

BOARD OF DIRECTORS

Mr. C.S. Nopany, Chairman
Mrs. Shalini Nopany, Managing Director
Mr. Arvind C. Dalal
Mr. S.M. Agarwal
Mr. P.K. Khaitan
Mr. Sanjay Goenka
Mr. Subroto Lahiri
Mr. S.K. Khandelia
Mr. S.S. Maheshwari

AUDITORS

M/s. Singhi & Co.
Chartered Accountants
401 & 408, Pragati House
47-48, Nehru Place
New Delhi 110 019

BANKERS

Punjab National Bank
State Bank of Bikaner and Jaipur

REGISTERED OFFICE

Pachpahar Road,
Bhawanimandi - 326 502
(Rajasthan)

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SIL INVESTMENTS LIMITED

FINANCIAL HIGHLIGHTS

(Rs. in lacs)

	2005-06	2006-07	2007-08	2008-09	2009-10
What the Company owned:					
Gross Block	256.25	256.09	256.09	256.09	256.09
Less: Depreciation	41.68	45.71	49.88	54.06	58.23
Net Block	214.57	210.38	206.21	202.03	197.86
Investments	10047.32	12011.23	12040.57	12360.87	12361.88
Current Assets, Loans & Advances	30.46	109.91	9464.41	6891.87	6698.06
Total	10292.35	12331.52	21711.19	19454.77	19257.80
Deduct					
What the Company owed:					
Loans	-	1271.48	9723.91	6850.00	6015.80
Current Liabilities & Provisions	175.07	161.49	170.63	160.97	155.10
Deferred Tax Liabilities (Net)	24.21	25.75	26.06	26.28	26.42
Total	199.28	1458.72	9920.60	7037.25	6197.32
Net worth of Shareholders' Equity	10093.07	10872.80	11790.59	12417.52	13060.48
Represented by:					
Equity Capital	1060.65	1060.65	1060.65	1060.65	1060.65
Reserves & Surplus	9032.42	9812.15	10729.94	11356.87	11999.83
Total	10093.07	10872.80	11790.59	12417.52	13060.48
Net worth per Ordinary Share of Rs.10/- each	95.25	102.61	111.28	117.19	123.26
Dividend per Ordinary Share of Rs.10/- each	1.00	1.00	1.00	1.00	1.00

NOTICE

NOTICE is hereby given that the Seventy Sixth Annual General Meeting of the Shareholders of SIL Investments Limited, will be held at the Registered Office of the Company at Pachpahar Road, Bhawanimandi 326 502 (Rajasthan) at 10.00 a.m on Friday, 6th August, 2010 to transact the following business:-

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2010 and the Profit and Loss Account for the year ended on that date together with Auditors' Report thereon & Directors' Report.
2. To declare Dividend.
3. To appoint a Director in place of Mr. S. M. Agarwal, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Subroto Lahiri, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. S. K. Khandelua, who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors M/s. Singhi & Co., offer themselves for re-appointment.

AS SPECIAL BUSINESS:

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

"RESOLVED THAT Mrs. Shalini Nopany, who was appointed as an Additional Director on 26th October, 2009 and who holds office under Section 260 of the Companies Act, 1956 (the Act) upto the date of this Annual General Meeting and in respect of whom the Company has received notices in writing under Section 257 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company".
8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 269, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Shareholders of the Company hereby approve the appointment of Mrs. Shalini Nopany as Managing Director of the Company for a period of five years with effect from 25th January, 2010 at the remuneration and on the terms and conditions as are set out in the Explanatory Statement of this resolution".

"RESOLVED FURTHER THAT the Board of Directors be and is hereby vested with appropriate authority to determine

the remuneration payable to Mrs. Shalini Nopany in accordance with the provisions of the Companies Act, 1956 or any statutory modification or re-enactment thereof."

"RESOLVED FURTHER THAT if in any financial year the Company has no profits or its profits are inadequate, the Company may pay remuneration to the Managing Director by way of salary, perquisites and any other allowance not exceeding the ceiling in any financial year based upon the effective capital of the Company as set out in Section II of Part II of Schedule XIII".

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

"RESOLVED that pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves and authorises the payment of commission of upto 1% of the net profits of the Company to all the Directors together, over and above the usual sitting fees during each of the three financial years commencing from 1st April 2010 and that the said commission be divided amongst the Directors in such proportion and in such manner as may be determined by the Board."

By order of the Board

Place: Kolkata
 Dated: 11th May, 2010

Pawan Babbar
 Company Secretary

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time of holding the meeting. Proxies submitted on behalf of limited companies, bodies corporate, societies etc. must be supported by appropriate resolution /authority, as applicable. Blank Proxy form is attached.
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of item nos. 7 to 9 of the notice is given below and forms part thereof.
4. Corporate Members intending to send their authorised representatives to attend the meeting, are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
5. The Register of Members of the company will remain closed from 05.06.2010 to 11.06.2010 (both days inclusive) for determining eligibility for payment of Dividend, if declared at the meeting.

SIL INVESTMENTS LIMITED

6. Dividend, if declared at the meeting, will be paid to those members or their mandates:
- whose names appear as Beneficial Owner at the end of the business hours on 04.06.2010 in the list of Beneficial Owners to be furnished by Depositories (NSDL & CDSL) in respect of the shares held in electronic form; and
 - whose names appear as members on the Company's Register of Members on 11.06.2010 after giving effect to the valid transfer requests received on or before 04.06.2010.
7. Pursuant to provisions of Section 205A(5) of the Companies Act, 1956, dividends, which remain unclaimed/unencashed for a period of 7 years, are required to be transferred to the Investor Education and Protection Fund (IEP Fund) of the Central Government established under sub-section (1) of Section 205C of the Act. The Company has transferred an amount of Rs. 286346/- being the unpaid dividend for the year 2001-02 to IEP Fund on 14.11.2009.
- The following are the details of dividends declared by the Company and respective dates of amount becoming due for transfer to IEP Fund:

Dividend Year	Date of declaration of dividend	Date of amount becoming due for transfer to IEP Fund
2002-03	27.09.2003	26.10.2010
2003-04	30.09.2004	29.10.2011
2004-05	29.09.2005	27.10.2012
2005-06	23.09.2006	22.10.2013
2006-07	28.09.2007	27.10.2014
2007-08	27.09.2008	26.10.2015
2008-09	28.08.2009	27.09.2016

In view of above, shareholders are advised to send their requests for payment of unclaimed dividend pertaining to the years 2002-03 through 2008-09 to our Share Transfer Agent at Mumbai or to the registered office of the Company

8. Shareholders desirous of availing the facility of Electronic Credit of dividend are requested to fill up attached ECS form to this notice and return the same duly filled and signed alongwith a xerox copy of a leaf of their cheque book bearing bank account number, on or before 24.07.2010. The said details in respect of the shares held in electronic form should be sent to their respective **Depository Participant** with a copy to the Company/Registrar & Transfer Agents (RTA) for appropriate action before close of work on 24.07.2010. The said details in respect of the shares held in physical form should be sent to the Company/RTA for appropriate action before close of work on 24.07.2010.
9. The Company's Shares are listed on the following Stock Exchanges:
- Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001
 - National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor
Plot No.C/1, G-Block, Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051
 - The Calcutta Stock Exchange Association Ltd.*
7, Lyons Range
Kolkata 700 001

**The application for voluntary delisting has been pending with The Calcutta Stock Exchange Association Ltd. since October, 2003. The Company has paid annual listing fee for the year 2010-11 to Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.*

10. Brief particulars of the Directors being appointed/ re-appointed, nature of their expertise in specific functional areas, names of Indian public limited companies in which they hold directorships and Memberships/ Chairmanships of Board Committees, shareholding in the company and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are as given below:

SIL INVESTMENTS LIMITED

Particulars	Mrs. Shalini Nopany	Mr. S.M. Agarwal	Mr. Subroto Lahiri	Mr. S.K. Khandelia
Date of birth	13.03.1968	15.07.1920	05.07.1952	03.01.1951
Date of appointment	26.10.2009	20.07.1987	31.10.2007	25.08.2008
Qualification	B.Com (Hons.), MBA	I.T.S.	B.Sc.(Honours), FCA	B.Com., FCA
Expertise in specific functional areas	Mrs. Shalini Nopany, is a Commerce Graduate and also a Master of Business Administration. She has several years of experience in the management of NBFC Companies.	Mr. S.M. Agarwal is a retired government servant and has been ex-Communication Secretary to the Government of India. He has participated in several national and international seminars and conferences on subject communication in India and abroad. He was honoured with Padmashri in the year 1975. He is also director in various companies.	Mr. Subroto Lahiri is a fellow member of the Institute of Chartered Accountants of India. He is the Managing Partner of the renowned Chartered Accountants Firm M/s. G.Basu & Co., Kolkata.	Mr. S. K. Khandelia, is fellow member of the Institute of Chartered Accountants of India and presently is the President of Sutlej Textiles and Industries Limited. Mr. S. K. Khandelia had served the Company for more than 30 years and was Vice President of the Company before demerger of textiles division with Sutlej Textiles and Industries Ltd.
Directorships held in other companies (excluding foreign companies)	New India Retailing & Investment Ltd. RTM Investment & Trading Co. Ltd. SCM Investment & Trading Co. Ltd.	The Hindustan Times Ltd. Shree Services & Trading Co. Ltd. Sutlej Textiles and Industries Ltd. Intelecom Ltd. HTL Investment & Trading Co. Ltd. Usha Flowell Ltd. Britex (India) Ltd. H.T.Interactive Media Properties Ltd. H.T.Vision Ltd.	Gillander Arbuthnot & Company Ltd.	NIL
Memberships/ Chairmanships of Committees of other Indian public companies	Member: Shareholders/Investors Grievance Committee New India Retailing & Investment Ltd.	Member: (1) Audit Committee Sutlej Textiles and Industries Ltd. (2) Shareholders/Investors Grievance Committee Sutlej Textiles and Industries Ltd. (3) Finance & Corporate Affairs Committee Sutlej Textiles and Industries Ltd.	Chairman: Audit Committee Gillander Arbuthnot & Company Ltd. Member: Shareholders/Investors Grievance Committee Gillander Arbuthnot & Company Ltd.	NIL
Number of Shares held in the company	NIL	NIL	NIL	NIL

Mrs. Shalini Nopany is related to Mr. C. S. Nopany being his wife. None of the Directors being re-appointed are related to any other director of the company.

The Board of Directors of the Company commends their respective appointment/ re-appointment.

11. Members are requested:

- a) To bring their copies of Annual report at the Meeting;
- b) To quote their folio number/DP ID and Client Id in all correspondence;
- c) To Notify immediately for change of their address and bank particulars to the RTA in case the shares are held in physical form; and
- d) In case the shares are held in dematerialized form, such information should be passed on directly to their respective Depository Participant without any delay and not to the Company / RTA.

Place: Kolkata
Dated: 11th May 2010

By order of the Board
Pawan Babbar
Company Secretary

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

Item Nos. 7 & 8

Mrs. Shalini Nopany was appointed as an Additional Director at the Board Meeting held on 26th October, 2009. The Board of Directors in its meeting held on 25th January, 2010 has also decided to appoint Mrs. Shalini Nopany as Managing Director of the Company for a period of 5 years w.e.f. 25th January, 2010 in accordance with the provisions laid down in Section 269 and Schedule XIII of the Companies Act, 1956 subject to the approval of the Shareholders in the Annual General Meeting. Having regard to the qualifications and experience of Mrs. Shalini Nopany, the Board of Directors considered her to be a fit and proper person for appointment as Managing Director. Mrs. Shalini Nopany's reappointment and remuneration are in accordance with the Schedule XIII of the Companies Act, 1956 as detailed below:

I) Period of Appointment: Five years from 25th January, 2010 to 24th January, 2015.

II) Basic Salary:

Salary - Rs. 1,50,000/- per month.

The annual increments to be decided by the Board, shall be effective from 1st April of each year. Any other enhancement shall be decided by the Remuneration Committee based on merit and taking into account the Company's performance, within the limits contained in schedule XIII of the Companies Act, 1956 or any amendment thereof or otherwise as may be permissible in law.

III) In addition to the Basic Salary as above, the Company shall pay, contribute or provide the following benefits/facilities:

(a) Gratuity

As per the Payment of Gratuity Act.

(b) Medical Reimbursement

Reimbursement of expenses incurred for self and the family as per Rules of the Company subject to the maximum of 5 % of the prevailing Annual Basic Salary.

(c) Leave

40 days leave on full pay and allowances, as per the Rules of the Company.

(d) Leave Encashment

As per the Rules of the Company

(e) Leave Travel Assistance

Leave Travel Assistance for the Managing Director and her family once in a year as per the Rules of the Company, subject to the maximum of 5% of the prevailing Annual Basic Salary.

(f) Personal Accident Insurance/Group Accident Insurance

The Company shall provide Personal Accident Insurance cover to the Managing Director provided that the premium payable by the Company in respect of such policy shall not exceed Rs.12,000/- per annum.

(g) Telephone

The Managing Director shall be provided with a telephone at her residence for transacting official business of the company and charges for personal long distance calls, if any, shall be chargeable to the Managing Director.

(h) Car

The Managing Director shall be provided by the Company with a chauffer driven car for Company's business.

Notes:

- (1) The appointee shall be entitled to reimbursement of all actual expenses incurred in connection with the business of the company, including traveling, conveyance and hotel accommodation.
- (2) Provision for use of company's car, telephone at residence and other communication facilities shall not be included in the computation of perquisites for the purpose of calculating the ceiling.
- (3) Perquisites shall be subject to the ceiling prescribed under Schedule XIII of the Companies Act, 1956.

- (4) Encashment of Leave at the end of the tenure shall not be included in the computation of the ceiling on perquisites.

IV) Minimum remuneration:

Notwithstanding anything to the contrary herein, where in any financial year, during the currency of the tenure of the appointee, the company has no profits or its profits are inadequate, the salary and perquisites shall not exceed the ceilings laid down in this behalf under Schedule XIII to the Companies Act, 1956 or any amendment thereof.

The Board of Directors (including any Committee of the Board) is authorized to revise or modify the foregoing terms of remuneration within the parameters of the applicable provisions of the Companies Act, 1956. The revision in salary, and the terms and conditions of the appointment shall, however, be subject to the approval of the shareholders of the company.

V) Retirement by rotation:

Mrs. Shalini Nopany, shall not be liable to retire by rotation as a Director subject to the provisions of Section 256 of the Companies Act, 1956.

An abstract of the terms of appointment of Mrs. Shalini Nopany dated 25.01.2010 has already been sent to all the members in terms of requirements of Section 302 of the Companies Act, 1956.

Mrs. Shalini Nopany, herself and Mr. C. S. Nopany, being her husband may be deemed to be concerned or interested in the resolution. Save and except above, none of the Directors are interested in this resolution

Your Directors recommend the resolution for your approval.

Item No.9

The Shareholders in their Meeting held on 29th September, 2005 had approved payment of commission upto 1% of the net profits of the Company to the Directors of the Company for a period of five years w.e.f. 01.04.2005. The said period of five years expired on 31.03.2010, hence payment of commission to the Directors as permitted by Article 75 of the Articles of Association of the Company, is proposed to be renewed for a further period of three years w.e.f. 1st April, 2010. The payment of commission will be within the percentage prescribed in Section 309 (4) of the Companies Act, 1956, hence approval of the Central Government is not required.

Your Directors recommend the resolution for your approval.

Place: Kolkata
Dated: 11th May, 2010

By order of the Board
Pawan Babbar
Company Secretary

DIRECTORS' REPORT**Dear Shareholders,**

Your Directors have pleasure in presenting the 76th Annual Report together with the audited Statement of Accounts of the Company for the year ended 31st March, 2010:

FINANCIAL RESULTS

Particulars	(Rs. in lacs)	
	Current Year	Previous Year
Gross Profit	798.19	794.34
Less: Depreciation	4.17	4.17
Taxation:		
-Current	21.10	39.00
-Earlier Year	6.27	-
-Fringe Benefit Tax	-	0.05
-Deferred	0.14	0.22
	<u>766.51</u>	<u>750.90</u>
Add: Balance brought forward from the previous year	3009.18	2533.25
Balance available for appropriation	<u>3775.69</u>	<u>3284.15</u>
Appropriations:		
Transfer to Reserve Fund	154.00	151.00
Proposed Dividend	105.96	105.96
Corporate Dividend Tax	17.60	18.01
Balance in Profit & Loss A/c carried to Balance Sheet	3498.13	3009.18
Total	<u>3775.69</u>	<u>3284.15</u>

DIVIDEND

Your Directors are pleased to recommend a dividend of Re.1/- per share for the year ended 31st March, 2010, subject to shareholders' approval at the ensuing Annual General Meeting. The total amount of dividend to be paid to the shareholders will be Rs.123.56 lacs (inclusive of Dividend Tax).

FUTURE STRATEGY

The company has been granted certificate of registration as an NBFC w.e.f. 22.05.2009 by RBI, Jaipur.

SUBSIDIARIES

The Ministry of Corporate Affairs vide its letter No. 47/408/2010-CL-III dated 23.04.2010 has granted exemption to the Company under Section 212 (8) of the Companies Act, 1956 from attaching the documents as are required to be attached with the Balance Sheet of the Company under Section 212 in respect of its Subsidiary Companies viz. SCM Investment & Trading Co.Ltd., RTM Investment & Trading Co. Ltd., SIL Properties Ltd. and RTM Properties Ltd. However, these documents will be made available upon request by any member or investors of the Company/Subsidiary Companies, interested in obtaining the same. As per requirement of the listing agreement and in accordance with the Accounting Standard 21 (AS-21), Consolidated Financial Statements, presented by

the Company include the financial information of its subsidiaries.

PUBLIC DEPOSITS

The Company has neither invited nor accepted any deposits from the public within the meaning of Section 58A of the Companies Act, 1956 during the year under review.

PARTICULARS OF EMPLOYEES

During the year 2009-10, no employee was in the receipt of remuneration as is required to be disclosed under Section 217 (2A) of the Companies Act, 1956.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has no manufacturing activity and, therefore, the disclosure of particulars as required to be attached under Section 217(1)(e) of the Companies Act, 1956, in so far as it relates to the Conservation of Energy and Technology Absorption is not applicable. Particulars with regard to Foreign Exchange Earnings and Outgo are given in Notes on Accounts and form part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The operations of the Company are reviewed in the Management Discussion and Analysis Report (Annexure-I) and forms part of this Report.

CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standards of ethics and governance, resulting in enhanced transparency for the benefit of all stakeholders. As per Clause 49 of the Listing Agreement with stock exchanges, and the requirements set out by the Securities and Exchange Board of India's Corporate Governance Practices, the Company has implemented all the stipulations prescribed. The Company has adopted a code of conduct applicable to the Board and senior management. The Company fully complies with the governance practices as enunciated in the Listing Agreement.

The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreements (Annexure-II) forms part of this report. The requisite Certificate from the Statutory Auditors of the Company, M/s Singhi & Co., Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49, is attached to this Report.

COMPLIANCE OF ACCOUNTING STANDARDS

As per requirements of the Listing Agreement with Stock Exchanges and Accounting Standards of the Institute of Chartered Accountants of India, your Company has made proper disclosures in financial statements in respect of Consolidated Financial Statements, Related Party Transactions

and Deferred Taxation. The Company has duly adopted all the Accounting Standards in pursuance to the provision of Section 211 (3A) of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance with Section 217 (2AA) of the Companies Act, 1956, the Directors to the best of their knowledge and belief confirm that:-

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures therefrom;
- (ii) the Directors have selected such accounting policies as mentioned in the Notes to Accounts of the Annual Accounts and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the year ended 31st March, 2010;
- (iii) 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
- (iv) the annual accounts have been prepared on a going concern basis.

DIRECTORS

Mr. S. M. Agarwal, Mr. Subroto Lahiri and Mr. S. K. Khandelia, Directors of the Company, retire by rotation and are eligible for re-appointment. The retiring directors have indicated their willingness for getting re-appointed in the ensuing Annual General Meeting. Further, Mrs. Shalini Nopany was appointed as an additional director on 26.10.2009 and designated as Managing Director of the company w.e.f. 25.01.2010 for a period of five years. As per provisions of Section 260 of the Companies Act, 1956, Mrs. Shalini Nopany holds office only upto the date of ensuing annual general meeting unless appointed as a director of the company. Mrs. Shalini Nopany has indicated her willingness for getting appointed at the ensuing Annual General Meeting. Notice as per provisions of Section 257 of the Companies Act, 1956 have been received in writing from members proposing the candidature of Mrs. Shalini Nopany for the office of director of the company.

Brief particulars of the Directors being appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding in the company and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Notes to the Notice of the Annual General Meeting. The Board of Directors of the Company commends the respective appointment/ re-appointment.

AUDITORS' REPORT

The observations made in the Auditors' Report are self explanatory and do not contain any reservation, qualification or adverse remarks and, therefore, need no further clarifications/ explanations as required under Section 217 (3) of the Companies Act, 1956.

AUDITORS

M/s Singhi & Co., Auditors retire at the conclusion of the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

The Company has received letter from them to the effect that their reappointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such reappointment within the meaning of Section 226 of the said Act. Further they also hold a valid certificate issued by the Peer Review Board of the ICAI as required under revised clause 41 of listing agreement.

ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for assistance and co-operation received from the various stake holders including financial institutions and banks, Governmental authorities and other business associates who have extended their valuable support and encouragement during the year under review. Your Directors also take the opportunity to place on record their deep appreciation of the committed services rendered by the employees of the Company.

For and on behalf of the Board

Place : Kolkata
Dated: 11th May, 2010

C. S. Nopany
Chairman

ANNEXURE-I TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management of the Company is pleased to present Management Discussion and Analysis Report (to the extent applicable to the company) covering over all performance and outlook of its activities.

OPERATION

During the year under review company has earned income in the form of rent income, interest income, dividend income and profit on sale of investments. The company will extend the business further through identification of promising investment opportunities. Company has been granted a certificate of registration as an NBFC w.e.f. 22nd May, 2009 in the category of Non-deposit Taking Systematically Important NBFC (ND-SI).

Company is looking forward to expand its operations in the fields permitted by the regulator, in conformity with its present status.

CONTROL SYSTEMS

Company has adequate internal control system commensurate with its size and nature of business. Conforming to the requirements of the regulatory authorities such as the RBI and the SEBI and consistent with the requirements of the Listing agreements with the Stock Exchanges, the company has institutionalized an elaborate system of control processes over the management of Risk, consistent with the risk appetite as enunciated by the Board from time to time. Company has in place specially mandated Committees such as Asset-Liability Committee (ALCO), Risk Management Committee, besides Nomination and Audit Committees.

The Internal Auditors are mandated to carry out periodical audit and report on areas of non-compliances/ weaknesses. Corrective actions in case of reported deficiencies, if any, are taken actively to further strengthen the internal control systems. These reports are reviewed by the Audit Committee of the Board of Directors for follow-up action, and instructions are issued for taking necessary measures.

ASSET/LIABILITY MANAGEMENT

Increasingly, financial firms are now focused on asset-liability

risk. The problem was not that the value of assets might fall or that the value of liabilities might rise. It was that capital might be depleted by narrowing of the difference between assets and liabilities—that the value of assets and liabilities might fail to move in tandem. Asset-liability risk is a leveraged form of risk. The capital of most financial institutions is small relative to the firm's assets or liabilities, so small percentage changes in assets or liabilities can translate into large percentage changes in capital.

The Company is alive to the dynamics of this problem and has in place a control structure for closely monitoring incipient signs of risk in this area and to unleash necessary corrective measures, if needed.

FUTURE OUTLOOK

The Company operates its business as an investment company, future of which largely depends upon financial and capital markets. Your Company has investments in financially sound companies and has immovable properties in the State of Maharashtra, U.P. etc. and Company will continue to earn good dividend and rent income. The Management is optimistic about the future outlook of the Company. Further, after registration of the Company as an NBFC, more promising areas of activity have opened up to the Company. The company is planning to expand its activities, consistent with its status as a NBFC-SI.

CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis Report detailing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. These statements being based on certain assumptions and expectation of future events, actual results could differ materially from those expressed or implied.

Important factors that could make a difference to the Company's operations include changes in Government regulations and tax regime, economic developments within India and abroad, financial markets, etc. The Company assumes no responsibility in respect of forward-looking statements that may be revised or modified in future on the basis of subsequent developments, information or events.

ANNEXURE - II TO THE DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

A Company's Philosophy on Corporate Governance

The company believes that good corporate governance practices should be enshrined in all activities of the company. This would ensure efficient conduct of the affairs of the company and help the company achieve its goal of maximizing value for all its stakeholders and fulfill its responsibilities to the community, customers, employees, government and other segments of the society. Your company is guided by its vision and mission statement and the corporate governance code.

B Board of Directors

The Board of Directors of the company has an optimum combination of executive and non-executive directors with eight non-executive directors out of nine directors on the board as on date. The chairman is a non-executive director and the number of independent non-executive directors on the board is more than one half of the board strength as required in terms of Clause 49.

During the year under review five board meetings were held on 21st April, 2009, 12th May, 2009, 24th July, 2009, 26th October, 2009, and 25th January, 2010. The composition of the Board of Directors, their attendance at the board meetings during the year and at the last Annual General Meeting (AGM) as also number of other directorships in Indian public companies are as follows:

Name of Director	Attendance at last AGM	No. of Board meetings Attended	Category of Director	Other Directorships	No. of other Companies Board's Committee(s)	
					Chairperson	Member
Mr. C.S.Nopany	No	4	NED	11	1	2
Mrs. Shalini Nopany *@	No	-	MD	3	-	1
Mr. Arvind C. Dalal	No	1	I/NED	2	1	2
Mr. S.M. Agarwal	No	-	I/NED	9	-	2
Mr. P. K. Khaitan	No	3	I/NED	10	1	2
Mr. Sanjay Goenka	No	4	I/NED	1	-	-
Mr. Subroto Lahiri	No	4	I/NED	1	1	1
Mr. N.M. Gupta**	No	1	MD	-	-	-
Mr. S.K. Khandelia	No	1	NED	-	-	-
Mr. S. S. Maheshwari***	Yes	-	NED	-	-	-

NED – Non Executive Director I -Independent

* inducted to the Board on 26.10.2009

@ Appointed as Managing Director w.e.f. 25.01.2010

**Ceased to be Director w.e.f. 31.10.2009

*** inducted to the Board on 24.07.2009

None of the directors except Mr. C. S. Nopany and Mrs. Shalini Nopany are related to each other. Mr. Arvind C. Dalal holds 22 shares of the company.

C Committees of the Board

The Board of Directors constituted various committees of the directors with adequate delegation of powers to properly discharge businesses of the company. These committees are interalia (a) Audit Committee (b) Shareholders'/Investors' Grievance Committee and (c) Remuneration Committee. The details of these committees are as follows:

(I) Audit Committee

(i) Terms of reference

The terms of reference of Audit Committee includes the matters provided in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. The committee reviews reports of the internal auditors, adequacy of internal audit, meets the statutory auditors periodically and discusses their findings, suggestions, internal control system, scope of audit, observations of the auditors, compliance of accounting standards applicable to the company and other related matters and reviews major accounting policies followed by the company. The committee also reviews the quarterly and annual financial statements before submission to the board. The

SIL INVESTMENTS LIMITED

committee recommends the appointment and removal of statutory auditors, internal auditors and fixation of their remuneration. The minutes of the audit committee meetings are noted by the Board of Directors.

(ii) Composition

The committee comprises 3 non-executive directors. During the year under review four meetings of the committee were held on 11th May, 2009, 24th July, 2009, 26th October, 2009 and 25th January, 2010. The composition of the committee and the attendance of the members at the meetings was as follows:

Name of the Member	Status	No. of Meetings Attended
Mr. Sanjay Goenka	Chairman	4
Mr. Subroto Lahiri	Member	4
Mr. S. S. Maheshwari#	Member	-
Mr. Arvind C. Dalal*	Member	-

Inducted as new Member of Audit Committee on 24.07.2009.

* Ceased to be a Member of Audit Committee w.e.f. 24.07.2009.

(II) Shareholders'/Investors' Grievance Committee

(i) Terms of reference

The Committee oversees the performance of M/s. Sharepro Services (India) Pvt. Ltd., the Registrar & Share Transfer Agents of the company and recommends measures to improve the level of investor related services. The committee deals with the applications for transfer/transmission of shares, subdivision and consolidation of share certificates and issue of duplicate share certificates, etc. The committee also keeps a close watch on all complaints/grievances of shareholders.

(ii) Composition

As on date the committee comprises 4 non-executive directors. During the year under review two meetings of the committee were held on 27th January, 2010 & 30th March, 2010. The composition of the committee and the attendance of the members at the meeting was as follows:

Name of the Member	Status	No. of Meetings Attended
Mr. C. S. Nopany	Chairman	1
Mr. S. M. Agarwal	Member	2
Mr. S. K. Khandelia	Member	1
Mr. S. S. Maheshwari #	Member	-
Mr. N. M. Gupta *	Member	-

Inducted as new Member of Committee on 26.10.2009.

* Ceased to be a Member of Committee w.e.f. 26.10.2009

(iii) Investors' Complaints received and resolved during the year

During the year under review the company received 13 complaints/letters from the shareholders which were duly attended. The average period of redressal of grievances is 7 days from the date of receipt of letters/complaints. There was no unresolved complaint as on 31st March, 2010.

Mr. Pawan Babbar, Company Secretary acts as the secretary of the committee and Compliance Officer of the company.

(III) Remuneration Committee:

(i) Terms of Reference

The board constituted a Remuneration Committee under the corporate governance code as a non-mandatory requirement. The committee is empowered to determine the compensation package of the senior personnel.

(ii) **Composition**

The committee is a non mandatory committee & comprises of 3 non-executive directors. During the year under review two meetings of the committee were held on 17th April, 2009 and 4th January, 2010. The composition of the committee is as follows:

S. No.	Name of the Member	Status	No. of Meetings Attended
1.	Mr. C.S.Nopany*	Chairman	1
2.	Mr. P.K. Khaitan#	Chairman	1
3.	Mr. S. M. Agarwal	Member	1
4.	Mr. Sanjay Goenka##	Member	1

* Ceased to be a Chairman of Committee w.e.f. 12/12/2009 vide Circular resolution of Board of Directors.

Inducted as new Member and Chairman of Committee on 12/12/2009 vide Circular resolution of Board of Directors.

Inducted as new Member of Committee on 12/12/2009 vide Circular resolution of Board of Directors.

In the recent past, effective 25.01.2010, the mandate of the Committee was expanded to include within its repertoire, continuous monitoring of "fit and proper person" status of the incumbent and intending Directors on the Board of the Company, as required under the RBI Directions. The Committee has since been renamed as 'Nomination-cum-Remuneration Committee'.

D. Details of Remuneration paid to Directors

(I) Remuneration paid/payable to the Non Executive Directors of the Company for the year ended 31st March, 2010:-

The Non-Executive Directors are paid sitting fees for attending each Meeting of the Board of Directors and Committees thereof. The Company also pays to its non-executive directors commission upto 1% of the net profits for all directors put together with the maximum ceiling of Rs.50,000 to each director. Commission to all the non executive directors of the company is determined after taking into account the valuable guidance for various business initiatives and decisions at the Board level and also profitability of the company. The total commission payable to all non-executive directors for the financial year 2009-10 will be Rs. 396850/- for which provisions were made in the books of accounts. The commission shall be paid after the adoption of annual accounts of the company for the year ended 31st March, 2010 by the shareholders at the forthcoming annual general meeting.

The details of Commission payable and sitting fee paid to the Directors (including for committee meetings) during the year 2009-10 are as follows:

S.No.	Name of Director	Commission (Rs.)	Sitting Fees (Rs.)
1.	Mr. C. S. Nopany	50000/-	30000/-
2.	Mrs. Shalini Nopany	12466/-	NIL
3.	Mr. Arvind C. Dalal	50000/-	5000/-
4.	Mr. S. M. Agarwal	50000/-	7500/-
5.	Mr. P. K. Khaitan	50000/-	17500/-
6.	Mr. Sanjay Goenka	50000/-	40000/-
7.	Mr. Subroto Lahiri	50000/-	30000/-
8.	Mr. S. K. Khandelia	50000/-	7500/-
9.	Mr. S. S. Maheshwari	34384/-	NIL

(II) Remuneration paid/payable to the Executive Directors of the Company for the year ended 31st March, 2010, is as under:-

(Amount Rs.)

Managing Director	Salary etc.	Perquisites	Retirement Benefits	Total
Mrs. Shalini Nopany*	333871	-	-	333871#
Mr. N. M. Gupta	NIL	NIL	NIL	NIL

* Inducted to the Board w.e.f. 26.10.2009. Designated as Managing Director w.e.f. 25.01.2010.

excluding provision for accrued leave.

E. Remuneration Policy

Remuneration to employees is based on a policy adopted by the company which largely comprises of the base remuneration, perquisites, bonus, exgratia, etc. The components of the total remuneration payable to different cadres of employees vary, and are governed by industry pattern, qualifications and experience of the employee, responsibilities handled by him, individual performance, etc.

The objectives of the remuneration policy are to motivate employees to excel in their performance, recognize their contribution, retain talent in the organization and reward merit.

F. General Body Meeting

The last three annual general meetings of the company were held as under:

Financial year	Date	Time	Location
2008-2009	28.8.2009	10.00 A.M.	Registered Office: Pachpahar Road Bhawanimandi(Raj.)
2007-2008	27.9.2008	3.00 P.M.	Registered Office: Pachpahar Road Bhawanimandi(Raj.)
2006-2007	28.9.2007	3.00 P.M.	Registered Office: Pachpahar Road Bhawanimandi(Raj.)

G. Disclosures

- (i) There were no pecuniary relationships or transactions with the non-executive directors, apart from payment of sitting fees and commission.
- (ii) There were no materially significant transactions with the related parties viz. promoters, directors or the management, their subsidiaries or relatives, etc. that could have had a potential conflict with the interest of the company at large.
- (iii) No penalty and strictures were imposed on the company by the stock exchange or SEBI or any statutory authority on any matter related to capital market for non-compliance, during the last three years.
- (iv) Risk assessment and minimization procedures have been laid down by the company and the same have been informed to the board members. These procedures are periodically reviewed to ensure that executive management controls risks through means of a properly defined framework.
- (v) All accounting standards mandatorily required have been followed in preparation of the financial statements and no deviation has been made in following the same.
- (vi) Company is having two subsidiary companies, which in turn have one subsidiary company each.
- (vii) All related party transactions have been entered into in the ordinary course of business and were placed periodically before the Audit Committee and Board.
- (viii) Company has not raised any money through a public issue, right issue, preferential issue etc. or by way of public deposits during the year under review.

H. Means of Communication

- (i) The quarterly, half- yearly and annual financial results of the company are sent to the stock exchanges immediately after they are approved by the board. The results are normally published in one English daily and one Hindi daily viz. Business Standard, Dainik Bhaskar/Rajasthan Patrika. Half yearly reports are not separately sent to each household of shareholders. The results are hosted on the website of the company www.silinvestments.in after publication in the print media.
- (ii) Management Discussion and Analysis Report forms part of this Annual Report.

I. General Shareholders' Information

(i) 76th Annual General Meeting

Date: Friday, the 6th August, 2010

Time: 10.00 A.M.

Venue: Registered Office at Pachpahar Road, Bhawanimandi 326 502(Raj.)

(ii) **Tentative Financial Calendar:**

Audited Annual Results (2009-2010)	11 th May, 2010
Publication of Audited Results (2009-2010)	12 th May, 2010
Mailing of Annual Report	End June, 2010
First Quarter Results & Limited Review	End July, 2010
Second Quarter Results & Limited Review	End October, 2010
Third Quarter Results & Limited Review	End January, 2011
Audited Annual Results (2010-2011)	Mid May, 2011

(iii) **Book Closure**

The register of members and share transfer books of the company shall remain closed from 5th June, 2010 to 11th June, 2010 (both days inclusive)

(iv) **Dividend Payment Date (Tentative)** :9th August, 2010 to 11th August, 2010.

(v) **Listing on Stock Exchanges and Stock Codes:**

The names of the stock exchanges where the equity shares of the company are listed and the respective stock codes are as under:

S.No.	Name of the Stock Exchange	Stock Code
1.	National Stock Exchange of India Ltd., Mumbai	SILINV
2.	Bombay Stock Exchange Ltd., Mumbai	521194
3	The Calcutta Stock Exchange Association Ltd., Kolkata* (*Applied for delisting, confirmation awaited)	29783

(vi) **Market Price Data**

High/low market price of the company's equity share traded on stock exchanges during the last financial year is as follows:

Month	Bombay Stock Exchange Ltd., Mumbai		National Stock Exchange of India Ltd., Mumbai	
	High	Low	High	Low
April, 2009	64.80	46.00	66.40	41.60
May, 2009	96.00	45.60	91.00	47.05
June, 2009	101.20	68.85	101.00	71.05
July, 2009	88.00	61.00	80.75	62.20
August, 2009	85.80	64.10	83.90	70.10
September, 2009	90.00	63.50	88.70	70.70
October, 2009	88.00	72.05	95.00	73.00
November, 2009	93.90	75.60	93.00	77.00
December, 2009	99.75	83.45	98.00	86.05
January, 2010	115.25	85.30	114.00	86.00
February, 2010	108.50	82.65	109.00	85.15
March, 2010	111.50	85.20	111.45	88.10

(vii) **Registrar and Transfer Agents**

The company has appointed M/s.Sharepro Services (India) Pvt. Ltd. as its Registrar & Share Transfer Agents (RTA) for handling work related to share registry in terms of both physical and electronic modes. Accordingly, all correspondence, shares for transfer, transmission, demat/remat requests and other communication in relation thereto should be mailed/

SIL INVESTMENTS LIMITED

hand delivered to the said RTA directly at the following address:

Sharepro Services (India) Pvt.Ltd.
Samhita Complex, Gala No-52 to 56,
Building No. 13 A-B, Near Sakinaka Telephone Exchange,
Andheri – Kurla Road, Sakinaka
Mumbai – 400 072
Telephones – 022-67720300 / 400
Fax No. – 022-28591568/28508927
E-mail – sharepro@shareproservices.com

(viii) Share Transfer System

Physical share transfers are registered and returned normally within 15 days from the date of receipt if the documents are found to be in order in all respects. The RTA/ Executives of the company are authorised to approve transfer of shares, in addition to the Shareholders'/Investors' Grievance Committee of the Board.

(ix) Distribution of Shareholding:

The distribution of shareholding as on March 31, 2010 is as follows:

S.No.	No. of Equity Shares	No. of Shareholders	% of total Shareholders	No. of Shares held	% of Equity Shares
1.	1 to 100	2461	55.83	128986	1.22
2.	101 to 500	1379	31.28	365785	3.45
3.	501 to 1000	272	6.17	208089	1.96
4.	1001 to 5000	238	5.40	517157	4.88
5.	5001 to 10000	25	0.57	186184	1.76
6.	10001 to 100000	19	0.43	601229	5.67
7.	100001 to 500000	8	0.18	1879698	17.74
8.	500001 to above	6	0.14	6708732	63.32
	TOTAL	4408	100.00	10595860	100.00

(x) Details of Shareholding as on 31st March, 2010 is as under:

S. No.	Category	No. of Folios	% of Folios	No. of Shares Held	% of share-Holding
1.	Promoters	10	0.23	6648160	62.74
2.	Financial Institutions, Banks and Mutual funds	12	0.27	185418	1.75
3.	Private Corporate Bodies/ Associates	225	5.10	1954598	18.45
4.	Indian Public	4132	93.74	1793663	16.93
5.	NRI, Foreign Nationals and OCBs	29	0.66	14021	0.13
	TOTAL	4408	100.00	10595860	100.00

(xi) Dematerialisation of Shares and Liquidity:

The shares of the company fall under the category of compulsory delivery in dematerialized mode for all categories of investors. The company has signed agreements with both the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited. Over 96.61% of the share capital of the company has already been dematerialized.

(xii) **Code of Conduct and Ethics**

The Company has laid down a code of conduct for all the Board of Directors and senior management personnel for avoidance of conflict of interest. The code of conduct has also been posted on the website of the Company www.silinvestments.in. The directors and senior management personnel have affirmed compliance with code of conduct for the year 2009-2010. A declaration to this effect is attached to this report. There were no material financial and commercial transactions in which the senior management personnel had personal interest, which would lead to potential conflict of interest during the year.

(xiii) **Insider Trading**

The company has adopted the Code of Internal Procedures and Conduct framed under the SEBI (Prohibition of Insider Trading) Regulation, 1992 which inter alia prohibits trading in the shares by an "Insider" when in possession of unpublished price sensitive information of the company.

(xiv) There are no outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and hence there is no likely impact on equity.

The company in pursuance to Clause 47 (b) has dedicated an e-mail ID i.e. investor_grievance@sutlej-rtm.co.in for addressing the queries/requests of the investors and to smoothen the process of redressal of investor grievance/s, if any.

(xv) **Addresses for Correspondence:**

SIL Investments Limited

Pachpahar Road
 Bhawanimandi 326 502 (Rajasthan)
 Telephones: 07433-222052/222082/222090/222115
 Fax: 07433-222354/222916
 E-mail IDs: cs@silinvestments.in;
investor_grievance@sutlej-rtm.co.in;
hoffice@sutlej-rtm.co.in

Sharepro Services (India) Pvt. Ltd.

Samhita Complex, Gala No-52 to 56,
 Building No. 13 A-B, Near Sakinaka Telephone Exchange,
 Andheri – Kurla Road, Sakinaka, Mumbai – 400 072
 Telephones – 022-67720300 / 400
 Fax No. – 022-28591568/28508927
 E-mail – sharepro@shareproservices.com

J. Reappointment of Directors:

Mr. S. M. Agarwal, Mr. Subroto Lahiri and Mr. S. K. Khandelvia, Directors of the company, retire by rotation and are eligible for re-appointment. The retiring directors have shown their willingness for getting re-appointed in the ensuing Annual General Meeting. Further Mrs. Shalini Nopany was appointed as an additional director on 26.10.2009 and designated as Managing Director of the company w.e.f. 25.01.2010 for a period of five years. As per provisions of section 260 of the Companies Act, 1956, Mrs. Shalini Nopany holds office only upto the date of ensuing Annual General Meeting unless appointed as director of the company. Mrs. Shalini Nopany has shown her willingness for getting appointed at the ensuing Annual General Meeting. Notice as per provisions of section 257 of the Companies Act, 1956 has been received in writing from members proposing the candidature of Mrs. Shalini Nopany for the office of director of the company.

Brief particulars of the directors being appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding in the company and relationships between directors inter-se as stipulated under Clause 49 of the listing agreement with the stock exchanges in India, are provided in the notes to the notice of the Annual General Meeting.

K. Non-Mandatory Requirements

The company has not adopted non-mandatory requirements except maintenance of the office of the non-executive chairman and constitution of remuneration committee.

SIL INVESTMENTS LIMITED

AUDITORS' CERTIFICATE

TO

THE MEMBERS OF SIL INVESTMENTS LIMITED

We have examined the compliance of conditions of corporate governance by SIL Investments Ltd. for the year ended on 31st March, 2010 as stipulated in Clause 49 of the Listing Agreement of the said company with stock exchanges.

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

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

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

For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

B. K. Sipani
Partner
Membership No.88926

Place: Kolkata
Dated: 11th May, 2010

DECLARATION OF COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

To

SIL Investments Limited
Pachpahar Road
Bhawanimandi-326 502 (Rajasthan)

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Clause 49 of the Listing Agreement with Stock Exchanges to further strengthen corporate governance practices in the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2010.

Place: Mumbai
Dated: 3rd May, 2010

S. K. Khandelia
Director-In-Charge

AUDITORS' REPORT**To****THE SHAREHOLDERS**

We have audited the attached Balance Sheet of SIL INVESTMENTS LTD. as at 31st March, 2010 and also the Profit and Loss account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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.

As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- iii. The Balance Sheet, Profit and Loss account and Cash Flow statement dealt with by this report are in agreement with the books of account.

- iv. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
- v. On the basis of written representations received from the directors as on 31st March, 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2010, from being appointed as directors in terms of clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956.
- vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with 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;
 - a) In the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2010
 - b) In the case of the Profit and Loss account, of the profit of the company for the year ended on that date, and
 - c) In the case of Cash Flow Statement, of the cash flows of the company for the year ended on that date.

For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

Place: Kolkata
Dated: 11th May, 2010

B.K. Sipani
Partner
Membership No. 88926

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE

- (i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. Fixed Assets of the Company have been physically verified by the Management. In our opinion, the frequency of physical verification is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- c. There was no substantial disposal of any assets during the year.
- (ii) The Company does not have any inventory at the year end hence clause 4(ii) of the Order regarding inventory is not applicable.
- (iii) a. According to the information and explanations given to us, during the year the Company has granted unsecured loan aggregating Rs.21,52,75,000 to three Companies entered in the register maintained under section 301 of the Companies Act, 1956 (Closing Balance as on 31.03.2010 Rs.61,99,75,000 and maximum balance during the year Rs.82,73,25,000).
- b. The rate of interest and other terms & condition of such loan are , prima facie, not prejudicial to the interest of the Company.
- c. The receipt of the principal amount & interest thereon are generally regular.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets. During the course of our audit, no major weakness has been noticed in internal controls system.
- (v) According to the information and explanations given to us, the Company has not entered into any transactions other than granting loans to the Companies, which have been entered into the register maintained under Section 301 of the Companies Act, 1956.
- (vi) As informed, the Company has not accepted any deposit from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) Since the Company is not engaged in any manufacturing activities, the clause for maintenance of cost records under section 209 (1)(d) of the Companies Act, 1956 is not applicable.
- (ix) a. According to the records of the Company, the Company is regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, services tax, wealth tax, custom duty, excise duty, cess and other statutory dues applicable to it with the appropriate authorities. There is no undisputed outstanding statutory dues as at the year end for a period of more than six months from the date they became payable.
- b. According to the records of the Company, there are no dues outstanding of sales tax, income tax, service tax, custom duty, wealth tax, excise duty and cess on account of any dispute.
- (x) The Company has no accumulated loss at the end of the financial year .
- (xi) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and banks. We have been informed that the Company has not issued any debenture during the year.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted any loan and advance on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund/society, therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order,2003 (as amended), are not applicable to the Company.
- (xiv) In our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein in respect of investment in shares, debentures and bonds. As informed to us, all the shares, debentures etc. are held by the Company in its own name.
- (xv) According to the information and explanations given to us, the Company has not given corporate guarantee.
- (xvi) To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were, prima facie, applied by the Company during the period for the purpose for which loans were obtained.

- (xvii) According to the information and explanation given to us, no funds raised on short term basis have been used during the period for long term investment of the Company.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- (xix) The Company did not have any outstanding debentures during the period. Hence, question of creation of security or charge does not arise.
- (xx) The Company has not raised any money through public issue during the year.
- (xxi) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practice in India and according to the information and explanations given to us, no fraud on or by the Company, noticed or reported during the year.

For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

B.K.Sipani
Partner
Membership No. 88926

Place: Kolkata
Date: 11th May, 2010

SIL INVESTMENTS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2010

(Amount in Rs.)

	Schedule	As at 31st March, 2010	As at 31st March, 2009
SOURCES OF FUNDS			
Shareholders' Funds:			
Capital	1	106064770	106064770
Reserves and Surplus	2	1199982707	1135687417
		<u>1306047477</u>	<u>1241752187</u>
Loan Funds:			
Secured Loans	3	601580548	685000000
		<u>601580548</u>	<u>685000000</u>
Deferred Tax Liabilities (Net) (Refer Note No.11 - Schedule 16)		2642222	2628450
TOTAL		<u>1910270247</u>	<u>1929380637</u>
APPLICATION OF FUNDS			
Fixed Assets:			
Gross Block	4	25609441	25609441
Less: Depreciation		5823258	5405822
Net Block		<u>19786183</u>	<u>20203619</u>
Investments	5	<u>1236188489</u>	<u>1236087126</u>
Current Assets, Loans and Advances:			
Cash and Bank Balances	6	13040365	6672651
Loans and Advances	7	656764645	682514743
		<u>669805010</u>	<u>689187394</u>
Less: Current Liabilities & Provisions:			
Current Liabilities	8	3072054	3683336
Provisions	9	12437381	12414166
		<u>15509435</u>	<u>16097502</u>
Net Current Assets		<u>654295575</u>	<u>673089892</u>
TOTAL		<u>1910270247</u>	<u>1929380637</u>

Notes on Accounts 16

The schedules referred to above including notes to accounts form an integral part of the Balance Sheet.
In terms of our Report of even date attached.

For SINGHI & CO.
Chartered Accountants

B. K. Sipani
Partner
Membership No. 88926
Camp : Kolkata
Dated: 11th May, 2010

Pawan Babbar
Secretary

Shalini Nopany
Managing Director

C.S. Nopany
Chairman

Arvind C. Dalal
S.M. Agarwal
Sanjay Goenka
S.K. Khandelia
S.S. Maheshwari
Directors

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

	Schedule	For the year ended 31st March, 2010	(Amount in Rs.) For the year ended 31st March, 2009
INCOME			
Income from Investment and Operating Activities	10	191960334	201264633
Other Income	11	3425792	2198588
		<u>195386126</u>	<u>203463221</u>
EXPENDITURE			
Personnel expenses	12	944020	491028
Operating and other expenses	13	7910087	6077249
Interest	14	106178431	116928909
Directors' Fees and Commission	15	534350	532500
		<u>115566888</u>	<u>124029686</u>
Profit before Depreciation and Tax		79819238	79433535
Depreciation		<u>417436</u>	417436
Profit before Tax		79401802	79016099
Provision for Taxation			
Current		2110000	3900000
Relating to earlier year		627040	-
Fringe Benefit Tax		-	4500
Deferred		<u>13772</u>	<u>22301</u>
Profit after Tax		76650990	75089298
Add: Balance Brought Forward from Previous Year		<u>300917981</u>	<u>253325309</u>
Profit available for Appropriation		377568971	328414607
Transfer to Reserve Fund		15400000	15100000
Proposed Dividend		10595860	10595860
Corporate Dividend Tax		1759840	1800766
Balance carried to Balance Sheet		<u>349813271</u>	<u>300917981</u>
Basic and Diluted Earnings Per Share (Rs. 10 each) (Rs.)		7.23	7.09
(Refer Note No.10 - Schedule 16)			

Notes on Accounts

16

The schedules referred to above including notes to accounts form an integral part of the Profit & Loss Account.
In terms of our Report of even date attached.

For SINGHI & CO.

Chartered Accountants

B. K. Sipani

Partner
Membership No. 88926
Camp : Kolkata
Dated: 11th May, 2010

Pawan Babbar
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S.S. Maheshwari
Directors

SIL INVESTMENTS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2010

(Amount in Rs.)

Particulars	For the year ended 31st March, 2010	For the year ended 31st March, 2009
(A) CASH FLOW FROM OPERATING ACTIVITIES		
a. Net Profit before Tax	79401802	79016099
Adjustment for :		
Depreciation	417436	417436
Dividend on long term / current Investments	(70109845)	(69194693)
(Profit) on Sale of long term / current Investments	(2503330)	(900770)
Excess provision / Liabilities written back	(103)	(3621)
b. Operating Profit before working capital changes	7205960	9334451
Adjustment for :		
Trade and other Receivables	(2287154)	255137
Trade Payables	1185499	(3178771)
Loans to Subsidiary Companies (Net)	35075000	106475000
Loans to Bodies Corporate (Net)	5000000	167500000
Borrowings from Bank	-	(200000000)
Borrowing from Bodies Corporate (Net)	(85000000)	(85000000)
c. Cash Generated from Operations	(38820695)	(4614183)
Direct Taxes (paid) / Refund (Net)	(14774788)	(23073872)
Net Cash (used in)/from Operating Activities (A)	(53595483)	(27688055)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Sale of long term / current Investments	5815777	3675396
Dividend on long term / current Investments	70109845	69194693
Purchase of Investments	(3413810)	(34804834)
Net Cash (used in)/from Investing Activities (B)	72511812	38065255
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Dividend paid and Tax on Distributed Profits	(14639235)	(14812763)
Net cash (used in)/from Financing Activities (C)	(14639235)	(14812763)
Net increase/(decrease) in cash and cash Equivalents [(A)+(B)+(C)]	4277094	(4435563)
Cash and Cash Equivalents (Opening Balance)	6672651	8865605
Cash and Cash Equivalents (Closing Balance)	10949745	4430042
(for components of cash & cash equipment - refer schedule - 6)		
Add: Unclaimed dividend not available for use	2090620	2242609
Cash & Bank Balance as per schedule - 6	13040365	6672651

- Notes :
- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard- 3 on "Cash Flow Statement".
 - Previous year figures have been regrouped/restated wherever necessary.

In terms of our Report of even date attached.

For SINGHI & CO.
Chartered Accountants

B. K. Sipani
Partner
Membership No. 88926
Camp : Kolkata
Dated: 11th May, 2010

Pawan Babbar
Secretary

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S.S. Maheshwari
Directors

SIL INVESTMENTS LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH, 2010

Particulars	As at 31st March, 2010	As at 31st March, 2009
(Amount in Rs.)		
SCHEDULE - 1 : SHARE CAPITAL		
Authorised :		
1,20,00,000 Ordinary Shares of Rs. 10 each	120000000	120000000
	<u>120000000</u>	<u>120000000</u>
Issued, Subscribed and Paid-up		
1,05,95,860 Ordinary Shares of Rs.10 each fully paid up (Including 33,93,750 Shares allotted as fully paid up Bonus Shares by way of Capitalisation of General Reserve)	105958600	105958600
Add: Forfeited Shares (No. of Shares 35390) (Amount originally paid up)	106170	106170
	<u>106064770</u>	<u>106064770</u>

Particulars	Balance as at 31st March, 2009	Additions during the year	Deductions/ Adjustments during the year	Balance as at 31st March, 2010
(Amount in Rs.)				
SCHEDULE - 2 : RESERVES & SURPLUS				
Securities Premium Account	281730500	-	-	281730500
Reserve Fund	56100000	15400000	-	71500000
		(a)		
General Reserve	496938936	-	-	496938936
Profit & Loss Account Balance	300917981	349813271	300917981	349813271
		(a)	(b)	
Total	<u>1135687417</u>	<u>365213271</u>	<u>300917981</u>	<u>1199982707</u>
Previous Year	<u>1072994745</u>	<u>316017981</u>	<u>253325309</u>	<u>1135687417</u>
(a) Transferred from Profit & Loss account.				
(b) Transferred to Profit & Loss account.				

Particulars	As at 31st March, 2010	As at 31st March, 2009
(Amount in Rs.)		
SCHEDULE - 3 : SECURED LOANS		
Short Term Loans :		
From Bodies Corporate		
Secured by Pledge of 1,24,50,000 Equity Shares (Previous year 2,31,50,000 Equity Shares) of Chambal Fertilizers & Chemicals Ltd. and 10,15,000 Equity Shares (Previous year 20,00,000 Equity Shares) of Zuari Industries Ltd. (Amount Payable within one year)	600000000	685000000
Interest accrued and due on above.	1580548	-
	<u>601580548</u>	<u>685000000</u>

SIL INVESTMENTS LIMITED

SCHEDULE - 4 : FIXED ASSETS

(Amount in Rs.)

Description	Gross Block Cost/Book Value		Depreciation			Net Block	
	As At 31st March, 2009	As At 31st March, 2010	Upto 31st March, 2009	For the year ended 31 March, 2010	Total as on 31st March, 2010	As at 31st March, 2010	As at 31st March, 2009
Buildings	25609441	25609441	5405822	417436	5823258	19786183	20203619
Total	25609441	25609441	5405822	417436	5823258	19786183	20203619
Previous Year	25609441	25609441	4988386	417436	5405822	20203619	20621055

Note: Buildings include cost of Ownership premises in Co-operative Housing Societies.

(Amount in Rs.)

Particulars	Shares/ Units (Nos.)	Face Value Shares/ Unit (Rs.)	As at 31st March, 2010	As at 31st March, 2009
-------------	----------------------------	-------------------------------------	------------------------------	------------------------------

SCHEDULE - 5 : INVESTMENTS

Long Term Investment -Other than trade

A) QUOTED (Fully paid-up)

Zuari Industries Ltd.	3208000	10	79736000	79736000
Chambal Fertilizers & Chemicals Ltd.	32153455	10	525744193	525744193
Universal Cables Ltd.	88540 @ (127040)	10	2125235	3049235
Digjam Ltd.	45	10	5977	5977
Tata Steel Ltd.	936 *	10	122597	60197
Upper Ganges Sugar & Ind. Ltd.	1022016	10	153302400	153302400
The Oudh Sugar Mills Ltd.	524160 **	10	47178733	43764923
Sutlej Textiles and Industries Ltd.	50000	10	501251	501251
Xpro India Ltd.	2138 #	10	-	-
Saurashtra Chemicals Ltd.	112 #	10	-	-
			808716386	806164176

Detachable Warrants

The Oudh Sugar Mills Ltd.	80080**	-	-	-
			808716386	806164176

@ 38500 Equity shares sold during the year

* 104 Equity shares received on 1.9.2009 on conversion of CCPS into equity shares at the ratio of 6:1

** 80080 Detachable warrant converted into equity share @Rs.42.63 per share at the ratio of 1:1 during the year.

Received in earlier year as per Scheme of Arrangement

B) UNQUOTED (Fully paid up)

i) In Equity Shares of Subsidiary Companies:

RTM Investment & Trading Co.Ltd.*	14456881	10	168483930	168483930
SCM Investment & Trading Co.Ltd.**	15509199	10	187007110	187007110
SIL Properties Ltd.**	1978597	10	19785970	19785970
RTM Properties Ltd.*	1978597	10	19785970	19785970
			395062980	395062980

* Wholly owned.

** During the year converted from Wholly owned to only subsidiary Companies.

SIL INVESTMENTS LIMITED

(Amount in Rs.)

Particulars	Shares/ Units (Nos.)	Face Value Shares/ Unit (Rs.)	As at 31st March, 2010	As at 31st March, 2009
SCHEDULE - 5 (Contd.)				
ii) In Equity Shares of other Companies:				
Birla Buildings Ltd.	15000	10	150000	150000
Eastern Economic Ltd.	400 *	100	20000	20000
Mackenzies Ltd.	1 *	100	47	47
Mafatlal Engineering & Industries Ltd.	700 *	100	61250	61250
GMB Investments Pvt.Ltd.	140000	10	1400000	1400000
CIMMCO Birla Ltd.	3291	10	58517	58517
			1689814	1689814
			- 81294	-
			1608520	1689814
*Less:Provision for diminution in value				
iii) Cumulative Compulsory Convertible Preference Shares (CCPS)				
Tata Steel Ltd.	624 #	100	-	62400
#624 CCPS converted into 104 Equity shares on 1.9.2009 at the ratio of 6:1.				
iv) In Fully Paid-up Equity Shares of Co-operative Societies				
- In Investment Properties:				
Kashmira Ameeta Co-operative Society Ltd., Mumbai	1	250	250	250
Mittal Court Premises Co-operative Society Ltd., Mumbai	10	50	500	500
Tukaram Co-operative Housing Society Ltd., Solapur	20	50	1000	1000
Punchsheel-3 Co-operative Housing Society Ltd., Mumbai	10	50	500	500
Gokul Galaxy 1,2,3,4 Co-operative Housing Society Ltd., Mumbai	10	50	500	500
Maker Bhawan No.III Commercial Premises Co-operative Society Ltd., Mumbai	5	50	250	250
			3000	3000
(v) Fully paid-up Preference Shares				
8% Non-convertible Cumulative redeemable Preference Shares of New India Retailing and Investment Ltd.	300000	100	30000000	30000000
			426674500	426818194
Current Investments (Unquoted)				
In Fully paid -up Units of Mutual Funds :				
HDFC Cash Management Fund - Treasury Advantage Plan - Wholesale - Daily Dividend Reinvest	79465.256*	10.0315	797156	3104330
HDFC Liquid Fund Premium Plan Growth	24.191	18.455@	447	426
* Also purchased 15560267.735 units (Previous year 9125043.515 units) and redeemed 15790260.679 units (Previous year 9395404.476 units) during the year				
			797603	3104756
			427472103	429922950
AGGREGATE VALUE OF INVESTMENTS				
Aggregate of:				
Quoted Investments			808716386	806164176
Unquoted Investments			427472103	429922950
			1236188489	1236087126
Aggregate Market Value of Quoted Investments				
			4034130720	1862957008

SIL INVESTMENTS LIMITED

(Amount in Rs.)

Particulars	As at 31st March, 2010	As at 31st March, 2009
SCHEDULE - 6 : CASH AND BANK BALANCES		
Cash Balance in Hand	685	3132
Cheque in hand	-	852229
With Scheduled Banks in:		
Current Accounts	10938156	3564681
Unpaid Dividend Accounts	2090620	2242609
Employees Security Deposit Account	10904	10000
	<u>13040365</u>	<u>6672651</u>
SCHEDULE - 7 : LOANS AND ADVANCES		
(Unsecured, Considered Good unless otherwise stated)		
Loans to Subsidiary Companies	603441040	635646593
[including Interest accrued thereon Rs.3466040/- (Previous year Rs.596593/-)]		
Loan to Bodies Corporate	20000000	25000000
Advances Recoverable in Cash or in Kind or for Value to be received or pending Adjustments	179649	761942
Income Tax deducted at Source (Net of provision for taxation)	29850254	19506208
Income Tax Refund Receivable	3293702	-
Income Tax Deposit under protest	-	1600000
	<u>656764645</u>	<u>682514743</u>
SCHEDULE - 8 : CURRENT LIABILITIES		
Sundry Creditors *		
For Goods and services	595230	401035
For Other Finances	237204	896692
Investor Education and Protection Fund shall be credited on following account #		
-Unpaid Dividends	2090620	2242609
Security Deposits	149000	143000
	<u>3072054</u>	<u>3683336</u>
* No amount payable to Micro, Small and Medium Enterprises as on Balance Sheet date.		
# Not due as on Balance Sheet date.		
SCHEDULE - 9 : PROVISIONS		
Proposed Dividend	10595860	10595860
Corporate Dividend Tax	1759840	1800766
Retirement Benefit	81681	17540
	<u>12437381</u>	<u>12414166</u>

**SCHEDULES ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2010**

(Amount in Rs.)

Particulars	For the year ended 31st March, 2010	For the year ended 31st March, 2009
SCHEDULE - 10 : INCOME FROM INVESTMENT AND OPERATING ACTIVITIES		
Dividend on Long Term Investments - other than trade	69617019	68506819
Dividend on Current Investments	492826	687874
Profit on sale of Long Term Investments	2503310	900736
Profit on sale of Current Investments	20	34
Interest on Loans and Deposits, etc.(Gross)	119347159	131169170
(TDS Rs.14514832/- - previous year Rs.21214483/-)		
[including from subsidiary Rs.113260969 (TDS Rs.13789567)		
- Previous year Rs.113909085 (TDS Rs.17701605)]		
	<u>191960334</u>	<u>201264633</u>
SCHEDULE - 11 : OTHER INCOME		
Rent	2218200	2156448
Interest from Income Tax Deptt.	149058	-
Miscellaneous Income	1058431	49
Excess Provision/Liabilities and Sundry Balances written back	103	3621
Adjustment relating to Previous year (Net)	-	38470
	<u>3425792</u>	<u>2198588</u>
SCHEDULE - 12 : PERSONNEL EXPENSES		
Salaries, wages and bonus .	892557	460433
Workmen and staff welfare expenses	51463	30595
	<u>944020</u>	<u>491028</u>
SCHEDULE - 13 : OPERATING AND OTHER EXPENSES		
Repairs and Maintenance to Buildings	401497	463168
Miscellaneous Expenses	4010490	983243
Financial Expenses	935616	275750
Brokerage	1168747	4245862
Insurance	39897	17985
Adjustment relating to previous year(Net)	717521	-
Sundry Balance Written Off	9250	-
Provision for diminution in long term investments	81294	-
Charity and Donation	500000	-
Auditors Remuneration:		
Statutory Auditors:		
As Auditors	27575	27575
In other Capacity:		
For Certifications	18200	63666
	<u>7910087</u>	<u>6077249</u>

SIL INVESTMENTS LIMITED

(Amount in Rs.)

Particulars	For the year ended 31st March, 2010	For the year ended 31st March, 2009
SCHEDULE - 14 : INTEREST		
To Banks and Others	106178431	116928909
	106178431	116928909

SCHEDULE - 15 : DIRECTORS' FEES AND COMMISSION

Computation of Net Profits Under Section 309(5) of the Companies Act, 1956:

Net Profit as per Profit & Loss Account	79401802	79016099
Add:		
Directors' Fees	137500	202500
Directors' Commission	396850	330000
Managing Directors' Remuneration	333871	-
	868221	532500
Net Profit under Section 309(5) for the year	80270023	79548599
Directors' Commission @ 1% of above subject to Maximum ceiling Rs. 50000 per annum per Non- Whole Time Director	396850	330000
Directors' Fees	137500	202500
Directors' Commission	396850	330000
	534350	532500

SCHEDULE - 16

NOTES ON ACCOUNTS

1) Nature of Operations

The main business of the Company is of investments and financing activities.

2) Accounting Policies

(A) Basis of Accounting

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued under the Companies Accounting Standard Rule, 2006 notified by the Central Government and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis except claims/refund which are accounted for on receipt basis due to uncertainties. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

(B) Revenue Recognition

Income from Investments and financing activities is taken into account when it become accrue to the Company.

(C) Fixed Assets

Fixed assets are stated at cost of acquisition inclusive of duties, taxes, incidental expenses and erection / commissioning expenses etc.

SCHEDULE - 16 (Contd.)**(D) Depreciation**

- (i) Depreciation on the fixed assets is provided on Straight Line method at the rates specified in the Schedule XIV of the Companies Act, 1956.
- (ii) Depreciation on the fixed assets disposed off during the year is provided on pro-rata basis with reference to the date of disposal.

(E) Investments

Long term Investments are stated at cost . The company provides for diminution, other than temporary, in the value of Long term Investments. Current Investments are valued at lower of cost or fair value.

(F) Retirement Benefits

- (a) Retirement benefits in the form of Provident Fund are charged to the Profit & Loss Account of the year when the contributions to the respective funds are due.
- (b) Gratuity has not been provided as the Payment of Gratuity Act is not applicable to the Company as total number of employees are below the minimum required number of employees under Payment of Gratuity Act, 1972.
- (c) Year end leave encashment benefits is provided for on accrual basis.

(G) Earning per share

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

(H) Accounting Policy on Deferred Tax

In accordance with Accounting Standard -22 "Accounting for Taxes on Income" issued under the Accounting Standard Rule 2006 notified by the Central Government and the relevant provision of Companies Act, 1956. The deferred tax for timing differences between the book and taxable income for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred Tax assets arising from temporary timing differences are recognised to the extent there is reasonable certainty that the assets can be realised in future and the same is reviewed at each Balance Sheet Date.

(I) Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the notes to the financial statements, are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

3) Contingent Liabilities not provided for in respect of:

Particulars	(Amount in Rs.)	
	As at 31st March, 2010	As at 31st March, 2009
(a) Effective Corporate Guarantee given for Damanganga Processors Ltd. (now a unit of Sulej Textiles and Industries Ltd.) in favour of Bank Rs.Nil (Previous year Rs.89,00,000/-)	-	358438
(b) Income Tax demand against which the Company has preferred an Appeal. (Amount deposited under protest Rs.Nil, Previous year Rs.16,00,000/-)	-	9621029

4) Details of Remuneration to Managing Director included under relevant heads of salary are as follows

- Salary	333871*	-
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Notes:

- * Excluding provision for accrued leave.
- The Board of Directors has appointed Mrs. Shalini Nopany as Managing Director w.e.f. 25.1.2010. Appointment and remuneration to the Managing Director is subject to approval of the Shareholders in next Annual General Meeting.

SIL INVESTMENTS LIMITED

SCHEDULE - 16 (Contd.)

- 5) As there is only one segment in the Company, hence Segment Reporting(AS-17) is not applicable.
- 6) There is shortfall in the market value of certain long term investments in shares. However, the Company has not made provision in respect of such shortfall aggregating to Rs.11,90,68,564/- (previous year Rs.14,10,15,521/-) as the same in the opinion of management, is not permanent in nature. However, there is no diminution in the overall market value of the quoted/unquoted investments and break-up value of unquoted investments.
- 7) The Company has been granted Certificate of Registration as an NBFC w.e.f.22.05.2009 by Reserve Bank of India, Jaipur.

8) RELATED PARTY DISCLOSURE

- (a) **Subsidiaries**
 SCM Investment & Trading Co.Ltd.
 RTM Investment & Trading Co.Ltd.
 SIL Properties Ltd.
 RTM Properties Ltd.
- (b) **Key Management Personnel and their relatives**
 Mr. N. M. Gupta (upto 31.10.2009)
 Mrs.Shalini Nopany (from 25.1.2010)
- (c) **Enterprises over which key Management personnel are able to exercise significant influence.**
 Sutlej Textiles and Industries Ltd.
 (Company under same management upto 31.8.2008)
- (d) **Transactions with Related Parties during the year:** (Amount in Rs.)

Particulars	Subsidiaries	Enterprises over which Key management personnel are able to exercise significant influence	Key Management personnel and their relatives
(A) 1. Intercorporate Loan placed			
- SCM Investment & Trading Co.Ltd.	54625000		
	(13500000)		
- RTM Investment & Trading Co.Ltd.	56650000		
	(265950000)		
2. Intercorporate Loan received back			
- SCM Investment & Trading Co.Ltd.	115850000		
	(32275000)		
- RTM Investment & Trading Co.Ltd.	30500000		
	(353650000)		
3. Remuneration to Mrs. Shalini Nopany			333871
			(-)
4. Interest income on Intercorporate Loan			
- SCM Investment & Trading Co.Ltd.	46520567		
	(45814383)		
- RTM Investment & Trading Co.Ltd.	66740402		
	(68094702)		
- Sutlej Textiles and Industries Ltd.		-	
		(3749998)	
5. Rent			
- Sutlej Textiles and Industries Ltd.		-	
		(1784040)	

SCHEDULE - 16 (Contd.)

(Amount in Rs.)			
Particulars	Subsidiaries	Enterprises over which Key management personnel are able to exercise significant influence	Key Management personnel and their relatives
(B) Balance outstanding as on 31.03.2010			
Intercorporate Loan receivable			
- SCM Investment & Trading Co.Ltd.	210000000		
	(271225000)		
- RTM Investment & Trading Co.Ltd.	389975000		
	(363825000)		
- Sutlej Textiles and Industries Ltd.		-	
		(25000000)	
(C) Interest receivable on Inter-Corporate Loan as on 31.03.2010			
- SCM Investment & Trading Co.Ltd.	-		
	(25432)		
- RTM Investment & Trading Co.Ltd.	3466040		
	(571161)		

Note: 1. The above information has been identified on the basis of information available with the Company and relied upon by the Auditors.
2. Figures in brackets represent previous year's amounts.

9) DISCLOSURES AS PER CLAUSE 32 OF THE LISTING AGREEMENT

(Amount in Rs.)		
Particulars	Balance as on 31.3.2010 (31.3.2009)	Maximum outstanding amount of loan during the year (Previous year)
Loan to Subsidiaries		
- SCM Investment & Trading Co.Ltd.	210000000	297350000
	(271225000)	(301100000)
- RTM Investment & Trading Co.Ltd.	389975000	404975000
	(363825000)	(495275000)
Loan to Company under the same management (upto 31.8.2008)		
- Sutlej Textiles and Industries Ltd.	-	-
	(25000000)	(25000000)

10) Earnings per Share (EPS)

Earnings per Share (EPS) - The numerators and denominators used to calculate Basic and Diluted Earnings Per Share:

Particulars	For the year ended 31st March, 2010	For the year ended 31st March, 2009
Profit attributable to the Equity Shareholders (A)	76650990	75089298
Number of Equity Shares (B)	10595860	10595860
Nominal Value of Equity Share (Rs.)	10	10
Basic and Diluted Earnings Per Share(Rs.) A/B	7.23	7.09

SIL INVESTMENTS LIMITED

SCHEDULE - 16 (Contd.)

11) TAXATION

a) The Current Tax provided during the year ended 31.03.2010 on the basis of normal provisions of the Income Tax Act, 1961 after claiming MAT credit set off Rs.11,27,234/-.

b) DEFERRED TAXATION

- i) In accordance with Accounting Standard-22, Deferred Tax amounting to Rs.13772 has been accounted for.
ii) Major Component of Deferred Tax Liability is as follows:

Particulars	Accumulated as at 31.03.2009	Net Charge/ (Credit) during the period	(Amount in Rs.)
			As at 31.03.2010
Deferred Tax Liability on account of:			
Depreciation	2628450	13772	2642222
Net Deferred Tax Liability	2628450	13772	2642222

	2009-10 (Rs.)	2008-09 (Rs.)
12) EXPENDITURE IN FOREIGN CURRENCY (On Payment Basis)		
Director Travelling	86383	-

13) REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDENDS

Particulars	Year ended 31st March, 2010	Year ended 31st March, 2009
Amount of Dividend related to 2008-09 remitted in Foreign Exchange (Rs.)#		
Number of Non-Resident Shareholders	29	37
Number of Shares held by such Non-Resident Shareholders	14021	14715

Deposited in Indian Rupees in the Bank Accounts maintained by the shareholders in India.

14) Figures for previous year have been regrouped/rearranged and/or recast wherever considered necessary.

Signature to Schedules 1 to 16
In terms of our Report of even date attached.

For SINGHI & CO.
Chartered Accountants

B. K. Sipani
Partner
Membership No. 88926
Camp : Kolkata
Dated: 11th May, 2010

Pawan Babbar
Secretary

Shalini Nopany
Managing Director

C.S. Nopany
Chairman

Arvind C. Dalal
S.M. Agarwal
Sanjay Goenka
S.K. Khandelwa
S.S. Maheshwari
Directors

INFORMATION PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE:

I. Registration Details

Registration No.	02761	State Code	17
Balance Sheet Date	31.03.2010		

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

Public Issue	Right Issue	Bonus Issue	Private Placement
NIL	NIL	NIL	NIL

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

Total Liabilities	1910270	Total Assets	1910270
--------------------------	---------	---------------------	---------

Sources of Funds :

Paid-up Capital	106065	Secured Loans	601580
Reserves & Surplus	1199983	Deferred Tax Liabilities (Net)	2642

Application of Funds :

Net Fixed Assets	19786	Investments	1236188
Net Current Assets	654296		

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

Turn Over (Including Other Income)	195386	Total Expenditure	115984
Profit before Tax	79402	Profit after Tax	76651
Earning per Share (Rs.)	7.23	Dividend Rate (%)	10

V. Generic Names of Principal Products/ Services of the Company (as per monetary terms)

Item Code No.	Product Description
Not applicable	Not applicable

Place : Kolkata
Dated: 11th May, 2010

Pawan Babbar
Secretary

Shalini Nopany
Managing Director

C.S. Nopany
Chairman

Arvind C. Dalal
S.M. Agarwal
Sanjay Goenka
S.K. Khandelia
S.S. Maheshwari
Directors

SIL INVESTMENTS LIMITED

SCHEDULE TO THE BALANCE SHEET OF NON-BANKING FINANCIAL COMPANY

(As required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

(Rs.in lacs)

PARTICULARS	Amount Outstanding		Amount Overdue	
	As on 31.3.2010	As on 31.3.2009	As on 31.3.2010	As on 31.3.2009

Liabilities Side

1) Loans and Advances availed by the NBFC'S inclusive of interest accrued thereon but not paid

(a) Debentures: Secured	Nil	Nil	Nil	Nil
Unsecured (Other than falling within the meaning of Public Deposits)	Nil	Nil	Nil	Nil
(b) Deferred Credits	Nil	Nil	Nil	Nil
(c) Term Loans	Nil	Nil	Nil	Nil
(d) Inter-Corporate Loans and Borrowings	6015.80	6850.00	Nil	Nil
(e) Commercial Paper	Nil	Nil	Nil	Nil
(f) Other Loans (specify nature)	Nil	Nil	Nil	Nil

Assets Side

2) Break-up of Loans and Advances including Bills receivables (other than those included in (3) below)

(a) Secured	Nil	Nil
(b) Unsecured	6234.41	6606.47

3) Break-up of Leased Assets and Stock on Hire and other assets counting towards AFC activities

(i) Lease Assets including lease rentals under sundry debtors:		
(a) Financial Lease	Nil	Nil
(b) Operating Lease	Nil	Nil
(ii) Stock on hire including hire charges under sundry debtors		
(a) Assets on Hire	Nil	Nil
(b) Repossessed Assets	Nil	Nil
(iii) Other Loans counting towards AFC activities		
(a) Loans where assets have been repossessed	Nil	Nil
(b) Loans other than (a) above	Nil	Nil

4) Break-up of Investments:

Current Investments:

1. Quoted:

(i) Shares (a) Equity	Nil	Nil
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil
(iii) Units of Mutual Funds	Nil	Nil
(iv) Government Securities	Nil	Nil
(v) Others (please specify)	Nil	Nil

2. Unquoted

(i) Shares (a) Equity	Nil	Nil
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil
(iii) Units of Mutual Funds (HDFC Liquid Fund)	7.98	31.05
(iv) Government Securities	Nil	Nil
(v) Others (please specify)	Nil	Nil

Long Term Investments

1. Quoted:

(i) Shares	(a) Equity	8087.16	8061.64
	(b) Preference	Nil	Nil
(ii) Debentures and Bonds		Nil	Nil
(iii) Units of Mutual Funds		Nil	Nil
(iv) Government Securities		Nil	Nil
(v) Others (please specify)		Nil	Nil

2. Unquoted

(i) Shares	(a) Equity	3966.75	3967.56
	(b) Preference	300.00	300.62
(ii) Debentures and Bonds		Nil	Nil
(iii) Units of Mutual Funds		Nil	Nil
(iv) Government Securities		Nil	Nil
(v) Others (please specify)		Nil	Nil

5) Borrower group-wise classification of Assets financed as in (2) and (3) above

Amount net of provisions

Category	Secured		Unsecured		Total	
	As on 31.3.2010	As on 31.3.2009	As on 31.3.2010	As on 31.3.2009	As on 31.3.2010	As on 31.3.2009
1. Related Parties						
(a) Subsidiaries	Nil	Nil	6034.41	6356.47	6034.41	6356.47
(b) Companies in the same group	Nil	Nil	Nil	Nil	Nil	Nil
(c) Other related parties	Nil	Nil	Nil	250.00	Nil	250.00
2. Other than related parties	Nil	Nil	200.00	Nil	200.00	Nil
Total	Nil	Nil	6234.41	6606.47	6234.41	6606.47

6) Investor group-wise classification of all investments

(current and long term) in shares and securities
(both quoted and unquoted)

Category	Market Value/Break up or Fair Value of NAV		Book Value (net of provisions)	
	As on 31.3.2010	As on 31.3.2009	As on 31.3.2010	As on 31.3.2009
1. Related Parties				
(a) Subsidiaries	6130.90	6098.43	3950.63	3950.63
(b) Companies in the same group	-	14.58	-	5.01
(c) Other related parties	Nil	Nil	Nil	Nil
2. Other than related parties	*40665.41	*18932.54	8411.26	8405.23
Total	46796.31	25045.55	12361.89	12360.87

* Certain unquoted investments value Rs.316.12 lacs (previous year Rs.317.55 lacs) being long term in nature have been valued at cost.

7) 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

In terms of our Report of even date attached.

For SINGHI & CO.

Chartered Accountants

B. K. Sipani

Partner
Membership No. 88926
Camp : Kolkata
Dated: 11th May, 2010

Pawan Babbar
Secretary

Shalini Nopany
Managing Director

C.S. Nopany
Chairman

Arvind C. Dalal
S.M. Agarwal
Sanjay Goenka
S.K. Khandelia
S.S. Maheshwari
Directors

SIL INVESTMENTS LIMITED

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES

The entire subscribed capital of RTM Investment & Trading Company Ltd. and 80.53% subscribed capital of SCM Investment & Trading Company Ltd. as on 31st March, 2010 was held by the Company. The entire subscribed capital of SIL Properties Ltd. and RTM Properties Ltd. as on 31st March, 2010 was held by SCM Investment & Trading Company Ltd. and RTM Investment & Trading Company Ltd. respectively, subsidiaries of the Company:

(Amount in Rs.)

Name of the Subsidiary Company	Net Aggregate of subsidiaries profits/(losses) not dealt with in holding Company's accounts		Net Aggregate of subsidiaries profits/(losses) dealt with in holding Company's accounts	
	Current Year	Previous years since became subsidiaries	Current Year	Previous years since became subsidiaries
SCM Investment & Trading Company Ltd.	3538843	98257632 (2766055)	-	5318484
RTM Investment & Trading Company Ltd.	(837974)	103701726 (3732702)	-	4762445
SIL Properties Ltd.	(1260894)	1895488 (2565983)	-	-
RTM Properties Ltd.	(1462247)	2727673 (2905555)	-	-

Arvind C. Dalal
S.M. Agarwal
Sanjay Goenka
S.K. Khandelia
S.S. Maheshwari
Directors

Place : Kolkata
Dated: 11th May, 2010

Pawan Babbar
Secretary

Shalini Nopany
Managing Director

C.S. Nopany
Chairman

FINANCIAL PERFORMANCE OF SUBSIDIARIES DURING THE PERIOD 1ST APRIL, 2009 TO 31ST MARCH, 2010

(Amount in Rs.)

S. No.	Particulars	SCM Investment & Trading Co. Ltd.	RTM Investment & Trading Co. Ltd.	SIL Properties Ltd.	RTM Properties Ltd.
(a)	Share Capital	192591990	144568810	84090450	84090450
(b)	Reserves	190634096	121105013	-	-
(c)	Total Assets	593226086	659114863	84090450	84090450
(d)	Total Liabilities	210000000	393441040	-	-
(e)	Details of Investment (Except in case of investment in Subsidiary Companies)	276448265	246558714	3481597	4366950
(f)	Turnover	9339903	6593124	2153179	2165115
(g)	Profit/(loss) before taxation	4809441	(332974)	(1086314)	(1057434)
(h)	Provision for taxation	415000	505000	395174	404813
(i)	Profit/(Loss) after taxation	4394441	(837974)	(1481488)	(1462247)

Notes: The Company has received the approval of Central Government u/s.212 (8) of the Companies Act,1956 vide its letter dated 23.04.2010 giving exemption from attaching the accounts of abovementioned subsidiary companies in its Annual Report. However, annual accounts of the subsidiary companies and the related detailed information will be made available to the holding and subsidiary company investors seeking such information at any point of time. The annual accounts of the subsidiary companies will also be kept for inspection by any investor at Registered Office of the Company and that of the subsidiary companies situated at 9/1, R. N. Mukherjee Road, Kolkata 700 001.

AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF SIL INVESTMENTS LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENT OF SIL INVESTMENTS LIMITED AND ITS SUBSIDIARIES

We have audited the attached Consolidated Balance Sheet of **SIL Investments Limited and its Subsidiary Companies** as at 31st March, 2010 and also the related Profit and Loss Account and the Cash Flow statement for the year then ended.

These financial statements are the responsibility of the SIL Investments Limited's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with generally accepted auditing standards in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are prepared, in all material respects, in accordance with and identified reporting frame work and are free of material misstatements. 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 the significant estimates made by management, as well as evaluating the overall financial statement. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statements of the Subsidiary Companies viz. SCM Investment & Trading Company Limited, RTM Investment & Trading Company Limited, SIL Properties Ltd and RTM Properties Ltd. whose financial statements reflects total assets of Rs.1,42,20,59,553/- as at 31st March, 2010 and total revenues of Rs.2,02,51,321/- for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of the subsidiary companies, is based solely on the report of the other auditors.

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements

of Accounting Standard (AS) 21 'Consolidated Financial Statements' notified under Accounting Standard Rules, 2006 issued by the Central Government and on the basis of the separate financial statements of SIL Investments Limited and its subsidiary companies included in the consolidated financial statements.

On the basis of the information and explanation given to us and on the consideration of the separate audit reports on individual audited financial statements of SIL Investments Limited and its aforesaid subsidiaries., we are of the opinion that:

- (a) the Consolidation Balance Sheet gives a true and fair view of the consolidated state of affairs of SIL Investments Limited and its subsidiaries as at 31st March, 2010 and
- (b) the Consolidated Profit and Loss Account gives a true and fair view of the consolidated results of operations of SIL Investments Limited and its subsidiaries for the year then ended.
- (c) the Consolidated Cash Flow Statement give a true and fair view of the consolidated cash flow of SIL Investments Limited and its subsidiaries for the year ended on that date.

For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

B.K. Sipani
Partner
Membership No. 88926

Place: Kolkata
Dated: 11th May, 2010

SIL INVESTMENTS LIMITED (CONSOLIDATED)

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2010

(Amount in Rs.)

	Schedule	As at 31st March, 2010	As at 31st March, 2009
SOURCES OF FUNDS			
Shareholders' Funds:			
Capital	1	106064770	106064770
Reserves and Surplus	2	1415557268	1349930101
		<u>1521622038</u>	<u>1455994871</u>
Loan Funds:			
Secured Loans	3	601580548	685000000
		<u>601580548</u>	<u>685000000</u>
Minority Interest		74280855	-
(Refer Note No. 1(B)(a)(v)-Schedule-17)			
Deferred Tax Liabilities (Net)		2642222	2628450
(Refer Note No. 10 -Schedule 17)			
TOTAL		<u>2200125663</u>	<u>2143623321</u>
APPLICATION OF FUNDS			
Fixed Assets:			
Gross Block	4	182123772	181722402
Less:Depreciation		18305490	15128372
		<u>163818282</u>	<u>166594030</u>
Net Block			
Investments	5	1371981035	1343342763
Current Assets,Loans and Advances:			
Sundry Debtors	6	607768	160951
Cash and Bank Balances	7	26554778	18028544
Loans and Advances	8	655030393	633026164
		<u>682192939</u>	<u>651215659</u>
Less:Current Liabilities & Provisions:			
Current Liabilities	9	5429212	5114965
Provisions	10	12437381	12414166
		<u>17866593</u>	<u>17529131</u>
Net Current Assets		<u>664326346</u>	<u>633686528</u>
TOTAL		<u>2200125663</u>	<u>2143623321</u>
Notes on Accounts	17		

The schedules referred to above including notes to accounts form an integral part of the Balance Sheet.

In terms of our Report of even date attached.

For SINGHI & CO.

Chartered Accountants

B. K. Sipani

Partner
Membership No. 88926
Camp : Kolkata
Dated: 11th May, 2010

Pawan Babbar
Secretary

Shalini Nopany
Managing Director

C.S. Nopany
Chairman

Arvind C. Dalal
S.M. Agarwal
Sanjay Goenka
S.K. Khandelia
S.S. Maheshwari
Directors

SIL INVESTMENTS LIMITED (CONSOLIDATED)

CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

(Amount in Rs.)

	Schedule	For the Year ended 31st March, 2010	For the Year ended 31st March, 2009
INCOME			
Income from Investment and Operating Activities	11	197505361	204716510
Other Income	12	7093632	5648788
		204598993	210365298
EXPENDITURE			
Personnel expenses	13	944020	491028
Operating and other expenses	14	12010972	7770906
Interest	15	106186412	117093507
Directors' Fees and Commission	16	545950	543500
		119687354	125898941
Profit before Depreciation and Tax		84911639	84466357
Depreciation		3177118	3099916
Profit before Tax		81734521	81366441
Provision for Taxation			
Current Tax (including for earlier year Rs.627040/-)		4457027	6984559
Fringe Benefit Tax		-	4540
Excess Provision for Income Tax Written Back		-	(513)
Deferred Tax		13772	22301
Profit after Tax		77263722	74355554
Share of Minority Interest		(635061)	-
Profit after Tax (after adjustment of Minority Interest)		76628661	74355554
Add: Balance Brought Forward from Previous Year		452693665	405874737
Profit available for Appropriation		529322326	480230291
Transfer to Reserve Fund		16280000	15140000
Proposed Dividend		10595860	10595860
Corporate Dividend Tax		1759840	1800766
Balance carried to Balance Sheet		500686626	452693665
Basic and Diluted Earnings Per Share (Rs. 10 each) (Rs.)		7.23	7.02
(Refer Note No.9 Schedule 17)			
Notes on Accounts	17		

The schedules referred to above including notes to accounts form an integral part of the Profit & Loss Account.
In terms of our Report of even date attached.

For SINGHI & CO.
Chartered Accountants

B. K. Sipani
Partner
Membership No. 88926
Camp : Kolkata
Dated: 11th May, 2010

Pawan Babbar
Secretary

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S.K. Khandelia
S.S. Maheshwari
Directors

SIL INVESTMENTS LIMITED (CONSOLIDATED)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2010

PARTICULARS	(Amount in Rs.)	
	For the year ended 31st March, 2010	For the year ended 31st March, 2009
(A) CASH FLOW FROM OPERATING ACTIVITIES		
a. Net Profit before Tax	81734521	81366441
Adjustment for :		
Depreciation	3177118	3099916
Dividend on long term / current Investments	(80867364)	(73033822)
(Profit) on Sale of long term / current Investments	(5403330)	(1496697)
Excess Provision / Liabilities written back	(103)	(3621)
b. Operating Profit before working capital changes	<u>(1359158)</u>	<u>9932217</u>
Adjustment for :		
Trade and other Receivables	813814	(1911210)
Trade Payables	2111028	(1881612)
Loans to Bodies Corporate (Net)	(5000000)	328500000
Borrowings from Bank	-	(200000000)
Borrowing from Bodies Corporate (Net)	(85000000)	(85000000)
c. Cash Generated from Operations	<u>(88434316)</u>	<u>49639395</u>
Direct Taxes (paid) / Refund (Net)	<u>(22721887)</u>	<u>(32717318)</u>
Net Cash (used in)/from Operating Activities (A)	<u>(111156203)</u>	<u>16922077</u>
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Sale of long term / current Investments	13815777	14271323
Dividend on long term / current Investments	80867364	73033822
Purchase of Fixed Assets	(401370)	(2472148)
Purchase of Investments	<u>(37050719)</u>	<u>(82393024)</u>
Net Cash (used in) / from Investing Activities (B)	<u>57231052</u>	<u>2439973</u>
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Share Capital	37500000	-
Proceeds from Share Premium	37500000	-
Dividend paid and Tax on Distributed Profits	(14639235)	(14812763)
Net cash (used in) / from Financing Activities (C)	<u>60360765</u>	<u>(14812763)</u>
Net increase/(decrease) in cash and cash Equivalents (A)+(B)+(C)	6435614	4549287
Cash and Cash Equivalents (Opening Balance)	18028544	11236648
Cash and Cash Equivalents (Closing Balance)	<u>24464158</u>	<u>15785935</u>
(for components of cash & cash equipment - refer schedule - 7)		
Add: Unclaimed dividend not available for use	2090620	2242609
Cash & Bank Balance as per schedule - 7	<u>26554778</u>	<u>18028544</u>

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard- 3 on "Cash Flow Statement".
- Previous year figures have been regrouped/restated wherever necessary.

In terms of our Report of even date attached.

For SINGHI & CO.

Chartered Accountants

B. K. Sipani

Partner

Membership No. 88926

Camp : Kolkata

Dated: 11th May, 2010

Pawan Babbar
Secretary

Shalini Nopany
Managing Director

C.S. Nopany
Chairman

Arvind C. Dalal
S.M. Agarwal
Sanjay Goenka
S.K. Khandelia
S.S. Maheshwari
Directors

SIL INVESTMENTS LIMITED (CONSOLIDATED)

SCHEDULES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2010

	As at 31st March, 2010	As at 31st March, 2009
(Amount in Rs.)		
Particulars		
SCHEDULE - 1 : SHARE CAPITAL		
Authorised :		
1,20,00,000 Ordinary Shares of Rs. 10 each	120000000	120000000
	120000000	120000000
Issued, Subscribed and Paid Up :		
1,05,95,860 Ordinary Shares of Rs.10 each fully paid up (Including 33,93,750 Shares allotted as fully paid up Bonus Shares by way of Capitalisation of General Reserve)	105958600	105958600
Add: Forfeited Shares (No. of Shares 35390) (Amount originally paid up)	106170	106170
	106064770	106064770

	Balance as at 31st March, 2009	Additions during the year	Deductions/ Adjustments during the year	Transferred in minority interest	Balance as at 31st March, 2010
(Amount in Rs.)					
SCHEDULE - 2 : RESERVES & SURPLUS					
Reserve Fund	101567000	16280000 (a)	-	4757398	113089602
General Reserve	513938936	-	-	1752408	512186528
Profit & Loss Account	452693665	500686626 (a)	452693665 (b)	16120226	484566400
Securities Premium Account	281730500	37500000	-	13515762	305714738
Total	1349930101	554466626	452693665	36145794	1415557268
Previous year	1287971173	467833665	405874737	-	1349930101
(a) Transferred from Profit & Loss account					
(b) Transferred to Profit & Loss account					

	As at 31st March, 2010	As at 31st March, 2009
(Amount in Rs.)		
SCHEDULE - 3 : SECURED LOANS		
Short Term Loans:		
From Bodies Corporate		
Secured by Pledge of 1,24,50,000 Equity Shares (Previous Year 3,21,50,000 Equity Shares) of Chambal Fertilizers & Chemicals Ltd. and 10,15,000 Equity Shares of (Previous Year 11,00,000 Equity Shares) of Zuari Industries Ltd. (Amount Payable within one year)	600000000	685000000
Interest accrued and due on above	1580548	-
	601580548	685000000

SIL INVESTMENTS LIMITED (CONSOLIDATED)

SCHEDULE - 4 : FIXED ASSETS

(Amount in Rs.)

S.No.	Description	Gross Block			Depreciation			Net Block	
		Cost/Book Value			Up to 31.3.2009	For the year ended 31st March 2010	As on 31.03.2010	As at 31.3.2010	As at 31.3.2009
		As at 31.3.2009	Additions	As at 31.3.2010					
1	Goodwill	2220	-	2220	-	-	-	2220	2220
2	Land	70078350	-	70078350	-	-	-	70078350	70078350
3	Buildings	79138122	-	79138122	8592147	1289953	9882100	69256022	70545975
4	Plant & Machinery	11784258	141052	11925310	2093541	562525	2656066	9269244	9690717
5	Furniture & Office Equipments	20719452	260318	20979770	4442684	1324640	5767324	15212446	16276768
	Total	181722402	401370	182123772	15128372	3177118	18305490	163818282	166594030
	Previous Year	179250254	2472148	181722402	12028456	3099916	15128372	166594030	169303328

NOTES

- Buildings include cost of Ownership premises in Co-operative Housing Societies.

(Amount in Rs.)

	As at 31st March, 2010	As at 31st March, 2009
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SCHEDULE - 5 : INVESTMENTS

Long Term- Other than Trade

A) QUOTED (Fully paid-up)	1334771912	1303682793
	1334771912	1303682793
B) UNQUOTED:		
i) Long term Investment	3408520	3489814
ii) Partly paid- up Equity Shares	3000000	3000000
iii) Cumulative Compulsory Convertible Preference Shares	-	62400
iv) Non-Convertible Cumulative Redeemable Preference Shares	3000000	3000000
v) In Fully Paid-up Equity Shares of Co-operative Societies - In Investment Properties:	3000	3000
	36411520	36555214
Current Investments (unquoted)	797603	3104756
	37209123	39659970
AGGREGATE VALUE OF INVESTMENTS	1371981035	1343342763
Aggregate of:		
Quoted Investments	1334771912	1303682793
Unquoted Investments	37209123	39659970
	1371981035	1343342763
Aggregate Market Value of Quoted Investments	4493591947	2148273045

Note:

- SCM Investment & Trading Co. Ltd has given undertaking to Darbhanga Mansion Co-operative Housing Society Limited not to transfer, create any charge, pledge, or encumbrance or otherwise dispose of 67500 Equity Shares held by it in Manavta Holdings Ltd. without their written consent .
- SCM Investment & Trading Co.Ltd. has given undertaking to a financial institution not to transfer, assign, pledge, hypothecate or otherwise dispose its shareholding in The Oudh Sugar Mills Ltd. and Upper Ganges Sugar & Industries Ltd. without their prior approval in writing till the respective loans of the financial institution to the said companies remain outstanding.
- RTM Investment & Trading Co.Ltd. has given undertaking to a financial institution not to transfer, assign, pledge, hypothecate or otherwise dispose of its shareholding in The Oudh Sugar Mills Ltd. and Upper Ganges Sugar & Industries Ltd. without their prior approval in writing till the respective loans of the financial institution to the said companies remain outstanding.

SIL INVESTMENTS LIMITED (CONSOLIDATED)

(Amount in Rs.)

Particulars	As at 31st March, 2010	As at 31st March, 2009
SCHEDULE - 6 : SUNDRY DEBTORS		
(Unsecured, Considered Good)		
(a) Outstanding for more than six months	37822	31427
(b) Other Debts	569946	129524
	<u>607768</u>	<u>160951</u>
 SCHEDULE - 7 : CASH AND BANK BALANCES		
Cash Balance in Hand	30729	71128
Cheques in Hand	-	852229
With Scheduled Banks in Current Accounts	15418121	4852578
Unpaid Dividend Accounts	2090620	2242609
Fixed Deposit Accounts	9004404	10000000
Employees Security Deposit Account	10904	10000
	<u>26554778</u>	<u>18028544</u>
 SCHEDULE - 8 : LOANS AND ADVANCES		
(Unsecured, Considered Good unless otherwise stated)		
Loan to Bodies Corporate	605000000	600133991
(including Interest accrued thereon Rs.Nil -Previous Year Rs.1133991)		
Advances Recoverable in Cash or in Kind or for Value to be received or pending Adjustments	1163876	2290516
Advance payment of Income tax and Income-Tax Deduction at Source (Net of provision for taxation)	45061515	28490357
Income Tax Refund receivable	3293702	-
Income Tax Deposit under protest	-	1600000
Sundry Deposits	511300	511300
	<u>655030393</u>	<u>633026164</u>
 SCHEDULE - 9 : CURRENT LIABILITIES		
Sundry Creditors and Other Liabilities*		
For Goods and services	1037322	588134
For Other Finances	2152270	1459957
Security Deposits	149000	143000
Investor Education and Protection Fund shall be credited on following account#		
- Unpaid Dividends	2090620	2242609
Temporary Bank Overdraft	-	681265
	<u>5429212</u>	<u>5114965</u>
 * No amount payable to Micro, Small and Medium enterprises as on Balance Sheet date. # Not due as on Balance Sheet date.		
 SCHEDULE - 10 : PROVISIONS		
Proposed Dividend	10595860	10595860
Corporate Dividend Tax	1759840	1800766
Retirement Benefits	81681	17540
	<u>12437381</u>	<u>12414166</u>

SIL INVESTMENTS LIMITED (CONSOLIDATED)

SCHEDULES ANNEXED TO AND FORMING PART OF CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

(Amount in Rs.)

	For the year ended 31st March, 2010	For the year ended 31st March, 2009
SCHEDULE - 11 : INCOME FROM INVESTMENT AND OPERATING ACTIVITIES		
Dividend on long term Investments	80374538	72345948
Dividend on Current Investments	492826	687874
Profit on sale of Long Term Investments	5403310	1496663
Profit on sale of Short Term Investments	20	34
Interest on Loans and Deposits, etc. (Gross) (TDS Rs.8810301/- - Previous year Rs.11035430/-)	111234667	130185991
	<u>197505361</u>	<u>204716510</u>
SCHEDULE - 12 : OTHER INCOME		
Rent	5818200	5606448
Miscellaneous Income	1058431	49
Excess Provisions and Unspent Liabilities & Sundry balances W/Back	103	3821
Adjustment Related to Previous Year(Net)	-	38470
Interest from Income Tax Deptt.	216898	-
	<u>7093632</u>	<u>5648788</u>
SCHEDULE - 13 : PERSONNEL EXPENSES		
Salaries, wages and bonus	892557	460433
Workmen and staff welfare expenses	51463	30595
	<u>944020</u>	<u>491028</u>
SCHEDULE - 14 : OPERATING AND OTHER EXPENSES		
Insurance	79191	60383
Rates and Taxes	265626	265126
Repairs and Maintenance to Building	2733379	881168
Brokerage	1168747	4245862
Financial Expenses	935616	275750
Miscellaneous Expenses	5227372	1805569
Adjustment Relating to Previous years (Net)	716472	-
Sundry balances written off	9250	91807
Provision for Diminution in long term investments	81294	-
Charity & Donation	500000	-
Filing Fee for increase of Share Capital	200000	-
Auditors Remuneration:		
Statutory Auditors:		
As Auditors	27575	27575
In other Capacity		
For Certifications	18200	63666
Subsidiaries Auditors:		
As Auditors	35500	33500
Certification and Advices	12750	20500
	<u>12010972</u>	<u>7770906</u>
SCHEDULE - 15 : INTEREST		
To Banks and Others	106186412	117093507
	<u>106186412</u>	<u>117093507</u>
SCHEDULE - 16 : DIRECTORS' FEES AND COMMISSION		
(A) Directors' Commission	396850	330000
Directors' Fees	137500	202500
	<u>534350</u>	<u>532500</u>
(B) Directors' Fees-Subsidiary companies	11600	11000
Total (A & B)	<u>545950</u>	<u>543500</u>

**SCHEDULE - 17
NOTES ON ACCOUNTS**

1) Accounting Policies

(A) Basis of Accounting

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued under the Companies Accounting Standard Rule,2006 notified by the Central Government and the relevant provisions of the Companies Act,1956. The financial statements have been prepared under the historical cost convention on an accrual basis except claims/refund which are accounted for on receipt basis due to uncertainties. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

(B) Principles of consolidation

- (a) The consolidated financial statements related to the Company, M/s SIL Investments Limited and its Subsidiary Companies and two other subsidiary companies (which became subsidiary of the company by virtue of their having become subsidiary of subsidiary companies). The consolidated financial statements have been prepared on the following basis.
- (i) The Consolidated Financial Statements have been prepared in accordance with Accounting Standard (AS-21) - "Consolidated Financial Statements" notified under the Accounting Standard Rules, 2006 issued by the Central Government.
 - (ii) The financial statements of the Parent 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 intra-group balances and intra-group transactions.
 - (iii) 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 Parent Company's separate financial statements.
 - (iv) The difference in the investment cost of the parent company and Equity Share Capital & Securities Premium in the accounts of subsidiaries, to the extent not eliminated, is recognised in the financial statement as goodwill.
 - (v) During the year one of the wholly owned Subsidiary Company viz. SCM Investment & Trading Co.Ltd. became only subsidiary company by virtue of its rights issue of 37,50,000 equity shares of face value of Rs.10 each at a premium of Rs.10 each renounced by parent company and being subscribed by others. Accordingly minorities' interest in net profit of consolidated subsidiaries for the year is identified of Rs.635061/- and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Company. Their share of net assets is identified of Rs.74280855/- and presented in the Consolidated Balance Sheet separately. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of the contractual obligation on the minorities, the same is accounted for by the holding Company.
- (b) The Subsidiary Companies (incorporated in India) considered in the consolidated financial statements are:

Name of Company	% voting power held as at 31st March 2010
SCM Investment & Trading Company Ltd. (SCMIT)	80.53
RTM Investment & Trading Company Ltd. (RTMIT)	100
SIL Properties Ltd.	100 \$
RTM Properties Ltd.	100 #
\$ Held by SCMIT and parent Company.	
# Held by RTMIT and parent Company.	

(C) Other Significant Accounting Policies:

(a) Revenue Recognition

Income from Investments and financing activities is taken into account when it become accrue to the Company.

SIL INVESTMENTS LIMITED (CONSOLIDATED)

SCHEDULE - 17 (Contd.)

(b) Fixed Assets

Fixed assets are stated at cost of acquisition inclusive of duties, taxes, incidental expenses and erection / commissioning expenses etc.

(c) Depreciation

- (i) Depreciation on the fixed assets is provided on Straight Line method at the rates specified in the Schedule XIV of the Companies Act, 1956.
- (ii) Depreciation on the fixed assets disposed off during the year is provided on pro-rata basis with reference to the date of disposal.

(d) Investments

Long term Investments are stated at cost . The company provides for diminution, other than temporary, in the value of Long term Investments. Current Investments are valued at lower of cost or fair value.

(e) Retirement Benefits

- (i) Retirement benefits in the form of Provident Fund are charged to the Profit & Loss Account of the year when the contributions to the respective funds are due.
- (ii) Gratuity has not been provided as the Payment of Gratuity Act is not applicable to the Company as total number of employees are below the minimum required number of employees under Payment of Gratuity Act, 1972.
- (iii) Year end leave encashment benefits is provided for on accrual basis.

(f) Earning per share

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

(g) Accounting Policy on Deferred Tax

In accordance with Accounting Standard -22 "Accounting for Taxes on Income" issued under the Accounting Standard Rules, 2006 notified by the Central Government and the relevant provision of Companies Act, 1956. The deferred tax for timing differences between the book and taxable income for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred Tax assets arising from temporary timing differences are recognised to the extent there is reasonable certainty that the assets can be realised in future and the same is reviewed at each Balance Sheet Date.

(h) Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the notes to the financial statements, are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

2) Contingent Liabilities (Not provided for) in respect of:

Particulars	(Amount in Rs.)	
	As at 31st March,2010	As at 31st March,2009
(a) Effective Corporate Guarantees given for Damanganga Processors Ltd. (now a unit of Sutej Textiles and Industries Ltd.) in favour of Financial Institution/ Bank - Rs.Nil (Previous year Rs.89,00,000/-)	-	358438
(b) Income Tax demand against which the Company has preferred an Appeal. (Amount Deposited under protest Rs.Nil - previous year Rs.16,00,000)	-	9621029
(c) Uncalled capital on partly paid shares held as Investment	12000000	12000000

SIL INVESTMENTS LIMITED (CONSOLIDATED)

SCHEDULE - 17 (Contd.)

- 3) Details of Remuneration to Managing Director included under relevant heads of salary are as follows:

	As at 31st March,2010 (Rs.)	As at 31st March,2009 (Rs.)
- Salary	333871*	-

Notes:

* Excluding provision for accrued leave.

- The Board of Directors has appointed Mrs. Shalini Nopany as Managing Director w.e.f. 25.01.2010. Appointment and remuneration to the Managing Director is subject to approval of the Shareholders in next Annual General Meeting.

- 4) As there is only one segment in the Company, hence Segment Reporting (AS-17) is not applicable.
- 5) There is shortfall in the market value of certain long term investments in shares. However, the Company has not made provision in respect of such shortfall aggregating to Rs.31,11,15,000/- as the same in the opinion of the management, is not permanent in nature. However, there is no diminution in the overall market value of the quoted investments and break-up value of unquoted investments.
- 6) The Company has been granted Certificate of Registration as an NBFC w.e.f. 22.05.2009 by Reserve Bank of India, Jaipur.

7) RELATED PARTY DISCLOSURE

- (a) **Key Management Personnel and their relatives** Mr. N.M. Gupta (Upto 31.10.2009)
Mrs. Shalini Nopany (From 25.01.2010)
- (b) **Enterprises over which key Management personnel are able to exercise significant influence.** Sutlej Textiles and Industries Ltd.
(Company under same management upto 31.8.2008)

	(Amount in Rs.)	
Particulars	Enterprises over which key management personnel are able to exercise significant influence	Key Management personnel and their relatives
(A) Remuneration to Mrs. Shalini Nopany		333871 (-)
(B) Interest income on Intercompany Loan - Sutlej Textiles and Industries Ltd.	-	(3749998)
Rent - Sutlej Textiles and Industries Ltd.	-	(1784040)
(C) Balance outstanding as on 31.03.2010 Intercompany Loan receivable Sutlej Textiles and Industries Ltd.	-	(25000000)

- Note: 1. The above information has been identified on the basis of information available with the Company and relied upon by the Auditors.
2. Figures in brackets represent previous year's amounts.

SIL INVESTMENTS LIMITED (CONSOLIDATED)

SCHEDULE - 17 (Contd.)

8) DISCLOSURES AS PER CLAUSE 32 OF THE LISTING AGREEMENT

(Amount in Rs.)

	Balance as on 31.3.2010 (31.3.2009)	Maximum outstanding amount of loan during the year (Previous year)
Loan to Company under the same Management (upto 31.8.2008)		
Sutlej Textiles and Industries Ltd.	-	-
	(25000000)	(25000000)

9) Earnings per Share (EPS)

Earnings per Share (EPS) - The numerators and denominators used to calculate Basic and Diluted Earnings Per Share:

	For the year ended 31st March, 2010	For the year ended 31st March, 2009
Profit attributable to the Equity Shareholders (A) (Rs.)	76628661	74355554
Number of Equity Shares (B)	10595860	10595860
Nominal Value of Equity Share (Rs.)	10.00	10.00
Basic and Diluted Earnings Per Share(Rs.) A/B	7.23	7.02

10) TAXATION

a) The Current Tax provided during the year ended 31.03.2010 on the basis of normal provisions of the Income Tax Act,1961 after claiming MAT credit set off Rs.11,27,234/-.

b) Deferred Taxation

i) In accordance with Accounting Standard-22, Deferred Tax amounting to Rs.13772 has been accounted for.

ii) Major Component of Deferred Tax Liability is as follows:

Particulars	Accumulated as at 31.3.2009	Net Charge/ (Credit) during the year	(Rs.) As at 31.03.2010
Deferred Tax Liability on account of:			
Depreciation	2628450	13772	2642222
Net Deferred Tax Liability	2628450	13772	2642222
		2009-10	2008-09
		(Rs.)	(Rs.)

11) Expenditure in foreign currency (on payment basis)

Director Travelling **86383** -

12) Figures for Previous year have been regrouped/rearranged and/or recast wherever considered necessary.

Signatures to Schedules 1 to 17
In terms of our Report of even date attached.

For SINGHI & CO.
Chartered Accountants

B. K. Sipani
Partner
Membership No. 88926
Camp : Kolkata
Dated: 11th May, 2010

Pawan Babbar
Secretary

Shalini Nopany
Managing Director

C.S. Nopany
Chairman

Arvind C. Dalal
S.M. Agarwal
Sanjay Goenka
S.K. Khandelia
S.S. Maheshwari
Directors

