

ICC



The Indian Card Clothing Company Ltd.
55th Annual Report 2008-09

SUMMARY OF FIVE YEARS DATA

(Rs. In Lac)

Sr. No.	Particulars	Year Ended				
		31.3.2009	31.3.2008	31.3.2007	31.3.2006	31.3.2005
	PROFIT AND LOSS ACCOUNT					
1.	Sales					
	Metallic Card Clothing	2472.43	3124.14	3078.47	2964.35	2664.66
	Woollen	518.78	473.81	593.33	724.80	1232.23
	Others	737.38	727.83	772.77	942.81	726.74
	Trading Goods	52.16	71.79	59.88	39.95	33.90
	Servicing Income	36.02	45.44	48.18	45.08	54.99
	Total	3816.77	4443.01	4552.63	4716.99	4712.52
	Includes Exports	658.44	1070.16	912.75	856.00	777.47
2.	Other Income					
	Dividend and Interest	121.11	66.41	127.07	68.85	58.80
	Profit on sale of Investments	113.86	353.03	376.14	530.41	525.96
	Profit on sale of Assets	0.83	4.75	988.50	666.63	6.66
	Rent Received	364.84	343.36	279.17	109.03	121.36
	Others	105.64	58.26	50.62	55.08	66.19
	Total	706.28	825.81	1821.50	1430.00	778.97
3.	Material Cost including stock change	1539.72	1642.98	1549.56	1602.79	1643.85
4.	Staff Cost	1247.61	1332.46	1129.12	1132.36	1038.91
5.	Other Expenses	1246.14	1356.48	1503.84	1401.93	1244.51
6.	Depreciation	254.44	242.70	235.59	141.03	147.07
7.	Interest	20.37	2.16	1.13	0.93	1.32
8.	Profit before tax	214.77	692.04	1954.89	1867.36	1415.83
9.	Current and deferred tax	49.49	222.11	323.40	331.87	342.51
10.	Profit after tax	165.28	469.93	1631.49	1535.49	1073.32
11.	Earning per share Rs.	3.63	10.33	35.85	33.74	23.58
12.	Dividend per share Rs.	2.50	6.00	12.50	12.50	12.00
	BALANCE SHEET					
13.	Fixed Assets					
	Gross Block	8584.78	7176.57	6533.67	5137.09	3803.97
	Depreciation	(2847.52)	(2619.31)	(2394.24)	(2207.03)	(2310.40)
	Net Block	5737.26	4557.26	4139.43	2930.06	1493.57
14.	Investments	2207.40	3026.52	2525.82	2053.37	3274.21
15.	Bank Deposits	2.76	2.53	2.41	102.49	125.52
16.	Other Current Assets	2246.98	2582.94	2365.11	3024.59	2532.46
17.	Security Deposits	(835.19)	(835.69)	(258.82)	(225.10)	(269.60)
18.	Other Current Liabilities and Provisions	(1214.03)	(1521.39)	(981.25)	(950.53)	(1109.34)
19.	Deferred tax	79.73	99.47	12.84	25.84	16.61
20.	APPLICATION OF FUNDS	8224.91	7911.64	7805.54	6960.72	6063.43
21.	Share Capital	455.11	455.11	455.11	455.11	455.11
22.	Reserves and Surplus	7462.68	7430.53	7350.43	6371.02	5484.21
23.	Loan Funds	307.12	26.00	-	134.59	124.11
24.	SOURCES OF FUNDS	8224.91	7911.64	7805.54	6960.72	6063.43

THE INDIAN CARD CLOTHING COMPANY LIMITED

DIRECTORS

K. K. Trivedi, Chairman
Prashant K. Trivedi, Deputy Chairman
M. K. Trivedi, Managing Director
H. C. Asher
M. M. Shah
J. M. Kothary
C. M. Maniar
Sudhir Merchant

AUDITORS

M/s. B. K. Khare & Co.
706/708, Sharda Chambers,
New Marine Lines,
Mumbai 400 020

SOLICITORS

M/s. Crawford Bayley & Co.
State Bank Building,
N. G. Vaidya Marg,
Mumbai 400 023

MANAGEMENT TEAM

M. K. Trivedi, Managing Director
A. D. Dahotre, Vice President
(Finance) and Company Secretary
U. V. Bhawe, Vice President
(Human Resources)
H. Chandrashekhar, General Manager
(Sales & Marketing)
A. B. Pawar, General Manager
(Production)

BANKERS

Corporation Bank
HDFC Bank
ICICI Bank

ANNUAL GENERAL MEETING

12.00 noon, Friday
14th August, 2009 at the Registered Office

REGISTERED OFFICE

Mumbai-Pune Road,
Pimpri, Pune 411018.
Tel.:(020)39858200
Website: www.cardindia.com
e-mail: accounts@cardindia.com

REGISTRAR AND SHARE TRANSFER AGENTS

Sharepro Services (India) Pvt Ltd
13 AB Samhita Warehousing Complex, 2nd Floor
Off. Andheri Kurla Road
Sakinaka Telephone Exchange Lane
Sakinaka, Andheri East
Mumbai 400 072
Tel : (022) 67720300, 67720348, 67720400
Fax : (022) 28591568
email : sharepro@shareproservices.com

CONTENTS

Notice to the Shareholders.....	2
Directors Report.....	7 - 15
Auditors Report.....	16 - 19
Balance Sheet.....	20
Profit and Loss Account.....	21
Cash Flow Statement.....	22
Schedule 1 to 11.....	23 - 35
Statement U/S 212.....	36
Garnet Wire Ltd.....	37 - 50
ICC International Agencies Ltd.	51 - 68
Shivraj Sugar & Allied Products Pvt. Ltd.	69 - 71
Consolidated Accounts.....	72 - 82

NOTICE

NOTICE is hereby given that the FIFTY-FIFTH ANNUAL GENERAL MEETING of the Members of THE INDIAN CARD CLOTHING COMPANY LIMITED will be held at the Company's Registered Office at Mumbai-Pune Road, Pimpri, Pune 411 018, at 12 noon on Friday, 14th August, 2009 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, and adopt the Audited Balance Sheet as at 31st March, 2009, and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare final dividend for the year ended on 31st March, 2009.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

4. To consider, and if thought fit, to pass, with or without modifications, the following resolution, as a Special Resolution:

"RESOLVED pursuant to the provisions of Section 198, 269, 309, 314, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, that the Company hereby approves the re-appointment of Mr. M. K. Trivedi as the Managing Director of the Company, on such remuneration and other terms and conditions as contained in the Agreement dated 12th August, 2008 entered between the Company and Mr. M. K. Trivedi, with effect from 1st October, 2008 to 30th September, 2011.

RESOLVED FURTHER that the remuneration proposed to be paid to Mr. M.K Trivedi in terms of the aforesaid agreement shall be paid as a minimum remuneration even in the absence or inadequacy of profits for any year during the tenure of his holding the office as the Managing Director of the Company".

5. To consider, and if thought fit, to pass, with or without modifications, the following resolution, as an Ordinary Resolution :

"RESOLVED pursuant to the provisions of Section 198, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 and the Articles of Association of the Company that approval of members of the Company be and is hereby accorded for the payment of fee to the Directors including alternate directors (other than a Managing or Whole time Director, if any) for attending each meeting of the board of directors of the Company and / or any Committee thereof, of such amount as the Board may fix, subject to maximum sum as may be prescribed by the law or by the Central Government or any other authority from time to time."

Registered Office:
Mumbai-Pune Road
Pimpri, Pune 411 018

Pune, 19th June, 2009

By Order of the
Board of Directors

A. D. Dahotre
Company Secretary

THE INDIAN CARD CLOTHING COMPANY LIMITED

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 4th August, 2009 to 14th August, 2009 both days inclusive.
3. The final dividend on Equity Shares, as recommended by the Directors for the year ended 31st March, 2009, if declared at the meeting, will be paid within 30 days of the date of the Annual General Meeting to those members whose names appear on the Register of Members of the Company as on the date of the Annual General Meeting.
4. In terms of provisions of section 205A of the Companies Act, 1956, the amount of Rs.239,582/- of final dividend for year ended 31st March, 2001 remaining unpaid or unclaimed for a period of seven years from the date of payment, was transferred to the Investor Education and Protection Fund of the Central Government. Members are requested to claim from the Company any unpaid dividend for subsequent period. As per Section 205C, no claim shall lie against the Company or the said fund in respect of amounts remaining unclaimed or unpaid for a period of seven years and transferred to the said fund.
5. Members are requested to bring the copy of their Annual Report and the Attendance slip at the Annual General Meeting.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company Secretary, so as to reach at least seven days before the date of the meeting, so that the information required may be made available at the meeting. The members using electronic mail may send questions to e-mail address: adahotre@cardindia.com.
7. Members holding shares in physical form may advise number and type of account, name of bank and branch to the Company Secretary so that the same can be printed on the dividend warrant in addition to the name to avoid possibility of misuse. Members holding shares in electronic form are requested to verify correctness of their bank particulars with their Depository Participant.
8. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as provided under Section 109A of the Companies Act, 1956, are requested to submit the details to the Company's Registrar and Share Transfer Agent.
9. An explanatory statement under section 173 of the Companies Act, 1956 is annexed hereto.

EXPLANATORY STATEMENT

Pursuant to Section 173 of the Companies Act, 1956.

ITEM 4

The Company is engaged in manufacture and sale of card clothing, a component of textile machinery, from 1955. Profit before tax as percentage of sales and other income was 5% and earning per share of Rs.10 was Rs.3.95/- during the year ended 31st March, 2009. The Company has been consistently paying dividend and has been net foreign exchange earner. Total foreign exchange earnings was Rs.658.44 lac and out-go was Rs.415.21 lac, including dividend remittance, during the year ended 31st March, 2009, 57.35% shares of the Company are held by MultiAct Industrial Enterprises Ltd., a foreign company. The Company has a subsidiary company in UK engaged in manufacture of metallic card clothing products for processing long staple fibres.

Mr. M.K. Trivedi ("Mr. Trivedi"), aged 47yrs, is a U.K. National, graduated LLB (Hons.) from The London School of Economics is a qualified Solicitor of the Supreme Court of England and Wales (U.K). Prior to joining the Company, Mr. Trivedi practiced as a Solicitor in United Kingdom, specialising in corporate law (mergers, acquisitions and joint ventures). Mr. Trivedi was inducted in the Company as General Manager with effect from 1st September, 1989 to oversee operations, especially marketing (in India and abroad), production/manufacturing and areas allied thereto.

Mr. Trivedi was appointed as an Executive Director of the Company, for a period of five years with effect from 1st October, 1992 to exercise such management powers and fulfill such duties and functions as may be entrusted to him by the Board of Directors ("the Board"). Mr. Trivedi was re-appointed as Executive Director at the Annual General Meeting held on 17th September, 1998 for a period of five years from 1st October, 1997. Mr. Trivedi was appointed as Managing Director of the Company at the Annual General Meeting held on 6th September, 2001 for a period from 1st January, 2001 to 30th September, 2002. Mr. Trivedi was re-appointed as the Managing Director of the Company at the Annual General Meeting held on (a) 29th August, 2003 for a period from 1st October, 2002 to 30th September, 2005 and (b) 22nd September, 2005 for a period from 1st October, 2005 to 30th September, 2008. With the efficient management of affairs by Mr. Trivedi, the Company has improved its profitability. Exports of card clothing increased from Rs.418 lac in the year 1999-2000 to Rs.658 lac in the year 2008-09. New products have contributed substantially to the turnover as well as profitability of the Company in the past couple of years.

At a meeting of the Board held on 12th August, 2008, the Company has re-appointed Mr. Trivedi as the Managing Director of the Company for a period of three years from 1st October, 2008 at a remuneration approved by the Remuneration Committee.

The Company has entered into an Agreement dated 12th August, 2008 with Mr. Trivedi on the remuneration in accordance with Schedule XIII of the Companies Act, 1956 ("the Act") and on the terms and conditions as under:

The terms of remuneration of the Managing Director subject to ceiling limits laid down in Sections 198 and 309 of the Companies Act, 1956 ("the Act") shall be as follows :

1. Appointment of Mr. M. K. Trivedi (hereinafter referred to as the Managing Director), shall be for a period of three years from 1st October, 2008. The Managing Director shall have general control of the business of the Company in the ordinary course of business.
2. **Remuneration:**

The terms of remuneration of the Managing Director subject to ceiling limits laid down in Sections 198 and 309 of the Act, shall be as follows :

- a. **Salary** : Salary of Rs.250,000/- (Rupees two lac fifty thousand only) per month.
- b. **Commission** : Amount as the Board may approve.

THE INDIAN CARD CLOTHING COMPANY LIMITED

c. **Perquisites** : In addition to salary and commission, perquisites as under:

- i) **Housing** : Furnished residential accommodation or in lieu thereof house rent allowance per month of 60% of monthly salary in case accommodation is located at Mumbai and 50% of monthly salary otherwise, with free fuel, gas, electricity, water and furnishings or reimbursement of charges hereof.
- ii) **Medical Reimbursement** : Actual expenses incurred in or outside India for self and family.
- iii) **Personal Travel** : Travel expenses of self and family in or outside India.
- iv) **Club Membership Fees** : Fees (including entrance/admission) subject to a maximum of any two clubs.
- v) **Personal Accident and Health Insurance** : Premium for accident insurance of self and health insurance for self and family.
- vi) **Provident Fund/Superannuation Fund/Annuity** : Contribution towards the Company's Provident Fund and Superannuation Scheme, or annuity fund or scheme of any retirement or pension fund or scheme as existing from time to time.
- vii) **Gratuity** : Benefit under the Company's Gratuity Scheme.
- viii) **Car** : Free use of car with driver for Company's business as well as personal use of car for self and family.
- ix) **Telephone** : Use of telephone at residence.
- x) **Leave** : On full pay and allowance as per Rules of the Company. Encashment of leave will be permitted as per the Rules. Leave accumulated on expiry/termination of the Agreement will be allowed to be carried forward or encashed.
- xi) **Leave Travel Concession** : Return passage for self and family, once in a year by business class, in case it is proposed that leave be spent in the home country.
- xii) **Others** : Any other expenditure as the Board may approve.

d. For the purpose of calculating the value of perquisites hereinabove, items at (vi), (vii), (ix) (x) and (xi) shall be excluded. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable or at actual cost.

e. In case, the Company has no profits or has inadequate profits, the Managing Director shall be entitled to be paid remuneration (by way of salary, perquisites and allowances) as mentioned herein.

f. The Managing Director shall not be entitled to receive any fees for attending meetings of the Board and/or any Committee thereof.

- 3. The Managing Director shall be entitled to reimbursement of all entertainment and other expenses actually incurred for the business of the Company.
- 4. The Managing Director shall not become interested or otherwise be concerned through his wife and/or minor children in any selling agency of the Company.
- 5. The employment of the Managing Director shall forthwith be determined if he shall become insolvent or make any composition or arrangement with his creditors or shall cease to be the Director of the Company.

6. The Company may by a notice in writing to the Managing Director determine the contract if he is guilty of inattention or negligence.
7. The contract may be determined by giving six calendar months' notice in writing in that behalf by either party.
8. As required by Schedule XIII of the Act, the appointment and remuneration of the Managing Director shall be placed for approval by a resolution of the shareholders in a General Meeting.

As required under Section 302 of the Act, an abstract of the terms of appointment and remuneration payable to the Managing Director with effect from 1st October, 2008 and memorandum of interest was circulated to the members on 12th August, 2008.

The Agreement dated 12th August, 2008 executed between the Company and Mr. Trivedi is open for inspection of members at the registered office of the Company between 11 am and 1 pm on all working days.

Memorandum of concern or interest:

Mr. M. K. Trivedi is the son of Mr. K. K. Trivedi, the Chairman of the Company and brother of Mr. Prashant K. Trivedi, Deputy Chairman of the Company. Accordingly, Mr. K.K. Trivedi, Mr. Prashant K. Trivedi and Mr. M.K. Trivedi are concerned or interested in the proposed appointment and payment of remuneration.

ITEM 5

Article 120 (2) and (3) provide for payment of remuneration to a director who is neither in the whole time employment nor a managing director of the Company. The fee payable to such a director for attending each meeting of the board of directors and / or any committee thereof is specified to be maximum sum applicable to the Company as may be prescribed by law or by the Central Government from time to time.

At present the Company is remunerating to its directors who are neither in the whole time employment of the Company nor managing director by commission of 1% on profits of the Company as approved by the shareholders at its 54th Annual General Meeting of the Company held on 12th August 2008.

Any fee payable to a director (other than managing or whole time director) as provided in Article 120 (3) for attending a meeting of the board of directors and / or any committee thereof is subject to approval of the Company's general meeting. Accordingly, a resolution is proposed at Item 5 for shareholders approval for payment of such fee. Having regard to the time and attention required to be given by the non executive directors, it is proposed to remunerate them also by fee for attending each meeting of the board or committee thereof which shall be within the maximum sum applicable to the Company as may be prescribed by law or by the Central Government from time to time.

All Directors other than Mr. M. K. Trivedi are concerned or interested in the resolution as it concerns payment of fees to them. Mr. M. K. Trivedi being son of Mr. K. K. Trivedi and brother of Mr. Prashant K. Trivedi may also, as such be deemed to be interested in this resolution.

A copy of the articles of association of the Company is open for inspection of members at the registered office of the Company between 11am and 1 pm on all working days.

Registered Office:
Mumbai-Pune Road
Pimpri, Pune 411 018

Pune, 19th June, 2009

By Order of the
Board of Directors

A.D. Dahotre
Company Secretary

THE INDIAN CARD CLOTHING COMPANY LIMITED

Directors' Report

Your Directors present the Company's Balance Sheet as at 31st March, 2009, together with the Profit and Loss Account for the year ended on that date.

FINANCIAL RESULTS	(Rupees in Lac)	
	Year Ended 31-03-2009	Year Ended 31-03-2008
Sales and Other Income	4523.05	5268.82
Profit before Interest, Depreciation and Tax	490.25	936.90
Interest	20.37	2.16
Depreciation	255.11	242.70
Profit Before Tax	214.77	692.04
Provision for Tax	49.49	222.11
Profit(loss) after Tax	165.28	469.93

OPERATIONS-HIGHLIGHTS

Your Company's Sales and Servicing Income for the year was Rs.3816.77 lac as compared to Rs. 4443.01 lac in 2007-08.

Sale of metallic card clothing declined during the year to Rs. 2472.43 lac from Rs.3124.14 lac in the previous year. This reflected the general recessionary conditions in the textile industry. Sale of woollen card clothing increased during the year to Rs.518.78 lac from Rs.473.81 lac in the previous year due to higher demand for products manufactured from shoddy yarn. Exports decreased to Rs.658.44 lac during the year from Rs.1070.16 lac in the previous year as recessionary situation was acute in overseas markets.

New Manufacturing Facility at Nalagarh, Himachal Pradesh

Construction of the factory building at Nalagarh is completed. Installation of machines and trial production is in progress. Production will commence in the financial year 2009-10.

Realty

A commercial building is under construction in Pimpri and Progressing. The project is expected to be completed by 31 December, 2009.

DIVIDEND

Your Directors recommend final dividend of 25% for the year ended 31st March, 2009 (60% for the year ended 31st March, 2008).

SUBSIDIARY COMPANIES

ICC International Agencies Limited recorded decrease in income from Rs.691.70 lac in the previous year to Rs.590.81 lac in the current year. The subsidiary company recorded loss after tax of Rs.70.47 lac in the current year against previous year's profit after tax of Rs.151.59 lac. Loss after tax was mainly on account of lower commission income of Rs.173.14 lac in the current year against Rs.476.65 lac in the previous year. ICC International Agencies Limited did not declare dividend for the year (75% in the previous year).

Garnett Wire Limited (GWL), a U.K. Company, in which your Company has 60% of the issued share capital, recorded lower turnover from PDS 1107,648 to PDS 875,426 resulting in loss after tax at PDS 2,527/- against profit of PDS 20,635/- in the previous year. Loss for the year was on account of lower turnover. GWL did not pay dividend during the year (Nil in the previous year).

M/S. Shivraj Sugar and Allied Products Pvt. Limited, a subsidiary of the Company, has not commenced business.

DIRECTORS

The present Directors who were appointed for a period of three years under Article 115 at the 53rd Annual General Meeting held on 11th August, 2007 will continue to hold office.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, your Directors confirm that to the best of their knowledge and belief and according to the information and explanations made available to them:

1. in the preparation of the annual accounts, the applicable Accounting Standards have been followed;
2. appropriate accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the

Company as at 31st March, 2009 and of the profit of the Company for the year 1st April, 2008 to 31st March, 2009;

- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE

Your Company has complied with the guidelines on Corporate Governance under the Listing Agreement and a certificate from the Auditors of the Company as well as detailed report on Corporate Governance, approved by the Board of Directors of the Company is annexed to this report. A Management Discussion and Analysis Report also accompanies Report.

TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT

Your Company continues to satisfy the requirements of ISO 9001 as certified by Bureau Veritas Quality International (BVQI) for Metallic and Flexible Card Clothing and Accura Fixed Flats. The certificate was renewed in November, 2008 for a further period of three years. In-house Research and Development Centre during its ninth year of operation continued to make a contribution to the development of newer and improved products and processes.

Information regarding technology absorption is given in Annexure I and forms part of the report.

FOREIGN EXCHANGE EARNINGS AND OUT-GO

Total foreign exchange earnings	Rs.658.44 lac
Total foreign exchange out-go	Rs.415.21 lac

INDUSTRIAL RELATIONS

Industrial relations in the Company continued to be cordial during the year under review. Your Directors look forward to continuing participation of employees in the Company's efforts to increase productivity and maintain the high quality of its products.

PARTICULARS OF EMPLOYEES

Information required under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, is given in Annexure II.

CONSERVATION OF ENERGY

DAPC unit installed during the year improved power supply quality by reducing harmonic distortion. Maintenance of power factor at unity continued to entitle the Company to rebate in energy bill.

AUDITORS

M/s B.K. Khare & Co., the present auditors of the Company, have signified their consent to continue in office.

For and On Behalf of the Board of Directors

K. K. TRIVEDI

Chairman

Mumbai, 19th June, 2009

THE INDIAN CARD CLOTHING COMPANY LIMITED

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

PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION

Research and Development (R&D)

1. Specific areas in which R&D carried out by the Company	New products in the area of card room service equipments, new products for shoddy and carpet industry to improve the performance of the cards in the woollen mills, improvements in card up-gradation products to suit very high production cards supported by improvement in production processes.
2. Benefits derived as a result of the above R&D	Introduction of new product range, assisting cotton spinning and woollen industry to improve quality of their end products, technology up-gradation and reduction in cost of production.
3. Future plan of action	Further development of card room service equipments, new devices for proper maintenance of card clothing required for very high production cards, improvements in processes and card up-gradation products, development of card clothing for non-woven industry.
4. Expenditure on R&D:	
(a) Capital	Nil
(b) Recurring	Rs.72.44 lac
(c) Total	Rs.72.44 lac
(d) Total R&D expenditure as a percentage of total turnover	1.9%

Technology absorption, adaptation and innovation

1. Efforts, in brief, made towards technology absorption, adaptation and innovation	Development of card clothing to suit very high production cards, new products for card room service equipments, for different versions of woollen cards to improve the performance, process improvement of card clothing manufacturing.
2. Benefits derived as a result of above efforts	New product development, cost reduction and process improvement.
3. In case of imported technology (imported during the last five years reckoned from the beginning of the financial year), the following information may be furnished:	

Technology Imported	Year of Import	Has technology been fully absorbed?	If not fully absorbed, area where this has not taken place, reasons there-for and future plans of action
Nil			

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

Name of the Employee	Designation/ Nature of Duties	Qualification	Age (Years)
Mehul K. Trivedi	Managing Director	LLB (Hons) (U.K.) Solicitor Supreme Court of England & Wales	47
Experience (Years)	Date of Commencement of Employment	Remuneration Received (Rs.)	Previous Employment Company
20	01-09-1989	38,76,231/-	Solicitor S. J. Berwin & Co. London, England

Notes:

- Nature of employment is contractual. Other terms and conditions are as approved by the shareholders.
- Mr. Mehul K. Trivedi is a son of the Chairman, Mr. K. K. Trivedi and the brother of Mr. Prashant K. Trivedi, Deputy Chairman.
- Remuneration received includes salary, allowances, commission, Company's contribution to Provident Fund, Gratuity and Superannuation funds, medical benefits at actual expenditure and monetary value of perquisites as per Income Tax Rules for other benefits.

Management Discussion and Analysis**Industry Structure and Development**

The year has been dominated by the dramatic fall in demand for card clothing as the global economic downturn severely impacted the textile industry. However, the acute fall in demand for card clothing both to original equipment manufacturers and in the replacement market has not spurred any further acquisitions and the global card clothing industry continues to remain relatively fragmented.

Lower capital investments in carding machinery due to the poor economic environment has driven European manufacturers of carding machinery, like Trutzschler and Reiter who are also manufacturers of card clothing, to increase sales by offering extended guarantees on their carding machines only if their card clothing is used for re-clothing.

In an environment where customers continue to demand lower cost of card clothing even though there are upward cost pressures faced by the industry from steel and energy, in the global arena many card clothing manufacturers are focussing on their competitive strengths. Rather than investing in manufacturing products where they have very little competence or competitive advantage, they are sourcing those products. For example, flexible card clothing manufacturers are willing to source metallic card clothing from competitors and vice versa.

Opportunities***Competitiveness of the Indian Textile Industry***

In an environment of upward cost pressures from raw materials, principally, cotton, and energy, the Indian textile industry is looking for ways to reduce its operational costs, so as to remain competitive in the export markets. Indian textile mills are therefore, more inclined to substitute foreign manufactured card clothing for Indian products, which provide similar quality and life.

Exports

Although worldwide fibre consumption has declined, there is high potential for unit volume growth for the Company through exports over a period of time.

Regular participation in textile machinery exhibitions in thrust markets has helped to create an awareness of the Company, which is now perceived to be a reliable and committed supplier.

Threats***Extended Warranties***

The effort of European manufacturers of carding machinery to offer warranties on their machinery conditional on the textile mill using their own card clothing poses a threat to capture greater share of the re-clothing business. The threat is being countered by improving the quality of the Company's products and providing value added services based on the Company's accumulated knowledge and expertise in the Indian market.

Global Economic Outlook

With the background of a weak global economy and negative sentiment in the developed economies coupled with high levels of unemployment and weak retail sales, the textile industry in the developing countries may continue to see weak demand for its products. This will continue to exert downward pressure on demand for card clothing globally.

Operations

The Company's main business is the manufacture and marketing of card clothing. The conditions in the cotton textile industry deteriorated during the course of the financial year 2008-2009 partly due to the price of raw cotton, the appreciation of the Indian Rupee against the U.S. Dollar resulting in a severe squeeze on margins of textile industry, followed by the dramatic collapse of the financial institutions in the developed economies, which triggered a global economic slowdown.

The Company recorded a decline in turnover in cotton card clothing. As consumers switched their buying preference from polyester blankets to shoddy blankets, the demand for flexible card clothing used to process shoddy bucked the trend by registering a growth of 9.5% compared to last financial year. However, gross profit from operations declined by 47 percent.

Demand for carriers for Accura Carding elements also bucked the trend as mills that were processing fibre needed to replace these to maintain quality. Sales of Accura Beater segment, Sharprite, wire sharpening device and Sharprite Tops, the tops re-sharpening and cleaning device saw a decline as textile mills postponed any capital purchases due to high raw material costs and a squeeze on liquidity precluded any major expenditure.

Efforts to enhance the operating efficiency, including re-training manpower and introducing flexibility in manning depending on skills are continuing as these will become more critical over the years as demand for re-clothing new carding machines installed over the last few years comes up.

The above efforts are expected to result in supply of better quality products.

Outlook

The growth and profitability of card clothing business is highly dependent on the performance of the textile industry and yarn, being a global commodity, depends on market forces and the overall global economic outlook.

The Company hopes to further improve its operations by:

- (a) making further improvements in the quality of its products to meet the increasing demands from customers of high speed carding machines;
- (b) continuing to introduce new products which will increase the product portfolio of the Company and meet the requirements of the Company's existing and potential customers;
- (c) improving productivity in the manufacturing processes; and
- (d) identifying areas where costs can be reduced.

Internal Control Systems

The Company has a proper and well-established accounting and auditing system covering all areas of operations. The Company has upgraded its ERP system by implementing Oracle Applications at the end of the financial year ended 31 March 2007.

The Company has a costing system to help control costs and to take decisions on pricing.

A firm of auditors manned by technically and commercially qualified personnel carries out internal audit, which is followed up by discussions with each department and in the audit committee.

The manufacturing plant of the Company has ISO 9001 certification and this is renewed from time to time.

Cautionary Statement

The Management Discussion and Analysis Report contains forward looking statement based on data and information available with the Company and on its assumptions on the Company's economic situation and the global economic environment. Actual results might differ materially from those either expressed or implied.

55th ANNUAL REPORT 2008-2009

REPORT ON CORPORATE GOVERNANCE

In terms of the Listing Agreement with Stock Exchanges, the Board of Directors presents a report on the compliance of the said requirements in the following paragraphs.

1. THE COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's Corporate Governance policy aims at ensuring transparency, accountability and integrity in all its operations and in its relations with all stakeholders (Investors, Customers, Employees, Suppliers and Government) with a view to increasing value for all of them.

2. BOARD OF DIRECTORS

- 2.1 The Directors of the Company are persons of eminence having vast and varied experience in manufacturing, marketing, finance and corporate administration. The Board of Directors consists of seven non-executive Directors and one Managing Director. Mr. H. C. Asher, Mr. M. M. Shah, Mr. J. M. Kothary, Mr. C. M. Maniar and Mr. Sudhir Merchant are independent Directors who constitute more than one-third of the total strength of the Board.
- 2.2 The Board of Directors meets as often as required at interval of not more than four months and once in a calendar quarter. During the year, six meetings of the Board of Directors were held on 2nd June, 22nd July, 12th August, 21st October in the year 2008 and on 23rd January and 26th March in the year 2009.
- 2.3 Particulars of Directorship of Board, membership and office of Chairman of Board Committees across all companies and attendance at the Board meetings of the Company are given below:

Name of Director	Director-ships (Indian Public Companies)	Board Committee Member ship	Chairman of Board Committees	Board Meetings Attended	AGM Attended
Mr. K.K. Trivedi Chairman	3			5	Yes
Mr. Prashant K. Trivedi Deputy Chairman	2			4	Yes
Mr. M.K. Trivedi Managing Director	4	1		6	Yes
Mr. H.C. Asher	9	6	3	6	Yes
Mr. M.M. Shah	4	2	1	6	Yes
Mr. J.M. Kothary	6	2	2	6	Yes
Mr. C.M. Maniar	15	11	1	5	Yes
Mr. Sudhir Merchant	2	1		6	Yes

2.4 Particulars of Remuneration of Directors for the year ended 31st March, 2009:

Rs.Lac

Name of Director	Commission	Salary	Perquisites	Contributions to PF, etc.
Mr. K.K. Trivedi Chairman	-	-	-	-
Mr. Prashant K. Trivedi Deputy Chairman	-	-	-	-
Mr. M.K. Trivedi Managing Director	-	24.00	12.14	7.63
Mr. H.C. Asher Director	-	-	-	-
Mr. M.M. Shah Director	-	-	-	-
Mr. J.M. Kothary Director	-	-	-	-
Mr. C.M. Maniar Director	-	-	-	-
Mr. Sudhir Merchant Director	-	-	-	-

THE INDIAN CARD CLOTHING COMPANY LIMITED

3. AUDIT COMMITTEE

Audit Committee met on 28th May, 22nd July, 21st October in the year 2008 and on 23rd January and 26th March in the year 2009 to review annual and quarterly financial results and to review internal control systems, reports of internal auditor and operational aspects. The composition and particulars of meetings attended by members of the Committee are given below:

Name of the Director	No. of Meetings attended
Mr. J. M. Kothary Chairman Independent Director	5
Mr. H. C. Asher Independent Director	5
Mr. Sudhir Merchant Independent Director	5

The terms of reference of the Audit Committee are as set out in the Listing Agreement with the Stock Exchanges. The Managing Director was invited to attend and attended all meetings of the Committee. The Statutory Auditors were also present at the time of review of financial results. Internal auditors were present at the time of review of internal control systems, reports of internal auditors and operational aspects.

4. REMUNERATION COMMITTEE

The Remuneration Committee met on 12th August, 2008 to determine terms of appointment and remuneration payable to the Managing Director effective 1st October, 2008.

5. SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

The Committee met on 2nd June, 22nd July, 21st October in the year 2008 and on 23rd January and 26th March in the year 2009. The constitution and particulars of meetings attended by members of the Committee are given below:

Name of the Director	No. of Meetings attended
Mr. H. C. Asher Chairman Independent Director	5
Mr. J. M. Kothary Independent Director	5
Mr. M. K. Trivedi Managing Director	5

Company Secretary, Mr. A.D. Dahotre is the Compliance Officer.

Number of complaints received from shareholders in the nature of non-receipts of a) dividend warrants b) share certificates after transfer c) annual report: 69. All the complaints were resolved to the satisfaction of shareholders. Share transfers are not pending beyond 30 days.

6. GENERAL BODY MEETINGS

Last three Annual General Meetings of the Company were held as given below :

Date	Time	Venue
12th August, 2008	12 noon	Registered office of the Company
11th August, 2007	12 noon	Registered office of the Company
31st August, 2006	12 noon	Registered office of the Company

No special resolutions were put through postal ballot in the last AGM.

7. DISCLOSURES

There were no materially significant transactions with promoters, directors or the management, their subsidiaries or relatives that may have potential conflict with the interest of the Company at large. Other related party transactions have been disclosed at Note No.17 of Schedule No.11 to the Balance Sheet.

The Company has complied with the necessary requirements and no penalties or strictures were imposed on the Company by any Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

All the directors and senior management personnel have affirmed compliance with the Corporate Code of Conduct laid down by the Board of Directors of the Company.

CEO, the Managing Director and CFO, the Company Secretary, have made the necessary certification to the Board of Directors of the Company.

8. COMMUNICATION TO SHAREHOLDERS

Quarterly, half yearly and annual results and information relating to convening of general meetings are filed with the Stock Exchanges and are published in Indian Express and LokSatta newspapers, one each in English and local language, as required under the Listing Agreement. Financial results, dates of Board and Annual General Meeting are published on website of the Company at www.cardindia.com. Management Discussion and Analysis is part of the Annual Report.

9. GENERAL SHAREHOLDER INFORMATION

FINANCIAL CALENDAR:

AGM date, time and venue	Friday at 12 Noon, 14th August, 2009 at the Registered Office
Board Meeting for consideration of accounts and recommendation of dividend	19th June, 2009
Posting of Annual Reports	By 22nd July, 2009
Book closure dates	4th to 14th August, 2009
Last date for receipt of proxy forms	12th August, 2009,
Dividend payment date	By 10th September, 2009
Board Meetings for consideration of Quarterly results	Within one month from the end of quarter.

Listing on Stock Exchanges: Shares of the Company are listed on Bombay Stock Exchange (Stock Code: 509692), National Stock Exchange (Stock Code: INDIANCARD).

Monthly high and low quotation and volume of shares traded in the last financial year along with the sensex and nifty.

Month	NSE		Shares Traded	NIFTY	
	High	Low		High	Low
April-08	169.00	140.15	9,682	5,230.75	4,628.75
May-08	179.00	151.25	12,868	5,298.85	4,801.90
June-08	167.50	124.00	12,661	4,908.80	4,021.70
July-08	142.70	115.55	22,836	4,539.45	3,790.20
August-08	130.00	116.00	10,938	4,649.85	4,201.85
September-08	123.90	99.00	12,446	4,558.00	3,715.05
October-08	113.50	62.50	37,155	4,000.50	2,252.75
November-08	71.80	57.75	12,878	3,240.55	2,502.90
December-08	64.85	55.65	14,525	3,110.45	2,785.70
January-09	63.80	51.20	24,413	3,147.20	2,661.65
February-09	59.00	50.70	6,232	2,969.75	2,677.55
March-09	53.00	39.15	22,250	3,123.35	2,539.45

Source : Downloaded from NSE site, www.nseindia.com

THE INDIAN CARD CLOTHING COMPANY LIMITED

Month	BSE		Shares	SENSEX	
	High	Low	Traded	High	Low
April-08	167.45	145.10	18,636	17,480.74	15,297.96
May-08	174.00	154.25	12,920	17,735.70	16,196.02
June-08	160.00	122.50	16,818	16,632.72	13,405.54
July-08	138.70	115.25	16,983	15,130.09	12,514.02
August-08	131.90	115.50	15,509	15,579.78	14,002.43
September-08	123.90	103.00	13,100	15,107.01	12,153.55
October-08	113.75	65.00	16,550	13,203.86	7,697.39
November-08	73.00	55.60	21,354	10,945.41	8,316.39
December-08	64.90	56.70	26,230	10,168.54	8,467.43
January-09	61.00	54.10	29,220	10,469.72	8,631.60
February-09	58.50	51.10	12,086	9,724.87	8,619.22
March-09	54.30	41.65	25,576	10,127.09	8,047.17

Source: Downloaded from BSE site, www.bseindia.com.

Job of Registrar and Transfer Agents is carried out by M/s Sharepro Services, Mumbai. Transfer and dematerialisation of shares are processed by M/s Sharepro Services and are approved by Shareholders'/Investors' Grievance Committee. As per scheme of the Stock Exchange, Shareholders are given a period of 30 days for demat option. Average time taken for transfer of shares is three weeks.

Distribution of Shareholding:

Category	Shareholders		Shares of Rs.10	
	Number	Percent	Number	Percent
Upto 500	11841	96.48	1002099	22.02
501 to 1000	241	1.96	188481	4.14
1001 to 2000	95	0.77	138802	3.05
2001 to 3000	32	0.26	80353	1.77
3001 to 4000	13	0.11	48141	1.06
4001 to 5000	15	0.12	69116	1.52
5001 to 10000	22	0.18	149800	3.29
10001 and above	14	0.12	2874328	63.15
Total	12273	100.00	4551120	100.00

Dematerialisation of shares and liquidity: Company's shares have been notified by SEBI for transactions in demat mode for all type of investors. 37.65% of shares are held in demat mode by the shareholders.

Outstanding GDRs/ADRs/ Warrants/ convertible instruments: Nil.

Plant location: Mumbai-Pune Road, Pimpri, Pune 411018.

Address for correspondence: Mumbai-Pune Road, Pimpri, Pune 411018.

AUDITOR'S CERTIFICATE

To the Members of

The Indian Card Clothing Company Limited

1. We have examined the compliance of conditions of corporate governance by The Indian Card Clothing Company Limited, for the year ended 31st March 2009, as stipulated in Clause 49 of the Listing Agreement of the said company with the stock exchanges.
2. The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We state that in respect of investor grievances during the year ended 31st March 2009, no grievances are pending for period exceeding one month against the company as per the records maintained by the Share Transfer and Shareholders Grievance Committee.
5. 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.

For and on behalf of
B. K. KHARE & COMPANY
Chartered Accountants

Santosh Parab
Partner
(Membership No. 47942)

Mumbai, 19th June, 2009

THE INDIAN CARD CLOTHING COMPANY LIMITED

AUDITORS' REPORT

To the Members of The Indian Card Clothing Company Limited

1. We have audited the attached Balance Sheet of The Indian Card Clothing Company Limited as at 31st March 2009, the relative Profit and Loss Account and Cash Flow Statement for the year ended on that date, which we have signed under reference to this report. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with 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 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 section 227 (4A), of the Companies Act, 1956 of India ("the Act"), and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure, a statement on the matters specified in the paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of accounts as required by law have been kept by the Company, so far as appears from our examination of those books;
 - c. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - 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 Section 211 (3C) of the Act;
 - e. On the basis of the 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 Director in terms of clause (g) of sub section (1) of Section 274 of the Act; and
 - f. In our opinion, and to the best of our information and according to the explanations given to us, the said accounts, together with the Notes thereon and attached thereto, give, in the prescribed manner, the information required by the Act, and also 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 for the year ended on that date; and
 - (iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **B. K. Khare & Company**
Chartered Accountants

Santosh Parab
Partner

(Membership No. 47942)

Pune, 19th June, 2009

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of our Report of even date)

1. (a) The Company has maintained proper records to show full particulars, including quantitative details and situation, of its fixed assets.
(b) *The fixed assets of the Company have been physically verified by the management at reasonable intervals during the year and the discrepancies noticed have been properly dealt with in the books of account.*
(c) In our opinion, and according to information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
2. (a) The inventory of the Company has been physically verified by the management during the year. In our opinion the frequency of verification is reasonable.
(b) In our opinion, and according to information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) *On the basis of our examination of records of inventory, in our opinion, the Company has maintained proper records of inventory and the discrepancies noticed on physical verification between the physical stock and the book records were not material.*
3. The Company has neither granted nor taken loans, secured or unsecured to/ from companies, firms or other parties covered in the register maintained under Section 301 of the Act. As the Company has not granted/ taken any loans, secured or unsecured, to/ from companies, firms etc., listed in the register maintained under Section 301 of the Act, paragraphs 4(iii) (a) to (g) of the Order, are not applicable.
4. In our opinion and, according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Further, during the course of our audit, we have neither come across nor have we been informed of any instance of continuing failure to correct major weaknesses in the aforesaid internal control procedures.
5. (a) *On the basis of our examination of the books of account, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.*
(b) In our opinion, the transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to market prices prevailing at the relevant time as evaluated on the basis of quotations obtained from parties/ prices charged by the Company in case of similar transactions during the year and considering that having regard to certain items purchased/ sold are of a special nature in respect of which suitable alternative sources do not exist for obtaining comparative quotations in general.
6. The Company has not accepted any deposits under the provisions of Sections 58A and 58AA of the Act and the rules framed there under.
7. In our opinion, the Company's present internal audit system is commensurate with its size and the nature of its business.
8. *The maintenance of cost records has not been prescribed under section 209 (1) (d) for any of the products of the Company.*
9. According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the undisputed statutory dues in respect of provident fund, investor education and protector fund, employees' state insurance, income-tax, sales- tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable, have generally been regularly deposited by the Company during the year with the appropriate authorities.
10. The Company has neither accumulated losses as at 31st March 2009 nor it has incurred any cash loss either during the financial year ended on that date or in the immediately preceding financial year.

THE INDIAN CARD CLOTHING COMPANY LIMITED

11. Based on our audit procedures and on the information and explanations given by the Management, in our opinion, the Company has not defaulted in the repayment of any dues to any financial institution or bank or to debenture holders as at the balance sheet date.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, considering the nature of activities carried on by the Company during the year, the provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to the Company.
14. In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in securities. However, in respect of transactions relating to investment in certain securities, the Company has maintained proper records of transactions and contracts during the year and timely entries have been made therein. Further, such securities have been held by the Company in its own name.
15. Based on the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
16. Based on the information and explanations given to us, and on an overall examination of the balance sheet of the Company, in our opinion, funds raised on short-term basis have not been used for long-term investments.
17. The Company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act, during the year.
18. No debentures have been issued during the year.
19. The Company has not raised any money by public issue during the year.
20. During the course of our examination of the books of accounts carried out in accordance with the generally accepted auditing principles in India, we have neither come across any instance of fraud on or by the Company, either noticed or reported during the year, nor have we been informed of such case by the Management.

For **B. K. Khare & Company**
Chartered Accountants

Santosh Parab
Partner
(Membership No. 47942)

Pune, 19th June, 2009

55th ANNUAL REPORT 2008-2009

Balance Sheet as at 31st March, 2009

	Schedule	Rs. lac	As at 31-Mar-09 Rs. lac	As at 31-Mar-08 Rs. lac
SOURCES OF FUNDS				
1. SHAREHOLDERS' FUNDS				
Share Capital.....	1	455.11		455.11
Reserves and Surplus.....	2	<u>7462.68</u>		<u>7430.52</u>
			7917.79	7885.63
2. Secured Loans.....	3		<u>307.12</u>	<u>26.00</u>
TOTAL			<u>8224.91</u>	<u>7911.63</u>
APPLICATION OF FUNDS				
1. FIXED ASSETS				
Gross Block.....	4	4784.15		4713.37
Less Depreciation.....		<u>2847.52</u>		<u>2619.31</u>
Net Block.....		1936.63		2094.06
Capital work-in-progress and advances.....		<u>3800.64</u>		<u>2463.20</u>
			5737.27	4557.26
2. INVESTMENTS.....	5		2207.40	3026.52
3. DEFERRED TAX ASSET.....			79.73	99.47
4. CURRENT ASSETS, LOANS AND ADVANCES				
Inventories.....		809.56		1023.45
Sundry Debtors.....		823.23		975.19
Cash and Bank Balances.....		40.77		163.12
Loans and Advances.....		<u>576.18</u>		<u>423.71</u>
Less :		2249.74		2585.47
CURRENT LIABILITIES AND PROVISIONS				
Liabilities.....	7	1724.77		1759.77
Provisions.....		<u>324.45</u>		<u>597.32</u>
		<u>2049.22</u>		<u>2357.09</u>
NET CURRENT ASSETS			<u>200.52</u>	<u>228.38</u>
TOTAL			<u>8224.91</u>	<u>7911.63</u>
SIGNIFICANT ACCOUNTING POLICIES	10			
NOTES ON ACCOUNTS	11			

As per our report attached

B. K. KHARE & CO.

Chartered Accountants
by the hand of

SANTOSH PARAB

Partner

Mumbai, 19 June, 2009

A. D. DAHOTRE

Chief Financial Officer
and Company Secretary

Mumbai, 19 June, 2009

K. K. TRIVEDI

PRASHANT K. TRIVEDI

M. K. TRIVEDI

HEMRAJ C. ASHER

M. M. SHAH

J. M. KOTHARY

C. M. MANIAR

SUDHIR MERCHANT

Chairman

Deputy Chairman

Managing Director

Director

Director

Director

Director

Director

THE INDIAN CARD CLOTHING COMPANY LIMITED

Profit and Loss Account for the year ended 31st March, 2009

	Schedule	Rs. lac	Year Ended 31-Mar-09 Rs. lac	Year Ended 31-Mar-08 Rs. lac
INCOME :				
Sales.....		4195.71		4948.77
Less : Excise Duty.....		414.96		551.20
Net Sales.....		3780.75		4397.57
Servicing.....		36.02		45.44
Other Income.....	8	706.28		825.81
			4523.05	5268.82
EXPENDITURE :				
Materials, Manufacturing and Other Expenses.....	9	4054.26		4351.34
Interest on Term Loan		2.24		0.00
Interest Others		20.37		2.16
Depreciation.....		255.11		242.70
Sub Total		4331.98		4596.20
Less : Expenses Capitalised		23.70		19.42
			4308.28	4576.78
Profit before tax.....			214.77	692.04
Provision for taxation				
Current tax.....			14.50	260.01
Fringe Benefit Tax			15.25	12.50
Deferred tax charge/(credit).....			19.74	(50.40)
Profit after tax			165.28	469.93
Balance brought forward.....			5155.82	5055.37
			5321.10	5525.30
APPROPRIATIONS :				
General Reserve.....			17.00	50.00
Dividend				
Final - Proposed.....			113.78	273.07
Interim				
Tax on dividend			19.34	46.41
			150.12	369.48
Balance carried to Balance Sheet.....			5170.98	5155.82
Earning per share (Rs. per equity share of Rs.10/-)				
Basic/diluted.....			3.63	10.33
Average number of equity shares.....			4551120	4551120
SIGNIFICANT ACCOUNTING POLICIES	10			
NOTES ON ACCOUNTS	11			

As per our report attached
B. K. KHARE & CO.
Chartered Accountants
by the hand of

SANTOSH PARAB
Partner

A. D. DAHOTRE
Chief Financial Officer
and Company Secretary

Mumbai, 19 June, 2009

Mumbai, 19 June, 2009

K. K. TRIVEDI	Chairman
PRASHANT K. TRIVEDI	Deputy Chairman
M. K. TRIVEDI	Managing Director
HEMRAJ C. ASHER	Director
M. M. SHAH	Director
J. M. KOTHARY	Director
C. M. MANIAR	Director
SUDHIR MERCHANT	Director

55th ANNUAL REPORT 2008-2009

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

	As at 31-Mar-09 Rs. lac	As at 31-Mar-08 Rs. lac
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before tax and extraordinary items.....	214.77	692.04
Depreciation.....	255.11	242.70
Exchange gain/(loss).....	0.00	11.28
Interest/Dividend received.....	(121.11)	(66.41)
(Profit)/Loss on sale of Fixed Assets.....	(0.83)	(4.75)
(Profit)/Loss on sale of Investments.....	(113.86)	(353.03)
Provision for leave salary.....	(8.21)	12.60
Provision for Gratuity.....	(78.31)	48.82
Provision for bad/doubtful debts/Advances written back.....	(38.99)	21.30
Interest paid.....	22.61	0.00
	<u>(83.59)</u>	<u>(87.49)</u>
Operating Profit before Working Capital changes.....	131.18	604.55
Trade and other receivables.....	119.12	(56.83)
Inventories.....	213.89	(81.15)
Trade payables.....	(34.49)	185.82
Direct Taxes paid.....	(110.39)	(288.88)
	<u>188.13</u>	<u>(241.04)</u>
	319.32	363.51
Net Cash generated from/(used in) operating activities.....		
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets.....	(1440.41)	(660.53)
Sale of Fixed Assets.....	6.12	4.75
Purchase of Investments.....	87.52	(1471.93)
Proceeds from Sale of Investments.....	845.46	1324.26
Interest/Dividend received.....	121.11	86.41
Net cash from/ (used in) investing activities.....	(380.20)	(737.04)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Short Term Borrowings.....	105.38	26.00
Long Term Borrowings.....	175.74	0.00
Security Deposits.....	(0.50)	576.87
Dividend paid.....	(273.07)	(113.78)
Tax on dividend.....	(46.41)	(19.33)
Interest paid.....	(22.61)	0.00
Net Cash from/ (used in) financing activities.....	(61.47)	469.76
Net increase (decrease) in cash and cash equivalents (A+B+C)...	(122.35)	96.23
Cash and Cash equivalents		
Beginning of year :		
Cash and Bank balances.....	163.12	66.89
	<u>163.12</u>	<u>66.89</u>
End of year :		
Cash and Bank balances.....	40.77	163.12
	<u>40.77</u>	<u>163.12</u>
Increase (decrease) in cash and cash equivalents.....	(122.35)	96.23

Notes on Cash Flow Statement :

1. Above statement has been prepared following the indirect method as set out in Accounting Standard 3 "Cash Flow Statements" issued by I C A I
2. Cash and cash equivalents represent cash and bank balances and bank overdrafts.
3. Previous year's figures have been regrouped wherever necessary to conform to current year's grouping.

As per our report attached

B. K. KHARE & CO.
Chartered Accountants
by the hand of

SANTOSH PARAB
Partner

A. D. DAHOTRE
Chief Financial Officer
and Company Secretary

K. K. TRIVEDI
PRASHANT K. TRIVEDI
M. K. TRIVEDI
HEMRAJ C. ASHER
M. M. SHAH
J. M. KOTHARY
C. M. MANIAR
SUDHIR MERCHANT

Chairman
Deputy Chairman
Managing Director
Director
Director
Director
Director
Director

Mumbai, 19 June, 2009

Mumbai, 19 June, 2009

THE INDIAN CARD CLOTHING COMPANY LIMITED

Schedules forming part of the Accounts : 31st March, 2009

	Rs. lac	As at 31-Mar-09 Rs. lac	As at 31-Mar-08 Rs. lac
SCHEDULE 1			
SHARE CAPITAL			
Authorised			
50,00,000 Equity Shares of Rs.10 each.....		<u>500.00</u>	<u>500.00</u>
(previous year 50,00,000 Equity Shares of Rs.10 each)			
Issued and Subscribed			
45,51,120 Equity Shares of Rs.10 each fully paid up.....		<u>455.11</u>	<u>455.11</u>
(previous year 45,51,120 Equity Shares of Rs.10 each)			
Of the above shares :			
(a) 26,10,066 Equity Shares are held by the holding Company - Multi Act Industrial Enterprises Ltd., Mauritius			
(b) 26,20,800 Equity Shares were allotted as fully paid Bonus shares by capitalisation of General Reserve			

SCHEDULE 2

RESERVES AND SURPLUS

Share Premium Account.....		910.22	910.22
General Reserve			
As per last Balance Sheet.....	1364.48		1384.84
Add : Transfer from Current Year Profit.....	17.00		50.00
Less : Deficit in respect of transitional compensated absences liability as on 01.04.2007	0.00		(13.91)
Less : Deficit in respect of transitional gratuity liability as on 01-04-2007.	0.00		(56.45)
(Note No.10 of Schedule No.11)		<u>1381.48</u>	<u>1364.48</u>
Profit and Loss Account.....		<u>5170.98</u>	<u>5155.82</u>
		<u>7462.68</u>	<u>7430.52</u>

SCHEDULE 3

SECURED LOANS

Term Loan		175.74	0
Secured by charge on Land, Building and plant and Machinery of Himachal Factory			
Bank overdraft - Corporation Bank		<u>131.38</u>	<u>26.00</u>
Secured by hypothecation of inventory and book-debts.		<u>307.12</u>	<u>26.00</u>

SCHEDULE 4

FIXED ASSETS

ASSETS	Cost as at 1-Apr-08	Addition	Deduction	Cost		Depreci- ation For the year	Deduction	Net Book Value as at		Net Book Value as at
				31-Mar-09	up to 31-Mar-08			31-Mar-09	31-Mar-08	
Land (freehold)	7.59			7.59	0.00			0.00	7.59	7.59
Buildings	1868.17			1868.17	501.51	71.80		573.31	1294.86	1366.66
Plant and Machinery	1771.67	68.07		1839.74	1518.58	93.01		1611.59	228.15	253.09
Electrical Installations	287.16	4.20		291.36	86.63	28.01		114.64	176.72	200.53
Air-conditioning Plant and Machinery	125.82	0.43		126.25	37.46	12.34		49.80	76.45	88.36
Furniture and Fittings	100.30	0.77		101.07	73.21	4.94		78.15	22.92	27.09
Office Equipments & Computers	301.54	12.99	1.53	313.00	258.21	16.70	1.53	273.38	39.62	43.33
Vehicles	251.11	16.51	30.66	236.96	143.70	28.31	25.37	146.64	90.32	107.41
	4713.37	102.97	32.19	4784.15	2619.31	255.11	26.90	2847.52	1936.63	
Previous year	3035.74	1677.05	48.94	4663.85	2207.03	235.59	48.38	2394.24		2094.06
Capital Work-in-progress and advances								<u>3800.64</u>	<u>2463.20</u>	
								<u>5737.27</u>	<u>4557.26</u>	

Building include cost of 5 shares Rs.100 each and 10 shares of Rs.50 each in co-operative societies.
(Previous year 5 shares Rs.100 each and 10 shares of Rs.50 each)

55th ANNUAL REPORT 2008-2009

Schedules forming part of the Accounts : 31st March, 2009

	Face Value (Rs)	As at 31-Mar-09 Numbers	As at 31-Mar-08 Numbers	As at 31-Mar-09 Rs. lac	As at 31-Mar-08 Rs. lac
SCHEDULE 5					
INVESTMENTS					
Long Term Investments-Unquoted :					
In Equity Shares					
Subsidiary Companies					
Garnett Wire Ltd.(in British pounds)	1	210000	210000	136.39	136.39
ICC International Agencies Ltd.	10	500000	500000	31.28	31.28
Shivraj Sugar and Allied Products P Ltd.....	100	940	940	0.23	0.23
			Sub total (A)	<u>167.90</u>	<u>167.90</u>
Other Long Term Investments - Unquoted					
In Units - Money Market					
Floating Fund					
HDFC FMP 13 Month	10	3000000	3000000	300.00	300.00
JM FMP 15 Months	10	2000000	2000000	200.00	200.00
HDFC FMP 15 Months	10	0	3500000	0.00	350.00
			Sub total (B)	<u>500.00</u>	<u>850.00</u>
IN BONDS					
Rural Electrification Corporation Ltd.	10000	500	500	50.00	50.00
			Sub total (C)	<u>50.00</u>	<u>50.00</u>
IN VENTURE CAPITAL FUNDS					
HDFC Property Fund - HDFC India Real Estate Fund	1000	49659	49659	496.59	496.59
			Sub total (D)	<u>496.59</u>	<u>496.59</u>
Current Investments					
In Equity Shares - Quoted :					
Abbott India Ltd.	10	3500	3500	23.15	23.15
Aventies Pharma	10	5000	5000	65.35	65.35
Bharat Electronics Ltd.	10	2000	0	18.80	0.00
Bimetal Bearings Ltd.	10	4350	4350	12.30	12.30
Colgate-Palmolive (India) Ltd.	10	10000	15000	13.86	20.79
Corporation Bank Ltd.	10	10000	7500	23.12	18.69
Cummins India Ltd.	2	5000	5000	14.61	14.61
GlaxoSmithkline Consumer Health Care Ltd.	10	5000	10000	27.16	54.32
Hindustan Petroleum Corporation Ltd.	10	15000	15000	46.21	46.21
India Nippon Electricals Ltd.	10	4500	4500	8.18	8.18
Macmillan India Ltd.	10	4800	4800	9.74	19.47
Mastek Ltd.	5	0	12000	0.00	29.55
Motor Industries	10	2000	2500	78.95	98.68
Nestle India Ltd.	10	6500	10000	37.64	57.91
Panasonic Batteries Ltd	10	60000	60000	36.11	36.11
Plastiblends India Ltd.	10	36000	36000	40.20	40.20
Porrirts Spencer (Asia) Ltd.	10	20057	20057	39.74	39.74
VST Industries Ltd.	10	20800	20800	77.03	77.03
				<u>572.15</u>	<u>662.29</u>
Less : Dimination in the Value of Current Investment				<u>(53.41)</u>	<u>0.00</u>
			Sub total (E)	<u>518.74</u>	<u>662.29</u>
Aggregate market value of Equity Shares					
In Units - Money Market - Unquoted					
JM Mutual Fund - High Liquidity Fund	10	500000	474329	50.03	47.51
JM Arbitrage	10	974716	974716	100.00	100.00
JM Money Manager	10	1407097	3520295	140.69	352.17
JM Income Fund	10	34594	-	10.00	-
HDFC - Cash Management Daily Dividend	10	1753177	2991142	175.87	300.06
				<u>476.59</u>	<u>799.74</u>
Less : Dimination in the Value of Current Investment				<u>(2.42)</u>	<u>0.00</u>
			Sub total (F)	<u>474.17</u>	<u>799.74</u>
Total cost of investments			(A to F)	<u>2207.40</u>	<u>3026.52</u>

THE INDIAN CARD CLOTHING COMPANY LIMITED

Schedules forming part of the Accounts : 31st March, 2009

	Rs. lac	As at 31-Mar-09 Rs. lac	As at 31-Mar-08 Rs. lac
SCHEDULE 6			
CURRENT ASSETS, LOANS AND ADVANCES			
A. Inventories			
Raw materials including packing materials.....		299.72	378.95
Work -in- progress		285.31	303.46
Finished goods.....		149.09	246.99
Trading goods.....		15.53	23.15
Stores and spare parts.....		59.91	70.90
		<u>809.56</u>	<u>1023.45</u>
B. Sundry Debtors (Unsecured)			
Debts outstanding for a period exceeding six months			
Considered doubtful.....	16.00		47.11
Considered good.....	80.93		80.46
Other Debts :			
Considered good.....	742.30		894.73
	<u>839.23</u>		<u>1022.30</u>
Less : Provision for doubtful debts.....	16.00		47.11
		<u>823.23</u>	<u>975.19</u>
C. Cash and Bank Balances			
Cash on hand.....	0.34		0.36
Balance with scheduled banks			
Current Account.....	1.18		127.95
Unclaimed Dividend Account.....	36.49		32.28
Term Deposit Account.....	2.76		2.53
(including interest accrued thereon)			
	<u>40.43</u>		<u>162.76</u>
		<u>40.77</u>	<u>163.12</u>
D. Loans and Advances			
(Unsecured considered good, unless otherwise stated)			
<i>Advances recoverable in cash or in kind or for value to be received</i>			
Considered good.....	409.24		313.42
Considered doubtful.....	15.92		23.80
	<u>425.16</u>		<u>337.22</u>
Less : Provision for doubtful advances.....	15.92		23.80
	<u>409.24</u>		<u>313.42</u>
Bills of Exchange.....	0.00		2.02
Balance with Excise Authorities.....	12.27		34.24
Advance payment of tax.....	154.67		74.03
		<u>576.18</u>	<u>423.71</u>
		<u>2249.74</u>	<u>2585.47</u>

55th ANNUAL REPORT 2008-2009

Schedules forming part of the Accounts : 31st March, 2009

	Rs. lac	As at 31-Mar-09 Rs. lac	As at 31-Mar-08 Rs. lac
SCHEDULE 7			
CURRENT LIABILITIES AND PROVISIONS			
A. Current Liabilities			
Sundry Creditors			
Due to Micro and Small Enterprises.....	3.26		2.25
Due to others.....	770.46		818.74
Advance payments from customers.....	79.45		70.80
Security Deposits.....	835.19		835.69
Investor Education and Protection Fund to be credited on respective due dates :			
-Unclaimed dividend.....	36.41		32.28
		1724.77	1759.76
B. Provisions			
Provision for Gratuity (Net of plan assets Rs 347.37lac).....	56.03		134.34
Provision for compensated absences.....	135.30		143.51
Proposed dividend.....	113.78		273.07
Tax on dividend.....	19.34		46.41
		324.45	597.33
		2049.22	2357.09
SCHEDULE 8			
OTHER INCOME			
Dividend from subsidiary company (gross).....		37.50	0.00
Other dividend - Current Investments.....		78.02	55.82
Interest on bonds, deposits and others.....		5.59	10.59
(tax deducted at source Rs. 0.24 lac, previous year Rs.0.28 lac)			
Rent received.....		122.93	131.46
Service Charges Received.....		241.91	211.90
Profit on sale of assets (net).....		0.83	4.75
Profit on sale of investments (net)			
- Long Term.....		47.46	117.68
- Current.....		66.40	235.35
Bad debts/ advances recovered.....		7.37	25.78
Excess Provision Return-back.....		38.99	0.00
Exchange Gain.....		26.37	0.00
Miscellaneous income.....		32.91	32.48
		706.28	825.81

THE INDIAN CARD CLOTHING COMPANY LIMITED

Schedules forming part of the Accounts : 31st March, 2009

	Rs. lac	Year ended 31-Mar-09 Rs. lac	Year ended 31-Mar-08 Rs. lac
SCHEDULE 9			
MATERIALS, MANUFACTURING AND OTHER EXPENSES			
Raw materials including packing materials consumed.....		1413.73	1663.38
Purchase of trading goods.....		21.66	47.28
Provision for excise duty on finished goods.....		(19.34)	(8.61)
Add/(less) : Decrease / (Increase) in stocks :			
Add : Opening stock -			
Work-in-progress.....	303.46		234.99
Finished goods.....	246.99		253.37
Trading goods.....	23.15		26.17
	<u>573.60</u>		<u>514.53</u>
Less : Closing stock -			
Work-in-progress.....	285.31		303.46
Finished goods.....	149.09		246.99
Trading goods.....	15.53		23.15
	<u>449.93</u>		<u>573.60</u>
		<u>123.67</u>	<u>(59.07)</u>
		<u>1539.72</u>	<u>1642.98</u>
Stores and spare parts consumed.....		59.99	76.82
Power and fuel.....		225.31	244.72
Rent paid.....		62.52	78.08
Insurance.....		22.38	21.67
Rates and Taxes.....		87.73	82.32
Repairs : Building.....	47.65		57.20
Plant and Machinery.....	108.34		111.81
Others.....	7.67		11.04
	<u>163.66</u>		<u>180.05</u>
Salaries, wages and bonus	1069.93		1065.66
Contribution to provident and other funds.....	201.93		131.96
Workmen and staff welfare expenses.....	83.04		83.93
Provision for Gratuity and Leave.....	(86.51)		61.42
		<u>1268.39</u>	<u>1342.97</u>
Freight.....		42.21	45.01
Travelling.....		112.43	115.07
Communication expenses.....		25.99	25.95
Commission on sales		92.35	131.16
Customer Compensation claims		23.00	26.23
Provision for doubtful debts / advances		0.00	21.30
Computer and Software maintenance.....		11.18	13.90
Investment advisory fees		7.79	61.53
Legal and professional fees.....		123.27	100.08
Auditors' remuneration :			
Audit fees.....	2.85		2.85
Other services.....	0.40		0.40
Reimbursement of expenses.....	0.14		0.12
		<u>3.39</u>	<u>3.37</u>
Commission to non-wholetime Directors.....		0.00	7.30
Dimunation in Value of Current Investment		55.83	0.00
Exchange loss (net).....		0.00	11.28
Other expenses.....		<u>127.13</u>	<u>119.56</u>
		<u>4054.26</u>	<u>4351.34</u>

Schedules forming part of the accounts: 31st March, 2009

SCHEDULE 10**SIGNIFICANT ACCOUNTING POLICIES****1) Basis of Preparation of Financial Statements**

The financial statements have been prepared under historical cost convention on accrual basis and comply with accounting standards referred to in section 211(3C) and other relevant provisions of the Companies Act, 1956.

2) Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported period. Differences between the actual results and estimates are recognised in the period in which the results are known or materialised.

3) Fixed Assets

Fixed assets are stated at cost (net of refundable taxes or levies) and include any other attributable cost for bringing the assets to working condition for their intended use. The cost of self-constructed fixed assets are capitalised at the expenditure including an appropriate share of overheads incurred directly for the specific asset.

4) Depreciation

Depreciation on fixed assets is provided by the written down value method in the manner and at the rates prescribed in schedule XIV to the Companies Act, 1956, except in case of data processing equipments, which is depreciated at a higher rate of 60% as compared to 40% specified in Schedule XIV.

5) Asset Impairment

Provision of impairment loss is recognised to the extent by which the carrying amount of an asset exceed its recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is determined on the basis of the present value of estimated future cash flows expected to rise from the continuing use of an asset and from its disposal at the end of its useful life.

6) Investments

Investments classified as long term investments are carried at cost. However provision for diminution is made to recognise a decline, other than temporary in nature, in the carrying amount of such long- term investments. Investments classified as current investments are carried at lower of cost and fair value, computed category-wise.

7) Inventories

Inventories are valued at lower of net realisable value and cost, arrived at on the basis of weighted average cost comprising all cost of purchase, cost of conversion, other costs and where applicable excise duty, in bringing inventories to their present location and condition. Obsolesce is provided on the basis of standard norms.

8) Employee Benefits**Long-Term Benefits****Provident Fund**

Liability on account of the company's obligation under the employee's provident fund, a defined contribution plan is charged to profit and loss account on the basis of actual liability basis calculated as a percentage of salary. Any shortfall in the agreed rate of return is provided for.

Superannuation Fund

Liability on account of the company's obligation under the employee's superannuation fund, a defined contribution plan is charged to profit and loss account on the basis of actual liability basis calculated as a percentage of salary.

Gratuity

Liability on account of company's obligation under the employee gratuity plan, a defined benefit plan, is provided on the basis of actuarial valuation.

Fair value of plan assets, being the fund balance on the balance sheet date with Life Insurance Corporation under group gratuity-cum-life assurance policy is recognised as asset.

Current service cost, interest cost and actuarial gains and losses are charged to profit and loss statement.

Past service cost/effect of any curtailment or settlement is charged/credited to the profit and loss statement, as applicable.

Short-Term Benefits

Leave Encashment

Liability on account of the company's obligation under the employee's leave policy is provided on actual basis in respect of leave earned but not availed based on the number of days of carry forward entitlement at each balance sheet date.

Medical and Leave Travel Assistance benefits

Liability on account of the company's obligation under the employee's medical reimbursement scheme and leave travel assistance is provided on actual basis.

Bonus & Employee's Short Term Incentive Plan

Liability on account of the company's obligation under the statutory regulations, agreement with trade union and employee incentive plan as applicable is provided on actual basis as per the relevant terms as determined.

9) Provisions and Contingent Liabilities

Provisions in respect of present obligations arising out of past events are made in the accounts when reliable estimates can be made of the amount of the obligation.

Contingent liabilities are disclosed by way of note to the financial statements, after careful evaluation by the management of the facts and legal aspects of the matter involved.

10) Revenue Recognition

Sales are accounted for on the basis of acknowledgements and are stated net of sales tax, freight, insurance and other charges recoverable from customers.

Dividend on investments is recognised when the company's right to receive it is established.

11) Borrowing Costs

Borrowing costs attributable to the acquisition of fixed assets are capitalised till the date of substantial completion of the activities necessary to prepare the relevant asset for its intended use.

Other borrowing costs are charged to profit and loss statement in the year of incurrence.

12) Foreign Currency Transactions

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transactions.

Assets (other than fixed assets) and liabilities denominated in foreign currency are translated at the closing exchange rates.

13) Income Taxes

Current tax is provided on the basis of estimated tax liability, computed as per applicable provisions of the Income Tax Act, 1961.

Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Schedules forming part of the Accounts : 31st March, 2009

SCHEDULE 11

NOTES ON ACCOUNTS

Installed capacity Actual production

1. Capacities and Production :

(certified by the Managing Director)

Class of goods :

(i) Flexible and metallic card clothing - sets.....	8000 (8000)	3867 (5006)
(ii) Woollen, worsted, cotton waste and asbestos card clothing and raising filets and sheets - metres	450000 (450000)	107909 (91170)
(iii) Accura fixed flats - nos.....	28800 (28800)	29409 (31644)

- In respect of items (i) to (iii) above, Industrial Licensing is not applicable to Pimpri factory since the same is located in an Industrial area declared as such by the State Government prior to the date of Notification No.S.O.477(E) dated 25th July,1991 issued by the Government of India.

2. Stocks and Sales :

	Opening Stocks		Closing Stocks		Sales	
	Qty.	Value Rs. lac	Qty.	Value Rs. lac	Qty.	Value Rs. lac
Class of goods :						
Flexible and metallic card clothing - sets*.....	198 (282)	198.07 (149.06)	67 (198)	124.26 (198.07)	3998 (5090)	2472.43 (3124.14)
Woollen, worsted, cotton waste and asbestos card clothing and raising filets and sheets-metres.....	9377 (23639)	21.21 (72.89)	4692 (9377)	9.65 (21.21)	112594 (105432)	518.78 (473.81)
Accura fixed flats - nos*.....	3022 (4395)	27.71 (31.42)	1,873 (3,022)	15.17 (27.71)	30558 (33017)	594.84 (527.56)
Others						142.54 (200.27)
Trading goods.....		23.15 (26.17)		15.54 (23.15)		52.16 (71.79)
		<u>270.14</u> (279.54)		<u>164.62</u> (270.14)		<u>3780.75</u> (4397.57)

* Quantity figures for card clothing sets and accura fixed flats have been stated with reference to principal items comprised in sale.

3. Raw materials including packing material consumed :

	Qty	Rs. lac
Steel (wires and strips) - tonnes	950 (1050)	909.52 (950.69)
Industrial cloth and fabric - square metres	27099 (37376)	267.06 (270.37)
Others		237.15 (442.32)
		<u>1413.73</u> (1663.38)

4. Value of imported and indigenous raw materials including packing materials, stores and spare parts consumed and the percentage of each to the total consumption :

	%	Rs. lac
Imported	9.37 (10.44)	148.22 (193.43)
Indigenous	90.63 (89.56)	1433.84 (1658.58)
	<u>100.00</u> (100.00)	<u>1582.06</u> (1852.01)

THE INDIAN CARD CLOTHING COMPANY LIMITED

Schedules forming part of the Accounts : 31st March, 2009

	Year ended 31-Mar-09 Rs. lac	Year ended 31-Mar-08 Rs. lac		
5. Value of Imports on C.I.F. basis :				
Raw materials.....	116.74	143.36		
Stores and spare parts.....	13.36	18.58		
Capital goods.....	8.82	80.84		
Trading goods.....	18.12	31.49		
6. Expenditure in foreign currency :				
Travelling, commission, technical knowhow, royalty and others.....	101.57	117.33		
7. i) Claims against the Company not acknowledged as debts.....				
ii) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances).....	53.49	64.57		
iii) Contingent liability in respect of taxation matters in appeal by the Department.....	1189.53	15.08		
	11.69	16.74		
8. Amount remitted in foreign currency on account of dividend to non-resident :				
Year to which dividend relates	Number of Shareholders	Number of Shares	Year ended 31-Mar-09 Rs. lac	Year ended 31-Mar-08 Rs. lac
Final Dividend 2006-07.....	1	2610066	-	65.25
Interim Dividend 2007-08.....	1	2610066	-	261.00
Final Dividend 2007-08.....	1	2610066	156.60	-
9. Earnings in foreign currency :				
Exports realisation on F.O.B. basis.....			658.44	1070.16
Others (freight charges on exports).....			20.01	22.31

10. Employee Benefits : Post Retirement Benefit – Defined Contribution Plans

Disclosure on Retirement Benefits as required in Accounting Standard (AS 15) on 'Employees Benefits' are given below.

Gratuity (Amount in Rs.)

Particulars	31st March 2009	31st March 2008
Current Service Cost	1727083	4175463
Interest Cost	2821510	3313451
Expected Return on the Plan Assets	(3313727)	2695748
Actuarial (Gain) / Loss recognized	8194570	(16399384)
Total Expenses	9429436	(6214722)
a) Net Assets / Liabilities Recognized in the Balance Sheet as at 31st March 2009		
Present Value of Defined Benefit obligation at the year end	48012035	35268872
Fair value of Plan Asset as at the year end	42409509	34737490
Net Liability at the year end	5602526	531382

55th ANNUAL REPORT 2008-2009

Schedules forming part of the Accounts : 31st March, 2009

Gratuity (Amount in Rs.)

Particulars	31st March 2009	31st March 2008
b) Change in the Obligation during the year ended 31st March 2009		
Present Value of Defined Benefit Obligation at the beginning of the year.	35268872	44179342
Current Service Cost	1727083	4175463
Interest Cost	2821510	3313451
Actuarial (Gain) / Losses	8194570	(16399384)
Benefit Payment	4358292	0
Present Value of defined Benefit Obligation as at the end of the year.	48012035	35268872
c) Actuarial Assumptions		
Discount Rate	8.00%	8.00%
Rate of Return on Plan Assets	7.81%	7.81%
Salary Escalation	5.00%	5.00%
d) Employees cost disclosed in Schedule 9		
Gratuity	(78.30)	48.81
Leave Encashment	(8.20)	12.54
Provident Fund	73.49	59.28

Year ended	Year ended
31-Mar-09	31-Mar-08
Rs. lac	Rs. lac

11. Sundry Creditors :

Suppliers who are covered under MSMED Act, 2006, have been identified to the extent of information available with the company. The principal balance due to Micro and small enterprises as at 31st March, 2009 is Rs. 3.26 lac. Further no interest has been paid or is payable under the terms of MSMED Act, 2006.

12. Managerial remuneration under section 198 of the Companies Act, 1956

(i) Managing Director		
Salary.....	24.00	18.00
Commission	0.00	0.00
Contribution to provident and other funds.....	7.63	5.72
Perquisites.....	12.14	16.14
	<u>43.77</u>	<u>39.86</u>
(ii) Non-wholetime Directors' commission (refer note 13).....	0.00	7.30

13. Computation of net profit in accordance with Section 198

of the Companies Act, 1956 and the commission payable		
Profit before Tax as per Profit and Loss Account.....	214.77	692.04
Add : Managerial remuneration.....	43.77	47.16
	<u>258.55</u>	<u>739.20</u>
Less : Profit on sale of Assets in excess of original cost.....	0.83	4.75
Net Profit for the year.....	<u>257.72</u>	<u>734.45</u>
Commission payable to Non-wholetime Directors.....	2.58	7.34
Restricted to.....	<u>0.00</u>	<u>7.30</u>

14. The total of research and development costs including depreciation charge to profit and loss Rs. 72.44 lac (previous year Rs.61.44).

THE INDIAN CARD CLOTHING COMPANY LIMITED

Schedules forming part of the Accounts : 31st March, 2009

15. Deferred Taxes

The major components of deferred tax asset/(liability) are as follows

Particulars	As on 31-Mar-09	As on 31-Mar-08
a) Depreciation.....	(0.03)	(24.25)
b) Provision for doubtful debts/ advances.....	10.85	24.10
c) Technical know-how.....	3.88	5.17
d) Employee benefits.....	65.03	94.44
e) Others.....	0.00	0.00
Net deferred tax Asset.....	<u>79.73</u>	<u>99.46</u>

16. Disclosure of Foreign currency exposure

Foreign currency exposure of monetary items as on 31st March 2009 which are not hedged by a derivative instrument or otherwise is as follows -

Nature of Monetary Item		Currency		Amount in foreign currency	
		Foreign Currency	31.03.2009 Rs	Foreign Currency	31.03.2008 Rs
1. Import of Goods	PDS	4495.97	331622.75	6706.00	543521.30
	EUR	6917.48	470596.16	0.00	0.00
1. Export of Goods	USD	249415.88	12645385.00	516263.72	20593759.79
	PDS	2006.00	144953.56	3633.04	289989.25

17. Related Party Disclosure

a)	Controlling Company - Multi Act Industrial Enterprises Ltd., Mauritius				
b)	Wholly Owned Subsidiaries controlled by the Company-				
a)	ICC International Agencies Ltd.				
b)	Shivraj Sugar and Allied Products P Ltd.				
c)	Other Subsidiary controlled by the Company-				
i)	Garnett Wire Ltd., UK				
d)	Enterprise over which any key management personnel and relative of such personnel is able to exercise significant influence				
i)	Multi Act Trade & Investments Pvt Ltd.				
ii)	Multi Act Equity Consultancy Pvt Ltd.				
iii)	Kardhar Constructions Pvt. Ltd.				
iv)	Crawford Bayley & Co.				
e)	Transactions with related Parties	Nature of transaction	Year ended 31-Mar-09 Rs. lac	Year ended 31-Mar-08 Rs. lac	
a)	Multi Act Industrial Enterprises Ltd., Mauritius	Dividend paid	156.60	65.25	
b)	ICC International Agencies Ltd.	Dividend received	37.50	0.00	
c)	Garnett Wire Ltd., UK	Dividend received	0	0.00	
		Sales	13.34	7.34	
		Purchases	18.11	31.49	
		Amount receivable	1.42	2.89	
		Amount payable	0.13	13.35	
d)	Multi Act Trade & Investments Pvt Ltd.	Dividend paid	-	-	
e)	Multi Act Equity Consultancy Pvt Ltd.	Investment Advisory fees	7.79	61.53	
f)	Kardhar Constructions Pvt. Ltd.	Rent paid	20.28	23.04	
		Deposit Paid	240.00	180.00	

55th ANNUAL REPORT 2008-2009

Schedules forming part of the Accounts : 31st March, 2009

g) Directors & Relatives

i)	Mr. K K Trivedi - Chairman	Commission as Director	-	-
ii)	Mr. Prashant K Trivedi - Deputy Chairman	Commission as Director	-	-
iii)	Mr. M K Trivedi - Managing Director (Also key management personnel)	Salary, commission and other perquisites.	43.77	39.86

(Amounts pertaining to related parties have not been written off or written back during the year)

18. Segment disclosure

					Rs. lac
A. Primary segment information	Card Clothing	Treasury	Realty	Others/ Unallocable	Total
i. Segment revenue					
External sales	3816.77	0.00	0.00	0.00	3816.77
	(4443.01)	0.00	0.00	0.00	(4443.01)
Treasury and other income	109.43	194.51	364.84	37.50	706.28
	(65.20)	(411.51)	(343.48)	(5.62)	(825.81)
Total revenue	3926.20	194.51	364.84	37.50	4523.05
	(4508.21)	(411.51)	(343.48)	(5.62)	(5268.82)
ii. Segment Results					
Profit before tax and interest	16.85	105.85	153.17	(38.49)	237.38
	(290.56)	(323.15)	(112.83)	32.34	(694.20)
Interest expense	0.00	0.00	0.00	22.61	22.61
	0.00	0.00	*0.00	(2.16)	(2.16)
Profit before tax	16.85	105.85	153.17	(61.10)	214.77
	(290.56)	(323.15)	(112.83)	34.50	(692.04)
iii. Other Information					
Segment assets	5305.10	2039.50	2681.90	247.63	10274.13
	(4492.01)	(2873.00)	(2562.89)	(340.82)	(10268.72)
Segment liabilities	1353.56	0.00	833.25	169.53	2356.34
	(1215.45)	0.00	(840.18)	(327.46)	(2383.09)
Capital expenditure during the year	1440.41	0.00	0.00	0.00	1440.41
	(660.53)	0.00	0.00	0.00	(660.53)
Depreciation	152.74	0.00	102.37	0.00	255.11
	(130.30)	0.00	(112.40)	0.00	(242.70)
B. Secondary Segment Information					
Geographical by location of customers					
	Revenue	Assets			
Domestic sales	3158.33	695.33			
	(3372.85)	(766.35)			
Export sales	658.44	127.90			
	(1070.16)	(208.84)			

THE INDIAN CARD CLOTHING COMPANY LIMITED

Schedules forming part of the Accounts : 31st March, 2009

19. BALANCE SHEET ABSTRACT AND THE COMPANY'S GENERAL BUSINESS PROFILE

I) REGISTRATION DETAILS

Registration No - State Code -

Balance Sheet date -

II) CAPITAL RAISED DURING THE YEAR

Public issue

Bonus issue

Rights issue

Private placement

III) POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

Total Liabilities

SOURCES OF FUNDS

Paid-Up Capital

Secured Loans

APPLICATION OF FUNDS

Net Fixed Assets

Net Current Assets

Accumulated Losses

Total Assets

Reserves and Surplus

Unsecured Loans

Investments

Miscellaneous Expenditure

Deferred Tax Asset

IV) PERFORMANCE OF THE COMPANY

Turnover

+ - Profit Before tax

Earning per share on ordinary activities Rs

Total Expenditure

+ - Profit After tax on ordinary activities

Dividend %

GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY-

Item Code No

Servicing of Card Clothing

Product description

20. Previous year's figures have been regrouped/reclassified wherever necessary.

21. Figures in bracket are in respect of previous year.

Signatures to Schedules 1 to 11

As per our report attached

B. K. KHARE & CO.

Chartered Accountants

by the hand of

SANTOSH PARAB

Partner

A. D. DAHOTRE

Chief Financial Officer
and Company Secretary

K. K. TRIVEDI

PRASHANT K. TRIVEDI

M. K. TRIVEDI

HEMRAJ C. ASHER

M. M. SHAH

J. M. KOTHARY

C. M. MANIAR

SUDHIR MERCHANT

Chairman

Deputy Chairman

Managing Director

Director

Director

Director

Director

Director

Mumbai, 19th June, 2009

Mumbai, 19th June, 2009

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

1. Name of the subsidiary	Garnett Wire Ltd., U. K.	ICC International Agencies Ltd.	Shivraj Sugar and Allied Products Pvt. Ltd.
2. Financial year of the Subsidiary ended on	31st March, 2009	31st March, 2009	31st March, 2009
3. Shares of subsidiary held by the Company on the above date	210,000 Equity Shares of British Pound (PDS) 1 each, fully paid	500,000 Equity Shares of Rs. 10/- each fully paid	940 Equity Shares of Rs. 100/- each fully paid
4. Extent of holding	60%	100%	94%
5. Net aggregate amount of the subsidiaries profits/(losses) so far as they concern the members of the Holding Company :			
5.1 Not dealt with in the Holding Company's accounts During 31st March, 2009	PDS (1516)	Rs. (113,75,155)	Rs. Nil
In the previous financial years	PDS 115, 764	Rs. 418,86,556	Rs. Nil
5.2 Dealt with in the Holding Company's accounts During 31st March, 2009	Nil	Rs. 37,50,000	Rs. Nil
In the previous financial years	Nil	Nil	Rs. Nil

For and on behalf of the Board

K. K. TRIVEDI Chairman
PRASHANT K. TRIVEDI Deputy Chairman
M. K. TRIVEDI Managing Director
HEMRAJ C. ASHER Director
M. M. SHAH Director
J. M. KOTHARY Director
C. M. MANIAR Director
SUDHIR MERCHANT Director

A. D. DAHOTRE
 Company Secretary

Mumbai, 19th June, 2009

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH, 2009**

The directors present their report and financial statements for the year ended 31 March 2009.

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Principal activities

The principal activity of the company remains the manufacture of metallic card clothing and the provision of associated services.

Directors

The directors who served during the year were:

J. F. H. Goodall
R. J. Goodall
M. K. Trivedi
S. L. Shah
M. Carline
A. Dahotre

Provision of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- *so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and*
- *that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.*

Auditors

The auditors, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

The report of the directors has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

This report was approved by the board on 1 June 2009 and signed on its behalf.

R. J. Goodall
Director

GARNETT WIRE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GARNETT WIRE LIMITED

We have audited the financial statements of Garnett Wire Limited for the year ended 31 March 2009 set out on pages 39 to 50. These financial statements have been prepared under accounting policies set out therein and the requirements of the Financial Reporting Standard for Smaller Entities (effective January 2007).

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, of the state of the company's and the company's affairs as at 31 March 2009 and of the profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' report is consistent with the financial statements.

Mazars LLP
Chartered Accountants
and Registered Auditors

Mazars House, Gelderd Road
Gildersome
Leeds
LS27 7JN
1st June, 2009

GARNETT WIRE LIMITED

Balance Sheet as at 31st March 2009

	Schedule	As at 31-03-2009 £	£	As at 31-03-2008 £	£
SOURCES OF FUNDS					
1. SHAREHOLDERS' FUNDS					
Share Capital.....	1	350,000		350,000	
Reserves and Surplus.....	2	<u>225,804</u>		<u>228,331</u>	
			575,804		578,331
2. LOAN FUNDS					
Secured Loans	3	212,374		214,609	
3. DEFERRED TAX LIABILITY					
		<u>12,377</u>		<u>13,172</u>	
TOTAL		<u><u>800,555</u></u>		<u><u>806,112</u></u>	
APPLICATION OF FUNDS					
1. FIXED ASSETS					
Gross Block.....	4	732,743		709,940	
Less Depreciation.....		<u>350,594</u>		<u>323,817</u>	
Net Block.....		<u>382,149</u>		<u>386,123</u>	
Capital work-in-progress and advances.....		-		-	
			382,149		386,123
2. CURRENT ASSETS, LOANS AND ADVANCES					
Inventories.....	5	228,081		191,724	
Sundry Debtors.....		270,180		353,692	
Cash and Bank Balances.....		-		-	
Other Current Assets.....		-		-	
Loans and Advances.....		-		-	
Less :		<u>498,261</u>		<u>545,416</u>	
CURRENT LIABILITIES AND PROVISIONS					
Liabilities.....	6	63,763		97,116	
Provisions.....		<u>16,092</u>		<u>28,311</u>	
		<u>79,855</u>		<u>125,427</u>	
NET CURRENT ASSETS			418,406		419,989
TOTAL		<u><u>800,555</u></u>		<u><u>806,112</u></u>	
SIGNIFICANT ACCOUNTING POLICIES					
	8				
NOTES ON ACCOUNTS					
	9				

As per our report attached

MAZARS LLP
Chartered Accountants
by the hand of

R. J. GOODALL Director
M. K. TRIVEDI Director

Mr. I. G. WRIGHTSON
Partner
Leeds
Date : 1st June, 2009

Date : 1st June, 2009

GARNETT WIRE LIMITED

Profit and Loss Account for the year ended 31st March 2009

	Schedule	As at 31-03-2009 £	£	As at 31-03-2008 £	£
INCOME :					
Sales.....		<u>875,426</u>		<u>1,107,648</u>	
EXPENDITURE :					
Materials, Manufacturing and Other Expenses...	7	853,720		1,046,178	
Interest on loans for fixed periods.....		7,624		2,764	
Other Interest inc bank charges £2,431 (2008 : £7,661)		8,497		14,042	
Depreciation.....		<u>26,776</u>		<u>23,624</u>	
			896,617		1,086,608
Rent receivable.....		<u>(21,400)</u>			-
Profit before tax			209		21,040
Provision for taxation.....			-		-
Current tax.....			3,531		5,511
Deferred tax charge/(credit).....			<u>(795)</u>		<u>(5,106)</u>
Profit after tax from ordinary activities			(2,527)		20,635
Balance brought forward.....			<u>228,331</u>		<u>207,696</u>
			225,804		228,331
APPROPRIATIONS :					
Dividend					
Final - Paid.....			<u>-</u>		<u>-</u>
Balance carried to Balance Sheet.....			<u>225,804</u>		<u>228,331</u>
Earning per share (£ per equity share of £1)					
Basic/diluted.....			(0.01)		0.06
Average number of equity shares.....			350,000		350,000
SIGNIFICANT ACCOUNTING POLICIES	8				
NOTES ON ACCOUNTS	9				

As per our report attached

MAZARS LLP
Chartered Accountants
by the hand of

R. J. GOODALL
M. K. TRIVEDI

Director
Director

Mr. I. G. WRIGHTSON
Partner
Leeds
Date : 1st June, 2009

Date : 1st June, 2009

Cash Flow Statement for the year ended 31st March 2009

	Schedule	Year Ended	Year Ended
		31-03-2009	31-03-2008
		£	£
Net cash inflow / (outflow) from operating activities		46,951	49,334
Returns on investments and servicing of finance			
Interest paid	(13,690)	(9,143)	
Net cash outflow for returns on investments and servicing of finance		(13,690)	(9,143)
Taxation		(4,543)	(6,480)
Capital expenditure			
Payments to acquire tangible assets	(22,803)	(127,645)	
Receipts from sale of tangible assets	-	-	
Net cash outflow for capital expenditure		(22,803)	(127,645)
Net cash (outflow) / inflow before management of liquid resources and financing		5,915	(93,934)
Financing			
Issue of new loans	25,936	130,000	
Repayment of long term loan	(13,651)	(15,970)	
Capital element of hire purchase contracts	(3,680)	(3,680)	
Net cash outflow from financing		8,605	110,350
(Decrease) / increase in cash in the year		14,520	16,416

As per our report attached

MAZARS LLP
Chartered Accountants
by the hand of

R. J. GOODALL
M. K. TRIVEDI

Director
Director

Mr. I. G. WRIGHTSON
Partner
Leeds
Date : 1st June, 2009

Date : 1st June, 2009

GARNETT WIRE LIMITED

Schedules forming part of the Accounts : 31st March 2009

	As at 31-03-2009 £	As at 31-03-2008 £
SCHEDULE 1		
SHARE CAPITAL		
Authorised		
140,000 'A' ordinary shares of £1 each..... (previous year 140,000 'A' ordinary shares of £1 each)	140,000	140,000
210,000 'B' ordinary shares of £1 each..... (previous year 210,000 'B' ordinary shares of £1 each)	<u>210,000</u>	<u>210,000</u>
Issued and Subscribed		
140,000 'A' ordinary shares of £1 each fully paid up..... (previous year 140,000 'A' ordinary shares of £1 each)	140,000	140,000
210,000 'B' ordinary shares of £1 each fully paid up..... (previous year 210,000 'B' ordinary shares of £1 each)	210,000	210,000
	<u>350,000</u>	<u>350,000</u>

Of the above shares :

- (a) 210,000 'B' ordinary shares are held by the holding Company - The Indian Card Clothing Co. Ltd.

SCHEDULE 2

RESERVES AND SURPLUS

Profit and Loss Account.....	225,804	228,331
	<u>225,804</u>	<u>228,331</u>

SCHEDULE 3

SECURED LOANS

Bank loans and overdrafts are secured by a legal mortgage over units 29 and 30 Stone Street, Checkheaton and a mortgage debenture incorporating a fixed and floating charge over the whole of the company's assets	<u>212,374</u>	<u>214,609</u>
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This figure should include interest accrued and due on loan

Schedules forming part of the Accounts : 31st March 2009

SCHEDULE 4

FIXED ASSETS

ASSETS	Cost as at 1-4-2008	Addition	Deduction	Cost as at 31-03-2009	Depreciation as at 1-4-2008	Depreciation For the year	Deduction	Depreciation as at 31-03-2009	Net Book Value as at 31-03-2009	Net Book Value as at 31-3-2008
Goodwill	20,000			20,000	20,000			20,000	0	0
Land (freehold)	102,500			102,500	0			0	102,500	102,500
Buildings	210,688	3,998		214,686	37,064	7,141		44,205	170,481	173,624
Plant and Machinery										
Electrical Installations	28,041	4,009		32,050	8,453	3,430		11,883	20,167	19,588
Air-conditioning Plant and Machinery	301,389	4,723		306,112	232,489	10,664		243,153	62,959	68,900
Furniture and Fittings	11,444	10,073		21,517	5,630	1,703		7,333	14,184	5,814
Office Equipments & Computers	5,784	0		5,784	3,716	310		4,026	1,758	2,068
Vehicles										
Owned	14,950	0		14,950	12,060	748		12,808	2,142	2,890
On Hire Purchase	15,144	0		15,144	4,405	2,781		7,186	7,958	10,739
	709,940	22,803	0	732,743	323,817	26,777	0	350,594	382,149	
Previous year	582,296	127,644	0	709,940	300,193	23,624	0	323,817		386,123

Capital work-in-progress and advances

Additions to Plant and Machinery include Rs.Nil (previous year Rs.Nil) on account of exchange difference.

Accounting Standard 16

In respect of finance lease, the following disclosure is required (AS19)

- a. Assets acquired under finance lease to be segregated from owned assets for each class of assets in the above schedule.
- b. Reconciliation between total minimum lease payments at the balance sheet date and their present value for each of the following periods :
 - i) not later than one year
 - ii) later than one year and not later than five years.
 - iii) later than five years.
- c. Contingent rents recognised as expense in P&L account.
- d. A general description of lessee's significant leasing arrangements like basis of contingent rent, purchase options, escalation, restrictions under lease agreements.

GARNETT WIRE LIMITED

Schedules forming part of the Accounts : 31st March 2009

		As at 31-03-2009		As at 31-03-2008
	£	£	£	£
SCHEDULE 5				
CURRENT ASSETS, LOANS AND ADVANCES				
A. Inventories				
Raw materials including packing materials.....	119,199		101,866	
Work -in- progress including semi finished goods.....	8,732		4,269	
Finished goods.....	89,025		75,593	
Trading goods.....	<u>11,125</u>		<u>9,996</u>	
		228,081		191,724
B. Sundry Debtors (Unsecured)				
Debts outstanding for a period exceeding six months				
Considered doubtful.....	0		0	
Considered good.....	72,762		57,481	
Other Debts :				
Considered doubtful.....	0		0	
Considered good.....	<u>197,418</u>		<u>296,211</u>	
		270,180		353,692
Less : Provision for doubtful debts.....	<u>0</u>		<u>0</u>	
		270,180		353,692
		<u>498,261</u>		<u>545,416</u>

SCHEDULE 6

CURRENT LIABILITIES AND PROVISIONS

A. Current Liabilities

Trade Creditors.....	36,224		46,935	
(dues to SSI unit outstanding for more than 30 days £ Nil previous year £ Nil)				
Net obligations under Hire Purchase contracts.....	7,284		10,963	
Other creditors	<u>20,255</u>		<u>39,218</u>	
		63,763		97,116

B. Provisions

Provision for leave salary.....	0		0	
Taxation and social security.....	<u>16,092</u>		<u>28,311</u>	
		16,092		28,311
		<u>79,855</u>		<u>125,427</u>

Schedules forming part of the Accounts : 31st March 2009

	As at 31-03-2009		As at 31-03-2008	
	£	£	£	£
SCHEDULE 7				
MATERIALS, MANUFACTURING AND OTHER EXPENSES				
Raw materials including packing materials consumed.....		371,505		433,321
Purchase of trading goods.....		0		0
Add/(less) : Decrease / (Increase) in stocks :				
Add : Opening stock -				
Raw materials including packing materials.....	101,866		85,040	
Work-in-progress.....	4,269		4,736	
Finished goods.....	75,593		77,661	
Trading goods.....	9,996		13,454	
	<u>191,724</u>		<u>180,891</u>	
Less : Closing stock -				
Raw materials including packing materials.....	119,199		101,866	
Work-in-progress.....	8,732		4,269	
Finished goods.....	89,025		75,593	
Trading goods.....	11,125		9,996	
	<u>228,081</u>		<u>191,724</u>	
		<u>(36,357)</u>		<u>(10,833)</u>
		<u>335,148</u>		<u>422,488</u>
Stores and spare parts consumed.....		17,738		22,344
Power and fuel.....		13,553		17,031
Insurance.....		16,478		17,134
Rates and Taxes.....		17,262		18,212
Repairs : Building.....		-	4,183	
Plant and Machinery.....	24,785		27,549	
Others.....	-		-	
		<u>24,785</u>		<u>31,732</u>
Salaries, wages and bonus.....	275,860		311,245	
Contribution to N.I.....	25,889		30,147	
Workmen and staff welfare expenses Inc Pensions	<u>5,998</u>		<u>4,788</u>	
		<u>307,747</u>		<u>346,180</u>
Process Cost		26,403		13,277
Travelling.....		28,065		25,975
Telephone, Telex and Fax		5,498		5,776
Commission		12,398		24,748
Bad Debts		(1,295)		3,756
Advertising.....		2,072		1,864
Motor Vehicle Leasing.....		7,385		9,093
Legal and professional fees.....		35,196		33,098
Auditors' remuneration :				
Audit fees.....	8,250		5,400	
Other services.....	-		-	
Reimbursement of expenses.....	-		-	
		<u>8,250</u>		<u>5,400</u>
Exhibition expenses		(2,183)		31,101
Loss on disposal of tangibles.....		0		0
Entertaining		950		778
Printing, stationery and Postage		5,376		5,376
Foreign Exchange difference		(13,465)		4,294
Other expenses.....		6,359		6,521
		<u>853,720</u>		<u>1,046,178</u>

Schedules forming part of the Accounts : 31st March 2009

SCHEDULE 8

SIGNIFICANT ACCOUNTING POLICIES

1. The accounts have been prepared on the accrual basis and going concern principle and are in compliance with the Accounting Standards referred to in section 211 (3C) and other requirements of the Indian Companies Act, 1956.

2. **Revenue Recognition :**

Sales are accounted for on the basis of acknowledgements and are stated net of VAT, freight, insurance and other charges recoverable from customers.

3. **Fixed Assets :**

Fixed assets are stated at cost less depreciation. Cost includes all identifiable expenditure incurred to bring the asset to its working condition for use. The cost of self-constructed fixed assets are capitalised at the expenditure including an appropriate share of overheads incurred directly for the specific asset.

4. **Depreciation :**

Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life at the following rates :

Factory Building	3.34% on straight line (NO DEPRECIATION TO BE PROVIDED ON LAND)
Plant & Machinery	15% on reducing balance
Motor vehicles	25.89% on reducing balance (re-computation required)

5. **Leasing :**

Assets held under finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period. Hire purchase transactions are dealt with similarly, except that assets are depreciated over their useful lives.

6. **Goodwill :**

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life.

7. **Valuation of Inventories :**

Inventories are valued at the lower of cost, determined on weighted average basis, or net realisable value after making provision for obsolescence. Cost of inventories comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition and where applicable, excise duty.

8. **Borrowing Cost:**

Borrowing cost that is attributable to the acquisition, construction or production of a qualifying asset is capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

9. **Foreign Currency Transactions :**

Foreign currency transactions are accounted for at the exchange rate prevailing at the transaction date. Year-end monetary assets & liabilities in foreign currency, other than those pertaining to the acquisition of fixed assets, are translated at the applicable year end exchange rates and the resultant difference is recognised as gain /loss for the year. Year-end translation differences in respect of liabilities pertaining to acquisition of fixed assets are adjusted to the cost of the relevant assets.

10. **Retirement Benefits :**

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

11. **Provision for Taxation :**

Tax expense for the year, comprising current tax and deferred tax is included in determining net profit for the year. A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws. A provision is made for deferred tax for all timing difference which are capable of reversal in the subsequent years arising between taxable income and accounting income at currently enacted tax rates. Deferred tax assets are recognised only if there is reasonable certainty that they will be realised and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

Schedules forming part of the Accounts : 31st March 2009

**SCHEDULE 9
NOTES ON ACCOUNTS**

	Installed capacity	Actual production
1. Capacities and Production :		
(certified by the Managing Director)		
Class of goods :		
(i) Flexible and metallic card clothing - sets.....	126	100
	(126)	(100)
- Industrial Licensing is not applicable and therefore licensed capacity is not given.		

	Opening Stocks		Closing Stocks		Sales	
	Qty. tonnes	Value £	Qty. tonnes	Value £	Qty. tonnes	Value £
Class of goods :						
Raw materials						
- sets	46	101,866	50	119,199		
Work in progress.....	1	4,268	3	8,732	-	
Finished goods.....	15	75,593	18	89,025	80	774,129
					(108)	(988,892)
Trading goods.....	0	9,996	0	11,125		101,297
						(118,756)
					80	875,426
		<u>191,723</u>		<u>228,081</u>	(108)	<u>(1,107,648)</u>

* Quantity figures for card clothing sets and accura fixed flats have been stated with reference to principal items comprised in a set of card clothing

3. Raw materials including packing material consumed :	Qty.	£
Steel (wires and strips) - tonnes.....	96	352,974
	(120)	(419,801)
Industrial cloth and fabric - square metres.....	0	0
Others.....		18,531
		(15,520)
		371,505
		<u>(435,321)</u>

4. Value of imported and indigenous raw materials including packing materials, stores and spare parts consumed and the percentage of each to the total consumption	%	£
Imported.....	4	16,437
	(2)	(9,589)
Indigenous.....	96	372,806
	(98)	(446,076)
	100	389,243
	(100)	(455,665)

GARNETT WIRE LIMITED

Schedules forming part of the Accounts : 31st March 2009

	Year ended 31-03-2009 £	Year ended 31-03-2008 £
5. Value of Imports on C.I.F. basis :		
Raw materials.....	9,758	10,548
Stores and spare parts.....	0	0
Capital goods.....	0	0
Trading goods.....	0	0
6. Expenditure in foreign currency :		
Travelling, commission, technical knowhow, royalty and others...	0	0
7. i) Claims against the Company not acknowledged as debts.....	0	0
ii) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances).....	0	0
iii) Contingent liability in respect of taxation matters in appeal by the Department.....	0	0
8. Amount remitted in foreign currency on account of dividend to non-resident :		
	Number of	
Year to which dividend relates	Shareholders	Shares
9. Earnings in foreign currency :		
Exports realisation on F.O.B. basis.....	0	0
Others (freight charges on exports).....	0	0
10. Managerial remuneration under section 198 of the Indian Companies Act, 1956		
Provisions of Indian Companies Act, 1956 regarding remuneration are not applicable.		
11. Computation of net profit in accordance with Section 198 of the Indian Companies Act, 1956 and the commission payable		
Provisions of Indian Companies Act, 1956 regarding remuneration are not applicable.		
12. The total of research and development costs including depreciation charge to profit and loss £ nil (previous year £ nil).		
13. Segment information		
The turnover is attributable to the one principal activity of the company which is that of the manufacture of metallic card clothing.		
A geographical analysis of turnover is given below:		
	Year ended 31-03-2009 £	Year ended 31-03-2008 £
United Kingdom	515,579	712,010
North America	104,703	91,345
South America	0	0
Europe	133,111	33,532
Africa	21,447	24,488
Asia	40,718	54,894
Australia	26,839	16,011
New Zealand	33,029	175,368
	<u>875,426</u>	<u>1,107,648</u>

Schedules forming part of the Accounts : 31st March 2009

14. Related party transactions

During the year the company traded with two other UK companies, Joseph Sellers & Son Limited and Shaped Wires Limited, which are under common control of J F H Goodall and R J Goodall. The company also traded with the Indian Card Clothing Limited which is the parent company of Garnett Wire Limited.

A summary of the transactions, which all took place at arms length, is shown below:

During the year to 31 March 2009	Rent Received	Goods and services supplied purchased		Included in debtors	Included in creditors
		£	£		
Joseph Sellers & Son Limited	-	51,573	424	-	-
Shaped Wires Limited	21,400	268,509	42,406	3,943	-
The Indian Card Clothing Company Limited	-	16,437	18,962	2,228	-
During the year to 31 March 2008					
Joseph Sellers & Son Limited	-	56,628	745	-	-
Shaped Wires Limited	-	330,098	3,435	-	33,937
The Indian Card Clothing Company Limited	-	9,588	42,415	11,377	-
				Year ended 31-03-2009	Year ended 31-03-2008

15. Deferred Taxes

The major components of deferred tax asset/(liability) are as follows

Particulars

a) Depreciation	<u>12,377</u>	13,172
Net deferred tax Asset	<u>12,377</u>	<u>13,172</u>

GARNETT WIRE LIMITED

Schedules forming part of the Accounts : 31st March 2009

16. BALANCE SHEET ABSTRACT AND THE COMPANY'S GENERAL BUSINESS PROFILE

I) REGISTRATION DETAILS

Registration No -

State Code -

Balance Sheet date -

II) CAPITAL RAISED DURING THE YEAR

Public issue

N I L

Bonus issue

N I L

Rights issue

N I L

Private placement

N I L

III) POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

Total Liabilities

8 0 1

SOURCES OF FUNDS

Paid-Up Capital

3 5 0

Secured Loans

2 1 2

Deferred tax liability

1 2

APPLICATION OF FUNDS

Net Fixed Assets

3 8 2

Miscellaneous Expenditure

N I L

Deferred Tax Asset

N I L

Total Assets

8 0 1

Reserves and Surplus

2 2 6

Unsecured Loans

N I L

Net Current Assets

4 1 8

Accumulated Losses

N I L

IV) PERFORMANCE OF THE COMPANY

Turnover

8 7 5

+ - Profit Before tax

0 0

Earning per share on ordinary activities (£)

0

Total Expenditure

8 9 7

+ - Profit After tax on ordinary activities

- 0 3

Dividend %

0

GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY-

Item Code No

Servicing of Card Clothing

Product description

C A R D C L O T H I N G

17. Previous year's figures have been regrouped/reclassified wherever necessary.

18. Figures in bracket are in respect of previous year.

Signatures to Schedules 1 to 9

As per our report attached

MAZARS LLP

Chartered Accountants
by the hand of

Mr. I. G. WRIGHTSON

Partner
Leeds

Date : 1st June, 2009

R. J. GOODALL

M. K. TRIVEDI

Director
Director

Cleckheaton

Date : 1st June, 2009

DIRECTORS' REPORT

Your Directors present the Company's Annual Accounts for the year ended 31st March 2009.

1. HIGHLIGHTS OF FINANCIAL RESULTS :

	Year Ended 31 March 2009	(Rs. in Lac) Year Ended 31 March 2008
Commission, Sales & Income	590.81	691.70
Gross Operating Profit/(Loss) for the Year	(51.39)	244.57
Depreciation	5.24	(5.66)
Profit/(Loss) Before Tax	(71.46)	238.91
Provision for Tax (net)	4.79	(87.32)
Profit/(Loss) After Tax	(76.25)	151.59
Profit/(Loss) brought forward from the Last Year	259.74	182.03
Profit available for appropriation	183.49	333.62
Appropriated as under		
General Reserve	-	30.00
Dividend & Dividend Tax	-	43.87
Retained in Profit and Loss A/c	183.49	259.75

2. OPERATIONS HIGHLIGHTS :

Your Company's income from indenting commission declined from Rs.456.23 Lac last fiscal year to Rs.143.10 Lac this year, due to the severe downturn in the textile industry caused by the global economic slowdown. Large number of customers in the textile industry postponed capital investments due to lower demand from end consumers. Service income increased from Rs.20.42 Lac to Rs.30.03 Lac through efforts to sell additional spare parts to existing customers of embroidery machines in Maharashtra and Gujarat. Other income declined from Rs.40.55 Lac to Rs.1.86 Lac this fiscal year.

3. DIVIDEND :

The Company has paid no interim dividend during the year (75% final dividend in the previous year). Your Directors do not recommend a final dividend for the year.

4. DIRECTORS :

As per the provisions of Section 255 of the Companies Act 1956, Mr Kunjan Gandhi retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.

5. PARTICULARS OF EMPLOYEES :

Your Company continues to enjoy excellent and cordial relations with its employees to achieve its overall organizational vision and performance goals.

None of the employees of the Company was in receipt of remuneration in excess of limits as prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 and, therefore, the said information is not applicable.

6. DISCLOSURE IN RESPECT OF CONSERVATION OF ENERGY ETC. :

Since the Company is engaged in the service activity, the information in accordance with the provisions of Section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of the Directors) Rules 1988, is not applicable.

7. FOREIGN EXCHANGE EARNINGS & OUTGO :

Total Foreign Exchange earnings	Rs.143.10 Lac
Total Foreign Exchange outgo	Rs.361.22 Lac

8. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217 (2AA) of the Companies Act, 1956, your Directors confirm that, to the best of their knowledge and belief and according to the information and explanations available to them:

- [i] in the preparation of the annual accounts, the applicable accounting standards have been followed.
- [ii] appropriate accounting policies have been selected and applied consistently and judgments and estimate have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2009 and of the profit of the Company for the year 1st April 2008 to 31st March 2009.
- [iii] proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- [iv] the annual accounts have been prepared on a going concern basis.

9. AUDITORS :

M/s B K Khare & Co., Chartered Accountants have signed their consent to be appointed as auditors of the Company.

10. COMPLIANCE CERTIFICATE:

Compliance Certificate pursuant to Section 383A of the Companies Act, 1956 is attached to this report.

For and on behalf of the Board.
For ICC International Agencies Limited

M. K. TRIVEDI
Managing Director

M. M. SHAH
Director

Mumbai, 22nd May, 2009

ICC INTERNATIONAL AGENCIES LIMITED

Compliance Certificate

To,
The Members,
ICC International Agencies Limited.
Mumbai.

Company Registration No: 11-95231.

I have examined the Registers, Records, Books and Papers of ICC International Agencies Limited (hereinafter referred to as "the Company") required to be maintained under the Companies Act, 1956 (hereinafter referred to as "the Act") and the Rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March 2009. In my opinion and to the best of my information and according to the examination carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. the company has kept and maintained all Registers as stated in Annexure 'A' to this Certificate, as per the provisions and the Rules made thereunder and all entries therein have been duly recorded.
2. the company has duly filed the forms and Returns as stated in Annexure 'B' to this Certificate, with the Registrar of Companies within the time prescribed under the Act and the Rules made thereunder.
3. the Company being a Public Company has a minimum prescribed paid-up capital, comments regarding number of members are not required.
4. the Board of Directors duly met 4 (Four) times on 10th May 2008, 21st September 2008, 30th December 2008 and 10th March 2009 in respect of which the proper notices were given and the proceedings were properly recorded in the Minutes Book.
5. the Company was not required to close its Register of Members during the financial year.
6. the Annual General Meeting for the financial year ended on 31.03.2008 was held on 30th September 2008, after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for this purpose.
7. no Extra Ordinary General Meeting was held during the aforesaid financial year.
8. the Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. the Company has not entered into any contracts falling within the purview of Section 297 of the Act, during the aforesaid financial year.
10. the Company was not required to make any entries in the register maintained under Section 301 of the Act, during the aforesaid financial year.
11. there were no instances falling within the purview of Section 314 of the Act.
12. the company has not issued any duplicate share certificate during the financial year.
13. the Company has:
 - (i) not delivered any certificate during the aforesaid financial year, as there was no allotment of any shares nor any transfer/transmission of the shares.
 - (ii) not deposited the amount of dividend declared in a separate Bank Account. The dividend has been paid on the 6th day from the date of declaration of dividend resulting into delay of one day for making payment of dividend for the F.Y. 07-08.
 - (iii) duly complied with the requirements of Section 217 of the Act.
14. the Board of Directors of the company is duly constituted.
15. during the Financial Year 2008-09, the Company has not appointed any Managing Director / Whole Time Director / Manager.
16. the company has not appointed any Sole-Selling Agents within the meaning of Section 294 of the Act during the aforesaid financial year.
17. the company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the various provisions of the Act during the financial year.

ICC INTERNATIONAL AGENCIES LIMITED

18. the directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. the Company has not issued any shares/debentures/other securities during the financial year.
20. the Company has not bought back any shares during the aforesaid financial year.
21. there was no redemption of preference shares or debentures during the financial year.
22. there were no transactions necessitating the company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares during the aforesaid financial year.
23. the Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Act during the aforesaid financial year.
24. the company has not made any borrowings during the aforesaid financial year.
25. the Company has not made loans or investments or given guarantees or provided securities to other Bodies Corporate during the aforesaid financial year.
26. the Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one State to another during the year under scrutiny.
27. the Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. the Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. the Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny.
30. the Company has not altered its Articles of Association during the aforesaid financial year.
31. no prosecution has been initiated against or show cause notices received by the Company for alleged offences under the Act and also no fines and penalties or any other punishment has been imposed on the Company.
32. the Company has not received any money as security from its employees during the year under certification.
33. the company has deposited both the employee's and employer's contribution to Provident Fund with the prescribed authorities pursuant to section 418 of the Act.

Ajay M. Antarkar
Company Secretary
C. P. # 3022

Pune : 22th May, 2009

Annexure A

Sr. No.	Name of the Register	Maintained U/s
1.	Register of Members	150
2.	Minute Book of proceedings of General Meeting	193
3.	Minute Book of meeting of Board of Directors	193
4.	Books of Accounts	209
5.	Register of Contracts	301
6.	Register of Directors	303
7.	Register of Directors Shareholding	307
8.	Register of Investments	372A
9.	Register of Transfer of Shares	
10.	Attendance Register of Board Meeting	

Annexure B

Sr. No.	Forms>Returns	Filed U/s	Particulars
1.	Annual Return (Form 20B)	159	For the year 2008.
2.	Balance Sheet (Form 23AC + 23ACA)	220	For the Year ended 31.03.2008.
3.	Secretarial Compliance Certificate (Form 66)	383A	For the Year ended 31.03.2008.

ICC INTERNATIONAL AGENCIES LIMITED

AUDITORS' REPORT

To
The Members
ICC International Agencies Limited

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

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

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, as amended from time to time, we enclosed in the annexure a statement on the matters specified in the paragraph 4 and 5 of the said Order on the basis of such checks of the books and records as were considered appropriate, and according to the information and explanations given to us in the course of the audit.
2. Further to our comments in the Annexure referred to above, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of these books.
 - c) The Balance Sheet and Profit and Loss Account dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the said Balance Sheet and Profit Loss Account dealt with by this report comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956.
 - e) On the basis of written representations received from the directors 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.
3. In our opinion, and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009; and
 - (b) in the case of the 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 as on that date.

For **B. K. KHARE & CO.**
Chartered Accountants

Devdatta Mainkar
Partner
Membership No.109795

Mumbai, 22nd May, 2009

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph (1) of our report of even date)

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situations of all fixed assets.
- (b) The fixed assets have been physically verified by the Management during the year. There is a regular programme of verification which in our opinion is reasonable having regard to size of the company and nature of its assets.
- (c) During the year, the Company has not disposed off any fixed assets.
- 2) (a) According to the information and explanations given to us, the inventory of trading goods, stores and spare parts have been physically verified by the management during the year and in our opinion, the frequency of such verification is reasonable.
- (b) In our opinion, the procedures of physical verification of stocks followed by the management are reasonable & commensurate with the size of the Company and the nature of its business.
- (c) The discrepancies noticed on physical verification of stocks as compared to book records, which were not material, have been properly dealt with in the books of account.
- 3) The Company has not taken or given any loans, secured or unsecured, from / to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. No major weaknesses in internal control system were noticed in the course of our audit.
- 5) According to the information and explanations given to us, there are no transactions of purchase of goods and materials and sale of goods, materials and services made in pursuance of contracts and arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and aggregating during the year to Rs. 500,000 or more in value in respect of each party.
- 6) The Company has not accepted any deposits from the public, to which the provisions of Section 58A of the Companies Act, 1956 and the rules framed there under apply.
- 7) In our opinion and according to the information and explanation provided to us, the Company has an internal Audit System commensurate with its size and the nature of its business.
- 8) According to the information and explanations given to us by the Company, the Central Government has not prescribed maintenance of cost accounts and records under Section 209 (1)(d) of the Companies Act, 1956, for any of the products of the Company.
- 9) (a) On the basis of examination of books of accounts and according to the information and explanations provided to us, the Company is regular in depositing undisputed statutory dues in respect of Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other applicable statutory dues with the appropriate authorities.
- (b) On the basis of examination of books & accounts and according to the information and explanations given to us, there are no amounts payable in respect of Income tax, Wealth tax, Sales tax, Customs duty, Excise duty, Service Tax or cess which were disputed and outstanding as at 31st March, 2009 for a period of more than six months from the date they became payable by the Company.
- 10) The Company had no accumulated losses at the end of the financial year. The company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding year.
- 11) The Company has not borrowed from financial institutions/through debenture issue.
- 12) The Company has not given any financial guarantee for loans taken by others from bank or financial institutions.
- 13) On the basis of examination of books of accounts and according to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.
- 14) On the basis of overall examination of financial statements of the Company and other financial information furnished to us, we are of the opinion that no funds raised on short-term basis have been utilized for long-term investments.
- 15) According to the information and explanations given to us, during the year, no frauds were noticed or reported by or against the company.
- 16) Sub paragraphs (xii), (xiii), (xiv), (xviii), (xix) and (xx) of the Clause 4 of the Order are not applicable to the Company.

For B. K. KHARE & CO.
Chartered Accountants

Devdatta Mainkar
Partner
Membership No.109795

Mumbai, 22nd May, 2009

ICC INTERNATIONAL AGENCIES LIMITED

Balance Sheet as at 31st March, 2009

	SCHEDULE	Rs .	As at 3/31/2009 Rs .	Rs .	As at 3/31/2008 Rs
SOURCES OF FUNDS					
SHAREHOLDER'S FUNDS					
Share Capital	1		5,000,000		5,000,000
Reserve & Surplus	2		<u>26,813,265</u>		<u>34,438,420</u>
TOTAL			<u>31,813,265</u>		<u>39,438,420</u>
APPLICATION OF FUNDS					
FIXED ASSETS					
Gross Block	3		6,086,320	5,761,864	
Less : Depreciation			<u>4,308,119</u>	<u>3,784,337</u>	
Net Block			<u>1,778,201</u>	<u>1,977,527</u>	
			1,778,201		1,977,527
INVESTMENTS	4		15,000		15,000
DEFERRED TAX ASSET	5		-		577,950
CURRENT ASSETS, LOANS AND ADVANCES					
Inventories	6	12,385,898		10,647,479	
Sundry Debtors		16,922,765		30,658,682	
Cash and Bank Balances		6,495,315		5,098,887	
Other Current assets		30,866		21,824	
Loans and Advances		<u>3,814,844</u>		<u>3,924,402</u>	
			<u>39,649,687</u>	<u>50,351,274</u>	
LESS :- CURRENT LIABILITIES AND PROVISIONS					
Liabilities	7	9,247,771		8,665,265	
Provisions	8	381,852		4,818,067	
			<u>9,629,623</u>	<u>13,483,332</u>	
NET CURRENT ASSETS			<u>30,020,064</u>		<u>36,867,943</u>
TOTAL			<u>31,813,265</u>		<u>39,438,420</u>
SIGNIFICANT ACCOUNTING POLICIES	A				
NOTES ON ACCOUNTS	B				

The Schedules referred to above and the notes attached form an integral part of the accounts.

As per our report of even date

For and on behalf of the Board

B. K. KHARE & CO.
Chartered Accountants

M. K. TRIVEDI

Managing Director

M. M. SHAH

Director

K. N. GANDHI

Director

P. K. ASHER

Director

DEVDATTA MAINKAR

Partner

Mumbai, 22nd May, 2009

Mumbai, 22nd May, 2009

Profit and Loss Account for the Year ended 31st March, 2009

	SCHEDULE	Year ended 3/31/2009		Year ended 3/31/2008	
		Rs.	Rs.	Rs.	Rs.
INCOME					
Commission and Service Revenue	9		17,313,626		47,665,611
Sales - Trading			41,581,151		17,450,276
Other Income	10		186,144		4,054,540
			<u>59,080,921</u>		<u>69,170,427</u>
EXPENDITURE					
Cost of Goods Sold	11		37,068,735		16,750,821
Staff and Welfare	12		8,814,502		11,424,367
Operating, Selling and Administration Expenses	13		18,234,746		16,472,313
Depreciation			523,780		565,901
Interest and Financial Charges					
-Interest on borrowings					
-Bank Charges			102,084		66,055
			<u>64,743,847</u>		<u>45,279,457</u>
Profit / (Loss) for the year			(5,662,926)		23,890,970
Less Prior period Expenses			1,483,451		-
Profit / (Loss) before Tax			(7,146,377)		23,890,970
Less : Provision for Tax					
- Current Tax				(8,190,000)	
- excess provision of previous year reversed		(317,677)			
- Deferred Tax Liability / (Asset)		577,950		28,138	
- Fringe Benefit Tax		218,505	478,778	(570,000)	(8,731,862)
Profit / (Loss) after Tax			(7,625,155)		15,159,108
Profit / (Loss) brought forward from previous year			25,974,377		18,202,581
Balance of Profit and Loss Account			<u>18,349,222</u>		<u>33,361,689</u>
APPROPRIATION :					
Interim Dividend Declared					-
Final Dividend Proposed					3,750,000
Dividend tax					637,313
General Reserve					3,000,000
Balance Carried to Balance Sheet			18,349,222		25,974,377
			<u>18,349,222</u>		<u>33,361,689</u>
Earning per share (Basic and diluted)			(15.25)		30.32
SIGNIFICANT ACCOUNTING POLICIES	A				
NOTES ON ACCOUNTS	B				

The Schedules referred to above and the notes attached form an integral part of the accounts.

As per our report of even date

For and on behalf of the Board

B. K. KHARE & CO.
Chartered Accountants

M. K. TRIVEDI Managing Director
M. M. SHAH Director
K. N. GANDHI Director
P. K. ASHER Director

DEVDATTA MAINKAR
Partner
Mumbai, 22nd May, 2009

Mumbai, 22nd May, 2009

ICC INTERNATIONAL AGENCIES LIMITED

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

	As at 3/31/2009	As at 3/31/2008
A CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax & Extraordinary items	<u>(7,146,377)</u>	23,890,971
Depreciation	523,780	565,901
Bad Debts written off	-	1,517,548
sundry balance w/ off	854,390	171,514
Provision for Doubtful Debts	1,301,610	
	<u>2,679,780</u>	
	<u>(4,466,597)</u>	<u>26,145,934</u>
Less: Sundry balance W/Back	112,317	-
Interest / dividend recd	47,373	149,615
	<u>159,690</u>	<u>149,615</u>
Operating profit before Working capital changes	<u>(4,626,287)</u>	<u>25,996,318</u>
Decrease / (Increase) in Inventories	(1,738,419)	(719,194)
Decrease / (Increase) in Debtors	11,363,980	(15,413,321)
Decrease / (Increase) in Other Current Assets	2,290,097	(1,976,209)
(Decrease) / Increase in Creditors	3,466,169	601,004
(Decrease) / Increase in Other Current Liabilities	(2,995,979)	(6,023,556)
(Decrease) / Increase in Provision	329,383	23,750
Direct Tax paid (including Fringe Benefit Tax)	(2,019,078)	(7,661,588)
	<u>10,696,152</u>	<u>(7,661,588)</u>
Net Cash Generated from / (used in) operating activities	<u>6,069,865</u>	<u>(5,172,795)</u>
B CASH FLOW FROM INVESTING ACTIVITES :		
Purchase of Fixed Assets	(324,456)	(316,192)
Sale proceeds of Fixed Assets	-	-
Interest / Dividend recived	38,332	236,672
	<u>38,332</u>	<u>236,672</u>
Net cash from / (used in) Investment activities	<u>(286,124)</u>	<u>(79,520)</u>
C CASH FLOW FROM FINANCING ACTIVITES :		
Dividend Paid	(3,750,000)	-
Tax on Dividend	(637,313)	-
	<u>(637,313)</u>	<u>-</u>
Net cash from /(used in) financing activities	<u>(4,387,313)</u>	<u>-</u>
Net increase (decrease) in cash and cash equivalent (A+B+C)	<u>1,396,428</u>	<u>(5,252,315)</u>
Cash and Bank balance opening	<u>5,098,887</u>	<u>10,351,202</u>
Cash and Bank balance closing	<u>6,495,315</u>	<u>5,098,887</u>
Increase (Decrease) in Cash & Bank (for check)	<u>1,396,428</u>	<u>(5,252,315)</u>

As per our report of even date

B. K. KHARE & CO.
Chartered Accountants

DEVDATTA MAINKAR
Partner
Mumbai, 22nd May, 2009

M. K. TRIVEDI Managing Director
M. M. SHAH Director
K. N. GANDHI Director
P. K. ASHER Director

Mumbai, 22nd May, 2009

ICC INTERNATIONAL AGENCIES LIMITED

Schedules Forming Part of the Accounts 31st march, 2009

As at	As at
31/3/2009	3/31/2008
Rs.	Rs.

SCHEDULE 1

SHARE CAPITAL

Authorised :

10,00,000 Equity Shares Of Rs 10/- each	<u>10,000,000</u>	<u>10,000,000</u>
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(Previous year 10,00,000 Equity Shares of Rs 10/- each)

Issued, Subscribed and Paid Up Capital

5,00,000 Equity Shares Of Rs. 10 /- each fully paid up	<u>5,000,000</u>	<u>5,000,000</u>
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(Previous year 5,00,000 Equity Shares of Rs 10/- each)

(The entire share capital is held by the holding company,

The Indian Card Clothing Company Limited, ultimate

holding Company 'Multi Act Industrial Enterprise Ltd.')

TOTAL	<u>5,000,000</u>	<u>5,000,000</u>
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SCHEDULE 2

RESERVE & SURPLUS

General Reserve

Opening Balance	8,464,043	5,483,000
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Less : Provision for leave encashment (net of deferred tax)		(18,957)
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Add : Transferred during the year		3,000,000
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Closing Balance	<u>8,464,043</u>	<u>8,464,043</u>
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Surplus in Profit & Loss A/c

	<u>18,349,222</u>	<u>25,974,377</u>
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	<u>26,813,265</u>	<u>34,438,420</u>
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SCHEDULE 3

FIXED ASSETS as on 31.03.2009

Description	Gross Block				Depreciation				Net Block		
	Rate	As at 01/04/08	Additions	Deletions	As at 31/03/09	As at 01/04/08	For the year	On Deletions	As at 31/03/09	As at 31/03/09	As at 31/03/08
Computers	40.00	1,163,387	141,720	-	1,305,107	1,037,923	99,108	-	1,137,031	168,076	125,464
Furniture	18.10	1,013,806	25,460	-	1,039,266	680,575	64,418	-	744,993	294,273	333,231
Vehicles	25.89	2,540,806	157,276	-	2,698,082	1,576,714	283,090	-	1,859,804	838,278	964,092
Office Equip	13.91	1,043,865	-	-	1,043,865	489,127	77,164	-	566,291	477,574	554,738
Total		5,761,864	324,456	-	6,086,320	3,784,339	523,780	-	4,308,119	1,778,201	1,977,525
As at 31.03.08		5,445,672	316,192	-	5,761,864	3,218,438	565,901	-	3,784,339	1,977,525	-

ICC INTERNATIONAL AGENCIES LIMITED

Schedules Forming Part of the Accounts 31st march, 2009

		As at 3/31/2009		As at 3/31/2008
	Rs.	Rs.	Rs.	Rs.
SCHEDULE 4				
INVESTMENTS				
Long Term Investments (Non Trade)				
Others :				
National Savings Certificates		15,000		15,000
		<u>15,000</u>		<u>15,000</u>
Note : N.S.C.s are pledged with Sales Tax Authorities, Mumbai, & Surat.				
 SCHEDULE 5				
DEFERRED TAX BALANCES				
Deferred Tax Assets	-		577,950	
Less : Deferred Tax Liability	-		-	
		<u>-</u>		<u>577,950</u>
(Refer note no. 14 of the notes to the accounts of Schedule 'B')				
 SCHEDULE 6				
CURRENT ASSETS, LOANS AND ADVANCES				
Inventories (As certified by Management)				
(at lower of cost or net realisable value)				
Finished Goods - Trading		12,385,898		10,647,479
		<u>12,385,898</u>		<u>10,647,479</u>
Sundry Debtors				
(Unsecured)				
Debts outstanding for a period exceeding six months				
Considered good :	9,157,543		5,143,761	
Considered doubtful :	2,325,973		1,107,568	
	<u>11,483,516</u>		<u>6,251,329</u>	
Less : Provision for Doubtful Debts	2,325,973		1,107,568	
		9,157,543		5,143,761
Other Debts:				
Considered good :		7,765,222		25,514,921
		<u>16,922,765</u>		<u>30,658,682</u>
Cash and Bank Balances				
Cash On Hand		54,824		76,651
Balance with Scheduled Banks				
- on Current Account		1,422,747		5,022,236
Short Term Fixed Deposit		5,017,744		-
		<u>6,495,315</u>		<u>5,098,887</u>
Other Current Assets				
Interest Accrued		30,866		21,824
		<u>30,866</u>		<u>21,824</u>

ICC INTERNATIONAL AGENCIES LIMITED

Schedules Forming Part of the Accounts 31st march, 2009

	As at 3/31/2009 Rs.	As at 3/31/2008 Rs.
SCHEDULE 6		
Loans and Advances		
(Unsecured Considered good, unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received - Considered good	520,584	2,618,856
Less : provision for doubtful advances	<u>83,205</u>	
	437,379	
Prepaid Gratuity Benefit	-	95,125
Security and Other Deposits	1,113,721	1,210,421
Advance tax and Tax deducted at source (net of provision for taxation)	<u>2,263,744</u>	-
	<u><u>3,814,844</u></u>	<u><u>3,924,402</u></u>
SCHEDULE 7		
LIABILITIES		
Trade Creditors	6,233,953	2,655,468
Other Liabilities	<u>3,013,818</u>	6,009,797
	<u><u>9,247,771</u></u>	<u><u>8,665,265</u></u>
SCHEDULE 8		
PROVISIONS		
For Employee Benefits	381,852	52,469
Proposed Dividend	-	3,750,000
Provision for Dividend Tax	-	637,313
For Taxation (net of advance tax and TDS)		378,285
	<u><u>381,852</u></u>	<u><u>4,818,067</u></u>
	Year ended 3/31/2009 Rs.	Year ended 3/31/2008 Rs.
SCHEDULE 9		
COMMISSION AND OTHER REVENUE		
Commission	14,310,277	45,623,170
Service Revenue & AMC	<u>3,003,349</u>	2,042,441
	<u><u>17,313,626</u></u>	<u><u>47,665,611</u></u>
SCHEDULE 10		
OTHER INCOME		
Interest (Gross)		
- From Banks	47,373	149,615
- From Others	-	-
(Tax deducted at source Rs.60,854/-)	<u>47,373</u>	149,615
Previous year Rs.98,950/-)		
Unclaimed balances / Excess provisions written back (Net)	112,317	955,000
Exchange fluctuation (Net)		2,941,404
Miscellaneous Income	<u>26,454</u>	8,521
	<u><u>186,144</u></u>	<u><u>4,054,540</u></u>

ICC INTERNATIONAL AGENCIES LIMITED

Schedules Forming Part of the Accounts 31st march, 2009

		Year ended 3/31/2009		Year ended 3/31/2008
	Rs.	Rs.	Rs.	Rs.
SCHEDULE 11				
COST OF GOODS SOLD - TRADING				
Opening Stock		10,647,479		9,928,285
Add :- Purchases (Net)		38,807,154		17,470,015
Less :- Closing Stock		<u>(12,385,898)</u>		<u>(10,647,479)</u>
		<u>37,068,735</u>		<u>16,750,821</u>
SCHEDULE 12				
STAFF AND WELFARE				
Salaries, Benefits and Bonus		7,571,046		10,158,265
Contributions to Provident Fund, ESIC, Gratuity, etc.		569,629		756,533
Staff Welfare Expenses		<u>673,827</u>		<u>509,569</u>
		<u>8,814,502</u>		<u>11,424,367</u>
SCHEDULE 13				
OPERATING, SELLING AND ADMINISTRATION EXPENSES				
Electricity Charges		341,269		331,298
Repairs and Maintenance				
-Vehicle	354,622		188,904	
-Others	<u>397,888</u>	752,510	<u>263,296</u>	452,200
Freight and Forwarding Expenses		603,732		1,775,770
Advertisement and Sales Promotion Expenses		255,529		684,638
Auditors remuneration :				
Statutory Audit Fees	73,549		55,056	
Other Services	<u>27,575</u>	101,124	<u>74,158</u>	129,214
Rent		2,127,129		1,672,048
Rates and Taxes		15,200		15,255
Insurance		154,525		195,568
Bad debts/Sundry Bal write off		854,390		1,517,548
Travelling and Conveyance		3,579,255		6,445,297
Provision for Bad Debts		1,301,610		-
Vehicle Expenses		184,480		355,428
Communication Expenses		735,227		960,424
Printing and Stationery		113,124		146,280
Legal and Professional Fees		250,803		155,039
Sitting Fees		75,998		82,500
Brokerage for office		62,300		14,473
Postage & Courier		491,631		432,902
Seminar & Training Programme		-		300,523
General Expenses		309,540		451,587
Exhibition Expenses		1,818,744		-
Custom Duty - Others		818,449		-
Diff Due to Ex. Fluctuation		2,124,922		-
Discount		536,155		-
Donation		-		151,000
Miscellaneous Expenses		<u>627,101</u>		<u>203,321</u>
		<u>18,234,746</u>		<u>16,472,313</u>

Schedules Forming Part of the Accounts 31st march, 2009

SCHEDULE A: SIGNIFICANT ACCOUNTING POLICIES.

1. Basis of Accounting:

The accounts have been prepared using historical cost convention and on the basis of a going concern principles, with revenues recognised and expenses accounted on accrual basis, including for committed obligations and are in compliance with the Accounting Standards referred to in Section 211(3C) and other requirements of the Companies Act, 1956 to the extent applicable.

2. Revenue Recognition:

Commission income and service revenue is recognised on crystallization of transaction which coincides with despatch of material / completion of services as per terms of contract and are net of taxes recovered.

Revenue from the sale of trading goods is accounted net of sales tax recovered, (wherever applicable) and discounts and is recognised upon passage of title to the customer and generally coincides with delivery and acceptance.

3. Fixed Assets:

Fixed assets are capitalized at acquisition cost including all attributable expenditure incurred for bringing the asset to working condition for its intended use.

4. Impairment:

Carrying amount of cash generating units / assets is reviewed at Balance sheet date to determine whether there is any indication of impairment. If any such indication exists the recoverable amount is estimated as the higher of net realizable price and value in use. Impairment loss, if any, is recognized whenever carrying amount exceeds the recoverable amount.

5. Depreciation:

Depreciation is provided on the Written Down Value method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956, except for Computers, which are written off equally over a period of three years from the year of acquisition.

6. Investments:

Long term investments are valued at cost unless there is a decline other than temporary in the value of the long term investments. Current investments are valued at cost or fair value which ever is lower.

7. Inventories:

Inventory of trading goods are valued at lower of cost or net realisable value after providing for damages and obsolescence and are determined on first-in-first-out basis. However, items of inventory procured against customers orders are valued by specific identification.

8. Foreign Currency Transactions:

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transactions. Assets and liabilities in foreign currency remaining unsettled at the year-end are converted at the year end rates. Exchange gains or losses on settlement / conversion are recognised in the Profit & Loss account.

9. Employee Benefits:

- a) Short term employee benefits are charged to profit and loss account at the undiscounted amount in the year in which the related service is rendered.
- b) Post employment and other long term employee benefits are charged to profit and loss account in the year in which the employee has rendered services. The amount charged is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gain and losses in respect of post employment and other long term benefits are charged to Profit and Loss Account.

10. Segment Reporting:

The Company operates in two segments: Commission & servicing Activity and Trading Activity. Segments have been identified and reported taking into account the nature of activity undertaken, the differential risks and return of the segments, the organization structure and the internal financial reporting systems.

Revenue and expenses have been accounted on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on the reasonable basis, have been included under "Unallocable Expenses". Assets and Liabilities which relate to the enterprise as a whole but not allocable to segments on a reasonable basis, have been included under "Unallocable Assets / Liabilities".

ICC INTERNATIONAL AGENCIES LIMITED

Schedules Forming Part of the Accounts 31st march, 2009

11. Taxes on Income:

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

12. Earning Per Share:

The earning considered in ascertaining the company's earning per share comprises the net profit / (loss) for the period attributable to equity shareholders. The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the year.

13. Borrowing Costs:

Borrowing costs that are attributable to the acquisition, construction, or production of qualifying assets are capitalised as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

14. Contingent Liability:

Present possible obligations are disclosed in the notes to accounts. Provision is made in the accounts in respect of present probable obligations.

SCHEDULE B: NOTES ON ACCOUNTS

- Contingent liabilities for the Current year Rs Nil (Previous year Rs. Nil)
- Estimated amount of contracts remaining to be executed on capital account (net of advances) is Rs. Nil (Previous Year Rs. Nil).
- Based on the information available with the Company as at 31st March, 2009 there are no suppliers being Small Scale Industrial Undertakings as defined under Section 3 (j) of the Industries (Development and Regulation) Act, 1951. The auditors have placed reliance on the management assertions.
- Provision for doubtful debts include Rs. 23,25,973/- (Previous year Rs. 11,07,568 / -) due from Foreign Company.
- Stocks and Sales of Trading Goods:**

Class of Goods		Embroidery Accessories		Embroidery Spares		Embroidery Machine	
		31/03/2009	31/03/2008	31/03/2009	31/03/2008	31/03/2009	31/03/2008
Units		Nos.	Nos.	Nos.	Nos.	Nos.	Nos.
Opening Stock	Quantity	92,971	176,181	42,816	46,931	1	1
	Value	3,058,388	6,678,804	7,439,091	3,099,481	150,000	150,000
Closing Stock	Quantity	61,290	92,971	67,353	42,818	1	1
	Value	5,770,315	3,058,388	6,465,583	7,439,091	150,000	150,000
Sales	Quantity	31,721	144,666	14,972	40,711	7	NIL
	Value	2,246,769	8,041,343	9,858,087	9,408,933	29,476,296	NIL

6. Purchases:

Class of Goods		Embroidery Accessories		Embroidery Spares		Embroidery Machine	
		31/03/2009	31/03/2008	31/03/2009	31/03/2008	31/03/2009	31/03/2008
Units		Nos.	Nos.	Nos.	Nos.	Nos.	Nos.
Purchase	Quantity	40	61,456	39,509	36,598	7	NIL
	Value (in Rs)	4,759,856	2,973,928	7,600,125	14,496,087	27,930,624	NIL

Schedules Forming Part of the Accounts 31st march, 2009

7. Value of Imports (on CIF basis):

Particulars	31/03/2009 (Rs.)	31/03/2008 (Rs.)
Trading Goods	36,907,492	7,472,735

8. Expenditure in foreign currency:

Particulars	31/03/2009 (Rs.)	31/03/2008 (Rs.)
Travelling	177,288	806,728
Import of Trading goods	35,796,315	7,472,735
Penalty and Interest	149,166	NIL

9. Earning in foreign currency:

Particulars	31/03/2009 (Rs.)	31/03/2008 (Rs.)
Commission and Service revenue	14,310,277	45,623,170

10. Retirement benefits:

a) Defined contribution Plans

Company's contributions paid / payable during the year to Provident Fund are recognised in the Profit and Loss Account.

b) Defined Benefit Plan

Company's liabilities towards gratuity and leave encashment are determined on actuarial basis using the projected unit credit method, which consider each period of service as giving rise to an additional unit of benefit and measure each unit separately to build up the final obligation. Past services are recognized on straight-line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the Statement of Profit and Loss Account as income or expense. Obligation is measured at the present value of estimated future cash flow using a discount rate that is determined by reference to market yields at the Balance Sheet date on government bonds where the currency and terms of the government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

Gratuity

(1) Description of the Plan:

The Company has covered its gratuity liability by a Group Gratuity Policy issued by LIC of India. Under the plan, employee at retirement is eligible for benefit, which will be equal to 15 days salary for each completed year of service. Thus, it is a defined benefit plan and the aforesaid insurance policy is the plan asset.

(2) Principal actuarial assumptions:

	Current Year 31/03/2009	Previous Year 31/03/2008
Discount rate	7.75%	8.00%
Rate of Return on Plan Assets	7.00%	8.00%

ICC INTERNATIONAL AGENCIES LIMITED

Schedules Forming Part of the Accounts 31st march, 2009

(3) Reconciliation of Benefit Obligation:

	31/03/2009 (Rs.)	31/03/2008 (Rs.)
Liability at the beginning of the year	839,606	664,043
Interest Cost	67,911	57,951
Current Service Cost	137,911	110,132
Benefit Paid	(257,262)	(99,565)
Actuarial (Gain) / Loss on Obligations	(31,774)	107,045
Liability at the end of the year	756,392	839,606
Fair Value of Plan Assets at the end of the year	741,105	934,731
Amount recognised and disclosed under the head "Prepaid expense for Gratuity"	(15,287)	95,125

(4) Reconciliation of Fair value of Plan Assets:

	31/03/2009 (Rs.)	31/03/2008 (Rs.)
Fair Value of Plan Assets at the beginning of the year	934,731	809,854
Expected Return on Plan Assets	64,488	72,938
Contributions	0	151,649
Benefit Paid	(257,262)	(99,565)
Actuarial (Gain) / Loss on Obligations	(852)	(145)
Fair Value of Plan Assets at the end of the year	741,105	934,731

(5) Expenses recognised in the Profit and Loss Account

	31/03/2009 (Rs.)	31/03/2008 (Rs.)
Current Service Cost	137,911	110,132
Interest Cost	67,911	57,951
Expected Return on Plan Assets	(64,488)	(72,938)
Net Actuarial (Gain) / Loss recognized	(30,922)	107,190
Expenses recognised in Profit and Loss Account	110,412	202,335

11. SEGMENT REPORTING:

	Segment Disclosure	Commission & Servicing activity	Trading activity	Others/ Unallocable	Total
I	Segment Revenue	17,313,626 (50,607,015)	41,581,151 (18,105,276)	503,821 (458,136)	59,398,598 (69,170,427)
II	Segment Results				
	Profit before Tax	5,354,550 (33,547,735)	(5,876,977) 5,611,915	(66,23,951) 4,044,850	(71,46,377) (23,890,970)
III	Other information				
	Segment Assets	12,431,670	4,491,094	245,20,124	4,14,42,888
		-	-	(75,198,147)	(75,198,147)
	Segment liabilities	-	5,545,852	40,83,771	96,29,623
		-	-	(35,759,728)	(35,759,728)
	Capital expenditure during the year	-	-	324,456 (316,192)	324,456 (316,192)
	Depreciation	-	-	523,780 (565,901)	523,780 (565,901)

Note: Figures in bracket indicate figures for previous year

Schedules Forming Part of the Accounts 31st march, 2009

12. Related Party Disclosures

Related party disclosures as required by Accounting Standard - 18, "Related Party Disclosures" are given below:

1. Relationships:

Sr. No.	Name of the Related Party	Relationship
1	The Indian Card Clothing Company Ltd	Holding Company
2	Multi Act Industrial Enterprises Ltd.	Ultimate Holding Company
3	Garnett Wire Limited	Fellow Subsidiary
4	Mr. Mehul Trivedi	Key Managerial Personnel - Managing Director
5	Relatives of Managing Director	
	Mr. K. K. Trivedi	
	Mr. P. K. Trivedi	

2. Nature and Amount of the transactions

The following transactions were carried out with the related parties in the ordinary course of business:

Sr. No.	Nature of Transactions	Amount of Transactions	
		2008-2009	2007-2008
1	Dividend	Nil	Rs. 3,750,000/-

13. The break up of deferred tax assets and liabilities into major components at the year end is as below :

Particulars	31/03/2009 (Rs.)	31/03/2008 (Rs.)
43B items	1,29,791	17,385
Provision for Bad & Doubtful Debts	7,90,600	376,462
Depreciation	1,91,354	183,653
Unabsorbed losses and depreciation	13,15,753	-
DEFERRED TAX ASSETS	24,27,499	577,950

In accordance with the Accounting Standard 22 on "Accounting for Taxes" (AS 22), deferred tax assets and deferred tax liabilities should be recognised for all timing differences. However, considering the present financial position and the requirements of AS 22 regarding certainty / virtual certainty, deferred tax asset as computed above is not recognised in the books. The same will be reassessed at a subsequent balance sheet and will account for in the year in which conditions of certainty / virtual certainty will be met.

14. Earning Per Share

Particulars	31/03/2009 Rs.	31.03.2008 Rs.
a) Numerator		
Profit/(Loss) after tax	(76,25,155)	15,159,109
b) Denominator		
Weighted average number of equity share	500,000	500,000
c) Earning Per Share(EPS)		
Basic & Diluted (a/b)	(15.25)	30.32
Nominal value of share	10	10

15. Since the Company is in the process of procuring the information of suppliers covered under the MSMED Act 2006, the information as required under sec. 22 of the said Act is not furnished.

16. Comparative figures for the previous year are regrouped accordingly, wherever necessary.

ICC INTERNATIONAL AGENCIES LIMITED

Schedules Forming Part of the Accounts 31st march, 2009

17. Additional information as required under part IV of Schedule VI to the Companies Act, 1956:
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE.

I) REGISTRATION DETAILS

Registration No - 1 1 - 9 5 2 3 1

State Code - 1 1

Balance Sheet date - 3 1 0 3 2 0 0 9

II) CAPITAL RAISED DURING THE YEAR

Public issue

Nil

Rights issue

Nil

Bonus issue

Nil

Private placement

Nil

III) POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

Total Liabilities

3 1 8 1 3

Total Assets

3 1 8 1 3

SOURCES OF FUNDS

Paid-Up Capital

5 0 0 0

Reserves and Surplus

2 6 8 1 3

Secured Loans

Nil

Unsecured Loans

Nil

APPLICATION OF FUNDS

Net Fixed Assets

1 7 7 8

Investments

1 5

Net Current Assets

3 0 0 2 0

Deferred Tax Asset

Nil

Miscellaneous Expenditure

Nil

IV) PERFORMANCE OF THE COMPANY

Turnover (including other income)

5 9 0 8 1

Total Expenditure

6 4 7 4 4

+ - Profit Before tax

✓ 7 1 4 6

+ - Profit After tax

✓ 7 6 2 5

Earning per share (refer note no. 17)

✓ - 1 5 . 2 5

Dividend %

Nil

V) GENERIC NAMES OF THE PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY-

Product description

C O M M I S S I O N A G E N T

Item Code No

N O T A P P L I C A B L E

B. K. KHARE & CO.
Chartered Accountants

DEVDATTA MAINKAR
Partner

Mumbai, 22nd May, 2009

M. K. TRIVEDI Managing Director
M. M. SHAH Director
K. N. GANDHI Director
P. K. ASHER Director

Mumbai, 22nd May, 2009

DIRECTORS REPORT

Your Directors present the Company's third Balance Sheet as at 31st March, 2009. The Company was incorporated on 13th March, 2006 and the accounts for the period up to 31st March, 2009 have been drawn for the third time. Since the Company has not yet started the operations, Profit and Loss Account has not been drawn up.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, your Directors confirm that to the best of their knowledge and belief and according to the information and explanations available to them :

1. *in the preparation of the annual accounts, the applicable accounting standards have been followed;*
2. appropriate accounting policies, have been selected and applied consistently, and judgments and estimates have been made 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;
3. 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;
4. the annual accounts have been prepared on a going concern basis.

DIRECTORS

Present directors were appointed as additional directors on 15th March, 2007. The term of present directors expires in the ensuing Annual General Meeting. All the present directors are eligible for reappointment. It is proposed to appoint them for a period of three years.

AUDITORS

M/s B.K. Khare & Co., the present Auditors of the Company, have signified their consent to continue in office.

For, and On Behalf of the Board of Director
M. K. Trivedi
Director

Mumbai, 19th June, 2009

SHIVRAJ SUGAR & ALLIED PRODUCTS PRIVATE LIMITED

AUDITORS' REPORT

To The members of Shivraj Sugar & Allied Products Private Limited

1. We have audited the attached Balance Sheet of Shivraj Sugar & Allied Products Private Limited as at 31st March 2009, which we have signed under reference to this report. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with 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 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. Further, we report that:
 - a. We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit ;
 - b. In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books ;
 - c. The Balance Sheet dealt with by this report are in agreement with the books of account ;
 - d. In our opinion, the Balance Sheet dealt with by this report comply with the Accounting Standards referred to in Section 211(3C) of the Act ;
 - e. On the basis of the 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 Act; and
 - f. In our opinion, and to the best of our information and according to the explanations given to us, the said accounts, together with the Notes thereon and attached thereto, give, in the prescribed manner, the information required by the Act and also 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;

For **B. K. Khare & Company**
Chartered Accountants

Devdatta Mainkar
Partner
(Membership No.109795)

Mumbai, 19th June, 2009

SHIVRAJ SUGAR & ALLIED PRODUCTS PRIVATE LIMITED

Balance Sheet as at 31st March, 2009

	As at 31-Mar-09 Rs.	As at 31-Mar-08 Rs.
I SOURCES OF FUNDS		
1. SHAREHOLDERS' FUNDS		
SHARE CAPITAL		
Authorised	<u>100,000.00</u>	<u>100,000.00</u>
1,000 Equity Shares of Rs.100 each		
Issued, Subscribed and Paid up		
1,000 Equity Shares of Rs.100 each	<u>100,000.00</u>	<u>100,000.00</u>
(940 shares are held by the holding company, The Indian Card Clothing Co.Ltd)		
2. RESERVES AND SURPLUS		
TOTAL	<u><u>100,000.00</u></u>	<u><u>100,000.00</u></u>
II APPLICATION OF FUNDS		
1. FIXED ASSETS		
2. INVESTMENTS		
3. CURRENT ASSETS, LOANS AND ADVANCES		
Less : Current Liabilities	(4,500.00)	--
4. MISCELLANEOUS EXPENDITURE TO THE EXTENT NOT WRITTEN OFF OR ADJUSTED		
Preliminary Expenses	<u>104,500.00</u>	<u>100,000.00</u>
TOTAL	<u><u>100,000.00</u></u>	<u><u>100,000.00</u></u>

NOTES

1. Since the Company has not yet started the operations, Profit and Loss Account has not been drawn up including relevant disclosures under schedule VI to Companies Act, 1956.
2. The financial statements have been prepared under historical cost convention on accrual basis and comply with accounting standards referred to in section 211(3C) and other relevant Provisions of the Companies Act, 1956.

As per our report of even date

B. K. KHARE & CO.
Chartered Accountants

DEVDATTA MAINKAR
Partner
Mumbai, 19th June, 2009

K. K. TRIVEDI Director
M. K. TRIVEDI Director
SUDHIR MERCHANT Director

Mumbai, 19th June, 2009

55th ANNUAL REPORT 2008-2009

Consolidated Balance Sheet as at 31st March, 2009

	Schedule	Rs. lac	As at 31-Mar-09 Rs. lac	As at 31-Mar-08 Rs. lac
SOURCES OF FUNDS				
1. SHAREHOLDERS' FUNDS				
Share Capital.....	1	455.11		455.11
Reserves and Surplus.....	2	<u>7839.11</u>		<u>7930.11</u>
			8294.22	8385.22
Foreign Currency Translation Reserve.....			50.60	56.12
Minority Interest.....			189.70	187.69
Secured Loans.....	3		463.76	197.30
Deferred Tax liability.....			9.13	10.51
TOTAL			<u>9007.41</u>	<u>8836.84</u>
APPLICATION OF FUNDS				
1. FIXED ASSETS				
Gross Block.....	4	5436.97		5345.42
Less Depreciation.....		<u>3162.51</u>		<u>2908.51</u>
Net Block.....		<u>2274.45</u>		<u>2436.91</u>
Capital work-in-progress and advances.....		<u>3800.64</u>		<u>2463.20</u>
			6075.09	4900.11
2. INVESTMENTS	5		2039.65	2858.77
3. DEFERRED TAX ASSET			79.73	105.25
4. CURRENT ASSETS, LOANS AND ADVANCES				
Inventories.....		1104.25		1285.00
Sundry Debtors.....		1190.13		1547.86
Cash and Bank Balances.....		105.73		214.10
Other Current Assets.....		0.31		0.22
Loans and Advances.....		<u>602.47</u>		<u>458.55</u>
Less :		<u>3002.89</u>		<u>3505.73</u>
CURRENT LIABILITIES AND PROVISIONS	7			
Liabilities.....		1862.73		1907.71
Provisions.....		<u>328.27</u>		<u>626.31</u>
		<u>2191.00</u>		<u>2534.02</u>
NET CURRENT ASSETS			811.89	971.71
PRELIMINARY EXPENSES TO THE EXTENT NOT WRITTEN OFF				
PRELIMINARY EXPENSES TO THE EXTENT NOT WRITTEN OFF			1.05	1.00
TOTAL			<u>9007.41</u>	<u>8836.84</u>
SIGNIFICANT ACCOUNTING POLICIES	10			
AND NOTES TO ACCOUNTS				

As per our report attached

B. K. KHARE & CO.
Chartered Accountants

SANTOSH PARAB
Partner

Mumbai, 19th June, 2009

M. K. TRIVEDI
A. D. DAHOTRE

Managing Director
Chief Financial Officer
and Company Secretary

Mumbai, 19th June, 2009

THE INDIAN CARD CLOTHING COMPANY LIMITED

Consolidated Profit and Loss Account for the year ended 31st March, 2009

	Schedule	Rs. lac	Year Ended 31-Mar-09 Rs. lac	Year Ended 31-Mar-08 Rs. lac
INCOME :				
Sales.....		5246.95		5993.14
Less : Excise Duty.....		414.96		551.20
Net Sales.....		<u>4831.99</u>		5441.94
Servicing.....		66.06		65.86
Other Income.....	8	<u>818.13</u>		1322.60
			5716.18	6830.40
EXPENDITURE :				
Materials, Manufacturing and Other Expenses.....	9	5314.04		5624.21
Interest.....		36.80		16.61
Depreciation.....		<u>280.90</u>		267.76
Sub-Total			5631.74	5908.58
Less : Expenses Capitalised.....			<u>23.70</u>	19.42
			5608.04	5889.16
Profit before prior period expenses.....			108.14	941.24
Less : Prior Period Expenses.....			<u>14.83</u>	-
Profit before tax.....			93.31	941.24
Provision for taxation.....				
Current tax.....			14.03	346.43
Fringe Benefit Tax.....			17.44	18.20
Deferred tax charge/(credit).....			<u>24.91</u>	(54.87)
Profit after tax and before minority interest.....			36.93	631.48
Less : Minority Interest.....			<u>(5.19)</u>	3.69
Profit after tax and minority interest.....			42.12	627.79
Balance brought forward.....			5559.89	5337.97
			5602.01	5965.76
APPROPRIATIONS :				
General Reserve.....			17.00	80.00
Dividend				
Final - Proposed.....			113.78	273.07
Interim.....				
Tax on dividend.....			<u>19.34</u>	52.80
			150.12	405.87
Balance carried to Balance Sheet.....			5451.89	5559.89
Earning per share (Rs. per equity share of Rs.10/-)				
Basic/diluted.....			0.81	13.88
Average number of equity shares.....			4551120	4551120

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

10

As per our report attached

B. K. KHARE & CO.

Chartered Accountants

SANTOSH PARAB

Partner

Mumbai, 19th June, 2009

M. K. TRIVEDI

A. D. DAHOTRE

Managing Director

Chief Financial Officer

and Company Secretary

Mumbai, 19th June, 2009

55th ANNUAL REPORT 2008-2009

Consolidated Cash Flow Statement for the year ended 31st March, 2009

	As at 31-Mar-09 Rs. Lac	As at 31-Mar-08 Rs. Lac
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before tax and extraordinary items.....	93.31	941.24
Depreciation.....	280.90	267.76
Exchange (gain) / loss.....	(5.12)	18.12
Interest/Dividend received.....	(84.08)	(67.91)
(Profit)/Loss on sale of Fixed Assets.....	(0.83)	(4.75)
(Profit)/Loss on sale of Investments.....	(113.86)	(353.03)
Provision for bad/doubtful debts written back.....	(25.98)	21.30
Interest paid.....	36.80	16.61
	<u>87.83</u>	<u>(101.90)</u>
Operating Profit before Working Capital changes.....	181.14	839.34
Trade and other receivables.....	339.81	(195.50)
Inventories.....	180.75	(100.09)
Trade payables.....	(44.48)	118.95
Provision for Gratuity & Leave salary.....	(105.29)	61.42
Direct Taxes paid	(127.28)	(382.89)
	<u>243.51</u>	<u>(498.11)</u>
Net Cash generated from / (used in) operating activities.....	<u>424.65</u>	<u>341.23</u>
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets.....	(1461.17)	(768.47)
Sale of Fixed Assets.....	6.12	4.75
Purchase of Investments.....	87.52	(1471.93)
Proceeds from Sale of Investments.....	845.46	1324.26
Interest/Dividend received.....	84.08	67.91
Net cash from/ (used in) investing activities.....	<u>(437.99)</u>	<u>(843.48)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Short Term Borrowings.....	266.46	98.72
F C Reserve, Minority interest and Cost of control	1.68	11.10
Security Deposits.....	(0.50)	576.87
Dividend paid.....	(273.07)	(113.78)
Tax on dividend.....	(52.80)	(19.33)
Interest paid	(36.80)	(16.61)
Net Cash from/ (used in) financing activities.....	<u>(95.03)</u>	<u>536.97</u>
Net increase (decrease) in cash and cash equivalents (A+B+C)	<u>(108.37)</u>	<u>34.72</u>
Cash and Cash equivalents		
Beginning of year :		
Cash and Bank balances.....	<u>214.10</u>	179.38
End of year :		
Cash and Bank balances.....	<u>214.10</u>	179.38
	<u>105.73</u>	214.10
	<u>105.73</u>	214.10
Increase (decrease) in cash and cash equivalents.....	<u>(108.37)</u>	<u>34.72</u>

Notes on Cash Flow Statement :

- Above statement has been prepared following the indirect method as set out in Accounting Standard 3 "Cash Flow Statements" issued by I C A I
- Cash and cash equivalents represent cash and bank balances and bank overdrafts.
- Previous year's figures have been regrouped wherever necessary to conform to current year's grouping.

As per our report attached

B. K. KHARE & CO.
Chartered Accountants

SANTOSH PARAB
Partner

Mumbai, 19th June, 2009

M. K. TRIVEDI
A. D. DAHOTRE

Managing Director
Chief Financial Officer
and Company Secretary

Mumbai, 19th June, 2009

THE INDIAN CARD CLOTHING COMPANY LIMITED

Schedules forming part of the Consolidated Accounts : 31st March, 2009

	As at 31-Mar-09 Rs. lac	As at 31-Mar-08 Rs. lac
SCHEDULE 1		
SHARE CAPITAL		
Authorised		
50,00,000 Equity Shares of Rs.10 each.....	<u>500.00</u>	<u>500.00</u>
(previous year 50,00,000 Equity Shares of Rs.10 each)		
Issued and Subscribed		
45,51,120 Equity Shares of Rs.10 each fully paid up.....	455.11	455.11
(previous year 45,51,120 Equity Shares of Rs.10 each)		
Of the above shares :		
(a) 26,10,066 Equity Shares are held by the holding Company - Multi Act Industrial Enterprises Ltd., Mauritius		
(b) 26,20,800 Equity Shares were allotted as fully paid bonus shares by capitalisation of General Reserve		
	<u>455.11</u>	<u>455.11</u>
SCHEDULE 2		
RESERVES AND SURPLUS		
Capital Reserve.....	10.88	10.88
Share Premium Account.....	910.22	910.22
General Reserve		
As per last Balance Sheet.....	1449.12	1439.67
Add : General Reserve.....	17.00	80.00
Less : Deficit in respect of transitional compensated absences liability as on 01.04.2007	-	(14.10)
Less : <i>Deficit in respect of transitional gratuity liability</i>	-	(56.45)
	<u>1466.12</u>	1449.12
Profit and Loss Account.....	5451.89	5559.89
	<u>7839.11</u>	<u>7930.11</u>
SCHEDULE 3		
SECURED LOANS		
Term Loan Secured by mortgage and hypothication of Assets	175.74	-
Overdraft secured by mortgage and hypothication of Assets	288.02	197.30
	<u>463.76</u>	<u>197.30</u>

55th ANNUAL REPORT 2008-2009

Schedules forming part of the Consolidated Accounts : 31st March, 2009

SCHEDULE 4 FIXED ASSETS

ASSETS	Cost as at 1-Apr-08	Addition	Deduction	Cost as at 31-Mar-09	up to 31-Mar-08	Depreciation For the year 2008-09	Deduction	up to 31-Mar-09	Rs. lac	
									Net Book Value as at 31-Mar-09	Net Book Value as at 31-Mar-08
Land (freehold)	93.97			93.97	0.00			0.00	93.97	93.97
Buildings	2041.36	3.07		2044.43	530.54	77.28		607.82	1436.61	1510.82
Plant and Machinery	1771.67	68.07		1839.74	1518.58	93.01		1611.59	228.15	253.09
Electrical Installations	310.05	7.28		317.33	93.29	30.64		123.93	193.39	216.76
Air-conditioning Plant and Machinery	364.56	4.06		368.62	218.12	20.53		238.65	129.97	146.44
Furniture and Fittings	119.77	8.76		128.53	84.46	6.89		91.35	37.18	35.31
Office Equipments & Computers	328.15	14.41	1.53	341.03	276.26	18.70	1.53	293.43	47.60	51.89
Vehicles	300.79	18.08	30.66	288.21	172.15	33.85	25.37	180.63	107.58	128.64
Goodwill (Bought out)	15.11			15.11	15.11			15.11	0.00	0.00
	5345.43	123.73	32.19	5436.97	2908.51	280.90	26.90	3162.51	2274.45	2436.92
Previous year	5187.99	175.09	17.66	5345.42	2658.41	267.76	17.66	2908.51		
Capital Work-in-progress and advances									3800.64	2463.20
Total Net Block									6075.09	4900.12

SCHEDULE 5

INVESTMENTS

Long Term Investments-Unquoted :

	As at 31-Mar-09 Rs. lac	As at 31-Mar-08 Rs. lac
HDFC FMP 13 Months.....	300.00	300.00
HDFC FMP 15 Months.....	-	350.00
JM FMP 15 Months.....	200.00	200.00
In Rural Electrification Corporation Ltd.....	50.00	50.00
In Government Securities (Non trade).....	0.15	0.15
HDFC Venture Capital Fund	496.59	496.59
Aggregate cost of Long Term Investments - Unquoted	1046.74	1396.74

Current Investments :

In Equity Shares - Quoted :	572.15	662.29
Aggregate cost of quoted investments	572.15	662.29
LESS : Dimination in Value	(53.41)	-
Total Current Investment - Quoted	518.74	662.29
Aggregate market value of quoted investments	518.74	750.84

Current Investments - Un-Quoted :

In Money Market	476.59	799.74
LESS : Dimination in Value	(2.42)	-
Aggregate cost of Current Investments - Unquoted	474.17	799.74
TOTAL COST OF INVESTMENTS	2039.65	2858.77

THE INDIAN CARD CLOTHING COMPANY LIMITED

Schedules forming part of the Consolidated Accounts : 31st March, 2009

	Rs. lac	As at 31-Mar-09 Rs. lac	As at 31-Mar-08 Rs. lac
SCHEDULE 6			
CURRENT ASSETS, LOANS AND ADVANCES			
A. Inventories			
Raw materials including packing materials.....	387.64		378.95
Work -in- progress	291.75		303.46
Finished goods.....	214.75		400.02
Trading goods.....	150.20		131.67
Stores and spare parts.....	<u>59.91</u>		<u>70.90</u>
		1104.25	1285.00
B. Sundry Debtors (Unsecured)			
Debts outstanding for a period exceeding six months			
Considered doubtful.....	39.26		58.19
Considered good.....	226.17		177.78
Other Debts :			
Considered doubtful.....	-		-
Considered good.....	<u>963.96</u>		<u>1,370.08</u>
	1229.39		1606.05
Less : Provision for doubtful debts.....	<u>39.26</u>		<u>58.19</u>
		1190.13	1547.86
C. Cash and Bank Balances			
Cash on hand.....	0.89		1.11
Balance with scheduled banks			
Current Account.....	15.41		178.17
Unclaimed Dividend Account.....	36.49		32.28
Term Deposit Account.....	<u>52.94</u>		<u>2.54</u>
	104.84		212.99
		105.73	214.10
D. Other Current Assets			
Interest accrued on investments		0.31	0.22
E. Loans and Advances			
(Unsecured considered good, unless otherwise stated)			
Advances recoverable in cash or in kind or for value to be received			
Considered doubtful.....	16.75		23.80
Considered good.....	<u>424.76</u>		<u>352.66</u>
	441.51		376.46
Less : Provision for doubtful advances.....	<u>16.75</u>		<u>23.80</u>
	424.76		352.66
Bills of Exchange.....	-		2.02
Balance with Excise Authorities.....	12.27		34.24
Advance payment of tax.....	<u>165.44</u>		<u>69.63</u>
		602.47	458.55
		3002.89	3505.73

55th ANNUAL REPORT 2008-2009

Schedules forming part of the Consolidated Accounts : 31st March, 2009

	Rs. lac	As at 31-Mar-09 Rs. lac	As at 31-Mar-08 Rs. lac
SCHEDULE 7			
CURRENT LIABILITIES AND PROVISIONS			
A. Current Liabilities			
Sundry Creditors.....	911.68		968.93
Advance payments from customers.....	79.45		70.81
Security Deposits.....	835.19		835.69
Investor Education and Protection Fund to be credited on respective due dates :			
-Unclaimed dividend.....	36.41		32.28
		1862.73	1907.71
B. Provisions			
Provision for leave salary.....	139.12		166.11
Provision for gratuity.....	56.03		134.33
Proposed dividend.....	113.78		273.07
Tax on dividend.....	19.34		52.80
		328.27	626.31
		2191.00	2534.02

Year ended 31-Mar-09 Rs. lac	Year ended 31-Mar-08 Rs. lac
------------------------------------	------------------------------------

SCHEDULE 8

OTHER INCOME

Other dividend - Long Term investments.....	-	-
- Current investments.....	78.02	55.82
Interest on deposits and others.....	6.06	12.09
(tax deducted at source Rs. 0.24 lac; previous year Rs.0.89 lac)		
Rent received.....	139.36	131.46
Service charges received	241.91	211.90
Profit on sale of assets (net).....	0.83	4.75
Profit on sale of - Long Term Investments (net)	47.46	117.68
Profit on sale of - Current Investments (net)	66.40	235.35
Bad debts/ advances recovered.....	8.36	35.33
Excess Provision Written-back	27.09	-
Commission.....	143.10	456.23
Exchange gain (net).....	26.37	29.41
Miscellaneous income.....	33.17	32.58
	818.13	1322.60

THE INDIAN CARD CLOTHING COMPANY LIMITED

Schedules forming part of the Consolidated Accounts : 31st March, 2009

	Rs. lac	Year ended 31-Mar-09 Rs. lac	Year ended 31-Mar-08 Rs. lac
SCHEDULE 9			
MATERIALS, MANUFACTURING AND OTHER EXPENSES			
Raw materials including packing materials consumed...		1641.13	2029.84
Purchase of trading goods.....		378.28	183.15
Provision for excise duty on finished goods		(19.34)	(8.61)
Add/(less) : Decrease / (Increase) in stocks :			
Add : Opening stock -			
Work-in-progress.....	303.46		234.99
Finished goods.....	400.02		405.79
Trading goods.....	121.87		116.36
	825.35		757.14
Less : Closing stock -			
Work-in-progress.....	291.75		303.46
Finished goods.....	214.75		400.02
Trading goods.....	150.21		121.87
	656.71		825.35
		168.64	(68.21)
		2168.71	2136.17
Stores and spare parts consumed.....		73.61	95.15
Power and fuel.....		239.13	262.00
Rent paid.....		101.98	94.80
Insurance.....		36.58	37.69
Rates and Taxes.....		102.56	97.41
Repairs : Building.....	47.65		60.64
Plant and Machinery.....	127.37		134.41
Others.....	11.65		11.05
		186.67	206.10
Salaries, wages and bonus.....	1357.47		1422.59
Provision for gratuity and leave salary.....	(86.51)		61.42
Contribution to provident and other funds.....	227.51		164.26
Workmen and staff welfare expenses.....	94.39		92.96
		1592.86	1741.23
Freight.....		48.25	62.80
Travelling.....		169.77	200.83
Communication expenses.....		42.48	44.62
Commission on sales.....		101.97	151.46
Compensation claims on sales.....		23.00	26.23
Provision for doubtful debts and advances.....		-	39.56
Bad debts and Advances written off.....		8.52	-
Computer software and maintenance.....		11.25	13.90
Investment advisory fees.....		7.79	61.53
Legal and professional fees.....		152.84	128.78
Auditors' remuneration :			
Audit fees.....	9.93		7.83
Other services.....	0.68		1.14
Reimbursement of expenses.....	0.14		0.12
		10.75	9.09
Commission to non-whole-time Directors.....		-	7.30
Dimunation in Value of Investments.....		55.83	-
Exchange loss (net).....		21.25	11.29
Other expenses.....		158.24	196.27
		5314.04	5624.21

Schedules forming part of the Consolidated Accounts : 31st March, 2009

SCHEDULE 10

1) Basis of Preparation of Financial Statements Significant Accounting Policies And Notes To Accounts

1. The consolidated financial statements envisaged combining of financial statements of The Indian Card Clothing Co. Ltd. and its following subsidiaries:

Name of the Company	Country of incorporation	% Shareholding of The Indian Card Clothing Co. Ltd.
Garnett Wire Ltd.	U K	60%
ICC International Agencies Ltd.	India	100%
Shivraj Sugar and Allied Products Pvt. Ltd.	India	94%

2. The following cardinal principles have been applied while preparing the consolidated financial Statements :
- The parent and its subsidiaries have used uniform accounting policies except that in case of Garnett Wire Ltd. UK, which has charged depreciation on building using straight line method as against written down value method used by the parent, the impact whereof is not significant.
 - The consolidated financial statements have been prepared by combining individual financial statements of the parent and its subsidiaries on a line by line basis by adding together the balances of assets, liabilities, income and expenditures after eliminating intra group Transactions.
3. The financial statements of Garnett Wire Ltd. have been translated at the exchange rate prevailing at the end of the year for assets and liabilities and average rate for revenue items except the parent's interest in equity upto the date of acquisition which has been translated at the exchange rate prevailing on the date of acquisition. Exchange differences arising on consolidation are dealt with as follows :
- To the extent attributable to the Parent's interest, they are accumulated in "Foreign Currency Translation Reserve", and
 - To the extent attributable to the Minority interest, they are adjusted to the "Minority Interest".
4. Significant Accounting policies followed by each of the companies consolidated are annexed to their respective accounts. Reference is invited to Schedule 10 of The Indian Card Clothing Co. Ltd., Schedule A of the accounts of ICC International Agencies Ltd., and Schedule 8 of the accounts of Garnett Wire Ltd.
5. In respect of the Accounts of The ICC International Agencies Limited :
Provision for doubtful debts include Rs. 23.26 lac (Previous year Rs.11.08 lac), due from a non resident company.

6. Related Party Disclosure

- Controlling Company - Multi Act Industrial Enterprises Ltd., Mauritius
- Enterprise over which any key management personnel and relative of such personnel is able to exercise significant influence
 - Multi Act Trade & Investments Pvt Ltd.
 - Multi Act Equity Consultancy Pvt Ltd.
 - Kardhar Constructions Pvt. Ltd.
 - Crawford Bayley & Co
 - Joseph Sellers & Sons Ltd.
 - Shaped Wires Ltd.
- Transactions with related Parties

Name of party	Nature of transaction	Year ended 31-Mar-09 Rs. lac	Year ended 31-Mar-08 Rs. lac
i) Multi Act Industrial Enterprises Ltd., Mauritius	Dividend paid	156.60	65.25
ii) Multi Act Trade & Investments Pvt Ltd.	Dividend paid		
iii) Multi Act Equity Consultancy Pvt Ltd.	Investment Advisory fees	7.79	61.53
iv) Kardhar Constructions Pvt. Ltd.	Rent paid	20.28	23.04
	Deposit Paid	240.00	180.00
v) Crawford Bayley & Co.	Legal & professional fees	-	-
vi) Joseph Sellers & Sons Limited	Sales	0.33	0.61
	Purchases	39.60	47.45
	Amount receivable	-	-
	Amount payable	-	-

THE INDIAN CARD CLOTHING COMPANY LIMITED

Schedules forming part of the Consolidated Accounts : 31st March, 2009

Vii) Shaped Wires Ltd.	Sales	32.56	2.82
	Purchases	206.19	270.81
	Rent Received	16.43	-
	Amount receivable	2.91	-
	Amount payable	-	27.84
viii) Directors & Relatives			
a) Mr. K K Trivedi - Chairman	Commission as Director	-	-
b) Mr. Prashant K Trivedi - Deputy Chairman	Commission	-	-
c) Mr. Mehul K Trivedi - Managing Director (Also key management personnel)	Salary, commission and other perquisites.	43.77	39.86

(No amounts pertaining to related parties have been written off or written back during the year)

7. Segment Disclosure

	Card Clothing	Treasury	Realty	Others/ Unallocable	Rs. lac Total
A. Primary Segment Information					
i. Segment Revenue					
External Sales	4482.24 (5332.88)	0.00 0.00	0.00 0.00	415.81 (174.92)	4898.05 (5507.80)
Treasury and other income	115.68 (99.29)	194.51 (411.51)	364.84 (343.48)	143.10 (468.32)	818.13 (1322.60)
Total revenue	4597.92 (5432.17)	194.51 (411.51)	364.84 (343.48)	558.91 (643.24)	5716.18 (6830.40)
ii. Segment Results					
Profit before tax and interest	(90.42) (379.29)	105.85 (323.15)	153.17 (112.83)	(38.49) (142.58)	130.11 (957.85)
Less : Interest expense	0.00 0.00	0.00 0.00	0.00 0.00	36.80 (16.61)	36.80 (16.61)
Profit from ordinary activities before tax	(90.42) (379.29)	105.85 (323.15)	153.17 (112.83)	(75.29) (125.97)	93.31 (941.24)
iii. Other Information					
Segment Assets	6192.75 (5482.54)	2039.65 (2858.99)	2681.90 (2562.89)	284.11 (466.44)	11198.41 (11370.86)
Segment Liabilities	1688.39 (1564.36)	0.00	833.25 (840.18)	331.95 (524.98)	2853.59 (2929.52)
Capital Expenditure during the year	1461.17 (768.47)	0.00 0.00	0.00 0.00	0.00 0.00	1461.17 (768.47)
Depreciation	178.53 (155.36)	0.00 0.00	102.37 (112.40)	0.00 0.00	280.90 (267.76)
B. Secondary Segment Information (by geographical segment)					
	Revenue	Assets			
Domestic	4096.51 (4155.72)	1063.52 (1341.91)			
Overseas	801.54 (1352.08)	126.61 (205.95)			

8. Previous year's figures have been regrouped wherever necessary to conform current year's grouping
9. Figures in bracket are in respect of previous year.

Signatures to Schedules 1 to 10

As per our report attached

B. K. KHARE & CO.
Chartered Accountants

SANTOSH PARAB

Partner
Mumbai, 19th June, 2009

M. K. TRIVEDI Managing Director
A. D. DAHOTRE Chief Financial Officer
and Company Secretary

Mumbai, 19th June, 2009

Auditors' Report to the Board of Directors of The Indian Card Clothing Company Limited on the Consolidated Financial Statements of The Indian Card Clothing Company Limited and its Subsidiaries

We have examined the attached Consolidated Balance Sheet of The Indian Card Clothing Company Limited and its subsidiaries as at 31st March 2009 and the Consolidated Profit and Loss Account and Consolidated Cash Flow Statement for the year then ended.

These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with generally accepted auditing standards in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and 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 statements. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statements of one of its subsidiaries, whose financial statements reflect total assets of Rs.590.48 lacs as at 31st March, 2009 and total revenues of Rs. 672.24 lacs (including inter - company transaction Rs.31.45 lacs) for the year ended. These financial statements have been audited by other auditors whose reports has been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of these subsidiaries, is based solely on the report of the other auditors.

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) - 21, Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India and on the basis of separate audited financial statements of The Indian Card Clothing Company Limited and its subsidiaries included in the consolidated financial statements.

On the basis of the information and explanation given to us and on the consideration of the separate audit reports on individual audited financial statements of The Indian Card Clothing Company Limited and its subsidiaries, we are of the opinion that

- (a) The Consolidated Balance Sheet gives a true and fair view of the consolidated state of affairs of the The Indian Card Clothing Company Limited and its subsidiaries as at 31st March, 2009.
- (b) The Consolidated Profit and Loss Account gives a true and fair view of the consolidated results of operations of The Indian Card Clothing Company Limited and its subsidiaries for the year then ended, and
- (c) The Consolidated Cash Flow Statement gives a true and fair view of the Consolidated Cash Flows of The Indian Card Clothing Company Limited and its subsidiaries for the year then ended.

For B. K. KHARE & COMPANY
Chartered Accountants

SANTOSH PARAB
Partner
(Membership No. 47942)

Pune : 19th June, 2009

THE INDIAN CARD CLOTHING CO. LTD.

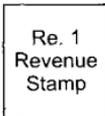
Registered Office : Mumbai-Pune Road, Pimpri, Pune - 411 018

PROXY FORM

I/We.....
of being a Member /
Members of The Indian Card Clothing Company Limited hereby appoint
of
or failing him
of

as my/our proxy to vote for me/us on my/our behalf, at the FIFTY FIFTH ANNUAL GENERAL MEETING of the Company to be held at Company's Registered Office at Mumbai Pune Road, Pimpri, Pune - 411018. On Friday, 14th August, 2009 at 12 noon and at any adjournment thereof.

Signed at.....



Dated.....

Shareholders Folio No.

DPID / Client ID

- NOTES:
1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Member.
 2. A Re. 1.00 Revenue Stamp should be affixed to this and it should then be signed by the Member.
 3. The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

ATTENDANCE SLIP

55th Annual General Meeting - 14th August, 2009

Shareholders Folio No. _____ No. of Shares held _____

DPID/Client ID _____

Name of the attending shareholder

Name of Proxy

(to be filled in by the proxy
attending instead of the shareholder)

I hereby record my presence at the 55th Annual General Meeting of the Company at Company's Registered Office at Mumbai Pune Road, Pimpri, Pune - 411018 on Friday, 14th August, 2009 at 12 noon

Signature of Shareholder / Proxy



LIST OF OFFICES

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