the Director's Relatives(Office or Place of Profit) Rules, 2003 and first such increment shall not due on or before June 1, 2010.

FURTHER RESOLVED THAT Mr. Chetan Patel shall also be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business and any other allowances, benefits and perquisites as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may decide from time to time subject to limit prescribed in the Director's Relatives(Office or Place of Profit) Rules, 2003.

FURTHER RESOLVED THAT during his tenure, he will be governed by the Rules and Regulations of the Company as may be applicable to the employees of the Company from time to time including change in designation and responsibilities.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

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

“**RESOLVED THAT** pursuant to the section 314(1B) read with Director's Relatives(Office or Place of Profit) Rules, 2003 and other applicable provisions, if any, of the Companies Act, 1956, approval of shareholders be and is hereby accorded to appoint Mr. Vipul Patel as the Manager(Imports) of the Company with effect from July 1, 2009 on the gross salary of Rs. 45,000/- per month with annual increment to the extent of 15% as approved by the Managing Director at appropriate time subject to limit prescribed in the Director's Relatives(Office or Place of Profit) Rules, 2003 and first such increment shall not due on or before June 1, 2010.

FURTHER RESOLVED THAT Mr. Vipul Patel shall also be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business and any other allowances, benefits and perquisites as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may decide from time to time subject to limit prescribed in the Director's Relatives(Office or Place of Profit) Rules, 2003.

FURTHER RESOLVED THAT during his tenure, he will be governed by the Rules and Regulations of the Company as may be applicable to the employees of the Company from time to time including change in designation and responsibilities.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

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

“**RESOLVED THAT** pursuant to the section 314(1B) read with Director's Relatives(Office or Place of Profit) Rules, 2003 and other applicable provisions, if any, of the Companies Act, 1956, approval of shareholders be and is hereby accorded to appoint Mr. Jignesh Patel as the Manager(Logistics) of the Company with effect from July 1, 2009 on the gross salary of Rs. 45,000/- per month with annual increment to the extent of 15% as approved by the Managing Director at appropriate time subject to limit prescribed in the Director's Relatives(Office or Place of Profit) Rules, 2003 and first such increment shall not due on or before June 1, 2010.

FURTHER RESOLVED THAT Mr. Jignesh Patel shall also be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business and any other allowances, benefits and perquisites as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may decide from time to time subject to limit prescribed in the Director's Relatives(Office or Place of Profit) Rules, 2003.

FURTHER RESOLVED THAT during his tenure, he will be governed by the Rules and Regulations of the Company as may be applicable to the employees of the Company from time to time including change in designation and responsibilities.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

Notice (contd.)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The Proxy forms should be lodged with the Company at its registered office at least 48 hours before the time of commencement of the meeting.
2. Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 relating to the items of special business is annexed herewith.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September 2009 to 30th September 2009 (both days inclusive).
4. The Dividend, as recommended by the Board of Directors, if approved at the 15th Annual General Meeting, will be paid on or after 1st October to those members who hold shares:
 - a) In electronic mode, based on the beneficial ownership details received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on 23rd September 2009.
 - b) In physical form, if their names appear on the Company's Register of Members as on 30th September 2009.
5. Members are requested to promptly notify any change in their address to the Company's Registrar & Transfer Agent namely, Sharex Dynamic (India) Pvt Ltd, Unit 1, Luthra Industrial Premises, Safed Pool, Andheri (E), Mumbai - 400 072. Shareholders holding shares in dematerialized form shall inform any change in their details to their respective Depository Participant only.
6. Members desiring any information about the Company's working are requested to write to the Company at an early date so as to enable the management to reply at the general meeting.
7. A brief profile of the Directors appointed/reappointed is furnished in the Corporate Governance Report.
8. Members are requested to bring their copy of Annual Report to the meeting.

On Behalf of the Board of Directors

P. L. Patel **V. L. Patel**
Chairman Managing Director

26th June 2009

Regd. Office:
39/D, Swastik House,
J. N. Road, Gultekdi,
Pune 411037

Annexure to Notice

Explanatory Statement

The following Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956, sets out all material facts relating to the items of special business as mentioned in the accompanying Notice.

Item No. 8

Mr. S. Y. Mestry was appointed as Additional Director on the Board of the Company w.e.f. May 29, 2009. Pursuant to Section 260 of the Companies Act, 1956 read with Article 43 of the Articles of Association of the Company, Mr. Mestry holds office upto the date of this fifteenth Annual General Meeting. The Company has received a notice in writing from a member of the Company under section 257 of the Companies Act, 1956, signifying intention to propose the candidature of Mr. S. Y. Mestry for the office of Director of the Company liable to retire by rotation. He has more than 45 years of experience in the manufacturing industry and specializes in sheet metal components. His expertise lies in finance, administration and human resource development.

The Board of Directors recommend passing of the resolution set out in item No. 8 of the accompanying Notice. None of the Directors other than Mr. S. Y. Mestry is concerned or interested in the resolution.

Item No. 9, 10, 11 and 12

The term of Mr. P. L. Patel, Chairman, Mr. V. L. Patel, Managing Director, Mr. J. P. Patel, Executive Director & Mr. S. V. Patel, Director Commercial is ending on February 28, 2010. It is desired to re-appoint these Whole time Directors for further period of five years as well as re-structure their remuneration from July 1, 2009. The remuneration of Mr. P. L. Patel, Chairman, Mr. V. L.

Annexure to Notice

Patel, Managing Director, Mr. J. P. Patel, Executive Director & Mr. S. V. Patel, Director Commercial of the Company was fixed on March 1, 2005 at the time of their appointment. In view of their status in the industry, standard and cost of living, time, labour and effort put in by them towards managing affairs of the Company, it is proposed to revise their remuneration with effect from July 1, 2009. The Board discussed the matter in their meeting held on June 26, 2009 and subject to the approval of the shareholders has decided the terms of re-appointment and revision of their remuneration as contained in resolution Nos. 9, 10, 11 & 12.

As per section I of Part-II of Schedule XIII to the Companies Act, 1956, if the Company has adequate profits, the Board may fix/revise remuneration within the ceiling as provided in section 198 and 309 of that Act which is 10% of the net profits. As per the audited accounts for the accounting year 2008-09, the Company has earned adequate profit, which is considered sufficient for the purpose of payment of proposed remuneration to the managerial personnel of the Company. In terms of section 310 read with Schedule XIII to the companies Act, 1956, the Board can revise the remuneration subject to approval of the shareholders in general meeting. This Explanatory Statement should be treated as an abstract of terms of agreement and memorandum of concern or interest under section 302 of the Companies Act, 1956.

The Directors recommend the resolutions set out in item No. 9, 10, 11 and 12 of the accompanying notice for approval of the members of the Company.

None of the Directors other than Mr. P. L. Patel, Mr. V. L. Patel, Mr. J. P. Patel and Mr. S. V. Patel are concerned or interested in their respective resolutions.

Item No. 13, 14 and 15

Looking into the expansion of the business activities of the Company, the Board of Directors at their meeting held on June 26, 2009 has considered that the Company need to appoint dynamic officers for discharging the functions of export, import and logistic activities of the Company. The Board proposed the names of Mr. Chetan Patel, son of Mr. P. L. Patel, Chairman, Mr. Vipul Patel & Mr. Jignesh Patel, sons of Mr. V. L. Patel, Managing Director of the Company for the appointment as a Manager(Exports), Manager(Imports) & Manager(Logistics) respectively w.e.f. July 1, 2009.

The Board considers that their educational background, experience and knowledge will strengthen the management in controlling export, import & logistic activities of the Company in a proper manner. The terms of remuneration, as set out in the resolution are considered to be just, fair and reasonable and are in accordance with the remuneration paid to other similar placed executives in the Company.

As per the provisions of section 314(1B) of the Companies Act, 1956 read with Director's Relatives(Office or Place of Profit) Rules, 2003, the appointment of a relative of a director drawing monthly remuneration not exceeding of Rs. 50,000(Rupees fifty thousand only) shall not be made except with the approval of shareholders by a special resolution passed at the general meeting of the Company.

The Directors recommend the resolutions set out in item No. 13, 14 and 15 of the accompanying notice for approval of the members of the Company.

None of the Directors other than Mr. P. L. Patel, Mr. V. L. Patel, Mr. J. P. Patel and Mr. S. V. Patel are concerned or interested in the respective resolutions.

On Behalf of the Board of Directors

P. L. Patel Chairman	V. L. Patel Managing Director
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26th June 2009

Regd. Office:
39/D, Swastik House,
J. N. Road, Gultekdi,
Pune 411037

Directors' Report

To the Members,

Your Directors are pleased to present the Fifteenth Annual Report on the business of the Company together with the audited accounts for the year ended March 31, 2009.

Financial Performance

Particulars	(Rs. In Lakhs)	
	March 31, 2009	March 31, 2008
Sales & Other Income	25337.59	22890.27
Operating Profit	3294.46	2005.66
Interest	836.54	1202.82
Profit Before Tax	2576.73	982.25
Provision for Tax Including Deferred Tax	597.77	319.29
Profit after Tax	1978.96	662.95
Extraordinary items	0.00	7.95
Net Profit	1978.96	670.90
Dividend(including Dividend Distribution Tax)	223.73	111.86
Transfer to General Reserve	250.00	100.00
Profit Carried to Balance Sheet	1505.23	459.04

Performance of the Company

Your Company achieved sales of Rs. 25218.78 Lakhs (previous year Rs. 22710.86 Lakhs) resulting in increase in sales over 11% over the previous year. The profit before tax for the year under review stood at Rs. 2576.73 Lakhs as compared to Rs. 982.25 Lakhs of the previous year after providing depreciation.

Dividend

The directors recommend, for consideration of the shareholders at the ensuing annual general meeting, payment of dividend of Rs. 2 per share(20%) for the year ended March 31, 2009. The amount of dividend shall be subject to tax on dividend to be paid by the Company.

Directors

As per the provisions of Companies Act, 1956 and Articles of Association of the Company, Mr. J. G. Awate, Mr. S. V. Patel, Mr. J. P. Patel & Mr. D. B. Kasad, retire by rotation and are eligible for reappointment.

The Board at its meeting held on May 29, 2009 appointed Mr. S. Y. Mestry as an additional director effective from May 29, 2009. Mr. S. Y. Mestry holds office upto the date of the forthcoming Annual General Meeting but is eligible for appointment.

Awards

Company's wind farm has been identified to be the BEST PERFORMING WIND FARM among wind farms located in Maharashtra, Gujarat, Rajasthan and Madhya Pradesh during the period 2006-07 and 2007-08.

Directors' Responsibility Statement

Board of Directors hereby state that

- i) that in the preparation of the Annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- ii) we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2009 and of the Profit of the Company for the year ended on that date;
- iii) we have taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

Directors' Report (contd.)

iv) we have prepared the annual accounts on a going concern basis.

Auditors

The Auditors M/s Parag Patwa & Associates, Chartered Accountants will retire at the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. Members are requested to consider their re-appointment on remuneration to be decided by the Audit Committee of the Board.

Corporate Governance

Pursuant to clause 49 of the Listing Agreement with Stock Exchange, a separate section titled Corporate Governance Report has been included in this annual report, along with the reports on Management Discussion & Analysis and Additional Shareholder Information.

All board members and senior management personnel have affirmed compliance with the code of conduct for the year 2008-09.

Employees

The Company has no employee whose particulars are required to be disclosed pursuant to Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

Conservation of energy, technology absorption, foreign exchange earnings and outgo:

The details about conservation of energy, technology absorption, foreign exchange earning and outgo as required by section 217(1)(e) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are as given below.

Conservation of energy

FORM A

Conservation of energy: Not Applicable

FORM B

a) Research and Development

1. Specific Areas in which R & D carried out by the company: In respect of the Building Material division, the Company has been experimenting in varying ratio of raw materials for improving quality and reducing cost.
2. Benefits derived as a result of the above: In respect of Building Material, we have explored the possibilities to increase in productivity and reduction in cost.
3. Future Plan of action: Improve the input mix further.
 4. Expenditure on R & D: No expenditure exclusively on R & D has been incurred during the year.

b) Technology absorption, adaptation and innovation

No technology has been imported. The in-house technology is continuously upgraded to improve the overall performance of the Company.

c) Foreign exchange earnings & out go

- Foreign Exchange Earned Rs. 2,13,86,620
- Foreign Exchange Outgo Rs. 76,51,37,469

Directors' Report (contd.)

Acknowledgment

Your Directors express their sincere thanks to the Bankers, Dealers, and Suppliers for the support and co-operation extended to the Company. Your Directors would further like to record their appreciation of the efforts of every employee for the results achieved during the year.

On behalf of the Board of Directors

Pune, June 26, 2009

P. L. Patel
Chairman

V. L. Patel
Managing Director

Management Discussion & Analysis Report

Industry Structure and Development

The Company's product predominantly is a rural product principally consumed for low cost housing, and for upgrading roofing from thatch or tile base roof, it is corrosion resistance, fire proof, long lasting and economical and therefore affordable to the rural poor. India is a vast country and more than 70% population live in rural India. Housing being the basic need of human being demand for the product exists continuously which reflects in growth of the industry. Construction of low cost housing is encourage and supported by Government also. This will keep the growth of the industry continued in future also.

Opportunities and Threats

Your company's product is well accepted in the market. Your company has earned and enjoys its strong brand image with the name SWASTIK. The product is marketed through well spread sales net work of depots, stockiest and dealers. The company is growing by about 10% and same will be continued in future also.

Fibre cement sheets are principally used as roofing material be it a housing, poultry, warehousing or industrial shed. It is long lasting, fire proof, corrosion resistance and economical and is therefore preferred over other alternate products.

Expected growth of 4% in the agricultural products and within overall 6% expected growth in animal husbandry and horticulture will keep the rural economy in mood to go for up gradation of roof of dwelling, poultry and storing place. India is a huge country, many untapped potential area still exists where products could be marketed.

Continued industrial slow down in general and acute competition due to additional capacities may put price pressure. Increase in input cost such as cost of power, transport, and raw material may find it difficult to pass on to the consumer may erode margins.

Risk and Concern

Availability of adequate power, exchange rate fluctuations, increase in input cost such as cost of power, transport, and raw material, inadequate monsoon, additional entries, increasing capacities and the malafide campaign against Asbestos Products are the concern to the industry as a whole.

Short fall in power is met by captive power generation which will keep substantially production uninterrupted.

The malafide anti asbestos product campaign is kept under control by the industry association by making their best efforts to bring the real situation before the public at large.

Financial Performance

Financial performance for the year under report is satisfactory. The company has achieved targeted top line and bottom line also. All the efforts are made to maintain and further improved the financial performance during future also.

Wind Power Generation

During the year under report company's wind farm located at Village Biranawadi, District Sangli (Maharashtra) is disposed off due to its continues inadequate power generation.

Performance of company's other wind farms is not only satisfactory but best among the like capacity. The Management is proud to inform you that your company's Wind Farm at village Chalkewadi, District Satara is identified to be MERITORIOUS WINNER of **BEST PERFORMING WIND FARM AWARDS** for consecutive two years of 2006-07 and 2007-08 among wind farms located in the State of Maharashtra, Gujarat, Rajasthan and Madhya Pradesh. Power generated at these wind farms is sold to State Electricity Distribution Company under power purchase agreement.

It is further planned to invest in additional six wind mill, two in State of Tamilnadu and four in the State of Rajasthan. The wind power generation in Tamilnadu will be consumed by company's sheet manufacturing plant at Perundurai and power generation in Rajasthan will be sold to State Utility.

Carbon Credit

In view of investment in Wind Power Plants company is entitled to claim carbon credit under Clean Development Mechanism subject to completion of formalities and obtaining Certificate of Carbon Emission Reduction as per Kyoto Protocol. The company has also made efforts to realise revenue by negotiating voluntary emission reduction pending completion of formalities.

Bank and Financial Institutions

Company's working capital requirements are financed by consortium of seven bankers consists of four Nationalised Banks, two Private Banks and a Co-operative Bank. The Term Loans are advanced by individual member bank. Company is enjoying excellent cooperation and support from all its bankers. Your company is also prompt in payment of interest and installment dues as per schedule. The Board of Directors place on records their appreciation and sincere thanks for the wholehearted support and encouragement extended by the banks.

Internal Control Systems and their adequacy

During last year company implemented SAP ERP system. The system is now stabilised. Company's all depots, plants and corporate office are working on line.

The Company has an adequate internal control system and management information systems which are focused towards achieving efficiency in operations, optimum utilization of resources, safeguarding of assets and compliance with the applicable laws, rules, regulations and policies.

In addition to statutory auditors your company's operations are audited by team of qualified internal auditors at corporate office, plants as well as all depots. The effectiveness of the internal control is regularly reviewed by the management and where ever required takes steps to modify or enhance the scope of the system. The audit committee reviews the audit system and internal control from time to time.

Human Resources

The Management of your company strongly believes in maintaining not only cordial but close relations with its employees, which creates feeling of being family member, a 'SWASTIK' family member. It draws strength from such dedicated and committed employee members. The company considers human resources to be an important valuable assets for the organisation. The commitment and untiring efforts of employees at all levels have contributed immensely to the results achieved on various fronts. The Directors of your company wish to place on record their appreciation for the hard work and dedication of its employees at all levels.

Cautionary Statement

It may be noted that the statements in the Management Discussion and Analysis Report describing the Company's objectives and predictions may be forward looking within the meaning of applicable rules and regulations. Actual results may differ materially from those either expressed or implied in the statements depending on circumstances.

Company's philosophy on Code of Governance

Sahyadri Industries Limited believes that good Corporate Governance is essential to achieving long term corporate goals and to enhancing stakeholders' value. In this pursuit, your company's philosophy on Corporate Governance is led by a strong emphasis on transparency, accountability and integrity. All directors and employees are bound by a Code of Conduct that sets forth the company's policies on important issues, including our relationship with consumers, shareholders and Government. In so far as compliance with the requirements under clause 49 of the Listing Agreement of the Stock exchange is concerned, the Company is in full compliance with the norms and disclosures that have to be made in corporate governance format.

Board of Directors

The Board of Directors comprises ten members, of which six are non-executive directors. The four executive directors include the Chairman, the Managing Director, the Executive Director and the Director Commercial. Of the six non-executive directors, five are independent directors. The independent directors have confirmed that they satisfy the criteria laid for independent director as stipulated in clause 49(I)(A)(iii) of the listing agreement.

Director	Category	No. of Board Meetings attended during 2008-09	Whether last AGM attended	No. of committee positions held in other public limited companies
Mr. P. L. Patel	Executive Chairman	5	Yes	Nil
Mr. V. L. Patel	Managing Director	3	Yes	Nil
Mr. J. P. Patel	Executive director	6	Yes	Nil
Mr. S. V. Patel	Director Commercial	6	Yes	Nil
Mr. D. B. Kasad	Non-Executive	6	Yes	Nil
Mr. S. U. Koshti	Non-Executive Independent	3	Yes	Nil
Mr. M. P. Kulkarni	Non-Executive Independent	6	Yes	Nil
Mr. S. U. Joshi	Non-Executive Independent	5	Yes	Nil
Mr. J. G. Awate	Non-Executive Independent	4	Yes	Nil
Mr. S. Y. Mestry*	Non-Executive Independent	-	-	Nil

* Appointed w.e.f. May 29, 2009

Board Meetings

The board meetings of the Company are held once in a quarter to review the quarterly performance and financial results of the Company. Meetings are generally scheduled well in advance and notice of each board meeting is given in writing to each of the director.

During the year 2008-09, six Board Meetings were held on May 19, 2008, July 7, 2008, July 31, 2008, September 10, 2008, October 25, 2008 and January 31, 2009.

Audit Committee

The Audit Committee solely comprises independent directors. The members of the committee are Mr. S. U. Koshti (Chairman), Mr. S. U. Joshi and Mr. M. P. Kulkarni. All the members are financially literate and have accounting and financial management expertise. The quorum for the meeting of the committee is two members.

The terms of reference of the Audit Committee includes the following:

1. Overseeing the Company's financial reporting process and ensuring correct, adequate and credible disclosure of financial information;
2. Ensuring compliance of internal control systems and action taken on internal audit reports.
3. Apprising the Board on the impact of accounting policies, accounting standards and legislation.
4. Holding periodical discussion with statutory auditors on the scope and content of the audit.
5. Reviewing the Company's financial and risk management policies.

During the year 2008-09, five Audit Committee meetings were held on May 19, 2008, July 7, 2008, July 31, 2008, October 25, 2008 and January 31, 2009.

The composition of Audit Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No. of Meetings held	Meetings attended
Mr. S. U. Koshti	Chairman	Non-Executive Independent	5	3
Mr. M. P. Kulkarni	Member	Non-Executive Independent	5	5
Mr. S. U. Joshi	Member	Non-Executive Independent	5	4

Remuneration Committee

The Remuneration Committee comprises solely independent directors. The members of the committee are Mr. M. P. Kulkarni (Chairman), Mr. S. U. Koshti, Mr. S. U. Joshi. The terms of reference of the committee are to review and recommend remuneration payable to the all Executive Directors of the Company. The details of remuneration paid to all directors for the year 2008-09 are as follows:

Name of director	Relationship with other directors	Salary Rs	Perquisites Rs	Sitting Fees Rs	Total Rs
Mr. P. L. Patel	Father of J. P. Patel, Brother of V. L. Patel	16,05,000	91,625	-	16,96,625
Mr. V. L. Patel	Father of S. V. Patel, Brother of P. L. Patel	16,05,000	88,550	-	16,93,550
Mr. J. P. Patel	Son of P. L. Patel	19,05,000	51,625	-	19,56,625
Mr. S. V. Patel	Son of V. L. Patel	19,05,000	48,550	-	19,53,550
Mr. D. B. Kasad	-	-	-	7,200	7,200
Mr. S. U. Koshti	-	-	-	3,600	3,600
Mr. M. P. Kulkarni	-	-	-	7,200	7,200
Mr. S. U. Joshi	-	-	-	6,000	6,000
Mr. J. G. Awate	-	-	-	4,800	4,800
Mr. S. Y. Mestry*	-	-	-	-	-

* Appointed on May 29, 2009

Investors' Grievances Committee

The Investors' Grievances Committee comprises of Mr. S. U. Joshi (Chairman), Mr. M. P. Kulkarni and Mr. S. U. Koshti (Members). The committee is mandated to oversee share transfers, transmission and review and redress shareholders' complaints. During the year four meetings of the investors grievances committee were held on May 19, 2008, July 7, 2008, October 25, 2008 and January 31, 2009.

During the year under review 9 complaints were received from the shareholders. All the complaints were attended to and as at 31st March 2009 no complaints remained unattended. Besides 50 letters received from shareholders relating to change of address, nomination requests, queries relating to annual report, request for revalidation of dividend and non receipt of share certificates and other investor related matters. These letters have also been responded to.

Name of the Compliance Officer:
Mr. Abhijit Barje
Company Secretary
Phone: 020-26444625 Extn: 203

General Body Meetings

Date	Time	Special Resolution	Location	AGM/EGM
10.09.2008	3.30 p.m	No	Block D-III, MIDC, Chinchwad, Pune 411019	AGM
14.02.2008	3.30 p.m	Yes	Block D-III, MIDC, Chinchwad, Pune 411019	EGM
24.09.2007	3.30 p.m	No	Block D-III, MIDC, Chinchwad, Pune 411019	AGM
22.09.2006	3.30 p.m	No	Block D-III, MIDC, Chinchwad, Pune 411019	AGM

Details of Special Resolution(s) passed at General Meetings

At the EGM held on 14.02.2008:

- a. Change in capital clause of Memorandum of Association due to increase in Authorised Capital of the Company.
- b. Issue of equity shares & convertible warrants to specified investors on preferential basis.

No resolutions were passed by postal ballot in the year 2008-09.

Disclosures

1. There has been no materially significant related party transactions that may have potential conflict with the interests of company at large.
2. The Company has complied with the requirements of regulatory authorities on capital markets and no penalty/strictures was imposed on the Company during the last three years.
3. Whistle Blower Policy – As per the policy in force, no person irrespective of the status or level is denied access to the Audit Committee.
4. Adoption of non mandatory requirements under clause 49 of the Listing Agreement is being reviewed by the Board from time to time.
5. Management Discussion and Analysis Report forms part of the Annual Report.

Particulars of Directors to be appointed/re-appointed at the ensuing Annual General Meeting

1) Mr. J. G. Awate

Mr. J. G. Awate is on the Company's Board since 2006. He has done M. Sc in agriculture from Pune agriculture University. He is in the field of agriculture and allied activities for the last 30 years.
He does not hold any directorship or committee membership in any other public limited company.

2) Mr. S. V. Patel

Mr. S. V. Patel is the Director Commercial of the Company since 1998. He has done graduation in commerce and post graduation in business administration from Pune University. He possesses very good experience in accounts, finance, marketing and business strategies. He has more than 10 years of business experience in the field of fiber and cement industry.
He is also director of the Poonam Roofing Products Pvt Ltd. He does not hold any directorship or committee membership in any other public limited company.

3) Mr. J. P. Patel

Mr. J. P. Patel is the Executive Director of the Company since 1998. He has done graduation in commerce from Pune University and Masters in Business Administration from Middlesex University, UK. He is looking after the production activity of the Company. He has more than 15 years of diverse business experience in the field of fiber & cement industry.
He is also director of the Poonam Roofing Products Pvt Ltd. He does not hold any directorship or committee membership in any other public limited company.

4) **Mr. D. B. Kasad**

Mr. D. B. Kasad is the Non Executive Non Independent director of the Company. Previously he was Whole time Director of the Company since 1999. He is an Electrical and Mechanical Engineer. He has an engineering experience of designing, fabricating and maintaining cement fiber plant.

He does not hold any other directorship or committee membership in other companies.

5) **Mr. S. Y. Mestry**

Mr. S. Y. Mestry has been appointed Non Executive Independent Director of the Company from May 29, 2009. He has more than 45 years of experience in the manufacturing industry and specializes in sheet metal components. His expertise lies in finance, administration and human resource development.

He is also director of the Saki Auto Products Pvt Ltd and Roto Flax Machines Pvt Ltd. He does not hold any directorship or committee membership in any public limited company.

Means of Communication

Quarterly and annual results are published in Free Press Journal & Navshakti. The results and official news releases are displayed on the Company's website www.silworld.in

General Shareholders Information

Annual General Meeting (AGM)

Date and time: September 30, 2009 at 3.30 p.m.

Venue : Plot No. 39, Block D-III, MIDC, Chinchwad, Pune 411019

Financial Calendar

The Company follows April–March as its financial year. The results for every quarter beginning from April are declared in the month following the quarter except for the last quarter, for which the results are declared within three months from the end of quarter which is permitted under the Listing agreement.

Dates of Book Closure

From September 24, 2009 to September 30, 2009(both days inclusive)

Dividend

Board of Directors has recommended payment of dividend of Rs. 2 per share, for the financial year ended March 31, 2009, for approval of the shareholders at the AGM. Dividend, if declared at the AGM, will be paid within 30 days from the date of AGM.

Listing on Stock Exchange and Stock Code

The Company's shares are listed on the Bombay Stock Exchange Limited.

Stock Code: 532841

ISIN: INE280H01015

Share Price Data

The monthly high and low quotations of shares traded on the Bombay Stock Exchange Limited, Mumbai is as follows:

Month	Stock Market Price on BSE		BSE Sensex		No. of Trades
	High	Low	High	Low	
April 2008	43.75	33.10	17,480.74	15,297.96	285
May 2008	41.50	34.30	17,535.70	16,196.02	122
June 2008	38.00	29.00	16,632.72	13,405.54	108

July 2008	35.50	29.55	15,130.09	12,514.02	99
August 2008	50.40	35.60	15,579.78	14,002.43	230
September 2008	48.85	37.05	14,107.01	12,153.55	394
October 2008	43.00	20.15	13,203.86	7,697.39	419
November 2008	27.10	19.85	10,945.41	8,316.39	407
December 2008	26.25	20.75	10,188.54	8,467.43	263
January 2009	27.15	21.50	10,469.72	8,631.60	291
February 2009	30.85	22.05	9,724.87	8,619.22	653
March 2009	29.85	24.60	10,127.09	8,047.17	483

Registrar and Transfer Agent

Sharex Dynamic (India) Pvt. Ltd.
Unit No. 1, Luthra Industrial Premises,
Safed Pool, Andheri (E), Mumbai 400072
Phone: 022-28515606/44, Fax: 022- 28542885
Email: sd_india@rediffmail.com

Share Transfer System

The entire work relating to share transfers, transmissions and dematerializations process of shares is handled by Registrar and Share Transfer Agent. Physical transfers are processed twice a month and demat transfers are processed in every 8 days.

Shareholding Pattern as at March 31, 2009

Category	No. of Shares held	Percentage
Promoters and Promoter Group	81,36,400	85.10
Banks/Financial Institutions	1,000	00.01
Bodies Corporate	2,66,523	02.79
General Public	11,45,288	11.97
NRIs/OCBs	11,883	00.13
Clearing Members	406	00.00
Total	95,61,500	100.00

Distribution of Shareholding as at March 31, 2009

No. of Shares	No. of Holders	Percentage	Total shares	Percentage
1 to 100	2,564	72.16	2,33,131	2.44
101-200	367	10.33	69,601	0.73
201-500	301	8.47	1,15,211	1.20
501-1000	144	4.05	1,18,644	1.24
1001-5000	123	3.46	2,67,869	2.80
5001-10000	21	0.59	1,46,017	1.53
10001-100000	16	0.45	3,47,914	3.64
100001 and above	17	0.48	82,63,113	86.42
Total	3,553	100.00	95,61,500	100.00

Dematerialisation of shares as at March 31, 2009

Categories	Position as on 31.03.2009		Position as on 31.03.2008		Net change during 2008-09	
	No. of shares	% to total shareholding	No. of shares	% to total shareholding	No. of shares	% to total shareholding
Physical	1,71,008	1.79	1,79,208	1.87	(8,200)	(0.08)
Demat:						
NSDL	89,83,145	93.95	90,18,887	94.33	(35,742)	(0.38)
CDSL	4,07,347	4.26	3,63,405	3.80	43,942	0.46

Sub Total	93,90,492	98.21	93,82,292	98.13	8,200	0.08
Total	95,61,500	100.00	95,61,500	100.00	-	-

Outstanding GDRs/ADRs, Warrants or any convertible instruments

There were no outstanding GDRs/ADRs/Warrants or any convertible instruments as at end of March 31, 2009.

Plant Locations

Plant	Location
Chinchwad	Plot No. 39, 44, 46 to 49, Block No. D III, MIDC, Chinchwad, Pune – 411 019
Kedgaon	Gat No.322/323, Village Kedgaon, Taluka: Daund, District: Pune.
Perundurai	Plot No. KK2 (N) & KK2(S), SIPCOT Industrial Growth Center, Perundurai –638052. Erode district, Tamilnadu

Address for investors' correspondence

Sahyadri Industries Limited
39/D, Swastik House, Gultekadi,
J. N. Marg, Pune 411037
Phone: (020) 26444625/26/27
Fax: (020) 26458888
Email: abarje@silworld.in

Declaration by Chief Executive Officer (CEO)

I, V. L. Patel, Managing Director of Sahyadri Industries Limited hereby declare that all the board members and senior managerial personnel have affirmed for the year ended March 31, 2009 compliance with the code of conduct of the company laid down for them.

Place: Pune
Date: 26.06.2009

V. L. Patel
Managing Director

COMPANY SECRETARY'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To
The Members of
SAHYADRI INDUSTRIES LIMITED

We have examined the compliance of the conditions of Corporate Governance by Sahyadri Industries Limited for the financial year ended on March 31, 2009, as stipulated in Clause 49 of the Listing Agreement entered into by the Company with Stock Exchange in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

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

Pune, June 26, 2009

Ms. Shilpa N. Joshi
Practicing Company Secretary
ACS 20602 CP No. 7536

AUDITOR'S REPORT

The Members of
Sahyadri Industries Limited.

We have audited the annexed Balance Sheet of Sahyadri Industries Limited, as at March 31, 2009 and also the Profit and Loss Account and the cash flow statement of the company for the year ended on that date both annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for an opinion.

As required by the Companies (Auditors Report) Order, 2003 and the companies (Auditors Report) (Amendment) Order, 2004 issued by the Central Government 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 orders, to the extent applicable to the company.

Further to our comments in the Annexure referred to in Paragraph (1) 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 purpose of audit.
- ii) In our opinion proper books of accounts as required by the law have been maintained by the Company so far as it appears from our examination of the books.
- iii) The Balance Sheet, The Profit & Loss Account and the cash flow statements dealt with by this report are in agreement with the Books of Accounts.
- iv) In our opinion, the Balance Sheet, the Profit & Loss Account and the cash flow statements dealt with by this report are generally in compliance with 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, 2009, and taken on record by the Board of Directors, we report that none of the directors of the Company are disqualified as on March 31, 2009 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 Statement of Accounts read together with notes appearing thereon give the information required by the Companies Act 1956 in the manner so required and give true and fair view.
 - a. In the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2009;
 - b. In the case of Profit & Loss Account, of the profit of the Company for the year ended on that date and
 - c. In case of cash flow statement, of the cash flows for the year ended on that date.

For **Parag Patwa & Associates**
Chartered Accountant

Pune, June 26, 2009

CA P. I. Patwa
M. No. 41529

Annexure to the Auditors' Report
(Referred to in Paragraph 1 of our Report of even date)

The nature of the company's business / activity during the year is such that clauses (xii), (xiii), (xiv) of paragraph 4 of the company (Auditor's Report) Order, 2003 are not applicable to the company.

1. In respect of fixed assets:

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

b) As explained to us, the fixed assets were physically verified during the year by the Management in accordance with a programme of verification which, in our opinion, provides for physical verification of all assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) The fixed assets disposed off during the year, in our opinion, do not constitute substantial part of the fixed assets of the Company.

2. a) The inventory has been, physically verified by the Management during the year at reasonable intervals. In our opinion, and according to information and explanation given to us the frequency and procedure of such verification is reasonable in relation to the size of the Company and the nature of its business.

b) In our opinion, and according to information and explanation given to us the Company has maintained proper inventory records. The discrepancies noticed between the physical stocks and book records were not material and the same have been properly dealt with in the books of account.

3. a) The Company has accepted loans from parties covered in the register maintained under section 301 of the Act. The maximum amount involved during the year was Rs. 2451.79 Lacs and year end balance was Rs. 2222.01 Lacs involving 23 parties.

b) According to the information and explanations given to us, the rate of interest and other terms and conditions of loans taken are not prima-facie prejudicial to the interest of the Company.

c) According to the information and explanations given to us there is no stipulation of repayment of loan taken from parties listed in the register maintained under section 301 of the Companies Act, 1956.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods & services. We have not observed any continuing major weaknesses in internal control systems during the course of our audit.

5. a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Act that need to be entered into the Register maintained under the said Section have been so entered.

b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Act, and exceeding the value of five lacs rupees in respect of any party during the year have been made at prices which are reasonable having regard to the market prices prevailing at the relevant time, where such prices are available.

6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public during the year.

7. In our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.

Auditors' Report

8. We have broadly reviewed records maintained by the company relating to wind power generation, pursuant to the rules made by the Central Government for maintenance of cost records u/s 209(1)(d) of the Companies Act, 1956 and is of the opinion that prime facie the prescribed records haven been made and maintained. We have however, not made a detailed examination of records with a view to determine whether they are accurate. To the best of our knowledge and according to the information given to us, the Central Government has not prescribed the maintenance of cost records for any other products of the Company.
9. a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employees' state insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Service Tax and Excise Duty, cess and other material statutory dues as applicable to it, with appropriate authorities
- b) According to the information and explanations given to us during the year there are no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty and Excise Duty which have remained outstanding as at 31st March, 2009 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us there are no disputed dues in respect of Income Tax, Wealth Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and cess as at 31st March 2009
10. The Company does not have any accumulated losses and has not incurred any cash losses during the current financial year and the immediately preceding financial period.
11. Based on the examination of the books of account and related records and according to the information and explanations provided to us, the Company has not defaulted in repayment of dues to the banks.
12. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
13. In our opinion and according to the information and explanations given to us and on an overall examination, the term loans availed by the Company have been applied for the purpose for which they were raised other than temporary deployment pending application.
14. Based on the examination of the books of accounts and related records and according to the information and explanations provided to us, the Company has not utilized funds raised on short term basis for long term investment and vice versa. Permanent Working Capital has been financed from Long Term and / or Short Term sources.
15. During the period covered by our audit report the company has not made by preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
16. The Company has not issued any debentures.
17. During the period covered by our audit report the Company has not raised any money by public issue.
18. During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor we have been informed of such case by the management.

For **Parag Patwa & Associates**
Chartered Accountant

CA P. I. Patwa
M. No. 41529

Pune, June 26, 2009

Balance Sheet as at March 31, 2009

Particulars	Schedule No	As At March 31, 2009	As At March 31, 2008
Sources of Funds			
Shareholders Funds			
Share Capital	1	95,615,000	95,615,000
Reserves & Surplus	2	487,678,155	312,155,681
Deferred Tax Liability		40,967,198	70,935,194
Loan Funds			
Secured Loans	3	529,555,397	691,455,071
Unsecured Loans	4	227,911,761	185,069,621
Total Funds Employed		1,381,727,511	1,355,230,567
Application of Funds			
Fixed Assets			
Gross Block	5	1,196,316,820	1,307,428,030
Less : Accumulated Depreciation		639,757,785	599,327,626
Net Block		556,559,035	708,100,404
Capital Work In Progress		2,815,000	258,076
Investments	6	1,454,000	1,454,000
Current Assets, Loans & Advances			
Inventories	7	723,648,223	555,310,492
Sundry Debtors	8	171,235,848	166,468,012
Cash & Bank Balances	9	153,407,481	142,904,056
Loans and Advances	10	134,974,962	120,183,509
		1,183,266,514	984,866,069
Less : Current Liabilities & Provisions	11	365,386,681	343,566,123
Net Current Assets		817,879,833	641,299,946
Miscellaneous Expenditure (To the extent not written off)	12	2,028,041	3,213,238
Preoperative Expenses		991,602	904,903
Total Funds Applied		1,381,727,511	1,355,230,567

The Schedules and Notes to accounts form an integral part of the financial statements.

As per our report of even date

For Parag Patwa & Associates

Chartered Accountants

CA P. I. Patwa

Membership No. 41529

Pune, June 26, 2009

On behalf of Board of Directors

P. L. Patel

Chairman

V. L. Patel

Managing Director

Abhijit Barje

Company Secretary

Profit and Loss Account for the year ending on March 31, 2009

Particulars	Schedule No	As At March 31, 2009	As At March 31, 2008
Income			
Sales	13	2,463,441,116	2,108,179,074
Windmill Operating Income	14	58,436,892	55,579,082
Other Income	15	11,880,761	15,983,056
Increase/(Decrease) in Stock	16	(33,402,137)	72,757,181
Total		2,500,356,632	2,252,498,393
Expenditure			
Raw Materials Consumed		1,164,725,307	1,103,563,203
Manufacturing Expenses	17	221,492,436	225,941,381
Payment to & Provision for Employees	18	81,618,146	80,085,956
Administration, Selling & other Expenses	19	608,205,099	531,339,952
Depreciation		79,466,090	104,104,798
Interest	20	83,654,096	107,038,152
Preliminary Expenses Written Off	21	1,185,197	942,756
Less : Expenditure transferred to Capital Accounts/ Capital Work in Progress/Revenue expenditure		0	(223,375)
Total		2,240,346,371	2,152,792,823
Profit Before Income Tax & Provision for Bad Debts		260,010,261	99,705,570
Provision for Bad & Doubtful Debts		1,000,573	1,036,063
Provision for Taxation			
a) Income tax For Current year		90,000,000	11,250,000
b) For Deferred Tax		(29,967,996)	18,742,283
c) For Fringe Benefit Tax		2,100,000	1,980,000
d) For Wealth Tax		67,000	59,000
Profit After Tax		196,810,684	66,638,224
Expenses/(Income) Pertaining to Previous Year		1,337,705	(217,416)
Income Tax/Wealth Tax pertaining to previous year		(2,422,449)	(235,155)
Dividend on Equity Shares		19,123,000	9,561,500
Provision for Tax on Dividend on Equity Shares		3,249,954	1,624,977
Transfer to General Reserve		25,000,000	10,000,000
Net Profit Carried to Balance Sheet		150,522,474	45,904,318
Basic & Diluted Earning per Share		20.70	6.97

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The Schedules and Notes to accounts form an integral part of the financial statements.

As per our report of even date

For Parag Patwa & Associates

Chartered Accountants

CA P. I. Patwa

Membership No. 41529

Pune, June 26, 2009

On behalf of Board of Directors

P. L. Patel

Chairman

V. L. Patel

Managing Director

Abhijit Barje

Company Secretary

Schedules attached to and forming part of the Balance Sheet as at March 31, 2009

	As at March 31, 2009	As at March 31, 2008
Schedule 1		
Share Capital		
Authorised		
12,000,000 Equity Shares of Rs. 10/- each	120,000,000	120,000,000
	120,000,000	120,000,000
Issued, Subscribed & Paid Up		
95,61,500 Equity Shares of Rs. 10/- each fully paid up and issued at par	95,615,000	95,615,000
1) Includes 60,00,000 shares allotted as fully paid up by way of Bonus Shares.		
2) Include 3061500 Equity Shares of Rs. 10/- each issued as fully paid up to the shareholders of erstwhile Swastik Roofing Ltd. In pursuant to scheme of Amalgamation sanctioned by Mumbai High Court. The shares are issued without consideration being received in cash.		
	95,615,000	95,615,000
Schedule 2		
Reserves & Surplus		
Capital Redemption Reserve		
	37,500,000	37,500,000
General Reserve		
Balance as per last Balance Sheet	42,206,328	32,206,328
Add:- Transfer from Profit & Loss Account	25,000,000	10,000,000
	67,206,328	42,206,328
Profit & Loss A/c		
Balance as per last Balance Sheet	232,449,353	187,230,874
Less :- Gratuity For Earlier Years	0	685,839
Add:- Transferred during the year from Profit & Loss Account	150,522,474	45,904,318
	382,971,827	232,449,353
Total	487,678,155	312,155,681
Schedule 3		
Secured Loans		
Term Loans from Banks		
(Payable within 12 months out of above loans Rs.53,358,780/- Previous year Rs.103,012,761/-)	156,819,720	318,391,680
Hire Purchase loans (Vehicles)		
(Payable within 12 months out of above loans Rs. 2,181,039/- Previous year Rs.1,381,026/-)	4,850,856	2,960,169
Working Capital Loans - Cash Credits		
	367,884,821	370,103,222
	529,555,397	691,455,071
Term loans are secured by Exclusive first charge on assets financed by/mortgage to/ hypothecation in favour of Term lending Bank and personal guarantee of four directors.		
Hire Purchase loans are secured by lien on vehicles/assets purchased under Hire Purchase Agreement. Working Capital loans are secured by pari-passu hypothecation charge of Stock of Raw Material, Stock in Process, Consumables, Stores, Finished Goods and other current assets and book Debts and Personal guarantee of two directors and in 2 cases by four directors.		

Schedule 4
Unsecured Loans

From Directors	146,878,089	102,101,495
From Promoter Group	63,073,279	70,033,322
Kotak Mahindra Bank - Unsecured Loan (Payable within 12 months Rs.881,495/-)	881,495	0
Inter corporate Deposit	17,078,898	12,934,804
	227,911,761	185,069,621

Note: There is no stipulation of repayment in respect of Unsecured loans from Directors, Promoter's group & Inter Corporate Deposits.

Schedule 5
Depreciation

	Gross Block	Additions	Deductions	As on	Depreciation	For the	On sale	Up to	Net Block	As on
	as on	during the		31.03.2009	up to	Year		31.03.2009	As on	31.03.2008
	01.04.2008	year			01.04.2008				31.03.2009	
Sheet Assets										
Land	8,047,024	0		8,047,024	0	0		0	8,047,024	8,047,024
Lease hold Land	43,747,334	0		43,747,334	1,621,835	544,454		2,166,289	41,581,045	42,125,499
Land Development & Fencing	8,873,209	0		8,873,209	0			0	8,873,209	8,873,209
Factory Building	252,644,202	0		252,644,202	76,108,961	16,876,123		92,985,084	159,659,118	176,535,241
Building(other than factory building)	45,362,777	0		45,362,777	3,886,543	2,073,811		5,960,354	39,402,423	41,476,234
Plant & Machinery	192,221,333	776,723		192,998,056	70,587,358	18,676,865		89,264,223	103,733,833	121,633,975
Electrical Installation	26,638,816	1,635,742		28,274,558	10,065,338	2,365,011		12,430,349	15,844,209	16,573,478
Computers	5,971,657	608,919		6,580,576	4,586,741	689,560	0	5,276,301	1,304,275	1,384,915
Computer Software	8,582,376	74,775		8,657,151	3,283,356	2,127,380		5,410,736	3,246,415	5,299,019
Computer Peripherals	4,076,666	238,449		4,315,115	1,046,835	456,403		1,503,238	2,811,877	3,029,832
Furniture	7,226,389	0		7,226,389	3,788,874	622,192		4,411,066	2,815,323	3,437,515
Vehicles	21,243,021	4,176,148	3,820,576	21,598,593	12,835,007	2,413,405	3,217,012	12,031,400	9,567,193	8,408,014
Templates, Moulds & other Equipmen	112,549,220	0		112,549,220	87,834,840	7,414,315		95,249,155	17,300,065	24,714,379
Office Equipments	5,458,343	253,824		5,712,167	2,418,822	452,391		2,871,213	2,840,954	3,039,521
Laboratory Equipments	1,817,490	0		1,817,490	1,250,653	86,896		1,337,549	479,941	566,837
Electrical Genset	28,652,778	0		28,652,778	9,865,279	2,613,342		12,478,621	16,174,157	18,787,500
Trolleys	844,506	0		844,506	827,042	5,239		832,281	12,225	17,464
Scale Machine	1,256,789	0		1,256,789	285,830	135,061		420,891	835,898	970,959
Material Handling Equipment	45,143,909	2,598,335		47,742,244	14,075,841	4,933,105		19,008,946	28,733,298	31,068,067
Canteen Equipments	8,500	5,390		13,890	5,006	1,016		6,022	7,868	3,494
Sub Total	820,366,339	10,368,305	3,820,576	826,914,068	304,374,161	62,486,569	3,217,012	363,643,718	463,270,350	515,992,178
Windmill Assets										
Land for Windmill	5,298,507	0	3,035,311	2,263,196	0	0		0	2,263,196	5,298,507
Wind Energy Converters	476,449,300	0	114,623,628	361,825,672	291,868,044	16,669,542	35,818,919	272,718,667	89,107,005	184,581,256
Electrical Installation(Windmill)	5,313,884	0		5,313,884	3,085,421	309,979		3,395,400	1,918,484	2,228,463
Sub Total	487,061,691	0	117,658,939	369,402,752	294,953,465	16,979,521	35,818,919	276,114,067	93,288,685	192,108,226
Total	1,307,428,030	10,368,305	121,479,515	1,196,316,820	599,327,626	79,466,090	39,035,931	639,757,785	556,559,035	708,100,404

Schedule 6		
Investments		
Quoted - Equity shares (fully paid up)		
Vaishnao Cement Co. Ltd.	30,000	30,000
3,000 Equity Shares of Rs.10/- each		
Quoted Market Values not available		
Less:- Provision for Diminution in value of Investments	30,000	30,000
	0	0
Unquoted		
710,000 Equity Shares of Rs. 20/- each in Cosmos Co-operative Bank Ltd. (valued at cost)	1,420,000	1,420,000
National Saving Certificates	34,000	34,000
	1,454,000	1,454,000
Schedule 7		
Inventories		
(As valued, verified and certified by Management)		
Raw Material	300,580,627	80,275,523
Stores, Spares	20,435,819	15,675,514
Work-in-Progress	304,114	421,427
Finished Goods	368,931,972	421,524,288
Doors (Entasafe & Cemply)/Pipes	33,102,214	13,794,721
Promotional Material	293,477	137,531
Material In Transit - Raw Material	0	23,481,487
	723,648,223	555,310,492
Schedule 8		
Sundry Debtors		
Unsecured, Considered Good unless otherwise stated		
Debts Outstanding for a period exceeding six months.	61,235,148	46,455,221
Other Debts	116,067,729	125,079,247
	177,302,877	171,534,467
Less: Reserve for Bad Debts	6,067,029	5,066,456
	171,235,848	166,468,012
Schedule 9		
Cash & Bank Balances		
Cash in Hand	981,756	6,358,738
Cheques in Hand	31,495,297	49,966,534
Balances with scheduled Banks		
In Current Accounts	3,029,198	18,971,742
In Collection Accounts	72,543,741	14,548,048
In Deposit Accounts	45,357,489	53,058,994
	153,407,481	142,904,056

Schedule 10		
Loans & Advances		
Unsecured, Considered Good unless otherwise stated		
Advances to Suppliers	51,933,987	15,888,785
Advances Recoverable in cash or in kind or for value to be received	58,361,189	82,562,736
Imprest Balances with Employees	2,658,386	1,355,070
Interest Accrued on Deposits	4,053,277	2,537,623
Advance Income Tax (Net of Provisions if any)	0	3,204,466
Balances with Excise, Customs & VAT Authorities	17,968,123	14,634,828
	134,974,962	120,183,509
Schedule 11		
Current Liabilities		
Current Liabilities		
Sundry Creditors	163,113,415	171,593,245
(Total Outstanding dues of Micro & Small Enterprises Rs.1,022,288/-. Previous Year Rs. Nil to the extent identified based on available information)		
Advances from Customers	43,989,061	39,659,178
Other Liabilities	55,497,939	67,829,166
Deposit from Stockist / Dealers	44,393,398	45,410,709
Unclaimed Dividend	873,375	752,901
Sub - Total (A)	307,867,188	325,245,199
Note :-There is no amount due & outstanding as at Balance Sheet date to be credited to Investors Education and Protection Fund.		
Provisions		
Provision for Income Tax on Dividend	3,249,954	1,624,977
Provision for Income Tax (Net of Advance Tax paid if any)	27,338,709	0
Provision for Proposed Dividend	19,123,000	9,561,500
Provision for Fringe Benefit Tax (Net of Advance Tax paid if any)	498,773	464,597
Provision for Wealth Tax (Net of Advance Tax paid if any)	51,119	63,389
Provision for leave Encasement & Gratuity	7,257,938	6,606,461
Sub - Total (B)	57,519,493	18,320,924
(A) + (B)	365,386,681	343,566,123
Schedule 12		
Miscellaneous Expenses		
(To the extent not written off or adjusted)		
Preliminary Expenses	3,213,238	4,155,994
Less:- Written off during the year	1,185,197	942,756
	2,028,041	3,213,238

Schedules attached to and forming part of the Profit & Loss Account for the year ended as on March 31, 2009

	Year ending March 31, 2009	Year ending March 31, 2008
Schedule 13		
Sales		
Sale of Asbestos Sheets & Accessories	2,484,454,731	2,136,555,639
Sale of Fibre	0	2,224,500
Sales Steel Doors	30,925,267	30,454,455
Others	1,245,485	704,101
	2,516,625,483	2,169,938,695
Less:- Excise Duty Recovered	53,184,367	61,759,621
	2,463,441,116	2,108,179,074
Schedule 14		
Operating Income		
Income from Windmill	58,436,892	55,579,082
	58,436,892	55,579,082
Schedule 15		
Other Income		
Interest from Banks (TDS Rs. 885,637/-, Previous year Rs.1,095,843/-)	4,300,305	4,455,853
Dividend	183,000	248,936
Other Income	7,130,979	9,380,910
Profit from sale of investment	0	1,811,089
Profit/(Loss) on sale of Assets (Net)	266,477	86,267
	11,880,761	15,983,056
Schedule 16		
Increase/(Decrease) in Stock		
Opening Stock :		
Work In Progress	421,427	302,419,808
Finished Goods	421,524,288	46,415,479
Doors & Frames/Pipes	13,794,721	14,147,968
	435,740,437	362,983,255
Less:- Closing Stock :		
Work In Progress	304,114	421,427
Finished Goods	368,931,972	421,524,288
Doors & Frames/Pipes	33,102,214	13,794,721
	402,338,300	435,740,437
Increase/(Decrease) in Stock	(33,402,137)	72,757,181

Schedule 17		
Manufacturing Expenses		
Packing expenses	6,999,697	9,216,892
Power & Fuel (Diesel), & Water Charges	92,294,802	67,425,475
Machinery & Moulds Maintenance	65,592,223	107,458,339
Stores & Consumables	13,889,108	668,419
Other Manufacturing Expenses	40,281,591	38,686,280
Insurance	155,015	205,976
Rent	2,280,000	2,280,000
	221,492,436	225,941,381
Schedule 18		
Payments to & for Employees		
Salaries, Wages, Bonus & leave Encashment	71,977,456	70,918,124
Contribution to Provident Fund & other Funds	5,833,656	5,540,277
Welfare Expenses	2,950,122	2,564,932
Gratuity Fund & other Contributions	856,912	1,062,624
	81,618,146	80,085,956
Schedule 19		
Administration, Selling & Other Expenses		
Power & Fuel (Diesel), & Water Charges	1,087,450	846,564
Building Repair & Maintenance	3,549,835	2,399,332
Stores & Consumables	920,703	264,331
Rates & Taxes	2,070,096	1,470,383
Insurance	2,968,952	2,718,237
Commission on Sales	41,331,656	18,510,091
Professional & Consultancy Fees	5,513,243	5,863,429
Carriage Outward & Forwarding Expenses	214,314,400	230,706,677
Printing & Stationery	1,167,997	1,017,230
Traveling, Conveyance & Vehicle Maintenance	18,819,509	18,843,380
Postage, Telegram, Telephone & Telex	3,536,818	4,691,621
Rent	4,260,090	3,320,644
Bank Charges	14,231,287	13,244,277
Additional Discounts & Rate Difference	67,880,424	24,113,545
Breakages & Damages	32,066,041	26,267,967
Remission, Bad Debts & Rebate	16,013,107	3,194,434
Sales Tax Paid	7,341,620	1,322,286
Auditors Remuneration	450,000	300,000
Miscellaneous Expenses	13,946,928	9,899,994
Windmill Expenses	965,471	568,257
Purchase for resale	42,443,696	17,127,438
Sales Promotion & Advertisement Expenses	11,859,741	11,133,493
Excise Duty	89,716,806	132,581,294
Service Tax paid	1,341,995	935,049
Realized Loss on Foreign Exchange (Net)	10,392,234	0
Annual Listing Fees	15,000	0
	608,205,099	531,339,952

Schedule 20**Interest**

Interest on Term Liabilities	24,456,661	37,060,206
Interest on Working Capital	33,928,020	41,379,055
Other Interest	25,269,415	28,598,890

83,654,096	107,038,152
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Schedule 21**Preliminary Expenses written off**

Preliminary Expenses Written Off During the Year	1,185,197	942,756
	1,185,197	942,756

Notes to Accounts annexed to and forming part of the Accounts for the year ended 31st March 2009**Schedule 22**

1) Significant Accounting policies followed :

a) Basis of Accounting: The accounts are prepared under historical cost convention and on accrual basis of accounting unless otherwise stated and in accordance with normally accepted accounting principles and comply with accounting standards as notified by the Companies(Accounting Standards) Rules, 2006.

b) Fixed Assets : Fixed assets are stated at cost less accumulated depreciation. Cost of acquisition is inclusive of freight, non refundable duties and taxes, incidental expenses if any.

c) Depreciation: i) Depreciation has been provided at the rate prescribed under Schedule XIV of the Companies Act, 1956 on written Down value method.

ii) Depreciation on lease hold land is provided over the period of lease.

d) i) Provision for current income tax is made on the assessable income at the tax rate applicable to the relevant assessment year, net off Minimum Alternate Tax credit available u/s 115JB of the Income Tax Act, 1961.

ii) Deferred income taxes are recognized for the future tax consequences attributable to timing differences between the financial statement determination of income and their recognition for the tax purpose. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income using the tax rates and tax laws that have enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized 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.

iii) Provision for Fringe Benefit tax has been made in respect of employee benefits & other specific expenses as specified under Income Tax Act, 1961 .

e) Retirement and other employees Benefits :

i) Retirement benefit in the form of provident fund & superannuation/pension schemes, are defined contributions scheme and are charged to Profit & Loss account of the year when the contributions to the respective funds are due.

ii) Gratuity Liability is a defined benefit obligations. The Company has taken an insurance policy under Group Gratuity Scheme with Life Insurance Corporation of India to cover the gratuity liability of the employees and amount paid/payable in respect of present value of liability for past services is charged to Profit & Loss account on the basis of actuarial valuation on the projected unit credit method made at the end of financial year.

iii) Long term compensated absences are provided for based on actuarial valuation at the end if the financial year. The Actuarial valuation is done as per projected unit credit method.

iv) Actuarial gains/losses are immediately taken to Profit & Loss Account and are not deferred.

v) Liability for employees leave encashment amounting to Rs.1190278/- have been provided in the account for the current year.

f) Investments : Investments are stated at cost of acquisition less any provision for diminution in value.

g) Foreign Currency Transactions: Foreign Currency transactions are accounted at exchange rates prevailing on the date of transactions. Closing balance of monetary items are translated at closing rates.

h) Interest on Borrowings:- The interest on working capital borrowed is charged against the profits for the year in which it is incurred. Interest on borrowing for capital asset is capitalised till the date of commencement of commercial use of the asset.

i) Valuation of Inventory :

i) Raw material is valued at lower of moving weighted average cost (Net off Cenvat) & net realisable value. However material held for use in the production of inventories are not written down below cost, if the finished product in which they will be incorporated are expected to resold at or above cost.

ii) Work in Progress is valued at weighted average cost.

iii) Finished goods are valued at lower of weighted average cost and net realizable value. Cost for this purpose includes direct cost, attributable overheads and excise duty. Doors are valued at moving weighted average cost. Pipes & other items meant for resale are valued at cost or net realisable value whichever is lower.

iv) Stores,spares and promotional materials are valued at moving weighted average.

v) In the opinion of the management the value of scrap and rejected material is nil and hence the same is not taken in inventories.

j) Revenue recognition

i) Sale: The sale of fibre sheet & products was accounted for net of Sales Tax but including excise duty recovered on transfer of title of goods to the customer.

ii) Export incentive receivable are accounted as accrued as and when finally quantified by appropriate authorities.

iii) Debit/Credit arising out of revisions in prices of supplies, breakages and other claims are accounted for, in the year of its acceptance.

iv) Carbon credit entitlement :- In process of generation of wind power the company also generate carbon emission reduction units which may be negotiated for price in international market under Clean Development Mechanism(CDM) subject to completing formalities and obtaining certificate of Carbon Emmission Reduction(CER)as per Kyoto Protocol.

In addition company also explore the possibilities of negotiating Voluntary Emission Reduction (VER) in respect of some of the Company's wind power generation projects. Revenue from CER and VER is accounted on its realisation.

k) Provisions :- A provision is recognised when there is 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. These are reviewed at each Balance sheet date & adjusted to reflect the current best estimates.

l) No liability has been provided in respect of garlic activities for additional demand likely to be raised by MADHYA PRADESH STATE CO-OPERATIVE MARKETING FEDERATION LTD. and may not be acceptable to the company, and in the case it is made obligatory the liability to be shared by the parties to the business arrangements. Total amount of estimate of liability Rs. 21,000,000/- .

m) Use of Estimates :- The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates & assumptions that affect the reported amounts of assets & liabilities at the date of the financial statements and the reported amounts of revenues and the expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

n) Impairment of Assets :- The carrying amount of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Profit & Loss account in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

2) Capacity & Production :

	Year ended 31.03.2009	Year ended 31.03.2008
Licensed Capacity	Not Applicable	Not Applicable
Licensed & Installed Installed Capacity		
Building Material	443550 M. T.	443550 M. T.
Windmill	6.40 M/W	8.90 M/W

Installation capacity as certified by management has been relied by the Auditors.

3) Raw Material and Components consumption :

	M. T.	(Rs.)	M. T.	(Rs.)
i) Cement	123,449	461,709,521	134,922	493,706,543
ii) Fibre & Others	99,569	703,015,787	113,885	60,985,660
	223,019	1,164,725,307	248,807	1,103,563,203

4) Production & Sales

	Nos.	Rs.	Nos.	Rs.
A. Building Material				
Opening Stock	2,781,177	421,945,716	2,545,477	348,835,287
Production & Purchase	11,016,757	-	10,716,054	-
Net Sales/Other use (Including Salvages/Breakages)	11,400,373	2,431,270,364	10,480,354	2,108,179,074
Closing Stock	2,397,561	369,236,086	2,781,177	421,945,716
B. Trading items- Doors				
Opening Stock	2,614	13,166,718	3,308	13,467,964
Purchase	6,705	42,443,696	5,572	17,127,438
Net Sales/Other use (Including Scrap)	3,837	30,925,267	6,266	30,454,455
Closing Stock	5,482	32,474,211	2,614	13,166,718

Wind Power Generation

15,869,402 kwh 13,296,343 kwh

5) Expenditure on employees in receipt of remuneration of not less than Rs 2,400,000/- per annum employed for the whole of the year or Rs. 200,000/- per month if employed for the part of the year.

Nil Nil

6) Payment to Auditors

a) Towards Audit Fees	375,000	250,000
b) Towards Tax Audit	75,000	50,000
c) Towards other services	37,000	18,500

Total

487,000 318,500

7) Value of Imports on C.I.F. basis

a) Raw Materials	699,585,839	426,729,325
b) Consumables & Stores	Nil	Nil
c) Capital Goods	Nil	Nil
d) Trading items	28,323,892	11,976,429

8) Consumption of Raw Material

	Rs.	Percentage	Rs.	Percentage
a) Imported	616,158,479	52.90	522,964,453	47.39
b) Indigenous	548,566,828	47.10	580,598,750	52.61
	1,164,725,307	100	1,103,563,203	100

9) Remittances in foreign currencies on accounts of Dividend to non – resident share holders.

Nil Nil

10) Capital Commitments outstanding.

Nil Nil

	Year ended 31.03.2009	Year ended 31.03.2008		
11) Contingent Liabilities not provided for :				
a) Bank Guarantees (Including Guarantee In favour of MARKFED Rs. 2,10,00,000/-) Refer Note No.1 (I)	22,078,217	24,518,217		
b) Letter of Credit	3,021,548	1,096,006		
c) Claims against the company not acknowledged as debts	4,381,094	4,381,094		
d) Contingent liability in respect of amount paid to MARKFED shown in Current Assets and for which no bills have been received. {Refer Note No.1 (I)}	0	10,356,182		
12)				
a) Foreign Exchange Earnings on export of goods	21,386,620	19,812,601		
b) Foreign Exchange Outgo on import of goods	764,988,893	397,817,416		
c) Foreign Exchange Outgo on foreign tour	148,576			
	Maximum Balance	Outstanding Balance	Maximum Balance	Outstanding Balance
13) Loan from Directors	146,878,089	146,878,089	150,105,968	102,101,495
Loan from Director's Relatives	65,907,874	58,244,774	165,444,373	64,120,957
14) Debts due to concerns in which directors are interested	Outstanding	Maximum Outstanding	Outstanding	Maximum Outstanding
a) Debts due towards supplies	0	2,044,327	746,150	4,759,474
b) Towards Inter Corporate Deposits	17,078,898	26,112,205	12,934,804	13,955,528
	Outstanding	Maximum Outstanding	Outstanding	Maximum Outstanding
15) Debts due from concerns in which directors are interested	0	5,430,480	0	29,474
16) Earning per Share (EPS) - The numerator and denominator used to calculate Basic and Diluted Earnings Per Share				
Profit attributable to the Equity Shareholders (Rs.) - A		197,895,428		66,638,224
Basic/Weighted average number of Equity Shares outstanding during the year - (B)		9,561,500		9,561,500
Nominal value of Equity Shares (Rs.)		10		10
Basic/Diluted Earning per Share (Rs.) - (A)/(B)		20.70		6.97
17) Segmentwise Revenue/Results & Capital Employed				
A) Segment Revenue				
a) Building Material		24,634.41		21,860.85
b) Power Generation		584.37		1,029.42
Sub Total		25,218.78		22,890.27
Less : Inter Segment Revenue		0.00		473.65
Net Sales / Income from Operations		25,218.78		22,416.62

B) Segment Results Profit (+)/Loss(-) before tax & interest from each segment		
a) Building Material	3,151.77	1,432.49
b) Power Generation	311.81	705.55
Sub Total	3,463.58	2,138.04
Less :- I) Interest	836.54	1,202.82
(II) Unallocable Expenditure net of unallocable Income	50.31	
Add:- Un-allocable income Net of unallocable Expenditure	0.00	47.03
Profit Before Income Tax	2,576.73	982.25
C) Capital Employed		
a) Building Material	4,535.11	2,824.67
b) Power Generation	887.42	727.21
c) Unallocable	390.12	493.68
Total	5,812.65	4,045.56

Notes :-1) The Company has two business segments namely Building Material Products & Power Generation by Windmills .
:-2) Segment Revenue include External Sales directly identifiable with segment.
:-3) Inter segment Revenue includes power generation for captive consumption and Sales tax incentive availed by Bldg. Material unit.
:-4) Expenses and assets those are directly identifiable are considered for Segment Reporting.

18) Components of Deferred tax assets/liabilities are as under:	31.03.2009	31.03.2008
Deferred Tax liability on account of:		
a) Depreciation	46,880,105	76,054,074
	46,880,105	76,054,074
Deferred Tax asset on account of :		
a) Employee Benefits etc.	3,840,527	3,386,594
b) Provision for Bad & Doubtful Debts	2,062,183	1,722,088
c) Provision in Diminution in Value of investments	10,197	10,198
	5,912,907	5,118,880
Net Deferred Tax Liability	40,967,198	70,935,194

19) Disclosure pursuant to Accounting Standard 15 (Revised) Employees Benefits
The Company has adopted revised Accounting Standard 15 " Employees Benefits", issued by the Institute of Chartered Accountants of India, which is effective from 1st April, 2007.
As per Accounting Standard 15 "Employees Benefits", the disclosure of employee benefits as defined in the Accounting Standard are given below.

A. Defined contribution plan

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

Particulars	2008-2009 (Rs)
Employers Contribution to Provident Fund (Including administrative expenses)	4,734,020

The Provident Fund contributions are contributed to the Regional Provident Fund Commissioner.

B Defined Benefit Plan

The Employee Gratuity Fund Scheme & Leave Encashment is defined benefit plan. The present value of the obligation is based on actuarial Valuation using Projected unit credit method.

Particulars	2008-2009		2007-2008	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Expenses to be recognized Profit & Loss Account				
Current service cost	861,109	1,205,658	902,655	1,215,804
Interest cost	401,576	386,866	337,815	323,726
Expected return on plan assets	(333,292)	0	330,770	0
Net actuarial Losses/(Gain)	(72,481)	(402,246)	76,334	297,793
Total Expense	856,912	1,190,278	986,034	1,837,323

Reconciliation of opening and closing balance of changes in present value of defined benefit obligation.				
Opening defined benefit obligation as on 1-4-2008	5,019,695	5,380,492	4,222,677	4,316,351
Service cost	861,109	1,205,658	902,655	1,215,804
Interest cost	401,576	386,866	337,815	323,726
Actuarial Gain/Losses	(72,481)	(402,246)	76,334	297,793
Benefits paid	0	0		
Liabilities extinguished on settlement	558,347	444,568	519,786	773,182
Closing defined benefit obligations as on 31-3-2009	5,651,552	6,126,202	5,019,695	5,380,492
Reconciliation of opening and closing balance of changes in fair value of plan assets				
Opening fair value of plan assets as on 1-4-2008	3,793,726		3,536,838	
Expected return on plan assets	333,292		330,770	
Contribution by employer	951,145		445,904	
Actuarial Gain/(Losses)	0		0	
Benefits paid	558,347		519,786	
Closing balance of fair value of plan assets as on 31-3-2009	4,519,816		3,793,726	
Net liability recognised in the Balance Sheet as on 31-3-2009				
Defined benefit obligation as on 31-3-2009	5,651,552	6,126,202	5,019,695	5,380,492
Fair value of plan assets as on 31-3-2009	4,519,816	0	3,793,726	0
Present value of unfunded obligation as on 31-3-2009	1,131,736	6,126,202	1,225,969	5,380,492
Corresponding effect in deferred tax	0		233,116.68	
Net impact	0		452722.32	
Actuarial Assumptions				
Discount rate (per annum)	8.00%		8.00%	7.50%
Salary increment rate (per annum)	7.00%		7.00%	7.00%
Expected rate of return on assets	9.15%		9.35%	0.00%
20) Related Party Disclosure :- The Company has entered into transactions in the ordinary course of business with related party at arms length. The details of related party's are reported in the Annexure.				
21) As defined under Micro,Small & Medium Enterprises Development Act,2006, the disclosure in respect of the amount payable to such enterprises as at 31st March,2009 has been made in the financial statement based on information received and available with the Company.				
		31.03.2009	31.03.2008	
a) the principal amount & the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year.		1,022,288	Nil	Nil
b) the amount of interest paid by the Company in terms of Section 16 of the MSMED Act 2006 alongwith the amounts of the payment made to the supplier beyond the appointed day during each accounting year		111,283	Nil	Nil
c) the amount of interest due & payable for the period of delay in making payment (which have been paid beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006		Nil	Nil	Nil
d) the amount of interest accrued and remaining unpaid at the end of each accounting year; &		111,283	Nil	Nil
e) the amount of further interest remaining due and payable even in the succeeding years,until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act,2006		Nil	Nil	Nil
22) Previous years figures have been regrouped and rearranged wherever necessary.				
As per our report of even date				
For Parag Patwa & Associates	On behalf of Board of Directors			
Chartered Accountants	P. L. Patel	V. L. Patel		
CA P. I. Patwa	Chairman	Managing Director		
Membership No. 41529	Abhijit Barje			
Pune, June 26, 2009	Company Secretary			

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2009

A. Cash Flow from Operating Activities	31.03.2009 Rupees	31.03.2008 Rupees
Net Profit/ (Loss) Before Tax and Extraordinary items	260,010,261	99,705,570
Adjustment for		
Depreciation	79,466,090	104,104,798
Preliminary expenses written off	1,185,197	942,756
Profit/(Loss) on sale of Assets/ investment	(266,477)	(1,897,357)
Adjustments relating to Earlier Years	(1,337,705)	217,416
Interest paid	83,654,096	107,038,152
Interest /Dividend Received	(4,483,305)	(4,704,789)
Provision for Leave Encashment & Gratuity	651,477	2,290,110
Operating Profit/(Loss) before Working capital changes	418,879,634	307,696,656
Adjustments for		
Sundry Debtors	(5,768,409)	(31,959,551)
Other receivables	(16,480,265)	47,442,704
Inventories	(168,337,730)	(43,720,588)
Sundry Creditors	(8,479,830)	(80,478,094)
Other Payables	(9,018,655)	33,244,719
Cash generated from operations	210,794,745	232,225,846
Direct taxes paid	(59,179,469)	(10,294,182)
Cash flow before extraordinary items	151,615,276	221,931,664
Net Cash Flow from Operating Activities (A)	151,615,276	221,931,664
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets(Net of earlier year Capital WIP if any)	(12,925,229)	(24,460,592)
Orders for Windmill purchase cancelled	0	147,463,492
Sale of fixed Assets	82,710,060	524,444
Preliminary Expenses	(86,700)	(70,000)
Investments	0	1,008,748
Profit in sale of Investments	0	1,811,089
Interest/Dividend Received (including accrued if any)	2,967,651	10,391,235
Net Cash Flow from Investing Activities (B)	72,665,782	136,668,416
C. Cash Flow from Financing Activities		
Total Secured loans raised during the year	12,143,617,428	9,759,501,034
Less :-Total Repayment made during the year Secured Loans	12,305,517,102	9,839,406,635
	(161,899,674)	(79,905,600)
Total Unsecured loans raised during the year	113,601,301	98,377,761
Less :-Total Repayment made during the year Unsecured Loans	70,759,160	206,743,508
	42,842,140	(108,365,747)
Dividend & Dividend Tax	(11,066,003)	(11,186,477)
Interest paid	(83,654,096)	(107,038,152)
Net Cash Flow from Financing Activities (C)	(213,777,633)	(306,495,976)
D. Net Increase in Cash & Financing Equivalents generated during the year (A+B+C)	10,503,425	52,104,103
Cash and Cash Equivalents Opening Balance	142,904,056	90,799,952
Cash and Cash Equivalents Closing Balance	153,407,481	142,904,056

As per our report of even date

For Parag Patwa & Associates

Chartered Accountants

CA P. I. Patwa

Membership No. 41529

Pune, June 26, 2009

On behalf of Board of Directors**P. L. Patel**

Chairman

Abhijit Barje

Company Secretary

V. L. Patel

Managing Director

Annexure - Related Party Disclosures { AS- 18 }

List of persons & the relationship with related parties with whom transaction have taken place during the year with value of transactions (as certified by management)

Name of the related party -

I) Associates -

a) Poonam Roofing Products Pvt. Ltd. (PRPPL) b) Parv Ventures c) JVS Comatsco Industries Pvt. Ltd .
d) Sudarshan Pipes Pvt. Ltd. e) Poonam Tiles f) Mahanagar Constructions

II) Key Management Personnel -

a) Mr. Vallabhbhai L. Patel – Managing Director b) Mr. Purushottambhai L. Patel – Executive Chairman
c) Mr. Jayesh P. Patel – Executive Director d) Mr. Satyen V. Patel – Director Commercial

III) Relatives of Key Management Personnel -

a) Mr. V. V. Patel b) Mr. Chetan P. Patel c) Mrs. B. P. Patel d) Mrs. Parvati Patel e) Mr. J. V. Patel
f) Mrs. Geeta S. Patel g) Mr. V. L. Patel (HUF) h) Mrs. Harsha J. Patel i) Mr. P. L. Patel (HUF)
j) Kalpana Patel k) S. V. Patel (HUF) l) Malvi Patel m) Jigar J. Patel

Transactions during the year with related parties (AS 18)

Nature of Transactions	Associates		Key Management Personnel		Relatives Of Key Management Personnel	
	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
Unsecured Loan received during the year						
a Opening Balance	12,934,804	4,350,000	102,101,495	131,597,968	64,120,957	149,232,650
b Taken during the year	21,457,412	11,184,804	80,097,276	36,599,623	5,723,817	45,139,570
c Repaid during the year	17,313,318	2,600,000	35,320,682	66,096,096	11,600,000	130,251,263
d Closing Balance	17,078,898	12,934,804	146,878,089	102,101,495	58,244,774	64,120,957
Deposits given						
a. Opening Balance	4,110,000	4,110,000	-	-	1,100,000	1,100,000
b. Deposit Given	-	-	145,000	-	-	-
c. Refund received	-	-	-	-	-	-
d. Closing Balance	4,110,000	4,110,000	145,000	-	1,100,000	1,100,000
Revenue Items						
Labour Charges (PRPPL)	4,200,001	3,775,059	-	-	-	-
Lease Charges (PRPPL)	2,280,000	2,280,000	-	-	-	-
Power & Fuel Expenses (PRPPL)	839,486	995,917	-	-	-	-
Sale of Asbestos Sheets (PRPPL)	3,625,552	0	-	-	-	-
Trade Mark Fees (PRPPL)	2,459,420	2,007,654	-	-	-	-
Payable as on year end	-	746,150	-	-	-	-
Receivable as on year end	-	-	-	-	-	-
Interest						
Interest on unsecured loan paid during the year	1,759,964	552,546	11,850,843	11,829,843	6,111,604	10,560,654
Rent paid	37,500	37,500	166,444	-	396,000	396,000
Managerial Remuneration paid during the year						
Mr. P. L. Patel	-	-	1,862,225	1,545,600	-	-
Mr. V. L. Patel	-	-	1,859,150	1,545,600	-	-
Mr. J. P. Patel	-	-	2,158,225	1,881,600	-	-
Mr. S. V. Patel	-	-	2,155,150	1,881,600	-	-
Mr D B Kasad	-	-	-	1,381,520	-	-
Dividend Paid (Provided in 2007-08 paid during the year)	12,500	12,500	3,117,662	3,117,662	2,991,338	2,991,338

Gratuity Contribution:-

The contribution to gratuity funds has been made on a group basis & separate figures applicable to an individual employee are not available & therefore, contribution to gratuity funds has not been considered in the above computation.

As per our report of even date

For Parag Patwa & Associates

Chartered Accountants

CA P. I. Patwa

Membership No. 41529

Pune, June 26, 2009

On behalf of Board of Directors

P. L. Patel

Chairman

V. L. Patel

Managing Director

Abhijit Barje

Company Secretary

Balance Sheet Abstract and Company's General Business Profile**Registration Details**

Registration No.	78941	State Code	11
Balance Sheet Date	31.03.2009		

Capital raised during the year (Amount in Thousands)

Public Issue	Nil	Right Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

Position of mobilisation and deployment of funds (Amount in Thousands)

Total Liabilities	1,381,728	Total Assets	1,381,728
Sources of Funds			
Paid Up Capital	95,615	Reserves & Surplus	487,678
Secured Loans	529,555	Unsecured Loans	227,912
Deferred Tax Liability	40,967		
Application of Funds			
Net Fixed Assets	559,374	Investments	1,454
Net Current Assets	817,880	Miscellaneous Expenses	2,028
Accumulated Losses	Nil	Pre Operative Expenses	992

Performance of Company (Amount in Thousands)

Turnover	2,463,441	Total expenditure	2,242,685
Profit/Loss before Tax	257,672	Profit/Loss after Tax	197,895
Earning Per Share	20.70	Dividend rate %	20

**Generic names of three principal products/services of Company
(As per monetary terms)**

Item Code No. (ITC Code)	681110.00
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Product Description Asbestos Cement Corrugated Sheets

As per our report of even date
For Parag Patwa & Associates
Chartered Accountants
CA P. I. Patwa
Membership No. 41529
Pune, June 26, 2009

On behalf of Board of Directors
P. L. Patel **V. L. Patel**
Chairman Managing Director
Abhijit Barje
Company Secretary

