
**THE
SIRDAR CARBONIC GAS COMPANY
LIMITED**

ANNUAL REPORT 2008 - 2009

**THE
SIRDAR CARBONIC GAS COMPANY
LIMITED**

Chairman & Managing Director :
Chandras K. Thackersey

Joint Managing Director :
Jagdish U. Thackersey

Directors :
**Khurshed H. Sahiar
Jawahir T. Kapadia
Raoul S. Thackersey
Krishnadas D. Vora
Naresh R. Kara
Hrishikesh J. Thackersey**

Solicitors :
**1. Messrs Mulla & Mulla &
Craigie Blunt & Caroe
2. Federal & Rashmikant**

Auditors :
H. N. MOTIWALLA & CO.

**HUNDRED AND FIFTH
ANNUAL REPORT
2008-2009**

Registered Office :
215-219, 2nd Floor,
Sir Vithaldas Chambers,
16, Mumbai Samachar Marg,
Mumbai - 400 001.

Works :
Eck Haubold & Laxmi
Plot No. B-24, Anand Nagar,
MIDC Industrial Area,
Addl. Ambernath - 421 506.
Dist. : Thane, Maharashtra

THE SIRDAR CARBONIC GAS COMPANY LIMITED

NOTICE

Notice is hereby given that 105th Annual General Meeting of the Company will be held at Sir Vitaldas Chambers, 3rd Floor, 16, Mumbai Samachar Marg, Mumbai – 400 001 on Tuesday, the 29th September, 2009 at 11.30 a.m to transact the following business:

ORDINARY BUSINESS :

- 1) To receive and adopt the Audited Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date and to consider the reports of the Directors' and the Auditors' thereon.
- 2) To declare a dividend.
- 3) To appoint a Director in place of Mr. Jawahir T. Kapadia, who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint a Director in place of Mr. Raoul S. Thackersey who retires by rotation and being eligible, offers himself for re-appointment.
- 5) To appoint a Director in place of Mr. Krishnadas D. Vora, who retires by rotation and being eligible, offers himself for re-appointment.
- 6) To appoint Auditors for the current year and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. Hrishikesh J. Thackersey who holds office upto the date of Annual General Meeting under the provisions of Section 260 of the Companies Act,1956 read with Article 87 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director in terms of Section 257 of the Companies Act,1956 be and is hereby appointed a Director of the Company."

By Order of the Board of Directors

CHANDRAHAS K. THACKERSEY
Chairman & Managing Director

Registered Office :
215-219, 2nd Floor,
"Sir Vitaldas Chambers",
16, Mumbai Samachar Marg,
Mumbai – 400 001.

Dated : 23rd July, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

NOTES :

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
The proxy, in order to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- b) The Register of Members and share transfer books of the Company shall remain closed from 25th September, 2009 to 29th September, 2009 (both days inclusive), for the purpose of determining the shareholders entitlement to receive the dividend if any, declared by the Company.
- c) Members are requested to inform the Company regarding their change of address, if any.
- d) All members who have either not received or have not encashed their dividend warrants for the year 2001-2002, 2002-2003, 2003-2004; 2004-2005; 2005-2006, 2006-07 and 2007-08 are requested to write to the Company's Share Department at the address given below, mentioning the relevant folio no(s), for issuance of duplicate dividend warrant(s).
- e) All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays and holidays, between 11.00 a.m. and 2.00 p.m. up to the date of Annual General Meeting.
- f) The Explanatory Statement as required by Section 173 (2) of the Companies Act, 1956, in respect of all the items of special business is hereto annexed.
- g) The details of the Directors proposed to be appointed / re-appointed are furnished below : -

Name of the Director	Mr. Jawahir T. Kapadia	Mr. Raoul S. Thackersey	Mr. Krishnadas D. Vora	Mr. Hrishikesh J. Thackersey
Date of appointment	30.01.2002	31.10.2006	30.04.2007	23.07.2009
Expertise in specific functional areas	Industrialist having business experience	Industrialist having business experience	Businessman having rich experience	Finance and business
List of Directorship held*	Amravati Land Developemtn Co. Ltd. Atlas Automotive Components Ltd. Nellai Cotton Mills Ltd. Shri Laxmi Cotton Traders Ltd.	Art Leather Limited Aristocrat Investments Ltd. Bintex Investments Ltd., Bhishma Realty Limited Capricon Realty Limited Prudential Holdings Ltd. Sukta Investment Ltd. The Hindoostan Spg. & Wvg. Mills Ltd. Western Holdings Ltd.	Capricon Realty Ltd.	—
Chairman/ Member of the Committees of the Board of the Companies on which he is a Director	—	Member - The Hindoostan Spg. & Wvg. Mills Ltd., 1) Share Transfer Committee 2) Shareholders/ Investors Grievance Committee	—	—

* Directorship of Private Limited Companies not considered

Registered Office :

215-219 2nd Floor, "Sir Vithaldas Chambers",
16, Mumbai Samachar Marg, Mumbai - 400 001.

By Order of the Board of Directors
CHANDRAHAS K. THACKERSEY
Chairman & Managing Director

THE SIRDAR CARBONIC GAS COMPANY LIMITED

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

Item 7

In the Meeting of Board of Directors held on 23rd July, 2009 Mr. Hrishikesh J. Thackersey was appointed as an Additional Director of the Company in terms of Article 87 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956. Mr. Hrishikesh J. Thackersey thus holds office upto the date of this Annual General Meeting. The Company has received notice in writing alongwith the requisite deposit under Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Mr. Hrishikesh J. Thackersey for being appointed as a Director of the Company.

Mr. Hrishikesh J. Thackersey, aged 30, is an expert in finance and business. Therefore it is felt that his appointment would be in the interest of the Company.

Except Mr. Jagdish U. Thackersey, none of the other Directors may be deemed to be concerned or interested in the above resolution.

By Order of the Board of Directors

CHANDRAHAS K. THACKERSEY
Chairman & Managing Director

Registered Office :
215-219, 2nd Floor,
"Sir Vithaldas Chambers",
16, Mumbai Samachar Marg,
Mumbai - 400 001.

Dated : 23rd July, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in submitting their 105th Annual Report together with the Audited statement of accounts for the year ended 31st March, 2009.

(Rs. in lacs)

FINANCIAL RESULTS :	Current Year Rs.	Previous Year Rs.
The Gross Profit for the year before Depreciation	129.35	197.37
Depreciation	56.05	55.02
Profit before Taxation	73.30	142.35
Provision for Taxation	3.57	26.20
Profit after Taxation	69.73	116.15
Excess Provisions written back	1.88	Nil
Balance brought forward from last year	90.00	90.00
Amount available for appropriation	161.61	206.15
Transferred to General Reserve	42.62	77.49
Proposed Dividend	24.78	33.04
Tax on Proposed Dividend	4.21	5.62
Leaving the balance carried forward to next year	90.00	90.00

DIVIDEND :

Your Directors now recommend the payment of dividend for the year at Rs.30/- per share.(Last year Rs.40/- per share)

OPERATIONS :

Your Directors have to report that due to go slow tactics of the workmen in the first half of the accounting year as well as the consequent lock out declared by the Company from December,2008 to April,2009, the production was severely affected resulting the production of only 138 Bowls as against 286 Bowls during last year.

Your Directors wish to inform you that since May, 2009 the Company resumed its manufacturing activities and the production has been normalised.

The Company continued to promote its products in the export market which resulted in the exports rising to Rs.42.46 lakhs as against the corresponding figure of Rs.34.30 lacs.

AMALGAMATION OF SIX WHOLLY OWNED SUBSIDIARIES

Your Directors have approved the draft Scheme of Amalgamation of Assured Investments Ltd., Earnest Holdings Ltd., Prudential Holdings Ltd., Aristocrat Investments Ltd., Sukta Investment Ltd. and Western Holdings Ltd. with the Company for synergic, administrative, operational and monetary advantages derived upon combining the businesses subject to the approval of Hon'ble High Court of Judicature at Bombay and/or National Company Law Tribunal.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

DISCLOSURE OF INFORMATION PURSUANT TO SECTION 217 (1)(e) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:

1. CONSERVATION OF ENERGY :

- a) The Company has been making continuous efforts to conserve energy by replacement of old electrical drives, reorganizing the production progress and introduction of improved system for various process carried out from time to time.
- b) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy. A study of identifying other areas of additional investments in energy conservation, investment for renovation and modernization of certain machines are under active consideration.
- c) Impact of measures of (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods.
- d) Total energy consumption and energy consumption per unit of production as per form 'A' of the Annexure to the Rules in respect of industries specified in the schedule thereto :

	Current Year	Previous Year
a) Power & Fuel consumption		
1) Electricity :		
a) Purchased Units (KWH)	86,453	1,22,792
Total Amount (Rs.)	4,36,549	6,63,056
Rate / Unit (Rs. per KWH)	5.05	5.40
b) Own Generation		
I) Through Diesel generator:	Nil	Nil
Unit (000 KWH)	Nil	Nil
Cost per ltr. of diesel oil	Nil	Nil
Cost/ Unit (Rs. per KWH)	Nil	Nil
II) Through steam turbine/generator Units	Nil	Nil
Units	Nil	Nil
Units per ltr. of fuel	Nil	Nil
Oil/Gas	Nil	Nil
Cost/Units	Nil	Nil
2) Coal (specify quality & where used)		
a) Quantity (Tones)	Nil	Nil
Total Cost	Nil	Nil
Average rate	Nil	Nil

THE SIRDAR CARBONIC GAS COMPANY LIMITED

Furnace Oil		
Quantity (K. Ltrs.)	Nil	Nil
Total amount (000 Rs.)	Nil	Nil
Average rate (Rs. per K.Ltr.)	Nil	Nil
b) Consumption per Unit of Production:		
Electricity		
Elastic Calender Bowls (KWH)	626.47	429.34

II. TECHNOLOGY ABSORPTION :

Efforts made in technology absorption as per Form – B of the Annexure to the Rules :

RESEARCH & DEVELOPMENT (R & D)

- Specific areas in which R & D carried out by the Company;
 - Process Development (Process Control, efficiency, safety, quality consistency)
 - Product Development
 - Application Development
- Benefits derived as a result of above R & D :

Process and Product Development has resulted in more efficient manufacturing of existing products and introduction of new products.

Application Development resulted in new application with better durability and improved quality.
- Future Plan of action :

To continue R & D in the relevant areas to achieve improvement of existing products, development of existing products, development of new products, cost reduction, export promotion, import substitution, energy saving and improvement in safety and environmental production.
- Expenditure on R & D :

Research and Development is being done on a continuing basis in concerned technical departments as applied research and development programmes. No separate record on the expenditure incurred on R & D is maintained.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :

- Efforts in brief made towards technology absorption, adaptation and innovation:

With the Technical know-how agreement with M/s. Voith GmbH, Germany, who are one of the leading manufacturers of Calender Machine World-wide for the paper manufacturing and converting industry, the Company is producing High Efficiency Liquid Extraction Rollers (Laxmi Helextra) which can replace the conventional rubber rolls in textile industry and can save 30 to 40% energy by way of 30 to 50% better liquid extraction as against the conventional squeezing mangles.
- Benefits derived as a result of above effort :

Products improvement, cost reduction, product development etc.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

III FOREIGN EXCHANGE EARNING AND OUTGO :

- A) Activities relating to exports initiatives taken to increase exports, development of new export markets for products and services and export plans:

The Company has taken initiative to boost up exports of Elastic Calender Bowls, Cotton Spun Laps (Cakes). Besides continuous effort are being made to improve the quality of the products in the international market and also to develop new market with the help of M/s. Voith GmbH, Germany with whom the Company has entered into Technical Know-how Agreement.

- B) Total Foreign Exchange used and earned (Rupees) :
- | | |
|--------|----------------|
| Used | Rs.74,38,540/- |
| Earned | Rs.42,46,517/- |

INSURANCE :

All the properties and insurable interests of the Company are adequately insured.

PARTICULARS OF EMPLOYEES :

There were no employees covered under Section 217(2A) of the Companies Act, 1956 during the year under review.

COMPLIANCE CERTIFICATE :

Compliance Certificate obtained from the Company Secretary in whole time practice as required by proviso to Sub-Section(1) of Section 383 A of the Companies Act, 1956 is annexed herewith.

CASH FLOW STATEMENT:

In conformity with the provisions of Clause 32 of the Listing Agreement with the Bombay Stock Exchange Ltd, the Cash Flow Statement for the year ended 31st March, 2009 is annexed to the accounts.

DIRECTORS' RESPONSIBILITY :

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000, the Directors confirm that:

- i) in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to the material departures;
- ii) they have been selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2009 and of the profit of the Company for the period from 1st April 2008 to 31st March, 2009;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) they have prepared the annual accounts on a "going concern basis".

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SUBSIDIARIES :

The accounts of six subsidiaries namely, Aristocrat Investments Limited, Assured Investments Limited, Earnest Holdings Limited, Prudential Holdings Limited, Sukta Investment Limited and Western Holdings Limited together with Statement under Section 212 of the Companies Act, 1956 are attached herewith as required.

DIRECTORS :

Mr. Sudhir K. Thackersey resigned from the Board of Directors of the Company. The Board put on record its appreciation for the valuable service rendered by him as Director of the Company.

Mr. Hrishikesh J. Thackersey was appointed as an additional Director with effect from 23rd July, 2009 and he hold his office as such till the date of ensuing Annual General Meeting. The Company has received notices in writing alongwith the requisite deposit under Section 257 of the Companies Act, 1956 proposing his name for being appointed as a Director of the Company.

Mr. Jawahir T. Kapadia, Mr. Raoul S. Thackersey and Mr. Krishnadas D. Vora retire by rotation and being eligible offer themselves for re-appointment.

AUDITORS :

You are requested to appoint Auditors for the current year and to fix their remuneration.

APPRECIATION :

The Directors wish to place on record their appreciation for the services and co-operation given by the employees of the Company. Your Directors are also pleased to record their grateful appreciation of the active support and co-operation received from its Bankers and M/s. Voith GmbH, Germany.

For and on behalf of the Board of Directors

CHANDRAHAS K. THACKERSEY

Chairman & Managing Director

Mumbai, Dated : 23rd July, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

AUDITORS' REPORT

The Shareholders of The Sirdar Carbonic Gas Company Limited

1. We have audited the attached Balance Sheet of The Sirdar Carbonic Gas Company Ltd. as at March 31, 2009 and Profit & Loss Account and cash flow for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have 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 the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order, on the basis of such checks of the books and records of the Company as we considered appropriate and the information and explanations given to us during the course of our audit.
4. Subject to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper Books of Account as required by law, have been kept by the Company so far as appears from our examination of the Books of Account.
 - c) The Balance Sheet and the Profit & Loss Account dealt with by this report are in agreement with the Books of Account.
 - d) In our opinion, the Profit & Loss Account and the Balance Sheet of the Company comply with the accounting standards referred to in Section 211(3C) of the Companies Act, 1956.
 - e) On the basis of written representations received from the Directors and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2009 from being appointed as a Director under clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;

THE SIRDAR CARBONIC GAS COMPANY LIMITED

- f) In our opinion and to the best of our information and according to the explanations given to us, the accounts, read together with the notes, particularly note nos. 4 & 5 of Schedule 22 thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view.
- i) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009
 - ii) In the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date; and
 - iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **H. N. MOTIWALLA & CO.**
Chartered Accountants

H. N. MOTIWALLA
Partner
(M. No. 11423)

Place : Mumbai
Date : 29th June, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

ANNEXURE TO THE AUDITORS' REPORT*

(* Referred to our Report of even date on the accounts of The Sirdar Carbonic Gas Company Limited for the year ended March 31, 2009).

1. (a) The Company has maintained proper records to show full particulars including quantitative details and situation of fixed assets
- (b) As explained to us, fixed assets have been physically verified by the management during the year, no material discrepancies were noticed on such verification.
- (c) During the year, the Company has not disposed off a substantial part of the fixed assets.
2. (a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of physical verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventories. Discrepancies noticed on physical verification of stocks as compared to book records have been properly dealt with in the books of account.
3. (a) The Company has granted loans to six parties covered in the register maintained under Section 301 of the Companies Act. The maximum amount involved during the year was Rs. 2,26,40,000/-.
- (b) The Company has not taken unsecured loans from any party covered in the register maintained under Section 301 of the Companies Act, 1956. Hence reporting under this clause is not applicable.
- (c) The Company has given loans to six parties covered in the register maintained under Section 301 of the Companies Act, 1956. The said loans are not prima facie prejudicial to the interest of the Company except loans granted to four subsidiaries amounting to Rs. 17,00,000/- on which no interest has been charged.
- (d) The Company has not taken unsecured loan from any party covered in the register maintained under Section 301 of the Companies Act, 1956 and hence reporting under this clause is not applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchases of inventory, fixed assets and for the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in system of internal control.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

5. (a) In our opinion and according to the information and explanations given to us, transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- (b) According to the information and explanations given to us, the Company has transactions made with party in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding in aggregating the value of rupees five lakhs during the year have been made at price which are reasonable having regard to prevailing market price of such goods, material and services.
6. According to the information and explanations given to us, the Company has not accepted any deposit from the public as defined under the provisions of Section 58A and 58AA of the Companies Act, 1956.
7. The Company being listed company does not have internal audit system.
8. As informed to us, the Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 in respect of the products manufactured by the Company.
9. (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth-tax, Service tax, Custom Duty, Excise duty, cess and any other statutory dues have generally been deposited on time during the year with the appropriate authorities. There are no arrears of the aforesaid dues as on the date of the Balance Sheet outstanding for more than six months from the date they became payable.
- (b) According to the records of the Company, and according to information and explanations given to us the dues of Income-tax/Sales-tax/Wealth-tax/Service-tax/ Custom-duty/ Excise-duty/Cess which have not been deposited on account of any disputes are as under:

Sr. No.	Name of the Statute	Nature of dues	Amount (Rupees)	Forum where dispute is pending
1	Maharashtra Sales tax on the transfer of property in goods involved in the execution of the work contract (Reenacted) Act, 1989	Sales-tax on work contract	39,63,894	Deputy Commissioner of Sales-tax (Appeal)-I
2	Maharashtra Sales tax & Central Sales tax Act.	Sales tax & Central Sales tax	74,96,577	Deputy Commissioner of Sales-tax (Appeal)-I

10. The Company has no accumulated losses at the end of the current financial year. The Company has not incurred cash losses during the financial year and in immediately preceding financial year.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

11. According to the records of the Company and as per the information and explanations given to us there was no default in repayment of dues to financial institution or bank or debenture holders and other securities.
12. According to the records of the Company and as per the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion the Company is not a Chit Fund Company or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. The Company is dealing in securities and as maintained proper records of the transactions and contracts, timely entries have been made and all the securities have been held in the name of the Company.
15. According to the records of the Company, and as per the information and explanations given to us the Company has not given guarantees for loans taken by others from banks and financial institutions.
16. According to the records of the Company, and as per the information and explanations given to us, the Company has taken the term loan and the same have been utilized for the purpose for which it was obtained.
17. According to the records of the Company, and as per the information and explanations given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that the funds raised on short-term basis have not been used for long term investments.
18. According to the records of the Company, and as per the information and explanations given to us, the Company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
19. According to the records of the Company, and as per the information and explanations given to us, the Company has no debenture outstanding as at the year-end. Therefore the question of creating a security for the same does not arise.
20. The Company has not raised any money by public issue during the year covered by our report.
21. According to the records of the Company, and as per the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

COMPLIANCE CERTIFICATE UNDER PROVISIO TO SUB-SECTION (I) OF SECTION 383 A OF THE COMPANIES ACT, 1956

To
THE MEMBERS,
THE SIRDAR CARBONIC GAS COMPANY LIMITED,
MUMBAI.

We have examined the registers, records, books and papers of THE SIRDAR CARBONIC GAS COMPANY LIMITED as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2009. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year

1. the Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. the Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities, as the case may be, within the time/with additional filing fees as prescribed under the Act and the rules made thereunder.
3. the Company is not a private limited Company and therefore the provisions under this para are not applicable.
4. the Board of Directors duly met 5 (Five) times on 26-06-2008, 31-07-2008, 17-09-2008, 21-10-2008 & 30-01-2009 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed. No circular resolutions were passed during the year under reference.
5. the Company closed its Register of Members from 16-09-2008 to 17-09-2008 (both days inclusive) and necessary compliance of Section 154 of the Act has been made.
6. the Annual General Meeting for the financial year ended on 31-3-2008 was held on 17th September, 2008 after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the said financial year.
8. the Company has not advanced any loan to its directors and/or persons or firms or companies referred in Section 295 of the Act during the said financial year.
9. the Company has duly complied with the provisions of Section 297 of the Act in respect of contracts specified in that section.
10. the Company has made necessary entries in the register maintained under Section 301 of the Act.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

11. as there were no instances falling within the purview of section 314 of the Act, the Company was not required to obtain any approvals from the Board of directors, members or Central Government.
 12. The Board of Directors has approved the issue of 4 duplicate share certificates.
 13. the Company has :
 - (i) not allotted any securities during the year under review. It has delivered all the certificates on lodgment thereof for transfer / transmission in accordance with the provisions of the Act.
 - (ii) deposited the amount of dividend declared during the financial year under review in a separate Bank Account on 19-09-2008 which is within five days from the date of declaration of such dividend.
 - (iii) paid/posted warrants for dividend to all the members within a period of 30(Thirty) days from the date of declaration. The amount of unclaimed /unpaid dividend has been transferred to Unpaid Dividend Account of the Company with HDFC Bank Ltd. as per Company's letter dated 01-11-2008 submitted to the said Bank.
 - (iv) transferred the unpaid dividend amount which has remained unclaimed or unpaid for a period of Seven Years to Investor Education and Protection Fund.
 - (v) duly complied with the requirements of Section 217 of the Act.
 14. the Board of Directors of the Company is duly constituted. There was no appointment of directors, additional directors, alternate directors and directors to fill casual vacancies during the financial year under reference.
 15. the appointment of Managing Director and Whole-time Director has been made in Compliance with the provisions of Section 269 read with Schedule XIII to the Act.
 16. no sole-selling agents were appointed by the Company during the said financial year.
 17. there were no instances requiring to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
 18. the directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
 19. the Company has not issued any Shares/debentures or other securities during the said financial year.
 20. the Company has not bought back any shares during the said financial year.
 21. the Company has neither preference share capital nor issued any debenture and hence the question of redeeming the same does not arise.
 22. since the registration of transfer of shares is not pending in any case, the question of keeping in abeyance the rights to dividend, rights shares and bonus shares does not arise.
-

THE SIRDAR CARBONIC GAS COMPANY LIMITED

23. the Company has not invited nor accepted any deposits from public including unsecured loans falling within the purview of Section 58A & 58AA of the Act during the financial year under review.
24. the amount borrowed by the Company during the financial year under review is within the borrowing limits of the Company as prescribed under Section 293(1)(d) of the Act .
25. the Company has made investments in securities of other bodies corporate during the financial year under review, which are within the limits prescribed under Section 372A of the Act. The Company has not made loans or given guarantees or provided securities to other bodies corporate during the financial year under review except loan to its wholly owned subsidiary Companies.
26. the Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. the Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
28. the Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the Company during the year under scrutiny.
30. the Company has not altered its Articles of Association during the year under scrutiny.
31. as per the information and according to the explanations furnished to us by the Company, there were no prosecutions initiated against or show cause notices received by the Company for alleged offences under the Act and also no fines and penalties or any other punishment imposed on the Company.
32. the Company has not received any amount as security from its employees during the year under certification.
33. the Company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.

For K. C. NEVATIA & ASSOCIATES
Company Secretaries

K. C. NEVATIA
Proprietor
C. P. No. 2348

Place : Mumbai
Date : 29th June, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

ANNEXURE - A REGISTERS AS MAINTAINED BY THE COMPANY

1.	Register of Members	u/s 150(1)
2.	Minutes of General Meetings & Board Meetings	u/s 193(1)
3.	Register of Directors	u/s 303(1)
4.	Register of Directors' Shareholding	u/s 307(1)
5.	Register of Charges	u/s 143(1)
6.	Register of particulars of contracts in which Directors are interested.	u/s 301(1) & (3)
7.	Investment Register	u/s 372A(5)
8.	Books of Accounts	u/s 209
9.	Register of Directors' Attendance	
10.	Register of Shareholders' Attendance	
11.	Register of Share Transfers	
12.	Register of Proxies	

ANNEXURE - B FORMS AND RETURNS AS FILED BY THE COMPANY WITH REGISTRAR OF COMPANIES DURING THE FINANCIAL YEAR ENDING 31ST MARCH, 2009.

Sr. No.	Form No./ Return	Filed under section	For	Date of Filing	Whether filed within prescribed time Yes / No	If delay in filing whether requisite additional fee paid Yes / No
1	Form No. 23	269 & Schedule XIII	Appointment of Managing Director	02-05-2008	No	Yes
2	Form No. 32	303(2)	Change in Designation of Directors	06-05-2008	No	Yes
3	Form No. 1	205C	Transfer of unpaid dividend to Investor Education and Protection Fund for the year ended 31-03-2001	04-11-2008	Yes	—
4	Form No. 66	383A(1)	Compliance Certificate (Year ended 31-03-2008)	14-11-2008	No	Yes
5	DIN-3	266E	Particulars of DIN of Directors of the Company	29-11-2008	Yes	—
6	Form No.20B	159	Annual return (Year ended 31-03-2008)	13-12-2008	No	Yes
7	Form No. 23AC & 23 ACA	220	Balance Sheet & Profit and Loss A/C. (Year ended 31-03-2008)	13-12-2008	No	Yes

For **K.C. NEVATIA & ASSOCIATES**
Company Secretaries

K. C. NEVATIA
Proprietor
C. P. No. 2348

PLACE : MUMBAI
DATE : 29th June, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2009

	Schedule	Rupees	As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
I SOURCES OF FUNDS :				
1. SHAREHOLDERS' FUNDS				
a) Share Capital	1	82,60,200		82,60,200
b) Reserves and Surplus	2	20,48,86,691		20,06,24,966
			21,31,46,891	20,88,85,166
2. LOAN FUNDS				
a) Secured Loans	3	1,66,39,000		2,63,64,000
b) Unsecured Loans	4	—		3,20,00,000
			1,66,39,000	5,83,64,000
3. DEFERRED TAX LIABILITY (NET)				
TOTAL			71,79,823	84,43,260
			23,69,65,714	27,56,92,426
II APPLICATION OF FUNDS :				
1. FIXED ASSETS				
a) Gross Block	5	11,22,36,635		11,11,27,952
b) Depreciation		6,34,56,510		5,83,28,555
c) Net Block			4,87,80,125	5,27,99,397
2. INVESTMENTS				
	6		15,47,63,017	19,23,63,484
3. CURRENT ASSETS, LOANS AND ADVANCES				
a) Interest Accrued on Investments	7	—		2,71,082
b) Inventories	8	1,46,46,969		1,16,47,580
c) Sundry Debtors	9	53,37,803		81,67,851
d) Cash and Bank Balances	10	29,98,912		49,48,290
e) Other Current Assets	11	37,898		19,942
f) Loans and Advances	12	3,89,17,296		3,81,22,650
				6,31,77,395
Less : CURRENT LIABILITIES AND PROVISIONS				
a) Current Liabilities	13	2,33,04,831		2,65,38,359
b) Provisions	14	52,11,475		61,09,491
			2,85,16,306	3,26,47,850
NET CURRENT ASSETS				
TOTAL			3,34,22,572	3,05,29,545
			23,69,65,714	27,56,92,426
NOTES ON ACCOUNTS	22			

As per our attached Report of even date
For **H. N. MOTIWALLA & CO.**
Chartered Accountants

H. N. MOTIWALLA
Partner

Mumbai, Dated : 29th June, 2009

C. K. THACKERSEY
Chairman & Managing Director

J. U. THACKERSEY
Jt. Managing Director

R. S. THACKERSEY
Director

Mumbai, Dated : 29th June, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Schedule	Rupees	Current Year Rupees	Previous Year Rupees
INCOME:				
Sales (Gross)		2,94,12,126		4,71,87,754
Less: Excise Duty		15,83,784		37,87,118
Sales (Net)	15		2,78,28,342	4,34,00,636
Compensation from rendering Business Centre Services [Including tax deducted at source Rs.27,81,587/- (Previous Year: Rs.26,79,453/-)]			1,16,74,080	1,15,28,154
Lease Rent Received [Including tax deducted at source Rs.41,640/- (Previous Year: Rs.1,99,451/-)]			3,59,328	17,74,128
Other Income [Including tax deducted at source Rs.1,45,301/- (Previous Year: Rs.3,95,153/-)]	16		1,31,76,295	1,24,16,900
Increase/(Decrease) in Stocks	17		(12,26,110)	(7,98,963)
			5,18,11,935	6,83,20,855
EXPENDITURE:				
Manufacturing and Other Expenses	18	1,53,80,358		2,03,01,736
Staff Costs	19	62,66,916		72,93,827
Administrative and Selling Expenses	20	1,41,92,012		1,62,66,808
Interest	21	30,37,445		47,21,608
Depreciation		56,05,482		55,02,405
			4,44,82,213	5,40,86,384
PROFIT BEFORE TAXATION			73,29,722	1,42,34,471
Less: Provision for Taxation				
Current		12,50,000		37,03,000
Fringe Benefit Tax		3,70,000		3,25,000
Deferred (Assets) / Liabilities		(12,63,437)		(14,07,932)
			3,56,563	26,20,068
PROFIT AFTER TAXATION			69,73,159	1,16,14,403
Add : Excess Provision written back			1,87,776	—
Balance brought forward from Previous Year			90,00,000	90,00,000
AMOUNT AVAILABLE FOR APPROPRIATION			1,61,60,935	2,06,14,403
APPROPRIATIONS:				
Proposed Dividend			24,78,060	33,04,080
Tax on Proposed Dividend			4,21,150	5,61,530
Transfer to General Reserve			42,61,725	77,48,793
Balance Carried to Balance Sheet			90,00,000	90,00,000
EARNINGS PER SHARE				
(Refer Note No.10 in Schedule 22)				
Basic / Diluted Earning per Share			84.42	140.61
Nominal Value of Share			100.00	100.00
NOTES ON ACCOUNTS	22			

As per our attached Report of even date
For **H. N. MOTIWALLA & CO.**
Chartered Accountants
H. N. MOTIWALLA
Partner
Mumbai, Dated : 29th June, 2009

C. K. THACKERSEY
Chairman & Managing Director
J. U. THACKERSEY
Jt. Managing Director
R. S. THACKERSEY
Director
Mumbai, Dated : 29th June, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

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

	Current Year Rupees	Previous Year Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before taxation	7,329,722	14,234,471
<u>Adjustments for :</u>		
Depreciation	5,605,482	5,502,405
Prior Period Adjustments	187,776	—
Interest Expenses	3,037,445	4,721,608
(Profit)/Loss on sale of Fixed Assets	168,859	—
(Profit)/Loss on sale of Investments	(2,757,131)	(42,230)
Sundry Credit Balances W/back	—	(413,924)
Sundry Debit Balances W/off	230	75,266
Interest income	(822,603)	(2,437,085)
Dividend income	(6,391,440)	(7,359,205)
 Operating Profit before Working Capital Changes	 6,358,340	 14,281,306
<u>Changes in :</u>		
Inventories	(2,999,389)	(3,237,466)
Trade and other receivables	4,100,439	(4,300,406)
Trade and other payables	(3,183,980)	4,766,945
Provisions (Excluding Income Tax)	68,384	355,386
Cash Generated from Operations	4,343,794	11,865,765
Direct Taxes Paid (Net of Refunds)	(3,915,267)	(5,880,686)
Net Cash From Operating Activities	428,527	5,985,079
 B. CASH FLOW FROM INVESTING ACTIVITIES :		
Intercompany deposits placed	(14,000,000)	—
Intercompany deposits repaid	14,000,000	—
Loan to subsidiaries	(70,000)	(45,000)
Loans repaid by subsidiaries	300,000	395,000
Purchase of fixed assets	(1,858,915)	(1,202,877)
Sale of fixed assets	103,846	730,903
Interest Received	1,088,788	2,484,083
Dividend Received	5,090,131	5,701,369
Investments Purchased	(145,805,000)	(473,964,582)
Investments Sold	187,450,848	356,203,265
Net Cash used In investing activities	46,299,698	(109,697,839)

THE SIRDAR CARBONIC GAS COMPANY LIMITED

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

	Current year Rupees	Previous year Rupees
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Intercompany deposits received	—	40,000,000
Repayment of intercompany deposits received	(32,000,000)	(8,000,000)
Dividend Paid	(3,865,610)	(2,899,207)
Interest Paid	(3,086,993)	(4,736,060)
Repayment of Long Term Borrowings (Net)	(9,725,000)	(8,153,000)
Net Cash used in financing activities	(48,677,603)	16,211,733
Net (decrease) / increase in cash and cash equivalents	(1,949,378)	(87,501,027)
Cash and cash equivalents at the beginning of the year	4,948,290	92,449,317
Cash and cash equivalents at the end of the year	2,998,912	4,948,290

Notes :

- (i) Cash and cash equivalents denote cash and bank balances at the year end.
- (ii) Direct taxes paid (net of refunds) is treated as arising from operating activities and is not bifurcated between investing and financing activities.
- (iii) Previous year's figures have been regrouped wherever necessary.

As per our Report attached to the Balance Sheet
For **H. N. MOTIWALLA & CO.**
Chartered Accountants

H. N. MOTIWALLA
Partner

Mumbai, Dated : 29th June, 2009

C. K. THACKERSEY
Chairman & Managing Director

J. U. THACKERSEY
Jt. Managing Director

R. S. THACKERSEY
Director

Mumbai, Dated : 29th June, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	Rupees	As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
SCHEDULE ' 1 '			
SHARE CAPITAL			
AUTHORISED:			
1,00,000 Equity Shares of Rs.100 each		1,00,00,000	1,00,00,000
ISSUED AND SUBSCRIBED:			
82,602 Equity Shares of Rs.100 each fully paid-up		82,60,200	82,60,200
Notes :			
Of the above :			
(i) 19,318 Equity Shares are allotted as fully paid-up pursuant to a contract without payment being received in cash			
(ii) 60,534 Equity Shares are issued by way of fully paid up bonus shares by capitalisation of General Reserve.			
SCHEDULE ' 2 '			
RESERVES AND SURPLUS			
Capital Reserve		10,162	10,162
Share Premium		95,00,000	95,00,000
General Reserve :			
As Per last Balance Sheet	18,21,14,804		17,43,66,011
Add : Transferred from Profit and Loss Account	42,61,725		77,48,793
Balance in Profit and Loss Account		18,63,76,529	18,21,14,804
		90,00,000	90,00,000
TOTAL		20,48,86,691	20,06,24,966
SCHEDULE ' 3 '			
LOAN FUNDS			
SECURED LOANS:			
Term Loan from a Financial Institution: [Secured by mortgage of all immovable and movable properties both present and future (save and except stocks and book debts)]		1,66,39,000	2,63,64,000
TOTAL		1,66,39,000	2,63,64,000
SCHEDULE ' 4 '			
UNSECURED LOANS			
Intercompany Deposits (Repayable on demand)		—	3,20,00,000
TOTAL		—	3,20,00,000

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

SCHEDULE '5' FIXED ASSETS

(Rupees)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 31st March, 2008, after adjusting sale proceeds of assets, the cost of which was not ascertainable	Additions during the year	Deductions during the year	As at 31st March, 2009, after adjusting sale proceeds of assets, the cost of which was not ascertainable	Upto 31st March, 2008	Provided during the year	Deductions during the year	Upto 31st March, 2009	As at 31st March, 2009	As at 31st March, 2008
	Leasehold Land and Buildings	51,95,130	—	—	51,95,130	8,35,537	52,822	—	8,88,359	43,06,771
Factory Buildings	2,02,09,965	—	—	2,02,09,965	80,73,642	6,82,687	—	87,56,329	1,14,53,636	1,21,36,323
Plant and Machinery	7,19,42,142	3,38,684	45,000	7,22,35,826	4,22,44,373	34,28,554	22,541	4,56,50,386	2,65,85,440	2,96,97,769
Electrical Installations	45,15,691	—	—	45,15,691	25,51,974	2,14,495	—	27,66,469	17,49,222	19,63,717
Furniture, Fittings and Equipments	25,31,804	74,539	1,81,398	24,24,945	16,16,761	2,34,513	27,524	18,23,750	6,01,195	9,15,043
Motor Vehicles	31,60,687	14,45,692	5,23,834	40,82,545	17,55,653	6,69,432	4,27,462	19,97,623	20,84,922	14,05,034
Plant and Machinery given on lease	35,72,533	—	—	35,72,533	12,50,615	3,22,979	—	15,73,594	19,98,939	23,21,918
Total	11,11,27,952	18,58,915	7,50,232	11,22,36,635	5,83,28,555	56,05,482	4,77,527	6,34,56,510	4,87,80,125	5,27,99,397
Previous year	(11,97,67,787)	(12,02,877)	(98,42,712)	(11,11,27,952)	(6,19,37,959)	(55,02,405)	(91,11,809)	(5,83,28,555)	—	—

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	Rupees	As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
SCHEDULE ' 6 '			
INVESTMENTS			
Long term:			
A. Non Trade			
Quoted:			
(a) 60 equity shares of Rs. 2 each fully paid up in Siemens Ltd.	1,200		1,200
Government Securities :			
(b) 3% Conversion loan of the face value of Rs.1000 each (Deposited with Central Excise)	685		685
		1,885	1,885
Unquoted :			
(a) Subsidiary Companies :			
(i) 4,50,000 equity shares of Rs.10/- each fully paid up in each of the following Companies :			
(a) Assured Investments Limited	45,00,000		45,00,000
(b) Earnest Holdings Limited	45,00,000		45,00,000
(c) Prudential Holdings Limited	45,00,000		45,00,000
	1,35,00,000		1,35,00,000
(ii) 10,000 equity shares of Rs.10/- each fully paid up in each of the following Companies :			
(a) Aristocrat Investments Limited	1,00,000		1,00,000
(b) Sukta Investment Limited	1,00,000		1,00,000
(c) Western Holdings Limited	1,00,000		1,00,000
	3,00,000		3,00,000
(iii) In 15% Non-Convertible Redeemable Non-Cumulative Preference shares fully paid up in following companies :			
(a) 40,000 (Previous Year 33,500) Shares of Rs.10/- each of Aristocrat Investments Limited	4,00,000		3,35,000
(b) 50,000 (Previous Year 50,000) Shares of Rs.10/- each of Sukta Investment Limited	5,00,000		5,00,000
(c) 43,500 (Previous Year 43,500) Shares of Rs.10/- each of Western Holdings Limited	4,35,000		4,35,000
	13,35,000		12,70,000
		1,51,35,000	1,50,70,000

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	Rupees	As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
SCHEDULE ' 6 ' (Cont'd.)			
(b) Other companies : (fully paid-up)			
(i) Preference Shares of Rs.10/- each fully paid-up of the following companies			
(a) 13334 (Previous Year 13334) Bhishma Realty Limited	1,33,340		1,33,340
(b) 13333 (Previous Year 13333) Capricon Realty Limited	1,33,330		1,33,330
		2,66,670	2,66,670
B. Immovable Property			
1/8 th Share in Bruce Street Property at cost	94,730		94,730
Less : Depreciation	64,514		64,514
		30,216	30,216
		1,54,33,771	1,53,68,771
In Units (Unquoted):			
— (P.Y. : 10,00,000.000) BIRLA SUN LIFE FIXED TERM PLAN	—		1,00,00,000
97,560.976 (P.Y. : 97,560.975) BIRLA SUN LIFE INT. EQUITY FUND	10,00,000		10,00,000
159,543.649 (P.Y. : NIL) BIRLA SUN LIFE SAVINGS FUND INSTL.	15,96,521		—
1,018,554.890 (P.Y. : NIL) BIRLA SUN LIFE SHORT TERM FUND	1,03,51,253		—
233,396.184 (P.Y. : 2,33,396.184) DSP BLACKROCK BALANCED FUND	60,00,000		60,00,000
- (P.Y. : 1,174.117) DSP MERRILL LYNCH LIQUID PLUS FUND	—		11,76,278
84,889.643 (P.Y. : 84,889.643) DSP BLACKROCK TOP 100 EQUITY FUND	25,00,000		25,00,000
354,813.758 (P.Y. : 3,54,813.758) DSP BLACKROCK WORLD GOLD FUND	50,00,000		50,00,000
1,200,000.000 (P.Y. : NIL) DSP BLACKROCK FMP-12M SERIES 2	1,20,00,000		—
- (P.Y. : 7,63,691.766) DWS CREDIT OPPORTUNITIES CASH FUND	—		76,67,385
- (P.Y. : 7,73,796.167) DWS PREMIER BOND FUND REGULAR PLAN	—		1,00,00,000
48,899.756 (P.Y. : 48,899.756) FRANKLIN ASIAN EQUITY FUND	5,00,000		5,00,000
153,518.148 (P.Y. : 1,53,518.148) FRANKLIN TEMPLETON INDIA BALANCE FUND	45,00,000		45,00,000
98,118.280 (P.Y. : 98,118.280) FRANKLIN TEMPLETON INDIA INDEX FUND NIFTY PLAN	45,00,000		45,00,000
800,000.000 (P.Y. : NIL) FRANKLIN TEMPLETON INDIA FIXED HORIZON FUND	80,00,000		—

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	Rupees	As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
SCHEDULE ' 6 ' (Cont'd)			
197,201.374 (P.Y. : 1,97,201.374) HDFC PRUDENCE FUND	75,00,000		75,00,000
— (P.Y. : 10,00,000.000)HDFC FMP 367D JUNE 2007(5) - WHOLESALE PLAN	—		1,00,00,000
— (P.Y. : 2,50,000.000) HDFC FMP 367D JUNE 2007(5) - RETAILS PLAN	—		25,00,000
— (P.Y. : 2,50,000.000) HDFC FMP 367D JUNE 2007(5) - RETAILS PLAN	—		25,00,000
— (P.Y. : 1,00,000.000) HDFC FMP 367D JUNE 2007(5) - RETAILS PLAN	—		10,00,000
1,097,355.374 (P.Y. : NIL) HDFC CASH MANAGEMENT FUND	1,10,00,000		—
— (P.Y. : 6,09,061.439) ICICI PRUDENTIAL FLEXIBLE INCOME PLAN	—		64,23,465
— (P.Y. : 7,04,269.777) ICICI PRUDENTIAL SHORT TERM PLAN	—		76,56,103
— (P.Y. : 30,00,000.000)LICMF FIXED MATURITY PLAN	—		3,00,00,000
— (P.Y. : 10,00,000.000)LICMF FIXED MATURITY PLAN	—		1,00,00,000
— (P.Y. : 99,535.799) LICMF LIQUID PLUS FUND - MONTHLY DIVIDEND	—		10,00,504
— (P.Y. : 5,32,315.619) LICMF LIQUID PLUS FUND - WEEKLY DIVIDEND PLAN	—		53,30,690
50,000.000 (P.Y. : 50,000.000) LICMF TOP HUNDERED FUND	5,00,000		5,00,000
3,583,952.522 (P.Y. : NIL) LICMF SAVING PLUS FUND	3,59,89,921		—
500,000.000 (P.Y. : 5,00,000.000) RELIANCE FIXED HORIZON FUND	50,00,000		50,00,000
— (P.Y. : 5,00,000.000) RELIANCE FIXED HORIZON FUND	—		50,00,000
292.810 (P.Y. : 292.810) RELIANCE LIQUID PLUS FUND	2,94,265		2,94,265
162,289.607 (P.Y. : 1,50,638.246) RELIANCE QUARTERLY INTERVAL FUND	16,23,083		15,06,506
50,000.000 (P.Y. : 50,000.000) SUNDARAM BNP PARIBAS ENERGY OPPORTUNITIES FUND	5,00,000		5,00,000
800,000.000 (P.Y. : NIL) SUNDARAM FIXED TERM PLAN	80,00,000		—
— (P.Y. : 48,816:684) STANDARD CHARTERED ARBITRAGE FUND	—		5,00,000
27,657.621 (P.Y. : 27,657.621) STANDARD CHARTERED PREMIER EQUITY FUND	5,00,000		5,00,000
100,000.000 (P.Y. : 1,00,000.000) TATA INDO- GLOBAL INFRASTRUCTURE FUND	10,00,000		10,00,000
50,000.000 (P.Y. : 50,000.000) UTI - INFRASTRUCTURE ADVANTAGE FUND	5,00,000		5,00,000
		12,83,55,043	15,20,55,196

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	Rupees	As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
In Units (Quoted) :			
— (P.Y. : 1,20,481.000) US64 TAX FR BONDS -75		—	1,20,83,473
In Equity Shares :			
— (P.Y. : 400) HDFC LTD	—		9,70,980
550 (P.Y. : 275) LARSEN & TOUBRO LTD	9,74,203		9,74,203
— (P.Y. : 400) RELIANCE INDUSTRIES LTD.	—		9,10,861
In Debentures :		9,74,203	28,56,044
100 (P.Y. : 100) DSP MERRILL LYNCH CAPITAL LTD.			
		1,00,00,000	1,00,00,000
Total		15,47,63,017	19,23,63,484
Notes :			
1. Aggregate Value of Quoted Investment		9,76,088	1,49,41,402
2. Market Value of Quoted Investment		3,86,813	17,75,343
3. Aggregate Value of Unquoted Investment including immovable property		15,37,86,929	17,74,22,082

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	Rupees	As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
SCHEDULE ' 7 '			
INTEREST ACCURED ON INVESTMENTS			
Interest Receivable from UTI Bonds		—	2,71,082
Total		—	2,71,082
SCHEDULE ' 8 '			
INVENTORIES			
(Taken, valued and certified by the Management of the Company) (At lower of Cost or Net Realisable Value)			
1) Packing Materials and Stores		4,62,988	5,21,889
2) Tools and Implements		24,664	75,766
3) Stock in trade :			
(a) Raw Materials		1,24,35,019	80,99,518
(b) Work-in-Process		11,39,994	5,28,871
(c) Finished Goods		5,84,304	24,21,536
TOTAL		1,46,46,969	1,16,47,580
SCHEDULE ' 9 '			
SUNDRY DEBTORS			
1) Debts outstanding for a period exceeding six months:			
Considered Good	46,41,572		30,39,906
Considered Doubtful	18,45,437		18,45,437
	64,87,009		48,85,343
2) Other Debts			
Considered Good	6,96,231		51,27,945
	71,83,240		1,00,13,288
<i>Less: Provision for Doubtful Debts</i>	18,45,437		18,45,437
TOTAL		53,37,803	81,67,851
		53,37,803	81,67,851
SCHEDULE ' 10 '			
CASH AND BANK BALANCES			
1) Cash on hand		1,10,616	90,225
2) Cheques on hand		4,91,431	45,000
3) Bank Balances with Scheduled Banks			
(i) Current Accounts	23,26,865		48,13,065
(ii) Short Term Deposit Accounts	70,000		—
TOTAL		23,96,865	48,13,065
		29,98,912	49,48,290
SCHEDULE ' 11 '			
OTHER CURRENT ASSETS			
Interest accrued on Deposits		37,898	19,942
TOTAL		37,898	19,942

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	Rupees	As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
SCHEDULE ' 12 '			
LOANS AND ADVANCES			
Unsecured and Considered Good			
1) Loans to Subsidiaries		2,23,40,000	2,25,70,000
2) Advances recoverable in cash or in kind or for the value to be received		63,43,150	79,36,679
3) Taxation Payments Less Provisions there against		94,11,344	71,16,077
4) Balance with Central Excise Collectorate		8,22,802	4,99,894
TOTAL		3,89,17,296	3,81,22,650
SCHEDULE ' 13 '			
CURRENT LIABILITIES			
1) Sundry Creditors (other than small scale industrial undertakings)		90,31,610	1,39,48,517
2) Deposits for Business Centre Services		94,96,425	94,96,425
3) Unclaimed Dividend (*)		73,440	98,460
4) Advances from Customers		46,08,388	28,50,441
5) Interest accrued but not due on loans		94,968	1,44,516
TOTAL		2,33,04,831	2,65,38,359
SCHEDULE ' 14 '			
PROVISIONS			
1) Proposed Dividend	24,78,060		33,04,080
2) Tax on Proposed Dividend	4,21,150		5,61,530
3) Provision for Gratuity and Leave Encashment	23,12,265		22,43,881
		52,11,475	61,09,491
TOTAL		2,85,16,306	3,26,47,850

(*) [Amount payable to Investor Education and Protection Fund - Rs. Nil]

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

	Rupees	Current Year Rupees	Previous Year Rupees
SCHEDULE ' 15 '			
SALES (NET)			
Manufactured Bowls			
Export	42,46,517		34,29,769
Local	1,20,28,772		2,24,22,706
		1,62,75,289	2,58,52,475
Refilling Charges of Bowls		1,15,53,053	1,75,48,161
TOTAL		2,78,28,342	4,34,00,636
SCHEDULE ' 16 '			
OTHER INCOME			
Interest on fixed and other deposits etc. [Including tax deducted at source Rs.1,45,301 (Previous Year : Rs.3,95,153)]		8,22,603	24,37,085
Dividend Received		63,91,440	73,59,205
Insurance Claim Received		75,621	62,420
Sundry Credit Balances Written Back		—	4,13,924
Profit on Sale of Investments		27,57,131	42,230
Miscellaneous Income		31,29,500	21,02,036
TOTAL		1,31,76,295	1,24,16,900
SCHEDULE ' 17 '			
(DECREASE) / INCREASE IN STOCKS			
Closing Stock:			
Work-in-Process	11,39,994		5,28,871
Finished Goods	5,84,303		24,21,536
		17,24,297	29,50,407
Less : Opening Stock:			
Work-in-Process	5,28,871		12,86,457
Finished Goods	24,21,536		24,62,913
		29,50,407	37,49,370
TOTAL		(12,26,110)	(7,98,963)

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

	Rupees	Current Year Rupees	Previous Year Rupees
SCHEDULE ' 18 '			
MANUFACTURING AND OTHER EXPENSES			
Raw Materials Consumed			
Opening Stock	80,99,518		40,65,919
Add : Purchases (net)	1,64,78,377		1,99,22,701
	2,45,77,895		2,39,88,620
Less : Closing Stock	1,24,35,019		80,99,518
		1,21,42,876	1,58,89,102
Stores and Spares Consumed		2,25,329	6,43,282
Tools		1,33,317	2,22,128
Power and Fuel		4,36,549	6,63,056
Insurance		1,96,626	2,41,294
Repairs and Maintenance :			
Machinery		6,31,579	2,97,003
Others		3,17,102	10,13,523
Buildings		—	78,895
Packing, Forwarding and Railway Freight		10,46,431	10,20,596
Supervision and other service charges		2,50,549	2,32,857
TOTAL		1,53,80,358	2,03,01,736
SCHEDULE ' 19 '			
STAFF COSTS			
1) Salaries, Wages and Bonus		48,43,965	55,95,876
2) Contribution to Provident and Other Funds		8,16,473	7,79,574
3) Gratuity		2,78,863	2,88,748
4) Compensation, etc. to workmen		1,39,288	3,37,214
5) Staff Welfare Expenses		1,88,327	2,92,415
TOTAL		62,66,916	72,93,827

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

	Rupees	Current Year Rupees	Previous Year Rupees
SCHEDULE ' 20 '			
ADMINISTRATIVE AND SELLING EXPENSES			
Security Service Charges		1,96,071	1,99,270
Rent:			
Factories and Godowns	36,000		36,000
Office	3,504		5,946
		39,504	41,946
Rates and Taxes		1,47,840	1,13,914
Motor Vehicle Expenses		13,03,631	11,87,211
Travelling Expenses		11,93,144	15,40,725
General Expenses		6,32,071	6,21,692
Telephone Expenses		4,00,139	5,72,002
Commission and Brokerage		2,00,934	3,41,677
Legal and Professional Charges		18,50,508	21,78,311
Remuneration & Perquisites to Directors		31,47,680	28,37,415
Auditors' Remuneration:			
Audit Fees	90,000		90,000
Tax Audit Fees	20,000		20,000
For other services	90,000		90,000
Out of Pocket Expenses	5,640		5,260
		2,05,640	2,05,260
Directors' Fees		1,45,000	1,05,000
Donations		5,00,000	5,00,000
Royalty		1,78,040	3,85,195
Exchange Rate Difference		—	1,02,198
Advertisement Expenses		1,22,358	58,954
Mumbai Port Trust Dues		—	₹2,34,865
Expenses for Bruce Street Property		5,50,232	—
Loss on Sale of Fixed Asset		1,68,859	—
Exhibition / Seminar Expenses		14,15,512	67,575
Miscellaneous Expenses		17,94,849	19,73,598
TOTAL		1,41,92,012	1,62,66,808
SCHEDULE ' 21 '			
INTEREST			
On Term Loan		28,25,452	38,65,422
Others		2,11,993	8,56,186
TOTAL		30,37,445	47,21,608

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "22"

NOTES ON ACCOUNTS

1. Significant Accounting Policies

(a) Basis of accounting:

The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis. Financial statements are based on historical cost.

(b) Fixed assets and depreciation:

- i) All fixed assets are stated at cost of acquisition less accumulated depreciation.
- ii) Depreciation for the year is provided on the written down value and straight line method at the rates prescribed in Schedule XIV to the Companies Act, 1956 as under :
 - a) Fixed assets of erstwhile Eck Haubold and Laxmi Limited acquired after April 1985 on the straight line method.
 - b) All other assets on the written down value method.

(c) Investments:

Long term investments are stated at cost as there is no diminution in the value of investments. Further short term investments are stated at cost or market value whichever is lower.

(d) Inventories:

- 1) Stock of raw materials, packing materials and semi finished goods are valued at lower of cost or net realisable value and for this purpose cost is determined on following basis:
 - a) Raw materials and semi finished goods
 - First-in-first-out method except Cotton, Brown Papers & Steel (Kgs)
 - Cotton hard waste, Brown Papers & Steel (Kgs) — Weighed average basis
 - b) Packing Materials – First-in-first-out methodHowever, the aforesaid items are not valued below cost as the finished goods in which they are to be incorporated are expected to be sold at or above cost.
- 2) Raw materials, stores, packing materials, tools etc., are accounted on net basis.
- 3) Finished goods are valued at lower of cost or net realisable value and for this purpose the cost is determined on job costing basis.

(e) Lease rent:

Annual contractual lease rent received/accrued is credited to the profit and loss account.

(f) Employee Benefits:

(i) Short Term Employee Benefits :

All employee benefits payable wholly within twelve months of rendering the services are classified as short term employee benefits and they are recognised in the period in which the employee render service. The Company recognises the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expenses) after deducting any amount already paid.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "22" (Cont'd.)

(ii) Post Employment Benefits:

- (a) Defined Benefits Plan
Defined Benefit Gratuity Plan.

The Company operates defined benefits Gratuity Plans for employees, which is unfunded.

The cost of providing defined benefits is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each balance sheet date. Past service cost is recognised immediately to the extent that the benefits are already vested, else is amortised on a straight-line over the average period until the amended benefits become vested.

The defined benefit obligation recognised in the balance sheet represent the present value of the defined obligation as adjusted for unrecognized actuarial gains and losses and unrecognized past service cost.

	Gratuity (unfunded)
Reconciliation of opening and closing balances of Defined Benefit obligation:	
Defined Benefit obligation at beginning of the year	13,99,076
Current Service Cost	5,32,270
Interest Cost	1,54,020
Actuarial (gain)/loss	(4,07,725)
Benefit Paid	(12,204)
Defined Benefit obligation at year end.	16,65,735
Expenses Recognised during the year(under the head)	
Current service cost	5,32,270
Interest Cost	1,54,020
Expected Return on Plan assets	—
Actuarial (gain)/loss	(4,07,725)
Net Cost	2,78,863
Actuarial assumptions:	
Mortality Table (L.I.C)	1994-96 (ultimate)
Discount Rate (per annum)	8%
Rate of escalation in salary (per annum)	5%

The estimates of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "22" (Cont'd.)

Other Long Term Employee Benefits:

Entitlements to annual leaves are recognised when they accrue to employees. Annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leaves. The Company determines the liability for such accumulated leaves using the Projected Accrued Benefit Method with actuarial valuations being carried out at each balance sheet date.

g) Foreign currency transactions:

Transactions in foreign currency are recorded at prevailing rates. Monetary items in the nature of current assets and liabilities denominated in foreign currencies, to the extent not covered by foreign exchange contracts, are transacted at the exchange rates prevailing on the Balance Sheet date. Gains/losses arising out of fluctuations in exchange rates are accounted for in the profit and loss account except where they relate to the acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets as required under schedule VI of the Companies Act, 1956.

h) Taxes on income:

Income-tax expenses comprises of current tax and deferred tax. The deferred tax charge or credit is recognised using current tax rates.

2) Contingent liabilities:

	Current Year Rupees	Previous Year Rupees
(a) Sales tax demands under Works Contract Act for which the Company has gone in appeal	1,10,99,508	1,10,99,508
(b) Claims against the Company not acknowledged as debts	21,31,652	21,31,652
(c) Others - Labour matters	Not ascertainable	Not ascertainable

- 3) Estimated amount of contracts remaining to be executed on capital account and not provided for amounts to Rs. Nil (Previous Year: Rs. Nil).
- 4) Sundry Debtors Schedule '9' includes Rs.38,45,677/- and 'Loans & Advances' in Schedule '12' includes Rs.4,45,939/- being the amount due from The Hindoostan Spg. & Wvg. Mills Ltd. (HSWM) have been considered as good and fully recoverable.
- 5) Loans to subsidiaries of Rs.2,23,40,000/- in Schedule '12' – "Loans & Advances", as the subsidiaries' total assets comprise mainly of investments in the HSWM, are good and fully recoverable and accordingly no provision is considered necessary in respect of these outstanding amounts.
- 6) The Company has not received any intimation from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence the disclosures relating to amount unpaid as at the end of the year together with interest paid/payable as required under the said Act have not been furnished and provision for interest, if any, on delayed payments, is not ascertainable at this stage.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "22" (Cont'd.)

7) Segment Information :

a) Information about Primary Business Segments

	(Rupees)		
	Manufacturing and Refilling	Leasing	Total
Revenues			
External	3,09,57,792 (4,55,02,672)	1,20,33,408 (1,33,02,282)	4,29,91,200 (5,88,04,954)
Inter Segment	— (—)	— (—)	— (—)
Total Revenue	3,09,57,792 (4,55,02,672)	1,20,33,408 (1,33,02,282)	4,29,91,200 (5,88,04,954)
Result			
Segment Result	13,61,416 (91,37,168)	1,15,26,358 (1,24,95,019)	1,01,64,942 (2,16,32,187)
Unallocated Corporate Expenses/Income (Net)			-70,11,819 (-1,24,72,399)
Operating Profit			31,53,124 (91,59,789)
Interest Expenses			-30,37,445 (-47,21,608)
Interest/ Dividend Income			72,14,043 (97,96,290)
Profit Before Tax			73,29,722 (1,42,34,471)
Income Taxes (incl. Deferred Tax)			3,56,563 (26,20,068)
Net Profit			69,73,159 (1,16,14,403)
Excess Provision Earlier Year			1,87,776 (—)
Net Profit			71,60,935 (1,16,14,403)

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "22" (Cont'd.)	(Rupees)		
	Manufacturing and Refilling	Leasing	Total
Other Information			
Segment Assets	6,74,51,920 (7,29,45,596)	73,03,133 (67,31,938)	7,47,55,053 (7,96,77,534)
Unallocated Corporate Assets			19,07,26,967 (22,84,07,069)
Total Assets			26,54,82,020 (30,80,84,603)
Segment Liabilities	1,21,37,307 (1,39,94,230)	95,88,425 (96,48,425)	2,17,25,732 (2,36,42,655)
Unallocated Corporate Liabilities			3,06,09,397 (7,55,56,782)
Total Liabilities			5,23,35,129 (9,91,99,437)
Capital Expenditure-Additions	15,30,872 (2,99,561)	— (—)	15,30,872 (2,99,561)
Non-cash Expenditure other than Depreciation	— (—)	— (—)	— (—)
Depreciation	50,27,556 (47,70,945)	3,22,979 (5,41,588)	53,50,535 (53,12,533)
Unallocated Depreciation			2,54,948 (1,89,872)
Total Depreciation			56,05,482 (55,02,405)

(b) Information about Secondary Business Segments

The geographical segmentation is insignificant, as exports are less than 10% of the Company's turnover.

(c) Notes :

- i) The Company is organized into two main business segments, namely;
 - a) Manufacturing and refilling – of Elastic Calendar Bowls and other related activities.
 - b) Leasing – Represents leasing of Plant and Machinery and Business Centre Services.
- ii) Segments have been identified and reported taking into account, the nature of products and services, the differing risks and returns, the organisation structure and the internal financial reporting systems.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "22" (Cont'd.)

- iii) Segment revenue, assets and liabilities includes respective amounts identifiable to each segments and amounts allocated on a reasonable basis.
- iv) Figures in brackets are in respect of the previous year.

8) Related Party Disclosures:

A. Name and nature of relationship of the party where control exists

Subsidiary companies :

- (a) Assured Investments Limited
- (b) Earnest Holdings Limited
- (c) Prudential Holdings Limited
- (d) Aristocrat Investments Limited
- (e) Western Holdings Limited
- (f) Sukta Investment Limited

B. Parties with whom transactions have taken place:

(a) Subsidiary companies:

- i) Assured Investments Limited
- ii) Earnest Holdings Limited
- iii) Prudential Holdings Limited
- iv) Aristocrat Investments Limited
- v) Western Holdings Limited
- vi) Sukta Investment Limited

(b) Associates:

- i) The Hindoostan Spinning & Weaving Mills Limited
- ii) Delta Investments Limited

(c) Key Management Personnel (KMP):

- i) Shri Chandrahas K. Thackersey - Chairman & Managing Director

(d) Relative of Key Management Personnel:

- i) Shri Sudhir K. Thackersey (brother)
- ii) Smt. Nina S. Thackersey (brother's wife)

C. The following transactions were carried out with Subsidiaries and Associates:

(Rupees)

Particulars	Current Year		Previous Year	
	Subsidiaries	Associates*	Subsidiaries	Associates*
Purchase of Raw Materials	—	—	—	2,12,925
Reimbursement Charged by Company	—	1,70,829	—	1,37,222
Reimbursement of expenses	—	43,084	—	91,439

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "22" (Cont'd.)

(Rupees)

Particulars	Current Year		Previous Year	
	Subsidiaries	Associates*	Subsidiaries	Associates*
Interest expense on ICDs	—	2,11,993	—	8,32,029
Lease Income	—	4,04,244	—	19,10,340
Interest Income on ICDs	—	6,18,931	—	—
Loans given by the Company	82,000	—	45,000	—
Repayment of Loans given	3,00,000	—	3,95,000	—
ICDs placed	—	1,40,00,00	—	—
Repayment of ICDs placed	—	1,40,00,00	—	—
ICDs received	—	—	—	4,00,00,000
Repayment of ICDs	—	3,20,00,000	—	80,00,000
Receivables included in Current Assets/Loans and Advances	2,23,40,000	42,91,616	2,25,70,000	30,99,958
Payables included in Current Liabilities/Unsecured loans	—	10,490	—	3,20,10,645

D. Transactions with Key Management Personnel and their Relatives

Particulars	Current Year		Previous Year	
	KMP	Relatives of KMP	KMP	Relatives of KMP
Directors Sitting Fees	—	20,000	2,000	7,000
Remuneration	16,91,550	1,02,000	15,13,365	1,02,000

Notes:

The above excludes payment of dividend.

9. Disclosure in respect of Operating leases for assets leased after 1st April, 2001 :

Plant and Machinery given on Lease :

	Current year (Rupees)	Previous year (Rupees)
1 (a) Gross carrying amount	29,90,833	29,90,833
(b) Accumulated Depreciation	11,05,062	8,00,368
(c) Depreciation recognised in the Statement of Profit and Loss for the period	3,04,694	5,20,349
2 Future minimum lease payments under the non-cancelable leases:		
(a) Not later than one year	3,59,328	3,59,328
(b) Later than one year and not later than five years	14,37,312	14,37,312
(c) Later than five years	6,88,712	10,48,040

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "22" (Cont'd.)

10. Earning per share

		Current year (Rupees)	Previous year (Rupees)
Profit after taxation as per Profit and Loss Account	A	69,73,159	1,16,14,403
No. of Equity shares outstanding	B	82,602	82,602
Earning per Share	(A / B)	84.42	140.61

11. Major components of deferred tax assets and liabilities arising on account of timing differences are:

	As on 31 st March, 2009 Rupees	As on 31 st March, 2008 Rupees
Deferred Tax Liability		
Depreciation	93,40,235	1,14,71,801
Less: Deferred Tax Assets	21,60,412	30,28,541
Net Deferred Tax Liability	71,79,823	84,43,260

12. As required by the amendment to Clause 32 of the listing agreement vide SEBI Circular No. 2/2003 of 10th January, 2003 the following disclosure has been made :

	As on 31 st March, 2009 Rupees	Maximum Outstanding Rupees
(a) Loans and advances in the nature of loans to subsidiaries :		
Assured Investments Limited	42,000	42,000
Earnest Holdings Limited	1,09,90,000	1,09,90,000
Prudential Holdings Limited	96,50,000	96,50,000
Sukta Investment Limited	13,68,000	14,68,000
Aristocrat Investments Limited	—	1,00,000
Western Holdings Limited	2,90,000	3,90,000
(b) Loans and advances in the nature of loans to associates :	—	1,40,00,000
(c) Loans and advances in the nature of loans where there is no repayment schedule or repayment beyond seven years or no interest below section 372 A of the Companies Act.		
		Loans and Advances in the nature of loans to subsidiaries and associates listed above are repayable on demand and loan to subsidiaries are interest free loans

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "22" (Cont'd.)

	As on 31 st March, 2009 Rupees	Maximum Outstanding Rupees
(d) Loans and advances in the nature of loans to firms/companies in which directors are interested.	—	—
(e) Investments by the loanee in the shares of the Company as on 31st March, 2009	No. of Equity Shares of Rs.100 each fully paid-up	
i) Sukta Investment Limited	4,332	
ii) Aristocrat Investments Limited	3,840	
iii) Western Holdings Limited	3,846	

13. Information pursuant to provisions of paragraph 3, 4C & 4D of Part II of Schedule VI to the Companies Act, 1956.

(a) Capacity and production

Class of goods	Units	Licensed Capacity	Installed Capacity	Production
Elastic Calander bowls				
Current Year	Nos.	400	400	138
Previous year	Nos.	400	400	286
* (As certified by Works Manager)				

(b) Stock Finished goods

Class of Goods	Units	As on 31st March, 2009		As on 31st March, 2008	
		Qty.	Value Rs.	Qty.	Value Rs.
Elastic Calander Bowls	Nos.	15	5,84,304	26	24,21,536

(c) Turnover

Class of Goods	Units	Current Year		Previous Year	
		Qty.	Value Rs.	Qty.	Value Rs.
Elastic Calander Bowls	Nos.	149	2,78,28,342	277	4,34,00,636

Notes : The information in regard to stocks, turnover and production of Elastic Calander Bowls includes particulars in respect of bowls refilled by the Company.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "22" (Cont'd.)

(d) Raw Materials Consumed

Class of Goods	Units	Current Year		Previous Year	
		Qty.	Value Rs.	Qty.	Value Rs.
Waste : Cotton Hard, Comber Noil, Wool Hard, Polyester Hard	Kgs.	75,608	28,06,580	1,15,515	35,74,977
Paper and Viledon : Wool, Flax, Brown, Viledon etc	Kgs. Sq.Mtrs.	13,234 3,485	12,57,372 23,07,980	15,001 6,384	15,71,719 38,56,530
Iron and steel : Flanges, Shafts, Plates, Lamlass etc.	Kgs. Nos.	62,389 294	29,60,832 16,89,239	1,43,698 512	41,38,597 21,73,697
Sleeves :	Nos.	8	11,20,873	6	5,73,582
			1,21,42,876		1,58,89,102

(e) Value of raw materials and stores consumed percentage of each to the total consumption respectively:

	Current Year		Previous Year	
	% of Total Consumption	Value (Rs.)	% of Total Consumption	Value (Rs.)
Raw materials				
i) Imported	38.39	46,61,456	37.55	59,67,009
ii) Indigenous	61.61	74,81,420	62.45	99,22,094
	100.00	1,21,42,876	100.00	1,58,89,102
Stores :				
i) Imported	9.14	20,584	—	—
ii) Indigenous	90.86	2,04,745	100.00	6,43,282
	100.00	2,25,329	100.00	6,43,282

The above figures do not include consumption for repairs, etc., debited to relevant accounts, as the amounts are not easily ascertainable.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "22" (Cont'd.)

(f) Value of Imports on C.I.F. basis during the year in respect of :

	<u>Current Year Rupees</u>	<u>Previous Year Rupees</u>
Raw materials	66,54,076	70,92,211
	<u>66,54,076</u>	<u>70,92,211</u>

(g) Expenses incurred in foreign currency on account of :

Travelling expenses	1,94,480	7,21,242
Exhibition Expenses	4,35,167	—
Stores & Spares	—	44,263
Royalty (Net)	1,54,817	3,34,952
	<u>7,84,464</u>	<u>11,00,457</u>

(h) Earnings in foreign exchange :

F. O. B. Value of Direct Exports	42,46,517	29,67,739
	<u>42,46,517</u>	<u>29,67,739</u>

14) Previous year's figures have been regrouped wherever necessary.

Signature to Schedule no. '1' to '22'

As per our attached Report of even date
For **H. N. MOTIWALLA & CO.**
Chartered Accountants

H. N. MOTIWALLA
Partner

Mumbai, Dated : 29th June, 2009

C. K. THACKERSEY
Chairman & Managing Director

J. U. THACKERSEY
Jt. Managing Director

R. S. THACKERSEY
Director

Mumbai, Dated : 29th June, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Registration Details

Registration No. **L51900MH1904PTC000195** State Code **11**

Balance Sheet Date **31 03 2009**

Date Month Year

Amount during the year (Amount in Rs. Thousands)

NIL

Rights Issue **NIL**

NIL

Private Placement **NIL**

Receipts and Deployment of Funds

65,482

Total Assets **265,482**

Reserves & Surplus **204,887**

Unsecured Loans **—**

Investments **154,763**

Misc. Expenditure **(7,180)**

(Thousands)

Total Expenditure **44,482**

+ - Profit / Loss After Tax **6,973**

Dividend Rate % **30%**

Services of Company

Product Description **Elastic Calander Bowls**

Product Description **Cotton Spun Laps (Cakes)**

Product Description **Textile Piece Goods**

C. K. THACKERSEY
Chairman & Managing Director

J. U. THACKERSEY
Jt. Managing Director

R. S. THACKERSEY
Director

Mumbai, Dated : 29th June, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956

The Sirdar Carbonic Gas Company Limited held the entire paid up capital of Assured Investments Limited; Earnest Holdings Limited; Prudential Holdings Limited; Aristocrat Investments Limited; Sukta Investment Limited and Western Holdings Limited as at 31st March, 2009:

THE ACCOUNTS OF THE SUBSIDIARY COMPANIES ARE ANNEXED HERETO.

- 1) Assured Investments Limited has made a net profit of Rs.6,747/- for the year ended 31st March, 2009. However the total profit as on 31st March, 2009 of Rs. 62,99,977/- has been carried forward in its books of which no adjustment has been made in the Holding Company's books.
- 2) Earnest Holdings Limited has made a net profit of Rs.7,747/- for the year ended 31st March, 2009. However the total profit as on 31st March, 2009 of Rs. 5,54,620/- has been carried forward in its books of which no adjustment has been made in the Holding Company's books.
- 3) Prudential Holdings Limited has made a net profit of Rs.8,667/- for the year ended 31st March, 2009. However the total profit as on 31st March, 2009 of Rs.5,70,052/- has been carried forward in its books of which no adjustment has been made in the Holding Company's books.
- 4) Aristocrat Investments Limited has made a net profit of Rs.1,47,608/- for the year ended 31st March, 2009. However the total profit as on 31st March, 2009 of Rs.5,93,357/- has been carried forward in its books of which no adjustment has been made in the Holding Company's books.
- 5) Sukta Investment Limited has made a net profit of Rs.1,62,886/- for the year ended 31st March, 2009. However the total profit as on 31st March, 2009 of Rs.5,76,319/- has been carried forward in its books of which no adjustment has been made in the Holding Company's books.
- 6) Western Holdings Limited has made a net profit of Rs.1,42,522/- for the year ended 31st March, 2009. However the total profit as on 31st March, 2009 of Rs.5,17,249/- has been carried forward in its books of which no adjustment has been made in the Holding Company's books.

C. K. THACKERSEY
Chairman & Managing Director

J. U. THACKERSEY
Jt. Managing Director

R. S. THACKERSEY
Director

Mumbai, Dated : 29th June, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

REPORT OF THE AUDITORS TO THE BOARD OF DIRECTORS OF THE SIRDAR CARBONIC GAS COMPANY LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF THE SIRDAR CARBONIC GAS COMPANY LIMITED AND ITS SUBSIDIARIES

1. We have audited the attached Consolidated Balance Sheet of THE SIRDAR CARBONIC GAS COMPANY LIMITED ('the Company'), as at 31st March 2009, the Consolidated Profit & Loss Account and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
2. We have 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 the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of the subsidiaries whose financial statements reflect total assets of Rs. 5,82,11,575/- as at 31st March, 2009 and total revenues of Rs. 5,66,820/- for the year ended on that date as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to these amounts included in respect of the subsidiaries, is based solely on the report of the other auditors.
4. As stated in Note 1(a)(ii) of the Schedule '23' The Hindoostan Spinning & Weaving Mills Limited has not been considered, for the reasons stated therein, as an 'Associate' under the Accounting Standard (AS 23) 'Accounting for Investment in Associates in Consolidated Financial Statements' and the Company's investment therein has been accounted in accordance with the Accounting Standard (AS 13) 'Accounting for Investments'. We are unable to comment on the matter.
5. We report that the Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of the Accounting Standard (AS 21) 'Consolidated Financial Statements', as per Companies (Accounting Standards) Rules, 2006 and on the basis of the separate audited financial statements of the Company and its subsidiaries included in the Consolidated Financial Statements.
6. Attention is invited to Notes 4 in Schedule '23' regarding the loans and advances and other dues aggregating to Rs.42,91,616/-. For the reasons stated in Note 4, no provision is considered necessary by the board of Directors of the Company against these outstanding amounts.
7. On the basis of the information and explanations given to us and on the consideration of the separate audit reports on individual audited financial statements of the Company and those referred to in paragraph 3 above on its Subsidiaries and subject to our comments in the paragraphs 4 and 6 above,

THE SIRDAR CARBONIC GAS COMPANY LIMITED

in our opinion the said Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India.

- a) In the case of the Consolidated Balance Sheet, of the consolidated state of affairs of the Company and its Subsidiaries as at 31st March, 2009;
- b) In the case of the Consolidated Profit and Loss Account, of the consolidated profit of the Company and its Subsidiaries for the year ended on that date; and
- c) In the case of the Consolidated Cash Flow Statement, of the consolidated cash flows of the Company and its Subsidiaries for the year ended on that date.

For **H.N. MOTIWALLA & CO.**
Chartered Accountants

H.N. MOTIWALLA
Partner
(M. No. 11423)

Place : Mumbai
Dated : 29th June, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

	Schedule	Rupees	As at 31st March 2009 Rupees	As at 31st March 2008 Rupees
I SOURCES OF FUNDS :				
1. SHAREHOLDERS' FUNDS				
a) Share Capital	1	70,58,400		70,58,400
b) Reserves and Surplus	2	22,60,20,673		22,14,02,951
			23,30,79,073	22,84,61,351
2. LOAN FUNDS				
a) Secured Loans	3	1,66,39,000		2,63,64,000
b) Unsecured Loans	4	—		3,20,00,000
			1,66,39,000	5,83,64,000
3. DEFERRED TAX LIABILITY (NET)			71,79,823	84,43,260
TOTAL			25,68,97,896	29,52,68,611
II APPLICATION OF FUNDS :				
1. FIXED ASSETS	5			
a) Gross Block		11,22,36,635		11,11,27,952
b) Depreciation		6,34,56,510		5,83,28,555
c) Net Block			4,87,80,125	5,27,99,397
2. INVESTMENTS	6		19,59,04,583	23,35,70,050
3. CURRENT ASSETS, LOANS AND ADVANCES				
a) Interest accrued on Investments	7	—		2,71,082
b) Inventories	8	1,46,46,969		1,16,47,580
c) Sundry Debtors	9	53,37,803		96,75,264
d) Cash and Bank Balances	10	35,98,561		51,58,648
e) Other Current Assets	11	37,898		19,942
f) Loans and Advances	12	1,67,96,386		1,55,12,476
				4,22,84,992
Less : CURRENT LIABILITIES AND PROVISIONS				
a) Current Liabilities	13	2,33,53,494		2,77,57,057
b) Provisions	14	48,50,935		53,28,771
				3,33,85,828
NET CURRENT ASSETS			1,22,13,188	88,99,164
TOTAL			25,68,97,896	29,52,68,611
NOTES ON ACCOUNTS	23			

As per our attached Report of even date
For **H. N. MOTIWALLA & CO.**
Chartered Accountants

H. N. MOTIWALLA
Partner

Mumbai, Dated : 29th June, 2009

C. K. THACKERSEY
Chairman & Managing Director

J. U. THACKERSEY
Jt. Managing Director

Mumbai, Dated : 29th June, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Schedule	Rupees	Current Year Rupees	Previous Year Rupees
INCOME:				
Sales (Gross)		2,94,12,126		4,79,71,389
Less: Excise Duty		15,83,784		37,87,118
Sales (Net)	15		2,78,28,342	4,41,84,271
Compensation from rendering Business Centre Services			1,16,74,080	1,15,28,154
[Including tax deducted at source Rs.27,81,587/- (Previous Year: Rs.26,79,453/-)]				
Lease Rent Received			3,59,328	17,74,128
[including tax deducted at source Rs.41,640/- (Previous year Rs.1,99,451/-)]				
Income from Investment / Finance activities	16		92,34,491	74,19,741
Other Income	17		40,27,904	50,15,609
(Decrease) / Increase in Stocks	18		(12,26,110)	(7,98,963)
			5,18,98,035	6,91,22,940
EXPENDITURE:				
Manufacturing and Other Expenses	19	1,53,80,358		2,10,51,196
Staff Costs	20	62,66,916		72,93,827
Administrative and Selling Expenses	21	1,42,83,602		1,63,49,501
Interest	22	30,37,445		47,21,608
Depreciation		56,05,482		55,02,405
			4,45,73,803	5,49,18,537
PROFIT BEFORE TAXATION			73,24,232	1,42,04,403
Less: Provision for Taxation				
Current		12,50,000		37,05,000
Fringe Benefit Tax		3,70,000		3,25,000
Deferred		(12,63,437)		(14,07,932)
			3,56,563	26,22,068
PROFIT AFTER TAXATION			69,67,669	1,15,82,335
Add: Excess Provision of Earlier year			1,88,723	—
PROFIT AFTER TAX			71,56,392	1,15,82,335
Balance brought forward from Previous Year			1,82,11,717	1,78,36,965
AMOUNT AVAILABLE FOR APPROPRIATION			2,53,68,109	2,94,19,300

THE SIRDAR CARBONIC GAS COMPANY LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Schedule	Rupees	Current Year Rupees	Previous Year Rupees
APPROPRIATIONS:				
Proposed Dividend			21,17,520	28,23,360
Tax on Proposed Dividend			4,21,150	5,61,530
Transfer to General Reserve			42,61,725	77,48,793
Transfer to Reserve u/s 45-IC of the RBI Act			95,600	73,900
Balance Carried to Balance Sheet			1,84,72,114	1,82,11,717
EARNINGS PER SHARE				
(Refer Note No. 9 in Schedule 23)				
Basic / Diluted Earning per Share			98.71	164.09
Nominal Value of Share			100.00	100.00
NOTES ON ACCOUNTS	23			

As per our attached Report of even date
For **H. N. MOTIWALLA & CO.**
Chartered Accountants

H. N. MOTIWALLA
Partner

Mumbai, Dated : 29th June, 2009

C. K. THACKERSEY
Chairman & Managing Director

J. U. THACKERSEY
Jt. Managing Director

Mumbai, Dated : 29th June, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

	Current Year Rupees	Previous Year Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before taxation	7,324,232	14,204,403
Adjustments for :		
Depreciation	5,605,482	5,502,405
Prior Period Adjustments	188,723	—
Interest Expenses	3,037,445	4,721,608
(Profit)/Loss on sale of Fixed Assets	168,859	—
(Profit)/Loss on sale of Investements	(2,757,131)	(42,230)
Sundry Credit Balances W/back	—	(413,924)
Sundry Debit Balances W/off	230	75,266
Interest income	(822,603)	(2,437,085)
Dividend income	(6,477,540)	(7,377,655)
Operating Profit before Working Capital Changes	6,267,697	14,232,788
Changes in:		
Inventories	(2,999,389)	(3,237,466)
Trade and other receivables	5,352,179	(4,340,699)
Trade and other payables	(4,353,915)	4,805,496
Provisions (excluding income tax)	68,384	355,386
Cash generated from operations	4,334,956	11,815,505
Direct Taxes (net of refunds)	(3,918,958)	(5,891,935)
Net Cash from Operating activities	415,998	5,923,570
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Intercompany deposits placed	(14,000,000)	—
Intercompany deposits repaid	14,000,000	—
Purchase of fixed assets	(1,858,915)	(1,202,877)
Sale of fixed assets	103,846	730,903
Interest received	1,088,788	2,484,083
Dividend received	5,176,231	5,719,819
Investments Purchased	(145,740,000)	(473,964,582)
Investments Sold	187,450,848	356,203,265
Net Cash used in investing activities	46,220,798	(110,029,389)

THE SIRDAR CARBONIC GAS COMPANY LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

	Current year Rupees	Previous year Rupees
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Intercompany deposits received	—	40,000,000
Repayment of intercompany deposits received	(32,000,000)	(8,000,000)
Dividend paid	(3,384,890)	(2,538,667)
Interest paid	(3,086,993)	(4,736,060)
Repayment of long term borrowings (net)	(9,725,000)	(8,153,000)
Net cash used in financing activities	(48,196,883)	16,572,273
Net (decrease) / increase in cash and cash equivalents	(1,560,087)	(87,533,546)
Cash and cash equivalents at the beginning of the year	5,158,648	92,692,194
Cash and cash equivalents at the end of the year	3,598,561	5,158,648

Notes:

- (i) Cash and cash equivalents denote cash and bank balances at the year end.
- (ii) Direct taxes paid (net of refunds) is treated as arising from operating activities and is not bifurcated between investing and financing activities.
- (iii) Previous year's figures have been regrouped wherever necessary.

As per our attached Report to Balance Sheet

For H. N. MOTIWALLA & CO.
Chartered Accountants

H. N. MOTIWALLA
Partner

Mumbai, Dated : 29th June, 2009

C. K. THACKERSEY
Chairman & Managing Director

J. U. THACKERSEY
Jt. Managing Director

Mumbai, Dated : 29th June, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

	Rupees	As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
SCHEDULE ' 1 '			
SHARE CAPITAL			
AUTHORISED:			
1,00,000 Equity Shares of Rs.100 each		1,00,00,000	1,00,00,000
ISSUED AND SUBSCRIBED:			
70,584 Equity Shares of Rs.100 each fully paid-up (Net of 12,018 Equity Shares held by subsidiaries)		70,58,400	70,58,400
SCHEDULE ' 2 '			
RESERVES AND SURPLUS			
Capital Reserve		10,162	10,162
Share Premium		95,00,000	95,00,000
Capital Redemption Reserve		62,63,000	62,63,000
Reserve under Sec 45-IC of Reserve Bank of India Act As Per last Balance Sheet	47,51,126		46,77,226
Add : Transferred from Profit and Loss Account	95,600		73,900
		48,46,726	47,51,126
General Reserve As per last Balance Sheet	18,26,66,946		17,49,18,153
Add : Transferred from Profit and Loss Account	42,61,725		77,48,793
Balance in Profit and Loss Account		18,69,28,671	18,26,66,946
		1,84,72,114	1,82,11,717
TOTAL		22,60,20,673	22,14,02,951
SCHEDULE ' 3 '			
LOAN FUNDS			
SECURED LOANS:			
Term Loan from a Financial Institution: [Secured by mortgage of all immovable and movable properties both present and future (save and except stocks and book debts)]		1,66,39,000	2,63,64,000
TOTAL		1,66,39,000	2,63,64,000
SCHEDULE ' 4 '			
UNSECURED LOANS:			
Intercorporate Deposits (Repayable on demand)		—	3,20,00,000
TOTAL		—	3,20,00,000

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

SCHEDULE '5' FIXED ASSETS

(Rupees)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 31st March, 2008, after adjusting sale proceeds of assets, the cost of which was not ascertainable	Additions during the year	Deductions during the year	As at 31st March 2009, after adjusting sale proceeds of assets, the cost of which was not ascertainable	Upto 31st March, 2008	Provided during the year	Deductions during the year	Upto 31st March, 2009	As at 31st March, 2009	As at 31st March, 2008
	Leasehold Land and Buildings	51,95,130	—	—	51,95,130	8,35,537	52,822	—	8,88,359	43,06,771
Factory Buildings	2,02,09,965	—	—	2,02,09,965	80,73,642	6,82,687	—	87,56,329	1,14,53,636	1,21,36,323
Plant and Machinery	7,19,42,142	3,38,684	45,000	7,22,35,826	4,22,44,373	34,28,554	22,541	4,56,50,386	2,65,85,440	2,96,97,769
Electrical Installations	45,15,691	—	—	45,15,691	25,51,974	2,14,495	—	27,66,469	17,49,222	19,63,717
Furniture, Fittings and Equipments	25,31,804	74,539	1,81,398	24,24,945	16,16,761	2,34,513	27,524	18,23,750	6,01,195	9,15,043
Motor Vehicles	31,60,687	14,45,692	5,23,834	40,82,545	19,60,540	6,69,432	4,27,462	22,02,510	18,80,035	12,00,147
Plant and Machinery given on lease	35,72,533	—	—	35,72,533	10,45,728	3,22,979	—	13,68,707	22,03,826	25,26,805
Total	11,11,27,952	18,58,915	7,50,232	11,22,36,635	5,83,28,555	56,05,482	4,77,527	6,34,56,510	4,87,80,125	5,27,99,397
Previous year	(11,97,67,787)	(12,02,877)	(96,42,712)	(11,11,27,952)	(6,19,37,959)	(55,02,405)	(91,11,809)	(5,83,28,555)		

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

	Rupees	As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
SCHEDULE ' 6 '			
INVESTMENTS			
Long term:			
A. Non Trade			
Quoted:			
(a) 47,70,744 equity shares of Rs.10/- each fully paid up in The Hindoostan Spinning & Weaving Mills Ltd.	5,22,23,066		5,22,23,066
(b) 12,300 equity shares of Rs.10/- fully paid up in Bank of India	5,53,500		5,53,500
(c) 60 equity shares of Rs.2/- each fully paid up in Siemens Ltd.	1,200		1,200
Government Securities :			
3% Conversion loan of the face value of Rs.1000 each (Deposited with Central Excise)	685		685
		5,27,78,451	5,27,78,451
Unquoted :			
Other companies ; (fully paid-up)			
(a) Equity Shares of Rs.10 each			
3,50,000 Shares of Lexicon Finance Ltd.	35,00,000		35,00,000
	35,00,000		35,00,000
(b) Preference Shares of Rs.10 each			
(a) 13334 Shares of Bhisma Realty Limited	1,33,340		1,33,340
(b) 13333 Shares of Capricon Realty Limited	1,33,330		1,33,330
	2,66,670		2,66,670
		37,66,670	37,66,670
		5,65,45,121	5,65,45,121
B. Immovable Property :			
1/8th Share in Bruce Street Property at cost	94,730		94,730
Less : Depreciation	64,514		64,514
		30,216	30,216
Balance C/f		5,65,75,337	5,65,75,337

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

	Rupees	As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
Balance C/f		5,65,75,337	5,65,75,337
SCHEDULE ' 6 ' (Cont'd)			
In Units (Unquoted) :			
— (P.Y. : 10,00,000.000) BIRLA SUN LIFE FIXED TERM PLAN	—		1,00,00,000
97,560.976 (P.Y. : 97,560.975) BIRLA SUN LIFE INT. EQUITY FUND	10,00,000		10,00,000
159,543.649 (P.Y. : NIL) BIRLA SUN LIFE SAVINGS FUND INSTL.	15,96,521		—
1,018,554.890 (P.Y. : NIL) BIRLA SUN LIFE SHORT TERM FUND	1,03,51,253		—
233,396.184 (P.Y. : 2,33,396.184) DSP BLACKROCK BALANCED FUND	60,00,000		60,00,000
— (P.Y. : 1,174.117) DSP MERRILL LYNCH LIQUID PLUS FUND	—		11,76,278
84,889.643 (P.Y. : 84,889.643) DSP BLACKROCK TOP 100 EQUITY FUND	25,00,000		25,00,000
354,813.758 (P.Y. : 3,54,813.758) DSP BLACKROCK WORLD GOLD FUND	50,00,000		50,00,000
1,200,000.000 (P.Y. : NIL) DSP BLACKROCK FMP-12M SERIES 2	1,20,00,000		—
— (P.Y. : 7,63,691.766) DWS CREDIT OPPORTUNITIES CASH FUN	—		76,67,385
— (P.Y. : 7,73,796.167) DWS PREMIER BOND FUND REGULAR PLAN	—		1,00,00,000
48,899.756 (P.Y. : 48,899.756) FRANKLIN ASIAN EQUITY FUND	5,00,000		5,00,000
153,518.148 (P.Y. : 1,53,518.148) FRANKLIN TEMPLETON INDIA - BALANCE FUND	45,00,000		45,00,000
98,118.280 (P.Y. : 98,118.280) FRANKLIN TEMPLETON INDIA - INDEX FUND NIFTY PLAN	45,00,000		45,00,000
800,000.000 (P.Y. : NIL) FRANKLIN TEMPLETON INDIA FIXED - HORIZON FUND	80,00,000		—
197,201.374 (P.Y. : 1,97,201.374) HDFC PRUDENCE FUND	75,00,000		75,00,000
— (P.Y. : 10,00,000.000) HDFC FMP 367D JUNE 2007(5) WHOLESALE PLAN	—		1,00,00,000
— (P.Y. : 2,50,000.000) HDFC FMP 367D JUNE 2007(5) - RETAILS PLAN	—		25,00,000

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

		As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
SCHEDULE '6' (Cont'd)			
— (P.Y.: 2,50,000.000) HDFC FMP 367D JUNE 2007(5) - RETAILS PLAN	—		25,00,000
— (P.Y.: 1,00,000.000) HDFC FMP 367D JUNE 2007(5) - RETAILS PLAN	—		10,00,000
1,097,355.374 (P.Y.: NIL) HDFC CASH MANAGEMENT FUND	1,10,00,000		—
— (P.Y.: 6,09,061.439) ICICI PRUDENTIAL FLEXIBLE INCOME PLAN	—		64,23,465
— (P.Y.: 7,04,269.777) ICICI PRUDENTIAL SHORT TERM PLAN	—		76,56,103
— (P.Y.: 30,00,000.000) LICMF FIXED MATURITY PLAN	—		3,00,00,000
— (P.Y.: 10,00,000.000) LICMF FIXED MATURITY PLAN	—		1,00,00,000
— (P.Y.: 99,535.799) LICMF LIQUID PLUS FUND - MONTHLY DIVIDEND	—		10,00,504
— (P.Y.: 5,32,315.619) LICMF LIQUID PLUS FUND - WEEKLY DIVIDEND PLAN	—		53,30,690
50,000.000 (P.Y.: 50,000.000) LICMF TOP HUNDERED FUND	5,00,000		5,00,000
3,583,952.522 (P.Y.: NIL) LICMF SAVING PLUS FUND	3,59,89,921		—
500,000.000 (P.Y.: 5,00,000.000) RELIANCE FIXED HORIZON FUND	50,00,000		50,00,000
— (P.Y.: 5,00,000.000) RELIANCE FIXED HORIZON FUND	—		50,00,000
292.810 (P.Y.: 292.810) RELIANCE LIQUID PLUS FUND	2,94,265		2,94,265
162,289.607 (P.Y.: 1,50,638.246) RELIANCE QUARTERLY INTERVAL FUND	16,23,083		15,06,506
50,000.000 (P.Y.: 50,000.000) SUNDARAM BNP PARIBAS ENERGY OPPORTUNITIES FUND	5,00,000		5,00,000
800,000.000 (P.Y.: NIL) SUNDARAM FIXED TERM PLAN	80,00,000		—
— (P.Y.: 48,816.684) STANDARD CHARTERED ARBITRAGE FUND	—		5,00,000
27,657.621 (P.Y.: 27,657.621) STANDARD CHARTERED PREMIER EQUITY FUND	5,00,000		5,00,000

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

	Rupees	As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
SCHEDULE '6' (Cont'd)			
100,000.000 (P.Y.: 1,00,000.000) TATA INDO-GLOBAL INFRASTRUCTURE FUND	10,00,000		10,00,000
50,000.000 (P.Y.: 50,000.000) UTI - INFRASTRUCTURE ADVANTAGE FUND	5,00,000		5,00,000
		12,83,55,043	15,20,55,196
In Units (Quoted):			
— (P.Y.: 1,20,481.000) US64 TAX FR BONLS -75		—	1,20,83,473
In Equity Shares :			
— (P.Y.: 400) HDFC LTD	—		9,70,980
550 (P.Y.: 275) LARSEN & TOUBRO LTD	9,74,203		9,74,203
— (P.Y.: 400) RELIANCE INDUSTRIES LTD.	—		9,10,861
In Debentures:		9,74,203	28,56,044
— (P.Y.: 100) DSP MERRILL LYNCH CAPITAL LTD		1,00,00,000	1,00,00,000
TOTAL		19,59,04,583	23,35,70,050

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

	Rupees	As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
SCHEDULE ' 7 '			
INTEREST ACCRUED ON INVESTMENTS			
Interest Receivable from UTI Bonds		—	2,71,082
TOTAL		—	2,71,082
SCHEDULE ' 8 '			
INVENTORIES			
(Taken, valued and certified by the Management of the Company)			
(At lower of Cost or Net Realisable Value)			
1) Packing Materials & Stores		4,62,988	5,21,889
2) Tools and Implements		24,664	75,766
3) Stock in trade :			
(a) Raw Materials		1,24,35,019	80,99,518
(b) Work-in-Process		11,39,994	5,28,871
(c) Finished Goods		5,84,304	24,21,536
TOTAL		1,46,46,969	1,16,47,580
SCHEDULE ' 9 '			
SUNDRY DEBTORS			
1) Debts outstanding for a period exceeding six months:			
Considered Good	46,41,572		37,63,684
Considered Doubtful	18,45,437		18,45,437
	64,87,009		56,09,121
2) Other Debts			
Considered Good	6,96,231		59,11,580
	71,83,240		1,15,20,701
Less: Provision for Doubtful Debts	18,45,437		18,45,437
		53,37,803	96,75,264
TOTAL		53,37,803	96,75,264
SCHEDULE ' 10 '			
CASH AND BANK BALANCES			
1) Cash on hand		3,26,889	1,23,188
2) Cheques on hand		4,91,431	45,000
3) Bank Balances with Scheduled Banks			
(i) Current Accounts	27,10,241		49,90,460
(ii) Short Term Deposit Accounts	70,000		—
		27,80,241	49,90,460
TOTAL		35,98,561	51,58,648
SCHEDULE ' 11 '			
OTHER CURRENT ASSETS			
Interest accrued on Deposits		37,898	19,942
TOTAL		37,898	19,942

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

		As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
SCHEDULE ' 12 '			
LOANS AND ADVANCES			
Unsecured and Considered Good			
1) Advances recoverable in cash or in kind or for the value to be received		64,35,313	77,73,169
2) Taxation Payments Less Provisions there against		95,38,271	72,39,413
3) Balance with Central Excise Collectorate		8,22,802	4,99,894
TOTAL		1,67,96,386	1,55,12,476
SCHEDULE ' 13 '			
CURRENT LIABILITIES			
1) <i>Sundry Creditors</i> (other than small scale industrial undertakings)		90,80,273	1,51,67,215
2) Deposits for Business Centre Services		94,96,425	94,96,425
3) Unclaimed Dividend (*)		73,440	98,460
4) Advances from Customers		46,08,388	28,50,441
5) Interest accrued but not due on loans		94,968	1,44,516
TOTAL		2,33,53,494	2,77,57,057
SCHEDULE ' 14 '			
PROVISIONS			
1) Proposed Dividend		21,17,520	28,23,360
2) Tax on Proposed Dividend		4,21,150	5,61,530
3) Provision for Gratuity and Leave Encashment		23,12,265	22,43,881
TOTAL		48,50,935	56,28,771

(*) [Amount payable to Investor Education and Protection Fund - Rs. Nil]

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

	Rupees	Current Year Rupees	Previous Year Rupees
SCHEDULE ' 15 '			
SALES (NET)			
Manufactured Bowls			
— Exports	42,46,517		34,29,769
— Local	1,20,28,772		2,24,22,706
Refilling Charges of Bowls		1,62,75,289	2,58,52,475
Sale of Traded Goods		1,15,53,053	1,75,48,161
		—	7,83,635
TOTAL		2,78,28,342	4,41,84,271
SCHEDULE ' 16 '			
INCOME FROM INVESTMENT FINANCE ACTIVITY			
Dividend Received		64,77,360	73,77,511
Profit on Sale of Investments		27,57,131	42,230
TOTAL		92,34,491	74,19,741
SCHEDULE ' 17 '			
OTHER INCOME			
Interest on fixed and call deposits etc. [Including tax deducted at source Rs.1,45,301 (Previous Year : Rs.3,95,153)]		8,22,603	24,37,085
Dividend Received		180	144
Insurance Claim Received		75,621	62,420
Sundry Credit Balances Written Back		—	4,13,924
Miscellaneous Income		31,29,500	21,02,036
TOTAL		40,27,904	50,15,609
SCHEDULE ' 18 '			
(DECREASE) / INCREASE IN STOCKS			
Closing Stock:			
Work-in-Process	11,39,994		5,28,871
Finished Goods	5,84,303		24,21,536
		17,24,297	29,50,407
Less : Opening Stock:			
Work-in-Process	5,28,871		12,86,457
Finished Goods	24,21,536		24,62,913
		29,50,407	37,49,370
		(12,26,110)	(7,98,963)

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

	Rupees	Current Year Rupees	Previous Year Rupees
SCHEDULE ' 19 '			
MANUFACTURING AND OTHER EXPENSES			
Raw Materials Consumed :			
Opening Stock	80,99,518		40,65,919
Add : Purchases (Net)	1,64,78,377		1,99,22,701
	2,45,77,895		2,39,88,620
Less : Closing Stock	1,24,35,019		80,99,518
		1,21,42,876	1,58,89,102
Purchase of Traded Goods		—	7,49,460
Stores and Spares Consumed		2,25,329	6,43,282
Tools		1,33,317	2,22,128
Power and Fuel		4,36,549	6,63,056
Insurance		1,96,626	2,41,294
Repairs and Maintenance :			
Machinery		6,31,579	2,97,003
Others		3,17,102	10,13,523
Buildings		—	78,895
Packing, Forwarding and Railway Freight		10,46,431	10,20,596
Supervision and other service charges		2,50,549	2,32,857
TOTAL		1,53,80,358	2,10,51,196
SCHEDULE ' 20. '			
STAFF COSTS			
Salaries, Wages and Bonus		48,43,965	55,95,876
Contribution to Provident and Other Funds		8,16,473	7,79,574
Gratuity		2,78,863	2,88,748
Compensation, etc. to workmen		1,39,288	3,37,214
Staff Welfare Expenses		1,88,327	2,92,415
TOTAL		62,66,916	72,93,827

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

	Rupees	Current Year Rupees	Previous Year Rupees
SCHEDULE ' 21 '			
ADMINISTRATIVE AND SELLING EXPENSES			
Security Service Charges		1,96,071	1,99,270
Rent:			
Factories and Godowns	36,000		36,000
Office	3,504		5,946
		39,504	41,946
Rates and Taxes		1,60,440	1,26,514
Motor Vehicle Expenses		13,03,631	11,87,211
Travelling Expenses		11,93,144	15,40,725
General Expenses		6,48,128	6,33,692
Telephone Expenses		4,00,139	5,72,002
Commission and Brokerage		2,00,934	3,41,677
Legal and Professional Charges		18,97,505	22,27,163
Remuneration & Perquisites to Directors		31,47,680	28,75,398
Auditors' Remuneration:			
Audit Fees	90,000		90,000
Tax Audit Fees	20,000		20,000
For other services	90,000		90,000
Out of Pocket Expenses	5,640		5,260
		2,05,640	2,05,260
Directors' Fees		1,45,000	1,05,000
Donation		5,00,000	5,00,000
Royalty		1,78,040	3,85,195
Exchange Rate Difference		—	1,02,198
Advertisement Expenses		1,22,358	58,954
Mumbai Port Trust Dues		—	32,34,865
Expenses for Bruce Street Property		5,50,232	—
Loss on Sale of Fixd Assets		1,68,859	—
Exhibition / Seminar Expenses		14,15,512	67,575
Miscellaneous Expenses		18,10,785	19,44,856
TOTAL		1,42,83,602	1,63,49,501
SCHEDULE ' 22 '			
INTEREST			
On Term Loan		28,25,452	38,65,422
Others		2,11,993	8,56,186
TOTAL		30,37,445	47,21,608

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "23"

NOTES ON ACCOUNTS

1. Basis of Consolidation and Significant Accounting Policies

(a) Basis of Consolidation:

- i) The consolidated financial statements relate to The Sirdar Carbonic Gas Company Limited (hereafter referred to as 'the Holding Company') and its subsidiary companies, as stated below (hereafter collectively referred to as 'the Group') :

		Country of Incorporation	% of Ownership Interest and Voting Power
(a) Assured Investments Limited	}*	India	100%
(b) Earnest Holdings Limited			
(c) Prudential Holdings Limited			
(d) Aristocrat Investments Limited			
(e) Western Holdings Limited			
(f) Sukta Investment Limited			

* Investment / Finance companies.

The consolidated financial statements have been prepared on the following basis.

- a) The financial statements of the Holding Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating the intra-group balances and intra-group transactions and unrealised profits or losses.
 - b) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Holding Company's separate financial statements.
 - c) The excess of the cost of investment, over its face value, in the shares of the Company held by its subsidiaries has been adjusted in the General Reserve..
- ii) The Group holds 32.27% of equity shares in a company viz., The Hindoostan Spinning & Weaving Mills Limited (HSWM). Further, HSWM has four Directors and out of them two are executive directors [including one who is a Key Management Personnel (KMP)] and two are non-executive Directors in the Holding Company, which in the opinion of the Board of Directors of the Holding Company has resulted in HSWM having significant influence over the Holding Company and not vice versa. Although the Group owns more than 20% of the voting power of HSWM, as the Group is not having significant influence over HSWM, in the opinion of the Board of Directors of the Holding Company it is not an 'Associate' under AS 23 - 'Accounting for Investment in Associates in Consolidated Financial Statements' as per the Companies (Accounting Standards) Rules 2006. Accordingly, the investment of the Group therein has been accounted in accordance with the AS 13 - 'Accounting for Investments' as per the Companies (Accounting Standards) Rules, 2006.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "23" (Cont'd.)

(b) **Basis of accounting:**

The Group follows the mercantile system of accounting and recognises income and expenditure on accrual basis. Financial statements are based on historical cost.

(c) **Fixed assets and depreciation:**

- i) All fixed assets are stated at cost of acquisition less accumulated depreciation
- ii) Depreciation for the year is provided on the written down value and straight line method at the rates prescribed in Schedule XIV to the Companies Act, 1956 as under:
 - a) Fixed assets of erstwhile Eck Haubold and Laxmi Limited acquired after April 1985 on the straight line method.
 - b) All other assets on the written down value method.

(d) **Investments:**

Long term investments are stated at cost as there is no diminution in the investments. Further short term investments are stated at cost or market value whichever is lower.

(e) **Inventories:**

- i) Stock of raw materials, packing materials and semi finished goods are valued at lower of cost or net realisable value and for this purpose cost is determined on following basis:
 - a) Raw materials and semi finished goods
 - First-in-first-out method except Cotton, Brown Papers & Steel (Kgs)
 - Cotton Hard Waste, Brown Papers & Steel (Kgs) - Weighed average basis.
 - b) Packing Materials – First-in-first-out methodHowever, the aforesaid items are not valued below cost if the finished goods in which they are to be incorporated are expected to be sold at or above cost.
- ii) Raw materials, stores, packing materials, tools etc., are accounted on net basis.
- iii) Finished goods are valued at lower of cost or net realisable value and for this purpose the cost is determined on job costing basis.

(f) **Lease rent:**

Annual contractual lease rent received/accrued is credited to the profit and loss account.

(g) **Employee Benefits:**

(i) **Short Term Employee Benefits :**

All employee benefits payable wholly within twelve months of rendering the services are classified as short term employee benefits and they are recognised in the period in which the employee render service. The Company recognises the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expenses) after deducting any amount already paid.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "23" (Cont'd.)

(ii) Post Employment Benefits:

Defined Benefits Plan

Defined Benefit Gratuity Plan.

- * The Company operates defined benefits Gratuity Plans for employees, which is unfunded.

The cost of providing defined benefits is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each balance sheet date. Past service cost is recognised immediately to the extent that the benefits are already vested, else is amortised on a straight-line over the average period until the amended benefits become vested.

The defined benefit obligation recognised in the balance sheet represent the present value of the defined obligation as adjusted for unrecognized actuarial gains and losses and unrecognized past service cost.

	Gratuity (unfunded)
Reconciliation of opening and closing balances of Defined Benefit obligation:	
Defined Benefit obligation at beginning of the year	13,99,076
Current Service Cost	5,32,270
Interest Cost	1,54,020
Actuarial (gain)/loss	(4,07,725)
Benefit Paid	(12,204)
Defined Benefit obligation at year end.	16,65,735
 Expenses Recognised during the year (under the head)	
Current service cost	5,32,270
Interest Cost	1,54,020
Expected Return on Plan assets	—
Actuarial (gain)/loss	(4,07,725)
Net Cost	2,78,863
 Actuarial assumptions:	
Mortality Table (L.I.C)	1994-96 (ultimate)
Discount Rate (per annum)	8%
Rate of escalation in salary (per annum)	5%

The estimates of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "23" (Cont'd.)

Other Long Term Employee Benefits:

Entitlements to annual leaves are recognised when they accrue to employees. Annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leaves. The Company determines the liability for such accumulated leaves using the Projected Accrued Benefit Method with actuarial valuations being carried out at each balance sheet date.

(h) Foreign currency transactions:

Transactions in foreign currency are recorded at prevailing rates. Monetary items in the nature of current assets and liabilities denominated in foreign currencies, to the extent not covered by foreign exchange contracts, are transacted at the exchange rates prevailing on the Balance Sheet date. Gains/ losses arising out of fluctuations in exchange rates are accounted for in the profit and loss account except where they relate to the acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

(i) Taxes on income:

Income-tax expenses comprises of current tax and deferred tax . The deferred tax charge or credit is recognised using current tax rates.

2. Contingent liabilities:

	As on 31 st March, 2009 (Rupees)	As on 31 st March, 2008 (Rupees)
(a) Sales tax demands under Works Contract Act for which the Holding Company has gone in appeal	1,10,99,508	1,10,99,508
(b) Claims against the Holding Company not acknowledged as debts	21,31,652	21,31,652
(c) Others - Labour matters	Not ascertainable	Not ascertainable

3. Estimated amount of contracts remaining to be executed on capital account and not provided for amounts to Rs. Nil (Previous Year: Rs. Nil).
4. Sundry Debtors Schedule '9' includes Rs.38,45,677/- and 'Loans & Advances' in Schedule '12' includes Rs.4,45,939/- being the amount due from The Hindoostan Spg. & Wvg. Mills Ltd. (HSWM) have been considered as good and fully recoverable.
5. The Company has not received any intimation from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence the disclosures relating to amount as unpaid at the end of the year together with interest paid/payable as required under the said Act have not been furnished and provision for interest, if any, on delayed payments, is not ascertainable at this stage.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "23" (Cont'd.)

6. Segment Information:

(a) Information about Primary Business Segments

(Rupees)

	Manufacturing and Refilling	Leasing	Investing	Others	Total
Revenues					
External	2,78,28,342 (4,55,02,672)	1,20,33,408 (1,33,02,282)	92,34,491 (74,19,741)	— (7,83,635)	4,90,96,241 (6,70,08,330)
Inter Segment	— (—)	— (—)	— (—)	— (—)	— (—)
Total Revenue	2,78,28,342 (4,55,02,672)	1,20,33,408 (1,33,02,282)	92,34,491 (74,19,741)	— (7,83,635)	4,90,96,241 (6,70,08,330)
Result					
Segment Result	-13,61,416 (91,37,168)	1,15,26,358 (1,24,95,019)	92,34,491 (74,19,741)	— (34,175)	1,93,99,434 (2,90,86,103)
Unallocated Corporate Expenses/Income (Net)					-98,60,539 (-1,25,97,322)
Operating Profit					95,38,894 (1,64,88,782)
Interest Expenses					-30,37,445 (47,21,608)
Interest/ Dividend Income					8,22,783 (24,37,229)
Profit Before Tax					73,24,232 (1,42,04,403)
Income Taxes (incl. Deferred Tax)					3,56,563 (26,22,068)
Add : Short / Excess Provision of Earlier Year					1,88,723 (—)
Net Profit					71,56,392 (1,15,82,335)
Other Information:					
Segment Assets	6,74,51,920 (7,29,45,596)	73,03,133 (67,31,938)	19,56,07,012 (23,35,43,561)	— (15,07,413)	27,03,62,065 (31,47,28,508)
Unallocated Corporate Assets					1,47,40,260 (1,39,25,889)
Total Assets					28,51,02,325 (32,86,54,397)

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "23" (Cont'd.)					(Rupees)
	Manufacturing and Refilling	Leasing	Investing	Others	Total
Segment Liabilities	1,21,37,307 (1,39,94,230)	95,88,425 (96,48,425)	— (—)	— (14,74,328)	2,17,25,732 (2,51,16,983)
Unallocated Corporate Liabilities					3,02,97,520 (7,50,76,062)
Total Liabilities					5,20,23,252 (10,01,93,045)
Capital Expenditure-Additions	15,30,872 (2,99,561)	— (—)	— (—)	— (—)	15,30,872 (2,99,561)
Non-cash Expenditure other- than Depreciation	— (—)	— (—)	— (—)	— (—)	— (—)
Depreciation	50,27,556 (47,70,945)	3,22,979 (5,41,588)	— (—)	— (—)	53,50,535 (53,12,533)
Unallocated Depreciation					2,54,948 (1,89,872)
Total Depreciation					56,05,482 (55,02,405)

- a) Information about Secondary Business Segments
The geographical segmentation is insignificant, as exports are less than 10% of the Group's turnover.
- b) Notes:
- i) The Group has considered business segments as the primary segments for disclosure:
 - a) Manufacturing and refilling – of Elastic Calendar Bowls and other related activities.
 - b) Leasing – Represents leasing of Plant and Machinery / motor vehicles and Business Centre Services.
 - c) Investing – Investing in shares, debentures and other securities and financing industrial enterprises by way of loans or advances.
 - d) Others – Represents trading of cloths.
 - ii) Segments have been identified and reported taking into account, the nature of products and services, the differing risks and returns, the organisation structure and the internal financial reporting systems.
 - iii) Segment revenue, assets and liabilities include respective amounts identifiable to each segment and amounts allocated on a reasonable basis.
 - iv) Figures in brackets are in respect of the previous year.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "23" (Cont'd.)

7) Related Party Disclosures:

A. Parties with whom transactions have taken place:

- (a) Associates:
 - i) The Hindoostan Spinning & Weaving Mills Limited
 - ii) Delta Investments Limited
- (b) Key Management Personnel (KMP):
 - i) Shri Chandrahas K. Thackersey - Chairman & Managing Director
- (c) Relative of Key Management Personnel:
 - i) Shri Sudhir K. Thackersey (brother)
 - ii) Smt. Nina S. Thackersey (brother's wife)

B. The following transaction were carried out with Associates:

Particulars	(Rupees)	
	Current Year Associates*	Previous Year Associates*
Purchase of Raw Materials	—	2,12,925
Reimbursement Charged by Company	1,70,829	1,37,222
Reimbursement of expenses	43,084	91,439
Lease Income	4,04,244	19,10,340
Interest Income on ICDs	6,18,931	—
Interest Payable on ICDs	2,11,993	8,32,029
• ICDs placed	1,40,00,000	—
Repayment of ICDs placed	1,40,00,000	—
ICDs received	—	4,00,00,000
Repayment of ICDs	3,20,00,000	80,00,000
Receivables included in Current Assets/Loans and Advances	42,91,616	30,99,958
Payables included in Current Liabilities/Unsecured Loans	10,490	3,20,10,645

C. Transactions with Key Management Personnel and their Relatives

Particulars	Current Year		Previous Year	
	KMP	Relatives of KMP	KMP	Relatives of KMP
Directors Sitting Fees	—	20,000	2,000	7,000
Remuneration	16,91,550	1,02,000	15,13,365	1,02,000

Notes :

1. The above excludes payment of dividend.
2. * Refer Note No. 10 regarding non-recognition of income from a related party.

THE SIRDAR CARBONIC GAS COMPANY LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "23" (Cont'd.)

8) Disclosure in respect of operating leases for assets leased after 1st April, 2001 :

		Current year (Rupees)	Previous year (Rupees)
Plant and Machinery given on Lease:			
1	(a) Gross carrying amount	29,90,833	29,90,833
	(b) Accumulated Depreciation	11,05,062	8,00,368
	(c) Depreciation recognised in the Statement of Profit and Loss for the period	3,04,694	5,20,349
2	Future minimum lease payments under the non-cancelable leases:		
	(a) Not later than one year	3,59,328	3,59,328
	(b) Later than one year and not later than five years	14,37,312	14,37,312
	(c) Later than five years	6,88,712	10,48,040

9) Earning per share

Profit after taxation as per Profit and Loss Account	A	69,67,669	1,15,82,335
No. of Equity shares outstanding	B	70,584	70,584
Earning per Share	(A / B)	98.71	164.09

10) Major components of deferred tax assets and liabilities arising on account of timing differences are:

	As on 31 st March, 2009 Rupees	As on 31 st March, 2008 Rupees
(a) Deferred Tax Liability - Depreciation	93,40,235	1,14,71,801
(b) Less: Deferred Tax Assets	21,60,412	30,28,541
Net Deferred Tax Liability	71,79,823	84,43,260

11) Previous year's figures have been regrouped wherever necessary.

Signature to Schedule no. '1' to '22'

As per our attached Report of even date
For **H. N. MOTIWALLA & CO.**
Chartered Accountants

H. N. MOTIWALLA
Partner

Mumbai, Dated : 29th June, 2009

C. K. THACKERSEY
Chairman & Managing Director

J. U. THACKERSEY
Jt. Managing Director

Mumbai, Dated : 29th June, 2009

ASSURED INVESTMENTS LIMITED

DIRECTORS' REPORT

Directors' Report to the Shareholders for the year ended 31st March, 2009.

Dear Sir/Madam,

Your Directors have pleasure in submitting to you their Twenty Fifth Annual Report of the affairs of the Company alongwith the audited Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date.

FINANCIAL RESULTS	Current Year Rupees	Previous Year Rupees
Net Profit/(Loss) for the year amounts to	6,747	(13,040)
After adding thereto the balance brought forward from last year	62,94,630	63,07,670
The net amount available for disposal	63,01,377	62,94,630
Transfer to Reserve u/s 45-IC of R.B.I. Act, 1934	1,400	—
Leaving the balance carried forward to the next year	62,99,977	62,94,630

The significant accounting policies and notes on Accounts referred to by the Auditors are self-explanatory.

DIVIDEND:

In order to conserve the resources for future, your Directors do not recommend any dividend for the year under review.

DIRECTORATE:

Shri Chandrahas K. Thackersey retires by rotation but being eligible offers himself for re-appointment.

AMALGAMATION WITH THE HOLDING COMPANY :

Your Directors have approved the draft Scheme of Amalgamation of the Company with the holding Company subject to the approval of Hon'ble High Court of Judicature at Bombay and/or National Company Law Tribunal.

PARTICULARS AS REQUIRED UNDER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956.

As the company does not carry on any manufacturing / trading activity, particulars required to be furnished under Section 217 (1) (E) are not applicable to the Company.

FIXED DEPOSITS :

The Company has not accepted any public deposit during the year. Hence no information is required to be appended to this report in terms of Non-Banking Financial Companies Acceptances of Public Deposits (Reserve Bank) Directions, 1998.

ASSURED INVESTMENTS LIMITED

PARTICULARS OF EMPLOYEES :

There were no employees covered under section 217 (2A) of the Companies Act, 1956 during the year under review.

COMPLIANCE CERTIFICATE :

Compliance Certificate obtained from the Company Secretary in whole time practice as required by proviso to Sub-section (1) of Section 383 A of the Companies Act, 1956 is annexed hereto.

DIRECTORS' RESPONSIBILITY :

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that :

- (a) in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to the material departures :
- (b) 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 at the end of the financial year and the Profit of the Company for the period.
- (c) we had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (d) we have prepared the annual accounts on a going concern basis.

AUDITORS :

You are requested to appoint Auditors for the current year and to fix their remuneration.

By Order of the Board of Directors

C. K. THACKERSY

Chairman

Mumbai, Dated : 24th June, 2009

ASSURED INVESTMENTS LIMITED

AUDITOR'S REPORT TO THE SHAREHOLDERS

We have audited the attached Balance Sheet of **ASSURED INVESTMENTS LIMITED**, as at 31st March, 2009 and also the Profit & Loss Account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred to above, we report that :
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) in our opinion, proper books of account as required by law, have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet & Profit & Loss Account dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in sub - section (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the Directors, as on 31st March, 2009 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2009 from being appointed as a Director in terms of clause (g) of sub - section (1) of Section 274 of the Companies Act, 1956;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with the notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009,
 - and
 - (ii) in the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date.

For **GUNDERIA & COMPANY**
Chartered Accountants.

P. P. SAGAR
Partner
Membership No. 35587

Place : Mumbai,
Dated : 24th June, 2009

ASSURED INVESTMENTS LIMITED

ANNEXURE TO THE AUDITOR'S REPORT

ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2009 OF ASSURED INVESTMENTS LIMITED.

On the basis of such checks as considered appropriate and in terms of the information and explanations given to us our statement on the matters specified in Paragraphs 4 and 5 of the said Order is given below:

- (i) The Company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties in the register maintained under Section 301 of the Act. Hence clause (iii) of the Order is not applicable.
- (ii) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that there are no transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956.
- (iii) The Company has not accepted any deposits during the year from the public within the meaning of the provisions of Section 58A and 58AA of the Companies Act, 1956 and the rules framed thereunder. Hence clause (vi) of the Order is not applicable.
- (iv) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (v) In respect of Statutory and other dues :
 - (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Investor Education and Protection Fund, Income tax, Sales tax, Wealth tax, Custom duty, Excise duty, cess and any other statutory dues with the appropriate authorities, as applicable, during the year.
 - (b) No undisputed arrears of statutory dues were outstanding as at 31st March, 2009 for a period of more than six months from the date they became payable.
 - (c) There are no statutory dues, which have not been deposited on account of any dispute.
- (vi) The Company does not have accumulated losses at the end of the year and it has incurred a cash loss during the current financial year while it had not incurred a cash loss in the immediately preceding financial year.
- (vii) There is no dues payable by the Company to financial institution or banks. Hence clause (xi) of the Order is not applicable.
- (viii) The Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- (ix) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Hence clause (xiv) of the Order is not applicable.

ASSURED INVESTMENTS LIMITED

- (x) The Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company has not taken any term loan during the year.
- (xii) According to the information and explanations given to us and other records examined by us on an overall basis, funds raised on short term basis have, *prima facie*, not been used during the year for long term investment and vice versa.
- (xiii) To the best of our knowledge and belief no fraud on or by the Company was noticed or reported during the course of our audit.
- (xiv) The nature of the Company's business / activities during the year have been such that clauses (i), (ii), (iv), (vb), (viii), (xiii), (xviii), (xix) and (xx) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

For **GUNDERIA & COMPANY**
Chartered Accountants

P. P. SAGAR
Partner
Membership No. 35587

Place : Mumbai,
Dated : 24th June, 2009

ASSURED INVESTMENTS LIMITED

COMPLIANCE CERTIFICATE UNDER PROVISIO TO SUB-SECTION (1) OF SECTION 383 A OF THE COMPANIES ACT, 1956

To
THE MEMBER
ASSURED INVESTMENTS LIMITED,
MUMBAI.

We have examined the registers, records, books and papers of ASSURED INVESTMENTS LIMITED as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2009. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. the Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. the Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of the Companies, Regional Directors, Central Government, Company Law Board or Other Authorities, as the case may be, within the time/with additional filing fees as prescribed under the Act and the rules made thereunder.
3. the Company was incorporated as a Private Limited Company. However, being a wholly Owned Subsidiary of a Public Limited Company, it became a deemed Public Limited Company u/s 43A of the Act. As per provisions of Section 3(1)(iv)(c) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000, the Company is a Public Company. It has the minimum prescribed Paid-up Capital and its maximum number of members during the said Financial year was 3 and the Company during the year under scrutiny:
 - (i) has not invited public to subscribe for its shares or debentures; and
 - (ii) has not invited or accepted any deposits from any persons other than its members, directors or their relatives.
4. the Board of Directors duly met 5 (Five) times on 23-04-2008, 25-06-2008, 05-09-2008, 09-12-2008 & 17-03-2009 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed. No circular resolutions were passed during the year under reference.
5. the Company did not close its Register of Members during the year under reference.
6. the Annual General meeting of the Company for the year ended 31 -03-2008 was held on 5th September 2008 after giving due notice to the members of the Company and resolutions passed there at were recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary Meeting was held during the said financial year.

ASSURED INVESTMENTS LIMITED

8. the Company has not advanced any loan to its directors and/or persons or firms or companies referred in Section 295 of the Act during the said Financial year.
 9. as informed to us, there were no instances necessitating the compliance with the provisions of Section 297 of the Act in respect of contracts specified in that Section.
 10. as informed to us there were no contracts/ arrangements entered into by the Company during the year under reference, requiring entries in the Register of Contracts maintained under Section 301 of the Act.
 11. as there were no instances falling within the purview of Section 314 of the Act, the Company was not required to obtain any approvals from the Board of Directors, members or Central Government.
 12. no duplicate share certificates were issued by the Company during the said financial year.
 13. the Company has :
 - (i) neither allotted nor received any Securities for transfer/transmission or any other purpose during the said financial year.
 - (ii),(iii)
 - & (iv) the Company has not declared any dividend including interim dividend during the year and there is no unpaid dividend in respect of earlier years. Therefore, the particulars required under sub-paras (ii), (iii) & (iv) are not applicable.
 - (v) duly complied with the requirements of Section 217 of the Act.
 14. the Board of Directors of the Company is duly constituted. There was no appointment of directors, additional directors, alternate directors and directors to fill casual vacancies during the financial year under reference.
 15. the provisions of Section 269 of the Act relating to appointment of Managing Director/ Whole-time Director/ Manager are not applicable to the Company as its paid-up Share Capital is less than the limit prescribed for applicability of the said Section.
 16. no sole-selling agents were appointed by the Company during the said financial year.
 17. there were no matters requiring any approval by the Company from the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act during the said financial year.
 18. the directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
 19. the Company has not issued any shares/debentures/ other securities during the said financial year.
 20. the Company has not bought back any shares during the financial year under review.
 21. the Company does not have any preference Share Capital nor it has issued any debentures and therefore, the question of redemption of the same does not arise.
 22. since the registration of transfer of shares is not pending in any case, the question of keeping in abeyance the rights to dividend, rights shares and bonus shares does not arise.
-

ASSURED INVESTMENTS LIMITED

-
23. the Company has not invited nor accepted any deposits within the purview of Sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975.
 24. the amount borrowed by the Company during the financial year under review is within the limits specified under Section 293 (1)(d) of the Act.
 25. the Company has neither made loans to other bodies corporate nor made further investments nor given guarantees or provided securities to other bodies corporate during the financial year ended 31st March, 2009.

Moreover, the principal business of the Company as per Object Clause of its Memorandum of Association is the acquisition of shares, stock, debenture and other securities. Hence, the provisions of Section 372A of the Companies Act, 1956 relating to inter-corporate loans and investments are not applicable to the Company.

26. the Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. the Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
28. the Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
29. the Company has not altered the provisions of the memorandum with respect to share capital of the Company during the year under scrutiny.
30. the Company has not altered its Articles of Association during the year under scrutiny.
31. as per the information and according to the explanations furnished to us by the Company, there were no prosecutions initiated against or show cause notices received by the Company for alleged offences under the Act and also no fines and penalties or any other punishment imposed on the Company.
32. the Company has not received any amount as security from employees during the year under certification.
33. according to the information and explanations given to us, the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 is not applicable to the Company.

For **K. C. NEVATIA & ASSOCIATES**
Company Secretaries

K. C. NEVATIA
Proprietor
C. P. No. 2348

PLACE: MUMBAI
DATE : 24th June, 2009

ASSURED INVESTMENTS LIMITED

ANNEXURE 'A'

REGISTERS AS MAINTAINED BY THE COMPANY

1.	Register of Members	U/s. 150 (1)
2.	Minutes of General Meeting & Board Meetings	U/s. 193 (1)
3.	Register of Directors	U/s. 303 (1)
4.	Register of Directors' Shareholdings	U/s. 307 (1)
5.	Register of Charges	U/s 143(1)
6.	Register of particulars of Contracts in which directors are interested	U/s. 301 (1)&(3)
7.	Books of Accounts	U/s. 209

ANNEXURE 'B'

FORMS AND RETURNS FILED BY THE COMPANY WITH THE REGISTRAR OF COMPANIES DURING THE FINANCIAL YEAR ENDING 31ST MARCH, 2009

Sr. No.	Form No./ Return	Filed under Section	For	Date of filing	Whether filed within prescribed time Yes / No	If delay in filing whether requisite additional fee paid Yes / No
1.	Form No. 66	383A(1)	Compliance Certificate (year ended 31-03-2008)	15-11-2008	No	Yes
2.	Form No. 20B	159	Annual Return (year ended 31-03-2008)	12-12-2008	No	Yes
4.	Form No. 23AC & 23ACA	220	Balance Sheet (year ended 31-03-2008)	17-12-2008	No	Yes

For **K. C. NEVATIA & ASSOCIATES**
Company Secretaries

K. C. NEVATIA
Proprietor
C. P. No. 2348

PLACE: MUMBAI
DATE : 24th June, 2009

ASSURED INVESTMENTS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2009

	Schedule No.	Rupees	Rupees	As at 31-03-2008 Rupees
SOURCES OF FUNDS :				
Shareholders' Funds				
a) Share Capital	1	4,500,000		4,500,000
b) Reserves and Surplus	2	8,141,702		8,134,955
			12,641,702	12,634,995
Unsecured Loans			42,000	12,000
TOTAL			12,683,702	12,646,955
APPLICATION OF FUNDS :				
1) Investments	3		12,623,430	12,623,430
2) Current Assets, Loans and Advances				
a) Current Assets	4	56,497		18,725
b) Loans and Advances	5	16,433		16,433
		72,930		35,158
Less :				
Current Liabilities and Provisions	6	12,658		11,633
NET CURRENT ASSETS			60,272	23,525
TOTAL			12,683,702	12,646,955

Accounting Policies and Notes on Accounts-Schedule "8"
As per our attached Report of even date

For GUNDERIA & CO.,
Chartered Accountants

P. P. SAGAR
Partner
Membership No. 35587

Mumbai, Dated : 24th June, 2009

C. K. THACKERSEY - Chairman

N. R. KARA
J. U. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

ASSURED INVESTMENTS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Schedule No.	Rupees	Previous Year Rupees
INCOME			
Income from long term Investments :			
Dividend received on Investments		28,000	6,000
		28,000	6,000
EXPENDITURE			
Auditor's Remuneration :-			
As Audit Fees		5,515	5,618
For Certification		1,128	4,669
Administrative Expenses	7	14,610	8,753
		21,253	19,040
Profit / (Loss) before Taxation		6,747	(13,040)
Less : Provision for Taxation		—	—
Profit / (Loss) after Tax		6,747	(13,040)
Add : Balance brought forward from previous year		6,294,630	6,307,670
Balance available for appropriation		6,301,377	6,294,630
Less : Transfer to Reserve u/s 45-IC of RBI Act, 1934		1,400	—
Balance carried to Balance Sheet		6,299,977	6,294,630

Accounting Policies and Notes on Accounts-Schedule "8"
As per our attached Report of even date

For GUNDERIA & CO.,
Chartered Accountants

P. P. SAGAR
Partner

Membership No. 35587

Mumbai, Dated : 24th June, 2009

C. K. THACKERSEY - Chairman

N. R. KARA }
J. U. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

ASSURED INVESTMENTS LIMITED

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

	As at 31-03-2009 Rupees	As at 31-03-2008 Rupees
CASH FLOW FROM OPERATING ACTIVITIES		
Net (Loss) / Profit before Tax	6,747	(13,040)
Add:		
Non Cash items	—	—
Operating Loss before Working Capital Changes	6,747	(13,040)
Less: Items considered separately		
Dividend on Shares	28,000	6,000
Operating Profit before Working Capital Changes	(21,253)	(19,040)
Working Capital Changes :		
Increases/(Decrease) In Current Liabilities	1,025	1,317
Cash Generated from Operations	1,025	1,317
Net Cash flow from Operating Activities	(20,228)	(17,723)
CASH FLOW FROM INVESTING ACTIVITIES ;		
Dividend on Shares	28,000	6,000
	7,772	(11,723)
CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Loans	30,000	15,000
Repayment of Loan taken during the year	—	(15,000)
NET CASH FLOW FROM FINANCING ACTIVITIES	30,000	—
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	37,772	(11,723)
CASH AND CASH EQUIVALENT AT THE BEGINNING OF PERIOD		
Cash on Hand	4,345	5,954
Bank Balance	14,380	24,494
	18,725	30,448
	56,497	18,725
CASH AND CASH EQUIVALENT AT THE END OF PERIOD		
Cash on Hand	12,844	4,345
Bank Balance	43,653	14,380
	56,497	18,725

As per our attached Report of even date

For **GUNDERIA & CO.,**
Chartered Accountants

P. P. SAGAR
Partner
Membership No. 35587

Mumbai, Dated : 24th June, 2009

C. K. THACKERSEY - Chairman

N. R. KARA }
J. U. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

ASSURED INVESTMENTS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE "1" - SHARE CAPITAL

	Rupees	As at 31-3-2008 Rupees
AUTHORISED :		
5,00,000 Equity Shares of Rs.10/- each	5,000,000	5,000,000
ISSUED AND SUBSCRIBED :		
4,50,000 Equity Shares of Rs.10/- each.	4,500,000	4,500,000

(The above shares are held by the Holding Company, The Sirdar Carbonic Gas Company Limited)

SCHEDULE "2"- RESERVES AND SURPLUS

	Rupees	Rupees	As at 31-3-2008 Rupees
GENERAL RESERVE :			
As per last Balance Sheet		105,000	105,000
Reserve Fund (Pursuant to Section 45-1C of R.B.I. Act, 1934) As per last Balance Sheet	1,735,325		1,735,325
Add : Transfer from Profit & Loss A/c.	1,400		—
		1,736,725	1,735,325
Surplus in Profit and Loss Account		6,299,977	6,294,630
		8,141,702	8,134,955

ASSURED INVESTMENTS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE "3" - INVESTMENTS

	Rupees	As at 31-3-2008 Rupees
LONG TERM INVESTMENTS : (AT COST)		
A. NON-TRADE QUOTED :		
1,119,343 Equity Shares of The Hindoostan Spinning and Weaving Mills Ltd. of Rs.10/- each fully paid up	11,193,430	11,193,430
4,000 Equity Shares of Bank of India of Rs.10/- each fully paid	180,000	180,000
	11,373,430	11,373,430
B. UNQUOTED SHARES :		
125,000 Equity Shares of Rs.10/- each fully paid in Lexicon Finance Limited	1,250,000	1,250,000
	12,623,430	12,623,430
Notes :		
Quoted :-		
a) Aggregate of quoted investments Previous Year	Cost 11,373,430 11,373,430	Market Value 13,080,439 35,095,594
Unquoted :		
b) Aggregate of unquoted investments Previous year	1,250,000 1,250,000	

SCHEDULE "4" - CURRENT ASSETS

	Rupees	As at 31-3-2008 Rupees
CASH AND BANK BALANCES		
Cash on hand	12,844	4,345
Bank balances with a scheduled bank in Current A/c	43,653	14,380
	56,497	18,725

ASSURED INVESTMENTS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE "5" - LOANS AND ADVANCES
(Unsecured considered good unless otherwise stated)

	Rupees	As at 31-3-2008 Rupees
Advance Payment of taxes (net of provisions)	16,433	16,433
	16,433	16,433

SCHEDULE "6" - CURRENT LIABILITIES AND PROVISIONS

	Rupees	As at 31-3-2008 Rupees
CURRENT LIABILITIES : Sundry Creditors	12,633	11,608
PROVISIONS : For Taxation (net of advances)	25	25
	12,658	11,633

**SCHEDULE ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE
YEAR ENDED 31ST MARCH, 2009**

SCHEDULE "7" - ADMINISTRATIVE EXPENSES

	Rupees	As at 31-3-2008 Rupees
Profession Tax	2,500	2,500
Legal & Profession Charges	4,900	3,000
Filing Fees	5,500	1,500
Sundry Expenses	1,710	1,753
	14,610	8,753

ASSURED INVESTMENTS LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE '8'

A. SIGNIFICANT ACCOUNTING POLICIES

INVESTMENTS:

Long-term investments are carried at cost. Provision is made for decline if any, other than temporary in the carrying amounts of long-term investments.

REVENUE RECOGNITION:

In appropriate circumstances, revenue (income) is recognized when no significant uncertainty as to determination or realisation exists.

TAXES ON INCOME:

Current tax is determined as the amount of tax payable in respect of taxable income computed in accordance with provisions of the Income Tax Act, 1961.

CONTINGENT LIABILITIES:

Provision is made in the accounts in respect of those contingencies which are likely to materialise into liabilities after the year end till the approval of accounts by the Board of Directors and which have material effect on the position stated in the Balance Sheet.

B. NOTES ON ACCOUNTS

- 1) The Company has complied with the guidelines issued by the Reserve Bank of India, in respect of Prudential Norms for income recognition, accounting standards, asset classification as applicable to it.
- 2) Unsecured loans represents interest free loan received from Holding Company.
- 3) There is no deferred taxation liability for the Company.
- 4) **Segment Reporting:**
As the Company operates in single segment, no disclosure is required to be given as per AS-17 on "Segment Reporting" issued by The Institute of Chartered Accountants of India.
- 5) **Impairment of Assets :**
The Company is not having any fixed assets, hence AS-28 on "Impairment of Assets" issued by The Institute of Chartered Accountants of India, does not arise.

ASSURED INVESTMENTS LIMITED

6) **Related Party Disclosures :**

A) **Name and nature of relationship of the party where control exists**
 Holding Company – The Sirdar Carbonic Gas Company Ltd.
 Associates - The Hindoostan Spg. & Wvg. Mills Ltd.
 - Delta Investments Ltd.

B) **Parties with whom transactions have taken place**

- (a) **Holding Company**
 The Sirdar Carbonic Gas Company Ltd.
- (b) **Associates:**
 1. The Hindoostan Spg. & Wvg. Mills Ltd.
 2. Delta Investments Ltd.
- (c) **Key Management Personnel (KMP)**
 Shri Chandrahas K.Thackersey – Non-Executive Chairman
- (d) **Relative of Key Management Personnel:**
 None

C) **The following transactions were carried out with Holding Company and Associates :**

Particulars	Current Year		Previous Year	
	Holding Company	Associates	Holding Company	Associates
Loans taken by the Company	30,000	NIL	15,000	NIL
Repayment of Loan taken	—	NIL	15,000	NIL
Payable included in unsecured loans	42,000	NIL	12,000	NIL

7) **Figures for the previous year have been regrouped / reclassified wherever necessary to make them comparable with this year's figures.**

For GUNDERIA & CO.,
Chartered Accountants

P. P. SAGAR
Partner
 Membership No. 35587

C. K. THACKERSEY - Chairman

N. R. KARA }
J. U. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

Mumbai, Dated : 24th June, 2009

ASSURED INVESTMENTS LIMITED

SCHEDULE TO THE BALANCE SHEET OF A NON-BANKING FINANCIAL COMPANY

- (6) Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :
Please see Note 2 below

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group (Ref. Note 4)	NIL	NIL	NIL
(c) Other related parties (Holding Company)	NIL	0.42	0.42
2. Other than related parties			
— Leased Asset	NIL	NIL	NIL
— Stock on hire	NIL	NIL	NIL
— Loans and advances	NIL	NIL	NIL
Total	NIL	NIL	NIL

- (7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) : Please see note 3 below

Category	Market Value/Break up or Fair Value or NAV	Book Value (Net of Provisions)
1. Related Parties **		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group (Ref. Note 4)	NIL	NIL
(c) Other related parties	122.01	111.93
2. Other than related parties	18.20	14.30
Total	140.20	126.23
** As per Accounting Standard of ICAI (Please see Note 3)		
(8) Other information		
Particulars	Amount	
(i) Gross Non-Performing Assets		
(a) Related parties	NIL	
(b) Other than related parties	NIL	
(ii) Net Non-Performing Assets		
(a) Related parties	NIL	
(b) Other than related parties	NIL	
(iii) Assets acquired in satisfaction of debt	NIL	

ASSURED INVESTMENTS LIMITED

Notes :

1. As defined in Paragraph 2(1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
2. Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.
4. On preusal of Accounting Standard 18 on Related Party Disclosures, it has been observed that there is no separate definition of related parties falling under the term "Companies in the same group". In view of the same, all related parties, other than subsidiary, have been classified under the sub-group (c) i.e. "Other related parties".

As per our attached Report of even date

For GUNDERIA & CO.,
Chartered Accountants

P. P. SAGAR
Partner

Membership No. 35587
Mumbai, Dated : 24th June, 2009

C. K. THACKERSEY - Chairman

N. R. KARA }
J. U. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

ASSURED INVESTMENTS LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE.

(I) Registration Details

Registration No.	U65990MH1984PLC033527	State Code	11
Balance Sheet Date	31	03	2009
	Date	Month	Year

(II) Capital Raised during the year (Amount in Rs. Thousands)

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

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

Total Liabilities	12,696	Total Assets	12,696
Sources of Funds			
Paid-Up Capital	4,500	Reserves & Surplus	8,142
Secured Loans	NIL	Unsecured Loans	42
Application of Funds			
Net Fixed Assets	NIL	Investments	12,623
Net Current Assets	61	Misc. Expenditure	NIL
Accumulated Losses	NIL		

(IV) Performance of the Company (Amount in Rs. Thousands)

Turnover	28	Total Expenditure	21
Profit / (Loss) Before Tax	7	Profit /(Loss) After Tax	7
Earning per Share in Rs.	0.01	Dividend Rate %	NIL

(V) Generic Names of Three Principal Products/Services of Company (as per Monetary terms).

————— Not Applicable —————

Net Profit for the year = $\frac{\text{Rs.6747}}{\text{450000}}$ = Rs.0.0150
 No. of equity shares of Rs.10/- each

C. K. THACKERSEY - Chairman

N. R. KARA
J. U. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

EARNST HOLDINGS LIMITED

DIRECTORS' REPORT

Directors' Report to the Shareholders for the year ended 31st March, 2009.

Dear Sir / Madam,

Your Directors have pleasure in submitting to you their Twenty Fifth Annual Report of the affairs of the Company alongwith the audited Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date.

FINANCIAL RESULTS	Current Year Rupees	Previous Year Rupees
Net Profit/(Loss) for the year amounts to	7,747	(12,930)
After adding thereto the balance brought forward from last year	5,48,473	5,61,403
The net amount available for disposal	5,56,220	5,48,473
Transfer to Reserve U/S 45-1C of R.B.I. Act, 1934	1,600	—
Leaving the balance carried forward to the next year	5,54,620	5,48,473

The Significant Accounting Policies and Notes on Accounts referred to by the Auditors are self-explanatory.

DIVIDEND :

In order to conserve the resources for future, your Directors do not recommend any dividend for the year under review .

DIRECTORATE :

Shri Jagdish U.Thackersey retires by rotation but being eligible offers himself for re-appointment.

AMALGAMATION WITH THE HOLDING COMPANY :

Your Directors have approved the draft Scheme of Amalgamation of the Company with the Holding Company subject to the approval of Hon'ble High Court of Judicature at Bombay and/or National Company Law Tribunal.

PARTICULARS AS REQUIRED UNDER SECTION 217 (1)(E) OF THE COMPANIES ACT, 1956

As the Company does not carry on any manufacturing / trading activity, particulars required to be furnished under Section 217 (1) (E) are not applicable to the Company.

EARNEST HOLDINGS LIMITED

FIXED DEPOSITS :

The Company has not accepted any public deposit during the year. Hence no information is required to be appended to this report in terms of Non-Banking Financial Companies Acceptances of Public Deposits (Reserve Bank) Directions, 1998.

PARTICULARS OF EMPLOYEES :

There were no employees covered under section 217 (2A) of the Companies Act, 1956 during the year under review .

COMPLIANCE CERTIFICATE :

Compliance Certificate obtained from the Company Secretary in whole time practice as required by proviso to Sub-section (1) of Section 383 A of the Companies Act , 1956 is annexed hereto.

DIRECTORS' RESPONSIBILITY :

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act ,2000 the Directors confirm that :

- (a) in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to the material departures ;
- (b) 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 at the end of the financial year and the profit of the Company for the period.
- (c) we had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) we have prepared the annual accounts on a going concern basis.

AUDITORS :

You are requested to appoint Auditors for the current year and to fix their remuneration.

By Order of the Board of Directors

J. U. THACKERSEY
Chairman

Mumbai, Dated : 24th June, 2009

EARNEST HOLDINGS LIMITED

AUDITOR'S REPORT TO THE SHAREHOLDERS

We have audited the attached Balance Sheet of EARNEST HOLDINGS LIMITED, as at 31st March, 2009 and also the Profit & Loss Account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

- 1) As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- 2) Further to our comments in the Annexure referred to above, we report that :
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) in our opinion, proper books of account as required by law, have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet & Profit & Loss Account dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in sub - section (3C) of Section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the Directors, as on 31st March, 2009 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2009 from being appointed as a Director in terms of clause (g) of sub - section (1) of Section 274 of the Companies Act, 1956;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with the notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009,
and
 - (ii) in the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date.

For **GUNDERIA & COMPANY**
Chartered Accountants.

P. P. SAGAR
Partner
Membership No. 35587

Place : Mumbai
Dated : 24th June, 2009

EARNEST HOLDINGS LIMITED

ANNEXURE TO THE AUDITOR'S REPORT

ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2009 OF EARNEST HOLDINGS LIMITED.

On the basis of such checks as considered appropriate and in terms of the information and explanations given to us our statement on the matters specified in Paragraphs 4 and 5 of the said Order is given below:

- (i) The Company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties in the register maintained under Section 301 of the Act. Hence clause (iii) of the Order is not applicable.
- (ii) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that there are no transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956.
- (iii) The Company has not accepted any deposits during the year from the public within the meaning of the provisions of Section 58A and 58AA of the Companies Act, 1956 and the rules framed thereunder. Hence clause (vi) of the Order is not applicable.
- (iv) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (v) In respect of Statutory and other dues :
 - a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Investor Education and Protection Fund, Income tax, Sales tax, Wealth tax, Custom duty, Excise duty, cess and any other statutory dues with the appropriate authorities, as applicable, during the year.
 - b) No undisputed arrears of statutory dues were outstanding as at 31st March, 2009 for a period of more than six months from the date they became payable.
 - c) There are no statutory dues which have not been deposited on account of any dispute.
- (vi) The Company does not have accumulated losses at the end of the year and it has incurred cash loss during the current financial year while it had not incurred a cash loss in the immediately preceding financial year.
- (vii) There is no dues payable by the Company to financial institution or banks. Hence clause (xi) of the Order is not applicable.
- (viii) The Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- (ix) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Hence clause (xiv) of the Order is not applicable.
- (x) The Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company has not taken any term loan during the year.

EARNEST HOLDINGS LIMITED

- (xii) According to the information and explanations given to us and other records examined by us on an overall basis, funds raised on short term basis have, *prima facie*, not been used during the year for long term investment and vice versa.
- (xiii) To the best of our knowledge and belief no fraud on or by the Company was noticed or reported during the course of our audit.

The nature of the Company's business / activities during the year have been such that clauses (i), (ii), (iv), (vb), (viii), (xiii), (xviii), (xix) and (xx) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

For **GUNDERIA & COMPANY**
Chartered Accountants.

P. P. SAGAR
Partner
Membership No. 35587

Place : Mumbai
Dated : 24th June, 2009

EARNEST HOLDINGS LIMITED

COMPLIANCE CERTIFICATE UNDER PROVISIO TO SUB-SECTION (I) OF SECTION 383 A OF THE COMPANIES ACT, 1956

To
THE MEMBERS,
EARNEST HOLDINGS LIMITED,
MUMBAI.

We have examined the registers, records, books and papers of EARNEST HOLDINGS LIMITED as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2009. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. the Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. the Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Directors, Central Government, Company Law Board or Other Authorities, as the case may be, within the time/with additional filing fees as prescribed under the Act and the rules made thereunder.
3. the Company was incorporated as a Private Limited Company. However, being a wholly Owned Subsidiary of a Public Limited Company, it became a deemed Public Limited Company u/s 43A of the Act. As per provisions of Section 3(1)(iv)(c) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000, the Company is a Public Company. It has the minimum prescribed Paid-up Capital and its maximum number of members during the said financial year was 3 and the Company during the year under scrutiny:
 - (i) has not invited public to subscribe for its shares or debentures; and
 - (ii) has not invited or accepted any deposits from any persons other than its members, directors or their relatives.
4. the Board of Directors duly met 5 (Five) times on 23-04-2008, 25-06-2008, 05-09-2008, 09-12-2008 & 17-03-2009 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed. No circular resolutions were passed during the year under reference.
5. the Company did not close its Register of Members during the year under reference.
6. the Annual General meeting of the Company for the year ended 31-03-2008 was held on 5th September 2008 after giving due notice to the members of the Company and resolutions passed thereat were recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary Meeting was held during the said financial year.
8. the Company has not advanced any loan to its directors and/or persons or firms or companies referred in Section 295 of the Act during the said Financial year.

EARNEST HOLDINGS LIMITED

9. as informed to us, there were no instances necessitating the compliance with the provisions of Section 297 of the Act in respect of contracts specified in that Section.
 10. as informed to us there were no contracts/ arrangements entered into by the Company during the year under reference, requiring entries in the Register of Contracts maintained under Section 301 of the Act.
 11. as there were no instances falling within the purview of Section 314 of the Act, the Company was not required to obtain any approvals from the Board of Directors, members or Central Government.
 12. no duplicate share certificates were issued by the Company during the said financial year.
 13. the Company has :
 - (i) neither allotted nor received any Securities for transfer/transmission or any other purpose during the said financial year.
 - (ii),(iii)
 - & (iv) the Company has not declared any dividend including interim dividend during the year and there is no unpaid dividend in respect of earlier years. Therefore, the particulars required under sub-paras (ii), (iii) & (iv) are not applicable.
 - (v) duly complied with the requirements of Section 217 of the Act.
 14. the Board of Directors of the Company is duly constituted. There was no appointment of directors, additional directors, alternate directors and directors to fill casual vacancies during the financial year under reference.
 15. the provisions of Section 269 of the Act relating to appointment of Managing Director/ Whole-time Director/ Manager are not applicable to the Company as its paid-up Share Capital is less than the limit prescribed for applicability of the said Section.
 16. no sole-selling agents were appointed by the Company during the said financial year.
 17. there were no matters requiring any approval by the Company from the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act during the said financial year.
 18. the directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
 19. the Company has not issued any shares/debentures/ other securities during the said financial year.
 20. the Company has not bought back any shares during the financial year under review.
 21. the Company does not have any preference Share Capital nor it has issued any debentures and therefore, the question of redemption of the same does not arise.
 22. since the registration of transfer of shares is not pending in any case, the question of keeping in abeyance the rights to dividend, rights shares and bonus shares does not arise.
 23. the Company has not invited nor accepted any deposits within the purview of Sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975.
-

EARNEST HOLDINGS LIMITED

-
24. the amount borrowed by the Company during the financial year under review is within the limits specified under Section 293 (1)(d) of the Act.
 25. the Company has neither made loans to other bodies corporate nor made further investments nor given guarantees to other bodies corporate during the financial year ended 31st March, 2009.
Moreover, the principal business of the Company as per Object Clause of its Memorandum of Association is the acquisition of shares, stock, debenture and other securities. Hence, the provisions of Section 372A of the Companies Act, 1956 relating to inter-corporate loans and investments are not applicable to the Company.
 26. the Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
 27. the Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
 28. the Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
 29. the Company has not altered the provisions of the memorandum with respect to share capital of the Company during the year under scrutiny..
 30. the Company has not altered its Articles of Association during the year under scrutiny.
 31. as per the information and according to the explanations furnished to us by the Company, there were no prosecutions initiated against or show cause notices received by the Company for alleged offences under the Act and also no fines and penalties or any other punishment imposed on the Company.
 32. the Company has not received any amount as security from employees during the year under certification.
 33. according to the information and explanations given to us, the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 is not applicable to the Company.

For K. C. NEVATIA & ASSOCIATES
Company Secretaries

K. C. NEVATIA
Proprietor
C. P. No. 2348

PLACE : MUMBAI
DATE : 24th June, 2009

EARNST HOLDINGS LIMITED

ANNEXURE 'A'

REGISTERS AS MAINTAINED BY THE COMPANY

1.	Register of Members	U/s. 150 (1)
2.	Minutes of General Meeting & Board Meetings	U/s. 193 (1)
3.	Register of Directors	U/s. 303 (1)
4.	Register of Directors' Shareholdings	U/s. 307 (1)
5.	Register of Charges	U/s 143(1)
6.	Register of particulars of Contracts in which directors are interested	U/s. 301 (1)&(3)
7.	Books of Accounts	U/s. 209

ANNEXURE 'B'

FORMS AND RETURNS FILED BY THE COMPANY WITH THE REGISTRAR OF COMPANIES DURING THE FINANCIAL YEAR ENDING 31ST MARCH, 2009

Sr. No.	Form No./ Return	Filed under Section	For	Date of filing	Whether filed within prescribed time Yes / No	If delay in filing whether requisite additional fee paid Yes / No
1.	Form No. 66	383A(1)	Compliance Certificate (year ended 31-03-2008)	15-11-2008	No	Yes
2.	Form No. 20B	159	Annual Return (year ended 31-03-2008)	12-12-2008	No	Yes
3.	Form No. 23AC & 23ACA	220	Balance Sheet & Profit and Loss A/c. (year ended 31-03-2008)	19-12-2008	No	Yes

For **K. C. NEVATIA & ASSOCIATES**
Company Secretaries

K. C. NEVATIA
Proprietor
C. P. No. 2348

PLACE : MUMBAI
DATE : 24th June, 2009

EARNST HOLDINGS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2009

	Schedule No.	Rupees	Rupees	As at 31-03-2008 Rupees
SOURCES OF FUNDS :				
Shareholders' Funds				
a) Share Capital	1	4,500,000		4,500,000
b) Reserves and Surplus	2	960,120		952,373
			5,460,120	5,452,373
c) Unsecured Loans			10,990,000	10,970,000
TOTAL			16,450,120	16,422,373
APPLICATION OF FUNDS :				
1) Investments	3		16,406,226	16,406,226
2) Current Assets, Loans and Advances				
a) Current Assets	4	47,221		18,449
b) Loans and Advances	5	9,315		9,315
		56,536		27,764
Less :				
Current Liabilities and Provisions	6	12,642		11,617
NET CURRENT ASSETS			43,894	16,147
TOTAL			16,450,120	16,422,373

Accounting Policies and Notes on Accounts - Schedule "8"
As per our attached Report of even date

For **GUNDERIA & CO.,**
Chartered Accountants

P. P. SAGAR
Partner
Membership No. 35587

J. U. THACKERSEY - Chairman

N. R. KARA
C. K. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

Mumbai, Dated : 24th June, 2009

EARNEST HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Schedule No	Rupees	Previous Year Rupees
INCOME			
Income from long term Investments :			
Dividend received on Investments		28,000	6,000
		28,000	6,000
EXPENDITURE			
Auditor's Remuneration :-			
As Audit Fees		5,515	5,618
For Certifications		1,128	4,669
Administrative Expenses	7	13,610	8,643
		20,253	18,930
Profit / (Loss) before Taxation		7,747	(12,930)
Less : Provision for Taxation		—	—
Profit / (Loss) after Tax		7,747	(12,930)
Add : Balance brought forward from previous year		548,473	561,403
Balance available for appropriation		556,220	548,473
Less : Transfer to Reserve u/s 45-IC of RBI Act, 1934		1,600	—
Balance carried to Balance Sheet		554,620	548,473

Accounting Policies and Notes on Accounts - Schedule "8"
As per our attached Report of even date

For GUNDERIA & CO.,
Chartered Accountants

P. P. SAGAR
Partner
Membership No. 35587

Mumbai, Dated : 24th June, 2009

J. U. THACKERSEY - Chairman
N. R. KARA }
C. K. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

EARNEST HOLDINGS LIMITED

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

	As at 31-03-2009 Rupees	As at 31-03-2008 Rupees
CASH FLOW FROM OPERATING ACTIVITIES		
Net (Loss) / Profit before Tax	7,747	(12,930)
Add:		
Non Cash items	—	—
Operating Loss before Working Capital Changes	7,747	(12,930)
Less: Items considered separately		
Dividend on Shares	28,000	6,000
Operating Profit before Working Capital Changes	(20,253)	(18,930)
Working Capital Changes :		
Increases/(Decrease) In Current Liabilities	1,025	1,317
Cash Generated from Operations	1,025	1,317
Net Cash flow from Operating Activities	(19,228)	(17,613)
CASH FLOW FROM INVESTING ACTIVITIES ;		
Dividend on Shares	28,000	6,000
	8,772	(11,613)
CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Loans	20,000	15,000
Repayment of Loan taken during the year	—	(15,000)
NET CASH FLOW FROM FINANCING ACTIVITIES	20,000	—
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	28,772	(11,613)
CASH AND CASH EQUIVALENT AT THE BEGINNING OF PERIOD		
Cash on Hand	4,600	6,100
Bank Balance	13,849	23,962
	18,449	30,062
	47,221	18,449
CASH AND CASH EQUIVALENT AT THE END OF PERIOD		
Cash on Hand	9,100	4,600
Bank Balance	38,121	13,849
	47,221	18,449

As per our attached Report of even date

For GUNDERIA & CO.,
Chartered Accountants

P. P. SAGAR
Partner
Membership No. 35587

J. U. THACKERSEY - Chairman

N. R. KARA
C. K. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

Mumbai, Dated : 24th June, 2009

EARNEST HOLDINGS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE "1" - SHARE CAPITAL

	Rupees	As at 31-03-2008 Rupees
AUTHORISED :		
5,00,000 Equity Shares of Rs.10/- each	5,000,000	5,000,000
ISSUED AND SUBSCRIBED :		
4,50,000 Equity Shares of Rs.10/- each.	4,500,000	4,500,000

(The above shares are held by the Holding Company, The Sirdar Carbonic Gas Company Limited)

SCHEDULE-"2" - RESERVES AND SURPLUS

	Rupees	Rupees	As at 31-3-2008 Rupees
GENERAL RESERVE :			
As per last Balance Sheet		106,000	106,000
Reserve Fund			
(Pursuant to Section 45-1C of R.B.I. Act, 1934)			
As per last Balance Sheet	297,900		297,900
Add : Transfer from Profit & Loss A/c.	1,600		—
		299,500	297,900
Surplus in Profit & Loss Account		554,620	548,473
		960,120	952,373

EARNST HOLDINGS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE "3" - INVESTMENTS

	Rupees	As at 31-3-2008 Rupees
LONG TERM INVESTMENTS : (AT COST)		
A. NON-TRADE QUOTED :		
1,313,850 Equity Shares of The Hindoostan Spinning and Weaving Mills Ltd. of Rs.10/- each fully paid up	14,926,226	14,926,226
4,000 Equity Shares of Bank of India of Rs.10/- each fully paid	180,000	180,000
	15,106,226	15,106,226
B. UNQUOTED SHARES :		
130,000 Equity Shares of Rs.10/- each fully paid in Lexicon Finance Limited (Previous Year 1,30,000)	1,300,000	1,300,000
	16,406,226	16,406,226
Notes :		
Quoted :-		
a) Aggregate of quoted investments Previous Year	Cost 15,106,226	Market Value 15,200,565
	15,106,226	50,269,038
Unquoted :		
b) Agregate of unquoted investments Previous year	1,300,000	
	1,300,000	

SCHEDULE "4" - CURRENT ASSETS

	Rupees	As at 31-3-2008 Rupees
CASH AND BANK BALANCES		
Cash on hand	9,100	4,600
Bank balances with a scheduled bank in Current A/c	38,121	13,849
	47,221	18,449

EARNEST HOLDINGS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE "5" - LOANS AND ADVANCES
(Unsecured considered good unless otherwise stated)

	Rupees	As at 31-3-2008 Rupees
Advance Payment of Taxes (net of provisions)	9,315	9,315
	9,315	9,315

SCHEDULE "6" - CURRENT LIABILITIES AND PROVISIONS

	Rupees	As at 31-3-2008 Rupees
CURRENT LIABILITIES : Sundry Creditors	12,633	11,608
PROVISIONS : For Taxation (net of advances)	9	9
	12,642	11,617

**SCHEDULE ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE
YEAR ENDED 31ST MARCH, 2009**

SCHEDULE "7" - ADMINISTRATIVE EXPENSES

	Rupees	As at 31-3-2008 Rupees
Profession Tax	2,500	2,500
Legal & Profession Charges	4,900	3,000
Bank Commission & Charges	148	57
Filing Fees	5,500	1,500
Sundry Expenses	562	1,586
	13,610	8,643

EARNST HOLDINGS LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "8"

A. SIGNIFICANT ACCOUNTING POLICIES

INVESTMENTS:

Long-term investments are carried at cost. Provision is made for decline if any, other than temporary in the carrying amounts of long-term investments.

REVENUE RECOGNITION:

In appropriate circumstances, revenue (income) is recognized when no significant uncertainty as to determination or realisation exists.

TAXES ON INCOME:

Current tax is determined as the amount of tax payable in respect of taxable income computed in accordance with provisions of the Income Tax Act, 1961.

CONTINGENT LIABILITIES:

Provision is made in the accounts in respect of those contingencies which are likely to materialise into liabilities after the year end till the approval of accounts by the Board of Directors and which have material effect on the position stated in the Balance Sheet.

B. NOTES ON ACCOUNTS

- 1) The Company has complied with the guidelines issued by the Reserve Bank of India, in respect of Prudential Norms for income recognition, accounting standards, asset classification as applicable to it.
- 2) Unsecured loans represents interest free loan received from Holding Company.
- 3) The Company had pledged 7,00,000 Equity Shares held by it in The Hindoostan Spg. & Wvg. Mills Ltd., with SICOM LTD., as security against loan obtained by the Holding Company.
- 4) There is no deferred taxation liability for the Company.
- 5) Segment Reporting :
As the Company operates in single segment, no disclosure is required to be given as per AS-17 on "Segment Reporting" issued by The Institute of Chartered Accountants of India.
- 6) Impairment of Assets :
The Company is not having any fixed assets, hence AS-28 on "Impairment of Assets" issued by The Institute of Chartered Accountants of India, does not arise.

EARNEST HOLDINGS LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009

7) Related Party Disclosures :

A) Name and nature of relationship of the party where control exists
 Holding Company – The Sirdar Carbonic Gas Company Ltd.
 Associates - The Hindoostan Spg. & Wvg. Mills Ltd.
 - Delta Investments Ltd.

B) Parties with whom transactions have taken place

(a) Holding Company
 The Sirdar Carbonic Gas Company Ltd.

(b) Associates:

1. The Hindoostan Spg. & Wvg. Mills Ltd.
2. Delta Investments Ltd.

(c) Key Management Personnel (KMP)

Shri Jagdish U. Thackersey – Non-Executive Chairman

(d) Relative of Key Management Personnel:

None

C) The following transactions were carried out with Holding Company and Associates:

Particulars	Current Year		Previous Year	
	Holding Company	Associates	Holding Company	Associates
Loans taken by the company	20,000	NIL	15,000	NIL
Repayment of Loan taken	—	NIL	15,000	NIL
Payable included in unsecured loans	1,09,90,000	NIL	1,09,70,000	NIL

8) Figures for the previous year have been regrouped / reclassified wherever necessary to make them comparable with this year's figures.

For GUNDERIA & CO.,
Chartered Accountants

P. P. SAGAR
Partner
 Membership No. 35587

J. U. THACKERSEY - Chairman

N. R. KARA }
C. K. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

Mumbai, Dated : 24th June, 2009

EARNST HOLDINGS LIMITED

SCHEDULE TO THE BALANCE SHEET OF A NON-BANKING FINANCIAL COMPANY

SCHEDULE - " 9 "

(as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998)

(Rs. in Lacs)

Particulars	Amount Outstanding	Amount overdue
Liabilities side :		
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
(a) Debentures : Secured	NIL	NIL
: Unsecured	NIL	NIL
(other than falling within the meaning of public deposits*)		
(b) Deferred Credits	NIL	NIL
(c) Term Loans	NIL	NIL
(d) Inter-corporate loans and borrowing	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Public Deposits*	NIL	NIL
(g) Other Loans (specify nature)		
(Unsecured loans from the Holding Company)	109.90	NIL
* Please see Note 1 below		
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
(a) In the form of unsecured debentures	NIL	NIL
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	NIL	NIL
(c) Other public deposits	NIL	NIL
* Please see Note 1 below		
Assets side :		Amount outstanding
(3) Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
(a) Secured		NIL
(b) Unsecured		NIL
(4) Break up of Lease Assets and stock on hire and hypothecation loans counting towards EL/HP activities		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial lease		NIL
(b) Operating lease		NIL

EARNST HOLDINGS LIMITED

SCHEDULE TO THE BALANCE SHEET OF A NON-BANKING FINANCIAL COMPANY

(ii) Stock on hire including hire charges under sundry debtors:	NIL
(a) Assets on hire	NIL
(b) Repossessed Assets	NIL
(iii) Hypothecation loans counting towards EL/HP activities	NIL
(a) Loans where assets have been repossessed	NIL
(b) Loans other than (a) above	NIL
(5) <u>Break-up of Investments</u> :	
<u>Current Investments</u> (held as stock in trade) :	
(Refer clause 4 in our report for deviation from AS 13)	
1. <u>Quoted</u> :	
(i) Shares : (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (please specify)	NIL
2. <u>Unquoted</u> :	
(i) Shares : (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL
<u>Long Term investments</u> :	
1. <u>Quoted</u> :	
(i) Shares : (a) Equity	151.06
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL
2. <u>Unquoted</u> :	
(i) Shares : (a) Equity	13.00
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL

EARNST HOLDINGS LIMITED

SCHEDULE TO THE BALANCE SHEET OF A NON-BANKING FINANCIAL COMPANY

- (6) Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances:
Please see Note 2 below

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group (Ref. Note 4)	NIL	NIL	NIL
(c) Other related parties (Holding Company)	NIL	109.90	109.90
2. Other than related parties			
— Leased Asset	NIL	NIL	NIL
— Stock on hire	NIL	NIL	NIL
— Loans and advances	NIL	NIL	NIL
Total	NIL	NIL	NIL

- (7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) : Please see Note 3 below

Category	Market Value/Break up or Fair Value or NAV	Book Value (Net of Provisions)
1. Related Parties **		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group (Ref. Note 4)	NIL	NIL
(c) Other related parties	143.21	149.26
2. Other than related parties	18.57	14.80
Total	161.78	164.06

** As per Accounting Standard of ICAI (Please see Note 3)

- (8) Other information

Particulars

- (i) Gross Non-Performing Assets
- (a) Related parties
- (b) Other than related parties
- (ii) Net Non-Performing Assets
- (a) Related parties
- (b) Other than related parties
- (iii) Assets acquired in satisfaction of debt

Amount

NIL
NIL
NIL
NIL
NIL

EARNEST HOLDINGS LIMITED

SCHEDULE TO THE BALANCE SHEET OF A NON-BANKING FINANCIAL COMPANY

Notes :

1. As defined in Paragraph 2(1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
2. Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.
4. On preusal of Accounting Standard 18 on Related Party Disclosures, it has been observed that there is no separate definition of related parties falling under the term "Companies in the same group". In view of the same, all related parties, other than subsidiary, have been classified under the sub-group (c) i.e. "Other related parties".

As per our attached Report of even date

For GUNDERIA & CO.,
Chartered Accountants

P. P. SAGAR
Partner

Membership No. 35587

Mumbai, Dated : 24th June, 2009

J. U. THACKERSEY – Chairman

N. R. KARA
C. K. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

EARNST HOLDINGS LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(I) Registration Details

Registration No. U65990MH1984PLC033530	State Code 11
Balance Sheet Date 31 03 2009	
Date Month Year	

(II) Capital Raised during the year (Amount in Rs. Thousands)

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

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

Total Liabilities 16,463	Total Assets 16,463
Sources of Funds	
Paid-Up Capital 4,500	Reserves & Surplus 960
Secured Loans NIL	Unsecured Loans 10,990
Application of Funds	
Net Fixed Assets NIL	Investments 16,406
Net Current Assets 44	Misc. Expenditure NIL
Accumulated Losses NIL	

(IV) Performance of the Company (Amount in Rs. Thousands)

Turnover 28	Total Expenditure 20
Profit/(Loss) Before Tax 8	Profit/(Loss) After Tax 8
Earning per Share in Rs. 0.02	Dividend Rate % NIL

(V) Generic Names of Three Principal Products/Services of Company (as per Monetary terms).

Not Applicable

$$\frac{\text{Net Profit for the year } 7747}{\text{No. of equity share of Rs.10/- each } 450000} = 0.01722$$

J. U. THACKERSEY - Chairman
N. R. KARA
C. K. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

PRUDENTIAL HOLDINGS LIMITED

DIRECTORS' REPORT

Directors' Report to the shareholders for the year ended 31st March, 2009.

Dear Sir / Madam

Your Directors have pleasure in submitting to you their Twenty Fifth Annual Report of the affairs of the Company alongwith the audited Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date.

FINANCIAL RESULTS	Current Year Rupees	Previous Year Rupees
Net Profit/(Loss) for the year amounts to	8,667	(12,930)
After adding thereto the balance brought forward from last year	5,63,185	5,76,115
The net amount available for disposal	5,71,852	5,63,185
Transfer to Reserve U/s 45-1C of R.B.I. Act, 1934	1,800	—
Leaving the balance carried forward to the next year	5,70,052	5,63,185

The Significant accounting policies and Notes on Accounts referred to by the Auditors are self-explanatory.

DIVIDEND:

In order to conserve the resources for future, your Directors do not recommend any dividend for the year under review.

DIRECTORATE:

Shri Naresh R. Kara retires by rotation but being eligible offers himself for re-appointment.

AMALGAMATION WITH THE HOLDING COMPANY :

Your Directors have approved the draft Scheme of Amalgamation of the Company with the holding Company subject to the approval of Hon'ble High Court of Judicature at Bombay and/or National Company Law Tribunal.

PARTICULARS AS REQUIRED UNDER SECTION 217 (1) (E) OF THE COMPANIES ACT,1956.

As the company does not carry on any manufacturing / trading activity, particulars required to be furnished under Section 217 (1) (E) are not applicable to the Company.

PRUDENTIAL HOLDINGS LIMITED

FIXED DEPOSITS :

The Company has not accepted any public deposit during the year. Hence no information is required to be appended to this report in terms of Non-Banking Financial Companies Acceptances of Public Deposits (Reserve Bank) Directions, 1998.

PARTICULARS OF EMPLOYEES :

There were no employees covered under Section 217 (2A) of the Companies Act, 1956, during the year under review.

COMPLIANCE CERTIFICATE :

Compliance Certificate obtained from the Company Secretary in whole time practice as required by provision to Sub-section (1) of Section 383 A of the Companies Act, 1956 is annexed hereto.

DIRECTORS' RESPONSIBILITY :

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that :

- (a) in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to the material departures :
- (b) 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 at the end of the financial year and the profit of the Company for the period.
- (c) we had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) we have prepared the annual accounts on a going concern basis.

AUDITORS :

You are requested to appoint Auditors for the current year and to fix their remuneration.

By Order of the Board of Directors

N. R. Kara
Chairman

Mumbai, Dated : 24th June, 2009

PRUDENTIAL HOLDINGS LIMITED

AUDITOR'S REPORT TO THE SHAREHOLDERS

We have audited the attached Balance Sheet of **PRUDENTIAL HOLDINGS LIMITED**, as at 31st March, 2009 and also the Profit & Loss Account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred to above, we report that :
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) in our opinion, proper books of account as required by law, have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet & Profit & Loss Account dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in sub - section (3C) of Section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the Directors, as on 31st March, 2009 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2009 from being appointed as a Director in terms of clause (g) of sub - section (1) of Section 274 of the Companies Act, 1956;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with the notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009,
 - and
 - (ii) in the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date

For **GUNDERIA & COMPANY**
Chartered Accountants.

P. P. SAGAR
Partner
Membership No. 35587

Place : Mumbai
Dated : 24th June, 2009

PRUDENTIAL HOLDINGS LIMITED

ANNEXURE TO THE AUDITOR'S REPORT

ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2009 OF PRUDENTIAL HOLDINGS LIMITED.

On the basis of such checks as considered appropriate and in terms of the information and explanations given to us our statement on the matters specified in Paragraphs 4 and 5 of the said Order is given below:

- (i) The Company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties in the register maintained under section 301 of the Act. Hence clause (iii) of the Order is not applicable.
- (ii) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that there are no transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956.
- (iii) The Company has not accepted any deposits during the year from the public within the meaning of the provisions of Section 58A and 58AA of the Companies Act, 1956 and the rules framed thereunder. Hence clause (vi) of the Order is not applicable.
- (iv) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (v) In respect of Statutory and other dues :
 - a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Investor Education and Protection Fund, Income tax, Sales tax, Wealth tax, Custom duty, Excise duty, cess and any other statutory dues with the appropriate authorities, as applicable, during the year.
 - b) No undisputed arrears of statutory dues were 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 statutory dues which have not been deposited on account of any dispute.
- (vi) The company does not have accumulated losses at the end of the year and it has incurred a cash loss during the current financial year while it had not incurred a cash loss in the immediately preceding financial year.
- (vii) There is no dues payable by the Company to a financial institution or banks. Hence clause (xi) of the order is not applicable.
- (viii) The Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- (ix) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Hence clause (xiv) of the Order is not applicable.
- (x) The Company has not given any guarantee for loans taken by others from banks or financial institutions.

PRUDENTIAL HOLDINGS LIMITED

- (xi) The Company has not taken any term loans during the year.
- (xii) According to the information and explanations given to us and other records examined by us on an overall basis, funds raised on short term basis have, *prima facie*, not been used during the year for long term investment and vice versa.
- (xiii) To the best of our knowledge and belief no fraud on or by the Company was noticed or reported during the course of our audit.
- (xiv) The nature of the Company's business / activities during the year have been such that clauses (i), (ii), (iv), (vb) (viii), (xiii), (xviii), (xix) and (xx) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

For **GUNDERIA & COMPANY**
Chartered Accountants.

P. P. SAGAR
Partner
Membership No. 35587

Place : Mumbai
Dated : 24th June, 2009

PRUDENTIAL HOLDINGS LIMITED

COMPLIANCE CERTIFICATE UNDER PROVISIO TO SUB-SECTION (I) OF SECTION 383 A OF THE COMPANIES ACT, 1956

To
THE MEMBER
PRUDENTIAL HOLDINGS LIMITED,
MUMBAI.

We have examined the registers, records, books and papers of PRUDENTIAL HOLDINGS LIMITED as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2009. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. the Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. the Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of the Companies, Regional Directors, Central Government, Company Law Board or other Authorities, as the case may be, within the time/with additional filing fees as prescribed under the Act and the rules made thereunder.
3. the Company was incorporated as a Private Limited Company. However, being a wholly Owned Subsidiary of a Public Limited Company, it became a deemed Public Limited Company u/s 43A of the Act. As per provisions of Section 3(1)(iv)(c) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000, the Company is a Public Company. It has the minimum prescribed Paid-up Capital and its maximum number of members during the said financial year was 3 and the Company during the year under scrutiny:
 - (i) has not invited public to subscribe for its shares or debentures; and
 - (ii) has not invited or accepted any deposits from any persons other than its members, directors or their relatives.
4. the Board of Directors duly met 5 (Five) times on 23-04-2008, 25-06-2008, 05-09-2008, 09-12-2008 & 17-03-2009 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed. No circular resolutions were passed during the year under reference.
5. the Company did not close its Register of Members during the year under reference.
6. the Annual General meeting of the Company for the year ended 31-03-2008 was held on 5th September 2008 after giving due notice to the members of the Company and resolutions passed there at were recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary Meeting was held during the said financial year.
8. the Company has not advanced any loan to its directors and/or persons or firms or companies referred in Section 295 of the Act during the said financial year.

PRUDENTIAL HOLDINGS LIMITED

-
9. as informed to us, there were no instances necessitating the compliance with the provisions of Section 297 of the Act in respect of contracts specified in that Section.
 10. as informed to us there were no contracts/ arrangements entered into by the Company during the year under reference, requiring entries in the Register of Contracts maintained under Section 301 of the Act.
 11. as there were no instances falling within the purview of section 314 of the Act, the Company was not required to obtain any approvals from the Board of Directors, members or Central Government.
 12. no duplicate share certificates were issued by the Company during the said financial year.
 13. the Company has :
 - (i) neither allotted nor received any securities for transfer/transmission or any other purpose during the said financial year.
 - (ii),(iii)
 - & (iv) the Company has not declared any dividend including interim dividend during the year and there is no unpaid dividend in respect of earlier years. Therefore, the particulars required under sub-paras (ii), (iii) & (iv) are not applicable.
 - (v) duly complied with the requirements of Section 217 of the Act.
 14. the Board of Directors of the Company is duly constituted. There was no appointment of directors, additional directors, alternate directors and directors to fill casual vacancies during the financial year under reference.
 15. the provisions of Section 269 of the Act relating to appointment of Managing Director/ Whole-time Director/ Manager are not applicable to the Company as its paid-up Share Capital is less than the limit prescribed for applicability of the said Section.
 16. no sole-selling agents were appointed by the Company during the said financial year.
 17. there were no matters requiring any approval by the Company from the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act during the said financial year.
 18. the directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
 19. the Company has not issued any shares/debentures/ other securities during the said financial year.
 20. the Company has not bought back any shares during the financial year under review.
 21. the Company does not have any preference Share Capital nor it has issued any debentures and therefore, the question of redemption of the same does not arise.
 22. since the registration of transfer of shares is not pending in any case, the question of keeping in abeyance the rights to dividend, rights shares and bonus shares does not arise.
 23. the Company has not invited nor accepted any deposits within the purview of Sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975.
-

PRUDENTIAL HOLDINGS LIMITED

24. the amount borrowed by the Company during the financial year under review is within the limits specified under Section 293 (1)(d) of the Act.
25. the Company has neither made loans to other bodies corporate nor made further investments nor given guarantees to other bodies corporate during the financial year ended 31st March, 2009.
Moreover, the principal business of the Company as per Object Clause of its Memorandum of Association is the acquisition of shares, stock, debenture and other securities. Hence, the provisions of Section 372A of the Companies Act, 1956 relating to inter-corporate loans and investments are not applicable to the Company.
26. the Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. the Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
28. the Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
29. the Company has not altered the provisions of the memorandum with respect to share capital of the Company during the year under scrutiny.
30. the Company has not altered its Articles of Association during the year under scrutiny.
31. as per the information and according to the explanations furnished to us by the Company, there were no prosecutions initiated against or show cause notices received by the Company for alleged offences under the Act and also no fines and penalties or any other punishment imposed on the Company.
32. the Company has not received any amount as security from employees during the year under certification.
33. according to the information and explanations given to us, the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 is not applicable to the Company.

For K. C. NEVATIA & ASSOCIATES
Company Secretaries

K. C. NEVATIA
Proprietor
C. P. No. 2348

PLACE : MUMBAI
DATE : 24th June, 2009

PRUDENTIAL HOLDINGS LIMITED

ANNEXURE 'A'

REGISTERS AS MAINTAINED BY THE COMPANY

1.	Register of Members	U/s. 150 (1)
2.	Minutes of General Meeting & Board Meetings	U/s. 193 (1)
3.	Register of Directors	U/s. 303 (1)
4.	Register of Directors' Shareholdings	U/s. 307 (1)
5.	Register of Charges	U/s 143(1)
6.	Register of particulars of Contracts in which directors are interested	U/s. 301 (1)&(3)
7.	Books of Accounts	U/s. 209

ANNEXURE 'B'

FORMS AND RETURNS FILED BY THE COMPANY WITH REGISTRAR OF COMPANIES DURING THE FINANCIAL YEAR ENDING 31ST MARCH, 2009.

Sr. No.	Form No./ Return	Filed under Section	For	Date of Filing	Whether filed within prescribed time Yes / No	If delay in filing whether requisite additional fee paid Yes / No
1.	Form No. 66	383A(1)	Compliance Certificate (year ended 31-03-2008)	29-11-2008	No	Yes
3.	Form No. 20B	159	Annual Return (year ended 31-03-2008)	12-12-2008	No	Yes
2.	Form No. 23AC & 23ACA	220	Balance Sheet (year ended 31-03-2008)	23-12-2008	No	Yes

For K. C. NEVATIA & ASSOCIATES
Company Secretaries

K. C. Nevatia
Proprietor
C. P. No. 2348

PLACE : MUMBAI
DATE : 24th June, 2009

PRUDENTIAL HOLDINGS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2009

	Schedule No.	Rupees	Rupees	As at 31-03-2008 Rupees
SOURCES OF FUNDS :				
Shareholders Funds				
a) Share Capital	1	4,500,000		4,500,000
b) Reserves and Surplus	2	969,762		961,095
			5,469,762	5,461,095
c) Unsecured Loans			9,650,000	9,630,000
TOTAL			15,119,762	15,091,095
APPLICATION OF FUNDS :				
1) Investments	3		15,068,791	15,068,791
2) Current Assets, Loans and Advances				
a) Current Assets	4	49,443		19,751
b) Loans and Advances	5	14,170		14,170
		63,613		33,921
Less :				
Current Liabilities and Provisions	6	12,642		11,617
NET CURRENT ASSETS			50,971	22,304
TOTAL			15,119,762	15,091,095

Accounting Policies and Notes on Accounts - Schedule "8"

As per our attached Report of even date

For **GUNDERIA & CO.**,

Chartered Accountants

P. P. SAGAR

Partner

Membership No. 35587

N. R. KARA - Chairman

J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

Mumbai, Dated : 24th June, 2009

PRUDENTIAL HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Schedule No.	Rupees	Previous Year Rupees
INCOME			
Income from long term Investments :			
Dividend received on Investments		28,000	6,000
		28,000	6,000
EXPENDITURE			
Auditor's Remuneration :-			
As Audit Fees		5,515	5,618
For Certifications		1,128	4,669
Administrative Expenses	7	12,690	8,643
		19,333	18,930
Profit / (Loss) before Taxation		8,667	(12,930)
Less : Provision for Taxation		—	—
Profit / (Loss) after Tax		8,667	(12,930)
Add : Balance brought forward from previous year		563,185	576,115
Balance available for appropriation		571,852	563,185
Less : Transfer to Reserve u/s 45-IC of RBI Act, 1934		1,800	—
Balance carried to Balance Sheet		570,052	563,185

Accounting Policies and Notes on Accounts - Schedule "8"

As per our attached Report of even date

For GUNDERIA & CO.,

Chartered Accountants

P. P. SAGAR

Partner

Membership No. 35587

Mumbai, Dated : 24th June, 2009

N. R. KARA - Chairman

J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

PRUDENTIAL HOLDINGS LIMITED

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

	As at 31-03-2009 Rupees	As at 31-03-2008 Rupees
CASH FLOW FROM OPERATING ACTIVITIES		
Net (Loss) / Profit before Tax	8,667	(12,930)
Add:		
Non Cash items	—	—
Operating Loss Before Working Capital Changes	8,667	(12,930)
Less: Items Considered seperately		
Dividend on Shares	28,000	6,000
Operating Profit before working Capital Changes	(19,333)	(18,930)
Working Capital Changes :		
Increases/(Decrease) In Current Liabilities	1,025	1,317
Cash Generated From Operations	1,025	1,317
Net Cash Flow From Operating Activities	(18,308)	(17,613)
CASH FLOW FROM INVESTING ACTIVITIES ;		
Dividend on Shares	28,000	6,000
	9,692	(11,613)
CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds From Loans	20,000	15,000
Repayment of Loan taken during the year	—	(15,000)
NET CASH FLOW FROM FINANCING ACTIVITIES	20,000	—
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	20,000	(11,613)
CASH AND CASH EQUIVALENT AT THE BEGINNING OF PERIOD		
Cash on Hand	4,901	6,401
Bank Balance	14,850	24,963
	19,751	31,364
	49,443	19,751
CASH AND CASH EQUIVALENT AT THE END OF PERIOD		
Cash on Hand	10,361	4,901
Bank Balance	39,082	14,850
	49,443	19,751

As per our attached Report of even date
For GUNDERIA & CO.,
Chartered Accountants

P. P. SAGAR
Partner
 Membership No. 35587

N. R. KARA - Chairman
J. U. THACKERSEY }
R. S. THACKERSEY } *Directors*

Mumbai, Dated : 24th June, 2009

Mumbai, Dated : 24th June, 2009

PRUDENTIAL HOLDINGS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE "1" - SHARE CAPITAL

	Rupees	As at 31-3-2008 Rupees
AUTHORISED :		
5,00,000 Equity Shares of Rs.10/- each	5,00,000	5,00,000
ISSUED AND SUBSCRIBED :		
4,50,000 Equity Shares of Rs.10/- each.	4,50,000	4,50,000
(The above shares are held by the Holding Company, The Sirdar Carbonic Gas Company Limited)		

SCHEDULE "2" - RESERVES AND SURPLUS

	Rupees	Rupees	As at 31-3-2008 Rupees
GENERAL RESERVE :			
As per last Balance Sheet		99,000	99,000
Reserve Fund (Pursuant to Section 45-1C of R.B.I. Act, 1934)			
As per last Balance Sheet	298,910		298,910
Add : Transfer from Profit & Loss A/c.	1,800		—
		300,710	298,910
Surplus in Profit & Loss Account		570,052	563,185
		969,762	961,095

PRUDENTIAL HOLDINGS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE "3" - INVESTMENTS

	Rupees	As at 31-3-2008 Rupees					
LONG TERM INVESTMENTS : (AT COST)							
A. NON-TRADE QUOTED :							
12,00,664 Equity Shares of The Hindoostan Spinning and Weaving Mills Ltd. of Rs.10/- each fully paid up	13,938,791	13,938,791					
4,000 Equity Shares of Bank of India of Rs.10/- each fully paid	180,000	180,000					
	14,118,791	14,118,791					
B. UNQUOTED SHARES :							
95,000 Equity Shares of Rs.10/- each fully paid in Lexicon Finance Limited	950,000	950,000					
	15,068,791	15,068,791					
Notes :							
Quoted :-							
a) Aggregate of quoted investments Previous Year	<table style="width: 100%; border: none;"> <tr> <td style="text-align: right;">Cost</td> <td style="text-align: right;">Market Value</td> </tr> <tr> <td style="text-align: right;">14,118,791</td> <td style="text-align: right;">13,966,838</td> </tr> <tr> <td style="text-align: right;">14,118,791</td> <td style="text-align: right;">37,571,819</td> </tr> </table>	Cost	Market Value	14,118,791	13,966,838	14,118,791	37,571,819
Cost	Market Value						
14,118,791	13,966,838						
14,118,791	37,571,819						
Unquoted :							
b) Agregate of unquoted investemnts Previous year	<table style="width: 100%; border: none;"> <tr> <td style="text-align: right;">950,000</td> <td style="text-align: right;">950,000</td> </tr> </table>	950,000	950,000				
950,000	950,000						

SCHEDULE "4" - CURRENT ASSETS

	Rupees	As at 31-3-2008 Rupees
CASH AND BANK BALANCES		
Cash on hand	10,361	4,901
Bank balances with a scheduled bank in Current A/c	39,082	14,850
	49,443	19,751

PRUDENTIAL HOLDINGS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE "5" - LOANS AND ADVANCES (Unsecured considered good unless otherwise stated)

	Rupees	As at 31-3-2008 Rupees
Advance Payment of Taxes (net of provisions)	14,170	14,170
	14,170	14,170

SCHEDULE "6" - CURRENT LIABILITIES AND PROVISIONS

	Rupees	As at 31-3-2008 Rupees
CURRENT LIABILITIES : Sundry Creditors	12,633	11,608
PROVISIONS : For Taxation (net of advances)	9	9
	12,642	11,617

SCHEDULE ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009 SCHEDULE "7" - ADMINISTRATIVE EXPENSES

	Rupees	Previous Year Rupees
Profession Tax	2,500	2,500
Legal & Profession Charges	4,800	3,000
Bank Commission & Charges	288	57
Filing Fees	4,500	1,500
Sundry Expenses	602	1,586
	12,690	8,643

PRUDENTIAL HOLDINGS LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE "8"

A. SIGNIFICANT ACCOUNTING POLICIES

INVESTMENTS:

Long-term investments are carried at cost. Provision is made for decline if any, other than temporary in the carrying amounts of long-term investments.

REVENUE RECOGNITION:

In appropriate circumstances, revenue (income) is recognized when no significant uncertainty as to determination or realisation exists.

TAXES ON INCOME:

Current tax is determined as the amount of tax payable in respect of taxable income computed in accordance with provisions of the Income Tax Act, 1961.

CONTINGENT LIABILITIES:

Provision is made in the accounts in respect of those contingencies which are likely to materialise into liabilities after the year end till the approval of accounts by the Board of Directors and which have material effect on the position stated in the Balance Sheet.

B. NOTES ON ACCOUNTS

- 1) The Company has complied with the guidelines issued by the Reserve Bank of India, in respect of Prudential Norms for income recognition, accounting standards, asset classification as applicable to it.
- 2) Unsecured loans represents interest free loan received from Holding Company.
- 3) The Company had pledged 7,00,000 Equity Shares held by it in The Hindoostan Spg. & Wvg. Mills Ltd., with SICOM LTD., as security against loan obtained by the Holding Company.
- 4) There is no deferred taxation liability for the Company.
- 5) **Segment Reporting:**
As the Company operates in single segment, no disclosure is required to be given as per AS-17 on " Segment Reporting " issued by The Institute of Chartered Accountants of India.
- 6) **Impairment of Assets :**
The Company is not having any fixed assets, hence AS-28 on "Impairment of Assets" issued by The Institute of Chartered Accountants of India, does not arise.

PRUDENTIAL HOLDINGS LIMITED

- 7) **Related Party Disclosures:**
- A) Name and nature of relationship of the party where control exists
 Holding Company – The Sirdar Carbonic Gas Company Ltd.
 Associates – The Hindoostan Spg. & Wvg. Mills Ltd.
 – Delta Investments Ltd.

B) Parties with whom transactions have taken place

(a) Holding Company
 The Sirdar Carbonic Gas Company Ltd.

(b) Associates:
 1. The Hindoostan Spg. & Wvg. Mills Ltd.
 2. Delta Investments Ltd.

(c) Key Management Personnel (KMP)
 Shri Naresh R. Kara – Non-Executive Chairman

(d) Relative of Key Management Personnel:
 None

C) The following transactions were carried out with Holding Company and Associates:

Particulars	Current Year		Previous Year	
	Holding Company	Associates	Holding Company	Associates
Loans taken by the company	20,000	NIL	15,000	NIL
Repayment of Loan taken	NIL	NIL	15,000	NIL
Payable included in unsecured loans	96,50,000	NIL	96,30,000	NIL

- 8) Figures for the previous year have been regrouped / reclassified wherever necessary to make them comparable with this year's figures.

For GUNDERIA & CO.,
Chartered Accountants

P. P. SAGAR
Partner
 Membership No. 35587

N. R. KARA - Chairman

J. U. THACKERSEY } Directors
R. S. THACKERSEY }

Mumbai , Dated : 24th June, 2009

Mumbai , Dated : 24th June, 2009

PRUDENTIAL HOLDINGS LIMITED

SCHEDULE TO THE BALANCE SHEET OF A NON-BANKING FINANCIAL COMPANY

SCHEDULE - " 9 "

(as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998)

(Rs. in Lacs)

Particulars	Amount Outstanding	Amount overdue
Liabilities side :		
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
(a) Debentures : Secured	NIL	NIL
: Unsecured	NIL	NIL
(other than falling within the meaning of public deposits*)		
(b) Deferred Credits	NIL	NIL
(c) Term Loans	NIL	NIL
(d) Inter-corporate loans and borrowing	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Public Deposits*	NIL	NIL
(g) Other Loans (specify nature) (Unsecured loans from the Holding Company)	96.30	NIL
* Please see Note 1 below		
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
(a) In the form of unsecured debentures	NIL	NIL
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	NIL	NIL
(c) Other public deposits	NIL	NIL
* Please see Note 1 below		
Assets side :		Amount outstanding
(3) Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
(a) Secured		NIL
(b) Unsecured		NIL
(4) Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		
(i) Leased assets including lease rentals under sundry debtors :		
(a) Financial lease		NIL
(b) Operating lease		NIL

PRUDENTIAL HOLDINGS LIMITED

SCHEDULE TO THE BALANCE SHEET OF A NON-BANKING FINANCIAL COMPANY

(ii) Stock on hire including hire charges under sundry debtors:	
(a) Assets on hire	NIL
(b) Repossessed Assets	NIL
(iii) Hypothecation loans counting towards EL/HP activities	
(a) Loans where assets have been repossessed	NIL
(b) Loans other than (a) above	NIL
(5) <u>Break-up of Investments</u> :	
<u>Current Investments</u> (held as stock in trade) :	
(Refer clause 4 in our report for deviation from AS 13)	
1. <u>Quoted</u> :	
(i) Shares : (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (please specify)	NIL
2. <u>Unquoted</u> :	
(i) Shares : (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL
<u>Long Term investments</u> :	
1. <u>Quoted</u> :	
(i) Shares : (a) Equity	141.19
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL
2. <u>Unquoted</u> :	
(i) Shares : (a) Equity	9.50
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL

PRUDENTIAL HOLDINGS LIMITED

SCHEDULE TO THE BALANCE SHEET OF A NON-BANKING FINANCIAL COMPANY

- (6) Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :
Please see Note 2 below

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group (Ref. Note 4)	NIL	NIL	NIL
(c) Other related parties (Holding Company)	NIL	NIL	NIL
2. Other than related parties			
— Leased Asset	NIL	NIL	NIL
— Stock on hire	NIL	NIL	NIL
— Loans and advances	NIL	NIL	NIL
Total	NIL	NIL	NIL

- (7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) : Please see note 3 below

Category	Market Value/Break up or Fair Value or NAV	Book Value (Net of Provisions)
1. Related Parties **		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group (Ref. Note 4)	NIL	NIL
(c) Other related parties	130.87	139.39
2. Other than related parties	15.94	11.30
Total	146.81	150.69

** As per Accounting Standard of ICAI (Please see Note 3)

- (8) Other information

Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related parties	NIL
(b) Other than related parties	NIL
(ii) Net Non-Performing Assets	
(a) Related parties	NIL
(b) Other than related parties	NIL
(iii) Assets acquired in satisfaction of debt	NIL

PRUDENTIAL HOLDINGS LIMITED

Notes :

1. As defined in Paragraph 2(1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
2. Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.
4. On perusal of Accounting Standard 18 on Related Party Disclosures, it has been observed that there is no separate definition of related parties falling under the term "Companies in the same group". In view of the same, all related parties, other than subsidiary, have been classified under the sub-group (c) i.e. "Other related parties".

As per our attached Report of even date

For GUNDERIA & CO.,
Chartered Accountants

P. P. SAGAR
Partner

Membership No. 35587

Mumbai, Dated : 24th June, 2009

N. R. KARA - Chairman

J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

PRUDENTIAL HOLDINGS LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(I) Registration Details

Registration No. **U65120MH1984PTC033529** State Code **11**
 Balance Sheet Date **31 03 2009**
Date Month Year

(II) Capital Raised during the year (Amount in Rs. Thousands)

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

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

Total Liabilities 15,132	Total Assets 15,132
Sources of Funds	
Paid-Up Capital 4,500	Reserves & Surplus 970
Secured Loans NIL	Unsecured Loans 9,650
Application of Funds	
Net Fixed Assets NIL	Investments 15,069
Net Current Assets 51	Misc. Expenditure NIL
Accumulated Losses NIL	

(IV) Performance of the Company (Amount in Rs. Thousands)

Turnover 28	Total Expenditure 19
Profit/(Loss) Before Tax 9	Profit/(Loss) After Tax 9
Earning per Share in Rs. 0.02	Dividend Rate % NIL

(V) Generic Names of Three Principal Products/Services of Company (as per Monetary terms).

Not Applicable

Net Profit for the year = **9**
 No. of equity shares of Rs.10/- each = **450000**

N. R. KARA - Chairman

J. U. THACKERSEY
R. S. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

ARISTOCRAT INVESTMENTS LIMITED

DIRECTORS' REPORT TO THE SHAREHOLDERS FOR THE YEAR ENDED 31ST MARCH, 2009

Dear Sir / Madam,

Your Directors have pleasure in submitting to you the Twenty-Fifth annual report of the affairs of the Company along with the audited Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date.

FINANCIAL RESULTS		Rupees	Previous Year Rupees
Profit before Tax		1,47,608	1,17,510
Provision for Income Tax		—	—
Profit after Tax		1,47,608	1,17,510
Surplus brought forward from the previous year		4,75,349	3,81,339
The surplus available for appropriation		6,22,957	4,98,849
Transfer to Reserves		29,600	23,500
Balance in Profit & Loss Account carried to Balance Sheet		5,93,357	4,75,349

DIVIDEND:

In order to conserve the resources for future, your Directors have not recommended payment of any dividend during the year under report.

FIXED DEPOSITS:

The Company has not accepted any public deposits during the year.

DIRECTORATE:

Shri Raoul S. Thackersey retires by rotation but being eligible offers himself for re-appointment.

AMALGAMATION WITH THE HOLDING COMPANY:

Your Directors have approved the draft scheme of Amalgamation of the Company with the Holding Company subject to the approval of Hon'ble High Court of Judicature at Bombay and / or National Company Law Tribunal.

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

As the Company is not carrying out any manufacturing activity, the disclosure of particulars as required u/s.217 (1) (e) of the Companies Act, 1956 so far as it relates to Conservation of Energy, Technology Absorption is not applicable. The particulars with regard to foreign exchange earnings and outgo are also Nil.

ARISTOCRAT INVESTMENTS LIMITED

PARTICULARS OF EMPLOYEES:

There were no employees covered under Section 217 (2A) of the Companies Act, 1956 during the year under review.

DIRECTORS' RESPONSIBILITY:

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that in the preparation of the annual accounts, the applicable accounting standards have been followed. Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March,2009 and of the profit of the Company for the period from 1st April,2008 to 31st March,2009. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and the annual accounts have been prepared on a going concern basis.

AUDITORS:

You are requested to appoint Auditors for the current year and to fix their remuneration.

BY ORDER OF THE BOARD OF DIRECTORS,

C. K. THACKERSEY
CHAIRMAN

Place : Mumbai
Date : 24th June, 2009

ARISTOCRAT INVESTMENTS LIMITED

AUDITORS' REPORT TO THE MEMBERS OF ARISTOCRAT INVESTMENTS LIMITED

We have audited the attached Balance Sheet of ARISTOCRAT INVESTMENTS LIMITED as at March 31, 2009, and the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

As required by the Companies (Auditors report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order. On the basis of such checks of the books and records of the Company as we considered appropriate and the information and explanations given to us during the course of our audit.

1. Further to our comments in the Annexure referred to above, we report that :
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company, so far as appears from our examination of the books;
 - c) The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet and the Profit and Loss Account dealt with by the report comply with the accounting standards referred to in sub section (3 C) of Section 211 the Companies Act, 1956.
 - e) Based on 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 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 Companies Act , 1956;
 - f) In our opinion, and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give true and fair view in conformity with the accounting principles generally accepted in India:
 - i. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009 and
 - ii. In the case of Profit & Loss Account, of the profit for the year ended on that date.

For **H.G. PANDHI & CO.**,
Chartered Accountants,

H.G. PANDHI
Proprietor
Membership No. 15547

Mumbai, Dated : 24th June, 2009

ARISTOCRAT INVESTMENTS LIMITED

ANNEXURE TO THE AUDITOR'S REPORT

1. The Company does not have any fixed assets.
2. The Company does not have any inventory.
3. (a) The Company has taken loans aggregating to Rs 1 lakhs from its Holding Company covered in the register maintained under Section 301 of the Companies Act 1956. At the year end the outstanding balances of loans taken from such parties aggregated to Rs Nil
(b) The rate of interest and other terms and conditions on which loans have been taken by the company are not prima facie, prejudicial to the interest of the company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the sale of goods. During the course of the audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. (a) According to the information and explanations given to us, we are of the opinion that no such transaction have been made by the Company which needs to be entered in the register maintained u/s. 301 of the Companies Act, 1956.
(b) According to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements entered into the register maintained u/s. 301 of the Companies Act, 1956, exceeding the value of rupees five lakhs in respect of any party during the year.
6. According to the information and explanations given to us, the Company has not accepted any deposit from the public within the meaning of Section 58A and 58AA of the Act and the rules framed there under.
7. The Company not having paid up capital and reserves exceeding rupees 50 lacs as at the commencement of the financial year and not having average annual turnover exceeding rupees 5 crores for the period of three consecutive financial years immediately preceding the financial year, the question does not arise for reporting on internal audit system.
8. The maintenance of cost records as prescribed by the Central government u/s. 209(1) of the Act is not applicable as the Company is not manufacturing any goods or products.
9. (a) The Company is regular in depositing with the appropriate authorities undisputed statutory dues including Income tax and other material statutory dues applicable to it.
(b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty, cess which have not been deposited on account of any dispute.
10. In our opinion, the Company does not have any accumulated losses at the end of the financial year. The Company has not incurred any cash losses during the financial year and in the immediately preceding financial year.

ARISTOCRAT INVESTMENTS LIMITED

11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or to the debenture holders.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion the Company is not a chit fund / nidhi / mutual benefit fund /society, therefore the provision of the clause 4(xii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In our opinion, the Company is not dealing in shares, securities, debentures and other investment. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order 2003 are not applicable to the Company.
15. In our opinion the Company has not given any guarantee during the year.
16. In our opinion the Company has not raised any term loan during the year.
17. According to the information and explanations given to us and on the overall examination of the balance sheet of the Company, in our opinion, there are no funds raised on a short term basis which have been used for long term investment and vice-versa.
18. According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s. 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by public issue during the year covered by our report.
21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For. H. G. PANDHI & CO.
Chartered Accountants

H. G. PANDHI

Proprietor

Membership No. 15547

Mumbai, Dated : 24th June, 2009

ARISTOCRAT INVESTMENTS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2009

	Schedule No	Rupees	Rupees	As at 31-03-2008 Rupees
SOURCES OF FUNDS :				
<u>Shareholders' Funds</u>				
a) Share Capital	1	500,000		435,000
b) Reserves and surplus	2	3,641,148		3,493,540
<u>Loan Funds</u>				
Unsecured Loans			4,141,148	3,928,540
			—	100,000
TOTAL			4,141,148	4,028,540
APPLICATION OF FUNDS :				
Investments	3		3,906,888	3,906,888
<u>Current Assets, Loans and Advances</u>				
a) Current Assets	4	200,238		367,929
b) Loans and Advances	5	92,878		92,210
		293,116		460,139
<u>Less :</u>				
Current Liabilities and Provisions	6	58,856		338,487
NET CURRENT ASSETS			234,260	121,652
TOTAL			4,141,148	4,028,540
Accounting Policies and Notes on Accounts as per schedule - "8"				

As per our attached Report of even date

For **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI
Proprietor

Mumbai, Date : 24th June, 2009

C. K. THACKERSEY - Chairman
J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Date : 24th June, 2009

ARISTOCRAT INVESTMENTS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Schedule No.	Rupees	Previous Year Rupees
INCOME			
Sales		—	162,305
Dividend		154,300	115,350
		154,300	277,655
EXPENDITURE			
Purchases		—	152,090
Payment to Auditors : as Audit Fees		2,206	2,247
Administrative Expenses	7	4,486	5,808
		6,692	160,145
Profit before Tax		147,608	117,510
Provision for Taxation		—	—
Profit after Tax		147,608	117,510
Balance brought forward from previous year		475,349	381,339
Balance available for appropriation		622,957	498,849
Less :-			
Transfer to Reserve Fund		29,600	23,500
Balance carried to Balance Sheet		593,357	475,349
Accounting Policies and Notes on Accounts as per Schedule - "8"			

As per our attached Report of even date

For **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI
Proprietor

Mumbai, Date : 24th June, 2009

C. K. THACKERSEY - Chairman

J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Date : 24th June, 2009

ARISTOCRAT INVESTMENTS LIMITED

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

	As at 31-03-2009 Rupees	As at 31-03-2008 Rupees
CASH FLOW FROM OPERATING ACTIVITIES:		
Net (Loss) / Profit before Tax	147,608	117,510
Add:		
Non Cash items	—	—
Operating Loss before Working Capital Changes	147,608	117,510
Less: Items considered seperately :		
Dividend on Shares	154,300	115,350
Operating Profit before Working Capital Changes	(6,692)	2,160
Working Capital Changes :		
Trade and other receivables	301,280	194,610
Trade and other payable	(279,631)	(195,055)
	21,649	(445)
Cash Generated from Operations	14,957	1,715
Direct Taxes	(668)	(421)
Net Cash Flow from Operating Activities	14,289	1,294
CASH FLOW FROM INVESTING ACTIVITIES:		
Dividend on Shares	154,300	115,350
	154,300	115,350
CASH FLOW FROM FINANCING ACTIVITIES :		
Increase in Capital	65,000	—
Repayment of Loan taken during the year	(100,000)	(100,000)
NET CASH FLOW FROM FINANCING ACTIVITIES	(35,000)	(100,000)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	133,589	16,644
CASH AND CASH EQUIVALENT AT THE BEGINNING OF PERIOD		
Cash on Hand	6,518	3,564
Bank Balance	60,131	46,441
	66,649	50,005
	200,238	66,649
CASH AND CASH EQUIVALENT AT THE END OF PERIOD		
Cash on Hand	114,429	6,518
Bank Balance	85,809	60,131
	200,238	66,649

As per our attached Report of even date

For H. G. PANDHI & CO.
Chartered Accountants

H. G. PANDHI
Proprietor

C. K. THACKERSEY - Chairman

J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Date : 24th June, 2009

Mumbai, Date : 24th June, 2009

ARISTOCRAT INVESTMENTS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE "1" - SHARE CAPITAL

	Rupees	As at 31-3-2008 Rupees
AUTHORISED		
10,000 Equity Shares of Rs.10/-each	100,000	100,000
2,60,000 15% Non-Convertible Redeemable Non-Cumulative Preference Shares of Rs.10/-each.	2,600,000	2,600,000
80,000 Unclassified Shares of Rs.10/-each	800,000	800,000
	3,500,000	3,500,000
ISSUED, SUBSCRIBED AND PAID UP		
10,000 Equity shares of Rs.10/- each (Held by The Sirdar Carbonic Gas Co.Ltd.,the Holding Company)	100,000	100,000
40,000 (Previous Year 33,500) 15% Non-Convertible Redeemable Non-Cumulative Pref.Shares of Rs.10/-each. (Held by The Sirdar Carbonic Gas Co.Ltd.,the Holding Company)	400,000	335,000
	500,000	435,000

NOTE : The 15% Non-Convertible Redeemable Non-Cumulative Preference Shares are redeemable at the option of the Company at any time and from time to time by giving three months notice.

SCHEDULE "2" - RESERVES AND SURPLUS

	Rupees	As at 31-3-2008 Rupees
GENERAL RESERVE		
As per last Balance Sheet	700	700
Reserve under Section 45-1C of R.B.I.Act,1934 As per last Balance Sheet	842,491	818,991
Add : Transferred from the Profit & Loss Account	29,600	23,500
	872,091	842,491
Captial Redemption Reserve	2,175,000	2,175,000
Surplus in Profit & Loss Account	593,357	475,349
	3,641,148	3,493,540

ARISTOCRAT INVESTMENTS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE " 3 " - INVESTMENTS

	Rupees	As at 31-3-2008 Rupees
LONG TERM INVESTMENTS (AT COST)		
QUOTED		
3840 Equity Shares of The Sirdar Carbonic Gas Co.Ltd. of Rs.100/-each fully paid up.	295,895	295,895
3,80,787 Equity Shares of The Hindoostan Spg. & Wvg.Mills Ltd. of Rs.10/- each fully paid up.	3,606,493	3,606,493
100 Equity Shares of Bank of India of Rs.10/- each fully paid up.	4,500	4,500
	3,906,888	3,906,888
 Note : Aggregate of quoted Investments at Cost Market Value	3,906,888 5,881,368	3,906,888 13,329,054

SCHEDULE " 4 " - CURRENT ASSETS

	Rupees	As at 31-3-2008 Rupees
SUNDRY DEBTORS (Unsecured, considered good)		
Debts outstanding for a period exceeding six months	—	138,975
Other Debts	—	162,305
	—	301,280
CASH AND BANK BALANCES		
Cash on hand	114,429	6,518
Bank balances with a scheduled bank in current A/c.	85,809	60,131
	200,238	367,929

ARISTOCRAT INVESTMENTS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE " 5 " - LOANS AND ADVANCES (Unsecured and considered good)

	Rupees	As at 31-3-2008 Rupees
Advance receivable in cash or in kind	11,369	11,369
Advance payment of Taxes	81,509	80,841
	92,878	92,210

SCHEDULE " 6 " - CURRENT LIABILITIES AND PROVISIONS

	Rupees	As at 31-3-2008 Rupees
CURRENT LIABILITIES		
Sundry Creditors	4,356	283,987
PROVISIONS		
For Taxation	54,500	54,500
	58,856	338,487

SCHEDULES ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR
ENDED 31ST MARCH, 2009

SCHEDULE " 7 " - ADMINISTRATIVE EXPENSES

	Rupees	Previous Year Rupees
Rates & Taxes	1,700	1,700
Sundry Expenses	2,036	3,358
Legal & Professional Charges	750	750
	4,486	5,808

ARISTOCRAT INVESTMENTS LIMITED

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

SCHEDULE "8"

(A) ACCOUNTING POLICIES :

1. **Basis of Preparation of Financial Statements**

The accompanying financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting policies and the provisions of the Companies Act, 1956.

2. **Use of Estimates**

The Preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statement and reported amount of revenues and expenses during the reporting period. Difference between actuals and estimates are recognised in the period in which results are known / materialise.

3. **Investments**

Investments classified as long term investments are stated at cost. Provision is made to recognise decline, other than temporary, in the value of investments.

4. **Revenue Recognition**

In appropriate circumstances, revenue (income) is recognised when no significant uncertainty as to determination or realisation exists.

5. **Contingent Liabilities**

These are disclosed in the Notes on Accounts. Provision is made in the accounts in respect of those contingencies which are likely to materialise into liabilities after the year end till the approval of accounts by the Board of Directors and which have material effect on the position stated in the Balance Sheet.

(B) NOTES ON ACCOUNTS

1. The Company have been carrying out mainly trading activity and had stopped all financial activities. On that basis, the Company had made written request to the Reserve Bank of India regarding withdrawal of the Company's application for registration as Non-Banking Financial Companies under Section 451A of the Reserve Bank of India Act, 1934 and the order is awaited.

2. There is no deferred tax liability for the Company.

3. **Segment Reporting :**

As the Company operates in single segment, no disclosure is required to be given as per AS-17 on "Segment Reporting" issued by The Institute of Chartered Accountants of India.

4. **Impairment of Assets :**

The Company is not having any fixed assets, hence impairment of assets as per AS-28 on "Impairment of Assets" issued by The Institute of Chartered Accountants of India, is Rs.NIL.

ARISTOCRAT INVESTMENTS LIMITED

5. Related Party Disclosures :

- A. Name and nature of relationship of the party where control exists
Holding Company - The Sirdar Carbonic Gas Co. Ltd.
- B. Parties with whom transaction have taken place
- a) Holding Company - The Sirdar Carbonic Gas Co. Ltd.
- b) Associates :
1. The Hindoostan Spg. & Wvg. Mills Ltd.
 2. Delta Investments Ltd.
- c) Key Management Personnel (KMP)
Shri Chandrahas K. Thackersey - Non-Executive Chairman
- d) Relatives of Key Management Personnel, :
None

C. The following transactions were carried out with Holding Company and Associates

Particulars	Current Year		Previous Year	
	Holding Company	Associates	Holding Company	Associates
Loans taken by the Company	NIL	NIL	NIL	NIL
Repayment of Loan taken	1,00,000	NIL	1,00,000	NIL
Payable included in unsecured loans	NIL	NIL	1,00,000	NIL

6. Additional Information under Schedule VI of the Companies Act, 1956.

Goods Traded In :	Unit	Current Year		Previous Year	
		Quantity	Value	Quantity	Value
Cloth					
Opening Stock	Mtrs.	Nil	Nil	Nil	Nil
Purchases	Mtrs.	Nil	Nil	1135	152,090
Sales	Mtrs.	Nil	Nil	1135	162,305
Closing Stock	Mtrs.	Nil	Nil	Nil	Nil

7. Figures of the previous year have been regrouped wherever necessary to correspond with the figures of the current year.

Signatures to Schedule 1 to 8

As per our attached Report of even date
For **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI
Proprietor

Mumbai, Date : 24th June, 2009

C. K. THACKERSEY - Chairman

J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Date : 24th June, 2009

ARISTOCRAT INVESTMENTS LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(I) Registration Details				
Registration No.	U67120MH1984PTC033531		State Code	11
Balance Sheet Date	31	03	2009	
	Date	Month	Year	
(II) Capital Raised during the year (Amount in Rs. Thousands)				
Public Issue	NIL		Rights Issue	65
Bonus Issue	NIL		Private Placement	NIL
(III) Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)				
Total Liabilities	4200		Total Assets	4200
Sources of Funds				
Paid-Up Capital	500		Reserves & Surplus	3641
Secured Loans	NIL		Unsecured Loans	NIL
Application of Funds				
Net Fixed Assets	NIL		Investments	3907
Net Current Assets	234		Misc. Expenditure	NIL
Accumulated Losses	NIL			
(IV) Performance of the Company (Amount in Rs. Thousands)				
Turnover	154		Total Expenditure	6
+ Profit / Loss Before Tax	148		+ Profit / Loss After Tax	148
Earning per Share in Rs.	14.76		Dividend Rate %	NIL
(V) Generic Names of Three Principal Products / Services of Company (As per Monetary Terms)				
Item Code No. (ITC Code)	Product Description			
	Not Applicable			
$\frac{\text{Profit for the year}}{\text{No. of Equity Share of Rs.10/- each}} = \frac{\text{Rs.147608}}{10000} = \text{Rs.14.76}$				

For **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI
Proprietor

C. K. THACKERSEY - Chairman
J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Date : 24th June, 2009

Mumbai, Date : 24th June, 2009

SUKTA INVESTMENT LIMITED

DIRECTORS' REPORT TO THE SHAREHOLDERS FOR THE YEAR ENDED 31ST MARCH, 2009

Dear Sir / Madam,

Your Directors have pleasure in submitting to you the Twenty Eighth Annual Report of the affairs of the Company along with the audited Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date.

FINANCIAL RESULTS	Rupees	Previous Year Rupees
Profit before Tax	1,61,939	1,32,630
Provision for Income Tax	—	800
Profit after Tax	1,61,939	1,31,830
Excess Provision written back	947	—
Surplus brought forward from the previous year	4,46,033	3,40,603
The surplus available for appropriation	6,08,919	4,72,433
Transfer to Reserves	32,600	26,400
Balance in Profit & Loss Account carried to Balance Sheet	5,76,319	4,46,033

DIVIDEND:

In order to conserve the resources for future, your Directors have not recommended payment of any dividend during the year under report.

FIXED DEPOSITS:

The Company has not accepted any public deposit during the year.

DIRECTORATE:

Shri Chandrahas K. Thackersey retires by rotation but being eligible offers himself for re-appointment.

AMALGAMATION WITH THE HOLDING COMPANY:

Your Directors have approved the draft Scheme of Amalgamation of the Company with the Holding Company subject to the approval of Hon' ble High Court of Judicature at Bombay and / or National Company Law Tribunal.

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

As the Company is not carrying out any manufacturing activity, the disclosure of particulars as required u/s. 217 (1) (e) of the Companies Act, 1956 so far as it relates to Conservation of Energy, Technology Absorption is not applicable. The particulars with regard to foreign exchange earnings and outgo are also Nil.

SUKTA INVESTMENT LIMITED

PARTICULARS OF EMPLOYEES:

There were no employees covered under Section 217 (2A) of the Companies Act, 1956 during the year under review.

DIRECTORS' RESPONSIBILITY:

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2008 the Directors confirm that in the preparation of the annual accounts, the applicable accounting standards have been followed. Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March,2009 and of the profit of the Company for the period from 1st April,2008 to 31st March,2009 .Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and the annual accounts have been prepared on a going concern basis.

AUDITORS:

You are requested to appoint Auditors for the current year and to fix their remuneration.

BY ORDER OF THE BOARD OF DIRECTORS,

C. K. THACKERSEY
CHAIRMAN

Place : Mumbai
Date : 24th June, 2009

SUKTA INVESTMENT LIMITED

AUDITORS' REPORT TO THE MEMBERS OF SUKTA INVESTMENT LIMITED

We have audited the attached Balance Sheet of SUKTA INVESTMENT LIMITED as at March 31, 2009 and the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

As required by the Companies (Auditors report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order, on the basis of such checks of the books and records of the Company as we considered appropriate and the information and explanations given to us during the course of our audit.

1. Further to our comments in the Annexure referred to above, we report that :
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company, so far as appears from our examination of the books;
 - c) The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet and the Profit and Loss Account dealt with by the report comply with the accounting standards referred to in sub section (3 C) of Section 211 the Companies Act, 1956.
 - e) Based on 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 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 Companies Act , 1956;
 - f) In our opinion, and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give true and fair view in conformity with the accounting principles generally accepted in India:
 - i. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009 and
 - ii. In the case of Profit & Loss Account, of the profit for the year ended on that date.

For. H. G. PANDHI & CO.
Chartered Accountants
H. G. PANDHI
Proprietor
Membership No. 15547

Mumbai, Dated : 24th June, 2009

SUKTA INVESTMENT LIMITED

ANNEXURE TO THE AUDITORS REPORT

1. The Company does not have any fixed assets.
2. The Company does not have any inventory.
3. (a) The Company has taken loans aggregating to Rs 14.68 lakhs from its holding Companies covered in the register maintained under section 301 of the Companies Act 1956. At the year end the outstanding balances of loans taken from such parties aggregated to Rs 13.68 lakhs.
(b) The rate of interest and other terms and conditions on which loans have been taken by the company are not prima facie, prejudicial to the interest of the company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the sale of goods. During the course of the audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. (a) According to the information and explanations given to us, we are of the opinion that no such transaction have been made by the company which needs to be entered in the register maintained u/s. 301 of the Companies Act, 1956.
(b) According to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements entered into the register maintained u/s. 301 of the Companies Act, 1956, exceeding the value of rupees five lakhs in respect of any party during the year.
6. According to the information and explanations given to us, the Company has not accepted any deposit from the public within the meaning of section 58A and 58AA of the Act and the rules framed there under.
7. The Company not having paid up capital and reserves exceeding rupees 50 lacs as at the commencement of the financial year and not having average annual turnover exceeding rupees 5 crores for the period of three consecutive financial years immediately preceding the financial year the question does not arise for reporting on internal audit system.
8. The maintenance of cost records as prescribed by the Central government u/s. 209(1) of the Act is not applicable as the Company is not manufacturing any goods or products.
9. (a) The Company is regular in depositing with the appropriate authorities undisputed statutory dues including Income tax and other material statutory dues applicable to it.
(b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty, cess which have not been deposited on account of any dispute.
10. In our opinion, the company does not have any accumulated losses at the end of the financial year. The Company has not incurred any cash losses during the financial year and in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or to the debenture holders.

SUKTA INVESTMENT LIMITED

12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion the Company is not a chit fund / nidhi / mutual benefit fund / society, therefore the provision of the clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In our opinion, the Company is not dealing in shares, securities, debentures and other investment. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order 2003 are not applicable to the Company.
15. In our opinion the Company has not given any guarantee during the year.
16. In our opinion the Company has not raised any term loan during the year.
17. According to the information and explanations given to us and on the overall examination of the balance sheet of the Company, in our opinion, there are no funds raised on a short term basis which have been used for long term investment and vice-versa.
18. According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s. 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by public issue during the year covered by our report.
21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For. H. G. PANDHI & CO.
Chartered Accountants

H. G. PANDHI
Proprietor
Membership No. 15547

Mumbai, Dated : 24th June, 2009

SUKTA INVESTMENT LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2009

	Schedule No.	Rupees	Rupees	As at 31-03-2008 Rupees
SOURCES OF FUNDS :				
<u>Shareholders' Funds</u>				
a) Share Capital	1	6,00,000		6,00,000
b) Reserves and surplus	2	3,411,019		3,248,133
			4,011,019	3,848,133
<u>Loan Funds</u>				
Unsecured Loans			1,368,000	1,468,000
TOTAL			5,379,019	5,316,133
APPLICATION OF FUNDS :				
Investments	3		5,211,047	5,211,047
<u>Current Assets, Loans and Advances</u>				
a) Current Assets	4	120,717		761,701
b) Loans and Advances	5	51,064		64,285
		171,781		825,986
<u>Less :</u>				
Current Liabilities and Provisions	6	3,809		720,900
NET CURRENT ASSETS			167,972	105,086
TOTAL			5,379,019	5,316,133
Accounting Policies and Notes on Account as per Schedule "8"				

As per our attached Report of even date

For **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI
Proprietor

Mumbai, Date : 24th June, 2009

C. K. THACKERSEY - Chairman

**J. U. THACKERSEY }
R. S. THACKERSEY }** Directors

Mumbai, Date : 24th June, 2009

SUKTA INVESTMENT LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Schedule No.	Rupees	Previous Year Rupees
INCOME			
Sales		—	305,450
From Long Term Investments			
Dividend on Investments (Gross)		173,980	130,110
		173,980	435,560
EXPENDITURE			
Purchases		—	293,150
Payment to Auditors :			
— as Audit Fees		2,206	2,247
Administrative Expenses	7	9,835	7,533
		12,041	302,930
Profit before Tax		161,939	132,630
Provision for Taxation		—	800
Profit after Tax		161,939	131,830
Excess Provision W/back		947	—
		162,886	131,830
Balance brought forward from previous year		446,033	340,603
Balance available for appropriation		608,919	472,433
Less :-			
Transfer to Reserve Fund		32,600	26,400
Balance carried to Balance Sheet		576,319	446,033
Accounting Policies and Notes on Accounts as per Schedule - "8"			

As per our attached Report of even date

For **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI
Proprietor

Mumbai, Date : 24th June, 2009

C. K. THACKERSEY - Chairman
J. U. THACKERSEY } Directors
R. S. THACKERSEY }

Mumbai, Date : 24th June, 2009

SUKTA INVESTMENT LIMITED

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

	As at 31-03-2009 Rupees	As at 31-03-2008 Rupees
CASH FLOW FROM OPERATING ACTIVITIES:		
Net (Loss) / Profit before Tax	161,939	132,630
Add:		
Non Cash items	947	—
Operating Loss before Working Capital Changes	162,886	132,630
Less: Items considered seperately :		
Dividend on Shares	173,980	130,110
Operating Profit before Working Capital Changes	(11,094)	2,520
Working Capital Changes :		
Trade and other receivables	735,978	(305,450)
Trade and other payable	(702,091)	292,668
	33,887	(12,782)
Cash Generated from Operations	22,793	(10,262)
Direct Taxes	(1,779)	(488)
Net Cash Flow from Operating Activities	21,014	(10,750)
CASH FLOW FROM INVESTING ACTIVITIES:		
Dividend on Shares	173,980	130,110
	173,980	130,110
CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Loans	—	—
Repayment of Loan taken during the year	(100,000)	(150,000)
NET CASH FLOW FROM FINANCING ACTIVITIES	(100,000)	(150,000)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	94,994	(30,640)
CASH AND CASH EQUIVALENT AT THE BEGINNING OF PERIOD		
Cash on Hand	5,331	3,695
Bank Balance	20,392	52,668
	25,723	56,363
	120,717	25,723
CASH AND CASH EQUIVALENT AT THE END OF PERIOD		
Cash on Hand	28,977	5,331
Bank Balance	91,740	20,392
	120,717	25,723

As per our attached Report of even date

For **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI
Proprietor

C. K. THACKERSEY - Chairman

J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Date : 24th June, 2009

Mumbai, Date : 24th June, 2009

SUKTA INVESTMENT LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE "1" - SHARE CAPITAL

	Rupees	As at 31-3-2008 Rupees
AUTHORISED		
10,000 Equity Shares of Rs.10/-each	100,000	100,000
2,500 5% Redeemable Cumulative 'A' Pref.Shares of Rs.10/-each	25,000	25,000
2,60,000 15% Non-Convertible Redeemable Non-Cumulative Pref. Shares of Rs.10/-each.	2,600,000	2,600,000
77,500 Unclassified Shares of Rs.10/-each	775,000	775,000
	3,500,000	3,500,000
ISSUED, SUBSCRIBED & PAID UP		
10,000 Equity Shares of Rs.10/- each (Held by The Sirdar Carbonic Gas Co.Ltd.,the Holding Company)	100,000	100,000
50,000 15% Non-Convertible Redeemable Non-Cumulative Preference Shares of Rs.10/-each. (Held by The Sirdar Carbonic Gas Co.Ltd.,the Holding Company)	500,000	500,000
	600,000	600,000

NOTE : The 15% Non-Convertible Redeemable Non-Cumulative Preference Shares are redeemable at the option of the Company at any time and from time to time by giving three months notice.

SCHEDULE "2" - RESERVES AND SURPLUS

	Rupees	As at 31-3-2008 Rupees
GENERAL RESERVE		
As per last Balance Sheet	17,700	17,700
Reserve under Section 45-1C of R.B.I.Act,1934 As per last Balance Sheet	7,71,400	745,000
Add : Transferred from the Profit & Loss Account	32,600	26,400
	804,000	771,400
Capital Redemption Reserve	2,013,000	2,013,000
Surplus in Profit & Loss Account	576,319	446,033
	3,411,019	3,248,133

SUKTA INVESTMENT LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE " 3 " - INVESTMENTS

	Rupees	As at 31-3-2008 Rupees
LONG TERM INVESTMENTS (AT COST)		
QUOTED		
4,332 Equity Shares of The Sirdar Carbonic Gas Co.Ltd. of Rs.100/-each fully paid up.	383,270	383,270
3,71,244 Equity Shares of The Hindoostan Spg. & Wvg.Mills Ltd. of Rs.10/- each fully paid up.	4,823,277	4,823,277
100 Equity Shares of Bank of India of Rs.10/- each fully paid up.	4,500	4,500
	5,211,047	5,211,047
Note :		
Aggregate of quoted investments at Cost	5,211,047	5,211,047
Market Value	5,996,290	13,257,410

SCHEDULE " 4 " - CURRENT ASSETS

	Rupees	As at 31-3-2008 Rupees
SUNDRY DEBTORS (Unsecured, considered good)		
Debts outstanding for a period exceeding six months	—	430,528
Other Debts	—	305,450
	—	735,978
CASH AND BANK BALANCES		
Cash on hand	28,977	5,331
Bank balances with a scheduled bank in Current A/c	91,740	20,392
	120,717	761,701

SUKTA INVESTMENT LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE " 5 " - LOANS AND ADVANCES

(Unsecured and considered good)

	Rupees	As at 31-3-2008 Rupees
Advance receivable in cash or in kind	11,797	11,797
Advance payment of Taxes	39,267	52,488
	51,064	64,285

SCHEDULE " 6 " - CURRENT LIABILITIES AND PROVISIONS

	Rupees	As at 31-3-2008 Rupees
CURRENT LIABILITIES		
Sundry Creditors	2,406	704,550
Other Liabilities	53	—
PROVISIONS		
For Taxation	1,350	16,350
	3,809	720,900

SCHEDULES ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE " 7 " - ADMINISTRATIVE EXPENSES

	Rupees	Previous Year Rupees
Rates and Taxes	1,700	1,700
Demat Charges	—	1,733
Sundry Expenses	5,585	3,350
Legal & Professional Charges	2,550	750
	9,835	7,533

SUKTA INVESTMENT LIMITED

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

SCHEDULE "8"

(A) ACCOUNTING POLICIES :

1. **Basis of Preparation of Financial Statements**
The accompanying financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting policies and the provisions of the Companies Act, 1956.
2. **Use of Estimates**
The Preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statement and reported amount of revenues and expenses during the reporting period. Difference between actuals and estimates are recognised in the period in which results are known / materialise.
3. **Investments**
Investments classified as long term investments are stated at cost. Provision is made to recognise decline, other than temporary, in the value of investments.
4. **Revenue Recognition**
In appropriate circumstances, revenue (income) is recognised when no significant uncertainty as to determination or realisation exists.
5. **Contingent Liabilities**
These are disclosed in the Notes on Accounts. Provision is made in the accounts in respect of those contingencies which are likely to materialise into liabilities after the year end till the approval of accounts by the Board of Directors and which have material effect on the position stated in the Balance Sheet.

(B) NOTES ON ACCOUNTS

1. The Company have been carrying out mainly trading activity and had stopped all financial activities. On that basis, the Company had made written request to the Reserve Bank of India regarding withdrawal of the Company's application for registration as Non-Banking Financial Companies under Section 451A of the Reserve Bank of India Act, 1934 and the order is awaited.
2. There is no deferred tax liability for the Company.
3. **Segment Reporting :**
As the Company operates in single segment, no disclosure is required to be given as per AS-17 on "Segment Reporting" issued by The Institute of Chartered Accountants of India.
4. **Impairment of Assets :**
The company is not having any fixed assets hence impairment of assets as per AS-28 on "Impairment of Assets" issued by The Institute of Chartered Accountants of India, is Rs.NIL.

SUKTA INVESTMENT LIMITED

5. Related Party Disclosures :

A. Name and nature of relationship of the party where control exists
Holding Company - The Sirdar Carbonic Gas Co. Ltd.

B. Parties with whom transaction have taken place

a) Holding Company - The Sirdar Carbonic Gas Co. Ltd.

b) Associates :

1. The Hindoostan Spg. & Wvg. Mills Ltd.

2. Delta Investments Ltd.

c) Key Management Personnel (KMP)

Shri Chandrahas K. Thackersey - Non-Executive Chairman

d) Relatives of Key Management Personnel, :

None

C. The following transactions were carried out with Holding Company and Associates

Particulars	Current Year		Previous Year	
	Holding Company	Associates	Holding Company	Associates
Loans taken by the Company	NIL	NIL	NIL	NIL
Repayment of Loan taken	1,00,000	NIL	1,50,000	NIL
Payable included in unsecured loans	13,68,000	NIL	14,68,000	NIL

6. Additional Information under Schedule VI of the Companies Act, 1956.

Goods Traded In :	Unit	Current Year		Previous Year	
		Quantity	Value	Quantity	Value
Cloth					
Opening Stock	Mtrs.	Nil	Nil	Nil	Nil
Purchases	Mtrs.	Nil	Nil	2050	293,150
Sales	Mtrs.	Nil	Nil	2050	305,450
Closing Stock	Mtrs.	Nil	Nil	Nil	Nil

7. Figures of the previous year have been regrouped wherever necessary to correspond with the figures of the current year.

Signatures to Schedule 1 to 8

As per our attached Report of even date
For **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI

Proprietor

Mumbai, Date : 24th June, 2009

C. K. THACKERSEY - Chairman

J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Date : 24th June, 2009

SUKTA INVESTMENT LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(I) Registration Details			
Registration No.	U65990MH1981PLC024550	State Code	11
Balance Sheet Date	31	03	2009
	Date	Month	Year
(II) Capital Raised during the year (Amount in Rs. Thousands)			
Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	NIL
(III) Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)			
Total Liabilities	5383	Total Assets	5383
Sources of Funds			
Paid-Up Capital	600	Reserves & Surplus	3411
Secured Loans	NIL	Unsecured Loans	1368
Application of Funds			
Net Fixed Assets	NIL	Investments	5211
Net Current Assets	168	Misc. Expenditure	NIL
Accumulated Losses	NIL		
(IV) Performance of the Company (Amount in Rs. Thousands)			
Turnover	174	Total Expenditure	12
+Profit / Loss Before Tax	162	+ Profit / Loss After Tax	162
Earning per Share in Rs.	16.19	Dividend Rate %	NIL
(V) Generic Names of Three Principal Products / Services of Company (As per Monetary Terms)			
Item Code No. (ITC Code)	Product Description		
	Not Applicable		
Profit for the year	$\frac{\text{Rs.161939}}{10000} = \text{Rs.16.19}$		
No. of Equity Shares of Rs.10/- each			

For **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI
Proprietor

Mumbai, Date : 24th June, 2009

C. K. THACKERSEY - Chairman
J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Date : 24th June, 2009

WESTERN HOLDINGS LIMITED

DIRECTORS' REPORT TO THE SHAREHOLDERS FOR THE YEAR ENDED 31ST MARCH, 2009

Dear Sir / Madam,

Your Directors have pleasure in submitting to you the Twenty Fifth Annual Report of the affairs of the Company along with the audited Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date.

FINANCIAL RESULTS	Previous Year	
	Rupees	Rupees
Profit before Tax	1,42,522	1,19,232
Provision for Income Tax	—	1,200
Profit after Tax	1,42,522	1,18,032
Surplus brought forward from the previous year	4,03,327	3,09,295
The surplus available for appropriation	5,45,849	4,27,327
Transfer to Reserves	28,600	24,000
Balance in Profit & Loss Account carried to Balance Sheet	5,17,249	4,03,327

DIVIDEND:

In order to conserve the resources for future, your Directors do not recommend any payment of dividend during the year under report.

FIXED DEPOSITS:

The Company has not accepted any public deposits during the year.

DIRECTORATE:

Shri Jagdish U. Thackersey retires by rotation but being eligible offers himself for re-appointment

AMALGAMATION WITH THE HOLDING COMPANY:

Your Directors have approved the draft Scheme of Amalgamation of the Company with the Holding Company subject to the approval of Hon' ble High Court of Judicature at Bombay and / or National Company Law Tribunal.

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

As the Company is not carrying out any manufacturing activity, the disclosure of particulars as required u/s.217 (1) (e) of the Companies Act, 1956 so far as it relates to Conservation of Energy, Technology Absorption is not applicable. The particulars with regard to foreign exchange earnings and outgo are also Nil.

PARTICULARS OF EMPLOYEES:

There were no employees covered under Section 217 (2A) of the Companies Act, 1956 during the year under review.

WESTERN HOLDINGS LIMITED

DIRECTORS' RESPONSIBILITY:

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that in the preparation of the annual accounts, the applicable accounting standards have been followed. Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March,2009 and of the profit of the Company for the period from 1st April,2008 to 31st March,2009. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and the annual accounts have been prepared on a going concern basis.

AUDITORS:

You are requested to appoint Auditors for the current year and to fix their remuneration.

BY ORDER OF THE BOARD OF DIRECTORS,

C. K. THACKERSEY
CHAIRMAN

Place : Mumbai
Dated : 24th June, 2009

WESTERN HOLDINGS LIMITED

AUDITORS' REPORT TO THE MEMBERS OF WESTERN HOLDINGS LIMITED

We have audited the attached Balance Sheet of WESTERN HOLDINGS LIMITED as at March 31, 2009 and the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

As required by the Companies (Auditors report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order. On the basis of such checks of the books and records of the Company as we considered appropriate and the information and explanations given to us during the course of our audit.

1. Further to our comments in the Annexure referred to above, we report that :
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company, so far as appears from our examination of the books;
 - c) The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet and the Profit and Loss Account dealt with by the report comply with the accounting standards referred to in sub section (3 C) of Section 211 the Companies Act, 1956.
 - e) Based on 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 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 Companies Act , 1956;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give true and fair view in conformity with the accounting principles generally accepted in India:
 - i. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009 and
 - ii. In the case of Profit & Loss Account, of the profit for the year ended on that date.

For. H. G. PANDHI & CO.
Chartered Accountants

H. G. PANDHI
Proprietor
Membership No. 15547

Mumbai, Dated : 24th June, 2009

WESTERN HOLDINGS LIMITED

ANNEXURE TO THE AUDIOTR'S REPORT

1. The Company does not have any fixed assets.
2. The Company does not have any inventory.
3. (a) The Company has taken loans aggregating to Rs 3.90 lakhs from its holding Companies covered in the register maintained under section 301 of the Companies Act, 1956. At the year end the outstanding balances of loans taken from such parties aggregated to Rs 2.90 lakhs.
(b) The rate of interest and other terms and conditions on which loans have been taken by the company are not prima facie, prejudicial to the interest of the company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the sale of goods. During the course of the audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. (a) According to the information and explanations given to us, we are of the opinion that no such transaction have been made by the company which needs to be entered in the register maintained u/s. 301 of the Companies Act, 1956.
(b) According to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements entered into the register maintained u/s. 301 of the Companies Act, 1956, exceeding the value of rupees five lakhs in respect of any party during the year.
6. According to the information and explanations given to us, the Company has not accepted any deposit from the public within the meaning of section 58A and 58AA of the Act and the rules framed there under.
7. The Company not having paid up capital and reserves exceeding rupees 50 lacs as at the commencement of the financial year and not having average annual turnover exceeding rupees 5 crores for the period of three consecutive financial years immediately preceding the financial year the question does not arise for reporting on internal audit system.
8. The maintenance of cost records as prescribed by the Central government u/s. 209(1) of the Act is not applicable as the Company is not manufacturing any goods or products.
9. (a) The Company is regular in depositing with the appropriate authorities undisputed statutory dues including Income tax and other material statutory dues applicable to it.
(b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty, cess which have not been deposited on account of any dispute.
10. In our opinion, the company does not have any accumulated losses at the end of the financial year. The Company has not incurred any cash losses during the financial year and in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or to the debenture holders.

WESTERN HOLDINGS LIMITED

- 12 The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13 In our opinion the Company is not a chit fund / nidhi / mutual benefit fund / society, therefore the provision of the clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- 14 In our opinion, the Company is not dealing in shares, securities, debentures and other investment. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order 2003 are not applicable to the Company.
- 15 In our opinion the Company has not given any guarantee during the year.
- 16 In our opinion the Company has not raised any term loan during the year.
- 17 According to the information and explanations given to us and on the overall examination of the balance sheet of the Company, in our opinion, there are no funds raised on a short term basis which have been used for long term investment and vice-versa.
- 18 According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s. 301 of the Companies Act, 1956.
- 19 The Company has not issued any debentures during the year.
- 20 The Company has not raised any money by public issue during the year covered by our report.
21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For. **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI
Proprietor
Membership No. 15547

Mumbai, Dated : 24th June, 2009

WESTERN HOLDINGS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2009

	Schedule No.	Rupees	Rupees	As at 31-03-2008 Rupees
SOURCES OF FUNDS :				
<u>Shareholders' Funds</u>				
a) Share Capital	1	535,000		535,000
b) Reserves and surplus	2	3,430,549		3,288,027
<u>Loan Funds</u>				
Unsecured Loans			3,965,549	3,823,027
			290,000	390,000
TOTAL			4,255,549	4,213,027
APPLICATION OF FUNDS :				
Investments	3		4,042,842	4,042,842
<u>Current Assets, Loans and Advances</u>				
a) Current Assets	4	125,533		531,216
b) Loans and Advances	5	168,842		167,698
		294,375		698,914
<u>Less :</u>				
Current Liabilities and Provisions	6	81,668		528,729
NET CURRENT ASSETS			212,707	170,185
TOTAL			4,255,549	4,213,027
Accounting Policies and Notes on Accounts as per Schedule - 8				

As per our attached Report of even date

For **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI
Proprietor

Mumbai, Date : 24th June, 2009

C. K. THACKERSEY - Chairman

J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Date : 24th June, 2009

WESTERN HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Schedule No.	Rupees	Previous Year Rupees
INCOME			
Sales		—	315,880
Dividend on investments		154,540	115,530
		154,540	431,410
EXPENDITURE			
Purchases		—	304,220
Payment to Auditors : — as Audit Fees		2,206	2,247
Administrative Expenses	7	9,812	5,711
		12,018	312,178
Profit before Tax		142,522	119,232
Provision for Taxation		—	1,200
Profit after Tax		142,522	118,032
Balance brought forward from previous year		403,327	309,295
Balance available for appropriation		545,849	427,327
Less :-			
Transfer to Reserve Fund		28,600	24,000
Balance carried to Balance Sheet		517,249	403,327
Accounting Policies and Notes on Accounts as per Schedule - "8"			

As per our attached Report of even date

For **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI
Proprietor

Mumbai, Dated : 24th June, 2009

C. K. THACKERSEY - Chairman

J. U. THACKERSEY
R. S. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

WESTERN HOLDINGS LIMITED

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

	As at 31-03-2009 Rupees	As at 31-03-2008 Rupees
CASH FLOW FROM OPERATING ACTIVITIES:		
Net (Loss) / Profit before Tax	142,522	119,232
Add:		
Non Cash items	—	—
Operating Loss before Working Capital Changes	142,522	119,232
Less: Items considered separately :		
Dividend on Shares	154,540	115,530
Operating Profit before Working Capital Changes	(12,018)	3,702
Working Capital Changes :		
Trade and other receivables	470,155	60,795
Trade and other payable	(447,061)	(63,056)
	23,094	(2,261)
Cash Generated from Operations	11,076	1,441
Direct Taxes	(1,144)	(545)
Net Cash Flow from Operating Activities	9,932	896
CASH FLOW FROM INVESTING ACTIVITIES:		
Dividend on Shares	154,540	115,530
	154,540	115,530
CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Loans	—	—
Repayment of Loan taken during the year	(100,000)	(100,000)
NET CASH FLOW FROM FINANCING ACTIVITIES	(100,000)	(100,000)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	64,472	16,426
CASH AND CASH EQUIVALENT AT THE BEGINNING OF PERIOD		
Cash on Hand	7,268	4,438
Bank Balance	53,793	40,197
	61,061	44,635
	125,533	61,061
CASH AND CASH EQUIVALENT AT THE END OF PERIOD		
Cash on Hand	40,562	7,268
Bank Balance	84,971	53,793
	125,533	61,061

As per our attached Report of even date

For **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI
Proprietor

Mumbai, Dated : 24th June, 2009

C. K. THACKERSEY - Chairman

J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Dated : 24th June, 2009

WESTERN HOLDINGS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE " 1 " - SHARE CAPITAL

	Rupees	As at 31-3-2008 Rupees
AUTHORISED		
10,000 Equity Shares of Rs.10/-each	100,000	100,000
2,60,000 15% Non-Convertible Redeemable Non-Cumulative Preference Shares of Rs.10/-each.	2,600,000	2,600,000
80,000 Unclassified Shares of Rs.10/-each	800,000	800,000
	3,500,000	3,500,000
ISSUED, SUBSCRIBED & PAID UP		
10,000 Equity shares of Rs.10/- each (Held by The Sirdar Carbonic Gas Co.Ltd.,the Holding Company)	100,000	100,000
43,500 15% Non-Convertible Redeemable Non-Cumulative Preference Shares of Rs.10/-each. (Held by The Sirdar Carbonic Gas Co.Ltd.,the Holding Company)	435,000	435,000
	535,000	535,000

NOTE : The 15% Non-Convertible Redeemable Non-Cumulative Preference Shares are redeemable at the option of the Company at any time and from time to time by giving three months notice.

SCHEDULE " 2 " - RESERVES AND SURPLUS

	Rupees	As at 31-3-2008 Rupees
GENERAL RESERVE		
As per last Balance Sheet	4,600	4,600
Reserve under Section 45-1C of R.B.I.Act,1934 As per last Balance Sheet	805,100	781,100
Add : Transferred from the Profit & Loss Account	28,600	24,000
	833,700	805,100
Capital Redemption Reserve	2,075,000	2,075,000
Surplus in Profit & Loss Account	517,249	403,327
	3,430,549	3,288,027

WESTERN HOLDINGS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2009

SCHEDULE " 3 " - INVESTMENTS

	Rupees	As at 31-3-2008 Rupees
LONG TERM INVESTMENTS (AT COST)		
QUOTED		
3846 Equity Shares of The Sirdar Carbonic Gas Co.Ltd. of Rs.100/-each fully paid up.	303,493	303,493
3,84,856 Equity Shares of The Hindoostan Spg. & Wvg.Mills Ltd. of Rs.10/- each fully paid up.	3,734,849	3,734,849
100 Equity Shares of Bank of India of Rs.10/- each fully paid up.	4,500	4,500
	4,042,842	4,042,842
Note :		
Aggregate of quoted investments at Cost	4,042,842	4,042,842
Market Value	5,928,390	13,455,625

SCHEDULE " 4 " - CURRENT ASSETS

	Rupees	As at 31-3-2008 Rupees
SUNDRY DEBTORS (Unsecured, considered good)		
Debts outstanding for a period exceeding six months	—	154,275
Other Debts	—	315,880
	—	470,155
CASH AND BANK BALANCES		
Cash on hand	40,562	7,268
Bank balances with a scheduled bank in current account	84,971	53,793
	125,533	531,216

WESTERN HOLDINGS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE " 5 " - LOANS AND ADVANCES (Unsecured and Considered good)

	Rupees	As at 31-3-2008 Rupees
Advance receivable in cash or in kind	68,997	68,997
Advance payment of Taxes	99,845	98,701
	168,842	167,698

SCHEDULE " 6 " - CURRENT LIABILITIES AND PROVISIONS

	Rupees	As at 31-3-2008 Rupees
CURRENT LIABILITIES		
Sundry Creditors	3,906	450,967
PROVISIONS		
For Taxation	77,762	77,762
	81,668	528,729

SCHEDULES ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE " 7 " - ADMINISTRATIVE EXPENSES

	Rupees	Previous Year Rupees
Rates & Taxes	1,700	1,700
Sundry Expenses	5,562	2,100
Legal & Professional Charges	2,550	750
Demat Charges	—	1,161
	9,812	5,711

WESTERN HOLDINGS LIMITED

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

SCHEDULE "8"

(A) ACCOUNTING POLICIES :

1. **Basis of Preparation of Financial Statements**

The accompanying financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting policies and the provisions of the Companies Act, 1956.

2. **Use of Estimates**

The Preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statement and reported amount of revenues and expenses during the reporting period. Difference between actuals and estimates are recognised in the period in which results are known / materialise.

3. **Investments**

Investments classified as long term investments are stated at cost. Provision is made to recognise decline, other than temporary, in the value of investments.

4. **Revenue Recognition**

In appropriate circumstances, revenue (income) is recognised when no significant uncertainty as to determination or realisation exists.

5. **Contingent Liabilities**

These are disclosed in the Notes on Accounts. Provision is made in the accounts in respect of those contingencies which are likely to materialise into liabilities after the year end till the approval of accounts by the Board of Directors and which have material effect on the position stated in the Balance Sheet.

(B) NOTES ON ACCOUNTS

1. The Company have been carrying out mainly trading activity and had stopped all financial activities. On that basis, the Company had made written request to the Reserve Bank of India regarding withdrawal of the Company's application for registration as Non-Banking Financial Companies under Section 451A of the Reserve Bank of India Act, 1934 and the order is awaited.

2. There is no deferred tax liability for the Company.

3. **Segment Reporting :**

As the Company operates in single segment, no disclosure is required to be given as per AS-17 on "Segment Reporting" issued by The Institute of Chartered Accountants of India.

4. **Impairment of Assets :**

The company is not having any fixed assets, hence impairment of assets as per AS-28 on "Impairment of Assets" issued by The Institute of Chartered Accountants of India, is Rs.NIL.

WESTERN HOLDINGS LIMITED

5. Related Party Disclosures :

- A. Name and nature of relationship of the party where control exists
Holding Company - The Sirdar Carbonic Gas Co. Ltd.
- B. Parties with whom transaction have taken place
- a) Holding Company - The Sirdar Carbonic Gas Co. Ltd.
- b) Associates :
1. The Hindoostan Spg. & Wvg. Mills Ltd.
 2. Delta Investments Ltd.
- c) Key Management Personnel (KMP)
Shri Chandrahas K. Thackersey - Non-Executive Chairman
- d) Relatives of Key Management Personnel, :
None

C. The following transactions were carried out with Holding Company and Associates

Particulars	Current Year		Previous Year	
	Holding Company	Associates	Holding Company	Associates
Loans taken by the Company	NIL	NIL	NIL	NIL
Repayment of Loan taken	1,00,000	NIL	1,00,000	NIL
Payable included in unsecured loans	2,90,000	NIL	3,90,000	NIL

6. Additional Information under Schedule VI of the Companies Act, 1956.

Goods Traded In :	Unit	Current Year		Previous Year	
		Quantity	Value	Quantity	Value
Cloth					
Opening Stock	Mtrs.	Nil	Nil	Nil	Nil
Purchases	Mtrs.	Nil	Nil	2120	304,220
Sales	Mtrs.	Nil	Nil	2120	315,880
Closing Stock	Mtrs.	Nil	Nil	Nil	Nil

7. Figures of the previous year have been regrouped wherever necessary to correspond with the figures of the current year.

Signatures to Schedule 1 to 8

As per our attached Report of even date
For **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI

Proprietor

Mumbai, Date : 24th June, 2009

C. K. THACKERSEY - Chairman

J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Date : 24th June, 2009

WESTERN HOLDINGS LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(I) Registration Details

Registration No.	U67120MH1984PTC033528	State Code	11
Balance Sheet Date	31	03	2009
	Date	Month	Year

(II) Capital Raised during the year (Amount in Rs. Thousands)

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

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

Total Liabilities	4337	Total Assets	4337
Sources of Funds			
Paid-Up Capital	535	Reserves & Surplus	3431
Secured Loans	NIL	Unsecured Loans	290
Application of Funds			
Net Fixed Assets	NIL	Investments	4043
Net Current Assets	213	Misc. Expenditure	NIL
Accumulated Losses	NIL		

(IV) Performance of the Company (Amount in Rs. Thousands)

Turnover	155	Total Expenditure	12
+Profit / Loss Before Tax	143	+Profit /Loss After Tax	143
Earning per Share in Rs.	14.25	Dividend Rate %	NIL

(V) Generic Names of Three Principal Products / Services of Company

(As per Monetary Terms)

Item Code No (ITC Code)	Product Description
-------------------------	---------------------

	Not Applicable	
Profit for the year	Rs.142522	= Rs.14.25
No. of Equity Shares of Rs.10/- each	10000	

For **H. G. PANDHI & CO.**
Chartered Accountants

H. G. PANDHI
Proprietor

Mumbai, Date : 24th June, 2009

C. K. THACKERSEY - Chairman
J. U. THACKERSEY }
R. S. THACKERSEY } Directors

Mumbai, Date : 24th June, 2009

THE SIRDAR CARBONIC GAS COMPANY LIMITED

PROXY FORM

Folio No. :

* DP ID :

* Client ID :

I/We _____ of

_____ being a member(s) of the above named Company hereby appoint

_____ of _____ or failing him

_____ of _____ or failing him

_____ of _____ or failing him

_____ of _____ or failing him

as my/our proxy to vote for me/us and on my/our behalf at the 105th Annual General Meeting of the Company to be held on Tuesday, the 29th September, 2009 at 11.30 a.m. or at any adjournment thereof.

Signed this _____ day of _____ 2009

Affix
Revenue
Stamp

Signed by the said _____

Note ; 1. The proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the commencement of the meeting.

2. A Proxy need not be a member.

* Applicable to Shareholders holding shares in Demat Form.

----- PLEASE CUT ALONG THIS LINE -----

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the Meeting Hall

The Sirdar Carbonic Gas Co. Ltd.,
Sir Vithaldas Chambers, 16, M. S. Marg,
Mumbai - 400 001.

I hereby record my presence at the 105th Annual General Meeting of the Company at Sir Vithaldas Chambers, 16, M. S. Marg, Mumbai - 400 001. on Tuesday, the 29th September, 2009 at 11.30 a.m.

Name of the Member : _____

(in block letters)

Member's Folio No./ : _____

DP ID / Client ID* : _____

Signature of Proxy : _____

if Proxy, Name of Proxy : _____

* Applicable to Shareholders holding shares in Demat Form.

THE HERE

BOOK-POST

If undelivered, please return to :

THE SIRDAR CARBONIC GAS COMPANY LIMITED

Sir Vithaldas Chambers,

16, Mumbai Samachar Marg,

Mumbai - 400 001.