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**ALFA ICA (INDIA) LTD.**

# ALFA ICA (INDIA) LTD.

## ANNUAL REPORT 2008-2009

### BOARD OF DIRECTORS

SHRI SHYAM SUNDER TIBREWAL	:	Chairman (from 31.07.2008)
SHRI RAJENDRA TIKMANI	:	Managing Director
SHRI SANJEEV SHARMA	:	Director
SHRI RISHI TIKMANI	:	Executive Director

### AUDITORS

O. P. Bhandari & Co.  
Chartered Accountants

### BANKERS

State Bank of India  
Overseas Branch, Ahm. dabad

### REGD. OFFICE

1-4, Uma Industrial Estate,  
Village Vasana - Iyawa, Tal. Sanand, Dist. Ahmedabad

### WORKS

#### Unit-I

1-4, Uma Industrial Estate,  
Village Vasana - Iyawa, Tal. Sanand, Dist. Ahmedabad

#### Unit-II

204-205, Uma Industrial Estate,  
Village Vasana - Iyawa, Tal. Sanand, Dist. Ahmedabad

### CORPORATE OFFICE

Alfa Pallazzo, Near Shivrangani Cross Roads,  
Satellite Road, Ahmedabad - 380 015.

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# ANNUAL REPORT 2008-2009

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## NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of ALFA ICA (INDIA) LTD. will be held at 1-4 Uma Industrial Estate, Village : Vasana-Iyawa, Tal.: Sanand, Dist. Ahmedabad on Friday the 25th September, 2009 at 4:00 p.m. to transact the following business :

### ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Profit & Loss Account for the year ended on 31st March, 2009 and the Balance-Sheet as on that date.
2. To appoint a Director in place of Shri Sanjeev Sharma who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS

4. To Consider and pass with or without modifications the following resolution as the special resolution :-

“ Resolved that subject to the provisions of section 314 and other applicable provisions of the Companies Act, 1956, the consent of the company to Miss Pooja Tikmani for her holding the office or place of profit in the company as Purchase Manager on a monthly salary in the grade of Rs. 30,000-60,000-90,000 plus the retirement benefits as available to the other executives of the Company be and is hereby accorded with effect from 01.10.2008.”

By the order of the Board of Directors

Ahmedabad  
August 22, 2009  
**Registered Office:**  
1-4 Uma Industrial Estate  
Village : Vasana-Iyawa  
Tal : Sanand, Dist : Ahmedabad

**Rajendra Tikmani**  
Managing Director

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing a proxy or the power of Attorney, if any, under which it is signed should be deposited at the Registered Office of the Company not less than 48 hours before the time of holding aforesaid at meeting.
2. The Register of Members and Transfer Books of the Company shall remain closed from 21.09.2009 to 25.09.2009 (both days inclusive). During this period the transfer of shares shall remain suspended.
3. Members are requested to immediately notify any change in their address with pin code and to quote their folio no.s in all the correspondence with the Company.
4. As per the requirement of clause 49 of the listing agreement on Corporate Governance for appointment of the Directors /re-appointment of retiring Directors, a statement containing details of the concerned Directors is given below:

<b>Name of Director</b>	Mr. Sanjeev Sharma
<b>Date of Birth</b>	14th June 1958
<b>Date of Appointment</b>	26th July 2004
<b>Expertise in specific functional areas</b>	Mr. Sharma started his career with State Bank of India, joining the Bank as a Probationary Officer in 1980. After working in the Bank in forex and credit appraisal/delivery for 12 years, he quit the Bank in December 1992 to set up Quantum Banking Resource Centre Pvt. Ltd
<b>Qualifications</b>	B.Sc, L.L.B, CAIIB, Diploma in Management
<b>List of outside Directorship held</b>	Quantum Banking Resource Centre Pvt. Ltd. State Bank of Bikaner and Jaipur
<b>Chairman/member of the committee of the Board of Directors of the Company*</b>	Audit Committee- Member
<b>Chairman/member of the committee of the Board of Directors of other Companies in which he is a Director*</b>	Nil
<b>Shareholding in the company</b>	Nil

\* Only Audit Committee & Shareholders/Investors Grievance Committee has been considered.

5. The Register of Directors' shareholding maintained under section 307 of the Companies Act, 1956 will be available for inspection by the members at the AGM.
6. Members / proxies attending the meeting should bring their copy of the Annual Report for reference at the meeting.

**Explanatory statement pursuant to section 173 (2) of the Companies Act, 1956.**

**Item No. 4**

Miss Pooja Tikmani was appointed as Purchase Manager on monthly salary in the grade of Rs. 30,000-60,000-90,000 with effect from 01.10.2008. Miss Pooja Tikmani is daughter of Managing Director Mr. Rajendra Tikmani and sister of Executive Director Mr. Rishi Tikmani and therefore as per the provisions of section 314 of the Act, the consent of the shareholders is required for her holding the office of Purchase Manager. The proposed resolution is recommended to be passed as special resolution.

None of the director except Mr. Rajendra Tikmani and Mr. Rishi Tikmani is interested or concerned in the proposed resolution. The appointment letter of Pooja Tikmani is open for inspection of the shareholders during the working hours at the registered office of the Company.

# ANNUAL REPORT 2008-2009

## DIRECTORS' REPORT

The Shareholders

Your Directors have pleasure in presenting the Eighteenth Annual Report together with the Audited Accounts for the year ended 31st March, 2009.

### FINANCIAL RESULTS

The financial results of your company for the year 2008-2009 are summarised below:

Particulars	(Rs. In Lacs)	
	31.03.2009	31.03.2008
Sales & Other Income	4754.61	4787.53
Profit before Interest & Depreciation	343.01	350.31
Interest & Depreciation	232.53	243.64
Profit / (Loss) before taxes	110.48	106.67
Provision for Taxation	45.02	43.17
Profit/(Loss) after taxes	65.46	63.50
Profit/(Loss) brought forward from Previous year	389.09	325.59
Profit/(Loss) carried to Balance Sheet	454.55	389.09

### DIVIDEND

To conserve resources and to maintain liquidity, the Board has not recommended declaration of any dividend for the year under review.

### YEAR IN PROSPECT

The past year has been a year of upheavals for the world economy with all the major world economies entering a recessionary phase. The situation has been further compounded by closure of some major Banks and financial institutions in United States and Europe. The global meltdown has also affected India with the shrinkage of export markets and uncertainty about future overseas investments. But the twin positives of soundness of the Indian Banking system, coupled with a big domestic market with sustained demand for goods, are expected to blunt the sharpness of the global economic shock. Though the volatility in the international crude prices shall remain as a cause for concern and any deterioration in the price scenario may impact the overall growth forecasts.

The sustained export growth registered by your company in past years is expected to be affected by recession in major European Countries. The management is striving to maintain the profitability of operation through tighter working capital management.

### DIRECTORS' RESPONSIBILITIES STATEMENT

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

- i. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. That the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2009 and of the profit or loss of the Company for the year ended on that date.
- iii. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the directors have prepared the Annual Accounts on a going concern basis.

### DIRECTORS

During the year, Shri C L Agarwal resigned from the chairmanship of the company on account of his personal reasons. The board has noted the valuable services provided by him.

Pursuant to provision of Section 256 the Companies Act, 1956, Shri Sanjeev Sharma retires by rotation at the forthcoming Annual General Meeting of the Company and being eligible offers himself for re-appointment.

The brief resume/detail relating to the Director who is to be re-appointed is furnished in the Notes to the Notice of the Annual General Meeting. Members are considered to consider their re-appointment as Directors of the Company

**PUBLIC DEPOSITS**

During the year under review, Company has not accepted any Deposits under the Provisions of Section 58A of the Companies Act, 1956.

**REDEMPTION OF PREFERENCE SHARES**

85,000 Redeemable Preference Shares issued by the Company have been redeemed in accordance with Provisions of Section 80 / 80A of the Companies' Act, 1956 during the year.

**INSURANCE**

All the existing Properties of the Company have been adequately insured.

**LISTING AGREEMENT**

The Company's Equity Shares are listed at Ahmedabad Stock Exchange (ASE) & Bombay Stock Exchange (BSE) and Listing Fees for the year 2009-2010 have been paid. Adequate care is being taken to comply with almost all the norms and guidelines as per the applicable provisions of the Listing Agreement with the Company.

The Company's Equity Shares are under 'Compulsory Demat'. The ISIN allotted to the Company is INE042C01010. As required by the SEBI's Circular, the Company has appointed M/s MCS Limited as its Registrar & Share Transfer Agent also to undertake transfer of physical share certificates besides acting as Electronic Registrars.

**CORPORATE GOVERNANCE**

The Company has implemented the adequate procedure and adopted practices in conformity with the code of Corporate Governance as enunciated in Clause 49 of the Listing agreement with the Stock Exchange.

The Management Discussion and Analysis and Corporate Governance Report are made part of the Annual Report.

A certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance is attached and forming part of the Director's Report.

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

Information in accordance with the provisions of Section 217(1) (C) of the Companies Act, 1956 relating to the disclosure of particulars of energy conservation, technology absorption and foreign exchange earnings and outgo pursuant to the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 are given in the Annexure forming part of this report.

**EMPLOYEES**

Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees), Rules, 1975 is not applicable to your Company as none of the employee was in receipt of remuneration of more than Rs. 2,00,000/- p.m. or Rs. 24,00,000/- p.a. during the period under review.

**STATUTORY AUDITORS:**

M/s. O.P.Bhandari & Co., Chartered Accountants, retire at the forthcoming Annual General Meeting and is eligible for re-appointment. The Company has received a certificate from them that their appointment if approved by the shareholders would be within the ceiling prescribed under section 224(1B) of the Companies Act, 1956. The members are requested to appoint auditors to hold office until the conclusion of the next Annual General Meeting of the Company.

**AUDITORS' REPORT**

The Auditors' Report for the year ended 31st March, 2009 and the notes forming part of accounts referred to in the Auditors' Report are self explanatory and give complete information.

The efforts are being made to employ a qualified company secretary and also to create a trust for payment of gratuity to the employees as required by the law.

**MATERIAL CHANGES**

No material changes have taken place since the closure of the financial accounts up to the date of the report, which may substantially affect the financial performance or the statement of the Company.

**ACKNOWLEDGEMENTS**

The directors sincerely express their gratitude to the Company's shareholders, government authorities, financial institutions, banks, and employees at all levels for their valuable assistance, support and co-operation and look forward to the same in the year to come.

For and on behalf of the Board  
(Shyam Sunder Tibrewal)  
Chairman

Ahmedabad  
August 22, 2009.

# ANNUAL REPORT 2008-2009

## ANNEXURE TO DIRECTORS' REPORT

Particulars required under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988

### A. Conservation of Energy:

It is always endeavor of the company to maintain the consumption of electric power and its own generators at the lowest possible level and optimise the use of energy through improved operational methods

#### FORM-A

Form for the Disclosure of Particulars with respect of Conservation of Energy

#### 1. Power and Fuel Consumption:

	2008-2009	2007-2008
Electricity		
1. Purchase Units	1504261	1623886
2. Total Amount (Rs.)	8699281	7984739
3. Average Rate/ Unit (Rs.)	5.78	4.92
Own Generation		
1. Through Diesel Generation / Units	20896	35411
2. No. of Unit per Ltr. Of Diesel Oil	1.45	2.20
3. Average Rate / Unit (Rs.)	27.01	16.29
Others		
1. Diesel / Qty - KL	14369	16101
2. Total Amount (Rs.)	564507	576835
3. Average Rate / Unit (Rs.)	39.29	35.83
1. Fire Wood (Kg)	1106527	985180
2. Total Amount (Rs.)	2766251	1703269
3. Average Rate	2.50	1.73
1. Coal (QTY- MT)	6661.24	7245.28
2. Total Amount (Rs.)	12285858	8296623
3. Average Rate / Unit (Rs.)	1844.38	1145.11

#### B. (1) Research and Development :

Continuous efforts are made for quality improvement. In house research and development work is carried out by the company. No significant expenditure is incurred.

#### (2) Technology absorption :

There is no change in technology

#### A. Foreign Exchange Earning and Outgo :

	2008-2009	2007-2008
		(Rs. In Lakhs)
a. Total Foreign Exchange earned	4067.75	3609.83
b. Total Foreign Exchange used	1435.75	1135.82
c. Expenditure in Foreign Currency	1.85	NIL

For and on behalf of the Board

Ahmedabad  
August 22, 2009.

(Shyam Sunder Tibrewal)  
Chairman

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**MANAGEMENT DISCUSSION & ANALYSIS**

**INDUSTRY STRUCTURE AND DEVELOPMENTS**

Although high pressure laminate industry has been affected by the recession in real estate and export markets, but quality maintenance shall be the key for long term sustenance.

**OPPORTUNITIES AND THREATS**

The Indian units shall have to maintain their quality standards and wait for rebounding of the real estate Market / world economy.

**SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE**

The Company is engaged primarily in manufacturing of Laminate Sheets and there are no separate reportable segments as per the Accounting Standard 17.

**OUTLOOK**

Exports shall remain the core growth area. The outlook seems to be stable in long term, with the economy expected to perform better from 2010 onwards.

**RISK AND CONCERNS**

The company makes responsible approaches towards Risk Management on an integrated basis to cover all aspects of operations to diminish each or a combination of known risks that could affect its business. Need for lean manufacturing process has become extremely essential, considering the increasingly competitive market. Several steps are being taken to integrate material planning along with better demand forecasting. Risk in commodity prices and fuel prices also have an impact on the business. The Company would also take steps to improve anticipation of market movements in commodity prices.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The company has a proper independent and adequate system of internal controls to ensure that all the assets are protected against loss from unauthorized use of disposition and those transactions are properly authorized, recorded and reported correctly. The internal controls systems are designed in such a way to ensure that financial and other records are reliable for reporting financial statements and other data and for maintaining accountability of assets.

**DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The Company has registered an aggregate turnover of Rs. 46.42 crores in 2008-09. During the same period, exports have shown a growth of 4.80%. Growth in top line and bottom lines would have been even better, had it not been for overall global meltdown.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The company maintained cordial industrial relations during the year.



# ANNUAL REPORT 2008-2009

## CORPORATE GOVERNANCE REPORT

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

In Order to ensure sustainable returns to all shareholders of the business, it is imperative, especially for large organizations, to follow certain policies, procedures and processes, which together constitute a "Code of Corporate Governance."

Some of these measures included:

- Composition of the Board of Directors
- Constitute of various Board Committees for oversight and guidance concerning key decisions and soundness of decision making processes connected with functioning of the Company.
- Timely dissemination of information to shareholders.
- Code of Conduct.

### 2. BOARD OF DIRECTORS

#### A) COMPOSITION OF BOARD OF DIRECTORS

The Board of Directors comprises of Four Directors. The Composition of Board of Directors, the number of other directorship or board committees of which is a member / chairman are as under:

Name	Category/ Designation	No. of outside Directorship and Committee membership /Chairmanship				Inter se relationship between Directors
		Directorship		Committee membership/ Chairmanship		
		Public Company	Private Company	Member ship	Chairman ship	
C L Agarwal*	Non Executive Independent Director, Chairman	Nil	1	Nil	Nil	Nil
Shyam Sunder Tibrewal*	Non Executive Independent Director, Chairman	Nil	1	Nil	Nil	Nil
Rajendra Tikmani	Promoter Director, Managing Director	1	1	Nil	Nil	Father of Rishi Tikmani
Sanjeev Sharma	Non Executive Independent Director	1	1	Nil	Nil	Nil
Rishi Tikmani	Promoter Executive Director	1	1	Nil	Nil	Son of Rajendra Tikmani

#### B) BOARD MEETING AND ATTENDANCE

The Board of Directors met 8 times during the year on the following dates: 30.04.08, 31.07.08, 11.08.08, 14.08.08, 22.09.08, 13.10.08, 25.10.08, 31.01.09 The Company placed before the Board various information including those specified under Annexure IA of the Listing Agreement, as applicable from time to time.

The attendance of the Directors of the company at the Board Meetings is as follows:

Name of Directors	Category of Director	No. of Board meetings held	No. of Board Meetings Attended	Last AGM Attended
C L Agarwal*	Chairman	8	2	No
Shyam Sunder Tibrewal*	Chairman	8	6	Yes
Rajendra Tikmani	Managing Director	8	3	Yes
Sanjeev Sharma	Member	8	3	Yes
Rishi Tikmani	Member	8	8	Yes

\* Mr. Shyam Sunder Tibrewal was appointed on 31st July, 2008. Mr. C.L. Agarwal was the chairman of the Board till 31st July, 2008 and attended two Board Meetings held under his tenure.

**3. COMMITTEES OF BOARD****A) AUDIT COMMITTEE****Terms of Reference**

- Review the Company's financial statements, before submission to, and approval by, the Board;
  - Review the Company's procedures for detecting fraud and whistle blowing and ensure that arrangements are in place by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting, financial control or other matters;
  - Review management's and the internal auditor's reports on the effectiveness of the systems for internal financial control, financial reporting and risk management;
  - Monitor the integrity of the Company's internal financial controls;
  - Assess the scope and effectiveness of the systems established by management to identify, assess, manage and monitor financial and non-financial risks;
  - Review the internal audit program and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company;
  - Receive a report on the results of the internal auditor's work on a periodic basis;
  - Review and monitor management's responsiveness to the internal auditor's findings and recommendations; and
- Monitor and assess the role and effectiveness of the internal audit function in the overall context of the Company's risk management system.

**Composition and Attendance of Audit Committee**

The matters provided in the clause 49 of the listing agreement the committee reviews the observation of auditors and other related matters and also reviews the accounting policies followed by the company. The minutes of the meeting is placed before the Board and confirmed. During the year under review, five Audit Committee meetings were held and the attendance of the meetings is as under:

Sr. No.	Name of Director		No. of Meeting Held	Meetings Attended
1	Mr. Shyam Sunder Tibrewal (Appointed on 31.07.08)	Chairman	3	3
2	Mr. Rishi Tikmani	Member	5	5
3.	Mr. Sanjeev Sharma	Member	5	5

Mr. C L Aggarwal was the Chairman of the Audit Committee till 31.07.08 and attended two audit committee meetings held under his tenure.

**B) SHARE HOLDERS & INVESTOR GRIEVANCE COMMITTEE AND COMPOSITION**

Shareholders/ Investor Grievance Committee consist of Shri Shyam Sunder Tibrewal, Shri Rajendra Tikmani and Shri Rishi Tikmani.

Share Transfer Committee would deal with approval of issue of duplicate certificates and review all matters connected with the security transfer and redressal of shareholder and investor grievance like transfer of shares non-receipt of Balance Sheet etc. No shareholders investor grievance is pending for period exceeding one month against the company.

The Share Transfer Committee continues to consider and approve share transfer in the physical or Demat form.

Shri Shyam Sunder Tibrewal is the chairman of Shareholders and Investor grievances committee. The Board has designated Shri Rajendra Tikmani as the Compliance Officer.

**DETAILS OF SHARE HOLDERS' COMPLAINTS RECEIVED**

- 1) No. of Shareholders' Complaints Received : 29
- 2) No. of Complaints Resolved : 29
- 3) No. of Pending Complaints as at 31.03.2009 : Nil

**C) REMUNERATION COMMITTEE**

No Remuneration Committee has been constituted. However remuneration paid to Mr. Rajendra Tikmani and Mr. Rishi Tikmani are Rs. 2,80,000/- and Rs. 2,45,000/- respectively. No sitting fee is paid to non executive Directors.

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## 4. DETAILS OF LAST THREE ANNUAL GENERAL MEETINGS.

Year	Location	Date	Time
2006	1-4, Uma Industrial Estate Village Vasana-Iyawa, Tal. Sanand Dist. Ahmedabad.	30-09-06	4.00 p.m.
2007	1-4, Uma Industrial Estate Village Vasana-Iyawa, Tal. Sanand Dist. Ahmedabad.	15-09-07	4.00 p.m.
2008	1-4, Uma Industrial Estate Village Vasana-Iyawa, Tal. Sanand Dist. Ahmedabad.	22-09-08	4.00 p.m.

Special resolutions were passed at AGM held on 22nd September, 2008. No special resolution was passed last year through postal ballot. In addition, a special resolution is proposed to be passed at the ensuing AGM.

## 5. DISCLOSURES

- There were no incidents of any non-compliance penalties / strictures imposed on the Company by Stock Exchange(s) or SEBI or any other statutory authority, on any matter related to capital markets, during the last three years.
- The Company has disclosed related party transactions in the notes forming part of accounts. Except this there is no materially significant related party transaction, which may have potential conflict with the interests of the company at large. Company has given certificate to auditors regarding all related party transactions.
- That in preparation of financial statement all applicable accounting standards are followed.

## 6. CEO/CFO CERTIFICATE

The Managing Director of the Company has furnished the requisite certificate to the Board of Directors under Clause 49 VII of the Listing Agreement.

## 7. Report on Corporate Governance

A separate section on Corporate Governance forms part of the Annual Report. Certificate from statutory auditors confirming compliance with all the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with the Stock Exchanges forms part of this report.

## 8. Notes on Director Seeking Appointment/ Re-Appointment

Mr. Sanjeev Sharma, who retires by rotation and being eligible, offers himself for reappointment. Resolutions seeking his re-appointment as rotational director have also been incorporated in the Notice for the approval of shareholders. His details have been disclosed in the Notice for the AGM i.e. a brief resume, nature of expertise in specific functional areas, names of directorship and committee membership etc.

## 9. MEANS OF COMMUNICATIONS

- Quarterly results are taken on record by the Board of Directors and submitted to the Stock Exchanges in terms of the requirement of Clause 41 of the Listing Agreement.
- The Quarterly Results are published in Western Times (Ahmedabad) in English on 02.05.08, 01.08.08, 26.10.08 and 01.02.09 and Gujarati edition on 02.05.08, 01.08.08, 27.10.08, 02.02.09 respectively for each quarter.

## 10. SHAREHOLDERS INFORMATION

### A) Annual General Meeting

Date : 25.09.2009  
Time : 4:00 P.M.  
Venue : 1-4, Uma Industrial Estate Village Vasana-Iyawa, Tal. Sanand Dist. Ahmedabad

B) Book Closure Date : 21.09.2009 to 25.09.2009 (Both days Inclusive)

### C) Financial Calendar (Tentative) :

Financial Year : 2009-2010  
First Quarter Results : End of July, 2009  
Half yearly Results : End of October, 2009  
Third Quarter Results : End of January, 2010  
Results for year ending 31.03.10 : End of August, 2010.

D) Dividend Payment date : Not Applicable

- E) Stock Exchange Listing** : 1. Ahmedabad Stock Exchange Limited  
Kamdhenu Complex, Opp. Shajanand College, Ambawadi,  
Ahmedabad – 380 015.  
2. Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001.
- F) Stock Code** : (a) Ahmedabad Stock Exchange : 3120  
(b) Bombay Stock Exchange : 530973  
(c) National Securities Depository Ltd. : INE042C01010  
(d) Central Depository Securities Ltd. : INE042C01010

**G) Stock Market Data**

Monthly High and Low quotations as also the volume of shares traded on Bombay Stock Exchange Limited.

Month	High	Low	No. of Shares Traded	Sensex	
				High	Low
April 2008	40.80	24.70	11471	17480.74	15297.96
May 2008	41.00	34.80	18768	17735.70	16196.02
June 2008	39.60	34.25	5233	16632.72	13405.54
July 2008	36.90	30.55	3973	15130.09	12514.02
August 2008	31.50	26.70	3147	15579.78	14002.43
September 2008	30.45	25.80	4940	15107.01	12153.55
October 2008	29.40	24.05	13021	13203.86	7697.39
November 2008	25.00	19.00	4334	10945.41	8316.39
December 2008	22.50	19.10	17636	10188.54	8467.43
January 2009	23.40	19.50	4605	10469.72	8631.60
February 2009	25.65	22.40	741	9724.87	8619.22
March 2009	26.70	21.40	1205	10127.09	8047.17

The Company's shares are not traded on Ahmedabad Stock Exchange Limited.

**H) Share transfer system**

The shares of the Company are in physical as well as demat form. All share transfers are handled by Company's Registrar and Share Transfer Agent M/s. MCS Limited, 1st Floor, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad 380 009 registered with SEBI.

The Shares of the Company are available for trading in depository systems of both NSDL and CDSL. The ISIN number allotted to the Company is INE042C01010. As on 31st March, 2009, 3186080 Equity Shares of the Company, forming 78.86 % of Share Capital of the Company have been dematerialised.

**I) Distribution of Shareholding as on 31st March, 2009.**

No. of Shares	Shareholders		Shares	
	Number	% of total holders	Number	% to total capital
Up to 500	6053	96.23	903991	22.36
501 to 1000	164	2.61	133532	3.31
1001 to 2000	30	0.48	48834	1.21
2001 to 3000	12	0.19	31732	0.78
3001 to 4000	6	0.09	20480	0.51
4001 to 5000	1	0.02	4500	0.11
5001 to 10000	4	0.06	37300	0.92
10001 to 50000	9	0.14	234945	5.81
50001 to 100000	3	0.04	218500	5.41
100001 to above	8	0.13	2406186	59.56
Total	6290	100.00	4040000	100.00

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## J) Shareholding Pattern of the Company As on 31st March, 2009.

Category	No. of Shares Held	% age of Shareholding
<b>PROMOTER'S HOLDING</b>		
1. NRI Promoters (Including OCB)	—	—
2. Indian Promoters, relatives & associates	1358736	33.63
Sub Total(a)	1358736	33.63
<b>NON PROMOTERS HOLDING</b>		
Institutional Investors:-		
1. Mutual Fund and UTI Banks, Financial Institutions, Insurance Companies, Central / State Govt. Institutions / Non- Government Institutions (Including Foreign Financial Institutions)	2100	0.05
2. OTHERS		
a. Corporate Bodies	565643	14.00
b. Individuals	2100497	51.99
c. Cooperative Societies	3000	0.07
d. HUF	9723	0.24
e. NRI	301	0.01
Sub Total(b)	2681264	66.37
<b>Grand Total(a+b)</b>	<b>4040000</b>	<b>100.00</b>

## K) Details on use of Public Funds obtained in the last three years :

No funds have been raised from the public during the last three years.

## L) Plant Locations of the Company :

Unit - 1 : 1-4, Uma Industrial Estate, Village Vasana-Iyawa, Tal. Sanand, Dist. Ahmedabad

Unit - 2 : 204 & 205, Uma Industrial Estate Village Vasana-Iyawa, Tal. Sanand, Dist. Ahmedabad

## M) Address for Correspondence :

All queries of investors may be sent at the following address:

Correspondence Address : Alfa Palazzo, Nr. Shivranjani Cross Roads, Satellite Road, Ahmedabad 380 015.

All queries of investors regarding the Company's shares in physical as well as in Electronic Form may be sent at the following address:

MCS Limited

1st Floor, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad 380 009.

## N) Bank Details :

Shareholders holding shares in physical form are requested to notify/ send the following the company or Registrar and Share Transfer Agent to facilitate better, service:

- any change in their address/ bank details, and
- Particulars of their bank account, in case the same have not been sent earlier.

## O) Nomination Facility :

Shareholders holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company, as permitted under section 109A of the Companies Act, 1956, are requested to submit to the Company the prescribed Form 2B for this purpose.

For and on behalf of the Board

Ahmedabad  
August 22, 2009

[Rajendra Tikmani]  
Managing Director

**CEO/CFO CERTIFICATION**

I, Rajendra Tikmani, Managing Director certify to the Board that:

- (a) I have reviewed the financial statements and cash flow statement for the year ended on 31st March, 2009 and to the best of my knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) To the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2009 are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept the responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting. We have disclosed to the Auditors and the audit committee, deficiencies in the design or operations of such internal controls, if any, of which I am aware and steps have been taken to rectify these deficiencies.
- (d) I have indicated to the Auditors and to the Audit Committee:
- (i) significant changes in internal control during the year.
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial accounts.
  - (iii) instances of significant fraud of which they have become aware and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For and on behalf of the Board**

Ahmedabad  
August 22, 2009

**[Rajendra Tikmani]**  
Managing Director

**COMPLIANCE CERTIFICATE**

To,  
The Members Of  
**ALFA ICA (INDIA) LTD.**

We have examined the compliance of conditions of Corporate Governance by **ALFA ICA (INDIA) LTD** ("the Company"), for the year ended on 31st March, 2009, 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 a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with 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 and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

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

For, **O. P. BHANDARI & CO.**  
Chartered Accountants

**(O. P. Bhandari)**  
Partner  
M.No.34409

Ahmedabad  
August 22, 2009

## AUDITORS' REPORT

To  
The Members  
Alfa Ica (India) Ltd

1. We have audited the attached Balance Sheet of **ALFA ICA (INDIA) LIMITED** ("the Company") as at 31st March 2009, and also the Profit and Loss Account and Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 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 to the extent applicable.
4. Further to our comments in the Annexure referred to paragraph (3) above, we report that;
  - a. we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. in our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
  - c. the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d. 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 subject to non-provision for Gratuity as per Note no. IX in Schedule 20 which is not in accordance with the Accounting Standard-15 on 'Retirement Benefits';
  - e. on the basis of written representations received from the Directors, as on 31st March, 2009 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2009 from being appointed as a Director in terms of clause (g) of Sub-Section (1) of Section 274 of the Companies Act, 1956;

- f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with the Significant Accounting Policies and notes thereon subject to non provision for Gratuity as per Note no. IX in Schedule 20 give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
  - i. in the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2009;
  - ii. in the case of the Profit and Loss Account, of the profit of the Company for the year ended on that date; and
  - iii. in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For, **O. P. BHANDARI & CO.**  
Chartered Accountants  
(O. P. Bhandari)

Ahmedabad

August 22, 2009

Partner

M.No.34409

### ANNEXURE TO THE AUDITORS' REPORT (REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE)

- i. (a) The Company has maintained proper record showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, these fixed assets have been physically verified by the management, in accordance with a phased program of verification, which in our opinion, is reasonable, considering the size of the Company and nature of its assets. The frequency of physical verification is reasonable and no material discrepancies were noticed on such verification.
- (c) The Company has not disposed off any substantial part of fixed assets during the year, so as to affect its going concern status.
- ii. (a) As explained to us, the inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
- (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification as compared to the book records,
- iii. According to the information and explanations given to us in respect of unsecured loans granted to companies

- covered in the register maintained under section 301 of the Companies Act, 1956-
- (a) During the year, the Company has not given any unsecured Loans to parties covered in the register maintained under section 301 of the Companies Act, 1956.
  - (b) According to the information and explanations given to us, the Company has taken unsecured loans amounting to Rs. 348.33 Lacs from parties covered in the register maintained under Section 301 of the Companies Act, 1956.
  - (c) The rates of interest and other terms and conditions are prima facie not prejudicial to the interests of the company.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, with regard to the purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing major weakness on such internal controls.
  - v. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
    - (a) In our opinion and according to the information and explanations given to us, no transactions were made in pursuance of contracts or arrangements which needed to be entered into the Register maintained under of Section 301 of the Companies Act, 1956 have been so entered in the register required to be maintained under that section;
    - (b) Transactions are made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant date.
  - vi. According to the information and explanations given to us, the Company has not accepted any deposits from the public during the year. Therefore the provisions of clause (vi) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
  - vii. In our opinion, the Company has an Internal Audit System commensurate with its size and nature of its business.
  - viii. The company is maintaining cost records as prescribed by the Central Government under Clause (d) of Sub-Section (1) of Section 209 of the Act in respect of laminated sheets.
  - ix. (a) According to the Information and explanation given to us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee State Insurance Fund, Income Tax, Wealth Tax, Excise Duty, Sales Tax, Cess and any other statutory dues with the appropriate authorities.
  - (b) According to the Information and explanation given to us, no undisputed amount payable in respect of statutory dues applicable to it were in arrears as at 31st March, 2009 for a period of more than six months from the date they became payable.
  - (c) According to the Information and explanation given to us, there are no dues of Provident Fund, Employee State Insurance Fund, Income Tax, Wealth Tax, Excise Duty, Sales Tax, Cess and any other statutory dues which have not been deposited on account of any dispute.
  - x. The Company does not have accumulated losses as at 31st March, 2009. The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
  - xi. In our opinion and according to the explanations given to us, the Company has not defaulted in repayment of dues to a financial institutions or bank.
  - xii. In our opinion and according to the explanations given to us, the Company has not granted loans 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 or Mutual Benefit Fund/Society; accordingly, the provisions of clause (xiii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
  - xiv. In our opinion and according to the explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Therefore, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
  - xv. In our opinion and according to the explanations given to us, the Company has not given guarantee for loans taken by others from bank or financial institutions.
  - xvi. In our opinion and according to the explanations given to us, the term loans have been applied for the purpose for which the loans were obtained.
  - xvii. In our opinion and according to the explanations given to us, On the basis of an overall examination of the Balance Sheet and Cash flow of the company, we report that no funds raised on short term basis have been used for long term investment.
  - xviii. According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
  - xix. During the year covered by our audit report, the Company has not issued any debentures.
  - xx. During the year covered by our audit report, the Company has not raised any money by way of a public issue during the year.
  - xxi. To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the company has been noticed or reported during the course of our audit.

For, **O. P. BHANDARI & CO.**  
Chartered Accountants  
(O. P. Bhandari)  
Partner

Ahmedabad  
August 22, 2009

M.No.34409



# ANNUAL REPORT 2008-2009

## BALANCE SHEET AS AT 31ST MARCH, 2009

Particulars	Schedule No.	As at 31.03.2009	As at 31.03.2008
<b>SOURCES OF FUNDS</b>			
1) Shareholder's Fund			
a) Share Capital	1	56,900,000	65,400,000
b) Reserve & Surplus	2	46,955,484	40,409,104
2) Loan funds			
a) Secured Loans	3	63,144,230	105,985,306
b) Unsecured Loans	4	59,652,749	80,227,439
3) Deferred Tax Liabilities		17,339,730	17,419,215
<b>TOTAL</b>		<b>243,992,193</b>	<b>309,441,064</b>
<b>APPLICATION OF FUNDS</b>			
1) Fixed Assets	5		
a) Gross Block		156,710,276	153,385,474
b) Less: Depreciation		66,610,580	61,629,106
c) Net Block		90,099,696	91,756,368
Capital Work-in-progress		385,039	0
2) Investment	6	2,495,000	4,295,000
3) Current Assets, Loans & Advances			
a) Inventories	7	118,751,796	141,401,693
b) Sundry Debtors	8	37,256,880	69,821,410
c) Cash & Bank Balances	9	1,545,308	120,000
d) Loans and Advances	10	20,565,337	34,857,308
		178,119,321	246,200,411
Less : Current Liabilities & Provisions	11		
a) Current Liabilities		22,735,863	28,696,088
b) Provisions		4,371,000	4,114,627
		27,106,863	32,810,715
Net Current Assets		151,012,458	213,389,696
<b>TOTAL</b>		<b>243,992,193</b>	<b>309,441,064</b>
Significant Accounting Policies & Notes on Accounts	20		

As per our Report of Even Date  
For, **O. P. BHANDARI & CO**  
Chartered Accountants

**(O. P. Bhandari)**  
Partner  
M.No. 34409  
Ahmedabad  
August 22, 2009

**Shyam Sunder Tibrewal** *Chairman*  
**Rajendra Tikmani** *Managing Director*  
**Sanjeev Sharma** *Director*  
**Rishi Tikmani** *Director*

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH 2009**

Particulars	Schedule No.	As at 31.03.2009	As at 31.03.2008
<b>INCOME</b>			
Manufacturing Sales			
- Domestic		65,393,538	85,777,359
- Export		398,887,110	380,629,908
		<u>464,280,648</u>	<u>466,407,267</u>
Other Income	12	11,180,472	12,345,334
Increase/(Decrease) in Stock	13	(3,953,200)	(1,066,300)
		<u>471,507,920</u>	<u>477,686,301</u>
<b>EXPENDITURE</b>			
Raw Material Consumed	14	330,553,878	321,240,578
Excise Duty Paid		20,549,727	33,971,748
Sales Tax		3,964,435	5,435,915
Manufacturing Expenses	15	46,483,738	42,060,873
Payment to & Provision for Employees	16	3,341,244	3,551,052
Office & Administrative Charges	17	6,909,421	5,822,477
Selling & Distribution Exps.	18	25,404,474	30,572,459
		<u>437,206,917</u>	<u>442,655,102</u>
Operating Profit / (Loss)		34,301,003	35,031,199
Financial Charges	19	18,271,239	19,044,827
Loss on Sale of Motor Car		0	100,625
Depreciation	5	4,981,472	5,218,430
		<u>23,252,711</u>	<u>24,363,882</u>
Profit/(Loss) Before Tax		11,048,292	10,667,317
Less : Provision for Taxes			
Wealth Tax		63,000	40,037
Provision for Income Tax		4,179,000	4,050,000
Provision for Fringe Benefit Tax		165,000	104,003
Provision for Deferred Tax Liability / (Assets)		(79,485)	(233,141)
Income Tax Paid for earlier year		174,397	356,083
Profit / (Loss) After Tax		<u>6,546,380</u>	<u>6,350,335</u>
Profit/(Loss) brought forward from Last Year		38,909,104	32,558,769
PROFIT/(LOSS) CARRIED OVER TO BALANCE SHEET		<u>45,455,484</u>	<u>38,909,104</u>
<b>Earning per Shares</b> (Note No.: 5 to Schedule 19)		1.62	1.57
Significant Accounting Policies & Notes on Accounts	20		

As per our Report of Even Date  
For, **O. P. BHANDARI & CO**  
Chartered Accountants

(O. P. Bhandari)  
Partner  
M.No. 34409  
Ahmedabad  
August 22, 2009

**Shyam Sunder Tibrewal** *Chairman*

**Rajendra Tikmani** *Managing Director*

**Sanjeev Sharma** *Director*

**Rishi Tikmani** *Director*

# ANNUAL REPORT 2008-2009

## SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT AS AT 31st MARCH, 2009

Particulars	As at 31.03.2009	As at 31.03.2008
<b>SCHEDULE - 1</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised :</b>		
50,00,000 (50,00,000) Equity Shares of Rs. 10/- each	50,000,000	50,000,000
2,50,000 (2,50,000) Redeemable Preference Shares of Rs. 100/- each fully paid-up	25,000,000	25,000,000
	<u>75,000,000</u>	<u>75,000,000</u>
<b>Issued, Subscribed and Paid-up</b>		
<u>Ordinary Share Capital</u>		
40,40,000 (40,40,000) Equity Shares of Rs. 10/- each fully paid-up	40,400,000	40,400,000
<u>Preference Share Capital</u>		
1,65,000 (2,50,000 ) Redeemable Preference shares of Rs. 100/- each fully paid-up	16,500,000	25,000,000
	<u>56,900,000</u>	<u>65,400,000</u>
<b>SCHEDULE - 2</b>		
<b>RESERVE AND SURPLUS</b>		
Capital Redemption Reserve	8,500,000	0
Profit and Loss Account	36,955,484	38,909,104
Subsidy from State Government	1,500,000	1,500,000
	<u>46,955,484</u>	<u>40,409,104</u>
<b>SCHEDULE - 3</b>		
<b>SECURED LOANS</b>		
Cash Credit from State Bank of India	17,391,047	44,153,374
Export Packing Credit from State Bank of India	31,768,500	31,804,784
State Bank of India Loan	13,984,683	30,027,148
(All the above loans are secured by hypothecation of all present and future goods, book debts, other movable assets and equitable mortgage of immovable properties.)		
	<u>63,144,230</u>	<u>105,985,306</u>
<b>SCHEDULE - 4</b>		
<b>UNSECURED LOANS</b>		
From Body Corporate	18,883,842	26,296,562
From Others	40,768,907	53,930,877
	<u>59,652,749</u>	<u>80,227,439</u>

**SCHEDULE - 5  
FIXED ASSETS**

PARTICULARS	GROSS BLOCK					DEPRECIATION			NET BLOCK	
	As on 01.04.08	Additions/ Tr. during the Year	Sale during the year	Total as on 31.03.09	Provided upto 01.04.08	For the Year	Adjust- ment for sale	Total As on 31.03.09	As on 31.03.09	As on 31.03.08
1 Land	9,181,100	2,308,320	0	11,489,420	0	0	0	0	11,489,420	9,181,100
2 Building (Factory)	21,815,827	0	0	21,815,827	6,901,117	498,151	0	7,399,268	14,416,559	14,914,710
3 Building (Office)	3,262,491	0	0	3,262,491	118,962	51,239	0	170,201	3,092,290	3,143,529
4 Plant and Machinery	69,676,503	43,984	7,143	69,713,344	27,864,545	1,987,840	0	29,851,885	39,861,460	41,812,459
5 S. S. Plates	36,652,528	825,217	0	37,477,745	22,176,658	1,711,591	0	23,888,249	13,589,496	14,475,870
6 Printing Roll	2,806,724	0	0	2,806,724	2,202,778	68,306	0	2,271,084	535,640	603,946
7 Computer	566,775	65,750	0	632,525	362,349	40,286	0	402,635	229,890	204,426
8 Office Equipments	144,882	56,224	0	201,106	58,153	5,658	0	63,811	137,295	86,729
9 Air Conditioners	670,850	32,450	0	703,300	186,590	24,139	0	210,729	492,571	484,260
10 Electric Fittings	1,393,697	0	0	1,393,697	562,490	39,481	0	601,971	791,726	831,207
11 Motor Cars	6,483,988	0	0	6,483,988	932,622	527,376	0	1,459,998	5,023,991	5,551,367
12 Furniture	568,773	0	0	568,773	237,437	20,973	0	258,410	310,363	331,336
13 Laboratory Eqpmnt	11,336	0	0	11,336	5,532	275	0	5,807	5,529	5,804
14 Lift	150,000	0	0	150,000	20,376	6,157	0	26,533	123,467	129,624
<b>Total</b>	<b>153,385,474</b>	<b>3,331,945</b>	<b>7,143</b>	<b>156,710,276</b>	<b>61,629,108</b>	<b>4,981,472</b>	<b>0</b>	<b>66,610,580</b>	<b>90,099,696</b>	<b>91,756,367</b>
Previous Year	152,229,130	2,804,200	1,647,856	153,385,474	57,547,907	5,218,430	1,137,231	61,629,106	91,756,368	94,681,224
<b>Particulars</b>								<b>As at 31.03.2009</b>	<b>As at 31.03.2008</b>	

**SCHEDULE - 6  
INVESTMENTS (at cost)**
**Unquoted - Long Term**
**Companies Under the Same Management**

2,49,500 Equity Shares of Rs. 10 each of Chow Choon Alfa Ltd. 2,495,000 2,495,000

**Other**

Samrat Industries Pvt. Ltd.

Preference Shares : Nil (P.Y. 16,000) Shares of Rs. 100/- each 0 1,600,000

Equity Shares : Nil (P.Y. 20,000) shares of Rs. 10/- each 0 200,000

2,495,000 4,295,000

**SCHEDULE - 7  
INVENTORIES**

(Refer Note No. VII of Schedule 20)

- Finished Goods	10,755,900	14,492,800
- Work-in-Process	359,550	575,850
- Raw Material	107,603,976	125,783,043
- Packing Material	32,370	550,000
	<u>118,751,796</u>	<u>141,401,693</u>

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Particulars	As at 31.03.2009	at 31.03.2008
<b>SCHEDULE - 8</b>		
<b>SUNDRY DEBTORS</b>		
( Unsecured, considered good for which company hold no security)		
- More than Six Months old	294,186	712,291
- Other Debts (includes Export Bills aggregating Rs. 1,39,84,683/- discounted by Bank.)	36,962,694	69,109,119
	<u>37,256,880</u>	<u>69,821,410</u>
<b>SCHEDULE - 9</b>		
<b>CASH AND BANK BALANCES</b>		
Cash on Hand	100,000	100,000
Balance in Current Account with Schedule Banks (Max. Balance during the year is Rs. 36,24,986/-)	1,445,308	20,000
	<u>1,545,308</u>	<u>120,000</u>
<b>SCHEDULE - 10</b>		
<b>LOANS AND ADVANCES</b>		
(Unsecured, considered Good by the Management) for which company hold no security)		
Advances (recoverable in cash or in kind or for value to be received)	14,050,851	31,097,858
Deposits	2,448,570	2,169,993
Income Tax advances	3,528,907	1,019,957
Prepaid Expenses	537,009	569,500
	<u>20,565,337</u>	<u>34,857,308</u>
<b>SCHEDULE - 11</b>		
<b>CURRENT LIABILITIES AND PROVISIONS</b>		
<b>a) Current Liability</b>		
Sundry Creditors for Goods (SSI : Nil)	21,182,069	26,724,882
Sundry Creditors for Expenses	742,457	1,236,504
T D S Payable	811,337	734,702
	<u>22,735,863</u>	<u>28,696,088</u>
<b>b) Provisions</b>		
Unpaid Expenses	27,000	14,302
Provision for Income Tax	4,179,000	4,050,000
Provision for Fringe Benefit Tax	165,000	50,325
	<u>4,371,000</u>	<u>4,114,627</u>
	<u>27,106,863</u>	<u>32,810,715</u>
<b>SCHEDULE - 12</b>		
<b>OTHER INCOME</b>		
Export Incentive Received	11,051,341	11,000,000
Interest on deposits	127,684	88,030
Foreign Exchange Gain	0	349,373
Miscellaneous Income	1,447	907,931
	<u>11,180,472</u>	<u>12,345,334</u>

Particulars	As at 31.03.2009	As at 31.03.2008
<b>SCHEDULE - 13</b>		
<b>(INCREASE)/DECREASE IN STOCK</b>		
<b>Closing Stock</b>		
Finished Goods	10,755,900	14,492,800
Work-in-process	359,550	575,850
	<u>11,115,450</u>	<u>15,068,650</u>
<b>Less : Opening Stock</b>		
Finished Goods	14,492,800	15,375,550
Work-in-process	575,850	759,400
	<u>15,068,650</u>	<u>16,134,950</u>
(INCREASE)/DECREASE IN STOCK	<u>(3,953,200)</u>	<u>(1,066,300)</u>
<b>SCHEDULE - 14</b>		
<b>DETAILS OF RAW MATERIAL CONSUMED</b>		
<b>Opening Stock</b>		
Colour and Chemicals	10,179,045	3,874,827
Paper Stock	115,603,998	145,014,863
	<u>125,783,043</u>	<u>148,889,690</u>
<b>Purchase</b>		
Colour and Chemicals	126,686,503	134,859,479
Paper Purchase/Printing	185,688,308	163,274,452
	<u>312,374,811</u>	<u>298,133,931</u>
	<u>438,157,854</u>	<u>447,023,621</u>
<b>Less : Closing Stock</b>		
Colour and Chemical	10,337,459	10,179,045
Paper Stock	97,266,517	115,603,998
	<u>107,603,976</u>	<u>125,783,043</u>
<b>RAW MATERIAL CONSUMPTION</b>	<u>330,553,878</u>	<u>321,240,578</u>
<b>SCHEDULE - 15 MANUFACTURING EXPENSES</b>		
Freight Inward	9,531,142	11,383,262
Labour Charges	5,496,243	7,449,076
Technology Purchase	185,665	0
Coal Purchase	12,285,858	8,296,623
Power and Fuel Expenses	12,038,636	10,279,017
Repairs and Maintenance Expenses	1,007,901	796,109
Consumption of stores	5,938,293	3,856,786
	<u>46,483,738</u>	<u>42,060,873</u>

# ANNUAL REPORT 2008-2009

Particulars	As at	As at
	31.03.2009	31.03.2008
<b>SCHEDULE - 16 PAYMENT TO AND PROVISION FOR EMPLOYEES</b>		
Salary	2,023,671	2,657,476
Directors' Remuneration	9,00,000	0
Bonus	80600	444800
Staff Welfare Expenses	18,405	20,502
Provident Fund	318,568	428,274
	<u>3,341,244</u>	<u>3,551,052</u>
<b>SCHEDULE - 17 OFFICE AND ADMINISTRATIVE EXPENSES</b>		
Auditors' Remuneration	45,223	41,573
Computer expense	77,750	12,250
Conveyance Exps.	74,860	46,928
Electricity Expenses	104,007	114,616
Legal and Professional Fees	1,132,514	941,634
Listing Fees	33,479	30,000
Miscellaneous Expenses	115,342	21,011
Postage and Courier Charges	1,125,887	1,227,653
Rates and Taxes	80,763	217,806
Stationery and Printing Expenses	170,567	115,098
Communication Expenses	447,634	433,597
Travelling Expenses	957,657	297,645
Vehicle Repairs	40,446	55,412
Insurance Expenses	1,592,492	1,306,867
Security Charges	910,800	960,387
	<u>6,909,421</u>	<u>5,822,477</u>
<b>SCHEDULE - 18 SELLING AND DISTRIBUTION EXPENSES</b>		
Advertisement and Publicity	498,568	447,392
Export Document Despatch Expenses	14,781,581	17,507,845
Export inspection fees	12,500	11,000
Sales Promotion Expenses	67,885	51,401
Discount given	1,848,070	227,205
Packing Exps.	8,195,870	12,327,616
	<u>25,404,474</u>	<u>30,572,459</u>
<b>SCHEDULE - 19 FINANCIAL CHARGES</b>		
Interest	14,495,077	15,912,920
Bank charges	3,776,162	3,131,907
	<u>18,271,239</u>	<u>19,044,827</u>

**SCHEDULE – 20  
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS****1. Significant Accounting Policies:****I. Basis of preparation of Financial Statements:**

The Financial Statements are prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with accounting principles generally accepted in India ("Indian GAAP") and are in compliance with Accounting Standards issued by the Institute of Chartered Accountants of India ("ICAI") and the provisions of Companies Act, 1956.

**II. 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 as at the date of the financial statements and the reported amounts of incomes and expenses during the year. Difference between the actual results and estimates are recognised in the period in which the results are known.

**III. Valuation of Inventories:**

The Inventory has been valued as under:

- a) Raw Materials, Stores and Spares are valued at cost.
- b) Work in progress is valued at cost.
- c) Finished goods are valued at lower of cost and Net Realisable Value.

**IV. Depreciation:**

Depreciation on Fixed Assets is provided on written down value method at the rates specified in Schedule XIV of the Companies Act, 1956 on full year basis.

**V. Revenue Recognition:**

- i. Sales are recognised on dispatch of goods to customers and represents amount invoiced, inclusive of excise duty and sales tax.
- ii. To account for all purchases exclusive of excise duty, as duty paid on all inputs is monitored through a distinct account.
- iii. Insurance claims are accounted for as and when admitted by the appropriate authorities.
- iv. The benefits in respect of Advance Licenses/ Credit in Pass Book scheme received by the Company against export made by it are recognised as and when goods are imported against them or the Advance Licenses are sold, as the case may be.

**VI. Fixed Assets**

- a) Fixed Assets are stated at cost less accumulated depreciation. Costs include all expenses incurred to bring the assets to its present location and conditions.
- b) The Company availed CENVAT benefit on Fixed Assets.
- c) Machinery spares which are specific to particular item of fixed assets and whose use is irregular are capitalised as part of the cost of machinery.
- d) Fixed assets are eliminated from financial statements on disposal. The Capitalised cost of such assets disposed assets are removed from the fixed asset records.

**VII. Investments:**

Investments are stated at cost of acquisition.



# ANNUAL REPORT 2008-2009

## VIII. Foreign Currency Transactions:

- a) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of transaction.
- b) Any income or expense on account of exchange difference either on settlement or on translations recognised in the Profit and Loss Account except Fixed Assets acquisition in which they are adjusted to the carrying cost of such assets.

## IX. Retirement Benefits:

Liability for Gratuity is accounted on cash basis.

## X. Provision for Taxation:

Provision for Income tax and fringe benefit tax for the current year is based on the estimated taxable income for the period in accordance with the provisions of the Income Tax Act, 1961.

The Deferred Tax resulting from timing difference between book and taxable profit is accounted for using tax rates & tax laws that have been enacted or substantively enacted as at the Balance Sheet date.

## 2. Segment Reporting

The Company does not have any reportable segment as defined in Accounting Standard (AS-17) on "Segment Reporting" issued by the Institute of Chartered Accounts of India.

## 3. Deferred Tax

As per AS - 22 on "Accounting for taxes on income" issued by ICAI, the company has accounted for deferred tax during the year as follows:

	Opening as on 01.04.08	Charged /(Credited) During the Year	Closing as on 31.03.09
Deferred Tax Liability			
Timing differences on depreciation	17,419,215	(79,485)	17,339,730
<b>Total</b>	<b>17,419,215</b>	<b>(79,485)</b>	<b>17,339,730</b>

## 4. Related Party Disclosures :

### (A) Related Parties and Their Relationship

- (a) Associate Parties :
  - i. Amrut Goyal Developers Pvt.Ltd.
  - ii. Chow Choon Alfa Ltd.
  - iii. Tikmani Corporation
  - iv. Rajendra Enterprise
- (b) Key Management Personnel :
  - i. Rishi Tikmani
  - ii. Rajendra Tikmani
- (c) Relatives of Key Management Personnel :
  - i. Pooja Tikmani
  - ii. Vimla Tikmani

(B) Transactions with Related Parties

Nature of Transaction	(Rs: in Lacs)			Total
	(a)	(b)	(c)	
Salary	—	—	3.60	3.60
Director's Remuneration	—	9.00	—	9.00
Loans repaid	95.18	9.17	3.50	107.85
Loan taken	333.72	12.09	2.51	348.32

5. Earnings per Shares

Particulars	As on	As on
	31.03.2009	31.03.2008
Profit /(Loss) after Tax (Rs. in Lacs)	65.46	63.50
Number of Equity Shares	40,40,000	40,40,000
Nominal Value of Shares	10	10
<b>Basic and Diluted Earnings Per Share</b>		
Before Extraordinary item (Rs.)	1.62	1.57
After Extraordinary item (Rs.)	1.62	1.57

6. 85,000 Redeemable Preference Shares issued by the Company have been redeemed in accordance with Provisions of Section 80 / 80A of the Companies' Act, 1956 during the year. Balance redeemable preference shares can be redeemed at any time before 29.08.2013.
7. The Company is yet to appoint a qualified Company Secretary as required by Section 383A of the Companies' Act, 1956. Pending the appointment of a qualified Company Secretary the services of practicing Company Secretary are being availed for due compliance of the law.
8. As per information and explanation given to us the sundry creditors do not include any amount due to small scale industrial undertaking exceeding Rs. 1.00 Lacs each outstanding for more than 30 days.
9. There is no contingent liability as informed by the Management.
10. In the opinion of the Management, the Current Assets, Loans and Advances are approximately of the value stated, if realised in the ordinary course of business.
11. Previous year's figures have been regrouped and/or rearranged wherever necessary.
12. All figures have been rounded off to the nearest rupee.
13. **Additional information pursuant to the provision of Part II of schedule VI of the Company Act ,1956**

(a) Licensed and Installed capacity

Product	Licensed Capacity	Installed Capacity (p.a.)	Production (p.a.)
Unit- I Laminate Sheets	Not Applicable	13.00 Lacs	10.33Lacs
Unit-II Laminate Sheets	Not Applicable	6.00 Lacs	3.64 lacs

# ANNUAL REPORT 2008-2009

(b) Details in respect of Products manufactured, turnover, stocks, raw material consumed etc. to the extent applicable.

PARTICULARS	2008-2009		2007-2008	
	Qty. (in Kgs)	Value (Rs. lakhs)	Qty. (in Kgs)	Value (Rs. lakhs)
<b>Opening Stock</b>				
Raw material	485,431	1156.04	470,371	1450.15
Colour & Chemicals	142,474	101.79	74,919	38.75
Finished goods (Nos)	53,483	144.93	48,354	144.93
<b>Add: Purchase/Production</b>				
Raw material	3,553,794	1856.88	3,892,816	1632.74
Colour & Chemicals	3,430,746	1266.87	4,037,268	1348.59
Finished goods (Nos)	1,396,596	3770.38	1,810,950	3633.01
<b>Less: Consumption/Sales</b>				
Raw material	3,381,810	2040.26	3,877,756	1926.85
Colour & Chemicals	3,472,605	1265.28	3,969,713	1285.55
Finished goods (Nos)	1,414,226	3807.75	1,805,821	3633.01
<b>Closing Stock</b>				
Raw material	657,414	972.67	485,431	1156.04
Colour & Chemicals	100,615	103.37	142,474	101.79
Finished goods (Nos)	35,853	107.56	53,483	144.93

(c) Foreign Currency Transactions:

Particulars	2008-2009	2007-2008
a. Total Foreign Exchange earned	4067.75	3609.83
b. Expenditure in Foreign Currency	1.85	NIL
c. C.I.F. Value of Imports		
Capital Expenditure	3.84	4.08
Raw Materials and Others	1431.90	1131.74

(d) Particulars of Directors' Remuneration:

Name	Designation	(Rs. In Lacs) 2008-09
a) Rajendra Tikmani	Managing Director	4.20
b) Rishi Tikmani	Executive Director	4.80
<b>Total</b>		<b>9.00</b>

(e) Auditors' Remuneration

Particulars	2008-2009	2007-2008
Audit fees	38,605	33,672
Company Law Matters	5,515	5,612
Certification Work	1,103	2,245
<b>Total</b>	<b>45,223</b>	<b>41,529</b>

As per our Report of Even Date  
For, **O. P. BHANDARI & CO**  
Chartered Accountants

(O. P. Bhandari)  
Partner  
M.No. 34409  
Ahmedabad  
August 22, 2009

**Shyam Sunder Tibrewal** Chairman  
**Rajendra Tikmani** Managing Director  
**Sanjeev Sharma** Director  
**Rishi Tikmani** Director

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE****I. Registration Details**

Registration Number	: 16763
State Code	: 04
Balance Sheet Date	: 31.03.2009

**II. Capital Raised During the Year (Amount in Thousand)**

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

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

Total Assets	: 243,992
Total Liabilities	: 243,992

**Sources of Funds**

Paid up Capital	: 56,900
Reserves & Surplus	: 46,955
Secured Loans	: 63,144
Unsecured Loans	: 59,653
Deferred Tax Liabilities	: 17,340

**Application of Funds**

Net Fixed Assets	: 90,485
Investments	: 2,495
Net Current Assets	: 151,012
Misc. Expenditures	: NIL

**IV. Performance of the Company**

Turnover	: 471,508
Total Expenditure	: 460,459
Profit/ (Loss) Before Tax	: 11,048
Profit/(Loss) After Tax	: 6,546
Earning Per Shares in Rs.	: 1.62
Dividend Rate %	: NIL

**V. Generic Name of three Principal Products/ Services of the Company (As per monetary terms)**

Item Code No.	: 44109001
Product Description	: Laminated Sheets

As per our Report of Even Date  
For **O. P. BHANDARI & CO**  
*Chartered Accountants*

**(O. P. Bhandari)**  
*Partner*

M.No. 34409

Ahmedabad

August 22, 2009

**Shyam Sunder Tibrewal**

*Chairman*

**Rajendra Tikmani**

*Managing Director*

**Sanjeev Sharma**

*Director*

**Rishi Tikmani**

*Director*

# ANNUAL REPORT 2008-2009

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

	For the Year Ended on 31/03/2009 Rs.	For the Year Ended on 31/03/2008 Rs.
<b>A. Cash Flow arising Operating Activities</b>		
Net Profit Before Taxes	11,048,292	10627280
Adjustment for :		
Depreciation	4,981,472	5,218,430
Interest Paid on Term Loan	14,495,077	15,912,920
Loss on sale of Motor Car	0	100,625
Interest Income	(127,684)	(88,030)
Foreign Exchange Gain	0	(349,373)
Bad Debts	0	227,205
<b>Operating Profit Before changes in Working Capital</b>	<b>30,397,157</b>	<b>31,649,057</b>
<b>Adjustment for Working Capital changes</b>		
Inventories	22,649,897	24,198,905
Receivables	32,564,530	(31,317,953)
Loans & Advances	14,291,971	1,257,916
Current Liabilities & Provisions	(5,949,704)	(15,649,797)
<b>Net Cash from Working Capital changes</b>	<b>63,556,694</b>	<b>(21,510,929)</b>
<b>Taxes Paid</b>	<b>(4,328,400)</b>	<b>(4,146,068)</b>
<b>Net Cash flow from Operating Activities</b>	<b>89,625,451</b>	<b>5,992,060</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(3,331,945)	(3,046,050)
Receipts from Fixed Assets sale	0	410,000
Interest Income	127,684	88,030
Sale of Investments	1,800,000	0
Investment in capital work in progress	(385,039)	0
<b>Net Cash from Investing Activities</b>	<b>(1,789,300)</b>	<b>(2,548,020)</b>
<b>C. Cash Flow from Financing Activities</b>		
Secured Loan	(42,841,076)	15,161,972
Unsecured Loan	(20,574,690)	(2,953,350)
Interest paid on Term Loan	(14,495,077)	(15,912,920)
Redemption of preference shares	(8,500,000)	0
<b>Net Cash from Financing Activities</b>	<b>(86,410,843)</b>	<b>(3,704,298)</b>
<b>Net increase(decrease) In Cash or Cash Equivalents</b>	<b>1,425,308</b>	<b>(260,257)</b>
<b>Opening Cash or Cash Equivalents</b>	<b>120,000</b>	<b>380,257</b>
<b>Closing Cash or Cash Equivalents</b>	<b>1,545,308</b>	<b>120,000</b>

As per our Report of Even Date  
For, **O. P. BHANDARI & CO**  
Chartered Accountants

(O. P. Bhandari)  
Partner  
M.No. 34409  
Ahmedabad  
August 22, 2009

Shyam Sunder Tibrewal

Chairman

Rajendra Tikmani

Managing Director

Sanjeev Sharma

Director

Rishi Tikmani

Director

**ALFA ICA (INDIA) LTD.**

Registered office : 1-4 Uma Industrial Estate, Village Vasana-Iyawa, Tal. Sanand, Dist. Ahmedabad

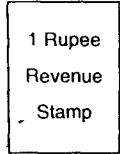
**FORM OF PROXY**

Regd. Folio No. \_\_\_\_\_ \*Demat A/c No. \_\_\_\_\_ DP ID No. \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being a member/members of the above named Company hereby appoint

of \_\_\_\_\_ or failing him \_\_\_\_\_  
of \_\_\_\_\_ as my /or proxy to  
vote for me/us and on my/our behalf at the 18th Annual General Meeting of the Company to be held on Friday, 25th day of  
September, 2009 at 4-00 p.m. or at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2009.



Signature \_\_\_\_\_

Note : The proxy and the Power of Attorney (if any) under which it is signed or a notarially certified copy of that Power must be deposited at the Registered office of the Company at 1-4 Uma Industrial Estate, Village Vasana-Iyawa, Tal. Sanand, Dist. Ahmedabad, not less than 48 hours before the date and time for holding the Annual General Meeting.

\* Applicable for member holding shares in demat form.

TEAR HEAR

**ALFA ICA (INDIA) LTD.**

Registered office : 1-4 Uma Industrial Estate, Village Vasana-Iyawa, Tal. Sanand, Dist. Ahmedabad

**ATTENDANCE SLIP**

(to be handed over, duly filled in, at the Entrance of the Meeting Place)

Name of the attending Member/Proxy (in block letters) :

Member's Folio No / Client ID. No. :

DP. ID. No. :

No. of Shares held :

I hereby record my presence at the Annual General Meeting on

Friday 25th day September, 2009.

Place : Sanand

\_\_\_\_\_  
Member's/Proxy's signature

BOOK-POST

To

*If undelivered, please return to :*

**ALFA ICA (INDIA) LTD.**

1-4 Uma Industrial Estate,  
Village Vasana- Iyawa,  
Tal. Sanand, Dist. Ahmedabad