



UNITED VAN DER HORST LTD.

**21st Annual Report
2007 - 2008**

BOARD OF DIRECTORS

Mr. Ushpal Singh Sabharwal	<i>Chairman</i>
Mr. Inderpal Singh Sabharwal	<i>Vice Chairman & Managing Director</i>
Mr. V.D. Sambre	<i>Director</i>
Mr. S.S. Chaudhary	<i>Director</i>
Mr. Anup Singh	<i>Director</i>

ANNUAL GENERAL MEETING

on Tuesday
30th September, 2008
at 3:00 P.M.

at
E-29/30 M.I.D.C. Talaja,
District Raigad, Maharashtra

BANKERS

State Bank of India, Mumbai
Dena Bank, Talaja, Navi Mumbai

AUDITORS

M/s. Chokshi & Chokshi
Chartered Accountants, Mumbai

REGISTRAR & TRANSFER AGENTS

M/s. Intime Spectrum Registry Ltd.,
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai 400 078.

REGISTERED OFFICE & WORKS

E-29/30 MIDC
Industrial Area,
Talaja, Dist., Raigad,
Navi Mumbai - 410208
Maharashtra

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF UNITED VAN DER HORST LIMITED WILL BE HELD ON TUESDAY 30th SEPTEMBER, 2008, AT E-29/30, MIDC INDUSTRIAL AREA, TALOJA, DIST.RAIGAD 410208 MAHARASHTRA AT 3.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2008 and the Balance Sheet as on that date & Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S. S. Chaudhary, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Anup Singh, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint M/s Chokshi & Chokshi Chartered Accountants to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 & 311 and other applicable provisions, if any of the Companies Act, 1956 read with Schedule XIII (including any statutory modifications or re-enactments thereof, for the time being in force) and subject to such sanctions and approvals as may be necessary, the Consent of the Company be and is hereby accorded to the appointment of Mr. Ushpal Singh Sabharwal as an Executive Chairman for a period of 3 years, commencing from 1st August, 2008 on the following remuneration :

Monthly Remuneration : Rs. 1.50 lakh per month inclusive of perquisites.

RESOLVED FURTHER THAT the Board of Directors (herein after referred to as the "Board") of the Company, on the recommendation of the Remuneration Committee, be and is hereby authorized to revision the said remuneration during the currency of his tenure and the total cost of the Company on account of such revision for any year during the currency of his tenure is subject to the limits as set out under section 198 & 309 of the Companies Act, 1956 read with Schedule XIII thereto.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits for any financial during his tenure, the said monthly remuneration shall be treated as the minimum remuneration payable to Mr. Ushpal Singh Sabharwal.

RESOLVED FURTHER THAT over and above the said minimum remuneration , Mr. Ushpal Singh Sabharwal shall also be eligible for the following perquisites / benefits, which shall not be included in the minimum remuneration specified above.

- a. Company's contributions to provident fund, superannuation fund or annuity fund upto the non-taxable limits under the Income-Tax Act, 1961'
- b. Gratuity at the rate of half's month's salary for each completed year of service ;
- c. Encashment of leave at the end of the tenure.

RESOLVED LASTLY THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary expedient and proper to give effect to this resolution.

REGISTERED OFFICE:

E-29/30, MIDC Industrial Area,
Taloja, Dist.Raigad 410208
Maharashtra

By Order of the Board of Directors

For United Van Der Horst Limited

Mr.Ushpal Singh Sabharwal

Chairman

Date : 25th August, 2008

Place : Mumbai

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

A proxy form duly completed and stamped, must reach the registered office of the company not less than 48 hours before the time for holding the aforesaid meeting.

2. The register of members and the share transfer books of the company will remain closed from 23rd September, 2008 to 30th September, 2008 (both days inclusive) in connection with the Annual General Meeting.
3. The relative Explanatory Statement pursuant to section 173 of the Companies Act, 1956 in regard to the business as set out item No. 5 above is annexed.
4. Members are requested to send all transfer deeds, share certificates and other correspondence relating to registration of transfers, transmission endorsement of payment of allotment moneys etc to the Registrar & Share Transfer Agents i.e.

INTIME SPECTRUM REGISTRY LIMITED
C-13, PANNALAL SILK MILLS COMPOUND,
L.B.S. MARG, BHANDUP (WEST),
MUMBAI-400 078

5. As per the Listing Agreement, particulars of Directors who proposed to be appointed and reappointed is furnished below :

Item No. 2 :

1	Name of Director	Mr. Sarabjit S. Chaudhary
2	Age	57 Years
3	Date of Appointment	30.12.2005
4	Expertise in specific	Financial
5	Qualification	Chartered Accountant
6	Directorship held in other Limited Companies. (Excluding Foreign Companies)	None
7	Committee position held in other companies	None
8	Number of Shareholdings	Nil

Item No. 3 :

1	Name of Director	Mr. Anup Singh
2	Age	77 years
3	Date of Appointment	29.03.2006
4	Expertise in specific	Technical Advisor
5	Qualification	Mechanical Engineer
6	Directorship held in Other Limited Companies (Excluding Foreign Companies)	1. Karam Chand Thapar & Bros. (Coal Sales) Limited. 2. Solaris Chem Tech Limited 3. RICO Auto Industries Limited 4. Sunil Synchem Limited
7	Committee position held in other Companies	None
8	Number of Shareholdings	NIL

6. Members are requested to bring their copy of the Annual Report at the meeting.

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

Item No. 5 :

Mr. Ushpal Singh Sabharwal has been appointed as the Chairman of the Board of Directors when the management was changed, company was making heavy losses for few years. In terms of the recommendations of the Remuneration Committee and subject to the approval of the members, the Board of Directors in its meeting held on 28th March, 2008 has appointed Mr. Ushpal Singh Sabharwal as Executive Chairman of the company for a period of three year with effect from 1st August, 2008 on the terms and conditions as are set out hereunder :-

- A. REMUNERATION including Basic Salary, House Rent allowance, Expenditure on Gas, Electricity, Water and Furnishing, Medical Reimbursement, Leave Travel Concession, Club Fees, Personal Accident Insurance aggregating to, but not exceeding Rs. 1,50,000/- (Rupees One Lac Fifty Thousand Only) per month.
- B. PERQUISITES INCLUDED IN THE ABOVE REMUNERATION :
1. Company's contribution towards Provident Fund as per rules of the Company but not exceeding 12% of the salary as laid down under the Income Tax Rules, 1962.
 2. Company's contribution towards Superannuation Fund as per the rules of the Company, but it shall not, together with the Company's contribution to Provident Fund, exceed 27% of the Salary as laid down under the Income Tax Rules, 1962.
 3. Gratuity - Not exceeding half month's salary for each completed year of service, subject to a ceiling of Rs. 3,50,000/- or such amount as may be laid down under the provisions of Payment of Gratuity Act, 1972.
 4. Earned / Privilege Leave - As per rules of the Company. Leave accumulated but not availed during the tenure may be allowed to be encashed at the end of the tenure.
 5. Free use of Company's car with driver for the business of the Company.
 6. Free telephone facility at Company's cost at residence. However, personal long distance calls shall be billed to the appointee.

Further in the event of absence or inadequacy of profits in any financial year during the tenure, Mr. Ushpal Singh Sabharwal shall be paid a consolidated remuneration of Rs. 1,50,000/- per month as a minimum remuneration.

INFORMATION REQUIRED PURSUANT TO THE PROVISIONS OF SCHEDULE XIII TO THE COMPANIES ACT, 1956 READ WITH CLAUSE 49 OF THE LISTING AGREEMENT IS FURNISHED AS UNDER :**I. General Information :****i. Nature of Industry**

The Company is one of the leading company offering "Porous Chrome Plating Technology and other specialized reconditioning services.

- ii. **Date or expected date of commencement of commercial production**
Not Applicable.
- iii. **Incase of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.**
Not Applicable.
- iv. **Financial performance based on given indicators**
The relevant financial figures (Audited) as at the year ended 31st March 2008.

Revenue	Expenses	Net Profit / (Loss)
65,795,792.75	56,261,190.15	9,534,602.60

- v. **Export performance and Net Foreign Exchange Collaborations**
The foreign exchange earned was Rs. 3,74,683.60/- as against out go of Rs. 5,20,292.30/-
- vi. **Foreign Investments or collaborators, if any**
Not Applicable.

II. INFORMATION ABOUT THE APPOINTEE :

- a. **Background Details**
Mr. Ushpal Singh Sabharwal is one of the promoters of the Company and has over 40 years of experience in all aspects business like conception of projects, establishing manufacturing units and managing the business operations. He is a commerce graduate.
- b. **Past Remuneration**
Not Applicable.
- c. **Recognition or Awards**
He is renowned personality in the field of Chrome Industry and had immensely contributed to the nation in developing and introducing quality chrome plating technology and other related services.
- d. **Job Profile and his suitability**
As stated above, Mr. Ushpal Singh Sabharwal is a Commerce Graduate with over 40 years of experience. He is one of the promoters of the Company and is now vested with the substantial powers of management of the Company. As is evident from his qualifications Mr. Ushpal Singh Sabharwal is ideally suited to the nature of our industry, the benefits of which, the company has reaped over the year under his Chairmanship.
- e. **Remuneration Proposed**
As mentioned above in item no. 5.
- f. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)**
The prevalent levels of remuneration in manufacturing industries, in general and the industry in particular are higher. Taking into account the turnover of the Company, Mr. Ushpal Singh

Sabharwal's invaluable contribution to the Company, his role in placing the Company in pre eminent position in the industry, his strategic role in turning around the Company from its difficult position, the proposed remuneration to the appointee is reasonable and in line with the remuneration levels in the industry, across the country and befits his position.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any

Mr. Ushpal Singh Sabharwal is one of the promoters of the Company and has been instrumental in bringing significant growth in the volume of its business since change of management. He is also related to Mr. Inderpal Singh Sabharwal, who is the other promoter and Managing Director of the Company.

III. OTHER INFORMATION :

a. Reasons of loss or inadequate profits

The Company incurred the losses primarily due to carried forward of losses.

b. Steps taken or proposed to be taken for improvement

Company has been consistently developing newer technologies for applications and is in advanced stages of their commercialization. This will help the company to improve its operations and bottom lines.

c. Expected increase in productivity and profit in measurable terms

The Company will strive to widen its customer base, increase market share and develop new products, new segments and step up market initiatives and look for overall growth in domestic top line. Company is entering long-term contract with the raw material suppliers to avoid unexpected price variation / shortages.

The aforesaid measures are expected to substantially increase the productivity and profits of the Company.

IV. DISCLOSURES

The proposed managerial remuneration package of the managerial person

As mentioned above.

The appointment and remuneration payable to the appointee needs to be approved by the shareholders in a general meeting and accordingly the resolution is placed before the members.

The Directors recommend the resolution for the approval of the members.

Mr. Ushpal Singh Sabharwal is also holding Directorship in the following companies :-

1. Spareage Seals Limited
2. USS Hydraulics & Seals Private Limited
3. UK Hydraulics & Seals Private Limited

Mr. Ushpal Singh Sabharwal and Mr. Inderpal Singh Sabharwal, being related to each other, may be deemed to be interested in this resolution. None of the other Directors is in any way concerned or interested in this resolution.

The relevant documents relating the remuneration and appointment of Mr. Ushpal Singh Sabharwal as an executive chairman are open for inspection at the registered office of the Company, during the business hours on all working days upto the date of this Annual General Meeting.

The above may also be treated as an abstract of terms of appointment and memorandum of interest under Section 302 of the Companies Act, 1956.

REGISTERED OFFICE:

E-29/30, MIDC Industrial Area,
Taloja, Dist.Raigad 410208
Maharashtra

By Order of the Board of Directors
For United Van Der Horst Limited

Mr.Ushpal Singh Sabharwal
Chairman

Date : 25th August, 2008

Place : Mumbai

DIRECTORS REPORT

To,
The Members,
United Van Der Horst Limited

The Directors have pleasure in presenting the 21st Annual Report together with the Audited Accounts for the year ended 31st March, 2008.

FINANCIAL RESULTS

	31st March 2008 Rs.	31st March 2007 Rs.
Profit / (Loss) Before Taxation	9,534,602.60	3,412,753.00
Less: Deferred Tax (Provision)	63,921.00	554,426.00
Less: Fringe Benefit Tax (Provision)	350,000.00	250,000.00
Profit / (Loss) After Taxation	9,248,523.60	3,717,179.00
Add/(Less): Prior Period Tax Adjustments	--	102,698.00
Add/(Less): Prior Period Income (Expenses)	--	22,800.00
	9,248,523.60	3,637,281.00
Profit / (Loss) brought forward	(49,564,095.60)	(53,201,377.00)
Profit / (Loss) carried to Balance Sheet	(40,315,572.00)	(49,564,096.00)

PERFORMANCE REVIEW

The company's turnover in the year 2007-08 has been Rs.541.69 lacs as compared to last year figure of Rs.590.00 lacs and the company has made a cash profit of Rs. 92.48 lacs as compared to Rs.37.17 lacs.

PUBLIC DEPOSITS

The Company had not accepted the deposits from the public as per Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

DIRECTORS

In accordance to the provisions of the Companies Act, 1956 and the Company's Articles of Association Mr. S. S. Chaudhary and Mr. Anup Singh Directors of the Company retire by rotation and being eligible offer themselves for re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT

Your Directors give hereunder Directors Responsibility Statement pertaining to the accounts of the company

- i) that in preparation of the Annual Accounts for the year ended 31st March, 2008, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- ii) that the directors had selected such accounting policies and applied consistently and made judgements and estimates that were reasonable and prudent so as to give true and fair view

- of the state of affairs of the company at the end of the financial year ended 31st March, 2008 and the profit of the company for the year under review;
- iii) that 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;
- iv) that the annual accounts for the year ended 31st March, 2008 have been prepared on a "going concern basis."

AUDITORS

The Company's Auditors M/s. Chokshi & Chokshi, Chartered Accountants retire on the conclusion of the forthcoming Annual General Meeting and are eligible for reappointment.

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

The prescribed particulars under section 217(1)(e) of the Companies Act, 1956 relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are furnished in Annexure to this report.

PARTICULARS OF EMPLOYEES

No employees of the Company was in receipt of remuneration during the financial year 2007-2008 in excess of the sum prescribed under section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreements with Stock Exchanges, a Management Discussion & Analysis, Corporate Governance Report and Auditors Certificate regarding compliance of conditions of Corporate Governance are made part of the Annual Report.

DISCLOSURE UNDER SECTION 274(1)(g)

None of the Directors of the company are disqualified for being appointed as Directors as specified under section 274(1)(g) of the Companies Act, 1956, as amended by the Companies (Amendment) Act, 2000.

ACKNOWLEDGEMENT

Your Directors wish to thank Shareholders, Suppliers, Customers, Banks and Employees for their co-operation and support. Your Directors also wish to place on record the support of the Financial Institutions.

Place: Mumbai

For Board of Directors

Date : 25th August, 2008

USHPAL SINGH SABHARWAL
Chairman

MANAGEMENT DISCUSSION & ANALYSIS

BUSINESS REVIEW

Your company operates in the Refurbishing, Restandardising & Reconditioning Industry, which is segmented in Service Industry. Your company provide, Reconditioning, Repairing and Maintenance Service.

The major customers are Shipping Companies, Oilfield Companies, Chemical & Fertilizer, Steel & Mining, Cement Companies etc. These companies make use of our facilities for repair and save on replacement cost. Though the utilization of our services is on lower side with API certification Oilfield Companies in particular and the Industry in general are benefited due to procedures and quality systems in place.

Since, there are very few companies in organized sector for reconditioning & refurbishing, overall performance can not be highlighted.

The company has undergone for modernization in a big way and has introduced computers and created separate I.T.department. Upgradations of plant & machineries have also been taken on priority basis.

FINANCIALS

The company's turnover in the year 2007-08 has been Rs. 541.69 lacs as compared to last year figure of Rs.590.00 lacs and the company has made a cash profit of Rs. 92.48 lacs as compared to Rs.37.17 lacs of the last year.

PRODUCT CONCENTRATION RISK

The company concentrates on reconditioning & refurbishing activities specifically being the core business since its inception. Company entering into other type of repair and maintenance services, will mitigate the risk.

INTERNAL CONTROL & ADEQUACY

The company has in place adequate internal control systems covering all its operations. Proper accounting records highlight the economy and efficiency of operations, safeguarding of assets against unauthorized use or losses, and the reliability of financial and operational information.

Some of the significant features of the internal control systems are

- Financial & Commercial functions have been structured to provide adequate support and controls of the business.
- The Company has an Internal Audit system conducted by the group Internal Audit Department under the direct supervision of an Independent Director.
- Clear delegation of power with authority limits for incurring capital and revenue expenditure.
- Standard operating procedures and guidelines are reviewed periodically to ensure adequate control.

PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is concerned with the creation of long term value of shareholders while also balancing interest of other stakeholders viz. Employees, Creditors, Government and the Society at large. Corporate Governance is crucial as it build confidence and trust, which eventually leads to a more stable and sustained resources flow and long term partnership with its investors and other stakeholders.

The Corporate Governance framework will encourage efficient use of resources and ensuring accountability for these resources. Its importance lays in the contribution it makes to the overall growth and direction of the business, management accountability and transparency and above all, equitable treatment for its stakeholders.

In sum, Corporate Governance reinforces the concept of "Your Company" and emphasis that the Chairman and the Board of Directors are your fiduciaries and trustees are engaged in pushing the business forward and maximizing the value for you, the shareholders.

CORPORATE GOVERNANCE

Your Company believes in adopting the best corporate governance practices and protecting rights and interests of stakeholders. We further believe that the shareholders have the right to know the complete information on the Board of Directors and the management, their interest in the organization as well as governance practice to be followed by them.

The report on Corporate Governance is divided in to five parts

1. Board of Directors
2. Committees of the Board
3. Disclosure
4. Means of Communication
5. Shareholder Information

I. BOARD OF DIRECTORS

The Business of the Company is managed by a Board of Directors. The Board formulates the strategy, regularly reviews the performance of the Company and ensures that the previously agreed objectives are met on consistent basis . The Managing Director manages the day to day operations of the company.

The Board of Directors has the ideal composition with more than half of the directors being Non Executive Directors. The Non Executive Directors brings external and wider perspective confirming therewith in depth business deliberations and decisions advantage.

A. The Constitutions of the Board as on 31st March, 2008 and details of the Board Meeting held and attendance of the Directors

Name of Directors	Designation	No.of Board Meetings attended	Directorship in Other Limited Companies and Membership as on 31.03.2008			Attendance at last AGM
			Other Board (exclude UVDHL)	Other Board Committees (exclude UVDHL)		
				Chairman	Member	
Mr.Ushpal Singh Sabharwal	Chairman & Non Executive	5	ONE	ONE	NIL	Present
Mr.Inderpal Singh Sabharwal	Vice Chairman & Managing Director	5	NIL	NIL	NIL	Present
Mr.V.D.Sambre	Director Independent	5	NIL	NIL	NIL	Present
Mr. S.S.Chaudhary	Director Independent	5	NIL	NIL	NIL	Present
Mr. Anup Singh	Director Independent	1	FOUR	NIL	NIL	Present

B. BOARD PROCEDURES

Board Members are given appropriate documents and information in advance of each Board and Committee Meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director reviews the overall company performance. The functions performed by the Board include the review of :

- Strategy and Business Plans
- Annual Operating and Capital Expenditure Budgets
- Investments and Exposures limits
- Business risk analysis and control
- Senior Executive appointment
- Compliance with statutory / regulatory requirements and review of major legal issues
- Adoption of quarterly results / annual results
- Transactions pertaining to purchase, disposal of property , major provisions and write offs.

C. BOARD MEETING

The Meetings of the Board of Directors are scheduled well in advance and the folder containing the agenda for the meetings with detail review of all aspects of the Company Business, including performance of the company, employees relations, capital expenditure etc is circulated to all the Directors. It also highlights important matters discussed at the audit committee, shareholders grievance committee and remuneration committee. **FIVE {5}** Board Meetings were held during the financial year on 30/04/2007, 28/07/2007, 24/08/2007, 30/10/2007 and 31/01/2008.

D. CODE OF CONDUCT

The Board of Directors has adopted the code of conduct & responsibilities of the Board towards the company in the Board Meeting as held on 02.03.2005.

II COMMITTEES OF THE BOARD**A. AUDIT COMMITTEE**

The Audit Committee has the members with sound knowledge of finance, accounting and law. The Committee deals with accounting matters, financial reporting and internal controls. The power and role of the Audit Committee is as per guidelines set out in the amended listing agreements. The committee monitors any proposed changes in the accounting policy, accounting implications of major transactions etc. The committee also closely reviews the adequacy of Internal Audit Controls, formulates and monitors the annual audit plan. During the financial year the Audit Committee met **FIVE (5)** times on 30/4/2007, 28/07/2007, 24/08/2007, 30/10/2007 & 31/01/2008..

Name of Members	Designation	No. of Meetings attended
Mr. S.S.Chaudhary	Chairman	5
Mr. V. D. Sambre	Director	5
Mr. Anup Singh	Member	5

B. REMUNERATION COMMITTEE

The Remuneration Committee comprises the following :

Name of Members	Designation
Mr. S.S. Chaudhary	Chairman
Mr. V.D. Sambre	Member
Mr. Inderpal Singh Sabharwal	Member

One Committee meeting was held during the financial year 31st March, 2008.

Remuneration Policy

The remuneration of the Managing Director is decided by the remuneration committee based on criteria such as Industry Benchmarks , the company's performance vis.a.vis Industry , performance / track record of the Managing Director and is reported to the Board of Directors. Remuneration comprises a fixed component viz. Salary and Perquisites.

The components of the total remuneration vary for different cadres and are governed by Industry Pattern, qualifications and experience of the employee, responsibilities handled, Individual performance etc. The objectives of the remuneration policy are to motivate employees to excel in their performance , recognize their contribution and retain talent in the organization and reward merit.

Mr. Ushpal Singh Sabharwal, the Executive Chairman of the company will be paid a salary of Rs.1,50,000/- p.m. inclusive of perquisites, subject to the approvals of the Shareholders. He is not attended even a single meeting of the Board of Directors.

DIRECTOR'S SITTING FEES

Name of Directors	Amount
Mr. V.D. Sambre	Rs. 4,000/-
Mr. S.S. Chaudhary	Rs. 4,000/-

C. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

a. The Constitution of the Committee and the presence of the members for the meetings are as follows:

Name of the Member	Designation	No. of Meetings Attended
Mr. Ushpal Singh Sabharwal	Chairman	25
Mr. Inderpal Singh Sabharwal	Member	25

The Committee deals with matter relating to:

- Transfer / Transmission of Shares
- Issue of duplicate share certificates
- Review of Shares dematerialized

The Investor's Grievance Committee met on 25 times on 16/04/2007, 30/04/2007, 15/05/2007, 30/05/2007, 15/06/2007, 30/06/2007, 16/07/2007, 30/07/2007, 16/08/2007, 31/08/2007, 17/09/2007, 20/09/2007, 29/09/2007, 15/10/2007, 31/10/2007, 15/11/2007, 31/11/2007, 15/12/2007, 31/12/2007, 15/01/2008, 31/01/2008, 15/02/2008, 29/02/2008, 15/03/2008 & 31/03/2008

b) Name & Designation of Compliance Officer : **Mr. S. N. Nair** - General Manager (Comm.)

Tel.No : 022-2740 1990

Fax.No: 022- 2741 2725

c) Number of Shareholder Complaints received so far : **NIL**

d) Number of Complaints not solved to satisfaction : **NIL**

e) Number of pending complaints: **NIL**

GENERAL BODY MEETINGS

Location and time of General Meetings held in last three years.

Year	AGM/EGM	Date	Time	Venue	Special Resolution
2006-07	AGM	27/09/07	3.00.P.M.	E 29/30 MIDC, Taloja, Navi Mumbai	None

2005-06	AGM	30/08/06	11.00 A.M.	E 29/30 MIDC, Taloja Navi Mumbai	1. Appointment of Mr. Inderpal Singh Sabharwal as Vice - Chairman & Managing Director 2) For Mortgaging & / or charging the moveable or immoveable property.
2004-05	AGM	29.09.05	12.00 noon	E 29/30 M.I.D.C., Taloja, Navi Mumbai	Amendment in Articles of Association for dematerialization of shares.

There were no resolution passed by the company through postal ballots at any of the above meetings. At the ensuing AGM there are no resolution proposed to be passed through postal ballot.

III DISCLOSURE

- a. There were no materially significant related party transactions with the Promoters, Directors etc that may have potential conflicts with the interest of the company at large.
- b. There was no non compliance by the company, penalties structures imposed on the company by the Stock Exchange or SEBI or any statutory authority, on any matter relating to the capital markets during the last three years.
- c. There were no pecuniary relationship or transactions of Non Executive Directors vis.a. vis the company.

IV MEANS OF COMMUNICATION

The Annual and Quarterly results are submitted to the Bombay Stock Exchange Ltd. in accordance with the Listing Agreement and published in Free Press Journal & Nav Shakti News Papers.

V SHAREHOLDERS INFORMATION

1. ANNUAL GENERAL MEETING

- Date & Time : 30th September 2008 at 3.00 p.m.
 - Venue : E-29/30, MIDC Industrial Area,
Taloja, Dist. Raigad 410208
Maharashtra
2. Book Closure Date : 23rd September, 2008 to 30th September, 2008
(both days inclusive)
 3. Registered Office : E-29/30 . MIDC Industrial Area,
Taloja, Navi Mumbai, Dist, Raigad -410208
Maharashtra
 4. Equity Shares listed : The Bombay Stock Exchange Limited
{Code : 22091}

5. ISIN No. : INE890G01013

6. Stock Price Data

The monthly high and low shares prices during the year at BSE are as under.

MONTH	HIGH	LOW
April-2007	11.00	10.01
May-2007	10.90	8.75
June 2007	10.80	7.90
July 2007	8.97	7.85
August 2007	12.14	8.25
September 2007	15.01	11.20
October-2007	17.15	13.39
November-2007	32.02	13.50
December 2007	47.70	30.35
January 2008	49.25	30.20
February 2008	31.50	15.25
March-2008	16.75	13.35

7. Registrar & Transfer Agents : INTIME SPECTRUM REGISTRY LTD
C- 13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai 400 078

8. DISTRIBUTION OF SHAREHOLDINGS AS ON 31.03.2008

No. of Equity Shares held Nos.	Shareholders		Share Amount (Rs.)	
	Nos.	%	Nos	%
1-5000	6067	96.5929	77599800	19.4220
5001-10000	134	2.1334	1053270	2.6360
10001-20000	46	0.7324	658790	1.6490
20001-30000	7	0.1114	182870	0.4580
30001-40000	5	0.0796	176650	0.4420
40001-50000	2	0.0319	84650	0.2120
50001-100000	10	0.1592	733650	1.8360
1000001-Above	10	0.1592	29305140	73.3450
Total	6281	100.0000	39955000	100.0000

9. CATEGORY OF SHAREHOLDINGS AS ON 31.03.2008

CATEGORY	NO.OF SHARES	% OF SHAREHOLDING
Promoters & their relatives	2612448	65.38
Persons Acting in Concerts	82766	2.07
Banks / FIs / Insurance Co. (Central / State Govt. / Non Govt. Institutions)	146900	3.68
Corporate Bodies	101327	2.54
Mutual Funds & UTI	700	0.02
Indian Public	1047513	26.22
NRI	181	0.00
{Clearing Members}	3665	0.09
Total	3995500	100.00

10. FINANCIAL RELEASE DATES FOR THE YEAR 2008- 09

Quarter Release Date	(Tentative and Subject to Change)
1st Quarter ending 30th June	End of July, 2008
2nd Quarter ending 30th September	End of October, 2008
3rd Quarter ending 31st December	End of January, 2009
4th Quarter ending 31st March	End on April, 2009

11. DEMAT POSITION AS ON 31.03.2008

Total No. of Fully paid up shares	Shares in demat form	Percentage %	Shares in physical form	Percentage %
3995500	3020146	75.59 %	975354	24.41 %

12. The Company has no outstanding GDR / Warrant and / Convertible bonds.

AUDITOR'S CERTIFICATE

Auditor's Certificate on compliance of Conditions of Corporate Governance

To The Members of
United Van Der Horst limited,

We have examined the compliance of conditions of corporate governance by United Van Der Horst Limited for the year ended March 31st, 2008 as stipulated in clause 49 of the Listing Agreement entered into by the Company with the 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 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 in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We 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.

Place : Mumbai
Date : 25th August, 2008

For **Chokshi & Chokshi**
Chartered Accountants

Pradyumna Dandekar
Partner
M. No. 120055

AUDITOR'S REPORT

To,
The Members
UNITED VAN DER HORST LIMITED

1. We have audited the attached Balance sheet of United Van Der Horst Limited as at 31st March 2008 and the Profit and Loss account for the year ended on that date annexed thereto and Cash flow statement for the year ended 31st March 2008. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amount and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to comments in the Annexure referred to above, we report that:
 - a. *The accounts of the Company have been prepared on going concern basis relying upon the positive net worth and profitability trends. The management explanations thereto have been relied upon (Refer note 14 of Schedule 16 of Notes of Accounts).*
5. 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;
6. 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;
7. The Balance Sheet and the Profit and Loss account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
8. 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.
9. On the basis of written representations received from the directors, as on 31st March 2008 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2008 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

Subject to 4(a) above, in our opinion and to the best of our information and according to explanations given to us, the said financial accounts with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India

- a) in the case of Balance Sheet, of the state of affairs of the Company as at 31st March 2008.
- b) in the case of Profit and Loss account of the profit for the year ended on that date.
- c) in the case of Cash Flow Statement of the cash flows for the year ended 31st March 2008.

For **CHOKSHI AND CHOKSHI**
Chartered Accountants

Pradyumna Dandekar

Place : Mumbai.
Date : 25th August, 2008

Partner
M. No. 120055

ANNEXURE REFERRED TO IN PARAGRAPH '3' OF AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF UNITED VAN DER HORST LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2008.

1. (a) *The Company has updated / maintained records showing particulars including quantitative details and situation of fixed assets.*
 - (b) The fixed assets have been physically verified by the Management as per the system of verification followed by the Company. In our opinion frequency of verification is reasonable having regard to the size of operations and assets of the Company. According to the information and explanations given to us, no material discrepancies were noticed on such verification to the extent records available.
 - (c) During the year under audit, the Company has not disposed off any of the major part of the fixed assets so as to affect the going concern.
2. (a) The inventory has been physically verified by the management as at the end of the year. In our opinion, the frequency of verification is reasonable having regard to the nature of inventories held by the Company.
 - (b) In our opinion the procedure of physical verification of inventories followed by the management, subject to remarks in (c) herein below, are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company is maintaining records of inventory. The discrepancies on physical verification of inventory as compared to the available book records were not material and have been dealt with in the books of account.
3. (a) *The Company has taken loan from a group Company in which the directors of the Company are substantially interested. The register in respect of transactions under section 301 of the Companies Act 1956 is being maintained. The maximum amount involved during the year is Rs 3,54,47,315/- and year end balance was Rs 3,54,47,315/- (Previous year Rs. 3,54,47,315/-).*
 - (b) The rate of interest and other terms and conditions of unsecured loan taken by the Company are prima facie not prejudicial to the interest of the Company.
 - (c) Reasonable steps as per mutual decision between the parties have been taken by the Company for payment of the Principal and interest.

- (d) The Company has not granted any loan to a Company listed in the register u/s 301 of the Companies Act 1956.
4. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. We have not observed any continuing failure to correct major weaknesses in internal control.
5. (a) According to the information and explanation given to us, we are of the opinion that the Company has entered the transactions that are required to be entered into a register in pursuance of section 301 of the Companies Act 1956.
- (b) According to the information and explanation given to us by the Company, no new transactions in excess of Rs 5,00,000/- has been made with the party listed in register maintained u/s 301 of the Companies Act 1956.
6. (a) As per the information and explanation given to us the Company has not accepted any deposits from the public as defined under section 58A and 58AA of the Companies Act 1956 and Companies (Acceptance of Deposits) Rules, 1975 are not applicable.;
- (b) There have been no proceedings before the Company Law Board, National Company Law Tribunal, Reserve Bank of India, any Court or any other tribunal in this matter.
7. According to the information and explanations given to us the Company has an Internal Audit system conducted by the Group Internal Audit Department under the direct supervision of an independent director, which in our opinion, is commensurate with its size and nature of its business, *however the frequency and scope of the work needs to be enhanced.*
8. According to information and explanation given to us maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section(1) of section 209 of the Companies Act, 1956.
9. (a) *According to the information and explanations given to us the Company is generally delayed in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and the other Statutory dues with the appropriate authorities. There are no arrears of outstanding statutory dues as at the last day of the financial year for a period of more than 6 months from the date those became payable except service tax which is as follows (Refer note 20 of Schedule 16) :-*

Nature of Liability	Assessment Year	Amount Unpaid (Rs)
Service Tax	2007-08	23,78,793.15

As explained these have been thereafter paid in May 2008.

- (b) According to information and explanations given to us, disputed amounts payable as on 31/3/2008 and the forum where the dispute is pending are as follows:

Nature	Assessment Year	Amount in Dispute(Rs)	Forum
Income Tax	2003-04	30,94,894	Commissioner of Income Tax (Appeals)

There were no other disputed amounts outstanding in respects of Sales Tax, Service Tax, Wealth Tax, Custom Duty, Excise Duty, Cess as at the last day of the Financial Year.

10. *The accumulated losses as at 31st March 2008 are not less than 50% of the net worth but there are cash profits since the preceding year. The accounts of the Company have been prepared on going concern basis relying upon the positive net worth and profitability trends. The management explanation thereto have been relied upon Refer Note 14 of Schedule 16 of Notes to Accounts).*
11. Based on our audit procedure and as per the information and explanation given to us the Company has not defaulted in repayment of dues to financial institutions or bank or debenture holders.
12. According to information and explanation given to us the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities and, therefore, the question of maintenance of documents and records in respect thereof does not arise.
13. According to information and explanation given to us the Company is not a Chit Fund, Nidhi, Mutual Benefit Funds or a Society.
14. According to information and explanation given to us the Company does not deal in shares, debentures and other investments.
15. According to information and explanation given to us the Company has not given any guarantee for loan taken from Financial Institution or others.
16. According to information and explanation given to us term loan has not been obtained from financial institution during the year by the Company. There is one vehicle loan of Rs. 13,81,471/- which is regularly serviced and applied for the relevant purpose.
17. On the basis of an overall examinations of the Balance Sheet of the Company in our opinion there are no funds raised on short term basis which have been used for long term investments.
18. According to information and explanation given to us the Company has not made any preferential allotments of shares to parties and companies covered in the register maintain under section 301 of the Companies Act 1956.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by Public Issue during the year.
21. During the course of our examination of the books and records of the Company carried out in accordance with the Auditing Standards generally accepted in India, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the management.

For **CHOKSHI AND CHOKSHI**
Chartered Accountants

Pradyumna Dandekar

Partner

M.No. 120055

Place : Mumbai.
Date : 25th August, 2008

Balance Sheet as at March 31, 2008

	Schedule	(Rupees)	As at March 31, 2008 (Rupees)	(Rupees)	As at March 31, 2007 (Rupees)
SOURCES OF FUNDS					
1. Shareholders' Fund					
(a) Share Capital	1	39,948,500.00		39,948,500.00	
(b) Reserves & Surplus	2	<u>2,210,190.01</u>	<u>42,158,690.01</u>	<u>2,210,190.00</u>	<u>42,158,690.00</u>
			<u>42,158,690.01</u>		<u>42,158,690.00</u>
2. Loan Funds					
(a) Secured Loans	3	24,675,624.88		24,036,701.00	
(b) Unsecured Loans	4	<u>36,222,591.00</u>	<u>60,898,215.88</u>	<u>35,988,573.00</u>	<u>60,025,274.00</u>
3. Deferred Tax Liability(net)			<u>2,269,128.00</u>		<u>2,333,049</u>
Total Funds Employed			<u>105,326,033.89</u>		<u>104,517,013.00</u>
APPLICATION OF FUNDS:					
4. Fixed Assets					
(a) Gross Block	5	102,789,110.65		100,071,160.00	
(b) Less: Accumulated depreciation		<u>75,938,069.00</u>		<u>70,869,037.00</u>	
(c) Net Block		<u>26,851,041.65</u>	<u>26,851,041.65</u>	<u>29,202,123.00</u>	<u>29,202,123.00</u>
5. Current Assets,					
Loans & Advances					
(a) Inventories		22,056,459.15		10,133,435.00	
(b) Sundry Debtors		26,229,957.00		27,567,321.00	
(c) Cash & Bank Balances		1,051,788.92		1,099,270.00	
(d) Other Current Assets		7,345,150.01		5,783,027.00	
(e) Loans & Advances		<u>1,929,552.54</u>		<u>1,875,995.00</u>	
			<u>58,612,907.62</u>		<u>46,459,047.00</u>
6. Current Liabilities & Provisions					
(a) Current Liabilities		21,201,741.38		22,204,761.00	
(b) Provisions		<u>Nil</u>		<u>Nil</u>	
			<u>21,201,741.38</u>		<u>22,204,761.00</u>
7. Net Current Assets [(6) Less (7)]			<u>37,411,166.24</u>		<u>24,254,286.00</u>
8. Debit Balance in Profit And Loss Account			<u>40,315,572.00</u>		<u>49,564,096.00</u>
9. Miscellaneous Expenses Not Written Off			<u>748,254.00</u>		<u>1,496,508.00</u>
TOTAL FUNDS APPLIED			<u>105,326,033.89</u>		<u>104,517,013.00</u>

Significant Accounting Policies
and Notes

16

The Schedules referred to above form an integral part of the Balance Sheet.

As per our report of even date
For and behalf of

FOR CHOKSHI & CHOKSHI
Chartered Accountants

Pradyumna Dandekar

Partner
M. No. 120055
Place: Mumbai
Date : 25th August, 2008

Signature to Balance Sheet & Schedules 1 to 16

For and on behalf of the Board

Ushpal Singh Sabharwal
Chairman

Inderpal Singh Sabharwal
Vice Chairman and M.D.

Vijaychand D. Sambre
Director Independent

Ravindra V. Ghag
Chief Accounts Officer

Profit and Loss Account for the year ended March 31,2008

		As at 31st March,2008 (Rupees)	As at 31st March,2007 (Rupees)
Income	Schedule		
Refurbishing, Restandardising Repairs and Service (Net of Service Tax)		44,246,257.35	48,522,801.00
Sales		9,923,141.03	10,477,503.00
Interest / Creditors written back		1,477,001.37	278,353.00
Other Income	8	117,143.00	511,869.00
(Increase) / Decrease in Inventory	14	<u>10,032,250.00</u>	<u>1,293,774.00</u>
		<u>65,795,792.75</u>	<u>61,084,300.00</u>
Expenditure			
Material & Stores Consumed	10	11,155,901.38	10,232,012.00
Power & Fuel		3,630,830.00	4,921,360.00
Labour Charges		7,597,573.00	8,399,844.00
Bad Debts/Sundry Balances Written Off	9	500,000.00	-
Employees' Cost	11	8,656,791.00	12,444,353.00
Other Expenses	12	12,077,121.79	10,775,478.00
Interest	13	5,845,940.98	4,635,687.00
Depreciation	5	5,069,032.00	4,534,814.00
Loss on Impairment of assets		-	-
Directors remuneration		<u>1,728,000.00</u>	<u>1,728,000.00</u>
		<u>56,261,190.15</u>	<u>57,671,547.00</u>
Profit /(Loss) Before Taxation		<u>9,534,602.60</u>	<u>3,412,753.00</u>
Less : Provision for Taxation			
(a) Current Tax		-	-
(b) Deferred Tax		63,921.00	554,426.00
(c) Fringe Benefit Tax		350,000.00	250,000.00
Profit/(Loss) After Taxation		<u>9,248,523.60</u>	<u>3,717,179.00</u>
Add/(Less): Prior Period Tax Adj.		-	102,698.00
Add/(Less): Prior Period Inc. / (Exp)	15	-	22,800.00
		<u>9,248,523.60</u>	<u>3,637,281.00</u>
Profit (loss) brought forward		<u>(49,564,095.60)</u>	<u>(53,201,377.00)</u>
Profit (loss) carried to Balance Sheet		<u>(40,315,572.00)</u>	<u>(49,564,096.00)</u>
Earnings per share			
(Equity shares of Rs 10/- each)			
Basic Earning Per Share (in Rs)		2.31	0.93
No.of shares used in computing earnings per share		3,995,500	3,995,500.00

Significant Accounting Policies and Notes

16

The Schedules referred to above form an integral part of the Profit & Loss Account.

As per our report of even date
For and behalf of
FOR CHOKSHI & CHOKSHI
Chartered Accountants
Pradyumna Dandekar
Partner
M. No. 120055
Place: Mumbai
Date : 25th August, 2008

Signature to Balance Sheet & Schedules 1 to 16

For and on behalf of the Board

Ushpal Singh Sabharwal
Chairman

Inderpal Singh Sabharwal
Vice Chairman and M.D.

Vijaychand D. Sambre
Director Independent

Ravindra V. Ghag
Chief Accounts Officer

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH 2008

	As at 31/03/2008 (Rupees)	As at 31/03/2007 (Rupees)
SCHEDULE '1'		
SHARE CAPITAL		
Authorised 5,000,000 Equity Shares of Rs. 10 each	<u>50,000,000</u>	<u>50,000,000</u>
Issued, Subscribed and Paid up 3,995,500 Equity Shares of Rs. 10/- each fully paid Less: Calls Unpaid.	39,955,000 (6,500)	39,955,000 (6,500)
TOTAL	<u><u>39,948,500</u></u>	<u><u>39,948,500</u></u>
SCHEDULE '2'		
RESERVES AND SURPLUS :		
Capital Receipts	2,210,190	2,210,190
TOTAL	<u><u>2,210,190</u></u>	<u><u>2,210,190</u></u>
SCHEDULE '3'		
SECURED LOANS		
From Financial Institutions		
State Bank of India (Term Loan) (Secured against Machineries)	2,880,251	1,890,285
ICICI Bank Ltd. (Secured against Vehicles)	3,313,682	2,391,223
Cash Credits from Bank (Secured by first charge by way of hypothecation of all Stocks, book debts & all other current assets of the company & collateral security by way of second charge on the fixed assets.)	18,481,692	19,755,193
TOTAL	<u><u>24,675,625</u></u>	<u><u>24,036,701</u></u>
SCHEDULE '4'		
Unsecured Loan		
From Director	730,000	300,000
Citi Bank	45,276	241,258
Intercorporate Deposit	35,447,315	35,447,315
TOTAL	<u><u>36,222,591</u></u>	<u><u>35,988,573</u></u>

United Van Der Horst Limited

Schedules Annexed to and forming part of the Balance Sheet as at 31st MARCH 2008

SCHEDULE 5 FIXED ASSET.

ITEMS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2007	Additions	Deduction	As at 31.3.2008	Upto 01.04.2007	For year 31.3.2008	Adjusted	Upto 31.3.2008	As at 31.3.2008	As at 31.3.2007
Leasehold Land	2,257,906	-	-	2,257,906	413,314	24,276	-	437,590	1,820,316	1,844,592
Buildings	24,409,653	-	-	24,409,653	10,896,492	815,282	-	11,711,774	12,697,879	13,513,161
Plant & Machinery	65,700,477	393,529	-	66,094,006	57,229,215	3,480,352	-	60,709,567	5,384,439	8,471,262
Toolings	452,088	-	-	452,088	452,088	-	-	452,088	-	-
Computers	1,015,485	151,519	-	1,167,004	184,032	177,347	-	361,379	805,625	831,453
Furnitures, Fixture and Equipments	2,712,566	159,223	-	2,871,789	1,456,632	175,765	-	1,632,397	1,239,392	1,255,934
Vehicle	3,522,985	2,013,680	-	5,536,665	237,264	396,010	-	633,274	4,903,391	3,285,721
TOTAL	100,071,160	2,717,951	-	102,789,111	70,869,037	50,69,032	-	75,938,069	26,851,042	292,021,23
Previous Year	87,081,654	11,707,365	-	98,789,019	66,334,223	45,34,814	-	70,869,037	29,202,123	207,474,31

Note : Plant & Machinery is depreciated at the rate applicable to continuous process plant.

Schedules Annexed to and forming part of the Balance Sheet as at 31st March 2008

	As at 31/03/2008 (Rupees)	As at 31/03/2007 (Rupees)
SCHEDULE '6'		
CURRENT ASSETS, LOANS AND ADVANCES		
Inventories:		
(At lower of cost or net realisable value as taken, valued and certified by the management)		
Raw Materials	6,499,733	4,608,959
Work in Progress of Refurnishing, Restandardising Repairs and Service	14,627,973	2,966,305
Work in Progress - of Hydraulic / Pneumatic Cylinder Parts	928,753	2,558,171
Total	<u>22,056,459</u>	<u>10,133,435</u>
Sundry Debtors :		
More than six months		
Considered good	21,301,888	8,116,910
Considered doubtful	-	-
(a)	<u>21,301,888</u>	<u>8,116,910</u>
Other debts		
(b)	5,428,069	19,450,411
Less: Provision for Doubtful Debts	500,000	-
Total	<u>26,229,957</u>	<u>27,567,321</u>
Total (a + b)		
Cash and Bank Balances:		
Cash in hand	15,095	696,254
Balances with Scheduled Banks:		
In Current Accounts	664,419	94,760.98
In Fixed Deposit Accounts	372,275	308,255.00
Total	<u>1,051,789</u>	<u>1,099,270</u>
Loans and Advances :		
(Unsecured and considered good, unless otherwise stated)		
Advances recoverable in Cash or in kind or for value to be received Considered good.		
	1,929,553	1,875,995
Total	<u>1,929,553</u>	<u>1,875,995</u>
Other Current Assets		
Tax Deducted at Source	3,719,836	2,446,663
Income Tax Dues Receivables	31,996	31,996
Vat receivable	189,052	393,634
Service Tax credit receivable	-	118,997
Excise credit receivable	-	79,810
Deposits	3,404,266	2,711,927
Total	<u>7,345,150</u>	<u>5,783,027</u>

**Schedules Annexed to and forming part of the
Balance Sheet as at 31st March 2008**

	As at 31/03/2008 (Rupees)	As at 31/03/2007 (Rupees)
SCHEDULE '7'		
CURRENT LIABILITIES AND PROVISIONS:		
Current Liabilities:		
Sundry Creditors	9,553,869	10,588,803
Other Liabilities	9,404,242	9,488,301
Advance Received from Customers	2,243,631	2,127,657
Total	<u>21,201,741</u>	<u>22,204,761</u>

Schedules Annexed to and forming part of the Profit & Loss A/c as at 31st March 2008

	As at 31/03/2008 (Rupees)	As at 31/03/2007 (Rupees)
<u>SCHEDULE '8'</u>		
<u>OTHER INCOME</u>		
Exchange Rate Difference	-	13,884
Commission Received	28,739	-
Interest received on bank deposits	15,366	109,604
Interest received on others	-	26,280
Sale of Scrap	-	-
Miscellaneous Receipts / Income	73,038	362,101
	<u>117,143</u>	<u>511,869</u>
<u>SCHEDULE '9'</u>		
<u>Bad debts / Sundry Balance written off</u>		
Sundry Balances written Off		-
Bad Debts	500,000	-
	<u>500,000</u>	<u>-</u>
<u>SCHEDULE '10'</u>		
<u>MATERIALS CONSUMED</u>		
Opening Stocks:	4,608,959	2,995,269
Add: Purchases during the year	13,046,676	11,845,702
	17,655,635	14,840,971
Less: Closing Stock:	6,499,733	4,608,959
TOTAL	<u>11,155,901</u>	<u>10,232,012</u>
<u>SCHEDULE '11'</u>		
<u>EMPLOYEES REMUNERATION</u>		
Salaries and Wages	3,494,459	4,042,876
Contribution to Provident Fund and other Funds	215,879	218,709
Workmen and Staff Welfare Expenses	930,343	624,472
Retainership Charges	4,016,110	7,558,296
TOTAL	<u>8,656,791</u>	<u>12,444,353</u>

Schedules Annexed to and forming part of the Profit & Loss Account as at 31st March 2008

	(Rupees)	As at 31/03/2008 (Rupees)	As at 31/03/2007 (Rupees)
SCHEDULE '12'			
OTHER EXPENSES			
Insurance		258,094	275,923
Conveyance and Travelling		1,544,258	891,597
Telephone, Postage and Telegram		972,696	1,089,796
<u>Repairs and Maintenance :</u>			
To Machinery	26,008		250,927
To Building	250,983		361,130
To Others	352,851	629,842	641,627
Rent Rates and Taxes		470,218	424,560
Freight and Transport		1,140,492	1,005,829
Commission and Discount		84,864	506,753
Advertisement expenses		62,298	101,646
Directors Sitting Fees		12,000	26,000
<u>Auditor's Remuneration: (Excluding Service Tax)</u>			
Statutory Audit Fees	75,000		
Tax Audit Fees	12,500		
Other Services	32,500	120,000	120,000
Security Services		567,476	723,014
Bank Charges		509,494	690,395
Sales Promotion Expenses		1,493,427	682,957
Legal & Professional charges		692,441	197,184
Motor Car Expenses		708,394	452,153
Printing & Stationery		169,218	341,034
Share Registration and Transfer Expenses		70,391	88,362
Water Charges		339,808	144,069
Market Development Expenses Amortised		748,254	748,254
Miscellaneous Expenses		1,465,060	1,007,269
Donation		18,400	5,000
Sales Tax & Work Contract Tax		-	-
TOTAL		12,077,122	10,775,478

**Schedules Annexed to and forming part of the
Profit & Loss Account as at 31st March 2008**

	(Rupees)	As at 31/03/2008 (Rupees)	As at 31/03/2007 (Rupees)
SCHEDULE '13'			
INTEREST			
On Loans			
From Banks	3,334,118		2,263,507
From Others	<u>2,511,823</u>		<u>2,372,180</u>
TOTAL		<u><u>5,845,941</u></u>	<u><u>4,635,687</u></u>
SCHEDULE '14'			
(INCREASE) / DECREASE IN INVENTORY			
Work in Progress			
Opening Balance	2,966,305		1,645,702
Less: Closing Balance	<u>14,627,973</u>	(11,661,668)	2,966,305
			(1,320,603)
Work in Progress of Hydraulic / Pneumatic Cylinder Parts			
Opening Balance	2,558,171		2,585,000
Less: Closing Stock	<u>928,753</u>	1,629,418	2,558,171
TOTAL		<u><u>(10,032,250)</u></u>	<u><u>(1,293,774)</u></u>
SCHEDULE '15'			
PRIOR PERIOD INCOME			
Short Provision for Expenses		0	0
Less:			
Excess Provision made earlier reverse.		<u>0</u>	<u>0</u>
		<u>0</u>	<u>0</u>
TOTAL		<u><u>0</u></u>	<u><u>0</u></u>

SCHEDULE "16"**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31/03/2008****A) Significant accounting policies:****1. Method of accounting :**

The financial statements are prepared under the historical cost convention on accrual basis in accordance with the generally accepted accounting principles, requirements of the Companies Act 1956 and the applicable accounting standards.

2. Use of estimates :

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the Contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Example of such estimates include provisions for doubtful debts, employee retirement benefit plans, provision for income taxes, and the useful life of fixed assets and intangible assets.

3. Fixed Assets :

Fixed assets are stated at historical cost. Cost includes related taxes, duties (Net of CENVAT./ VAT credit) freight insurance etc. attributable to bringing the assets to working condition for intended use, pre-operational expenses and technical fees paid for transfer of technology, relating to assets less accumulated depreciation. All amounts incurred for fixed assets pending completion/installation /ready for use are taken as Capital Work In Progress.

4. Depreciation :

The cost of leasehold land is amortized over the period of the lease. The Company provides depreciation on all the fixed assets other than leasehold land, tooling and fabricated assets on Straight line basis at the rates prescribed under Schedule XIV of the Companies Act 1956. Depreciation on assets fabricated by the Company is charged for only half year on Straight line basis. Depreciation on exchange difference on Capital account is provided on straight line basis on the balance life of the assets.

5. Impairment of Assets :

At each balance sheet date, the carrying amounts of fixed assets are reviewed by the management to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and risks specific to the asset.

6. Inventories :

- i. Raw Material, Packing Material, Stores & Spares and work in Process are valued at cost or Net realisable value which ever is lower. However these items are considered to be realisable at the cost if the Finished Products in which they will be used are expected to be sold at or above cost.
- ii. Cost is determined on FIFO Basis.
- iii. Finished Goods are valued at cost or net realisable value which ever is lower.
- iv. Work in Progress is valued by estimation of the stage of each job as a percentage of net invoices as reduced by estimated profit margin.

7. Employee Benefits :

Contributions to Provident Fund & ESIC, under a defined contribution scheme are charged to the Profit & Loss Account. A provision for gratuity is made as per the Payment of Gratuity Act, 1972. Actuarial gains and losses are

recognised immediately in the statement of Profit & Loss Account as Income or Expenses. As per the Accounting Standard 15 (Revised) issued by The Institute of Chartered Accountants of India the Company has provided for liability in respect of earned Leave Encashment on actuarial basis.

8. Revenue recognition :

All revenues are generally recognized on accrual basis. Jobs completed, inspected by clients and invoiced are included in sales, pending delivery. Income is stated net of service tax. The expenses incurred on buy back of shares have been taken in Profit & Loss Account as revenue expenditures.

9. Foreign Currency Transactions :

- i. Foreign Currency Transactions are accounted at the rate of exchange prevailing on the date of the Transactions.
- ii. Monetary items, denominated in foreign currency are translated at the exchange rate prevailing on the last date of the accounting year.
- iii. Gains / or losses arising out of translation / conversion is taken credit for or charged to Profit & Loss account.

10. Taxation :

Income Tax expense comprise current tax, deferred tax charge or credit and fringe benefit tax. Provision for current tax is made with reference to taxable income computed for the accounting year, for which the financial statements are prepared by applying the tax rates as applicable. Provisions for Fringe Benefit Tax is made in accordance with the provision of the Income Tax Act as applicable in respect of expenses (which are liable to Fringe Benefit Tax) incurred by the company during the year. The deferred tax charge or credit is recognised using prevailing enacted or substantively enacted tax rates. Deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Deferred Tax Assets / Liabilities are reviewed as at each Balance Sheet date based on development during the year & available case laws to reassess realisation / liabilities.

11. Earning per share :

A basic earning per share is computed by dividing net profit/loss after tax for the period by the weighted average number of equity shares outstanding for the period. A diluted earning per share has not been computed, as the Company has not issued any dilutive potential equity shares.

12. Intangible assets :

Any expenditure resulting in acquiring/creating of intangible assets is so recognized following the relevant Accounting Standard-26.

13. Provisions, Contingent Liabilities and Contingent Assets :

These are disclosed by way of notes on the Balance Sheet. Provision is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end, till the finalization of accounts and have 'Material effect on the position stated in the Balance Sheet.

All due care has been taken in respect of provisions with reference to past events & future expectations. Company has not recognized any Contingent Liability or Contingent Assets. They are properly disclosed.

14. Contingencies and Event Occurring after the Balance Sheet Date :

There are no contingencies and events after the Balance Sheet dates that affect the financial position of the Company.

15. Net Profit or Loss for the period, prior period items and change in accounting policies :

During the year under review, there is no material changes in the accounting policies that are consistently followed by the Company.

Income in Profit and Loss account contains interest and creditors waived off and details of the same are given in notes.

16. Segment Reporting :

The Company is having "Refurbishing, Restandardising, Repairs and Service of machineries' and manufacturing of various ancillaries for large machines which have been reported separately for revenue items. Since the Company uses the same assets for both the segments it is not possible to bifurcate the same.

17. The Micro, Small & Medium Enterprises :

The Micro, Small & Medium Enterprises as defined under the Micro, Small & Medium Enterprises Development Act 2006, have been identified on the basis of information available with the company. This has been relied upon by the auditor.

There are no dues owing by the company to the Micro, Small & Medium Enterprises at the end of the year. (Previous year Rs. NIL).

18. Development Expenses :

The Company identifies expenses for development of new segment / market and the same are amortized over a period of three years.

B) Notes to accounts**1. Related Parties and their relationship****I. Associates :**

Spare Age Seals Ltd. (Formerly Spare Age India Private Limited)

II. Key Management Personnel :

Mr. Inderpal Singh Sabharwal - Director

Disclosure of Material Transactions with Related Parties :

Particulars	Current Year Amt (Rs.)	Previous Year Amt (Rs.)
Purchase of Goods & Services from Spare Age Seals Ltd.	9,40,067	9,27,261
Inter Company Deposit from Spareage Seals Ltd.	3,54,47,315	3,54,47,315
Remuneration paid to Director Inderpal Singh Sabharwal	14,40,000	14,40,000
Perquisites	2,88,000	2,88,000
Advance received from Spareage Seals Ltd.	-	21,27,657
Job work Sales to Spareage Seals Limited	1,79,77,600	-

Note : No amounts pertaining to related parties have been provided for as Doubtful Debts and no amounts have been written off or written back during the year.

2. Contingent Liabilities :

- Guarantees given by the bankers to the extent of Rs. 94,29,800/- (Previous year Rs. 61,89,384/-) counter Guaranteed by the Company.
- Claim against the Company not acknowledged as debt Rs 22,68,000 (Previous year Rs 22,68,000).
- Income tax appeal pending with Commissioner of Income Tax Appeals of Rs 30,94,894 and the Company is of the view that the decision of the appeal will be in their favour and hence the above amount of liability will not be incurred.

3. Working for deferred Taxation :

The major Components of Deferred Taxation as at 31.03.2008.

Particulars	Opening Balance As on 01.04.2007 (Rs.)	Debit / Credit during the year. (Rs.)	Closing Balance as on 31.03.2008 (Rs)
Depreciation			
Deferred Tax Assets	2470617	Nil	2470617
Deferred Tax liabilities	(4803666)	63921	(4739745)
Provision for Gratuity	Nil	Nil	Nil
Deferred Tax Liabilities (Net)	(2333049)	63921	(2269128)

4. Considering that there is no book profit for the year and considering the carry forward tax Losses, no provision for the taxation is made for the year. Provision for Fringe Benefit Tax is based on estimate made by the Company.
5. The Balances in Sundry Debtors is Rs. 1,71,18,049/- (Gross), Sundry Creditors is Rs. 95,53,869/-, loans and advances and deposits of Rs. 19,29,553/- are subject to confirmation /reconciliation. The Management has made a provision of Rs. 5 Lacs in case of Doubtful Debts against the same. In their opinion, all the other assets would in the ordinary course of business realise at least the value stated there against in the books.
6. As per the information given by the Company, the Company does not deal with any Small Scale Industrial Units (SSI) in respect of its purchases.
7. Managerial remuneration is paid in accordance with section 198 of the Companies' Act 1956.

The managerial remuneration is paid as per, Part II of Section II (B) Schedule XIII of Companies Act, 1956.

The Managerial remuneration paid to the Director is as follows:-

Particulars	Year ending 31.03.2008 Amount (Rs)	Year ending 31.03.2007 Amount (Rs.)
Remuneration to Inderpal Singh Sabharwal	14,40,000	14,40,000
Perquisites to Inderpal Singh Sabharwal	2,88,000	2,88,000

8. Additional information pursuant to the provisions of paragraph 3 and 4 C and 4D of part II of Schedule VI of the Companies Act, 1956 :
 - A. Company produces various ancillaries for large machines apart from repairing restructuring of the same. The Company does not require any license and no installed capacity is prescribed.

B. Particulars of stock of Work-in-Progress :

Particulars	Opening Stock		Actual Production		Closing Stock	
	Qty	Amt(Rs)	Qty	Amt(Rs)	Qty	Amt(Rs)
(i) Work-in-Progress of Hydraulic /pneumatic parts	---	---	80	92,45,516	---	---
Piston Crown (STD) B &W/K74EF	26	25,77,370	---	---	27	27,59,292
Cylinder liner 2270 KVA/Skoda DG	1	7,50,000	---	---	6	6,75,000
Cylinder liner FUJI 16V/32	1	3,00,000	---	---	3	2,70,000
Crank Shaft	0	0	---	---	5	16,25,000
Cylinder Cover	---	---	---	---	7	11,47,020
Others	---	18,97,106	---	---	43	81,51,681
Total	---	55,24,476	---	92,45,516	91	1,46,27,993
(ii) Work-in-Progress of refurbishing, restandardising, repairs and services	---	---	---	---	---	---
TOTAL		5524476		92,45,516	91	1,46,27,993

Note : Management has physically verified stock with the help of technical person and found the same to be in order.

C. Particulars of Stock of Raw Materials and stores :

Particulars	Current Year		Previous Year	
	Quantity	Amount (Rs.)	Quantity	Amount (Rs.)
(i) Raw Materials				
Chromic Acid	---	---	---	---
Honing Stone	688	18232	6,59	17,464
Seal Kits	---	---	---	---
Welding Rods	7165	957010	6,80	1,84,280
Bar Sheets	230	861293	1,262	85,816
Plates	---	---	---	---
Tin/lead/Ingot	52	8625	---	---
Acid	---	---	7,50	54,000
Super Shield	---	---	1,91	14,325
Honing Stick	2	9000	8	29,120
Casting	2503	130743	---	---
Total of Raw Materials	10640	1984903	3,550	3,85,005
(ii) Stores				
*Others		4514830		4223954
Total of Raw Material and Stores		6499733		4608959

* Detailed records in respect of other items are not furnished as value of the items do not exceed 10% of the value.

D. Consumption of Materials :

Particulars	Current Year		Previous Year	
	Amount (Rs)	Percentage	Amount (Rs)	Percentage
Indigenous	1,08,03,653	96.84	1,02,32,012	100
Imported	3,52,248	3.16	0	0
Total	1,11,55,901	100	102,32,012	100

E. Particulars of Consumption of Raw Materials & Stores :

Particulars	Current Year		Previous Year	
	Quantity	Amount (Rs.)	Quantity	Amount (Rs.)
Chromium Trioxide	2095	503140	7037	1090150
Honing Stones	636	54442	477	48880
Seal Kits/Rings	314	675115	1141	1331193
Welding rods	5498	1220470	10787	1184265
Bar & Sheets	74936	4064147	20659	1507410
Plates	5732	259939	5856	399805
Casting	11536	709847	Nil	Nil
Others		3668801		46,70,309
Total		11155901	52275	10232012

F. Particulars of Refurbishing, Restandardising, Repairs, Services and sales of Hydraulic/pneumatic parts :

Particulars	Quantity	Current Year (Rs.)	Previous Year (Rs.)
a. Refurbishing, Restandardising, Repairs and Services		4,92,31,236	5,52,90,338.00
Less : Service Tax		49,84,979	6767537.00
Total		4,42,46,257	4,85,22,801.00
b. Sales of Hydraulic/pneumatic parts	80	92,45,516	89,14,945.36
c. Export Sales		NIL	10,72,624.25
d. Others		6,77,625	489933.60
TOTAL		5,41,69,398	5,90,00,304.00

9. a) Expenditure in Foreign Currency :

Particulars	Euro Dollars	Current year (Rs.)	Previous year (Rs.)
Travelling Expenses	21750	5,20,292.30	4,91,950
Exhibition			6,21,978
Total	21750	5,20,292.30	11,13,928

b) Income In Foreign Currency :

Particulars	US Dollars	Current year (Rs.)	Previous year (Rs.)
Ethiopian Shipping Lines S.C.	4,011.00	1,70,148.00	1,13,352.25
OFER (Ships Holding) Ltd		0	9,59,272.00
Orient Express Lines	5,113.39	2,04,535.60	
Total	9124.39	3,74,683.60	10,72,624.25

10. Payment to Statutory Auditors :

Particulars	Current Year (Rs.)	Previous year (Rs.)
Audit Fees	75,000	75,000
Tax Audit Fees	12,500	12,500
Other Services	32,500	32,500
Refer Note 17	73,371	34,500
Total	1,93,371	1,54,500

(The above fees are excluding of Service Tax).

11. During the year no intangible assets are acquired and no expenditure incurred resulting in such assets.
12. Fixed Deposits of Rs. 22,65,236/- (P.Y Rs 16,78,328/-) are lying with the bank as security.
13. Traveling Expenditure includes Rs. 5,20,292/- (P.Y Rs. 9,70,300/-) by Directors.

14. The Company has a net worth of Rs. 18,43,118/- as at 31st March 2008 after adjustment of all accumulated losses. This is based on the profits generated in the immediately preceding periods. As per the Sick Industrial Companies Act, 1985, the Company is a Sick Company if as at the year end the accumulated losses exceed the net worth. Since the company has a positive net worth as at the Balance Sheet date and thereafter the subsequent quarter has generated profits, the company is not a sick company as defined under the SICA. Further no reference to BIFR currently is necessary. The management has relied upon technical views from a Chartered Accountants in this regard. The accounts are maintained on a going concern basis based on the profitability trends, adjustment of all accumulated losses, positive net worth and profits in the subsequent quarter.
15. The Company is not having any full time Company Secretary as compulsorily required under section 383A of Companies Act 1956 and Chief Financial Officer. Accordingly the accounts are signed by two directors & Chief Accounts Officer.
16. The Management is keeping a track of all the assets and verifies the same regularly. In the opinion of the management there is no impairment of Fixed Assets as defined by AS-28 issued by the Institute of Chartered Accountants of India.
17. The Legal and Professional Charges include Rs 73371/-(excluding service tax) paid to auditors for various advice.
18. The Company had expended last year an amount of Rs 22,44,762 towards exhibition in Germany for development of new geographical business segment . Since these were incurred on stalls at International exhibition which are held once in every three years, the benefits therefore were expected to be derived over three years. In pursuance there of, these expenses were to be amortized over the period of three years and during the year Rs 7,48,254 is debited to profit and loss a/c.
19. During the year the Company migrated from employee employment system to contract system by virtue of which amount paid Rs 40,16,110/- (Previous year Rs. 75,58,296/-) to contract workers/officers are included in Employee Remuneration as Retainership charges.
20. The Company has developed a system and has put a monthly tracker in place so that the tax dues can be paid in time. Further, the Company has paid the undisputed Service Tax which was outstanding for more than 6 months in May 2008 of Rs. 27,78,793.15/- (Previous year Rs. 2,64,383.17/-)

21. Segment Reporting :

Information about business segments (for the year 2007-2008)

	Manufacturing	Recondition	Others	Total Company
A) Revenue				
Sales	9,245,516.00	44,246,257.35	677,625.03	541,69,398.38
Other Income	---	117,143.00	---	117,143.00
Total Revenue				---
B) Results				
Segment Results	1,715,968.00	121,87,574.21	---	139,03,454.21
1. Unallocated Corporate Income				
2. Interest Expense				5,845,940.98
3. Profit from ordinary activities				---
4. Exceptional items				1477001.37
5. Write back of provision for diminution in value of loan Profit before tax				---
6. Provision for Current Tax				95,34,602.60
7. Deferred Tax				(63,921.00)
Fringe Benefit Tax				350,000.00
8. Profit After Tax				92,48,523.60
9. Other Information				
C) Segment Assets				-
1. Unallocated Corporate Assets				85,463,949.27
2. Total Assets				85,463,949.27
3. Segment Liabilities				-
4. Unallocated Corporate Liabilities				21,201,741.38

5. Total Liabilities	21,201,741.38
6. Debit Balance in Profit & Loss	4,03,15,572.00
7. Misc Expenses Not Written off	7,48,254.00
8. Depreciation & Amortization	5,069,032.00
9. Significant non cash expenses	NIL

(It is not possible to identify the assets segment wise because the nature of the work is same in both the cases).

22. Employee's Benefits :

The following table sets out the status of the defined benefit Pension Plan and Gratuity Plan is required under AS - 15 (Revised 2005)

Assumptions	As on 31/03/2007	As on 31/03/2008
Discount Rate	8.0%	8.0%
Salary Escalation	5.0%	5.0%

Changes in present value of obligations	As on 31/03/2008
Present value of obligations as at the beginning of the year	401,589
Interest Cost	32,127
Current Service Cost	82,623
Benefits Paid	---
Actuarial (gain) / loss on obligations	(16,598)
Present value of obligations at the end of year	499,741
Changes in fair value of Plan Assets	As on 31/03/2008
Fair Value of plan assets at beginning of year	---
Expected return on plan assets	---
Contributions	---
Benefits Paid	---
Actuarial (gain) / Loss on plan Assets	---
Fair Value of plan assets at the end of the year	---
Fair Value of Plan Assets	---
Fair Value of plan assets at the beginning of the year	---
Actual Return on Plan Assets	---
Contributions	---
Benefits Paid	---
Fair Value of plan assets at the end of the year	---
Funded Status	(499,741)
Excess over Actual over Estimated return on Plan Assets	---
(Actual rate of return = Estimated rate of return as ARD falls on 31st March)	
Actuarial Gain / Loss recognized	As on 31/03/2008
Actuarial gain / (Loss) for the year obligation	16,598
Actuarial gain / (Loss) for the year plan assets	---

Total (gain)/ loss for the year plan assets	---
Total (gain)/ loss for the year	16,598
Acturial (gain)/ loss recognized in the year	16,598
The amounts to be recognized in the balance sheet and statements of profit and loss.	
Present value of obligations as at the end of year	499,741
Fair value of plan assets as at the end of the year	---
Funded Status	(499,741)
Net Asset / (Liability) recognized in Balance Sheet	(499,741)
Expenses recognized in statement of Profit & Loss	
Current Service Cost	82,623
Interest Cost	32,127
Expected return on plan assets	---
Net Acturial (gain) / loss recognized in the year	(16,598)
Expenses recognised in Statement of Profit & Loss	98,152

Though as per the Acturial Valuation the Liability as on 31/03/2008 comes to Rs. 499,741 the company has created a provision of Rs. 11,34,364/- till date.

23. Previous years figures have been regrouped and recasted wherever necessary.

For United Van Der Horst Limited

Place: Mumbai
Date : 25th August, 2008

Director

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2008

Particulars	Amount	Amount
Cash flow from Operating Activities		
Net Profit before tax and prior period adjustment		9,248,524
Adjustment for -		
Depreciation	5,069,032	
Sundry Creditors Written Back	(1,477,001)	
Interest charges	3,334,118	
Interest on Corporate Deposits	2,511,823	
Misc. Expenses written off	748,254	
Other Income	(117,143)	10,069,082
		<u>19,317,606</u>
Operating profit before working capital changes		
Adjustment for		
Inventories	(11,923,024)	
Sundry Debtors	1,337,364	
Other Current Assets	(1,562,123)	
Loans & Advances	(53,558)	
Deferred Tax	(63,921)	
Current Liabilities	(1,003,019)	(13,268,282)
Cash generated from operations		<u>6,049,324</u>
Exhibition Expenses not written off	(0)	(0)
Fringe Benefit Tax (A. Yr. 2007-2008)	(0)	(0)
		<u>6,049,324</u>
Cash Flow from Investing Activities		
Purchase of Fixed Assets	(2,717,951)	
Sundry Creditors Written off	1,477,001	
Other Income	117,143	(1,123,807)
Net cash used in investing activities		<u>4,925,518</u>
Cash Flow from Financing Activities		
Proceeds from long term borrowings	638,924	
Proceeds from loans	234,018	
Interest paid	(5,845,941)	(4,972,999)
Net change in cash and cash equivalent		<u>(47,481)</u>
Opening Cash Balance as on 1st April 2007		1,099,270
Closing Balance as on 31st March 2008		<u>1,051,789</u>
		<u>(47,481)</u>

BALANCE SHEET ABSTRACT AND COMPANY GENERAL BUSINESS PROFILE

I. Registration Details			
Registration No.	44151	State Code	11
Balance Sheet Date	31.03.2008		
II. Capital Raised during the year (Amount in Rs. Thousands)			
Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	NIL
III. Position of Mobilisation and Development of Funds (Amount in Rs. Thousands)			
Total liabilities	105326	Total Assets	105326
Sources of Funds			
Paid up Capital	39949	Reserves & Surplus	2210
Secured Loans	24676	Unsecured Loans	36223
Deferred Tax Liability (Net)	2269		
Application of Funds			
Net Fixed Assets	26851	Investments	NIL
Net Current Assets	37411	Misc. Expenditure	NIL
Accumulated losses	40316		
IV. Performance of the company (Amount in Rs. Thousands)			
Turnover (Gross Revenue)	65796	Total Expenditure	56261
Profit / Loss before tax	9535	Profit / Loss after tax	9249
Earnings per share	2.31	Dividend Rate	NIL
V. Generic Name of Three Principal Products / Services of Company			
Item Code No.	NIL		
(As per monetary items)			
Product Description	Reconditioning / Refurnishing		
Item Code No.	NIL		
(As per monetary items)			
Product Description	Repairs		
Item Code No.	NIL		
(As per monetary items)			
Product Description	Maintenance		

UNITED VAN DER HORST LTD.

Registered Office: E-29/30 MIDC Industrial Area, Talaja, Dist Raigad Navi Mumbai 410208. Maharashtra.

PROXY

I/We

being a member / members of the above named company hereby appoint

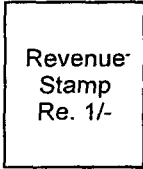
ofor failing him

ofas my/our proxy to vote for me /us and on my / our behalf at the TWENTY FIRST ANNUAL GENERAL MEETING of the Company to be held at E-29/30, M.I.D.C., Industrial Area, Talaja, Dist Raigad, Maharashtra at 3:00 P.M. on 30th September 2008 or at any adjournment thereof

Dated

Folio No.

No. of Shares



Signature

Note: Proxies must reach the Company's Registered Office not less than 48 hours before the meeting

UNITED VAN DER HORST LTD.

ATTENDANCE SLIP

To be filled in and handed over at the entrance of the Meeting Hall

Regd. Folio No.

No. of Shares

Name of the attending Member (in BLOCK LETTERS)

(Name of the Proxy (in BLOCK LETTERS)
(To be filled in the Proxy attends instead of the Members)

I hereby record my presence at the TWENTY FIRST ANNUAL GENERAL MEETING at E-29/30, M.I.D.C. Industrial Area, Talaja, Dist. Raigad, Maharashtra at 3.00 P.M. on 30th September, 2008.

Signature

If undelivered please return to:

M/s Intime Spectrum Registry Pvt. Ltd,
UNIT : **United Van Der Horst Limited**
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai 400 078